



www.societies.govt.nz | 0508 SOCIETIES | 0508 762 438

Send completed forms to: Companies Office, Private Bag 92061, Victoria Street West, Auckland 1142 or processing@societies.govt.nz

Certificate - Alteration of rules

Section 21 Incorporated Societies Act 1908

1. Name of society

The Royal New Zealand society for the prevention of cruelty to animals incorporated

2. Society number

218546

I certify that the alteration has been made in accordance with the rules of the society.

Name

Heather Wallace

Position

Financial Controller

Signature

Heather Wallace

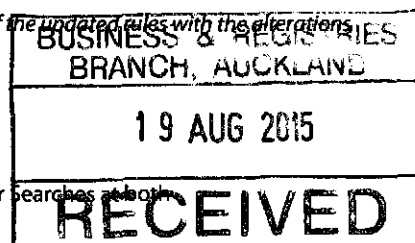
17 1 07 115

3. Complete this checklist before filing your application

- ☒ This certification has been completed by an officer of or a solicitor for the society.
- ☒ A copy of the rule alteration(s) is attached. **NOTE** | This can either be a complete copy of the updated rules with the alterations underlined or in bold type, or a copy of the particular rule(s) that were altered.
- ☒ The copy of the alteration to rules has been signed by three members of the society.

For society name changes —

- ☐ This rule alteration also includes a name change for the society, and
- ☐ We have checked that the new name of the society is available by conducting Register searches at both www.societies.govt.nz and www.companies.govt.nz



What must be included in your rules?

Section 6 of the Incorporated Societies Act 1908 requires that a society's rules include the following:

The name of the society (ending with the word Incorporated)

The objects for which the society is established

How people become members of the society and cease being members of the society

How meetings of the society will be called and held and how voting will take place

How officers of the society will be appointed

Control and use of the common seal

How the society's funds will be controlled and invested

The powers (if any) that the society has to borrow money

How any property of the society will be disposed in the event of the society being wound up

How the rules of the society can be altered

4. Your contact details

Name and postal address

Heather Wallace
PO Box 15349
New Lynn, Auckland

Telephone


Email (optional)

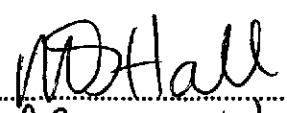


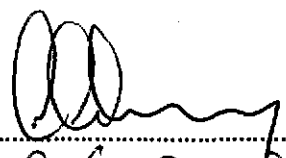
BRANCH RULES:

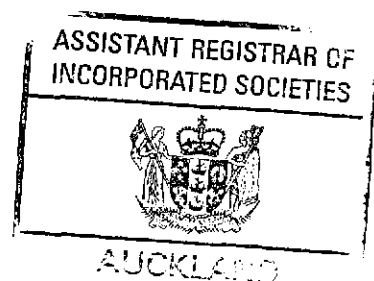
B1. The name of the Branch shall be the THE ROYAL NEW ZEALAND SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS INCORPORATED

B3. These Rules shall be read in conjunction with the Rules of the Royal Society.

Signed: 
Name: Para Elliott-Warren
Member

Signed: 
Name: Marie Hall
Member

Signed: 
Name: G.S. Cooney
Member

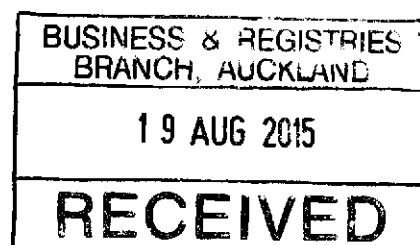




CONSTITUTION

**ROYAL NEW ZEALAND SOCIETY FOR THE PREVENTION
OF CRUELTY TO ANIMALS INC.**

(Updated May 2015)



RULES

THE ROYAL NEW ZEALAND SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS, INCORPORATED

Adopted on 14 June 1980 and amended on 20 June 1981, 19 June 1983, 3 August 1985, 13 June 1987, 26 June 1988, 21 June 1989, 24 June 1990, 23 June 1991, 21 June 1992 and 17 May 2015

NAME

1. The name of the Society shall be **THE ROYAL NEW ZEALAND SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS, INCORPORATED**.

REGISTERED OFFICE

2. The registered office of the Royal Society shall be at such place as the National Board may from time to time appoint.

DEFINITIONS

3. In these Rules unless the context otherwise requires:

ANIMAL shall have its widest meaning and shall include all mammals, birds, reptiles and fishes;

AUDIT means, in the case of the Royal Society or any Branch or Member Society with an annual expenditure in excess of \$1,000,000, a full audit carried out by a chartered accountant in accordance with the requirements of the Charities Board; in the case of a Branch or Member Society with annual expenditure less than \$1,000,000 and more than \$500,000, a financial review carried out by a chartered accountant; and in all cases where the annual expenditure is less than \$500,000 a financial review conducted by a competent person, **PROVIDED THAT** this definition may be varied without further amendment in any case where the Charities Board amends its requirements;

AUDITED shall have a corresponding meaning to **audit**;

BRANCH means a Branch of the Royal Society duly incorporated under the provisions of the Incorporated Societies Act 1908;

BRANCH COMMITTEE means the committee formed to carry out the work of the Branch in its district in accordance with Rule 26(1);

BYLAWS means the bylaws of the Royal Society made or amended by the National Board in accordance with Rule 34;

MEMBER SOCIETY means a society duly incorporated under the provisions of the Incorporated Societies Act 1908 or any enactment substituted therefor which has been admitted as a member of the Royal Society;

MONTH means a calendar month;

NATIONAL BOARD means the National Board for the time being of the Royal Society;

OBJECTS means the objects or policies of the Royal Society, as set out in Rule 5;

ROYAL SOCIETY means the Royal New Zealand Society for the Prevention of Cruelty to Animals, Incorporated;

WRITING means written or typewritten or printed;

INTERPRETATION

4. In these Rules, unless the context indicates otherwise:

- (i) **Defined Expressions:** expressions defined in the main body of these Rules have the defined meaning throughout these Rules;
- (ii) **Headings:** rule and other headings are for ease of reference only and will not affect these Rules' interpretation;
- (iii) **Persons:** references to a **person** include an individual, company, corporation, partnership, firm, joint venture, association, trust, unincorporated body of persons, governmental or other regulatory body, authority or entity, in each case whether or not having a separate legal identity;
- (iv) **Plural and Singular:** references to the singular include the plural and vice versa;
- (v) **Statutory Provisions:** references to any statutory provision are to statutory provisions in force in New Zealand and include any statutory provision which amends or replaces it, and any by-law, regulation, order, statutory instrument, determination or subordinate legislation made under it;
- (vi) **Negative Obligations:** any obligation not to do anything includes an obligation not to suffer, permit or cause that thing to be done;
- (vii) **Inclusive Expressions:** the term **includes** or **including** (or any similar expression) is deemed to be followed by the words **without limitation**;
- (viii) **Monetary Amounts:** all monetary amounts are stated exclusive of GST and in New Zealand currency, and all amounts payable by a party under this agreement are to be paid in that currency. GST is payable at the same time and in the same manner as is any other amount payable under these Rules, where that amount is subject to GST under the Goods and Services Tax Act 1985;
- (ix) **Documents:** references to any document (however described) are references to that document as modified, novated, supplemented, varied or replaced from time to time and in any form, whether on paper or in an electronic form;
- (x) **Payment:** any reference to, or obligation in these Rules which requires payment of money will be a reference to, or deemed to be an obligation requiring, payment of money in immediately available in New Zealand dollars and in immediately available funds;

- (xi) **Dollar and \$:** references to **dollars** and **\$** are references to New Zealand dollars and all amounts payable under these Rules are to be paid in that currency;

OBJECTS

5. The Objects for which the Royal Society is established are:

- (a) To prevent cruelty to animals by:
 - (i) Encouraging and sustaining an intelligent public opinion regarding man's duty to animals;
 - (ii) Enforcing where practicable the laws which exist for animals' protection;
 - (iii) Promoting further legislation for the protection of animals, as may be appropriate;
 - (iv) Any other ways and means as the Royal Society may deem appropriate.
- (b) To co-ordinate the activities of the various Branches and Member Societies;
- (c) To promote Branches in districts where there is no Branch or Member Society in existence;
- (d) To generally do all such acts and things as shall or may be for the benefit of Branches or Member Societies or in the interests of animals and their welfare.

