



Scent Sports Association of New Zealand Incorporated

Constitution - December 2024

1. DEFINITIONS

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| AGM | means Annual General Meeting. |
| Appointed Committee Member | means a Committee Member appointed under Rule 15.5. |
| Constitution | means this document as titled above. |
| Committee | means the elected Officers and Ordinary Committee of SSANZ. |
| Ordinary Committee Member | means a Member of the Committee elected under Rule 13.9 without a specific designation as an Officer of the Association. |
| General Meeting | means an AGM or SGM. |
| Individual Member | means an individual described in Rule 7. |
| Member | means and includes all classes of Members of SSANZ described under Rule 5. |
| Objectives | means the objectives of SSANZ described under Rule 3.1. |
| Ordinary Resolution | means a resolution passed with a majority from votes cast. |
| Organisation Member | means a group or individual who conducts training classes and/or scent sport trials as described in Rule 6. |
| Patron | means the person appointed as the patron of SSANZ. |
| President | means the President of SSANZ. |
| Register | means the register of Members specified in Rule 12.1. |
| Rules | means these rules and "Rule" shall have a corresponding meaning. |
| Secretary | means the Secretary of SSANZ. |

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| SGM | means Special General Meeting. |
| Special Resolution | means a resolution passed by two-thirds of votes cast. |
| SSANZ | means Scent Sports Association of New Zealand Incorporated. |
| Treasurer | means the Treasurer of SSANZ. |
| Vice-President | means the Vice-President of SSANZ. |

2. NAME

- 2.1 The name of the incorporated society is Scent Sports Association of New Zealand Incorporated. Hereinafter this is referred to as SSANZ.
- 2.2 The registered office of SSANZ shall be at the place as determined by the Committee.
- 2.3 A contact person for communication with the Registrar of Incorporated Societies shall be determined by the incoming Committee and this person shall be notified to the Registrar within 20 working days.

3. OBJECTIVES

- 3.1 The objectives of SSANZ are:
 - (a) To be a national body in New Zealand to promote, develop, and foster canine scent sports such as Nosework, also known as Scentwork, as an amateur sport for the recreation and entertainment of the general dog-owning public in New Zealand.
 - (b) To support and assist its Organisational Members to conduct SSANZ Nosework qualifying trials within New Zealand.
 - (c) To promote opportunities and provide resources to assist and enhance the participation, enjoyment, and performance of all forms of scent sport training through SSANZ's activities.
 - (d) To develop, promote, and coordinate trials, events, and activities for all scent sport-related activities of SSANZ.
 - (e) To affiliate and co-operate with other organisations if required.

4. POWERS

4.1 SSANZ has the power, subject to this Constitution to:

- (a) Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges, and licences.
- (b) Control and raise money including borrow, invest, loan, or advance monies, and secure the payment of such money by way of mortgage or charge over all or part of any of its property, and enter into guarantees.
- (c) Sell, lease, mortgage, charge, or otherwise dispose of any property of SSANZ and grant such rights and privileges over such property as it considers appropriate.
- (d) The Committee has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of the Society, subject to such modifications, exceptions, or limitations as are contained in the Incorporated Societies Act 2022, or in this Constitution.
- (e) Raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding, or otherwise.
- (f) Produce, develop, create, license, and otherwise exploit, use, and protect the intellectual property of SSANZ.
- (g) Make, alter, rescind, enforce this Constitution, and any rules, regulations, policies, and procedures for the governance, management, and operation of SSANZ.
- (h) Determine, implement, and enforce disciplinary, disputes and appeal procedures, including rules, regulations, and policies for such, and conduct hearings and impose sanctions and penalties.
- (i) Consider and settle disputes between Members.
- (j) Determine who are its Members and withdraw, suspend, or terminate membership.
- (k) Enter into, manage, and terminate contracts or other arrangements with employees, sponsors, Members, and other persons and organisations.
- (l) Make, alter, rescind, and enforce rules of qualifying trials.
- (m) Organise and control qualifying trials, events, and programmes.
- (n) Delegate powers of SSANZ to any person, committee, or sub-committee.
- (o) Purchase or otherwise acquire all or any part of the property, assets, and liabilities of any one or more companies, institutions, incorporated societies, or organisations whose activities or objects are similar to those of SSANZ, or with

which SSANZ is authorised to amalgamate or generally for any purpose designed to benefit SSANZ.

- (p) Do any other acts or things which are incidental or conducive to the attainment of the Objectives of SSANZ.

