

# Association of Professional Dog Trainers NZ Inc



## Constitution (Rules)

### THE SOCIETY

#### 1.0 Name

- 1.1 The name of the Society is Association of Professional Dog Trainers NZ Incorporated (APDTNZ)
- 1.2 The Society is constituted by resolution dated 01.06.18.

#### 2.0 Registered Office

- 2.1 The Registered Office of the Society is:  
28a Wicklow Road  
Narrow Neck  
Auckland 0622

#### 3.0 Purposes of Society

- 3.1 The Association of Professional Dog Trainers NZ Incorporated (APDTNZ) is a forum for trainers and anyone involved with dogs to communicate and exchange ideas regarding dog training and behaviour as it relates to our Vision and Mission statements.
- 3.2 The assets and income of the Society shall be applied solely in furtherance of its above mentioned objectives and no portion shall be distributed directly or indirectly to the members of the Society except as bona fide compensation for services rendered or expenses incurred on behalf of the Society.

## **MANAGEMENT OF THE SOCIETY**

### **4.0 Managing Committee**

4.1 The Society shall have a managing committee (“the Committee”), comprising the following persons:

- a) The President
- b) The Vice President
- c) The Secretary
- d) The Treasurer
- e) Other Members as the Society shall decide

4.2 Only Full or Life Members of the Society may be Committee Members

4.3 There shall be a minimum of three Committee members

### **5.0 Appointment of Committee Members**

5.1 At a Society Meeting, Members may decide by majority vote:

- a) How large the Committee will be;
- b) Who shall have the title of President, Secretary and Treasurer;
- c) Whether any Committee Member may have more than one title;
- d) How long each person will be a Committee Member (‘the Term’).

### **6.0 Cessation of Committee Membership**

6.1 Persons cease to be Committee Members when:

- a) They resign by giving written notice to the Committee;
- b) The Society may, by resolution at a General Meeting, remove any member of the Committee from office before the expiration of their term of office and may, by resolution, appoint another person to hold that office until the expiration of the term of office of the member so removed.
- c) If a member of the Committee to whom a proposed resolution referred to in clause (b) relates makes representation in writing to the Secretary or President (not exceeding a reasonable length) the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.
- d) Their Term expires.

- 6.2 If a person ceased to be a Committee Member, that person must within one month give to the Committee all Society documents, passwords and property.

## **7.0 Nomination of Committee Members**

- 7.1 Nominations for members of the Committee shall be called for at least 28 days before a Special General or Annual General Meeting.
- 7.2 Each candidate shall be proposed and seconded by Full or Life Members and the completed nomination delivered to the Secretary.
- 7.3 Nominations close at 5pm eighteen (18) days before the Society Meeting.
- 7.4 The Secretary shall post all nominations on a suitable notice board and distribute to all Full and Life Members at least fourteen (14) days before the Society Meeting.
- 7.5 All retiring members of the Committee shall be eligible for re-election.
- 7.6 If insufficient further nominations are received, any vacancy positions remaining on the Committee are taken to be casual vacancies.

## **8.0 Election of Committee Members**

- 8.1 At the AGM each candidate nominated for a position shall be voted for by secret ballot. A candidate is elected by receiving more than 50% of the votes. In case of more than 2 candidates per position and neither of them achieving more than 50% of the votes a second secret ballot shall be held for the top 2 candidates.
- 8.2 The ballot for the election of the office-bearers and other members of the Committee is to be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
- 8.3 If the position of any Committee Member becomes vacant between Society Meetings, the Committee shall appoint another Full or Life

Member to fill that vacancy until the next Society Meeting.

- 8.4 If any Committee Member is absent from three consecutive meetings without leave of absence the President may declare that person's position to be vacant.

## **9.0 Role of the Committee**

- 9.1 Subject to the rules of the Society ("The Constitution"), the role of the Committee is to:
- Administer, manage, and control the Society;
  - Carry out the purposes of the Society, and Use Money or Other Assets to do that;
  - Manage the Society's bank accounts;
  - Ensure that all Members follow the Constitution;
  - Decide how a person becomes a Member, and how a person stops being a Member;
  - Decide the times and dates for meetings, and set the agenda for Meetings;
  - Decide the procedures for endorsing or accrediting members;
  - Decide the procedures for dealing with complaints;
  - Set Membership fees, including subscriptions and levies;
  - Make regulations.
- 9.2 The Committee has all of the powers of the Society, unless the Committee's power is limited by the Constitution, or by a majority decision of the Society.
- 9.3 Decisions of the Committee bind the Society, unless the Committee's power is limited by these Rules or by a majority decision of the Society.

