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Certificate - Alteration of rules

Section 21 Incorporated Societies Act 1908

1. Name of society

THE SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS AUCKLAND
INCORPORATED

2. Society number

CC 36223 / 202889

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

NPC# 09

Name

GORDON TRAINER 24 NOV 2017

Position

CHAIRMAN

Signature

23 / 11 / 2017

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.

COMPANIES OFFICE
24 NOV 2017
RECEIVED

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 distributed 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 Amy Eyles (Board Secretary)
SPCA AUCKLAND
50 WESTNEY ROAD
MANGERE
AUCKLAND 2022





AUCKLAND

Rules of the Society for the Prevention of Cruelty to Animals Auckland, Incorporated.

The Incorporated Societies Act, 1908
(Approved at the General Meeting of the Society held on ~~22 November 2015~~ 21 September 2017)

These Rules rescind all previous Rules.

NAME

1. The name of the Society is THE SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS AUCKLAND, INCORPORATED (the "Society").

REGISTERED OFFICE

2. The Registered Office of the Society shall be at 50 Westney Road, Mangere, Auckland, or at such other place as may from time to time be determined by the Board.

INTERPRETATION

3. (a) In these Rules, unless the context otherwise requires, "animals" shall have its widest meaning and shall include all mammals (other than human beings), beasts, birds, reptiles and fishes, and those described as 'animals' in the Animal Welfare Act 1999.
(b) The "Board" means the Board for the time being of the Society.
(c) "member" means a financial member or honorary member of the Society or such other category of member as may be described in Rules 7 and 8 or determined by the Board from time to time.
(d) "Financial Year" means a year beginning on the 1st day of July in any year and ending on the 30th day of June next following or such other dates as may from time to time be determined by the Board.
(e) "person" includes a natural person, a company, an incorporated society or any other entity.
(f) "officer" means any member or ex officio member of the Board and any other office holder of the Society.



OBJECTS

4. The objects of the Society are:

- (a) To foster and encourage the kind and humane treatment of animals, and to prevent and discourage cruelty to, and harsh and thoughtless treatment of, animals.
- (b) To promote and maintain an educated and humane public opinion on all matters concerning the welfare of animals, and to instruct and educate all persons to be kind to animals by any means whatsoever.
- (c) To promote legislation, regulations and by-laws for the humane treatment of and the alleviation, prevention and suppression of cruelty to animals.
- (d) To enforce all laws and regulations providing for protection or better treatment of, or in any way relating to animals, and to prosecute persons who have, or are reasonably believed to have, committed any breach of any such laws or regulations.
- (e) So far as is possible to improve and render more humane the methods of slaughtering animals for food.
- (f) To establish, equip or operate, maintain and carry on in Auckland and elsewhere animal hospitals, clinics, operating theatres, boarding kennels and catteries, ambulances, stables, dispensaries, surgeries, and other institutions for the treatment and care of animals.
- (g) To euthanase those animals where it is considered humane and in the best interests of the animal.
- (h) To generally perform all such acts and things as shall or may be for the benefit of members, and in the interests of animals or animal welfare.
- (i) To buy, sell and manufacture, or promote, pet and other animals foods, drugs, pharmaceuticals, appliances, toiletries and things whatsoever that may be conducive towards the care, control, comfort, health, welfare and needs of animals.

POWERS

- 5. In addition to the powers granted to the Society pursuant to the Incorporated Societies Act 1908 or otherwise, the Society shall have all the rights, powers and privileges of a natural person provided that this does not authorise the Society to do anything which may prejudice the charitable nature of the Society's purposes.
- 6. Without limiting Rule 5, the Board may from time to time take such steps to acquire such property and set up such organisations or institutions for the attainment of all or any of the above objects in Rule 4 as it shall deem necessary or expedient and in particular shall be empowered to:
 - (a) Engage and employ a Chief Executive Officer, Secretary, and such other persons as deemed appropriate from time to time to assist in the operations of

the Society, and where necessary to remunerate any such person or persons, and to terminate employment or engagement of such persons. The Board may delegate its authority to employ or engage such persons and to terminate such employment or engagement.