4.2 The powers listed in Rule 4.1 must only be used to further the not-for-profit purposes of SSANZ.

5. MEMBERSHIP

5.1 The Members of SSANZ shall be:

- (a) Organisations as detailed in Rule 6.
- (b) Individuals as detailed in Rule 7.
- (c) Life Members as detailed in Rule 8.

6. ORGANISATION MEMBERS

6.1 Any group or individual who wishes to be an Organisational Member of SSANZ shall apply to the Committee. Such application shall be reviewed and the outcome determined by the Committee.

6.2 In addition to the obligations as a Member under Rule 9, each Organisational Member shall:

- (a) Administer, promote, and develop scent sports in the Organisation in accordance with the Objectives of SSANZ, this Constitution, and any regulations.
- (b) Be permitted to conduct scent sport trials under the umbrella of SSANZ.
- (c) Nominate in writing, as its representative an individual it considers appropriate.
- (d) Adopt the Objectives of SSANZ which are consistent with this Constitution.
- (e) Do all that is reasonably necessary to enable the Objectives of SSANZ.
- (f) Act in good faith with loyalty to SSANZ to ensure the maintenance and enhancement of SSANZ and Nosework and its reputation, and to do so for the collective and mutual benefit of the Members and scent sports in general.
- (g) Operate with, and promote, mutual trust and confidence between SSANZ and the Members, and,
- (h) at all times, act in the interests of the Members and their scent sports activities.

7. INDIVIDUAL MEMBERS

- 7.1 Any person who wishes to become an Individual Member of SSANZ shall complete a registration application and fulfil subscription requirements as determined by the Committee.
- 7.2 In addition to the obligations as a Member under Rule 9, each Individual Member shall:
- (a) Adopt the Objectives of SSANZ which are consistent with this Constitution.
 - (b) Do all that is reasonably necessary to enable the Objectives of SSANZ.
 - (c) Act in good faith with loyalty to SSANZ to ensure the maintenance and enhancement of SSANZ and Nosework and its reputation, and to do so for the collective and mutual benefit of the Members and scent sports in general.
 - (d) Operate with, and promote, mutual trust and confidence between SSANZ and the Members, and,
 - (e) at all times act in the interests of the Members and SSANZ.
 - (f) **Be eligible to** participate in SSANZ sanctioned scent sport trials.
 - (g) **Not** be permitted to conduct scent sport trials under the umbrella of SSANZ.
 - (h) **Be eligible to be** elected as an Officer or Ordinary Committee Member of SSANZ.

8. LIFE MEMBERS

- 8.1 Life Membership may be granted to a person in recognition and appreciation of outstanding service for the benefit of SSANZ. Any person may be nominated for Life Membership of SSANZ but must be nominated by at least three current financial Members. Such nomination must be made to the Committee in writing, setting out the grounds for the nomination at least 30 days before the AGM. The Committee must then determine, at its discretion, whether the nomination should be forwarded to a General Meeting for determination by the Members. Life Membership of such a nominee is only obtained by Special Resolution passed at a General Meeting.

9. MEMBERSHIP RIGHTS AND OBLIGATIONS

- 9.1 Members acknowledge and agree that:
- (a) An application for membership must be received in writing or by electronic application, and in such format as required by the Committee.
 - (b) All applications for membership will be ratified by the Committee, if deemed appropriate, at the next available Committee meeting.

- (c) Members are bound by this Constitution and by the regulations, policies, and procedures of SSANZ when conducting or participating in SSANZ Nosework trials.
- (d) To receive, or continue to receive, membership entitlements, Members must meet all requirements of membership set out in this Constitution or as otherwise set by the Committee, including payment of any membership or other fees within a required time period.
- (e) The failure by a Member to comply with Rule 9.1(c) or 9.1(d) may result in withdrawal of membership entitlements but shall not excuse such Member from being bound by this Constitution.
- (f) They are entitled to all rights, entitlements, and privileges of membership conferred by this Constitution.

9.2 Membership of SSANZ is annual and expires on 1st January each calendar year. The membership requirements as set out in this Constitution, and payment of fees as determined by the Committee, must be completed by each Member by 1st March in each calendar year in order to have their membership of SSANZ renewed.

10. RESIGNATION AND TERMINATION OF MEMBERSHIP

10.1 A Member may resign by notice in writing or by email to the Committee.

10.2 Membership may also be withdrawn, suspended, or terminated by the Committee if a member fails to comply with this Constitution including any codes of conduct or requirements set out in regulations, policies, or procedures of SSANZ, or if a Member acts in a manner which is considered by the Committee to be harmful to SSANZ or inconsistent with the standards of behaviour expected of a Member.

