Member of the World Cat Congress

New Zealand Cat Fancy Inc.

Constitution

Amendment Summary

23 Oct 2026	
2.2	New para 2.2. added (and section heading updated) to cover the requirement for nominated contact persons to be listed in the Constitution. Amended under minor or technical amendment allowances under the Act. (Ref: 26-025)
19 May 2026	
Sections 4 - 8	Widespread but mostly minor changes to set up the removal of duplicated content from the General Rules and Policies. Added as 7.2 c. termination or suspension of membership by the EC which was described in the GR&P. (Ref: 26-010)
4.4 e.	Added new para allowing for overseas membership and setting out the rights and privileges of that membership. (Ref: 26-011)
05 Jun 2025	
30.1 a. & d.	Subpara a. deleted to remove definition of cheques. Subsequent renumbering of suparas. References to cheques removed from new subpara d. (Ref: 25-005)
Section 13A	New section 'Disputes' added, covering Incorporated Societies requirements for disputes processes to be included in CON. (Ref: 25-008)
Section 10	Added Section 12 content to Section 10. Clarifying filling part term vacancies. (Ref: 25-009)
Section 12	Deleted. Merged with Section 10. (Ref: 25-009)
27 Jul 2022	
16.1 a	Deleted as defined in GR&P. (Ref: 22-004)
23.5 – 23.6	Specifying how an EC member is deemed present, amending scheduling of meetings. (Ref: 22-003).
27.1	Adding acceptance of voting by electronic means. (Ref: 22-002)
28 May 2021	
12.1 d	Specifying when nominations are to reach the Secretary. (Ref: 21-017.)
21.6	Removing reference to the proxy form being in GR&P. (Ref: 21-018.)
22.1	Specifying when member's motions are to reach the Secretary. (Ref: 21-020.)
18 Sep 2020	
12.1 f., g., h.	Tidying up electronic voting wording to allow voting by email at the EC's discretion. (Ref: 20-019.)
21.6	Correcting the location of the proxy form from Standing Orders to GR&P. (Ref: 20-021.)

30.1 b.	Rewording definition of majority so that it does not exclude proxies, postal, and electronic voting. (Ref: 20-022.)
30.1 j	Adding definition of 'electronic means'. (Ref: 20-019.)

25 May 2019

21.8	Adding from GR&P the requirement for the Chair to use their casting vote to preserve the status quo. Removal of incorrect reference to 'Council' meeting and adding 'Executive' to Council to follow current usage. (Ref: 19-026.)
23.7	Added subpara c. to provide for email meetings. (Ref: 19-027.)

10 Aug 2018

11.2	Including requirements for removal of Executive Council members by majority vote. Subsequent para renumbering. (Ref: 18-008.)
12.4	Altered subparas a. and b. so that next highest polling candidate appointments serve out the entire term of the Executive Council member they are replacing. Deleted subpara c. (Ref: 18-010.)
21.2	Setting aside the second weekend in May for the purpose of holding the AGM. (Ref: 18-009.)

Amendment Process

0.1 Suggestions for minor amendments (minor errors or omissions which do not affect the intent) which meet the criteria of para 27.2 are welcome and may be submitted to the Secretary.

0.2 Proposals for significant amendments should meet the requirements of paras 27.1 and 27.3.

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THE ORGANISATION

1. Name

1.1 The name of the organisation is New Zealand Cat Fancy Incorporated (NZCF).

1.2 The NZCF is constituted by resolution dated 9th October 2010.

2. Registered Office and Contact Persons

2.1 The Registered Office of the NZCF is as determined from time to time by the NZCF Executive Council and notified on the register of the Incorporated Societies, at the Companies Office.

2.2 The Executive Council Chair and NZCF Secretary will act as the named contact persons for the NZCF. Their names and contact details are to be provided to the Registrar of Incorporated Societies as required under the 2022 Act.

3. Purposes, Goals, and Powers of NZCF

Purpose of the NZCF

3.1 The NZCF is a proactive and vibrant organisation that promotes the best practices for the breeding of registered pedigree cats while supporting quality care of all cats in New Zealand.

3.2 Pecuniary gain is not a purpose of the NZCF. Reasonable compensation maybe paid for services rendered by officers and officials of the NZCF.

