

**Catz**  
**Incorporated**  
**CONSTITUTION**



# Catz Incorporated Constitution

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# Catz Incorporated Constitution

## 1 NAME

- 1.1 The name of the society is Catz Incorporated, hereinafter referred to as 'Catz Inc'.

## 2 OBJECTIVES

- 2.1 The objectives of Catz Inc are:

- 2.1.1 Generally to ENCOURAGE and SUPPORT the PURSUIT of EXCELLENCE by providing and administering:

2.1.1.1 Constitution of Catz Inc.

2.1.1.2 Registration Regulations

2.1.1.3 Show Regulations.

2.1.1.4 Judges Regulations.

- 2.1.2 To establish and adopt a Code of Ethics that shall be binding on all members of Catz Inc.

- 2.1.3 To provide administration which is quality driven, innovative and efficiently operated.

- 2.1.4 To PROMOTE and WORK for the wider appreciation and welfare of domesticated purebred and non-purebred Cats, Cat Owners, Cat Breeders, Cat Exhibitors and Catz Inc.

- 2.1.5 To safeguard and protect the wellbeing of cats and encourage responsible treatment of them, by individuals, clubs, societies, companies and local and central government authorities.

- 2.1.6 To safeguard and protect the healthy relationship between cats and their owners/ guardians, by supporting and promoting welfare and cat rescue organizations at the discretion of the Board of Catz Inc.

- 2.1.7 To encourage and foster new breeders and/or exhibitors, with positive support, communications and education in an atmosphere of friendship, while acknowledging that our members are our greatest asset.

- 2.1.8 To establish and maintain a Registry of cats and pedigrees of cats, including the classification of breeds.

- 2.1.9 To promote the formation of Clubs affiliated to Catz Inc, whose aims and objects and activities are in line with those of Catz Inc and to assist member clubs in activities which further the objects of Catz Inc.

- 2.1.10 To provide efficient and accurate professional services to our members and customers, in a friendly and respectful manner, as befits the integrity of Catz Inc.

- 2.1.11 To promote the exhibition and showing of cats and to license Clubs or other approved show committees to hold shows under the rules of Catz Inc.

- 2.1.12 To educate, foster and encourage an appreciation of cats and their positive role and place in society amongst young people and in schools.

- 2.1.13 To conduct seminars, judges schools, lectures, discussion groups, conferences and other educational forums on any matter of interest to cat owners and or breeders.

- 2.1.14 To seek, exchange and disseminate information to individuals, members, clubs, and organizations in published reports, periodicals, books, pamphlets or any other media, either gratuitously or at a charge.

- 2.1.15 To maintain a property or properties for the purpose of fulfilling the objects of Catz Inc.

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2.1.16 Without any way limiting the foregoing provisions of this clause, to execute such actions as are incidental or conducive to the attainments of the objects of Catz Inc.

### 3 MEMBERSHIP

- 3.1 Membership to Catz Inc shall be by Annual Subscription. This subscription shall be set by the Board of Directors and reviewed by the members at the Annual General Meeting of Catz Inc.
- 3.2 All Annual membership fees shall fall due on January 1st each year. Membership received on and after 1st October shall be carried forward to the next ensuring year.
- 3.3 Membership to Catz Inc shall consist of the following categories:
  - 3.3.1 FULL Ordinary Members
  - 3.3.2 ASSOCIATE Members
  - 3.3.3 JUNIOR Members
  - 3.3.4 HONORARY Members
  - 3.3.5 Elected LIFE Members
  - 3.3.6 AFFILIATE Members
  - 3.3.7 MEMORIAL Roll of Honour
- 3.4 INDIVIDUALS may be either: FULL, ASSOCIATE, JUNIOR, HONORARY or Elected LIFE members. Membership is NOT automatic and shall be deemed a privilege. The Board of Directors shall reserve the right on behalf of Catz Inc, to decline ANY application for membership. Renewals to follow the same procedure as an initial application for membership.
- 3.5 FULL ORDINARY MEMBERS shall be adults, (18 years and over) and have an ongoing interest in cats and their welfare. Full Members who are financial with Catz Inc shall be entitled to one vote. All applicants for FULL membership may already be a financial member of a club which has been approved as an affiliate member of Catz Inc. Only Full and or Life Members shall be entitled to register a Prefix/Cattery Name with Catz Inc and/or to apply for the registration of entire unaltered breeding cats.
- 3.6 ASSOCIATE MEMBERS shall be adults, (18 years and over), other than a full member, who are interested in cats. They shall have no voting rights nor shall they be eligible for election to any office, but shall be entitled to receive publications of Catz Inc, either gratuitously or at a charge and shall have speaking rights at General Meetings of Catz Inc. Associate Members shall be entitled to Register Household Pet Cats that are neutered or spayed, without a Prefix or Cattery Name.
- 3.7 JUNIOR MEMBERS shall be any person under 18 years of age, interested in cats. They shall have no voting rights nor shall they be eligible for election to any office, but they shall be entitled to receive publications of Catz Inc, either gratuitously or at a charge and shall have speaking rights at General Meetings of Catz Inc. Junior Members shall be entitled to Register Household Pet Cats that are neutered or spayed, without a Prefix/Cattery Name.
- 3.8 HONORARY Members shall be any person, nominated and seconded by a FULL Ordinary Member or Life Member and approved by the Board of Directors for the distinction. Honorary Membership may be bestowed upon any person deemed to have contributed significantly in any real and practical way, to the fulfillment of any of the objects of Catz Inc. Honorary Members shall not be entitled to vote. Honorary Membership may be renewed or revoked at the discretion of the Board of Catz Inc.
- 3.9 LIFE MEMBERS shall be exempt from all subscriptions and shall be entitled to the rights of FULL Ordinary Members. Nominations for LIFE membership shall be in writing and shall be received by the General Secretary of Catz Inc, on or before August 31 each year, to be considered at the Annual General Meeting. The nomination shall be accompanied by a brief resume. Life membership shall be no more than 15% of

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the total membership. Life membership shall be any person, nominated and seconded by a full ordinary members or Life members of Catz Inc who has been of service to Catz Inc for at least 10 consecutive years. If the nomination is found to be out of order, it will be the responsibility of the General Secretary to notify the Nominator and to accept a revised Nomination, providing that such is received within 21 days of the Annual General Meeting of Catz Inc.