10.3 A Member whose membership is withdrawn, suspended, or terminated by the Committee may apply for the matter to be reviewed by such process as may be specified in any regulations, policies, or procedures of SSANZ, or in the absence of any relevant provisions then by a General Meeting of SSANZ. If the issue goes to a General Meeting, then the decision of the Committee shall stand except to the extent it is varied by or overturned by a Special Resolution passed at such a General Meeting.

11. MEMBERSHIP FEES

11.1 The Committee shall annually determine:

- (a) Any membership or other fees payable by each Member; and
- (b) The manner for payment of such fees.

11.2 The Committee may determine different levels of membership and other fees for different types of Members.

12. REGISTER OF MEMBERS

- 12.1 The Secretary, and/or Treasurer, and/or a designated Ordinary Committee Member, shall keep and maintain a Register in which shall be entered the full name, address, class of membership, the date of entry of each Member, and any other details about each Member as agreed by that Member.
- 12.2 All Organisation Members shall provide written notice of any changes to its details in Rule 12.1, and of changes to the details of its individual representatives, to SSANZ within thirty (30) days of the change taking place. All other Members shall provide written notice directly to SSANZ of any change to the details provided in Rule 12.1 as soon as possible.
- 12.3 SSANZ shall, in collecting personal information from individuals for the Register, seek the consent of the individual concerned and at all times comply with the requirements of the Privacy Act 1993.

13. OFFICERS OF THE ORGANISATION

- 13.1 The officers of SSANZ shall be;
- (a) The Patron.
 - (b) The President.
 - (c) The Vice-President.
 - (d) The Secretary.
 - (e) The Treasurer.
 - (f) Ordinary Committee Members (up to five).
- 13.2 The Patron shall be invited by the Committee to be the Patron. The Patron shall be entitled to attend and speak at General Meetings but shall have no right to vote.
- 13.3 The President shall be elected annually at the AGM. The President shall hold office for one (1) year until the conclusion of each AGM. The President may be re-elected for further subsequent and consecutive terms of office.
- 13.4 The Vice-President shall be elected annually at the AGM. The Vice-President shall hold office for one (1) year until the conclusion of each AGM. The Vice-President may be re-elected for further subsequent and consecutive terms of office.
- 13.5 The Secretary shall be elected annually at the AGM. The Secretary shall hold office for one (1) year until the conclusion of each AGM. The Secretary may be re-elected for further subsequent and consecutive terms of office.
- 13.6 The Treasurer shall be elected annually at the AGM. The Treasurer shall hold office for one (1) year until the conclusion of each AGM. The Treasurer may be re-elected for further subsequent and consecutive terms of office.

- 13.7 Two designated roles of the Officers may be combined into one individual if so determined by an election at the AGM by the general membership.
- 13.8 In the event of the resignation of one of the Officers prior to the conclusion of that term of office the Committee will be permitted to temporarily co-opt a Member to fulfil that role, until such time as an SGM or AGM can be arranged, and a new election held.
- 13.9 The Ordinary Committee Members shall be elected annually at the AGM. Ordinary Committee Members shall hold office for one (1) year until the conclusion of each AGM. Ordinary Committee Members may be re-elected for further subsequent and consecutive terms of office.
- 13.10 A minimum of two, and up to five individuals may be elected to Ordinary Committee roles at one time. These are in addition to the named Officers of SSANZ.
- 13.11 Nominations for the President, Vice-President, Secretary, and Treasurer shall be made in the same manner and at the same time as nominations for Elected Committee Members under Rule **14.5**.
- 13.12 The President will chair Committee, SGM, and AGM meetings. In the event of non-attendance, or at the President's request, the Vice-President may be required to chair any or all such Meetings.
- 13.13 All Officers shall be entitled to attend, speak, and vote at General Meetings.
- 13.14 All Officers must be over 16 years of age, a current financial Member at the time of nomination, and meet the requirements of section 13.16.
- 13.15 Duties of the Officers shall be:
- (a) Act in good faith and in the best interest of SSANZ.
 - (b) Exercise powers for proper purposes only.
 - (c) Comply with the Incorporated Societies Act 2022 and with this Constitution.
 - (d) Exercise reasonable care and diligence.
 - (e) Not create a substantial risk of serious loss to creditors.
 - (f) Not incur an obligation the officer doesn't reasonably believe SSANZ can perform.
- 13.16 No Officer of SSANZ may be:
- (a) Undischarged bankrupt.
 - (b) Prohibited from being a director or promoter of a company.
 - (c) Disqualified from being an officer of a charitable entity.
 - (d) Convicted and sentenced for certain offences within the last 5 years including, but not limited to crimes involving dishonesty.