NZCF Long Term Vision

3.3 That all pedigree cats are registered and best care practices ensure excellent health and welfare to all domesticated cats in New Zealand.

NZCF Mission

3.4 NZCF provides quality show systems, registrations, information and shares knowledge in an environment that promotes friendly relations between its members and cat fanciers around the world.

NZCF Values

3.5 The NZCF is committed to acting with integrity, honesty and respect. It is a professional organisation that is focused on providing quality in all services and products and has and practices clear and transparent processes.

NZCF Strategic Ends (Goals)

3.6 NZCF will deliver on its purpose, vision, and mission by:

a. providing high quality governance and operational policies and procedures to manage the NZCF, the Executive Council, and shows licensed under the rules of the NZCF;

b. providing Information to promote knowledge and interest amongst breeders, owners, exhibitors, and the general public of the registration, breeding, and exhibition of cats;

c. providing assistance to promote, foster, and encourage best practices in the breeding of cats registered with the organisation; and

d. promoting improvement in health and welfare of NZCF members' pedigree, companion, and domestic cats.

Powers of the NZCF

3.7 The powers of the NZCF are to:

a. do all things necessary and proper to attain the purposes and goals of the NZCF;

b. do whatever is necessary for the protection and benefit of the NZCF;

c. to carry on any lawful and legal business necessary and desirable for the accomplishment of the purposes and goals of the NZCF; and

d. appoint sub-committees within NZCF Constitution and make any operational procedures, standing orders, regulations or rules.

NZCF MEMBERSHIP

4. Types of Membership

4.1 Membership shall be open to:

a. any individual person who wishes to become an ordinary member who is:

i. interested in owning, breeding, or exhibiting cats, and

ii. a full, junior, family, or life member of a cat club that is an affiliate member of the NZCF; or

b. a club that wishes to become an affiliate member which:

i. is incorporated under the Incorporated Societies Act 2022,

ii. has objects and other rules that are consistent with and remain consistent with this Constitution, and

iii. has at least five members having voting rights with the NZCF.

4.2 Members have the rights, privileges, recognition, and responsibilities set out in this Constitution.

4.3 A member of the NZCF will be:

a. an ordinary member,

b. an affiliate member,

c. a life member, or

d. an honorary member.

4.4 Ordinary members are one of the following classes.

a. Full members are applicants whose primary place of residence is within New Zealand. Having paid the required membership fees, subscriptions, and levies they:

i. are eligible to vote,

ii. may be granted or use a NZCF prefix,

iii. may hold office in the NZCF, and

iv. will receive NZCF publications.

b. Family members are applicants who are aged 16 years or more, a member of the full member's family (as defined by current Family Laws in New Zealand), and are living at the full member's address. Having paid the required membership fees, subscriptions, and levies, they:

i. are eligible to vote,

ii. may be granted or use a NZCF prefix, and

iii. may hold office in the NZCF, but

iv. will not receive NZCF publications.

c. Associate members who, having paid the required membership fees, subscriptions, and levies:

i. are not eligible to vote,

ii. may not be granted or use a NZCF prefix, and

iii. may not hold office in the NZCF, but

iv. will receive NZCF publications.

d. Junior members are applicants whose primary place of residence is within New Zealand and are under 16 years of age. Having paid the required membership fees, subscriptions, and levies they:

i. are not eligible to vote,

ii. may not be granted or use a NZCF prefix,

iii. may not hold office in the NZCF, and

iv. will not receive NZCF publications.

e. Overseas members are applicants whose primary place of residence is outside New Zealand. Having paid the required membership fees, subscriptions, and levies they:

i. are not eligible to vote,

ii. may be granted or use a NZCF prefix for registration purposes,

iii. may not hold office in the NZCF, and

iv. will receive NZCF publications electronically.

4.5 An affiliate member is as described in para 4.1 b. Having paid the required membership fees, subscriptions, and levies they:

a. are eligible to vote, and

b. will receive NZCF publications.

4.6 A life member is a person who is acknowledged as a longstanding member who has made significant contribution to the NZCF. A life member does not have to pay membership fees, subscriptions, or levies but has all the rights and privileges of a full member so they:

a. are eligible to vote,

b. may be granted or use a NZCF prefix,

c. may hold office in the NZCF, and

d. will receive NZCF publications.