POWERS

6. The management and control of the affairs of the Royal Society shall be vested in the National Board. The National Board may exercise all powers and do all acts which may be exercised or done by the Royal Society other than those expressly directed or required to be exercised by the Royal Society at a General Meeting. Without prejudice to the general powers of the National Board, the National Board shall be entrusted with and may exercise and perform all or any of the following powers and duties:

- (a) Purchase or acquire for the Royal Society any real or personal property or any rights or privileges for any consideration or price and upon terms and conditions as it thinks fit;
- (b) Give and execute mortgages over real or personal property purchased or acquired for consideration upon such terms and conditions as it thinks fit;
- (c) Purchase, construct, alter and maintain buildings, fences, machinery and other works as it may consider necessary for the use of the Royal Society and to lease, to take as tenant or accept leases or tenancies of any land or tenements and to purchase, sell, lease or let lands or any interest therein for such consideration or term and rental as it thinks fit;

- (d) Borrow or raise money through:
 - (i) mortgage of the real or personal property of the Royal Society;
or
 - (ii) debentures or mortgage debentures of the Royal Society and to issue such debentures; or
 - (iii) a loan from a bank or other persons with or without security;
- (e) Invest the funds of the Royal Society in securities for the time being authorised by law for the investment of trust funds in New Zealand and from time to time vary such investments;
- (f) Hold and conduct or join with others in holding or conducting social functions, competitions, games of chance, and entertainment;
- (g) Enter into all negotiations, contracts and agreements in the name and on behalf of the Royal Society as it may consider appropriate for its purposes, provided that such negotiations, contracts and agreements are not in conflict with its Objects;
- (h) Make provision for the signing and endorsing of cheques or other negotiable instruments on behalf of the Royal Society and open bank accounts as it thinks fit;
- (i) Receive and give receipts and issue discharges for all gifts, legacies, bequests or other monies, and execute any trusts created for any of the Objects;
- (j) Exercise all rights, powers and duties which under these Rules are required to be performed by the National Board;
- (k) Engage, control and dismiss the Royal Society's employees and contractors and exercise all such administrative powers as may be necessary to effect its purpose;
- (l) Acquire or obtain from, or make any arrangements with, the Government of New Zealand or any Ministry or Government Department or any agency, local body, corporation, company or person for any authority, right, privilege, concession, contract or charter which the Royal Society considers desirable to obtain or which may seem to the Royal Society conducive to any of the Objects; and accept, make payment under, carry out, exercise and comply with any such arrangement, authority, right, privilege, concession, contract or otherwise;
- (m) Affiliate with any society, body or association having similar objects or join for the furtherance of the Objects with any entity or persons whose objects are wholly or in part identical with or similar or corresponding to any of the Objects and enter into reciprocal relations as to the admission of membership, issue of publications or any other object with any such entity or persons;
- (n) Do all other things as in the opinion of the National Board may be incidental or conducive to the attainment of any of the Objects or the exercise of the powers.

MEMBERSHIP**7. Membership of the Royal Society shall consist of the following classes:**

- (a) Branches;
- (b) Member Societies;
- (c) Supporting annual members;
- (d) Supporting corporate members;
- (e) Supporting life members;
- (f) Honorary life members:

Branches shall be those Branches which have been incorporated in accordance with Rule 24 and those Member Societies which have adopted the Branch Rules set out in Appendix 1;

Member Societies shall be those incorporated societies which were members of the Royal Federation of New Zealand Societies for the Prevention of Cruelty to Animals (Incorporated) immediately prior to 14 June 1980 and have not subsequently adopted the Branch Rules set out in Appendix 1;

Supporting Annual Members shall be those persons over the age of 18 years who have applied for membership in writing, been accepted by the National Board as supporting annual members, and paid the appropriate membership fee for supporting annual membership;

Supporting Corporate Members shall be those bodies corporate which have applied for membership in writing, been accepted by the National Board as supporting corporate members and paid the appropriate membership fee for supporting corporate membership;

Supporting Life Members shall be those persons over the age of 18 years who have applied for supporting life membership in writing, been accepted by the National Board as supporting life members, and paid the appropriate membership fee for supporting life membership;

Honorary Life Members shall be those persons who have been elected to Honorary Life Membership by a two-thirds majority of delegates present and voting at a General Meeting of the Royal Society **PROVIDED THAT** no person shall be elected to honorary life membership unless they have contributed their services to the Royal Society or the cause of animal welfare in some exceptional manner.

8. AFFILIATED SOCIETIES shall be those societies in New Zealand and elsewhere which have objects similar to the Objects of the Royal Society, and have been accepted by the National Board as affiliated societies.

9. Branches shall comply with and be subject to the Rules and Bylaws of the Royal Society and the Branch Rules. Member Societies shall comply with and be subject to the Rules of the Royal Society.

-
10. (1) Each member shall promptly pay to the Treasurer of the Royal Society membership fees as determined by the Royal Society in a General Meeting **PROVIDED THAT** the membership fees shall not be less than the following for each class of membership:
- (a) Branches shall pay not less than \$10 per annum;
 - (b) Member Societies shall pay not less than \$10 per annum;
 - (c) Supporting Annual Members shall pay not less than \$25 per annum;
 - (d) Supporting Corporate Members shall pay not less than \$1000 per annum;
 - (e) Supporting Life Members shall pay not less than \$500.
- (2) Membership fees other than those for Supporting Life Members and Honorary Life Members shall become due on the first day of April for the ensuing year.
11. (1) Any Member Society may withdraw from the Royal Society after payment of any monies due, by written notice to the Chief Executive Officer submitting a certified copy of an effective resolution passed by a majority of the Member Society in General Meeting that it withdraw from membership of the Royal Society. Such withdrawal shall take effect from the date of receipt by the Chief Executive Officer of such notice.
- (2) Supporting Annual Membership, Supporting Corporate Membership or Supporting Life Membership may be terminated if:
- (a) the member resigns by written notice to the Chief Executive Officer. Such membership shall terminate from the date of receipt of notice by the Chief Executive Officer but shall be without prejudice to the obligation of the member to pay their subscription;
 - (b) the membership fee of a member is more than three months in arrears;
 - (c) for any reason the National Board by a majority resolves that the membership of a member be terminated **PROVIDED THAT** any such termination may be subject to review by the Royal Society in General Meeting.
12. Any Member Society:
- (a) disobeying or breaching any Rule of the Royal Society; or
 - (b) failing to give effect to any lawful direction of the Royal Society or the National Board; or
- any Member Society permitting an individual under its jurisdiction to:
- (c) disobey or breach any Rule of the Royal Society; or

- (d) fail to give effect to any lawful direction of the Royal Society or the National Board,

may be suspended from membership of the Royal Society at the discretion of the National Board and may be expelled by a two-thirds majority of votes recorded at a General Meeting of the Royal Society. Such expulsion shall not relieve such Member Society from liability for monies due to the Royal Society up to the date of such expulsion.

13. Each Branch and Member Society shall forward to the Royal Society a copy of its Annual Report and Balance Sheet duly Audited, together with a record of the number of financial members of the Branch or Member Society as at the end of the financial year of the Branch or Member Society that immediately precedes the Annual General Meeting of the Royal Society each year.
14. The Secretary of each Branch and Member Society shall provide the Chief Executive Officer with the names and addresses of all officers of the Branch or Member Society within one month of its Annual General Meeting and with the details of the changes of officers within one month of any such change.
15. A Branch or Member Society may publish literature solely in the name of the Branch or Member Society for local purposes but such literature shall not contain any statement contrary to the Objects or policies of the Royal Society.
16. The policies of the Royal Society shall be determined by the Royal Society in General Meeting and the National Board **PROVIDED THAT** any policy determined by the National Board may be subject to review by the Royal Society in General Meeting. No Branch or Member Society shall have the power to change, amend or alter the policy of the Royal Society. It shall be deemed conduct prejudicial to the interests of the Royal Society if any officer or member of a Branch or Member Society at any time misrepresents Royal Society policy in any communication of a public nature unless that officer or member satisfies the National Board that such misrepresentation was unintentional or accidental. For the purposes of this Rule, a communication of a public nature shall include any speech, statement to the press, radio or television, or written communication in any magazine, newspaper, website, or other publication which is intended for consumption by persons who are not members of the Royal Society.
17. No prosecution or legal proceedings affecting any issue:
- (a) where a question of law that has not previously been considered by the courts;
 - (b) involving Government policy; or
 - (c) where a Government Department is involved,
- shall be instituted by a Branch or Member Society without the prior approval of the National Board.
18. The area of operation or district of each Branch and Member Society shall be established by the National Board after consultation with the Branch or Member Society and the adjoining Branches and Member Societies, if any. The National Board shall at all times have the power to vary such district after consultation with the Branches and Member Societies affected.