## **10.0 Roles of Committee Members**

- 10.1 The President's role is to:
- a) Ensure that the Constitution is followed;
  - b) Convene Meetings;
  - c) Chair Meetings, deciding who may speak and when;
  - d) Oversee the operation of the Society;
  - e) Give a report on the operation of the Society at each Annual General Meeting;

- f) Advise the Registrar of Incorporated Societies of any alteration to the Constitution.

**10.2** The Vice President's role is to:

- a) Represent the President when the President is unavailable
- b) Assist the President in fulfilling their responsibilities.....

**10.3** The Secretary's role is to:

- a) Record the meeting minutes of Meetings;
- b) Hold the Society's records, documents, and books;
- c) Receive and reply to correspondence as required by the Committee;

Retain the common seal of the Society, if the Society has a common seal.

**10.4** The Treasurer's role is to:

- a) Collect and receive all payments made to the Society. These payments must be banked within ten working days after the Treasurer receives them;
- b) Keep a true and accurate record of the Society's accounts, so that the Society's financial situation can be clearly understood at any point in time;
- c) Give a financial report and statement of accounts (including an Income and Expenditure Account and Balance Sheet) at each Annual General Meeting, and more often if either the Committee or a majority of the Society decides this in a meeting.
- d) Forward the annual financial statements for the Society to the Registrar of Incorporated Societies upon approval by the Society at an Annual General Meeting.

## **SOCIETY MEMBERSHIP**

### **11.0 Types of Members**

**11.1** "Full Member" means any adult person 18 years or over who provides dog training services and/or has an interest in the field of dog training and agrees to abide by standards and guidelines required of Full Members as promulgated by the Society. This level of membership includes a listing in the trainers directory, reduced fees to official Society events, subscription to the newsletter, application for the use of the APDTNZ logo on marketing literature, eligibility to stand for the

Committee and voting privileges.

“**Associate Member**” means any person who has an interest in the field of dog training. This level of membership includes reduced fees to official Society events and subscription to the newsletter.

“**Ordinary Member**” means any full or associate member who is not an office bearer of the Society.

“**Life Member**” means any person who is acknowledged as a longstanding Member of the Society. A Life Member has all the rights and responsibilities of an Ordinary Member (including the right to vote), but does not have to pay fees, subscriptions, or levies.

“**Honorary Member**” is any person who is acknowledged as providing or having provided important services to the Society. An Honorary Member has none of the rights or privileges of an Ordinary Member.

- 11.2 An Ordinary Member has the rights and responsibilities set out in these Rules.

## 12.0 Appointment of Membership Secretary

12.1 Each year the Committee shall appoint a Full Member to act as Membership Secretary

12.2 The Membership Secretary’s role is to

- a) Manage the membership application process;
- b) Keep and maintain the Register of Members;

## 13.0 Admission of Members

- 13.1 To become an Ordinary Member, a person (“the Applicant”) must:
- a) Fill out an application form established by the Society;
  - b) Supply any other information the Committee requires;
  - c) Include the sum payable for the membership level as has been set as the entrance fee and annual subscription.
- 13.2 The Committee may interview the applicant when it considers membership applications.
- 13.3 As soon as practicable after receiving an application for membership, the Membership Secretary must refer the application to the Committee to determine whether to approve or reject the application.

The Committee shall have complete discretion when it decides whether or not to let the applicant become an Ordinary Member. The Committee shall advise the applicant of its decision, and that decision shall be final.

13.4 If the meeting determines to approve the application for membership, the Membership Secretary must, as soon as practicable after that determination, notify the applicant of that approval.

13.5 The Membership Secretary must enter the applicant's name in the Membership Register. Once the name is entered, the applicant becomes a member of the Society.

13.6 In the event that the application is rejected by the meeting, the fees collected are to be returned in full to the applicant.

13.7 An Ordinary Member may become a Life Member only if:

- a) The Committee recommends that the Society should appoint the Ordinary Member as a Life Member; and
- b) The Society passes a resolution appointing the Ordinary Member as a Life Member by a two-thirds majority of those Members present and voting.

13.8 A person may be appointed as an Honorary Member only if:

- a) The Committee recommends that the Society should appoint the person as an Honorary Member; and
- b) The Society passes a resolution appointing the person as an Honorary Member by a two-thirds majority of those Members present and voting.

## **14.0 The Register of Members**

14.1 The Membership Secretary shall keep a register of Members ("the Register"), which shall contain the names, the addresses and telephone numbers of all Members, and the dates at which they became Members.

14.2 If a Member's address or telephone number changes, that Member shall give the new address or telephone number to the Membership

Secretary.