- (b) Purchase, take on lease or in exchange, hire and otherwise hold any real and personal property and any rights or privileges which the Board may think necessary or convenient for the purposes of the Society and in particular land, buildings, easements, vehicles and equipment.
- (c) On behalf of the Society obtain and raise funds by subscriptions, donations or public or personal appeals, or any other means whatsoever, and receive legacies on behalf of the Society.
- (d) Print and publish newspapers, magazines, periodicals, books leaflets, or electronic communications and produce and promote radio, television and film programmes and documentaries.
- (e) Establish and support, or aid in the establishment and support, and/or become affiliated to any other society or organisation having objects similar, either wholly or in part, to the objects of the Society, or whose operation could assist the Society in the attainment of its objects or any of them.
- (f) Invest and deal with the monies of the Society not immediately required in such manner as may from time to time be determined by the Board, and in particular to invest the monies of the Society on mortgage or purchase of real, leasehold or personal property, shares or securities or by depositing the monies of the Society with any bank, financial institution, company, firm or person at interest, and such investments from time to time may vary.
- (g) Borrow or raise or secure the payment of money in such manner as the Board may think fit and in particular by the issue of mortgages, debentures, charges, bonds, security interests or any other security charged upon or secured by all or any of the property of the Society (both present and future); and to purchase, redeem, repay or pay off any such obligations or securities.
- (h) Mortgage, lease, grant rights and privileges over, sell, let, transfer or otherwise dispose of the whole or any part of the property of the Society or any share or interest therein.
- (i) Act as trustee and undertake and execute any trusts either gratuitously or for remuneration.
- (j) Enter into guarantees and indemnities including, without limitation, indemnities in favour of officers of the Society for any liabilities they may incur in connection with the Society's affairs (but excluding any liabilities that result from any officer's wilful default or dishonesty).
- (k) Establish an honorarium for any of the officers of the Society or Honorary Advisers as recommended by the Board and from time to time vary the same as it shall deem fit.

- (l) Do all such things that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Society.

MEMBERSHIP

7. Any person or persons, company or incorporated society or other entity may, on the payment of a single fee or an annual subscription rate as determined by the Board from time to time, for the purposes of the Incorporated Societies Act 1908, become 'members' of the Society.
8. Such 'membership' of the Society may consist of the following categories:
- (a) **LIFE MEMBERS** shall consist of those persons who desire to be classified as a life member by the payment for such purposes of a single fee of not less than a specified amount determined by the Board from time to time.
 - (b) **INDIVIDUAL MEMBERS** shall consist of those persons wishing to be a member of the Society and shall be so classified on the payment of an annual subscription fee on the anniversary of their joining of not less than a specified amount determined by the Board from time to time.
 - (c) **FAMILY MEMBERS** shall consist of those families consisting of parents/guardians and children under the age of 16 who wish to become family members of the Society and shall be so classified on the payment of an annual subscription fee on the anniversary of their joining of not less than a specified amount determined by the Board from time to time. Family Membership shall carry one singular vote per family.
 - (d) **SENIOR MEMBERS:** Those persons over 65 years of age shall have the annual subscription fee discounted by a percentage specified by the Board from time to time and shall accordingly pay a reduced annual subscription on the anniversary date and shall be referred to as senior members.
 - (e) **SPCA GUARDIAN MEMBERS** shall consist of those donors committed to a minimum monthly or periodical payment system where such total annual payments exceed a specified amount determined by the Board from time to time.
 - (f) **HONORARY MEMBERS** shall consist of those persons who have been elected to Honorary Life membership of the Society at any Annual General Meeting by a majority of at least three-fourths of those members of the Society entitled to vote, and present and voting at such election.

The applicable fees for each membership category will be posted on the Society's website from time to time.

To be eligible for Honorary Life membership a person must have shown in the opinion of the Society a marked interest in, and sympathy for, the cause of animal welfare, and have rendered substantial aid to the Society and the furtherance of its objects, or have performed some conspicuous act of mercy to or on behalf of animals.

All members shall receive all privileges of membership including (subject to Rule 17) voting rights at Annual General Meetings and Extraordinary General Meetings.

RENEWAL OF MEMBERSHIP

9. Every member, other than a Life member or Honorary Life member shall each year on the anniversary date of their joining the Society, pay an annual subscription for the next ensuing year at the rate appropriate at the time for the class of membership held.
- (a) 會員費 membership fees may be reviewed by the Board annually.
 - (b) **SPCA GUARDIAN MEMBERS** shall remain members whilst their periodic payments remain current and at an annual level equal to or greater than the specified amount determined by the Board from time to time.