19. A Branch or Member Society may, for the purpose of facilitating its work, divide its district into geographical divisions or sub-branches and establish auxiliaries. Every such division, sub-branch and auxiliary shall be regarded as forming an integral part of and being under the control of the Branch or Member Society.
20. The Rules and Objects of a Branch or Member Society shall not be amended in any manner as to render them inconsistent with the Rules and Objects of the Royal Society.
21. Every member of a Branch shall be deemed to be a member of the Royal Society and shall be liable to all the obligations of such membership.

BRANCHES

22. The National Board may, from time to time, resolve to establish a Branch of the Royal Society in any district where there is no Branch or Member Society established **PROVIDED THAT** this power shall not be delegated to any committee under the provisions of Rule 55.
23. The name of any Branch shall be **THE...BRANCH OF THE ROYAL NEW ZEALAND SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS, INCORPORATED.**
24. In any case where the National Board has resolved to permit the registration of a Branch, the Chief Executive Officer shall, with the consent of the majority of individual members proposed to be incorporated as a Branch, apply to the Registrar of Incorporated Societies for the incorporation of such Branch in accordance with the provisions of the Incorporation Societies Act 1908.
25. Prior to or upon becoming incorporated as a Branch, the proposed Branch shall adopt in place of its own Rules, if any, the Branch Rules as set out in Appendix 1 and amended from time to time by the Royal Society in a General Meeting.
26.
 - (1) A committee shall be formed to carry out the work of the Branch in its district and it shall appoint a chairman, treasurer and secretary. All such appointments shall be notified by the Branch Secretary to the Chief Executive Officer.
 - (2) The Committee may appoint a treasurer and secretary, provided that:
 - (a) where the treasurer or secretary is not appointed from the members of the Committee, that treasurer or secretary shall not be deemed a member of the Committee by virtue of their appointment; and
 - (b) where the treasurer or secretary is employed on salary or wages the treasurer or secretary as the case may be shall not be a member of the Committee.
27. Unless already a Member Society, a proposed Branch shall not exercise the rights and functions of a Branch of the Royal Society until it has been incorporated as a Branch.
28. The financial year of each Branch shall end on the thirty-first day of December.

- 29.** Each Branch shall, subject to an audit certificate being received, hold an Annual General Meeting within three months of the end of its financial year. Notice of such meeting shall be given to the Chief Executive Officer at least fourteen days prior to such meeting and the National Board shall be entitled to nominate a representative to attend who shall be entitled to speak but shall not be entitled to vote unless he is also a member of the Branch.
- 30.** A Branch shall generally manage its own affairs and shall be solely responsible for its debts and liabilities. A Branch shall not pledge the credit of the Royal Society or any other Branch. The management and control of the affairs of a Branch shall be vested in a Branch Committee. The Branch Committee may exercise all powers or take any action permitted to be taken by the Branch unless that power or action is required to be exercised or done by the Branch in a General Meeting or by the National Board or by the Royal Society in General Meeting. Without prejudice to the general powers of the Branch, the Branch Committee shall be given and may exercise and perform all or any of the following powers and duties:
- (a)** Purchase or acquire for the Branch any real or personal property or any rights or privileges for any consideration and upon such terms and conditions as it thinks fit;
 - (b)** Give and execute mortgages over real or personal property acquired for consideration upon such terms and conditions as the Branch Committee thinks fit;
 - (c)** Purchase, construct, alter and maintain buildings, fences, machinery and other works as it may consider necessary for the use of the Branch and to lease, to take as tenant or accept leases or tenancies of any land or tenements and to purchase, sell, lease or let lands or any interest therein for such consideration or price or for such term and upon such rental as it shall think fit.
 - (d)** Borrow or raise money through:
 - (i)** mortgage of the real or personal property of the Branch; or
 - (ii)** debentures or mortgage debentures of the Branch and to issue such debentures; or
 - (iii)** otherwise borrow money with or without security.
 - (e)** Invest the funds of the Branch in legally authorised securities and, from time to time, vary such investments;
 - (f)** Hold and conduct or join with others in holding or conducting social functions, competitions, games of chance and entertainment;
 - (g)** Enter into all negotiations, contracts and agreements in the name and on behalf of the Branch as it may consider appropriate for its purposes provided that such negotiations, contracts and agreements are not in conflict with its objects;
 - (h)** Make provision for the signing and endorsing of cheques or other negotiable instruments on behalf of the Branch and to open bank accounts as the Branch Committee thinks fit;

- (i) Receive and give receipts and issue discharges for all gifts, legacies, bequests or other monies, and to execute any trusts created for any of the objects of the Branch;
- (j) Exercise all rights, powers and duties which under these Rules are required to be performed by the Branch;
- (k) Engage, control and dismiss the Branch's employees and paid officials and to exercise all such administrative power as may be necessary to effect its purpose;
- (l) Establish a Junior League, and provide for junior membership for persons under the age of 16 years provided that such junior members shall not assume any of the rights and privileges of Branch Members until they have reached the age of 16 years and have become Branch Members;
- (m) To do all other things as, in the opinion of the Branch Committee, may be incidental or conducive to the attainment of any of the foregoing Objects or the exercise of any of the foregoing powers.

31. The National Board shall be empowered to:

- (a) Suspend or remove from office as a body or individually the officers or members of any Branch Committee who:
 - (i) refuse to comply with these Rules, Branch Rules or any Bylaws; or
 - (ii) in the opinion of the National Board, act in any manner prejudicial to the interests of the Branch or Royal Society; and
- (b) Appoint from the members of the Branch officers to fill the vacancies thereby created until the next Annual General Meeting of such Branch **PROVIDED THAT** any such decision may be subject to review by the Royal Society in General Meeting; and
- (c) Carry out all the functions and duties of a Branch in any district in which no properly constituted committee exists or delegate such functions and duties to any other Branch Committee.

32. The powers conferred by Rule 31 (a) and (b) can only be exercised by the National Board and shall not be delegated to any committee. Any such decision made by the National Board may be reviewed by the Royal Society in General Meeting.

RECOMMENDED OPERATIONAL MINIMUM STANDARDS

33. There shall be a Code of Recommendations and Minimum Operational Standards for the operation of Branches and Member Societies. This Code shall be approved by a majority of members voting at a Special or Annual General Meeting and may be amended from time to time as the need arises. The minimum operational standards contained in the Code shall be observed by all Branches and Member Societies.

BYLAWS

- 34.** The National Board shall have the power to, by a two-thirds majority, make and amend Bylaws consistent with these Rules or the Branch Rules in respect of the conduct of affairs of Branches generally or of a particular Branch and in particular in respect to the:
- (a) mode of admission to membership;
 - (b) mode of election of officers;
 - (c) mode of appointments of Branch Patrons, Vice-Patrons and other honorary officers;
 - (d) rate of subscriptions of a particular Branch;
 - (e) conduct of meetings;
 - (f) investment policy and the management of money and property.

PROVIDED THAT the National Board shall not make or amend a Bylaw solely affecting a particular Branch without prior consultation with such Branch.

OFFICERS OF THE ROYAL SOCIETY

- 35.** The officers of the Royal Society shall be:
- (a) President;
 - (b) Vice-President;
 - (c) Chief Executive Officer; and
 - (d) Treasurer.
- 36.** The offices of Chief Executive Officer and Treasurer may be held by the same person.
- 37.** The President and the Vice-President shall be elected at the Annual General Meeting of the Royal Society and shall hold office until the next Annual General Meeting when they shall retire but may be re-elected.
- 38.** The President and Vice-President shall be elected from the members of the National Board continuing in office and the incoming members of the National Board by the delegates present and voting at the Annual General Meeting immediately following the election of Board members. A retiring officer shall retain office until the conclusion of the meeting when their successor is appointed.
- 39.** If for any reason the President does not complete his or her term of office before the next Annual General Meeting, the Vice President shall be Acting President until the next Annual General Meeting.
- 40.** The Chief Executive Officer and Treasurer shall be appointed by the National Board on such terms as to salary and otherwise as the National Board thinks fit and the National Board may, at any time, discharge such Chief Executive Officer or Treasurer and appoint another in their place.