4.7 An honorary member is a person who is acknowledged as providing or having provided important services to the NZCF. An honorary member does not have to pay membership fees, subscriptions, or levies and they:

a. are not eligible to vote,

b. may not be granted or use a NZCF prefix,

c. may hold office in the NZCF, but

d. will not receive NZCF publications.

5. Admission of Members

5.1 To become an ordinary or an affiliate member, the applicant must:

a. complete an application form, with the form and content as prescribed from time to time by the Executive Council, and

b. supply any other information the Executive Council requires.

5.2 The Executive Council may interview the applicant when it considers membership applications.

5.3 The Executive Council shall have complete discretion when it decides whether or not to let the applicant become an ordinary or affiliate member. The Executive Council shall advise the applicant of its decision, and that decision shall be final.

5.4 An ordinary member may become a life member as follows:

a. A recommendation is made by at least five ordinary members entitled to vote and one affiliate member.

b. A recommendation is forwarded to the Secretary for consideration by the Executive Council.

c. If a motion is passed by the Executive Council to accept the recommendation, the nomination shall then be placed on the ballot paper for the next Annual General Meeting.

d. All persons who are nominated for life membership will be considered life members if a majority (51% or more) of members voting, support the motion.

5.5 An honorary member shall be appointed by the NZCF Executive Council upon such terms and conditions permitted by this Constitution for a term befitting the reasons for making the appointment.

6. The Register of Members

6.1 A register of members shall be kept which shall contain the following information about all members:

a. names,

b. current addresses,

c. telephone numbers,

d. email address,

e. the dates at which they became members, and

f. their current class of membership.

7. Cessation of Membership

7.1 Any member may resign by giving written notice to the Secretary.

7.2 Any member may have their membership terminated or suspended as an outcome of:

a. a dispute or discipline process,

b. the failure to pay fees or levies as required in this Constitution,

c. a unanimous vote by the Executive Council in accordance with the promulgated rules, or

d. in the case of an honorary member, a majority decision by the Executive Council to end the appointment.

8. Obligations of Members

8.1 All members (including Executive Council members) shall promote the purposes of the NZCF and shall do nothing to bring the NZCF into disrepute.

MANAGEMENT OF THE NZCF

9. Executive Council

9.1 NZCF shall have an Executive Council comprising two ex officio members, namely the Secretary and the Treasurer, and the following elected persons as determined by the voting processes described in this Constitution.

a. A minimum of six council members.

i. At the first Executive Council meeting following the Annual General Meeting the elected Executive Council members will as the first order of business make a determination who among the elected Executive Council members will be their Chairperson (Chair) and Vice-Chairperson (Vice-Chair).

ii. The Executive Council Chair or Vice-Chair acting in the absence of the Chair shall be authorised to take any action on behalf of the NZCF necessary to conduct the day-to-day operations of the NZCF.

iii. Should either or both the Chair or Vice-Chair for any reason have vacated or be obliged to vacate their position then the Executive Council will elect from their members a replacement for the unexpired term of the Executive Council.

iv. The Chair shall be the sole and official spokesperson for the NZCF unless a person is appointed by the Executive Council to be the spokesperson.

v. That ex officio members shall have full speaking and attendance rights, but shall not be entitled to put forward motions, or vote.

9.2 No person who is an officer or official of another cat registry body or similar organisation shall be eligible to hold office in the NZCF.

10. Nomination and Election of Executive Council Members

10.1 Before the Annual General Meeting (AGM) the NZCF Members will decide by vote the new members of the Executive Council.