14.3 Each Member shall provide such other details as the Committee requires.

## **15.0 Cessation of Membership**

15.1 Membership shall terminate upon the occurrence of any of the following events:

- a) Any Member may resign by giving written notice to the Membership Secretary.
- b) Period of membership has expired by due date 1 April of financial year, and membership has not been renewed, e.g. membership has lapsed
- c) Failure of the Member to pay their dues on or before 1 April each financial year
- d) Occurrence of any breach of rules that renders the Member ineligible for membership.

## **16.0 Re-admission of former Members**

16.1 Any former Member who has resigned or whose membership has lapsed after 1 April each financial year, may re-apply in the same way as a new applicant.

16.2 Any arrears and/or levies still outstanding at time of resignation or lapsed membership may be required to be paid at the discretion of the Committee, prior to readmittance.

## **17.0 Obligations of Members:**

17.1 All Members shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

## **MONEY AND OTHER ASSETS OF THE SOCIETY**

### **18.0 Use of Money and Other Assets**

18.1 The Society may only Use Money and Other Assets if:



- a) It is for a purpose of the Society;
- b) It is not for the sole personal or individual benefit of any Member;  
and
- c) That use has been approved by either the Committee or by  
majority vote of the Society.

## **19.0 Joining Fees, Subscriptions and Levies**

- 19.1 The Committee shall decide by majority vote at a Committee Meeting:
  - a) What a Member must pay to join the Society (“Joining Fee”); and
  - b) What a Member must pay in order to stay a Member  
 (“Subscription”) and how often this must be paid.
- 19.2 The Committee may call for Full Members to approve a levy by  
majority vote at a Society Meeting in any one financial year.
- 19.3 All annual subscriptions shall be due and payable by 1 April at the  
commencement of each financial year.
- 19.4 Unless the Committee otherwise determines, the membership of any  
person whose annual subscription is not received, and the  
Membership Secretary has not otherwise been notified prior to 1 April  
each financial year, shall be deemed unfinancial and shall cease to be  
entitled to any of the rights and privileges of membership.
- 19.5 If the Member has not paid the membership subscription in respect of  
the financial year by 1 April each financial year, the membership will be  
terminated and the name struck from the Membership Register.

## **20.0 Additional Powers**

- 20.1 The Society may:
  - a) Employ people for the purposes of the Society;
  - b) Exercise any power a trustee might exercise;
  - c) Invest in any investment that a trustee might invest in;

- d) Borrow money and provide security for that if authorized by majority vote at any Society Meeting.

## **21.0 Financial Year**

- 21.1 The financial year of the Society begins on 1 April of every year and ends on 31 March of the next year.

## **22.0 Payments**

- 22.1 Any Payment made by the Society must be by electronic deposit or debit card.
- 22.2 All Payments must be authorised by the President (or their delegate) and by one other Committee Member.

## **Appointing a Reviewer**

- 22.3 At an Annual General Meeting, the Society shall appoint an accountant to review the annual financial statements of the Society (“the Reviewer”). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer’s attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Society’s accounting policie
- 22.4 s. The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Committee, or an employee of the Society. If the Society appoints a Reviewer who is unable to act for some reason, the Committee shall appoint another Reviewer as a replacement.
- 22.5 The Committee is responsible to provide the Reviewer with:
  - a. Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters
  - b. Additional information that the reviewer may request from the Committee for the purpose of the review; and
  - c. Reasonable access to persons within the Society from whom the reviewer determines it necessary to obtain evidence.

## **CONDUCT OF MEETINGS**

### **23.0 Society Meetings**

- 23.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting.
- 23.2 The Annual General Meeting shall be held once every year between 1 April and 31 August. The Committee shall determine when and where the Society shall meet within those dates.
- 23.3 Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least a quarter of the Members.
- 23.4 The Secretary shall give all Voting Members at least 14 days written notice of:
- a) The business to be conducted at any Society Meeting;
  - b) A copy of the Annual Report and Statement of Accounts, if the Society Meeting is an Annual General Meeting;
  - c) A list of Nominees for the Committee, and information about those Nominees if it has been provided. (The Secretary must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee).
  - d) Notice of any motions and the Committee's recommendations about those motions. If the Secretary has sent notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.
- 23.5 All Full and Life Members ("Voting Members") may attend and vote at Society Meetings.
- 23.6 No Society Meeting may be held unless at least 9 (nine) Voting Members attend.
- 23.7 All Society Meetings shall be chaired by the President. If the President is absent, the Society may elect another Committee Member to chair the Society Meeting. Any Committee Member chairing a Society

Meeting has a casting vote.