TERMINATION OF MEMBERSHIP

10. Membership of the Society may be terminated:
- (a) If a member resigns by notice in writing to the Society. Such membership shall terminate as from the date of receipt of the notice by the Society but shall be without prejudice to the obligation of the member to pay his/her annual subscription.
 - (b) If the subscription of a member is more than six months in arrears.
 - (c) If for any reason the Board, by a majority of its members present and voting at a duly constituted meeting of the Board (or by passing a written resolution in lieu of such meeting), resolves that the membership of any member be terminated.

ALTERATION & INTERPRETATION OF RULES

11. (a) Subject to Rule 11(c), the Rules of the Society may only be altered, added to or amended, by a resolution passed by a 75% or more majority of members present entitled to vote and voting at an Annual General Meeting or Extraordinary General Meeting of the Society, and of which at least fourteen days notice has been given specifying the proposed alteration, addition or amendment.
- (b) The members of the Society may by resolution in general meeting make, amend or rescind regulations or by-laws not inconsistent with the Incorporated Societies Act 1908 or with these Rules for such purposes as may be specified.
- (c) No amendment to these Rules shall be adopted where the effect of the amendment being adopted would be to alter the charitable nature of the objects of the Society according to the law of New Zealand, or prejudice the requirements for any exemption available to charities under the New Zealand revenue laws.

ARBITRATION

12. Any doubt or difficulty arising as to the interpretation of these Rules or regulations or bylaws made thereunder shall be determined by the Board whose decision shall be final, but subject to review by any Court of competent jurisdiction, or by an independent arbitrator nominated by the President for the time being of the Auckland District Law Society.

GENERAL MEETINGS AND VOTING

13. The Society shall hold an Annual General Meeting within six months of the end of each financial year. Within such period the Annual General Meeting shall be held at such time and place as the Board shall appoint.

BUSINESS

14. The business of the Annual General Meeting shall be:
 - (a) Consideration of the reports of the Chairman, the Chief Executive Officer, and the annual accounts of the Society for the previous year.
 - (b) The election of Patron and Vice-Patrons.
 - (c) The election of Board members and other honorary officers of the Society.
 - (d) To decide on any resolution which may be duly submitted to the meeting which is either put forward to the Board or of which notice in writing has been lodged with the Secretary not less than 21 days before the date of the meeting.
 - (e) General business.
15. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

CALLING EXTRAORDINARY GENERAL MEETING

16. (a) The Board may whenever it thinks fit, and it shall upon requisition from any five or more members of the Board or from any 50 or more financial members of the Society entitled to vote at general meetings of the Society, call an Extraordinary General Meeting. Any such requisition shall state the object of the meeting proposed to be called, and the business to be transacted at the meeting, and shall be delivered to the registered office of the Society. No business other than that stated in such requisition shall be transacted or considered at any requisitioned Extraordinary General Meeting.
- (b) Upon the receipt of a requisition complying with the requirements of Rule 16(a) the Board shall promptly call an Extraordinary General Meeting. If the Board fails within 21 days of receiving such a requisition to issue a notice convening an Extraordinary General Meeting to be held within 45 days from the date of the receipt of the requisition, the requisitionists or a majority of them may themselves convene a meeting to be held not later than three months from the date of such receipt. The Society shall pay the cost of any requisitioned meeting.

VOTING RIGHTS

17. All members who have been members for at least three months prior to any general meeting of the Society shall be entitled to vote at that general meeting. In the case of a family membership one representative member of the family membership is entitled to vote.

NOTICES OF MEETINGS

18. (a) Notice of any general meeting of the Society may be given to members by advertisement in one daily newspaper circulating in Auckland not less than 14 days prior to the date of the meeting, and/or in lieu of such advertisements the Board may give written notice of any general meeting by:
- (i) posting such a notice to each member of the Society at each such member's address in the Society's register of members; and/or
 - (ii) emailing such a notice to each member of the Society at each such member's email address in the Society's register of members,
- at least 14 days before the meeting. The notice shall state the nature of business to be considered at such meeting.
- (b) A notice may be posted and/or emailed by the Society to any member either separately or by publication in a magazine published for the Society and posted and/or emailed to members at least 14 days prior to the general meeting. Non-receipt of a notice by, or the accidental omission to give notice to, any member shall not invalidate any election or any other proceeding at any general meeting.
- (c) Notice of the closing date for nominations for election of officers shall be given to members not less than 14 days before the date of closure specified in such notice by advertisement in one daily newspaper circulating in Auckland or by written notice to the member's last known address or by electronic communication to the member.
- (d) The Secretary shall post on the Society's website, or send by electronic means to all members of the Society, a copy of the Annual Report and statement of financial position at least 14 days prior to the Annual General Meeting of the Society.
- (e) An abridged version of the annual report comprising the Chairman's report, Chief Executive Officer's report and summary financial statements shall be available to members at their specific request.