10.2 Nominations.

a. Nominations for election to the Executive Council shall be in writing signed by at least two ordinary members of the NZCF and shall be endorsed with the consent of the candidate.

b. The nomination form shall name;

i. the club where the candidate is a member with voting rights and is currently financial; and

ii. the club where the nominators are members with voting rights and are currently financial.

c. A short biographical note about the candidate should accompany each nomination.

d. All nominations shall reach the Secretary no later than 42 days before the Annual General Meeting advertised date.

e. All nominations for Executive Council shall be restricted to persons who are:

i. primarily resident within New Zealand; and

ii. either an ordinary or a life member of the NZCF with voting rights.

f. All retiring members of the Executive Council shall be eligible for re-election but must complete the nomination process.

g. Upon the closing of nominations, each eligible member will be provided with access voting via electronic means or a ballot paper will be mailed to them.

h. The election ballot shall contain a list of candidates for the Executive Council and be accompanied with each of the candidates' biographical notes, if provided. If voting is via electronic means, biographical information will be placed on the NZCF website or circulated by other means and the membership advised of this.

i. Each member shall be responsible to ensure that their ballot is properly completed and signed and placed in the mail with the proper postage affixed or otherwise forwarded by a commercial delivery service to the appointed returning officer by the date required. If voting is via electronic means, each member shall be responsible for completing their vote by the required date.

j. No member shall attempt to invalidate or otherwise tamper with the NZCF election process in any manner whatsoever.

10.3 Elections.

a. The candidate receiving the highest number of votes shall be elected.

b. Where multiple vacancies exist, then the candidates receiving the highest number of votes shall be elected. In the case of a tie, the result shall be decided by lot. Scrutineering (if any) of the ballot paper count shall be by whatever method is determined as appropriate by the Executive Council.

c. Where there are both 3-year terms and unexpired term vacancies to be filled, the candidates with the most votes shall fill the 3-year terms, and the next highest polling candidates shall fill the unexpired terms, where a longer unexpired term would be filled by the candidate with the larger number of votes.

d. Elected officers shall take office at the conclusion of the AGM at which they were elected.

10.4 Term of Office.

a. The term for Executive Council members will nominally be for 3 years (reduced or extended to terminate at the end of the relevant AGM) unless completing the term of a vacating Executive Council member which has a term of office still remaining then it shall be in accordance with para 10.5 a.

10.5 Vacancies.

a. If the position of any Executive Council member becomes vacant between NZCF meetings, the Executive Council shall appoint the person who was the next highest polling candidate for an Executive Council position at the last election. Appointments of next highest polling candidates run for the unexpired term of the vacating Executive Council member they are replacing.

b. If no next highest polling candidate is available, the Executive Council shall appoint another ordinary or life Member to the vacancy. Non-candidate appointments to Executive Council vacancies run only until the next AGM

11. Cessation of Executive Council Membership

11.1 Persons cease to be Executive Council members when:

a. they resign by giving written notice to the Executive Council,

b. they are removed by majority vote of the Executive Council at an Executive Council meeting, or

c. their term expires.

11.2 Removal by majority vote must meet the following criteria:

a. At least 14 days prior to such a vote the Executive Council member that is proposed to be removed must receive notice as follows:

i. The proposed motion to remove the Executive Council member.

ii. The reasons why it is proposed to remove the Executive Council member and any information upon which the Executive Council will make the decision.

iii. The date and time of the meeting to determine the motion which may be at a face-to-face meeting or teleconference at the Executive Council's discretion. The Executive Council member who is the subject of the proposed motion may submit a response in writing instead of attending the meeting or in advance of the meeting.

iv. The right of the Executive Council member who is the subject of the proposed motion to have representation and/or support at the meeting.

b. The reasons for such a vote must be serious misconduct (including breaches of confidentiality) or significant and /or sustained non-performance of Executive Council duties.

11.3 If any Executive Council Member is absent from two consecutive meetings without leave of absence on the motion of the Chair the Executive Council shall declare that person's position to be vacant.

11.4 All property and documents obtained or produced during their term remain the property of the NZCF and must without delay be returned to the NZCF at the end of a term of office or removal from office.