AUDITOR

41. There shall be an auditor of the Royal Society who shall be a member of Chartered Accountants Australia and New Zealand but who shall not be a member of the National Board or a delegate representing any Branch or Member Society.
42. The auditor shall be appointed at the Annual General Meeting and shall, except in the case of a casual vacancy caused by death, resignation, absence from New Zealand, illness or incapacity to act, hold office until the auditor has audited the accounts for the financial year in which they were appointed.
43. In the case of a casual vacancy, the National Board shall appoint an auditor.

NATIONAL BOARD

44. The management of the affairs of the Royal Society shall be vested in a National Board consisting of the President, Vice-President and seven other members.
45. Members of the National Board shall be elected by the delegates present at the General Meeting. The members of the National Board will be chosen from:
 - (a) the delegates appointed by each Branch and Member Society to represent it at Royal Society General Meetings; and
 - (b) the retiring Board members (if any) seeking re-election.
46. The members of the National Board shall be elected, if necessary, by ballot at the Annual General Meeting of the Royal Society and shall retire from office in accordance with Rule 47. A retiring member shall retain office until the dissolution or adjournment of the General Meeting when their successor is elected.
47. Three members of the National Board shall retire at each Annual General Meeting. However, provided they are not also delegates, they may be re-elected. The retiring members shall be the three who have been longest in office since their last election. In the event of more than three having an equal term of office, the retiring members shall be decided by vote.
48. A member of the National Board shall cease to be a member and a casual vacancy shall be created if that member:
 - (a) ceases to be a member of any Branch or Member Society;
 - (b) resigns their office by notice in writing;
 - (c) is absent from three successive meetings or four in all from the date of their last election unless they first obtain a leave of absence;
 - (d) becomes incapable of acting, in the opinion of the National Board, by reason of illness;
 - (e) has their seat declared vacant by a General Meeting of the Royal Society.

- 48A. The National Board may co-opt up to 3 other Board Members if it considers there is an absence on the Board of Board Members with specific skills, experience and/or diversity which the Board considers it requires for a period. The term of office of co-opted Board Members shall be decided by the Board but shall not be more than 12 months. Co-opted members have all the powers and responsibilities as the other members of the Board including voting rights. Co-opted members may be re-appointed for a further term of office as co-opted members (up to a maximum period of 3 years) or by election, in accordance with this Constitution.
49. The National Board may from time to time appoint a person to fill any casual vacancy or may at their discretion call a Special General Meeting for the purpose of filling such vacancy **PROVIDED THAT** a person appointed to fill a casual vacancy shall be confirmed at the next Annual General Meeting. If not, the delegate shall complete the term of office of the Board member whom he or she replaced.
50. The Chief Executive Officer shall give at least fourteen days' written notice of each meeting of the National Board to each member in the ordinary course of post or by email.
51. The quorum at meetings of the National Board shall be five members for one day meetings and six members for meeting of more than one day's duration.
52. A member of the National Board shall not be permitted to participate in a meeting by proxy.
53. The National Board shall meet at least three times per year at such time and place as it shall decide.
54. The Chief Executive Officer shall call a special meeting of the National Board when required to do so by the President or three members of the National Board.
55. Subject to Rules 22 and 32, the National Board may, from time to time, delegate to a committee of one or more of its members, or such other suitable qualified person(s) any of the powers conferred upon it by these Rules.
56. The continuing members of the National Board may act despite any vacancy in their body, provided they can form a quorum.
57. A member of the National Board may enter into contracts with the Royal Society **PROVIDED THAT** they shall not vote at any meeting of the Royal Society or of the National Board on any matter affecting any such contract.
58. The National Board shall present to the Annual General Meeting a report of the activities of the Royal Society during the preceding financial year and the financial statements submitted to it by the Treasurer pursuant to Rule 64.

CHIEF EXECUTIVE OFFICER AND TREASURER

59. The Chief Executive Officer shall issue all notices of meetings and shall in person, by deputy or by proxy, be present at and record minutes of the proceedings of all meetings of the Royal Society and of the National Board and of any committee to which the powers of the National Board may have been delegated. Such minutes shall be presented for confirmation at the next meeting of the Royal Society or the National Board or committee as the case may be. A

copy of the minutes of every meeting of the Royal Society and of the National Board shall be forwarded by the Chief Executive Officer to each Branch and Member Society.

60. It shall be the duty of the Chief Executive Officer to carry out all resolutions and generally attend to the affairs of the Royal Society and to:
- (a) make entries in the Register of Members;
 - (b) conduct the correspondence of the Royal Society as directed by the National Board;
 - (c) report to the National Board all correspondence and notices received by the Chief Executive Officer;
 - (d) file and keep the records of the Royal Society; and
 - (e) prepare and forward to Branches and Member Societies all notices required by the Rules or so directed by the National Board.
61. The Register of Members, the Minute Book and all other records of the Royal Society shall be open to inspection by any delegate or member of the National Council at any reasonable time.
62. The Treasurer shall cause proper books of accounts to be kept and shall, as soon as possible but subject to Audit, not later than three months after the end of the financial year, present to the National Board for submission to the Annual General Meeting, a statement of income and expenditure and balance sheet for that year both duly Audited.
63. The Treasurer shall forward annually to the Registrar of Incorporated Societies the statements required by the Incorporated Societies Act 1908 and shall present a copy of each forwarded statement to the National Board.

FINANCIAL PROVISIONS

64. All monies received by the Treasurer on behalf of the Royal Society shall be lodged in a bank account in the name of the Royal Society and all disbursements and drawings shall be made by cheque as have been authorised by the National Board.
65. All real and personal property owned by the Royal Society shall be held and disposed of in the name of the Royal Society which may sue and be sued and may recover monies due to the Royal Society whether by a Branch or Member Society or not.
66. All securities of the Royal Society shall be kept in custody as directed by the National Board.
67. The financial year of the Royal Society shall end on the thirty-first day of December in each year or such other date appointed by the Royal Society in General Meeting.

LEGACIES

68. Subject to any specific trust or testamentary direction, all legacies given to a particular Branch or Member Society shall be received by the Treasurer of that Branch or Member Society and shall be dealt with for the general purposes of the Branch or Member Society as determined by the Committee of such Branch or Member Society.
69. Subject to any specific trust or testamentary direction, all legacies given to the Royal Society shall be received by the Treasurer and shall be dealt with for the general purposes of the Royal Society in such manner as the National Board may determine **PROVIDED THAT** the National Board may direct that any such legacy or associated income be paid wholly or in part to a particular Branch or Member Society.

GENERAL MEETINGS

70. The President shall, if present, chair all meetings of the Royal Society and of the National Board. In the President's absence, the Vice-President shall preside. In the absence of both the President and the Vice-President, a chairman shall be elected from among the delegates or members of the Board present as the case may be.
71. An Annual General Meeting of the Royal Society shall be held not later than eight months after the end of the financial year.
72. Each Annual General Meeting shall determine the place at which the next Annual General Meeting shall be held.
73. A Special General Meeting shall be called by the direction of the National Board or by written request of five Branches or Member Societies setting out the purpose for which the meeting is to be held. Such meeting shall be held at a time and place to be determined by the National Board within one month after the receipt of such a request by the Chief Executive Officer. If the National Board fails to convene a Special General Meeting within one month from receipt of the request, a majority of the requesters may convene a meeting themselves. That meeting must be held not later than three months from the receipt of the request and the Royal Society shall meet the costs of the meeting.
74. The Chief Executive Officer shall give each Branch and Member Society at least three months' written notice of every General Meeting and such General Meeting's agenda.
75. In the case of an Annual General Meeting, the notice convening the same shall be accompanied by a copy of the Annual Report and financial statements prepared in accordance with New Zealand financial reporting standards, including the Statement of Financial Performance (income and expenditure account) for the most recent financial year, together with confirmation of whether the financial statements have been audited or not.
76. At every General Meeting twelve delegates present shall form a quorum. At an Annual General Meeting, if a quorum is not present within fifteen minutes from the time appointed for the meeting the meeting shall be adjourned to the next day at the same time and place. The members present at the adjourned meeting may transact any business as if they constituted a quorum. At a Special General Meeting, if a quorum is not present within fifteen minutes from the time appointed

for the meeting, the meeting shall lapse but without prejudice to the calling of another meeting for the same purpose.