- (e) Subject to a particular court order (e.g. banning order).
- (f) Unable to comply with any qualifications for Officers contained in this Constitution.

14. GENERAL MEETINGS

- 14.1 SSANZ must hold an AGM once every calendar year at such time, date, and place as the Committee determines within 6 months of the conclusion of the previous financial year.
- 14.2 Any other General Meetings shall be SGMs.
- 14.3 The Committee must give Members at least 42 days' written notice of the AGM. The notice can be given by such methods as the Committee may determine.
- 14.4 Not less than 21 days before the date set for the AGM, proposed motions (including alterations to the Constitution) and other items of business must be received in writing by the Secretary from the Members and/or the Committee.
- 14.5 Written applications and/or nominations for Elected Officers and Ordinary Committee Members close not less than 7 days before the date set for the AGM.
- 14.6 The following business shall be discussed at the AGM:
 - (a) The receipt from the Committee of an independently reviewed annual financial report for the preceding financial year.
 - (b) The appointment of scrutineers for the meeting if required.
 - (c) The election of the President, Vice-President, Secretary, and/or Treasurer.
 - (d) The election of Ordinary Committee Members.
 - (e) Any motion(s) proposing to alter the Constitution, and
 - (f) Any other items of business that have been properly submitted for consideration at the AGM.
- 14.7 An agenda containing the business to be discussed at an AGM (as set out in Rule 14.6) shall be sent by the Committee to the Members by no later than 10 days before the date of the AGM. No additional items of business other than those listed on the agenda can be voted on, but additional items may be discussed by unanimous agreement of the meeting.

Special General Meetings

- 14.8 The Committee must call an SGM upon a written request endorsed by:
 - (a) The Committee itself, or

- (b) A group of Members amounting to 15% or more of the current membership of SSANZ.
- 14.9 The written request for an SGM must state the purpose for which the SGM is requested.
- 14.10 The SGM must only deal with the business for which the SGM is requested.
- 14.11 The notice requirements for the SGM are 30 days unless the Committee at its discretion determines that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members.

Minutes

- 14.12 Full minutes shall be kept of all General and Committee Meetings and made available upon request by Members.
- 14.13 Any irregularity, error or omission in notices, agendas, and relevant papers of General or Committee Meetings or the omission to give notice within the required time frame, or the omission to give notice to all Members and any other errors in the organisation of the meeting shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:
 - (a) The person acting in the role of Chairperson at this meeting, at his or her discretion, determines that it is still appropriate for the meeting to proceed despite the irregularity, error, or omission;
 - (b) A motion to proceed is put to the meeting and a two-thirds majority of the votes cast is obtained in favour of the motion to proceed.

Quorum

- 14.14 No business shall be transacted at any General Meeting unless a quorum is present, whether by direct attendance or through technological means, at the time when the chairperson opens the meeting. The quorum for a General Meeting shall be a minimum of 15 of the Members who are entitled to vote. The quorum must be present at all times during the meeting.
- 14.15 If a quorum is not obtained within half an hour of the intended commencement time of the General Meeting, then the General Meeting shall be adjourned to such other day, time, and place as determined by the Committee, and if no quorum is obtained at the stage of such further General Meeting, then the Members present at that further General Meeting are deemed to constitute a valid quorum.

Control of General Meetings and Voting

- 14.16 The President of SSANZ shall preside at the General Meeting. If the President is unavailable then the Vice-President or another Member of the Committee (appointed

by the Committee) shall preside, and in the absence of both of those persons, then the Members present shall elect a person to be the Chairperson of the General Meeting.

14.17 The following persons are eligible to be present and vote at a General Meeting in accordance with this Constitution:

- (a) A representative of each Organisation Member, and
- (b) Individual Members.

14.18 The voting entitlement for each Member eligible to vote shall be as follows:

- (a) An Individual Member will have one vote.
- (b) An Organisation Member shall nominate a representative prior to the commencement of the meeting who is permitted to have one vote on the Organisation Member's behalf. The Organisation must nominate the representative and identify them to the Secretary prior to the commencement of the relevant General Meeting.
- (c) In the event of non-attendance at a General Meeting an Individual Member may nominate and identify to the Secretary by written letter, email, or other electronic means an additional Member to act as proxy on their behalf – in which case their vote will be counted in addition to the one made by the proxy holder directly. Notice of proxy must be received by the Secretary prior to the General Meeting commencing.
- (d) No Member will be permitted more than two votes in total, including when acting as proxy or delegate on any one motion or Officer's election.