12. Deleted (merged with Section 10)

13. Role of the Executive Council

13.1 Subject to this Constitution of the NZCF (Constitution), the following is the role of the Executive Council:

a. Administer, manage, and control the NZCF.

b. Carry out the purposes of the NZCF, and use money or other assets to do that.

c. Manage the NZCF's bank accounts.

d. Ensure that all members comply with this Constitution, any operational procedures, regulations, standing orders or rules of the NZCF.

e. Decide how a person becomes a member, and how a person stops being a member.

f. Decide the times and dates and places for meetings.

g. Decide what sums or parts of sums may be paid to Executive Council members for fair and reasonable expenses to attend Executive Council meetings and meetings of the NZCF.

h. Decide the procedures for dealing with complaints.

i. Set membership fees, and subscriptions.

j. Recommend levies to an AGM or Special General Meeting.

k. Make, amend, or rescind regulations and or rules for the conduct of shows and members.

l. Make, amend, or rescind regulations and or operational procedures for management of the NZCF.

m. Start and/or end any sub-committees of the Executive Council. Define the scope of work, identify the deliverables with times and content of any sub-committee as well determine and define the sub-committee's powers.

n. Provide and administer a discipline and disputes process and decisions for all members.

13.2 The Executive Council has all of the powers of the NZCF, unless the Executive Council's power is limited by this Constitution, or by a majority decision of the members at either an AGM or Special General Meeting.

13.3 Decisions of the Executive Council bind the NZCF, unless the Executive Council's power is limited by this Constitution or by a majority decision of the members at either an AGM or Special General Meeting.

13A. Disputes

13A.1 All parties to a complaint or grievance shall endeavour to resolve the matter informally and in the spirit of the principles in para 3.5 (NZCF Values). In the event that informal discussions cannot resolve the issue, the procedures in the Disputes and Discipline document shall apply, this should be in conjunction with the following principles.

13A.2 How a complaint is made.

a. A member or an officer may make a complaint by giving to the NZCF Secretary a notice in writing that:

i. states that the member or officer is starting a procedure for resolving a dispute in accordance with the NZCF's 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 the NZCF.

b. The NZCF 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 the NZCF is starting a procedure for resolving a dispute in accordance with the NZCF's Constitution; and

ii. sets out the allegation to which the dispute relates.

c. The information given under paras a. ii. or b. ii. 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 NZCF's Constitution.

13A.3 Person who makes complaint has 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 the NZCF makes a complaint:

i. the NZCF 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 the NZCF.

c. Without limiting the manner in which the member, officer, or NZCF may be given the right to be heard, they must be taken to have been given the 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 is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and

iii. an oral hearing (if any) is held before the decision maker; and

iv. the member's, officer's, or NZCF's written statement or submissions (if any) are considered by the decision maker.

13A.4 Person who is subject of complaint has right to be heard.

a. This para applies if a complaint involves an allegation that a member, an officer, or the NZCF (the respondent):

i. has engaged in misconduct; or

ii. has breached, or is likely to breach, a duty under the NZCF's Constitution or bylaws 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 the NZCF, an officer may exercise the right on behalf of the NZCF.

d. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the 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 is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and

iv. an oral hearing (if any) is held before the decision maker; and

v. the respondent's written statement or submissions (if any) are considered by the decision maker.

13A.5 Investigating and determining dispute.

a. The NZCF must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and determined.

b. Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner.

13A.6 NZCF may decide not to proceed further with complaint.

a. Despite the para 13A.5, the NZCF may decide not to proceed further with a complaint if:

i. the complaint is trivial; or

ii. the complaint does not appear to disclose or involve any allegation of the following kind:

1. that a member or an officer has engaged in material misconduct:

2. that a member, an officer, or the NZCF has materially breached, or is likely to materially breach, a duty under the NZCF's Constitution or bylaws or the Incorporated Societies Act 2022:

3. that a member's rights or interests or members' rights or interests generally have been materially damaged:

iii. the complaint appears to be without foundation or there is no apparent evidence to support it; or

iv. the person who makes the complaint has an insignificant interest in the matter; or

v. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or

vi. there has been an undue delay in making the complaint.

13A.7 NZCF may refer complaint.

a. The NZCF may refer a complaint to:

i. a subcommittee or an external person to investigate and report; or

ii. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

b. The NZCF may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

13A.8 Decision makers.

a. A person may not act as a decision maker in relation to a complaint if two or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be:

i. impartial; or

ii. able to consider the matter without a predetermined view.

14. Other NZCF Management

14.1 In accord with para 13.1 m. the Executive Council may maintain, or stop, sub-committees to be known as 'advisory councils' or may start, or stop, any other sub-committee using this Constitution examples of which include:

a. Judge's Advisory Council, and

b. Breeds Standards Advisory Council.

