



Member of the World Cat Congress

MINUTES OF THE EXECUTIVE COUNCIL
MEETING HELD (POST AGM) SUNDAY 10TH APRIL 2011 AT BRENTWOOD HOTEL
KILBIRNIE WELLINGTON COMMENCED AT 8.30 AM

Meeting opened 8.30 I would like to welcome EC and the two observers we have present the first order of business is to elect a Chairman for the coming year.

Present: Zena Pigden
Annette Dunn
Paul Flanagan
Ian Gray
Paddy Smith
Cheryle St Clair Newman

In Attendance: EC Secretary – Chris Lowe
Observers: Janice Davey & Diane Holtom

Zena – first order of business is to elect a Chair for this coming year
Calling for nominations please -

Paul/Zena: “That the EC go into committee to sort this out” Carried

Zena – read the resolution “That EC will be seeking legal advice from Kathryn Dalziel.”

Item of Business: nominations for the position

Cheryle/ Zena – nominate Annette for chair

Annette – I decline the nomination subject to the receipt of the legal advice.

Paul /Ian – “That the position of the EC Chair shall remain vacant until the legal advice is received and in the interim Zena as vice will be Acting Chair.”

Ian – also suggest that we leave the vice chair position vacant as well.

Annette - you cannot leave it vacant.

Ian - I nominate Paul.

Zena - if you guys wish me to continue we need a nominator and seconder.

Paul - Zena is already the chair. –

Zena nominated by Cheryle/Paddy

Chair - We have a few items of business to deal with – urgent matters that need to be dealt with.

Appointment to EC

- The first thing that I wish to address is Ian's appointment to the vacancy on EC and I would like to remind people of and make those people who may not be aware of the appointment was not made to this AGM but to the AGM in 2012 this was minuted at the EC meeting that is also the decision made that is consistent with the constitution. We exercised that discretion rightly or wrongly we made the decision on the best candidate at that time.

We got legal advice on this we went to Kathryn Dalziel (who is a lawyer) and she advised: **"Considering 12.3 clearly indicates a discretion which may be exercised by the EC in terms of the next appointment. The difficulty with 12.3 is that it contemplates an appointment until the next AGM. Because there is no election of an EC in 2011 as a result of some changes to your rules, this creates an interpretation issue.**

Considering Rule 10 and its sub paragraphs, which relate to the election of the EC Members, the first point to note is that the term for EC members is to be for 3 years unless completing the term for a retiring or vacating executive council member which has a term of offer still remaining then it shall be for the remaining unexpired term of offer (see Rule 10.2).

To give effect to this rule, Rule 12.3 needs to be interpreted to mean that the person appointed by EC is appointed until the next AGM meeting dealing with elections. In my view this is the only interpretation that is available to give effect to the rules of the constitution and also reflects the clear intention of the Association in terms of realigning the AGM and the role of the Executive Council.

In summary my advice is that the Executive now needs to exercise its discretion under Rule 12.3 and decide whether to appoint the next highest polling member or another ordinary or life member for the expiry of the term held by the vacating executive member." End quote

Chair - We made the appointment to the following AGM and that is what we have to do.

Portfolio Managers

As Acting Chair – Wiser heads than me have suggested that I take on the Business/Administration Portfolio as Acting Chair I am happy to do as this might be quite a temporary arrangement I will hold onto the BSAC Portfolio unless anyone else wishes to take it on.

Allocation of Managers:

Breed Standards Advisory – Zena Pigden

Business Administration – Zena Pigden

Judges - Annette Dunn
IT – Paul Flanagan
Publications/ - Cheryle St. Clair-Newman
Registrations – Paddy Smith
Shows – Ian Gray

Complaints – there are a number to deal with and in doing so I invite the EC Secretary to stay during an in committee session dealing with the complaints, as the EC Secretary is the person who initially handles the complaints.

Chair – “That the EC move into committee.” Carried

Ian – you are moving all of those?

Zena - Just report as resolutions from the time in committee that is my understanding from previous occasions that is how we have done them.