Method of Voting

14.19 Elections of SSANZ Officers and/or Notices of Motion at an AGM may be undertaken by electronic ballot provided notice of this is given in advance.

14.20 Voting may alternatively be conducted by voices or by a show of hands, as determined by the Chairperson of the meeting unless a secret ballot is called for and approved by Ordinary Resolution.

14.21 A Member may participate in a General Meeting and vote on any proposed resolution without being physically present. This may only occur at meetings by telephone, through video conferencing facilities, or by other means of electronic communication provided that all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by a Member in this manner at a meeting shall constitute the presence of that Member at that meeting.

14.22 Elections of all Officers and Ordinary Committee Members at an AGM must be undertaken by secret ballot if there are more nominations than for the number of positions. Provision should be made for those not attending by physical presence to cast a secret vote directly to a nominated scrutineer.

- 14.23 In the event of a secret ballot being called at the meeting a proxy vote holder may be permitted to make two votes. One for themselves and one on behalf of the absent Member for whom they hold a proxy if so notified to the Secretary prior to meeting commencement.
- 14.24 If there are insufficient nominations for the positions, the position shall be left vacant and filled as if it is a vacancy in accordance with Rule 15.5.
- 14.25 Those applicants for the elected Officer and Ordinary Committee Member positions which have the highest number of votes in their favour will be declared elected.
- 14.26 An Ordinary Resolution at a General Meeting shall be sufficient to pass a resolution, except as specified in this Constitution.
- 14.27 In the event of equal votes at a General Meeting, the Chairperson shall have an additional or casting vote.
- 14.28 In the event that a secret ballot is called, two scrutineers must be appointed at the General Meeting to count the votes.

15 COMMITTEE

Role of the Committee

- 15.1 From the end of each Annual General Meeting until the end of the next, SSANZ shall be managed by, or under the direction or supervision of, the Committee, in accordance with the Incorporated Societies Act 2022, any Regulations made under that Act, and this Constitution.

Membership of the Committee

- 15.1 The Committee shall consist of:
- (a) The Officers elected by the AGM under Rule 14.
 - (b) Up to five persons elected by the AGM under Rule 14 (Ordinary Committee Members).

Ineligibility

- 15.2 A person seeking appointment, election, or to remain in office as a Committee Member shall be eligible to do so, provided they are a current financial Member of SSANZ, but the following persons shall not be eligible for appointment, election, or to remain in office as a Committee Member:
- 15.2.1 A person who is an undischarged bankrupt, or is subject to a condition not yet fulfilled or any order under the Insolvency Act 1967, or any equivalent provisions under any previous or replacement legislation.
 - 15.2.2 A person who has been convicted of any offence punishable by a term of imprisonment of two (2) or more years, (whether or not a term of

imprisonment is imposed) - unless that person has obtained a pardon or has served the sentence imposed on them.

15.2.3 A person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of a company under the Companies Act 1993 or the Charities Act 2005.

15.2.4 A person who is subject to a property order made that the person is lacking in competence to manage their own affairs under the Protection of Personal and Property Rights Act 1988.

15.2.5 A person who has been convicted under the Animal Welfare Act (1999).

15.3 If any of the circumstances listed above should occur to a Committee Member while holding a Committee position, that Committee Member shall be deemed to have vacated his/her Committee position.

Vacancies on the Committee

15.4 In the event there is a vacancy on the Committee, the remaining Committee Members may appoint a person of their choice to fill the vacancy, or the Committee may leave the vacancy unfilled until the next AGM. If the vacancy is for six months or longer the Committee should seek to fill the vacancy with such modifications as to timing as it considers appropriate to fill the vacancy as soon as reasonably practicable.

15.5 The term of office for a person appointed as a Committee Member to fill a vacancy under Rule 15.5 shall expire at the conclusion of the AGM following their appointment. Thereafter the vacancy shall be determined in accordance with this Constitution.

Removal of Committee Member

15.6 The Members in an SGM called for this purpose may, by Special Resolution, remove any Committee Member before the expiration of their term of office if the Members consider the Committee Member has breached his or her duties as specified in Rule 16.

15.7 Where the removed Committee Member was an Elected Committee Member the vacancy shall be filled in accordance with Rule 15.5.

15.8 Upon the Secretary receiving a request for an SGM for the purpose of removing a Committee Member, the President shall send the notice to the Committee Member concerned in addition to the Members in accordance with Rule 15.10.

15.9 Following the notification under Rule 15.9 and before voting on the resolution to remove a Committee Member, the Committee Member affected by the proposed resolution shall be given the opportunity prior to and at the SGM to make submissions in writing and/or verbally to the Committee and the Members about the proposed resolution.