- 3.10 AFFILIATE MEMBERS. This category of membership is reserved for CLUBS only, who have been approved for affiliation to Catz Inc and whose objects are in keeping with those of Catz Inc. Affiliate Members DO NOT have voting rights
- 3.11 Application for Membership by INDIVIDUALS must be made on the appropriate form. The application shall contain the applicants name, current address, date of birth, and the type of membership sought. Applications for Membership shall be sent to the address provided on the form.
- 3.12 Where the application is for FULL membership, the applicant shall select from the list of names of AFFILIATE Clubs, the name of the AFFILIATE CLUB to which the applicant would like to belong.
- 3.13 Upon receipt of an application for INDIVIDUAL membership, the Membership Secretary shall issue to the new member, proof of acceptance as a member of Catz Inc and issue a Membership number. Where the application is for FULL membership, and have indicated they wish to belong to an Affiliate Club the Membership Director shall then notify the Affiliate Club of the new member and his or her membership number.
- 3.14 Membership Numbers shall be unique and must appear on all ballots returned by FULL and/or LIFE members of Catz Inc.
- 3.15 CLUBS applying for AFFILIATE membership may be either:
  - 3.15.1 All Breeds Clubs - Catering for all breeds of cats.
  - 3.15.2 Specialist Clubs - Catering for either ALL Longhair Breed/Type Cats OR,
  - 3.15.3 ALL Shorthair Breed/Type Cats, but NOT BOTH.
  - 3.15.4 Breed Specialty Clubs - Catering for ONE breed of Cat exclusively.
  - 3.15.5 Colour Specialty Clubs Catering for TWO or more Colour
  - 3.15.6 Specialties/Breeds but NOT for a whole Division of either Longhair or
  - 3.15.7 Shorthair Breed Types.
- 3.16 CLUBS applying for AFFILIATE membership, shall do so in writing to the General Secretary of Catz Inc.
- 3.17 All applicant Clubs must conform to the requirements of the Incorporated Societies Act 1908. They shall have no objects that are contrary to those of Catz Inc. The application shall be accompanied by the appropriate fee and shall include a copy of the clubs Constitution and/or registered rules, together with a list of all Officers of the Club and of all members and their addresses. The club shall also state the area in which the predominant activities of the club are to take place and whether the club conforms to All Breed, Specialist, Breed Specialty or Colour Specialty.
- 3.18 The General Secretary, upon receipt of a clubs application for AFFILIATE membership, shall give notice to all existing Affiliate clubs. Within 14 days, of the receipt of such notice, any affiliated club may by notice in writing, addressed to the General Secretary, object to the application. The objection shall state the grounds therein relied on. Notice of the objection, shall be sent by the General Secretary to the applicant club, which shall have the right to reply to the objections in writing addressed to the General Secretary, within 14 days of the receipt, of the notice of objection.
- 3.19 The Board of Directors, in considering the application, may hear or receive representations in support of or in opposition to the application. It may approve or decline the application on merit, or may defer the application and request the applicant to amend its constitution or bylaws as the Board of Directors may suggest, to conform with this Clause 3.17.

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- 3.20 If an application by a Club is either declined or deferred, and if where the applicant Club is not prepared to amend its rules, the applicant Club may require the decision of the Board of Directors to be referred to arbitration. A request for arbitration shall be made to the President of the NZ Law Society. If he declines or is unable to act, arbitration shall fall to such person as he shall nominate. The decision of the Arbitrator shall be final and binding on all parties. The costs of such arbitration shall be borne by the applicant Club in any event.
- 3.21 All Clubs granted AFFILIATE Membership under this Constitution shall be deemed to be registered with Catz Inc and they and all their members thereof agree to be bound by the decisions and acts of Catz Inc in General or Special Meeting and/or by the Board of Directors of Catz Inc and/or any Committee or body established under this Constitution and/or any person authorized to give decisions under this Constitution.
- 3.22 All clubs granted AFFILIATE Membership shall be immediately liable for an Annual Subscription, which shall be set by the Board of Directors and may be reviewed by the voting membership at Annual General Meetings.
- 3.23 Fees for ALL membership categories shall be set by the Board of Directors and may be reviewed by Catz Inc, in Annual General Meeting. All changes will take effect on January 1 the following year.
- 3.24 ONLY FULL Ordinary members who are deemed financial, or LIFE members, shall be entitled to vote at General Meetings of Catz Inc or to receive ballots for General Meetings of Catz Inc, or ballots issued throughout the year by order of the Board of Directors.
- 3.25 FULL Ordinary members or Elected LIFE members may apply for, run for and hold any office within Catz Inc, regardless of affiliation with any club or association not affiliated with Catz Inc. NO individual however, shall hold a national elected office in two feline registries/organizations.
- 3.26 Any individual member may resign their membership and associated privileges, in writing, addressed to the General Secretary of Catz Inc at any time. Members may also be suspended or expelled pursuant to the provisions of Clause 13 of this Constitution.

### 4 MEETINGS of Catz Incorporated:

#### 4.1 General Provisions:

##### 4.1.1 At all general meetings of Catz Inc, the following shall apply:

- 4.1.1.1 The CHAIRMAN shall preside at all meetings of Catz Inc, or if absent, the First VICE-CHAIRMAN or in his absence, the Second VICE-CHAIRMAN. If all three are absent, the Directors present may elect any of their number to preside at the meeting. The validity of the appointment of such person to act as chairman or the validity of any business transacted at such meeting shall not be questioned. Any decisions taken at such meetings shall be binding on Catz Inc, the Board of Directors, the affiliated CLUBS and all Members thereof.
- 4.1.1.2 ALL INDIVIDUAL members, of Catz Inc, shall be entitled to attend and every FULL Ordinary Member or LIFE Member shall have the right to exercise ONE vote.
- 4.1.1.3 Voting at all General Meetings shall be by a show of hands or by prior ballot.
- 4.1.1.4 No proxies shall be permitted.
- 4.1.1.5 Any eligible member not in attendance, must have returned their BALLOT by due date, for their vote by ballot to count.
- 4.1.1.6 Any member having already cast their vote by ballot, MAY NOT be issued with a VOTING CARD on the day of the meeting. They may attend, may be called upon to speak and make motion or second a motion, but may not vote. EXCEPTION: Where a vote is called for on an issue, or topic or subject not included in a prior ballot, then any eligible member may vote on said issue, topic or subject by using their membership card as a voting card. Any member may ask for clarification from the Chair on whether the issue, or topic or subject has been included on a prior ballot.

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- 4.1.1.7 Votes by ballot shall be recorded prior to the meeting. The results of Ballot counts cast on an item on the agenda shall not be made known until AFTER a vote from the floor has been taken.
- 4.1.1.8 BALLOTS for General Meetings shall give the option of:
- 4.1.1.8.1 YES, - as is, with NO amendments.
  - 4.1.1.8.2 YES, - with amendments that do not substantially alter the general intent or objective of the remit.
  - 4.1.1.8.3 NO
- 4.1.1.9 Motions to amend remits may be accepted from the floor.
- 4.1.1.9.1 Ballots which indicate a YES vote for an <as is> with <no amendments> qualification, shall be deemed to be INVALID for remits that have been amended.
  - 4.1.1.9.2 Ballots which indicate a YES vote but with the qualification, <with amendments that do not substantially alter the tenor of a remit> shall be deemed to be a YES vote for remits that have been amended or not amended, provided that where a remit has been amended, the amendment has not altered the basic principle or intent of the remit.
  - 4.1.1.9.3 Ballots that indicate a NO vote will be deemed to be a NO vote, regardless of whether a remit has been amended or not.
  - 4.1.1.9.4 The chair may be asked to rule on whether the amendments have substantially altered the general intent or main objective or tenor of the remit.
- 4.1.1.10 The Chairman or anyone acting in his stead, shall have a substantive vote as well as having a casting vote, which shall be used to preserve the status quo in the event the votes are tied.
- 4.1.1.11 The meeting shall decide whether representatives of the Press or other persons may be present at the meeting, or whether proceedings should be closed to such persons.
- 4.1.1.12 Members of the Board of Directors shall be entitled to be present at all General Meetings of Catz Inc and may take part in any debate or discussion. They shall also be entitled to vote, with the exception that if any one of their number is in the Chair, then rule 4.1.1.10 shall herein apply.
- 4.1.1.13 After all items on the agenda have been dealt with; motions may be taken from the floor for any business, which may lawfully be brought forward. Voting by eligible members in attendance on such issues shall be deemed to be valid. The chair may rule for a specified time allotment for such motions to be considered.
- 4.1.1.14 The quorum for any General Meeting of Catz Inc shall be at least 10% of eligible members. Of this number, 30% could be via phone or computer link. If during the meeting, the voting strength of those present falls below this, the meeting shall be adjourned indefinitely, and all business transacted prior to the adjournment shall be deemed to have been lawfully and legally transacted.