14.2 Executive Council shall name the advisory council and decide the:

a. purpose, scope of work and deliverables of an advisory council;

b. numbers of and appoint the persons it selects for each advisory council;

c. term to serve for the appointments made;

d. the fairness of representation in the selection and appointment processes;

e. qualifications and / or experience anyone needs to be considered for an appointment;

f. grounds for early termination of any appointee;

g. role of each or any advisory council; and

h. the operational powers and rules applying to each or any advisory council.

MONEY AND OTHER ASSETS OF THE NZCF

15. Use of Money and Other Assets

15.1 The NZCF may only use money and other assets if:

a. it is for a purpose of the NZCF,

b. it is not for the sole personal or individual benefit of any member, and

c. that use has been approved by either the Executive Council or by majority vote of the NZCF.

16. Joining Fees, Subscriptions and Levies

16.1 The Executive Council shall announce its decision on what the membership fee is, for the next year and what date or dates any fees or levies must be paid by before para 16.3 shall apply.

16.2 The Executive Council may propose that levy or levies be applied on members in any one financial year such proposal must be approved by a majority vote at an AGM or Special General Meeting of the members.

16.3 If any member does not pay a subscription or levy by the date set by the Executive Council that member shall have a further period of 7 days to pay the subscription or levy. After the 7 day period, the member shall (without being released from the obligation of payment) have no membership rights.

17. Additional Powers

17.1 The NZCF shall:

a. annually appoint people on such terms and conditions and reward as Executive Council shall determine for the purposes of the NZCF including, or not, and not limited to:

i. Secretary,

ii. Treasurer,

iii. Registrars,

iv. National disputes coordinator, and

v. such other contract appointments as the Executive Council may approve and appoint.

b. exercise any power a trustee might exercise;

c. invest in any investment that a trustee might invest in; and

d. borrow money and provide security for that if authorised by majority vote at any NZCF meeting.

18. Financial Year

18.1 The financial year of the NZCF begins on 1 January of every year and ends on 31 December in the same year.

19. Accounting Compliance and Practices

19.1 The Executive Council shall compile and publish regulations for Council's accounting practices, processes and procedures including for accounts receivable, accounts payable, use and control of credit card transactions, assets held by any means, and any other financial transactions in compliance with and adopting best practice for financially sound accounting practices in managing the NZCF trading and financial reporting.

19.2 Following the adoption of this Constitution the Executive Council shall by motion have tabled and adopted the financial regulations for the NZCF within 20 working days after the date of that motion.

20. Appointing an Auditor

20.1 At an Annual General Meeting, the NZCF shall by majority vote appoint someone to audit the NZCF (the auditor). It shall be the duty of the auditor to examine and check the books of the NZCF and see they are properly kept and balanced and also to audit the annual balance sheet of the NZCF.

20.2 The auditor will be a member of the New Zealand Society of Accountants or a like professional accountants institute, but must not be a member of the NZCF. If the appointed auditor is unable to act for some reason, the Executive Council shall promptly appoint another Auditor as a replacement.

CONDUCT OF MEETINGS

21. NZCF Meetings

21.1 A NZCF meeting is either an Annual General Meeting or a Special General Meeting.

21.2 The Annual General Meeting shall be held no later than 6 months after the end of the financial year. The Executive Council shall determine when and where the NZCF shall meet but the second full weekend falling in May each year shall be reserved for the use of Annual General Meeting.

21.3 Special General Meetings may be called by the Executive Council. The Executive Council must call a Special General Meeting if the Secretary receives a written request signed by at least a quarter of the members.

21.4 The Secretary shall give all members who are financial at the date of the notice at least 14 days written notice of a Special General Meeting and 28 days written notice for an Annual General Meeting.

a. The business to be conducted at any NZCF meeting.

b. A copy of the Annual Report and Statement of Accounts, if the NZCF meeting is an Annual General Meeting.

c. A list of nominees for the Executive Council, and information about those nominees if it has been provided.

d. Notice of any motions and the Executive Council'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.

e. Any meeting will be conducted in accord with the NZCF's meeting standing orders, as approved by a General Meeting, during which the standing orders are to take priority but if the standing orders are found to differ from this Constitution then this Constitution is to take priority.