- 15.10 The Committee may, with the approval of a motion by no less than two-thirds of the Committee, remove any Committee Member from the Committee before the expiry of their term of office, if the Committee considers the Committee Member concerned has seriously breached their duties as specified in Rule 16 such that immediate removal is considered appropriate. Before considering such a motion the following procedures shall apply:
- 15.10.1 The Committee Member concerned shall be notified that a Committee meeting is to be held to discuss the proposal to remove the Committee Member from office; and
 - 15.10.2 The Committee Member concerned shall be given an opportunity to make submissions about the proposed motion to the Committee in writing prior to the Committee meeting and/or by submission in person at the Committee meeting.

16 DUTIES AND POWERS OF THE OFFICERS AND COMMITTEE

Duties of the Officers and Committee

- 16.1 The duties of each Committee Member are to:
- 16.1.1 Regularly attend Committee meetings and General Meetings of SSANZ.
 - 16.1.2 Provide good governance for SSANZ.
 - 16.1.3 Exercise the powers of the Committee for proper purpose.
 - 16.1.4 Regularly monitor and review the performance of SSANZ.
 - 16.1.5 Not incur an obligation the Officer or Committee Member does not reasonably believe SSANZ can perform.
 - 16.1.6 Always act in good faith and in the best interests of SSANZ.
 - 16.1.7 When acting in good faith, all officers must declare any conflict of interest involving themselves or a family member who may obtain a financial or other benefit from a matter that could interfere with their ability to act in the best interest of SSANZ. Any declaration must be stored in a Conflict of Interest Register.
 - 16.1.8 Act, and ensure SSANZ acts, in accordance with this Constitution.
 - 16.1.9 Formulate such regulations, policies, and procedures as are appropriate for SSANZ.
 - 16.1.10 Where appropriate, engage in activities to promote, market, represent, and fundraise for SSANZ.
 - 16.1.11 Not create a substantial risk of serious loss to creditors.

16.1.12 Not disclose information that the Committee Member would not otherwise have available other than in his or her capacity as a Committee Member, to any person, or make use of or act on the information except:

16.1.12.1 As agreed by the Committee for the purposes of SSANZ; or,

16.1.12.2 As required by law.

16.1.13 Do such other things within these rules as the Committee agrees to promote the Objectives of SSANZ.

Powers of the Committee

16.2 The Committee shall have the power to:

16.2.1 Fill a vacancy as per Rule 15.5.

16.2.2 Adopt and review the strategic plan for all SSANZ scent sport activities with particular focus on Nosework.

16.2.3 Adopt and review any annual plan and/or budget outlines for SSANZ.

16.2.4 Determine applications from individuals and training companies or organisations wishing to be Members of SSANZ.

16.2.5 Hold national meetings and forums for the Members, including General Meetings.

16.2.6 Sanction trials, events, and activities.

16.2.7 Approve rules and regulations for any SSANZ trials, events, or activities including conditions of entry.

16.2.8 Establish sub-committees, commissions, or other groups to carry out any work of the Committee by its delegated authority.

16.2.9 Engage, or otherwise appoint judges, officials, and other support personnel for SSANZ, and to determine the terms and conditions of such appointments and, if necessary, terminate such appointments.

16.2.10 Determine the approval for sanctioned formal and informal Nosework or other scent sport trials, events, and activities as requested by Organisation Members.

16.2.11 Subject to this Constitution, fill vacancies on the Committee, and any commissions, sub-committees, or other groups which are established by it.

16.2.12 Control expenditure and raise funds to fulfil the Objectives of SSANZ.

16.2.13 Open and operate in the name of SSANZ, such bank accounts as deemed necessary.

- 16.2.14 Make, repeal, or amend any regulations, policies, and procedures as it deems appropriate, provided that such policies and procedures are not inconsistent with this Constitution.
 - 16.2.15 Engage, contract, or otherwise agree to obtain the assistance or advice of any person or organisation for the Committee.
 - 16.2.16 Liaise with other organisations in a manner that will benefit scent sports such as Nosework, if deemed appropriate.
 - 16.2.17 Resolve and determine any disputes or matters not provided for in this Constitution; and,
 - 16.2.18 Do all other acts and things which are within the powers and Objectives of SSANZ, and which the Committee considers are appropriate.
- 16.3 If any situation arises that, in the opinion of the Committee, is not provided for in the Constitution, any regulations, or the policies or procedures of SSANZ, the matter will be determined by the Committee.