## 4.2 ANNUAL GENERAL MEETINGS:

- 4.2.1 Each Annual General Meeting of Catz Inc shall fix the date of the next Annual General Meeting. However, if a suitable venue cannot be found or the dates needs to change, a replacement date shall be set by the Board of Directors no latter than four (4) months before the date set at the Annual General Meeting.
- 4.2.2 The business of the Annual General Meeting shall be:
- 4.2.2.1 To receive apologies
  - 4.2.2.2 To consider and adopt if appropriate, the minutes of the last Annual General Meeting.
  - 4.2.2.3 To consider any business arising from the minutes.

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- 4.2.2.4 To receive and consider the report of the Chairman.
- 4.2.2.5 To consider and adopt, if thought fit, the Balance Sheet and accounts of Catz Inc.
- 4.2.2.6 To consider and receive the reports of each and all of the Portfolio Directors.
- 4.2.2.7 To consider any remits which may be lawfully considered.
- 4.2.2.8 To consider any special resolutions which may be lawfully considered
- 4.2.2.9 The Election of Officers
- 4.2.2.19 To consider any other business which may be lawfully brought forward.
- 4.2.3 Newly elected Officers shall take office from the completion of the Annual General Meeting at which they are elected and hold office for the specified term as allowed for under this constitution.
- 4.2.4 The meeting may deal with the business in such order as it decides.
- 4.2.5 A copy of the minutes of each Annual General Meeting and of any Special General Meeting shall be sent by the General Secretary, or assistant, to each member of the Board of Directors, all Officials, Portfolio Secretaries, and Convenors and Clubs as soon as practicable after the meeting. The General Secretary shall cause a summary of resolutions to be published in any Official Publication of Catz Inc which is distributed to all members.
- 4.2.6 REMITS:
  - 4.2.6.1 Remits may be submitted to the Annual General Meeting, by the Board of Directors, any Club holding affiliate membership status with Catz Inc or by any eligible voting member.
  - 4.2.6.2 All remits shall be in writing on the official form available on the Catz Inc web-site or obtained from the General Secretary and be received by the General Secretary at least 60 days before the date set for the Annual General Meeting. All such remits, having been received in time, shall be placed upon the Agenda for the meeting. Remits are for rule changes and new rules.
- 4.2.7 SPECIAL RESOLUTIONS:
  - 4.2.7.1 Notice of any SPECIAL RESOLUTION to be considered at an Annual General Meeting shall be given in writing and be received by the General Secretary at least 60 days before the date set for the Annual General Meeting. Such notices of special resolution, having been received in time shall be placed upon the Agenda for the meeting. SPECIAL RESOLUTIONS are for changes to the constitution.
  - 4.2.7.2 Such notice must be duly signed by no fewer than 5 eligible voting members of Catz Inc.
- 4.2.8 At least 30 days before the Annual General Meeting, the General Secretary shall forward the Agenda for the Annual General Meeting to the Secretary of each Club, to all members of the Board of Directors. In addition, and with the assistance of the Director of Finance, the General Secretary shall also cause a GENERAL BALLOT, along with an Agenda, to be sent to all eligible voting members of Catz Inc.
- 4.2.9 BALLOTS must be returned for processing, postmarked no later than 28 days or emailed 14 days prior to the date set for the Annual General Meeting. BALLOTS not postmarked or emailed by the due date shall be deemed to be OUT OF ORDER and shall NOT be counted.
- 4.3 SPECIAL GENERAL MEETINGS:
  - 4.3.1 A Special General Meeting of Catz Inc, shall be called by the General Secretary within 42 days of the receipt of such requisition by the General Secretary. The requisition to call a Special General Meeting shall be in writing and a copy of the requisition shall also be sent to the Chairman.
  - 4.3.2 Such requisition shall be by resolution of the Board of Directors, or by requisition in writing on the official form, signed by not less than 5 full financial members.
  - 4.3.3 The requisition shall clearly state the reason for calling the Special General Meeting and the business, which is to be considered at the meeting.



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- 4.3.4 The Special General Meeting will be held in Auckland at such time and place as the General Secretary shall determine.
- 4.3.5 The General Secretary shall then send Notice of such meeting to ALL AFFILIATED Member Clubs and to ALL INDIVIDUAL members of Catz Inc entitled to vote at the time the requisition was received. Such Notice shall be via the Catz Inc. website in the events and show calendar and shall be given within 21 days of the receipt of the requisition. The Notice shall state clearly on whose requisition the meeting is called and the business to be considered at the meeting. Only the business detailed in the Notice shall be considered at the meeting.
- 4.3.6 If the General Secretary receives any further requisitions for a Special General Meeting at least 21 days prior to the date appointed for the original meeting, the General Secretary shall give similar Notice of meeting as per clause 4.3.4 & 4.3.5.
- 4.3.7 Where the General Secretary receives further requisitions as referred to in clause 4.3.6 above, the Special General Meeting shall have power to consider any business or matter contained in the same.
- 4.3.8 The Board of Directors OR, Catz Inc in General Meeting may also order a Special General Meeting to be held on a nominated date.
- 4.3.9 NO BALLOTS shall be issued. All members wishing to vote must attend the meeting.

### 5 ELECTION OF OFFICERS:

- 5.1 All OFFICERS shall serve on and be members of the BOARD of DIRECTORS and shall be elected at Annual General Meetings.
- 5.2 The BOARD of DIRECTORS shall act as the Executive Committee of Catz Inc, which shall consist of:
  - 5.2.1 The Executive Officers:
    - 5.2.1.1 NATIONAL CHAIRMAN
    - 5.2.1.2 FIRST VICE-CHAIRMAN
    - 5.2.1.3 SECOND VICE-CHAIRMAN
    - 5.2.1.4 GENERAL SECRETARY
  - 5.2.2 The Portfolio Directors
    - 5.2.2.1 DIRECTOR of CORPORATE SERVICES
    - 5.2.2.2 DIRECTOR of FINANCE (Treasurer)
    - 5.2.2.3 DIRECTOR of JUDGES
    - 5.2.2.4 DIRECTOR of STRATEGIC PLANNING
    - 5.2.2.5 DIRECTOR of MARKETING AND PROMOTIONS
  - 5.2.3 General Membership Directors: (Minimum of ONE)
    - 5.2.3.1 DIRECTOR at LARGE
    - 5.2.3.2 DIRECTOR at LARGE
    - 5.2.3.3 DIRECTOR at LARGE
  - 5.2.4 The Term of Office for ALL DIRECTORS shall be 3 years, but the terms for each category shall be staggered to fall due for renewal on different years.
    - 5.2.4.1 Nominations for Directors At Large shall be called for in year one.

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5.2.4.2 Nominations for Executive Officers shall be called for in year two.

5.2.4.3 Nominations for Portfolio Directors shall be called for in year three.

### 5.3 NATIONAL CHAIRMAN

5.3.1 The National Chairman of Catz Inc shall at the time of nomination be a FULL member or LIFE member of Catz Inc.

5.3.2 While holding office, the National Chairman shall not hold office in any Club affiliated with Catz Inc

5.3.3 The Chairman shall have a substantive vote, and shall exercise a casting vote in the event of a tie. This vote shall be exercised to retain the status quo.

### 5.4 FIRST VICE-CHAIRMAN

5.4.1 The First Vice-Chairman of Catz Inc shall at the time of nomination be a FULL or LIFE member of Catz Inc.

5.4.2 While holding office, the First Vice-Chairman shall not hold office in any Club affiliated with Catz Inc.

### 5.5 SECOND VICE-CHAIRMAN

5.5.1 The Second Vice-Chairman of Catz Inc shall at the time of nomination be a FULL or LIFE member of Catz Inc.

5.5.2 While holding office, the Second Vice-Chairman shall not hold office in any Club affiliated with Catz Inc

### 5.6 GENERAL SECRETARY

5.6.1 The General Secretary of Catz Inc shall at the time of nomination be a FULL or LIFE member of Catz Inc.

5.6.2 The General Secretary shall be suitably qualified to act as Secretary to Catz Inc and while holding office shall not hold office in any Catz Inc affiliated Club.