Resolutions:

1. Resolution that a letter of censure regarding a registration issue be sent to Hilary Rains
2. Resolution that a letter be sent reminding a Senior Shorthair Tutor Judge of his obligations under Show Bylaw 8.6 (a) and requesting that he send a letter of apology to the affected parties.
3. Resolution that a letter will be written addressing points raised by a community legal solicitor in relation to a complaint.
4. Resolution that a letter be written to advise that the matter raised regarding National Awards points will be referred to the Honours Registrar for an explanation.
5. Resolution that a letter be sent to the complainant advising that concerns relating to Scottish Folds has been referred to the Breeds Standards Advisory Council.
6. Resolution that the BSAC be asked to investigate Scottish Fold issues and bring recommendations to the next EC meeting.
7. Resolution that documentation relating to a complaint referred back to the EC be circulated to all EC members and the matter considered at the next EC meeting.

Chair - I would like to thank everybody in making it possible to work through the documentation that needed to be dealt with.

Judges Advisory Council & Breed Standards Advisory Council

Chair – from the December meeting, we had intended to hold an election but nominations were not encouraged.

EC Secretary - We did not notify that there was going to be an election.

Chair – Election not notified therefore we have to appoint - therefore we have a situation where we need to appoint members to BSAC & JAC this is what is in the constitution. These are both appointed committees.

EC Secretary: To do that you will have to rescind the motion as to what you decided at the December EC meeting –Because there you said that BSC was an election - and Judges Council stands as it (as there was an election, one person put in unopposed).

Annette – that was until this AGM.

EC Secretary - I do not believe that is what it said. It would be until 2012 until the normal process (rotation) takes place.

Annette – there is no rotation under the constitution.

EC Secretary – Sorry! But you need to rescind the motion passed at the meeting that is what I am saying if you do not rescind

Annette – I do not think you are sorry! At all -

EC Secretary: I would formally like to leave the meeting – I am not going to sit here and be blamed for what happened yesterday – and Annette you should know better – I am trying to help not hinder if you don't want my help then I will shut up.

Chair – the resolution from the December meeting

Breed Standards Advisory Council & Judges Advisory Council

Zena Pigden / Paul Flanagan: “That the composition of the Breed Standards Council and Judges Advisory Council be accepted (appointed positions for Breed Standards Advisory Council effective until April 2011).”

CARRIED

Appointed members -

Kim Mattler

Sue Gordon,

Sue Grindell

Registrars: Sue Starrs, Kaye Dixon, Avon Aspden

Elected Member: Roy Griffiths

Judges Advisory Council:

Janice Davey (Portfolio Manager)

Sue Gordon

Sue Ford

Lyall Payne

Arthur Rowlands
Jo Miller

EC Secretary – the reason that the BSAC is bracketed is the previous year they were due for election and that did not take place, they were appointed and because of this an election process was needed for 2011.

Chair - I actually apologize to Chris I do not remember that we were supposed to have held an election we clearly need to make or ratify appointments or call for expressions of interest. As far as the Judges Advisory Council did we mean it to remain until 2012 do you recall because under the constitution these are now appointed.

Annette - We did have an election for BSC Roy Griffiths went in.

Chair – No! That was for last year’s Council.

Chair – Constitutional Clause 14.0 Other NZCF Management –
“In accord with Rule 13.1 (n) the EC may maintain, or stop. Sub-Committees to be known as ‘Advisory Council’s or may start, or stop, any other Sub Committee using this Constitution examples of which include:

- a) Judges Advisory Council
- b) Breeds Standards Advisory Council

14.1 The EC decide the purpose, scope of work and deliverables
Numbers of and appoints the persons it selects for each Advisory Council and the term to serve etc.....

Ian - so are we happy to appoint the existing councils BSAC & Judges and roll over into 2012 and prior to 2012 call for an expression of interest for parties to make known if they wish to be on the Advisory Council?

Zena - as the BSAC Portfolio holder I am happy to continue with current members – for continuity to get on with our work or happy to take different advice if you want other people to take part in this council for this year.

Ian/Zena: “That with the BSAC committee continue until the next AGM and prior to the AGM the process will be to ask for expressions of interest to apply.

Carried 6.0

EC Secretary – you need to check if all of these people are members sorry I brought it up at the last meeting and it states in the constitution that nobody is to hold office unless they are full members. You definitely have one person who is not currently a member, so therefore cannot be on the committee.