- 23.8 On any given motion at a Society Meeting, the President shall in good faith determine whether to vote by:
- a) Voices;
  - b) Show of hands; or
  - c) Secret ballot.
  - d) Proxy votes:
    - I. Only three proxy votes may be held by one Voting Member
    - II. Or where an absent member wishes to vote for or against a particular motion their Proxy vote (in writing and signed by the member) may be forwarded direct to the Secretary prior to the commencement of the meeting
  - e) Each Voting Member entitled to appoint another Voting Member as proxy must give a signed notice in writing of this appointment to the Secretary prior to the commencement of the meeting for which the proxy is appointed. Postal and/or electronic voting:
    - I. Each Voting Member entitled to postal or electronic voting must ensure the Secretary receives their vote prior to the commencement of the meeting for which the voting is required
    - II. Voting papers must identify the voter by name
    - III. All voting papers and voters will be confidential to the Secretary alone and if requested will be destroyed immediately after the meeting

However, if any Voting Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the President will have a casting vote.

- 23.9 The business of an Annual General Meeting shall be:
- a) Any minutes of the previous Meeting(s);
  - b) The President's report on the business of the Society;
  - c) The Treasurer's report on the finances of the Society, and the Statement of Accounts;
  - d) Election of Committee Members;

- e) Motions to be considered;
- f) Approval of plans for the balance of the current and next calendar years; and
- g) General business.

## **24.0 Motions at Society Meetings**

- 24.1 Any Voting Member may request that a motion be voted on (“Member’s Motion”) at a particular Society Meeting, by giving written notice to the Secretary at least 42 days before that meeting. The Voting Member may also provide information in support of the motion (“Member’s Information”). The Committee may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member’s Motion is signed by at least a quarter of all Voting Members:
- a) It must be voted on at the Society Meeting chosen by the Voting Member; and
  - b) The Secretary must give the Member’s Information to all Voting Members at least 28 days before the Society Meeting chosen by the Member; or If the Secretary fails to do this, the Voting Member has the right to raise the motion at the following Society Meeting.
- 24.2 The Committee may also decide to put forward motions for the Society to vote on (“Committee Motions”).

## **25.0 Committee Meetings**

- 25.1 No Committee Meeting may be held unless more than half of the Committee Members attend.
- 25.2 All committee Meetings shall be chaired by the President. If the President is absent, the Committee may elect another Committee member to chair the Committee Meeting.
- 25.3 Decisions of the Committee shall be by majority vote.

- 25.4 The President or Committee Member chairing the meeting has a casting vote.
- 25.5 Only Committee Members present in attendance at a Committee Meeting may vote at that Committee Meeting.
- 25.6 Subject to these Rules, the Committee may regulate its own practices.

## **SIGNING OF DOCUMENTS**

### **26.0 Signing of Documents**

- 26.1 The Society shall have a common seal. A document shall be executed on behalf of the Society if:
  - a) The common seal is attached to the document; and
  - b) The document is witnessed by any one of the President, Secretary, or Treasurer, and countersigned by one other member of the Committee.

## **ALTERING THE CONSTITUTION**

### **27.0 Altering the Constitution**

- 27.1 The Society may alter or replace the Constitution at a Society Meeting by a resolution passed by a two-thirds majority of those Members present and voting.
- 27.2 Any proposed motion to amend or replace the Constitution shall be signed by at least 15 Voting Members and given in writing to the Secretary at least 42 days before the Society Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 27.3 At least 28 days before the General Meeting at which a Constitution change is to be considered the Secretary shall give to all Voting Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.
- 27.4 When a Constitution change is approved by a General Meeting the President shall cause to be filed with the Registrar of Incorporated

Societies advice of the Constitution changes in the required form. No Constitution change shall take effect until this is done.

## WINDING UP

### 28.0 Winding up

28.1 If the Society is wound up:

- The Society's debts, costs and liabilities shall be paid;
- Surplus Money and Other Assets of the Society may be disposed of:
  - a. According to the provisions in the Incorporated Societies Act 1908; but no distribution may be made to any Member;
  - b. To a NZ owned Canine related charitable organization, decided upon by the Committee, involved in education, training and/or welfare that reflects the philosophy of APDTNZ

### 29.0 Definitions

29.1 In these Rules:

- a) "Attendance" means to include those attending via electronic conferencing.
- b) "Committee" means the Committee of the Society.
- c) "Committee Meeting" means a meeting of the Committee.
- d) "Committee Member" means any Member who is on the Committee.
- e) "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- f) "Meeting" means any Annual General Meeting, any Special General Meeting, and any Committee Meeting.
- g) "Member" means any Full, Associate, Life or Honorary Member.
- h) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
- i) "Payment" means any transfer of legal tender by cash, electronic transfer or any other means of paying legal tender,



- j) "Society Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
- k) "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
- l) "Written Notice" means hand-written, printed or electronic communication of words or a combination of these methods.