5.6.3 The General Secretary shall attend all General or Special Meetings of Catz Inc and all meetings of the Board of Directors.

5.6.4 The General Secretary shall carry out all duties allocated under this Constitution. The General Secretary shall keep minutes of all meetings, which shall be taken by the General Secretary or by another person appointed for this purpose by the Board of Directors.

5.6.5 The General Secretary shall be subject to the directions of the Board of Directors.

5.6.6 Additional duties of the General Secretary may also include the providing for or supervision of:

5.6.6.1 Membership Secretary.

5.6.6.2 Breed Council Convenor

5.6.6.3 Genetics and/or Health Advisory Convenor

5.6.6.4 Issuing of General Membership Ballots.

5.6.6.5 Other duties as the Board of Directors may lawfully require.

5.6.7 The Board of Directors may grant an honorarium or contract upon such terms and conditions as the Board of Directors may fix. This honorarium, or contract, shall fall due for renewal with each Annual General Meeting.

### 5.7 PORTFOLIO DIRECTORS

5.7.1 There shall be a minimum of two (2) PORTFOLIO Directors.

5.7.2 The required Portfolios under this constitution shall be:

5.7.2.1 DIRECTOR of CORPORATE SERVICES

5.7.2.2 DIRECTOR of FINANCE

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5.7.2.3 DIRECTOR of JUDGES

5.7.2.4 DIRECTOR of STRATEGIC PLANNING

5.7.2.5 DIRECTOR of MARKETING AND PROMOTIONS

5.7.3 DIRECTOR OF CORPORATE SERVICES

5.7.3.1 The Director of Corporate Services of Catz Inc shall at the time of nomination be a FULL or LIFE member of Catz Inc

5.7.3.2 The Director of Corporate Services shall be a suitably qualified person to act as Business Manager of Catz Inc and shall have demonstrated an ability to manage staff in a service orientated environment. The Director of Corporate Services shall be charged with the efficient management of the Central Registry and ensuring the timely and efficient delivery of member services. Duties and responsibilities may include the providing or supervision of:

5.7.3.2.1 Central Registry or Central Registry Liaison.

5.7.3.2.2 Prefix Registration.

5.7.3.2.3 Corporate Continuity.

5.7.3.2.4 Statistics.

5.7.3.2.4 Other duties as the Board of Directors may lawfully require.

5.7.3.3 The Board of Directors may grant an honorarium or contract upon such terms and conditions as the Board of Directors may fix. This honorarium, or contract, shall fall due for renewal with each Annual General Meeting.

5.7.4 DIRECTOR OF FINANCE

5.7.4.1 The Director of Finance of Catz Inc shall at the time of nomination be a FULL or LIFE member of Catz Inc.

5.7.4.2 The Director of Finance shall be a suitably qualified person to act as Treasurer to Catz Inc and have shall have demonstrated an ability to keep and maintain financial records.

5.7.4.3 As Treasurer to Catz Inc, the Director of Finance shall carry out all duties allocated to the Treasurer by this Constitution. The Treasurer shall attend all General and Special General Meetings of Catz Inc and of the Board of Directors, and shall carry out all duties of a financial nature that the Board of Directors may lawfully require. The Director of Finance shall be responsible for:

5.7.4.3.1 Banking & Disbursement of all funds, of Catz Inc.

5.7.4.3.2 Keeping and maintaining, true and accurate accounts.

5.7.4.3.3 Filing Tax and other statutory forms on or before due date.

5.7.4.3.4 Administering & assisting in the counting/oversight of all returned ballots.

5.7.4.3.5 Other duties as the Board of Directors may lawfully require.

5.7.4.4 The Board of Directors may grant an honorarium or contract upon such terms and conditions as the Board of Directors may fix. This honorarium, or contract, shall fall due for renewal with each Annual General Meeting.

5.7.5 DIRECTOR OF JUDGES

5.7.5.1 The Director of Judges of Catz Inc shall at the time of nomination be a FULL or LIFE member of a CLUB affiliated with Catz Inc and be a member of Catz Inc in good standing.

5.7.5.2 The Director of Judges shall be a suitably qualified person to act as Director of Judges. Only candidates who are qualified Tutor Judges within Catz Inc, shall be deemed as acceptable.

5.7.5.3 The Director of Judges shall be responsible for the following administration or supervision of:

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- 5.7.5.3.1 Chairmanship of the Judges Guild.
- 5.7.5.3.2 The Judges Training Program and Clerking Program.
- 5.7.5.3.3 The Standards of Excellence.
- 5.7.5.3.4 Other duties as the Board of Directors may require

5.7.5.4 The Director of Judges shall, as Chair of the Judges Guild, be responsible for handling all applications, training and disciplinary action pertaining to judges and clerks and for updating the Breed Standards when alterations are approved by the Board of Directors.

5.7.5.5 The Director of Judges shall report all successful candidates to the Board of Directors, who shall then confirm the recommended appointments and licenses.

5.7.5.6 The Board of Directors may grant an honorarium or contract upon such terms and conditions as the Board of Directors may fix. This honorarium, or contract, shall fall due for renewal with each Annual General Meeting.

### 5.7.6 DIRECTOR OF STRATEGIC PLANNING

5.7.6.1 The Director of Strategic Planning of Catz Inc shall at the time of nomination be a FULL or LIFE member of Catz Inc.

5.7.6.2 The Director of Strategic Planning shall be a suitably qualified person, to act as Chair of the Strategic Planning Committee. Candidates should have demonstrated an ability to organize and motivate individuals and have an ability to look to the future for opportunities to expand Catz Inc's influence generally and to improve its services both to members and the community at large.

5.7.6.3 The Director of Strategic Planning, in addition to acting as Chairman of the Strategic Planning Committee, may administer or supervise the following:

- 5.7.6.3.1 Provision of Statistical Information & Reports in tandem with the Director of Corporate Services.
- 5.7.6.3.2 Co-ordination of Policy Development.
- 5.7.6.3.3 Co-ordination of Charitable Services.
- 5.7.6.3.4 National Scoring and Award Programs.
- 5.7.6.3.5 Other duties as the Board of Directors may lawfully require.

5.7.6.4 The Board of Directors may grant an honorarium or contract upon such terms and conditions as the Board of Directors may fix. This honorarium, or contract, shall fall due for renewal with each Annual General Meeting.

### 5.7.7 DIRECTOR OF MARKETING & PROMOTIONS

5.7.7.1 The Director of Marketing & Promotions shall at the time of nomination be a FULL or LIFE member of Catz Inc.

5.7.7.2 The Director of Marketing & Promotions shall be a suitably qualified person with experience in Sales and Marketing and/or Promotions or Publicity/Media. Candidates should have demonstrated an ability to promote ideas or organizations at a National level.

5.7.7.3 The primary duties of the Director of Marketing & Promotions shall be:

- 5.7.7.3.1 To raise, maintain and improve the National Public Profile of Catz Inc.
- 5.7.7.3.2 To market Catz Inc Shows and Services.
- 5.7.7.3.3 To liaise with other Portfolio Directors on issues related to the effective Marketing and Promotion of Catz Inc.
- 5.7.7.3.4 To work with the Media to facilitate the most effective coverage of Catz Inc events.

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5.7.7.3.5 To liaise with Corporate Sponsors to ensure that they and Catz Inc receive the benefits of a harmonious working relationship.