77. The chairman may, with the meeting's consent, adjourn the meeting. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

DELEGATES AND VOTING

78. (1) Prior to the Annual General Meeting of the Royal Society, each Branch and Member Society shall appoint one delegate to represent it at that meeting and any subsequent General Meeting in the ensuing year. Written notice of such appointment shall be sent to the Chief Executive Officer. The Royal Society shall be entitled to treat any person named in such notice as a delegate..
- (2) If an appointed delegate is unable to be present at any General Meeting, the Branch or Member Society may appoint a member to act and vote in place of such delegate.
- (3) Any duly appointed delegate who is absent from a General Meeting shall continue to be eligible for election to the National Board notwithstanding that another member has been appointed to act and vote in the delegate's place **PROVIDED THAT** a member appointed to act and vote in place of such delegate shall not also be eligible for election to the National Board.
- (4) A Branch or Member Society shall be entitled at any time to rescind the appointment of a delegate and appoint another member to represent it at any General Meeting remaining in the ensuing year. Such appointment shall take effect from the date of receipt by the Chief Executive Officer of written notice of such appointment.
- (5) An affiliated society shall be entitled to appoint one delegate to represent it at any General Meeting of the Royal Society and such delegate shall possess ex-officio all rights afforded to delegates other than voting on any matter before the General Meeting.
79. A delegate shall be a person who is over the age of 18 years and who is a financial annual or life member of the Branch or Member Society which he is elected to represent. No delegate shall represent more than one Branch or Member Society.
80. Supporting annual members, supporting corporate members, supporting life members and honorary life members of the Royal Society and members and employees of Branches and Member Societies shall be entitled to attend any General Meeting of the Royal Society. Only duly appointed delegates appointed in accordance with Rule 78 shall be entitled to vote at any such meeting **PROVIDED THAT** the chairman may, with the consent of the meeting, invite any other person present to speak.
81. Every question submitted to a General Meeting shall in the first instance be decided by a show of hands. In the case of an equality of voting, the chairman shall have a casting vote in addition to the vote which he may have as a delegate.

- 82.** At any General Meeting, unless a poll is directed by the chairman or demanded by at least three delegates, conclusive proof of the number or proportion of votes recorded in favour or against a resolution can be shown by:

(a) a declaration by the chairman that a resolution has either been carried, lost or not carried, by a particular majority; and

(b) an entry to that effect in the Minute Book.

In the case of an equality of voting in a poll, the chairman shall have a casting vote in addition to their vote as a delegate.

- 83.** If a poll is demanded it shall be taken in such manner and at such time as the chairman of the meeting may direct, that is, either immediately or after an interval or adjournment or otherwise. However, any poll demanded on the election of the chairman or on any question of adjournment must be taken at the meeting (without adjournment). The result of a poll shall be deemed to be a resolution of the meeting at which the poll was demanded.

- 84.** The demand for a poll may be withdrawn at any time prior to the taking of the poll.

- 85.** With the exception of the chairman's casting vote, no delegate shall exercise more than one vote on any question.

- 86.** The President shall possess ex-officio all rights accorded to delegates. Members of the National Board shall possess ex-officio all rights afforded to delegates. Unless members of the National Board are also delegates, they shall not vote on any resolution dealing with:

(a) the Constitution; or

(b) finance; or

(c) any election of members of the National Board held in accordance with Rules 46 and 47.

REMITTS

- 87.** Any Branch or Member Society which desires to submit a remit to an Annual General Meeting shall forward a copy of such remit to the Chief Executive Officer that must be received by the Chief Executive Officer at least two months prior to such meeting.

- 88.** Any Branch or Member Society which:

(a) submits a remit to amend a statute; or

(b) requires the National Board to make a submission to anybody which is not a member of the Royal Society,

shall submit such documentary evidence as the National Board considers necessary to support the remit.

- 89.** In the event of such evidence not being submitted at least two months prior to such meeting, the National Board may decline to accept the remit.

90. The National Board may decline to accept a remit which is materially similar to a remit which has been adopted at a previous Annual General Meeting.

91. A remit may be submitted to a General Meeting by the National Board.

COMMON SEAL

92. The National Board shall provide a Common Seal bearing the name of the Royal Society. The National Board may deface and replace such seal as required.

93. The Common Seal shall be kept by the Chief Executive Officer and shall not be affixed to any document except pursuant to a resolution of the National Board and in the presence of:

- (a) two members of the National Board; and
- (b) the Chief Executive Officer,

who shall attest such affixation by signing the document. Any documents sealed and attested in this way shall be binding on the Royal Society. Notice of the date on which the Seal was affixed and of the persons signing shall be reported to the National Board.

ALTERATION OF RULES

94. Any alteration of these Rules, whether by revocation, amendment or adoption of new Rules, may be made by resolution of two-thirds of the delegates present at a General Meeting of the Royal Society.

95. Notice of any proposed alteration of the Rules shall be given to the Chief Executive Officer in writing by the Branch or Member Society at least two months before the date of the General Meeting at which the alteration is to be considered. Notice shall be given by the Chief Executive Officer to each Branch and Member Society at least one month prior to the date of such meeting. A notice of a proposed alteration to the Rules may be submitted by the National Board.

96. Any proposed alteration to the Rules may be amended by a General Meeting and passed in a modified form.

97. In accordance with the Incorporated Societies Act 1908, the Chief Executive Officer shall notify every alteration of the Rules to the Registrar of Incorporated Societies.

98. Every alteration shall come into force on the date on which it is registered by the Registrar, or on a later date as may be specified in the alteration.

DISSOLUTION

99. The Royal Society may be dissolved by a resolution of the majority of delegates at a General Meeting called for that purpose. Such resolution shall be confirmed at a subsequent General Meeting called for that purpose and held no earlier than two months after the date at which the relevant resolution to be confirmed was passed.

100. A resolution dissolving the Royal Society shall provide for the realisation of the assets of the Royal Society, for:

- (a) discharging its liabilities;
 - (b) applying the surplus in the furtherance of the Objects as decided at the meeting; and
 - (c) transferring to new trustees any property held by the Royal Society on trust.
- 101. No dissolution shall take effect until all assets belonging to the Royal Society, beneficially or on trust, have been realised, disposed of, or transferred (as directed at the meeting).
- 102. Unless otherwise resolved, the surplus funds of the Royal Society shall be divided equally among the Branches and Member Societies upon winding up or dissolution.
- 103. A notice of any resolution for the dissolution of the Royal Society shall be sent to the Registrar immediately after its adoption.
- 104. If for any reason it is impossible to hold a General Meeting in accordance with Rule 99, the Royal Society shall be dissolved and its assets and trust funds shall be disposed of as directed by an order of a Judge of the High Court.

INTERPRETATION OF RULES, BYLAWS AND POLICY

- 105. Any doubt or difficulty arising as to the interpretation of these Rules or any Bylaw, as to any matter of policy, or any other matter not provided for by these Rules shall be determined by the National Board subject to review by a General Meeting.

REPEAL

- 106. The Rules of the Royal Federation of New Zealand Societies for the Prevention of Cruelty to Animals (Incorporated) are hereby repealed.

APPENDIX 1

BRANCH RULES

NAME

- B1.** The name of the Branch shall be the **BRANCH OF THE ROYAL NEW ZEALAND SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS, INCORPORATED.**

REGISTERED OFFICE

- B2.** The registered office of the Branch shall be at a place determined by the Committee.