Annette – You cannot appoint unless they have met the requirements to be a member of BSAC it must be correct.

Ian – amend the motion – “That the appointments make sure that they apply with the constitution regarding pre-requisites.”

EC Secretary – you also have another issue with people having to be a full member – the webmaster is an Associate member – this is one of the things that I mentioned in my memo that needs to be fixed. I am very frustrated about this – I have to work with what is in the document.

Paul - he should be an honorary member specifically to cover people who are working for us who would not normally be a member.

EC Secretary – The webmaster receives an honorarium he is not contracted – he is a worker.

Paul/Zena: “That the webmaster be made an honorary member of NZCF until the next AGM.” **Carried**

Chair - BSAC appointments – amended to say the current membership of the BSCA renewed until the 2012 AGM provided that the requirements of the constitution are met.

Paul – you also need to look at the rules page 12 (6.0) are met.

- Have an NZCF registered prefix
- Breed Section membership
- Have bred and registered with the NZCF a minimum of two litters within the two (2) years immediately preceding the election, and
- Have actively exhibited a cat, kitten or neuter/spay of the appropriate breed at least four NZCF sanctioned shows within the two (2) show seasons immediately preceding the election
- Place of permanent residence must be New Zealand.

Zena- In the past these only applied to elected members not appointed – this looks like something that also needs tidying up Paul. The appointed members we should not have to worry about in the meantime.

Amended motion: Carried

Judges Council:

Annette – It was a surprise to me that it was supposed to be 2012 it was not specified.

Chair – EC failed to state it in the resolution, but as far as I am concerned both BSAC & Judges Advisory are up for appointment. Judges Council members would have been able to read the minutes from that meeting and the motion and discussion was about the BSAC, particularly all the discussion was about BSAC bracketed.

The members were Janice Davey as PMT
Sue Gordon
Sue Ford
Lyll Payne
Arthur Rowlands
Jo Millar

Ian - Do you want to go through individually or replace?

Annette - call for expressions of interest – under the old constitution two of those positions would have been up for election anyway. And I think it would have been the Tutor Judges.

Chair – I would be inclined to start a fresh calling for expressions of interest. We have to have some changes anyway. Ideally should go out to all Judges as they are the only ones who can be on the Council? This would be managed by the Judges Registrar and the EC decides how many positions.

The Portfolio Manager is to contact the members on the council and notify that an appointments process is to be undertaken – six (6) positions to be filled.

Annette - the terms to be the same as in the spread of tutor, senior, juniors etc... We need a good mix of experience but we need to specify.

Dates – EC Meetings

Paul/That the next EC meeting be held 27-28th August in Auckland”

Zena/Ian: I move that the November EC meeting take place 26-27th November in CHCH **Carried**

AGM – Setting the date of

Paddy/Paul: That the 2012 AGM be held 28-29th April in CHCH.

Signatories to the account – Check with Marion regarding the possible need to appoint a further signatory and removal of Janice as a signatory.

Chair: **“That the accounts for the AGM be approved for payment”**

Any other matters:

EC Secretary - AGM instructions regarding the statement made by Rob Shirley to be placed in the minutes. You have not asked to hear the transcription, it should be read. I have to place it in the minutes.

Chair - I am sorry that we have overlooked it –
Secretary read the transcription:

FILE AGM1005 TRANSCRIPTION 13.59 to 19.46

01:33:47

12.31

Sue Ford - Lyall made a comment before which was a very sensible one (Lyall you are sometimes very sensible) that a group of people – have a look at these things and get it in order before we vote it would be a sensible thing to do because I have to say that at the moment if it stays as it is I will be voting against it all along with my proxies if these are changed with some of these things that I think are errors then I will be for it.

Gaynor Saxon – That the membership is happy to set up a group of people to sort this out maybe?

Annette Dunn – no! This is all about now do a half an hour now

Gaynor Saxon - That is what I am saying. That we do this in the next half hour or overnight what do you want?

Margaret Bean -We need to have time to read this first - we have not had that chance to read this.

Lyall Payne – I just want to pick up on the point that ANNETTE raised regarding the confliction statement about the next highest polling candidate.