5.7.7.3.6 Other duties as the Board of Directors may lawfully require.

5.7.7.4 The Board of Directors may grant an honorarium or contract upon such terms and conditions as the Board of Directors may fix. This honorarium, or contract, shall fall due for renewal with each Annual General Meeting.

### 5.7.8 DIRECTOR AT LARGE

5.7.8.1 There shall be a minimum of ONE (1) Directors-At-Large.

5.7.8.2 The Director At Large of Catz Inc shall at the time of nomination be a FULL or LIFE member of Catz Inc.

5.7.8.3 Directors At Large shall perform such duties as the Board of Directors may lawfully require, including but not limited to:

5.7.8.3.1 Chair subcommittees of the Board of Directors.

5.7.8.3.2 Administer Special Projects.

5.7.8.3.3 Represent Catz Inc at meetings when authorized by the Board of Directors to do so.

5.7.8.3.4 Other duties as the Board of Directors may lawfully require.

### 5.7.9 NOMINATION OF AND VOTING FOR OFFICER

5.7.9.1 Nominations for the Executive Officers, Portfolio Directors and Directors At Large, shall be in writing signed by at least two FULL or LIFE of Catz Inc. Such nomination shall also be endorsed with the consent of the candidate. The nomination shall name the Catz Inc affiliated Club of which the candidate is a FULL or LIFE member and also the name of the Catz Inc affiliated Club of which the nominators are either FULL or LIFE members.

5.7.9.2 Nominations must be accompanied by a short biographical note about the candidate and their purpose for standing. All nominations shall be in the hands of the General Secretary at least 60 days before the Catz Inc Annual General Meeting.

5.7.9.3 Upon the closing of nominations, the General Secretary shall place on the agenda for the Annual General Meeting, a list of candidates together with their biographical notes, notwithstanding that nominations shall not be accepted for Officer positions that have not fallen due. The provisions of Clause 5.2.4 of this constitution shall apply.

## 6 TERMINATION OF OFFICE AND VACANCIES:

6.1 All elected officers or appointed officials of Catz Inc, shall cease to hold office upon:

6.1.1 death, or

6.1.2 a written resignation from the Officer of Official, or

6.1.3 becoming incapable of holding office by reason of infirmity or otherwise, or

6.1.4 being lawfully removed from their office, or

6.1.5 conviction of a criminal offense unless the Board thinks the conviction is irrelevant for the performance of the position or

6.1.6 conviction of an offense involving cruelty to animals,

6.1.7 being absent as a member of the Board of Directors from more than two consecutive meetings of the Board, without the prior leave of the Board of Directors.

6.2 Vacancies in each of the Offices listed below shall be filled as follows:

6.2.1 National Chairman:

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6.2.1.1 Upon a vacancy occurring in the office of National Chairman. The First Vice Chairman shall assume the office of National Chairman and shall hold office for the remainder of the original term of office. Accordingly, the Second Vice Chairman shall assume the office of First Vice Chairman and the Board of Directors shall appoint a suitably qualified person to the vacant position of Second Vice Chairman for the remainder of the original term of office. Preference shall be given to prior candidates for Second Vice Chairman who were unsuccessful. In the event that there were no other candidates, the Board may appoint whomever they feel has the appropriate skills, providing that any candidate for the position is both a FULL or LIFE member of Catz Inc.

### 6.2.2 First Vice Chairman:

6.2.2.1 Upon a vacancy occurring in the office of First Vice Chairman, the Second Vice Chairman shall assume the office of First Vice Chairman and shall hold office for the remainder of the original term of office. The Board of Directors shall appoint a suitably qualified person to the vacant position of Second Vice Chairman for the remainder of the original term of office. Preference shall be given to prior candidates for Second Vice Chairman who were unsuccessful. In the event that there were no other candidates, the Board may appoint whomever they feel has the appropriate skills, providing that any candidate for the position is both a FULL or LIFE member of Catz Inc.

### 6.2.3 Second Vice Chairman:

6.2.3.1 Upon a vacancy occurring in the office of Second Vice Chairman, the Board shall appoint a suitably qualified person to the vacant position of Second Vice Chairman for the remainder of the original term of office. Preference shall be given to prior candidates for Second Vice Chairman who were unsuccessful. In the event that there were no other candidates, the Board may appoint whomever they feel has the appropriate skills, providing that any candidate for the position is both a FULL or LIFE member of Catz Inc.

### 6.2.4 General Secretary:

6.2.4.1 Upon a vacancy occurring in the office of General Secretary, the Board shall appoint a suitably qualified person to the vacant position of General Secretary for the remainder of the original term of office.

### 6.2.5 All Portfolio Directors and Directors At Large:

6.2.5.1 Upon a vacancy occurring in any Office, be it Director of Corporate Services, Director of Finance, Director of Judges, Director of Strategic Planning, Director of Marketing & Promotions or a Director At Large, the Board shall be empowered to fill the vacancy at their discretion for the remainder of the original term of office. Candidates to fill these vacancies shall have demonstrated the skills necessary to fill these offices and the Board may call for candidates to submit applications. Only candidates who are FULL or LIFE members of Catz Inc may be considered.

## 7 POWERS AND DUTIES OF THE BOARD OF DIRECTORS:

- 7.1 Catz Inc, may in General Meeting, give directions to the Board of Directors generally or in respect of any specific matters or things, including matters of policy. In exercising its duties, powers and functions, the Board of Directors shall at all times have regard to, observe, implement and carry out all such directions.
- 7.2 The Board of Directors shall manage and conduct all of the business affairs of Catz Inc and shall exercise all such powers of Catz Inc as are not required by the Incorporated Societies Act 1908 and its amendments or by this Constitution to be exercised by Catz Inc in General Meeting.
- 7.3 In addition, the Board of Directors shall have the following powers:
  - 7.3.1 To manage, control and deal with all the property and finances of Catz Inc, granting authority to at least two persons as it thinks fit, to operate on the bank accounts of Catz Inc.
  - 7.3.2 To purchase, lease or exchange, or hire or otherwise acquire any real property and any rights or privileges which the Board of Directors shall deem necessary or expedient for the purposes of attaining

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the objects of Catz Inc or its members. To sell, exchange, let, bail or lease with or without option, or purchase or in any manner dispose of such property or privileges as aforesaid.

- 7.3.3 To appoint from time to time, such person or persons who are not members of the Board of Directors, upon such terms and conditions as it may think fit, to act as Officials, Secretaries, Under-Secretaries or Convenors of Catz Inc, or to perform or carry out any function on behalf of the Board of Directors.
- 7.3.4 To appoint such sub-committees as it may think fit, consisting of either members of the Board of Directors or any other persons, for such purposes as it may think fit, with power to act or report back to the Board of Directors and with or without power to co-opt further members thereto. The Board of Directors may at any time revoke such appointments.
- 7.3.5 Subject to Clause 10 of this Constitution, to grant licenses for Cat Shows to be held under the auspices and rules of Catz Inc, and to decide the dates upon which they may be held.
- 7.3.6 To regulate Cat Shows held by affiliate member Clubs of Catz Inc, under the auspices of Catz Inc, as the Board of Directors thinks fit.
- 7.3.7 To establish, allocate and regulate for such awards at such Shows as it shall think fit.
- 7.3.8 To establish, keep and make amendments to Catz Inc rules for Registration, Show Rules & Bylaws and Judges Manuals as it thinks fit. Changes or Amendments to such rules shall be notified by the General Secretary to all affiliated member Clubs and Judges within 30 days and such rules amendments shall take effect on the first day of the second month after the meeting on which said rules were amended.
- 7.3.9 To establish and maintain a Register or Registers of Pedigree and/or Household Pet, Cats and Kittens, which registers shall be in such form as the Board of Directors shall from time to time determine.
- 7.3.10 To issue pedigree certificates for cats and kittens under such terms and conditions as it may from time to time determine.
- 7.3.11 To make Rules and Bylaws for the qualification and examination and admission to office, of judges and trainees. However, the Board of Directors shall have no direct jurisdiction over the acceptance of applicants into the Judging Program, or the granting or removal of judging licenses, or discipline... This shall be at the sole discretion of the Judges Guild and its members thereof.
- 7.3.12 To make such Rules and Bylaws as it deems necessary and desirable from time to time to carry out the objects of Catz Inc, with power to repeal or amend such rules or bylaws or make further rules or bylaws in substitution thereof.
- 7.3.13 To arbitrate in all disputes which may be lawfully referred to the Board of Directors.
- 7.3.14 To take such steps or actions as the Board of Directors decides for the good order and proper management of Catz Inc.