DEFINITIONS

- B3.** These Rules shall be read in conjunction with the Rules of the Royal Society.
- B4.** In these Rules unless the context otherwise requires:

ANIMAL shall have its widest meaning and shall include all mammals, birds, reptiles and fishes;

AUDIT means, in the case of any Branch or Member Society with an annual expenditure in excess of \$1,000,000, a full audit carried out by a chartered accountant in accordance with the requirements of the Charities Board; in the case of a Branch or Member Society with annual expenditure less than \$1,000,000 and more than \$500,000, a financial review carried out by a chartered accountant; and in all cases where the annual expenditure is less than \$500,000 a financial review conducted by a competent person, **PROVIDED THAT** this definition may be varied without further amendment in any case where the Charities Board amends its requirements;

AUDITED shall have a corresponding meaning to **AUDIT**;

BRANCH means a Branch of the Royal Society duly incorporated under the provisions of the Incorporated Societies Act 1908;

COMMITTEE means the current Committee of the Branch;

NATIONAL BOARD means the National Board for the time being of the Royal Society;

FINANCIAL YEAR means the year ending on the 31st day of December;

MONTH means the calendar month;

ROYAL SOCIETY means the Royal New Zealand Society for the Prevention of Cruelty to Animals, Incorporated;

INTERPRETATION

- B5.** In these Rules, unless the context indicates otherwise:

- (i) **Defined Expressions:** expressions defined in the main body of these Rules have the defined meaning throughout these Rules;
- (ii) **Headings:** rule and other headings are for ease of reference only and will not affect these Rules' interpretation;
- (iii) **Persons:** references to a **person** include an individual, company, corporation, partnership, firm, joint venture, association, trust, unincorporated body of persons, governmental or other regulatory body, authority or entity, in each case whether or not having a separate legal identity;
- (iv) **Plural and Singular:** references to the singular include the plural and vice versa;
- (v) **Statutory Provisions:** references to any statutory provision are to statutory provisions in force in New Zealand and include any statutory provision which amends or replaces it, and any by-law, regulation, order, statutory instrument, determination or subordinate legislation made under it;
- (vi) **Negative Obligations:** any obligation not to do anything includes an obligation not to suffer, permit or cause that thing to be done;
- (vii) **Inclusive Expressions:** the term **includes** or **including** (or any similar expression) is deemed to be followed by the words **without limitation**;
- (viii) **Monetary Amounts:** all monetary amounts are stated exclusive of GST and in New Zealand currency, and all amounts payable by a party under these Rules are to be paid in that currency. GST is payable at the same time and in the same manner as is any other amount payable under this agreement, where that amount is subject to GST under the Goods and Services Tax Act 1985;
- (ix) **Documents:** references to any document (however described) are references to that document as modified, novated, supplemented, varied or replaced from time to time and in any form, whether on paper or in an electronic form;
- (x) **Payment:** any reference to, or obligation in these Rules which requires payment of money will be a reference to, or deemed to be an obligation requiring, payment of money in immediately available in New Zealand dollars and in immediately available funds;
- (xi) **Dollar and \$:** references to **dollars** and **\$** are references to New Zealand dollars and all amounts payable under these Rules are to be paid in that currency;

OBJECTS

B6. The Objects of the Branch are to:

- (a) carry out the Objects in the Branch district;

- (b) prevent cruelty to animals by:
 - (i) Encouraging and sustaining an intelligent public opinion regarding man's duty to animals;
 - (ii) Enforcing where practicable the laws which exist for animals' protection;
 - (iii) Promoting further legislation where appropriate;
 - (iv) Any other ways and means as the Royal Society may deem appropriate.
- (c) generally do in the Branch district all such acts and things as shall or may be for the benefit of the Branch or the Royal Society or in the interest of animals and their welfare.

POWERS

B7. A Branch shall generally manage its own affairs and be solely responsible for its debts and liabilities. A Branch shall not pledge the credit of the Royal Society or any other Branch. The management and control of the affairs of a Branch shall be vested in a Branch Committee. The Branch Committee may exercise all powers and do all acts which may be exercised or done by the Branch other than those expressly directed or required to be exercised or done by at a General Meeting or by the National Board or the Royal Society in General Meeting. Without prejudice to the general powers of the Branch, the Branch Committee shall be entrusted with and may exercise and perform all or any of the following powers and duties:

- (a) Purchase or acquire for the Branch any real or personal property or any rights or privileges for any consideration or price and upon terms and conditions as it thinks fit;
- (b) Give and execute mortgages over real or personal property purchased or acquired for any consideration or price and upon such terms and conditions as it thinks fit;
- (c) Purchase, construct, alter and maintain buildings fences, machinery and other works as it may consider necessary for the use of the Branch and to lease, to take as tenant or accept leases or tenancies of any land or tenements and to purchase, sell, lease or let lands or any interest therein for such consideration or term and rental as it thinks fit;
- (d) Borrow or raise money through:
 - (i) mortgage of the real or personal property of the Branch; or
 - (ii) debentures or mortgage debentures of the Branch and to issue such debentures; or
 - (iii) a loan from a bank or other persons with or without security;
- (e) Invest the funds of the Branch in securities for the time being authorised by law for the investment of trust funds in New Zealand and from time to time vary such investments;

- (f) Hold and conduct or join with others in holding or conducting social functions, competitions, games of chance and entertainment;
- (g) Enter into all negotiations, contracts and agreements in the name and on behalf of the Branch as it may consider appropriate for its purposes, provided that such negotiations, contracts and agreements are not in conflict with its Objects;
- (h) Make provision for the signing and endorsing of cheques or other negotiable instruments on behalf of the Branch and open bank accounts as it thinks fit;
- (i) Receive and give receipts and issue discharges for all gifts, legacies, bequests or other monies, and execute any trusts created for any of the Objects of the Branch;
- (j) Exercise all rights, powers and duties which under these Rules are required to be performed by the Branch;
- (k) Engage, control and dismiss the Branch's employees and paid officials and exercise all such administrative power as may be necessary to effect its purpose;
- (l) Establish a Junior League, and provide for junior membership of the Branch Junior League for persons under the age of 16 years provided that junior members do not assume any of the rights and privileges of Branch Members until they have reached the age of 16 years and have become Branch Members;
- (m) Do all other things as in the opinion of the Branch Committee may be incidental or conducive to the attainment of any of the Objects or the exercise of the powers.

MEMBERSHIP

- B8.** (1) The membership of the Branch shall consist of the following:
- (a) Annual members who shall consist of persons over the age of 16 years accepted by the Committee as Annual Members;
 - (b) Associate Members who shall consist of persons over the age of 60 years and students over the age of 16 years accepted by the Committee as Associate Members;
 - (c) Corporate Members who shall consist of limited companies or incorporated bodies accepted by the Committee as Corporate Members;
 - (d) Life Members who shall consist of persons accepted by the Committee as Life Members;
 - (e) Family Members who shall consist of members of one family residing at the same address accepted by the Committee as Family Members;

- (f) Perpetual Members who shall consist of persons accepted by the Committee as Perpetual Members;
- (g) Honorary Life members who shall consist of persons who have been elected to Honorary Life Membership by a majority of members present and voting at an Annual General Meeting of the Branch. To be eligible for Honorary Life Membership a person must have:
 - (i) shown a marked interest in and sympathy for the cause of animal welfare; and
 - (ii) have given substantial aid to the Branch and the furtherance of its Objects; or
 - (iii) have performed a conspicuous act of mercy to or on behalf of animals,

PROVIDED THAT every member of the Branch shall be deemed to be a member of the Royal Society and shall be liable to all the obligations of such membership.

- (2) Application for membership shall be in writing accompanied by the subscription for the class of membership applied for.

MEMBERSHIP SUBSCRIPTIONS

- B9.** Each member shall contribute to the funds of the Branch a subscription of no less than the sum prescribed for the class of membership:

- (a) Annual Members: Five dollars (\$5.00) annually;
- (b) Associate Members: Two dollars (\$2.00) annually;
- (c) Corporate Members: Fifty dollars (\$50.00) annually;
- (d) Life Members: One hundred dollars (\$100.00);
- (e) Family Members: Eight dollars (\$8.00) annually;
- (f) Perpetual Members: Five thousand dollars (\$5,000.00) by way of gift inter vivos, endowment or by way of devise or bequest.

The subscriptions may be varied generally by the Royal Society in General Meeting or, in the case of a particular Branch, by the National Board by Bylaw.

TERMINATION OF MEMBERSHIP

- B10.** (a) Membership of the Branch shall be terminated if:
- (i) the member resigns in writing. Such membership shall terminate as from the date of receipt of the notice by the Branch Secretary but shall be without prejudice to the obligation of the member to pay any subscription due;
 - (ii) the member is convicted of any offence under the Animal Welfare Act 1993;

- (iii) for any reason the Committee by a majority of its members present and voting at a resolves that the membership of any member shall be terminated, that member shall be given one month's notice and shall be afforded the opportunity of being heard as to why his membership should not be terminated. Any member whose membership is terminated shall have the right of appeal to the National Board. The National Board's decision may be reviewed by the Royal Society in General Meeting.
- (b) Membership of the Branch may be terminated if the subscription of the member is more than three months in arrears.