17 DISPUTES RESOLUTION PROCEDURE

- 17.1 A dispute is a disagreement or conflict involving SSANZ and/or its Members in relation to specific allegations set out below.
- 17.2 A disputes resolution procedure may be used to resolve any disputes in the event that;
- (a) An Officer, Ordinary Committee Member, or a Member has engaged in misconduct, or
 - (b) A Member's rights or interests have been damaged, or
 - (c) There has been (or is likely to be) a breach by Members, Officers, or SSANZ of a duty under –
 - i. This Constitution, or its trial regulations, or
 - ii. The Incorporated Societies Act 2022.
- 17.3 This procedure will be consistent with the rules of natural justice, meaning any dispute brought to the attention of SSANZ will be treated fairly and any decisions made will use a fair process.
- 17.4 In the event of a Member engaging this Disputes Procedure to seek resolution they shall:
- Action the complaint.
- (a) A Member or an Officer may make a complaint by giving to the Committee (or a complaints subcommittee if one is created for this purpose) notice in writing that;

- i States that the Member or Officer is starting a procedure for resolving a dispute, in accordance with this Constitution; and
 - ii Sets out the allegation to which the dispute relates and whom the allegation is against; and
 - iii. Sets out any other information reasonably required by SSANZ.
- (b) As an Association, SSANZ may make a complaint involving an allegation against a Member or an Officer by giving to the Member or Officer a notice in writing that;
 - i. States that SSANZ is starting a procedure for resolving a dispute in accordance with this Constitution; and
 - ii. Sets out the allegation to which the dispute relates.
- (c) The information given under clause 17.5(a) or 17.5(b) must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- (d) A complaint may be made in any other reasonable manner permitted by the Constitution.

17.5 Person who makes a complaint will have the right to be heard.

- (a) A Member or an Officer who makes a complaint; has a right to be heard before the complaint is resolved or any outcome is determined.
- (b) If SSANZ makes a complaint –
 - i. SSANZ has a right to be heard before the complaint is resolved or any outcome is determined; and
 - ii. An Officer may exercise that right on behalf of SSANZ.
- (c) The Member, Officer, or SSANZ, will be taken to have been given this right if:
 - i. They have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - ii. An oral hearing (if any) is held before the decision maker as determined in 17.8 (b); and
 - iii. The Member's, Officer's, or SSANZ written statement or submission (if any) are considered by the decision maker.

17.6 Person who is subject to a complaint will have the right to be heard.

- (a) This clause applies if a complaint involves an allegation that a Member, an Officer, or SSANZ (the respondent):
 - i. Has engaged in misconduct; or
 - ii. Has breached, or is likely to breach, a duty under this Constitution or trial regulations or the Incorporated Societies Act 2022; or

- iii. Has damaged the rights or interests of a Member or the rights or interests of Members generally.
- (b) The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- (c) If the respondent is SSANZ, an Officer may exercise the right on behalf of the SSANZ Committee.
- (d) The respondent will be taken to have been given this right if:
 - i. The respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 - ii. The respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - iii. An oral hearing (if any) is held before the decision maker; and
 - iv. The respondent's written statement and/or submission (if any) are considered by the decision maker.

17.7 Actions of SSANZ to investigate and determine dispute.

- (a) SSANZ must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with this Constitution, ensure that the dispute is investigated and determined.
- (b) SSANZ must, as soon as is reasonably practicable, appoint a decision maker who may be more than one person and form a sub-committee for this purpose.
- (c) Disputes must be dealt with under this Constitution in a fair, efficient, and effective manner.
- (d) Disputes that have been determined as resolved and at an end must have a written report on the resolution which is supplied to all parties concerned and kept on record in the dispute resolution files.
- (e) SSANZ has the discretion to decide not to proceed further with the complaint.

17.8 SSANZ may decide not to proceed further with a complaint if;

- (a) The complaint is deemed trivial; or
- (b) The complaint does not appear to disclose or involve any allegation of the following kind:
 - i. That a Member or an Officer has engaged in material misconduct;
 - ii. A Member, an Officer, or SSANZ has materially breached, or is likely to materially breach, a duty under this Constitution or trial regulations or the Incorporated Societies Act 2022;
 - iii. That a Member's rights or interests or Members' rights or interests generally have been materially damaged;

- (c) The complaint appears to be without foundation or there is no apparent evidence to support it; or
- (d) The person who makes the complaint has an insignificant interest in the matter; or
- (e) The conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
- (f) There has been an undue delay in making the complaint.