### **8 MEETINGS OF THE BOARD OF DIRECTORS:**

- 8.1 The Board of Directors shall meet at such times and places as it may determine.
- 8.2 The Board of Directors shall determine when to schedule meetings to best fulfill the needs and objectives of Catz Inc.
- 8.3 The dates, time, and places of meeting of the Board of Directors shall be displayed on the Catz Inc. website, as soon as practicable after they have been set by the Board of Directors.
- 8.4 All matters or submissions which affiliate member Clubs of Catz Inc, or which Individual members of Catz Inc wish to submit to the Board of Directors, shall be sent in writing to the General Secretary and must be received postmarked within 28 days or emailed 14 days of the of the date set for the next meeting. The General Secretary shall only be required to submit copies of these submissions to members of the Board of Directors.

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- 8.5 The quorum for meetings of the Board of Directors shall be 75% or the next whole number down of the number of board members.
- 8.6 The National Chairman of Catz Inc shall preside at all meetings of the Board of Directors and in the absence of the Chairman, the First Vice-Chairman shall preside. In the absence of them both, the Second Vice Chairman shall preside. In the absence of all three, the Board shall appoint one of their number to preside at that meeting.
- 8.7 In all proceedings of the Board of Directors, Parliamentary debate shall apply.
- 8.8 All members of the Board of Directors shall have one vote on the Board. The National Chairman, or anyone acting instead of the National Chairman, shall have a substantive vote, as well as having a casting vote, which in the event that the vote is tied, shall be used to retain the status quo.
- 8.9 A copy of the minutes of all meetings of the Board of Directors shall be sent by the General Secretary or Assistant, to each member of the Board of Directors and to each affiliate member Club of Catz Inc. The General Secretary shall have a precis or summary of resolutions passed at such meetings published in the next available newsletter of Catz Inc and if that is not practicable in the issue following.
- 8.10 The Board of Directors, may receive any submissions in writing or otherwise, or may make such enquiries as it may deem appropriate in relation to any matter before it.
- 8.11 Meetings of the Board of Directors shall be open to the Press and to all members of Catz Inc. The Board of Directors may move into committee at any stage of its proceedings. Whilst in committee, the proceedings shall not be open to the Press or to members of Catz Inc.

### **9 FINANCE:**

- 9.1 The Board of Directors shall appoint a qualified person, who shall audit the books and accounts of Catz Inc.
- 9.2 Catz Inc, at each Annual General Meeting, or the Board of Directors, shall make provision for finance to conduct the affairs of Catz Inc for the ensuing year in such a manner as it may think fit.
- 9.3 Any sum payable by any affiliate member club, pursuant to such provision made by Catz Inc in Annual General Meeting, shall be paid forthwith by that Club to the Director of Finance. Any Club which defaults in paying such sum, payable within two months of the Annual General Meeting, shall be deemed to have its registration with Catz Inc suspended until the sum due is paid.
- 9.4 Until payment is made, the Club shall not be entitled to assistance from the Board of Directors of Catz Inc, nor be eligible to apply for, or be granted a Show License, and any existing Licenses shall also be deemed to be suspended.
- 9.5 Upon default being made, the Director of Finance shall give notice to the Club.
- 9.6 Upon payment of the sum payable IN FULL, the suspension of registration of the Club shall cease and determine from the date of the receipt issued by the Director of Finance of the sum payable.
- 9.7 Any Club which remains in default for a period of 12 months from an Annual General Meeting shall in such case need to re-apply for registration pursuant to the rules of this Constitution.
- 9.8 Any INDIVIDUAL member of Catz Inc, who is deemed to be non-financial with Catz Inc, shall be suspended from Society services and shall not be entitled to receive ballots or return ballots. They shall not be entitled to Register Cats, but may Show their cats at Society Shows. However, no wins gained by cats belonging to members who are non-financial shall be scored for Grand Championship or Regional or National awards, while such monies remain unpaid.
- 9.9 Upon payment in FULL, of the sum payable, the suspension of the member shall cease and determine as from the date of the receipt by the Director of Finance of the sum payable. The Director of Finance shall immediately notify all affected parties.
- 9.10 The income and property of Catz Inc shall be applied solely to the promotion of the objects of Catz Inc as set forth in this Constitution. No portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to member individuals or member clubs of Catz



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Inc. However, nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officers or servants of Catz Inc or to any member of any affiliated club, in return for any service actually rendered to Catz Inc. Nor shall it prevent the payment in good faith for goods and services, supplied in the ordinary and usual way of business. Nor shall it prevent the payment of interest on money borrowed from any member Club of Catz Inc, at a rate not exceeding the ruling rate for the time being for interest on first mortgages, or reasonable and proper rent for premises demised or let by any member of Catz Inc.

### 10 SHOW DATES, SHOW LICENCES AND RING TYPES:

- 10.1 All Show dates and Licenses shall be granted totally at the discretion of the Board of Directors. Any full member or affiliated member Club of Catz Inc may apply for a Show Date or Dates for the ensuing two year period. Applications shall be in writing, or verbally at a Board meeting, accompanied by
- 10.2 The appropriate fee and include a summary of the number of Judging Rings and Ring Types being applied for. The Board of Directors may also at their discretion receive show date license applications from Ordinary Full Members provided they are Financial Members and sign a contract agreeable to both parties.
- 10.3 Applications for two show dates in any one year shall designate which show date being applied for is the Main or Priority Show date. In allocating Show dates between clubs, the Board of Directors shall take into account a Clubs Main or Priority show date and where a conflict exists; attempt to give preference to historically traditional Show dates. Rulings by the Board of Directors on the allocation of conflicting Show dates shall be final.
- 10.4 The Board of Directors may issue a Show License for a specific date, a specific number of rings, and specific allocation of ring types. Once issued, the date, number of rings and allocation of ring types may not be altered, except to ADD rings or ring types. Where additional rings or ring types are desired, the Club concerned shall apply in writing including the appropriate fee.
- 10.5 The Board of Directors may also directly convene or host a Show, on behalf of Catz Inc, without the assistance of an affiliate club and without payment of a Show License fee,
- 10.6 The Board may also directly convene or host a National, International, Invitational or any other nominated Show, or invite an affiliate member Club to host a National, International, Invitational or any other nominated Show under such conditions or circumstances as it deems or directs.
- 10.7 Ring types at Shows shall fall into one of five Categories:
  - 10.7.1 Breed Specialty Rings: where only ONE breed of is exhibited in competition with cats/kittens of the same breed.
  - 10.7.2 Single Specialty Rings: catering for either all Longhair Breed/Type exhibits or all Shorthair Breed/Type exhibits, but not both.
  - 10.7.3 Specialty Rings - catering for Longhair Breed Type exhibits and Shorthair Breed Type exhibits, with both Breed/Types in the same ring, but where one Breed/Type is not judged against the other. In such rings the club shall appoint either two Single Specialty Judges, who will judge their respective Specialty in the same ring one after the other OR one Full Specialty Judge, who shall judge both specialties independent of each other.
  - 10.7.4 All-Breed Rings - catering to all breeds of Cats, judged in competition with each other.
  - 10.7.5) Breed Group Rings – where TWO OR MORE breeds within a related grouping of breeds compete against each other.
- 10.8 The following shall be the permissible allocation of Ring Types per Club Category:
  - 10.8.1 Colour-Specialty Clubs may only apply for Specialty or All-Breed rings. By nature of the Clubs structure, these Specialty and All-Breed Rings shall not conform to the usual format, but be restricted by COLOUR.