21.5 All members may attend and those members with voting rights may vote at NZCF meetings. All members with voting rights shall have one vote.

21.6 All proxies shall be registered with the Secretary at least 7 days prior to the meeting to which the proxy relates. The form of proxy shall be in such form as the Executive Council shall approve.

21.7 The quorum for any NZCF Meeting shall be at least 10% of the total number of members of NZCF who are eligible to vote, or 40 members (in person or by proxy) who are eligible to vote whichever is the lower.

21.8 All NZCF meetings shall be chaired by the Chair. If the Chair is absent, the Vice-Chair shall chair the meeting. If the Vice-Chair is also absent, the NZCF shall elect another Executive Council member to chair that meeting. Any person chairing an NZCF meeting has a casting vote (which shall be used to preserve the status quo, in the event of an equality of votes) in addition to their right to vote as a member.

21.9 On any given motion at a NZCF meeting, the Chair shall in good faith determine whether to vote by:

a. voices;

b. show of hands; or

c. secret ballot.

d. However, if any member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot.

e. For any vote where the vote is tied the Chair may exercise, or not, a casting vote.

21.10 The business of an Annual General Meeting is to be conducted in the following order:

a. Announcement of the result of the election of Executive Council members.

b. Any business arising from minutes of the previous Meeting AGM and any Special General Meetings held since the last AGM.

c. The Chair's report on the business of the NZCF particularly in terms of the immediate past year and how that affects the NZCF plan for the next 5 years.

d. The reports of the remaining members of the Executive Council, particularly in terms of the immediate past year and how that affects the NZCF plan for the next 5 years.

e. The Treasurer's report on the finances of the NZCF, and the statement of Audited Accounts.

f. Any other reports Executive Council wishes to have presented to the meeting.

g. A forecast of income for the current financial year; including the membership fees that will be charged for the subsequent year.

h. Proposed Constitutional amendments.

i. Other proposed motions.

j. Discussion and approval of plans for the balance of the current and next 5 calendar years.

k. With the leave of the meeting any other matter that the meeting decides to discuss.

22. Motions at NZCF Meetings

22.1 Any member may request that a motion be voted on (member's motion) at a particular NZCF meeting, by giving written notice to reach the Secretary at least 42 days before that meeting if it is an AGM or 28 days before if it is an SGM. The member may also provide information in support of the motion (member's information). However, if the member's motion is signed by at least a quarter of all members:

a. the Secretary must give the member's information to all members at least 28 days before the meeting (if an AGM) or 14 days (if an SGM) chosen by the member;

b. it must be voted on at the NZCF meeting chosen by the member; and

c. if the Secretary fails to do this, the member has the right to raise the motion at the following NZCF meeting.

22.2 The Executive Council may also decide to put forward a motion or motions for the NZCF to vote on (Executive Council motions).

23. Executive Council Meetings

23.1 No Executive Council meeting may be held unless four voting Executive Council members and a Chair (five) are present at the Executive Council members meeting.

23.2 The Chair shall chair Executive Council meetings, or if the Chair is absent, the Vice-Chair shall chair the Executive Council meeting. If the Vice-Chair is also absent, no meeting shall take place unless the number of voting Executive Council members present is five in this case they will elect a Chair from the elected Executive Council members present.

23.3 Decisions of the Executive Council shall be by majority vote.

23.4 The Chair or person acting as Chair has a casting vote.

23.5 Only Executive Council members present at an Executive Council meeting may vote at that Executive Council meeting. Executive Council members are deemed to be present when they are able to be heard by all attendees and hear what each attendee is saying whether in person or by the use of a telephone or video conference call or other media.

23.6 Subject to this Constitution, the Executive Council is to regulate its own meetings standing order regulations applicable for all and any NZCF meetings of Executive Council, NZCF meeting, any sub-committees, or advisory councils. Members have the right to attend scheduled Executive Council meetings.