MEMBERSHIP REGISTER

- B11.** The Secretary shall keep a Register of Members recording the names, addresses, occupations and membership status of all members. Such register shall be open to any member of the Branch at all reasonable times.

GENERAL MEETINGS AND VOTING

- B12.** The Branch shall, subject to audit, hold an Annual General Meeting within three months after the end of each financial year. The Committee shall determine such meeting's time and place. Notice of such meeting shall be given to the Chief Executive Officer and to the members entitled to vote at least fourteen days prior to the date of the meeting.
- B13.** The business of the Annual General Meeting shall be:
- (a) Consideration of the report of the Committee and the annual accounts of the Branch for the previous year;
 - (b) The election of officers and Committee of the Branch;
 - (c) To decide on any resolution submitted to the meeting where notice in writing has been lodged with the Branch Secretary at least 21 days before the date of the meeting;
 - (d) General business **PROVIDED THAT** no matter for which these Rules require prior notice to have been given shall be considered in general business.

The order of business may be varied by the chairman with the consent of the meeting.

- B14.** The Committee may call a Special General Meeting:
- (a) whenever it thinks fit; and
 - (b) upon the written request by any three Committee members; or
 - (c) by the written request of members entitled to vote at General Meetings.

Any such request shall state the object of the meeting proposed to be called and the business to be transacted. Such request shall be left at the registered office of the Branch. No other business than that outlined in such request shall be

transacted or considered at any such meeting. Unless otherwise determined by the National Board by Bylaw, a written request of members shall be signed by five per cent or more of the members of the Branch entitled to vote at General Meetings.

- B15.** Upon receipt of such request the Committee shall call a Special General Meeting. If the Committee fails to convene such Special General Meeting within 21 days, the requesters or a majority of them may convene such meeting within 45 days from the date of receipt of their request. Such meeting shall be held not later than three months from the date of receipt of the request and the Branch shall pay the cost of such meeting.
- B16.** Any financial member over the age of 18 years who has been a member at least three months prior to any General Meeting shall be entitled to vote at such Special General meeting. A member who is employed by the Branch on salary or wages shall not be entitled to vote at any General Meeting during the term of such employment without the written consent of the Committee. A member shall be deemed to be financial on the day that their subscription has been accepted by the Branch.
- B17.** Notice of any General Meeting of the Branch shall be given to members by advertisement in a newspaper circulating in the district of the Branch at least 14 days prior to the date of such meeting. In lieu of such advertisement the Committee shall post written notice to each member entitled to vote. Such notice shall state the business to be transacted at such meeting.
- B18** Business shall not be transacted at any General Meeting unless a quorum is present. Ten members shall form a quorum unless otherwise determined by the National Board by bylaw. If, within 15 minutes from the time appointed for the meeting a quorum is not present, the meeting:
- (a) if an Annual General Meeting, the meeting shall be adjourned to the same time and place on the same day in the following week. The members present at the adjourned meeting may transact any business as if they constituted a quorum; or
 - (b) if a Special General Meeting, the same shall lapse but without prejudice to the calling of another meeting for the same purpose.
- B19.** The Chairman of the Committee or, in his absence, the Vice-Chairman, shall preside at every General Meeting. If neither the Chairman nor the Vice-Chairman is present at the time appointed for the holding of any General Meeting or declines to take the chair, the members present shall choose someone among them to be chairman of such meeting even if such chairman selected is not a member entitled to vote.
- B20.** The chairman may, with the consent of the meeting, adjourn any meeting. No business shall be transacted at any adjourned meeting other than the business left unfinished at the adjourned meeting.
- B21.** Every motion submitted to any General Meeting shall be decided:
- (a) in the first instance on the Voices; or
 - (b) direction of the chairman; or

- (c) on the request of any two members entitled to vote, on a show of hands.

In the case of equality of votes, the chairman shall have a casting vote in addition to their member's vote.

- B22.** At any General Meeting, unless a poll is directed by the chairman or demanded by at least three members entitled to vote, conclusive proof of the number or proportion of votes recorded in favour or against a resolution can be shown by:

- (a) a declaration by the chairman that a resolution has either been carried, lost, or not carried, by a particular majority; and
- (b) an entry to that effect in the Minute Book.

In the case of an equality of voting in a poll, the chairman shall have a casting vote in addition to their vote as a member.

- B 23.** If a poll is directed it shall be taken in such manner and at such time as the chairman of the meeting may direct, that is, either immediately or after an interval or adjournment or otherwise. However, any poll demanded on the election of a chairman or on any question of adjournment must be taken at the meeting (without adjournment). The result of a poll shall be deemed to be a resolution of the meeting at which the poll was demanded.

- B24.** The demand for a poll may be withdrawn at any time prior to the taking of the poll.

- B25.** At any Branch meeting, if:

- (a) the chairman rules any resolution or proposed resolution to be out of order; or
- (b) the chairman refuses to put such resolution for any other reason:

any member entitled to vote may move that the meeting disagrees with the chairman's ruling or that the resolution be put. If the motion is seconded, the chairman shall put it to the meeting and if it is carried he shall be bound to put the original motion or leave the chair. If the chairman leaves the chair another chairman shall be elected and shall immediately put to the meeting the motion previously overruled. Nothing in this Rule shall permit or allow any business to be transacted or considered at any General Meeting other than the business permitted to be transacted by these Rules.

INSPECTION OF RULES

- B26.** A copy of these Rules shall be available at the registered office of the Branch for any member entitled to vote at any time during ordinary business hours. A copy of these Rules shall be supplied to any member on payment of the cost of printing them.

OFFICERS AND COMMITTEE

- B27.** The Committee shall consist of a Chairman, Vice-Chairman, Treasurer, Secretary and Committee members. Such membership and ex-officio members shall be determined by the National Board by bylaw provided that the number be not more than twelve or less than six exclusive of any ex-officio members. The Committee may continue to act notwithstanding any vacancy in its numbers provided they

can form a quorum. At its first meeting after the Annual General Meeting the Committee shall elect a Chairman and Vice-Chairman from among them. Every member of the Committee shall be entitled to vote on any matter. Any ex-officio member appointed to the Committee shall not be entitled to vote on any matter concerning finance.

RETIREMENT OF COMMITTEE MEMBERS

- B28.** One third of the elected members of the Committee shall retire from office at each Annual General Meeting of the Branch. Such elected members may be re-elected. The retiring members shall be those in office the longest since their last election. If more than one third of the Committee have had an equal term of office the retiring members shall be decided by vote.
- B29.** A member of the Committee shall cease to be a member and a casual vacancy shall be created if:
- (a) they cease to be a member of the Branch;
 - (b) they resign their office by notice in writing;
 - (c) absent themselves from three successive meetings or four meetings from the date of his last election, unless he first obtains leave of absence;
 - (d) they become incapable of acting, in the opinion of the Committee, by reason of illness;
 - (e) their seat is declared vacant by a General Meeting of the Branch;
 - (f) they are removed from office by the National Board, subject to the provisions of Rule 31 of the Rules of the Royal Society;
 - (g) they vote on any matter before the Committee in which he has a financial interest whether directly or indirectly;
 - (h) they or any company, business or firm in which the Committee member has a financial interest (other than a listed public company) receives any payment from the Branch by way of grant, loan or mortgage, other than a payment for specific services to the Branch.

ELIGIBILITY FOR ELECTION

- B30.** Financial Annual, Associate, Family and Life Members shall be entitled to be elected to the Committee. A member employed by the Branch on wages or salary shall not be entitled to be elected to the Committee during his employment or within two years following the termination of such employment without the written consent of the National Board. Nomination and election to the Committee shall be in accordance with the Bylaws (if any) prescribed by the National Board.

MEETINGS OF THE COMMITTEE

- B31.** The Committee shall meet as the Committee shall determine. Proper minutes of the proceedings shall be kept and be open to inspection at the registered office by any member of the Branch or representative of the National Board. A copy of the

minutes of all meetings shall be forwarded to the Chief Executive Officer on request.