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- 10.8.2 Breed Specialty Clubs may apply for a maximum of three Breed Specialty Rings in any one Show, but may also apply for a combination which includes Breed Group Rings, Specialty and/or All-Breed rings, or a combination thereof, subject to the provisions of Rule 10.8  
ONLY Breed Specialty Clubs shall be entitled to apply for a Breed Specialty Ring.
- 10.8.3 Specialty Clubs may apply for a maximum of three Single Specialty Rings in any one show, but may also apply for a combination which includes Breed Group Rings, Specialty and/or All-Breed rings, or a combination thereof, subject to the provisions of Rule 10.8.  
ONLY Specialty Clubs shall be entitled to apply or a Single Specialty Ring.
- 10.8.4 All-Breed Clubs may apply only for Breed Group Rings, Specialty or All-Breed Rings, or a combination thereof, subject to the provisions of Rule 10.8
- 10.9 The following shall be minimum requirements for Ring Types at all Shows where only Specialty or All-Breed Rings are selected:
  - 10.9.1 Two Ring Shows: Either two Specialty Rings, Two All-Breed Rings or one of each.
  - 10.9.2 Three and Four Ring Shows shall have at least ONE All-Breed Ring.
  - 10.9.3 Five or Six Ring Shows shall have at least ONE All-Breed Ring.
  - 10.9.4 Seven or Eight Ring Shows shall have at least TWO All-Breed Rings.
- 10.10 The maximum number of rings in any one-day show shall be eight rings.
- 10.11 The maximum number of rings in any two-day show shall be twelve rings.

### 11 BREED COUNCILS

- 11.1 Catz Inc shall administer and recognize the establishment of Breed Councils, within the framework of this Constitution. Such Breed Councils will be considered to be sub-committees of the Board of Directors, pursuant to Clause 7.3 d
- 11.2 The Board of Directors shall exercise full discretion as to when a specific breed, whether recognized, or not recognized, qualifies to be represented by the formation of a Breed Council in its name.
- 11.3 The Board of Directors may in its discretion also combine breeds or groups of breeds within one Breed Council in order to obtain viable feedback for effective decision-making.
- 11.4 The Board of Directors may receive and refer matters concerning specific breeds to and from the appropriate Breed Councils for comment and feedback and may instruct the Breed Council Convenor to issue a Ballot to all members of a specific Breed Council or Councils
- 11.5 The Board shall from time to time review the requirements for membership to Breed Councils. Minimum requirements for membership to a Breed Council shall be:
  - 11.5.1 The applicant must have a Prefix/Cattery Name registered with Catz Inc and indicate this on the application form.
  - 11.5.2 The applicant must be a current member of Catz Inc and include their membership number on the application form.
  - 11.5.3 The applicant must own or be a joint owner, of an entire breeding cat, male or female, which is registered with Catz Inc and provide proof of such Registration with the application. Exception: Interim membership may be granted to applicants who apply, but do NOT own or jointly own an entire CAT registered with Catz Inc. Such membership, shall entitle the applicant to receive materials submitted to Breed Council members by either, the Breed Council Chair or Breed Council Convenor, BUT membership shall not be confirmed and no Ballots will be issued until proof of ownership of an entire Cat registered with Catz Inc has been received by the Breed Council Convenor.

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- 11.5.4 The applicant must include the appropriate fee as set by the Board of Directors from time to time for membership to Breed Councils.
- 11.6 The Board may call for applications from individuals who have an interest in acting as Chair for a specific Breed Council. Such applications should be in writing, and include curriculum vitae of the individuals experience within the breed. The seating of any person to Chair of a Breed Council shall be at the total discretion of the Board of Directors. Any decision of the Board of Directors shall be final. The Board of Directors may also elect to call for a ballot of the Breed Council, including a précis of the applicants Curriculum Vitae. If the Board of Directors chooses to ballot the Breed Council, then selection shall be by a simple majority of votes cast within the time allotted for the return of ballots.
- 11.7 Breed Council Chairpersons duties may include:
- 11.7.1 Collating of all submissions from Breed Council Members for submission to the Board of Directors, through the Breed Council Convenor or a person authorized by the Board of Directors for this purpose.
  - 11.7.2 Work with the Breed Council Convenor, to clarify submissions before they are submitted to the Board of Directors and assist to prepare requests and/or feedback from the Board of Directors, for information or clarification on issues pertaining to the Breed.
  - 11.7.3 Work with Breed Council Committee members to fulfill their duties and be available to represent the Breed Council in person before the Board of Directors when called to make submissions in this manner.
  - 11.7.4 To call, when necessary, meetings of Breed Council Members to discuss matters of interest to or affecting the specific Breed and to chair those meetings.
- 11.8 Breed Councils established by the Board of Directors, may elect a committee of no more than five of its members. Such committee shall include the Board Appointed Breed Council Chairperson. The duties of the Breed Council Committee may include:
- 11.8.1 Develop, interpret and present the Standard for said breed, taking into account, traditional standard format and based upon the ideals of the founders' statement. Breed descriptions should include but not be limited to, type, condition, health, and general temperament.
  - 11.8.2 Present recommendations on allowable out-crosses if applicable.
  - 11.8.3 Present recommendations on rules for registration.
  - 11.8.4 Develop training materials for submission to the Judges Council.
- 11.9 All submissions, from whatever source, that attempt to effect a change to a Breed Standard, MUST be submitted to the appropriate Breed Council for consideration and eventual ballot. These shall cover such things as Type Descriptions, Colour Descriptions, Points allocation, Breed Specific with-holding faults and/or special considerations within a specific breed or selected breeds. However, faults that are universally award with-holding or disqualifications across many breeds shall not be deemed to be part of a specific breed standard, but may be adopted into the Standard by resolution of the Board of Directors as may cosmetic changes to format and layout.
- 11.10 The Board of Directors may refer submissions on changes to Breed Standards to the Judges Council, which shall be obliged to respond on the issues presented. The Judges Council is the ONLY other body apart from the Breed Councils and the Board, within the framework of Catz Inc which may submit proposals for changes to Breed Standards.
- 11.11 Breed Councils may, through their Chairperson, make request of, or submit to, the Judges Guild, proposals affecting their Breed Standards, prior to requesting consideration of a proposal by the Board of Directors.
- 11.12 Where the Board of Directors elects to put an issue to ballot within a Breed Council, a 60% positive or negative response from returned ballots will be the minimum requirement for the Board of Directors to take further action with regard to the matter tabled. The Board of Directors will NOT be obligated to take the matter further, outside of these parameters, but may elect to publish the submissions and the results of ballots taken.

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### **12 JUDGES GUILD:**

- 12.1 The judge's guild will maintain its own rules that the Board of Directors has only minimum input to.