23.7 Executive Council meetings may be conducted:

a. at a venue specified by the Executive Council face-to-face, or if not determined at the prior meeting then by the Secretary giving the Executive Council not less than

48 hours notice, by telephone call, or email message, or in writing, or other media; or

b. by the use of a telephone or video conference call or other media whereby all the Executive Council may be deemed to have heard what each attendee is saying; or

c. by email whereby the Secretary, with a minimum of 48 hours, will set a time for the email meeting (e.g., on 12th May (year) starting at 3.00 pm) in which any matters or motions are discussed by email which must be sent around all Executive Council members participating in the meeting. It is deemed that by the sending of an email to the last notified email address of an Executive Council member, the email is read unless otherwise notified by an Executive Council member participating in the meeting. Any decisions will be minuted at the next meeting.

OTHER

24. Indemnity and Limitation of Liability

24.1 The members of the Executive Council and those persons referred to in section 14 and para 17.1 a. shall be indemnified by the NZCF for all losses and expenses incurred by them in or about the discharge of their respective duties, except such as shall result from their own respective wilful default.

24.2 No member of the Executive Council and those persons referred to in section 14 and para 17.1 a. shall be liable for the acts or default of any other member of the Executive Council and those persons referred to in section 14 and para 17.1 a., or for any loss or expense happening to the NZCF, unless the same happens from the person's own wilful default.

25. Common Seal

25.1 The NZCF common seal shall be held at the NZCF registered office.

26. Signing of Documents

26.1 The NZCF shall have a common seal. A document shall be executed on behalf of the NZCF if:

a. the common seal is attached to the document; and

b. the document is witnessed by any one of the Chair, Secretary, or Treasurer, and countersigned by one other member of the Executive Council.

27. Altering this Constitution

27.1 The NZCF may alter or replace this Constitution at a NZCF AGM or Special General Meeting by a resolution passed by a 75% majority of those members present and voting, including proxies and postal votes or votes by electronic means.

27.2 The Executive Council has the power to correct typographical, grammatical errors and consequential numbering (provided the intent is not altered).

27.3 Any proposed motion to amend or replace this Constitution shall be given in writing to the Secretary, accompanied by a written explanation of the reason for the proposal, at least 42 days before the NZCF meeting at which the motion is to be considered, and may be forwarded by:

a. the Executive Council,

b. an Affiliate Member Club, or

c. signed by at least 10 members.

27.4 At least 28 days before the General Meeting at which any change to the Constitution is to be considered the Secretary shall give to all members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Executive Council has.

27.5 When a change to this Constitution is approved by a General Meeting, the Executive Council shall cause to be filed with the Registrar of Incorporated Societies advice of the changes to the Constitution in the required form. No change to the Constitution shall take effect until this is done.

27.6 All other bylaws, rules, operational procedures and regulations of the NZCF may be amended at any Executive Council meeting except the Standing Orders for NZCF Meetings.

28. Winding Up

28.1 If the NZCF is wound up:

a. the NZCF's debts, costs and liabilities shall be paid;

b. surplus money and other assets of the NZCF may be disposed of:

i. by resolution of the NZCF meeting to nominated organisation(s) or cause(s) within New Zealand; or

ii. according to the provisions in the Incorporated Societies Act 1908, or its replacement; but

c. no distribution of any type of asset may be made to any member.

29. Repealing the Constitution

29.1 The existing constitution of the NZCF is hereby repealed and this Constitution shall be the constitution of the NZCF as from the date of registration hereof.

30. Definitions

30.1 In this Constitution:

a. 'majority vote' means a vote made by more than half of the members who are entitled to vote and voting on a resolution put to that meeting;

b. 'meeting' means any Annual General Meeting and any Special General Meeting;

c. 'money or other assets' means any real or personal property or any interest therein, owned or controlled to any extent by the NZCF;

d. 'payment' means any transfer of legal tender by cash, electronic transfer, or any other means of paying legal tender;

e. 'rules' means the rules of the NZCF;

f. 'NZCF meeting' means any Annual General Meeting, or any Special General Meeting, but not a Council meeting;

g. '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;

h. 'written notice' means hand-written, printed or electronic communication of words or a combination of these methods; and

i. 'electronic means' means use of email or an electronic election site. Where email is used for voting, a member may vote by sending an email to the returning officer from an email address held by the NZCF that is attributable to the member. The returning officer may specify minimum requirements the email must adhere to (including, but not limited to, stating the member's membership number, and including a declaration that the sender of the email is the relevant voter).