- B32.** The Committee shall have the power to fill any casual vacancy which occurs in any office. A member elected to fill a casual vacancy shall be confirmed at the next Annual General Meeting but otherwise shall complete the term of office of the member whom he replaced.
- B33.** Meetings of the Committee shall be convened by the Secretary as determined by the Committee. Notice of the meeting shall be given to each member at least three days prior to the meeting. Special meetings shall be convened by the Secretary as directed by the chairman or by a request signed by three members of the Committee stating the purpose for which the meeting is desired.
- B34.** At each Annual General Meeting the Committee shall present a full report of its activities since the preceding Annual General Meeting.
- B35.** The Committee may meet to do business, adjourn or otherwise regulate its meetings and proceedings as it requires. A quorum at any meeting of the Committee shall be four unless otherwise determined by the National Board by Bylaw.
- B36.** Questions arising at any meeting of the Committee shall be determined by a majority of votes and in the case of an equality of votes the chairman shall have a casting vote.
- B37.** The Committee shall be empowered to:
- (a) engage and dismiss employees and contractors for the conduct of the business of the Branch. The Committee may regulate their duties and fix their remuneration;
 - (c) divide its district into geographical divisions or sub-branches and establish auxiliaries to facilitate its work. Every such division, sub-division, sub-branch or auxiliary shall be regarded as forming an integral part of the Branch and shall be subject to the Rules of the Royal Society and the Rules of the Branch; and
 - (c) delegate to a sub-committee of one or more of its members or to any employees any of the powers conferred upon it by these Rules.

ACCOUNTS AND AUDIT

- B38.** The Treasurer shall at intervals determined by the Committee, receive and verify all subscriptions, donations and monies collected or received by the Branch Secretary. All such monies as come into the hands of the Treasurer shall be deposited in the Branch bank account. The Treasurer shall make payments approved by the Committee and keep accurate accounts of all receipts and expenditure. The Treasurer shall prepare and submit quarterly, or at such other intervals determined by the Committee, or as otherwise directed. The Treasurer shall further prepare and submit to audit the annual statement of accounts for presentation to the Annual General Meeting of the Branch.
- B39.** There shall be an auditor of the Branch who shall be a member of the New Zealand Society of Accountants or other suitably qualified person who has been approved in writing by the National Board. Such person shall not be a member of

the Committee. The auditor shall be appointed at the Annual General Meeting of the Branch and shall, except in the case of a casual vacancy caused by death, resignation, absence from New Zealand, illness or incapacity to act, hold office until he has audited the accounts for the financial year in which he was appointed. In the case of a casual vacancy the Committee shall appoint an auditor.

- B40.** All payments shall be made by direction of the Committee by cheque signed by any two of the Chairman, Treasurer and Secretary or other persons appointed by the Committee.
- B41.** Subject to any specific trust or testamentary direction all legacies bequeathed to the Branch shall be received by the Treasurer and shall be dealt with for the general purposes of the Branch in a manner determined by the Committee.

COMMON SEAL

- B42.** The Committee shall provide a Common Seal for the purposes of the Branch and may from time to time replace the seal. The Common Seal of the Branch shall be kept and controlled as determined by the Committee and shall not be affixed to any document except pursuant to a resolution of the Committee and in the presence of two members of the Committee and the Secretary. Such two members must attest to affixation by signing their names to the document. Any document so sealed and attested shall be deemed to be sealed and shall be binding on the Branch. Notice of the date on which the Seal was so affixed and of the persons signing shall be reported to the Committee.

ALTERATION OF RULES

- B43.** Any alteration of these Rules, whether by revocation or amendment or adoption of new Rules, may be made by resolution of two-thirds of the delegates present and voting at a General Meeting of the Royal Society, such resolution to be ratified by members entitled to vote at a General Meeting of the Branch.

DISSOLUTION

- B44.** The Branch shall be wound up voluntarily if and when, at a General Meeting called for that purpose, a resolution is passed by a majority of members present and entitled to vote and the resolution is confirmed at a subsequent General Meeting called for that purpose not less than 30 days later.
- B45.** (a) In the event of the Branch being dissolved or wound up, and after payment of all debts liabilities and the cost of winding up, all surplus assets which are not the subject of any trust or trusts shall be given to the Royal Society. Such assets shall be expended for the purposes of the Royal Society in the district of the Branch dissolved or wound up in a manner decided by the National Board.
- (b) If a new Branch is incorporated in a district of a branch previously dissolved or wound up, the Royal Society shall give the new Branch such assets remaining as the Royal Society has been given in terms of Rule 45(a) of these Bylaws.

INTERPRETATION OF RULES, BYLAWS AND POLICY

- B46.** Any doubt or difficulty arising as to the interpretation of these Rules or any Bylaw or as to any matter of policy or any other matter not provided for in these Rules

shall be determined by the National Board subject to review by a General Meeting.

INVESTIGATION BYLAW 1982

Procedure for investigations into complaints made to the **RNZSPCA**.

1. Investigations Committee

- (1)** There shall be a committee known as the Investigations Committee (hereinafter referred to as the Committee) which shall consist of the President, Vice-President and one other National Board.
- (2)** In the event of a member of the Committee being the subject of a complaint he shall stand down from the Committee and the remaining members of the Committee shall have the power to co-opt another National Board.
- (3)** The function of the Committee shall be to investigate any complaint regarding any act or omission relating to the functions of the Royal Society, or any Branch or Member Society, or any officer, employee or member of any Branch or Member Society.

2. Mode of Complaint – every complaint shall be in writing.

3. Committee may refuse to investigate

- (1)** The Committee may refuse to investigate or investigate further any complaint if it appears to the Committee that:
 - (a)** The complaint refers to a domestic matter concerning solely a Branch or Member Society;
 - (b)** Under the law or administrative practice there is an adequate remedy or right of appeal to which it would have been reasonable for the complainant to resort;
 - (c)** In the course of the investigation, having regard to all the circumstances of the case, any further investigation is unnecessary;
 - (d)** The complainant has had knowledge of the subject matter of the complaint for more than six months before the complaint is received by the Committee;
 - (e)** The subject matter of the complaint is trivial;
 - (f)** The complaint is frivolous, vexatious or is not made in good faith;
 - (g)** The complainant has not sufficient personal interest in the subject matter of the complaint.
- (2)** In any case where the Committee decides not to investigate or make further investigation of a complaint it shall inform the complainant of that decision and its reasons.

4. Proceedings of Committee

- (1) Before investigating any complaint the Committee shall inform the Chairman or President of the Branch or Member Society affected by the nature of the complaint and of its intention to make the investigation and its reasons.
- (2) Every investigation by the Committee and any record of its proceedings shall be confidential to the National Board.
- (3) The Committee may obtain information from such persons and shall make such inquiries as it shall think fit. It shall not be necessary for the Committee to hold a hearing and no person shall be entitled to be heard by the Committee. If at any time during the investigation it appears to the Committee that there may be sufficient grounds for it to make an adverse report affecting any Member Society or Branch, or any officer, employee or member of the Royal Society, Member Society or Branch, the Committee shall give such party an opportunity to be heard.
- (4) The Committee may, at its discretion, require a Branch or Member Society provide information relating to the subject matter under investigation. Where such information is required by the Committee it shall be provided within 21 days of such request. Where an explanation is required of a Member Society or Branch, or any officer, employee or member of the Royal Society, Branch or Member Society, the Committee shall provide details of the matter requiring explanation as shall afford the Member Society or Branch, or officer, employee or member of the Royal Society, Branch or Member Society, a fair and reasonable opportunity of providing such information. The Committee shall not be bound to reveal the name of the complainant.

5. Procedure after investigation

- (1) If, after making any investigation, the Committee believes that the act or omission that was the subject matter of the complaint appears to have been:
 - (a) contrary to law; or
 - (b) contrary to the Rules and Bylaws of the Royal Society; or
 - (c) unreasonable, unjust, oppressive, or improperly discriminatory;
and
 - (d) the Committee is of the opinion that any matter should be referred to the Committee of any Branch or Member Society for further consideration; or
 - (e) that an omission should be rectified or that other steps should be taken,

the Committee shall report its opinion and its reasons to such Branch or Member Society as it thinks fit.

- (2) The Committee may request the Branch or Member Society to notify it within a specified time of the steps (if any) that it proposes to take to give effect to the Committee's recommendations.
- (3) The Committee shall report to the National Board any investigation made and of the findings and recommendations made. Any report of the Committee to the National Board shall be considered in committee.
- (4) The complainant shall be informed in such manner and at such time as the National Board thinks proper of the result of the investigation.

6. Powers not limited

Nothing in these Bylaws shall limit or restrict any of the provisions of any statute or the Rules of the Royal Society.

7. Commencement

These Bylaws were approved by the National Board on the 18th day of February 1982 and shall commence to have effect from that date.