The appointment of the next highest polling candidate that it is a tradition that we have had to implement and had to implement on a number of occasions over the years as well but it is in ore of a number of options as will we need to set it in stone if we need to do something different a challenge to that would certainly be upheld on the basis that you have a tradition – that might be another one we look at between now and tomorrow morning as will.

Annette Dunn - With regard to that - accepting the next highest polling candidate in actual fact our constitution at the moment does not allow for that at all.

At the discretion you can appoint anybody you like to that role that fact that the wording has been included this time gives the option you do have the option to take the next highest polling candidate or you may want to appoint a person with specific skills at the moment you have not got the option to set it in stone or otherwise.

Lyall Payne - But it is a tradition which has been established.

Janice Davey - this was of concern when we went through this “may” should read “shall” people have gone to the trouble to be nominated and put forward by who ever, it should be cut and clear it should be shall not may that is the point.

Gaynor Saxon - Normally we would have said that is the end of all the discussion but we are really getting something really positive going here I can see we need to go ahead and continue.

Margaret Bean - my friend has written here – that the word should be changed to “shall” appoint the person who is the next highest polling member or failing his or her unavailability then the EC shall co-opt.

Janice Davey - which is what they have done in the past.

Annette Dunn - but they may not be available

Gaynor Saxon - that is dead right

Janice Davey – yes but you must give the choice.

Gaynor Saxon - what is the suggestion here how to do this?

Lyll Payne - can we have the list of numbers that we have talked about so far?

Gaynor Saxon- off Rob’s sheets...

Lyll Payne - just the numbers that concern us

Gaynor Saxon - Robs sheets the numbers which 22.1 and 5.4

Annette Dunn - 22.1, 5.4 (think we have sorted that one) and then 12.3 is the highest polling candidate one.

Ian Gray - also 20.1 the auditor selection –

Margaret Bean -there are others further on that should be changed to shall in the document

Rob Shirley – now In addressing Lyll’s point about the next highest polling candidate between 12.3 in new constitution and or 7.4 of the old constitution there has been a change of focus the change of focus comes I believe with the dropping of the by-election ...clause quoted: “In the event of an Executive Council position becoming vacant during its term the Executive Council has the power to appoint a person to fill a vacancy until a by-election. The by-election will take place at the same time, and using the same nomination process and ballot form as the annual election of Executive Council members.....

When Lyll says tradition I think he is using the right word but it is customary practice to do it this way - to appoint the next highest polling candidate because if

we suddenly change it, we are in trouble straight away if we don't appoint and we need a new person and go outside the next highest polling candidate- case law has driven this and in a court of law you would be dead straight away.

So say if Janice suddenly falls of her perch (sorry Janice) and we need a new person and we go outside and appoint Sue to the EC so under customary practice Lyall should be offered the position first it is not written in the rules under the Constitution –

The wording should be 'shall'.

And based on Janice's argument People are willing to put themselves up and people might fall of their perch.

Janice Davey - yes that is correct and I might fall of the perch."

END OF TRANSCRIPTION REGARDING HIGHEST POLLING CANDIDATE

EC Secretary - How much of that is to be in the minutes?

Annette - All that the transcript says is the word 'shall' be 'shall'.

Chair – The issue was laid out very clear to the meeting there was discretion and that was intentional. The changes to the document were not voted on.

EC Secretary - Which is how you handled every resolution on the day?

Ian – suggestion is that the entire portion of transcript is made available to those who request it.

EC Secretary – I believe that sets a dangerous precedence – that would mean transcripts of EC meetings would have to be kept and released if requested.
(EC Secretary left the meeting) I don't want to be part of the discussion make you decision and you instruct me.

(Minutes taken from the Dictaphone record)

Chair - Transcript showed enough detail – the summary accurately reflected what is in the transcript, the entire transcript should be included in the minutes.

Annette – I had no part in approving the minutes for distribution, it was Gaynor who approved those minutes – that is what I am saying.

Chair: "that we endorse the minutes as recorded and published of the 2010 AGM and feel that they accurately reflect the transcript."

Chair – at the request of the EC Secretary **"That the EC go into committee to discuss personnel issues."**

There was no formal resolution following the in committee discussion.