### **13 COMPLAINTS AND DISCIPLINE:**

- 13.1 Catz Inc shall have a clear and fair complaint process. Any conflict in interest must be advised and accepted by either both the complainant and complainee or the Board of Directors with the conflict noted on all correspondence

### **14 OVERSEAS CAT CLUBS OR ORGANIZATIONS**

- 14.1 Catz Inc may in General Meeting permit any cat club, Society or organization in any part of the world to be affiliated with Catz Inc upon such terms and conditions as Catz Inc may determine.
- 14.2 However, in no circumstances shall such a Club, Society or Organization be given power to exercise any voting rights.
- 14.3 Catz Inc may by resolution passed in General Meeting, affiliate with any overseas organizations having the same or similar objects to those of Catz Inc, upon such terms and conditions as it may determine.

### **15 ALTERATIONS TO THE CONSTITUTION**

- 15.1 Any of the provisions of this Constitution may be repealed or amended or a new provision made by a resolution passed by a two-thirds majority of eligible members present and voting at a General Meeting of Catz Inc, provided that the agenda notice for such repeal, amendment or new provision has been given, in accordance with this Constitution.
- 15.2 Where any alterations to the constitutional causes passed at the AGM, all other clauses affected by such change shall be automatically updated to align with the change or amendment
- 15.3 Such notice must be duly signed by no fewer than 5 eligible voting member of Catz Inc. Such notice shall be given in writing to the General Secretary at least 60 days before the meeting at which it is to be considered

### **16 BORROWING POWERS**

- 16.1 Catz Inc shall have power to borrow or raise money or secure the payment of money. Such power shall be vested in the Board of Directors, but may also be exercised and limited by resolution of Catz Inc in General Meeting.

### **17 COMMON SEAL**

- 17.1 The Catz Inc, Common Seal shall be kept in the custody of the General Secretary and Registrar. The registrar can use the common seal on certified pedigrees without the presents of the National Chairman
- 17.2 Whenever the Common Seal of Catz Inc is required to be fixed to any deed, writing, document or other instrument, the seal shall be affixed pursuant to a resolution of either the Board of Directors or Catz Inc in General Meeting. The Common Seal shall only be affixed in the presence of the National Chairman and the General Secretary of Catz Inc, who shall sign the document or the instrument to which the seal is so affixed, as witnesses.

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## 18 NOTICES

- 18.1 All notices required to be given under this Constitution shall be in writing, (which term can include faxes, via the Catz Inc. website in the events and show calendar or email), and may be given either personally or by sending them prepaid post or e-mail to the last known address of the addressee as appearing in the records of Catz Inc.
- 18.2 Any notices served by post or email shall be deemed to have been served at the time when the letter containing the same could be delivered in the ordinary course of letter post or email, notwithstanding any nonreceipt or delay in receipt thereof.

## 19 STATEMENT OF FOUNDATION POLICIES NOTICES

- 19.1 Catz Inc. has been established by individuals wishing to preserve the freedom of individual cat fanciers, to self-determine the shape and type of Cat Society best suited to achieve the objects which they hold in common, based upon the principle of ONE PERSON ONE VOTE.
- 19.2 Catz Inc. has been established by individual cat fanciers, wishing to preserve the basic principles of a genetic registry, while adopting a policy of inclusion, and not exclusion.
- 19.3 Catz Inc. has been established by individuals who believe that their Society should be pro-active in presenting cats in a positive public image, in promoting the benefits of sharing life with companion cats, while preserving the rights of responsible breeders registered with Catz Inc.
- 19.4 Catz Inc. has been established by individual cat fanciers, who believe in the principle that all cats are created equal and are therefore entitled to fair and equitable treatment by individuals, Catz Inc, companies and local and central government.
- 19.5 Catz Inc. has been established by breeders who believe in the principle that the Catz Inc. "Standards of Excellence" for breeds, should not be altered without due process of consultation with ALL breeders who elect to join a Breed Council established for this purpose.
- 19.6 Catz Inc. has been established by individual cat fanciers who believe that the Administration, Selection and Licensing of Judges should be managed by an Independent Guild of Peers, within the framework of Catz Inc.
- 19.7 Policies may be added to those herein, or the wording of these policies may be amended at the discretion of Catz Inc in General Meeting, BUT the basic tenor or intent of these six original Policies shall be deemed to be PERMANENT and may NOT be repealed.

## 20 EVENTS AFFECTING CATZ INC OPERATION

- 20.1 Where an event affects the AGM/special meeting, the AGM/special meeting can be delayed or cancelled
  - 20.1.1 If the AGM is delayed the Board of Directors will set the new date and notice timing can be reduced to allow the new date.
  - 20.1.2 If the AGM is cancelled, the Board of Directors will set the new date for the following year and the status quo will remain.
- 20.2 Where an event affects a Board of Directors meeting, the Board of Directors meeting can be delayed or cancelled.
  - 20.2.1 If the Board of Directors meeting is delayed, the Board of Directors will set the new date and notice timing can be reduced to allow the new date
  - 20.2.2 If the Board of Directors meeting is cancelled, the Board of Directors can set the new date or wait for the next meeting and the status quo will remain.

# Catz Incorporated Constitution

## 21 DISSOLUTION

- 21.1 Catz Inc may be wound up voluntarily pursuant to the provisions of Sections 24, 25, 26 and 27 of the Incorporated Societies Act 1908, or any replacement legislative provision.
- 21.2 Catz Inc may be wound up voluntarily pursuant to a resolution passed at a General Meeting of Catz Inc. Having passed a resolution for winding up, any property whatsoever remaining after the satisfaction of all debts and liabilities of Catz Inc, shall be disposed of in such manner as Catz Inc) may determine, provided that no surplus whatsoever shall be paid to, or distributed among members.
- 21.3 In the event of Catz Inc being dissolved by the Registrar of Incorporated Societies pursuant to the provisions of Sections 24, 25,26 and 27 of the Incorporated Societies Act 1908, then all surplus assets of Catz Inc shall be disposed of and dealt with in accordance with the provisions of the said Act.

## 22 INTERPRETATION

- 22.1 Words importing the singular number include the plural number and words importing the plural number include the singular number.
- 22.2 Words importing the masculine gender include the feminine gender and vice versa.
- 22.3 Any reference to Clubs shall mean Clubs registered under this Constitution or Clubs coming under the provisions of Clause 3 hereof.

## 23 DATES OF CHANGES

- 23.1 Passed by a Resolution of at least two-thirds of those present and voting at a meeting of individuals gathered for the purpose of establishing this Society, this 4th day of March, 2001.
- 23.2 Passed by a Resolution of at least two-thirds of those present and voting at a meeting of Board of Directors of Catz Inc, this 4th day of March, 2001.
- 23.4 Passed by a Resolution of at least two-thirds of those present and voting at a Special General Meeting of Catz Inc., this 5th November 2006.
- 23.5 Passed by a Resolution of at least two-thirds of those present and voting at an Annual General Meeting of Catz Inc., this 4th October 2008.
- 23.6 Passed by a Resolution of at least two-thirds of those present and voting at an Annual General Meeting of Catz Inc., this 14th November 2009.
- 23.7 Passed by a Resolution of at least two-thirds of those present and voting at an Annual General Meeting of Catz Inc., this 12th November 2010.
- 23.8 Passed by a Resolution of at least two-thirds of those present and voting at an Annual General Meeting of Catz Inc., this 10th November 2012.
- 23.9 Passed by a Resolution of at least two-thirds of those present and voting at an Annual General Meeting of Catz Inc., this 15th November 2015.
- 23.10 Passed by a Resolution of at least two-thirds of those present and voting at an Annual General Meeting of Catz Inc., this 12th November 2016.
- 23.11 Passed by a Resolution of at least two-thirds of those present and voting at an Annual General Meeting of Catz Inc., this 11th November 2017.
- 23.12 Passed by a Resolution of at least two-thirds of those present and voting at an Annual General Meeting of Catz Inc., this 13th November 2020.