18 COMMITTEE MEETINGS AND PROCEDURES

- 18.1 Except to the extent specified in this Constitution, the Committee shall regulate its own procedure.
- 18.2 The role of a President is to chair meetings of the Committee and to represent the Committee. In the event of the unavailability of the President for any reason, then the Vice-President shall assume this role for the period of unavailability. In the event of the unavailability of either identified Officer another Committee Member appointed by the Committee shall undertake the Chairperson's role during the period of unavailability.
- 18.3 Committee meetings may be called at any time by the Chairperson or two Committee Members but generally the Committee shall meet at regular intervals agreed by the Committee.
- 18.4 The quorum for a Committee meeting shall be five Members of the Committee including any Office holders.
- 18.5 Each Committee Member shall have one vote. The Chairperson shall have no right to an additional casting vote. Voting shall be by voices or upon request of any Committee Member by a show of hands or by a ballot. Proxy voting at Committee meetings is not permitted.
- 18.6 A resolution in writing, signed or consented to by email, or other forms of visible electronic communication by a majority of the Committee shall be valid as if it had been passed at a meeting of the Committee. Any such resolution may consist of several documents in the same form each signed by one or more Members of the Committee.
- 18.7 Any Committee Member may participate in any meeting of the Committee and vote on any proposed resolution at a meeting of the Committee without being physically present. This may only occur at meetings by telephone, through video conferencing facilities, or by other means of electronic communication provided that prior notice of the meeting is given to all Committee Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by a Committee Member in this manner at a meeting shall constitute the presence of that Committee Member at that meeting.

- 18.8 The Committee may, by majority vote, pay an honorarium and/or reimburse its Committee Members for their actual and reasonable expenses incurred in the conduct of SSANZ's business.

19 FINANCES

- 19.1 Unless otherwise determined by the Committee, the financial year of SSANZ shall end on the 31st day of December each year.
- 19.2 Statements of financial position and financial performance shall be independently reviewed each year and the reviewed accounts shall be submitted to the AGM.
- 19.3 The independent reviewer shall be appointed at each AGM.
- 19.4 Approved financial statements must be filed with the Registrar of Incorporated Societies within 6 months of SSANZ financial year end.

20 LOGO

- 20.1 The logo of SSANZ shall be kept in the control of the Committee.
- 20.2 The logo of SSANZ must be included on all official certificates awarded to qualifiers at SSANZ sanctioned trials.

21 COMMON SEAL

- 21.1 The common seal of SSANZ shall be kept in the control of the Committee and may be affixed to any document only by resolution of the Committee and in the presence of and with the accompanying signatures of the President and another Officer of SSANZ.

22 ALTERATIONS OF RULES

- 22.1 The Constitution may only be altered, added to, or rescinded by Special Resolution passed at a General Meeting.
- 22.2 No addition to, deletion from, or alteration of the organisation's rules shall be made which would allow personal pecuniary profits to any individuals. The provisions and effect of this clause shall not be removed from this document and shall be included and implied to any document replacing this document.

23 APPLICATION OF INCOME

- 23.1 The income and property of the organisation shall be applied solely towards the promotion of the Objectives of SSANZ. No Member of SSANZ, or anyone associated with a Member, is allowed to take part in, or influence any decision made by SSANZ, in respect of payments to, or on behalf of, the Member or associated person of any income, benefit, or advantage.

23.2 Except as provided in this Constitution:

- a) No portion of the income or property of SSANZ shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise to any Member or Committee Member; and
- b) No remuneration or other benefit in money or money's worth shall be paid, or given, by the organisation to any Member or Committee Member except under Rule 18.8.

23.3 Any payments made to a Member of SSANZ, or person associated with a Member, must be for goods or services that advance the not-for-profit purpose of SSANZ, and must be reasonable and relative to payments that would be made between unrelated parties. This provision and its effect must not be removed from the Constitution and must be included in any alteration of, addition to, or revision of the Constitution.

24 LIQUIDATION

24.1 SSANZ must be liquidated if, at a General Meeting of its Members a Special Resolution is passed requiring SSANZ to be liquidated and a liquidator appointed. This resolution must be confirmed by a further Special Resolution at a subsequent General Meeting. This General Meeting will be called for this specific purpose and held no earlier than thirty (30) days after the date of the initial resolution. This will confirm the passing of the resolution to liquidate. If upon the winding-up or dissolution of SSANZ there remains after the satisfaction of all its debts and liabilities any property whatsoever, the property shall be given or transferred to some other not-for-profit association, organisation or body having objectives similar to the Objectives of SSANZ within New Zealand.

25 INDEMNITY

25.1 SSANZ shall indemnify every member of the Committee and other Officers of SSANZ in respect of all liability arising from the proper performance of their functions connected with SSANZ.