QUORUM

19. (a) No business shall be transacted at any general meeting unless a quorum is present. Eight members present in person and entitled to vote shall be a quorum.

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19. ~~(a) No business shall be transacted at any general meeting unless a quorum is present. Twenty members present in person and entitled to vote shall be a quorum.~~

(b) If within half an hour after the time appointed for any general meeting a quorum is not present the meeting, if convened upon the requisition of members under Rule 16, shall be dissolved; in any other case the meeting shall stand adjourned to the same day the following week at the same time and place, and if at such adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting the members present shall be a quorum.

THE CHAIR

20. The Chairman of the Board or in his absence the Deputy Chairman, shall preside as Chairman at every general meeting of the Society. If neither the Chairman nor the Deputy Chairman is present at the time appointed for the holding of any general meeting, or if being present declines to take the chair, the members present shall choose someone of their number to chair such a meeting.

ADJOURNMENT

21. The Chairman may with the consent of the meeting adjourn any meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.

VOTING AT GENERAL MEETINGS

22. (a) Every motion submitted to any general meeting shall be decided in the first instance on the voices, or by direction of the Chairman, or on the request of any two members entitled to vote, by a poll. In the case of equality of votes the Chairman shall have a casting as well as a deliberative vote. Any poll shall be taken in such manner as the Chairman directs.
- (b) At any general meeting a declaration by the Chairman that a resolution has been carried, or carried by a particular majority, shall be conclusive. An entry to that effect in the book of proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- (c) At any meeting of the Society if any resolution or proposed resolution is ruled out of order by the Chairman or if the Chairman for any other reason refuses to put a resolution, then any member of the Society may move a resolution that the meeting disagree with the Chairman's ruling or that the resolution be put. If that latter motion is duly seconded the Chairman shall put it to the meeting and if it is carried then the Chairman shall be bound to put the original motion or leave the chair. If the Chairman leaves the chair another Chairman shall be at once elected by the meeting by a simple majority of votes and that Chairman shall immediately put to the meeting the motion previously rejected. Nothing contained in this rule shall permit or allow any business to be transacted or considered at any Annual General Meeting of the Society other than the business set forth in Rule 14 or permit or allow any business to be transacted or considered at any

Extraordinary General Meeting convened on the requisition of members pursuant to Rule 16 other than the business set forth in the requisition

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INSPECTION OF RULES

23. A copy of these Rules shall be available for inspection at the Registered Office of the Society by any financial member of the Society at any time during ordinary business hours and on the Society's website.

OFFICERS AND BOARD

24. (a) The business and affairs of the Society shall be conducted by the Board which may on behalf of the Society, and in its name do, execute and perform all or any of the acts, deeds, matters and things which the Society is authorised or empowered to do, execute and perform save only and except acts, deeds, matters and things expressly required by these Rules to be authorised or done, executed or performed by the Society in general meeting.

~~(b) The Board shall consist of:~~

- ~~(i) not more than 12 and not less than 8 Directors, including Chairman and Deputy Chairman;~~

~~(b) The Board shall consist of:~~

- ~~(i) not more than 4 and not less than 2 Directors, including Chairman and Deputy Chairman.~~

- (ii) Honorary Advisors who may be appointed by the Board from time to time to provide professional advice. Honorary Advisors shall not be entitled to vote at Board meetings;

The Board may continue to act, notwithstanding any vacancy in its membership.

- (c) The Board may elect from their number a Chairman and a Deputy Chairman (and may at any time replace the Chairman or Deputy Chairman).
- (d) Provided that a quorum remains in office in accordance with Rule 31, no member, may hold more than one seat on the Board, or be entitled to more than one vote, other than the Chairman, who may have a casting vote.
- (e) If no Secretary has been appointed by the Board, from time to time, the Chief Executive Officer shall assume the functions of the Secretary.

TERM OF OFFICE/RETIREMENT OF BOARD MEMBERS

25. (a) The persons holding office as Board members of the Society on adoption of these Rules continue in office and are deemed to have been appointed as Board members pursuant to these Rules. Board members will hold office until they retire in accordance with 25(b).
- (b) One third of the Board, or, if their number is not a multiple of three, then the nearest whole number when rounded down, shall retire from office at the Annual General Meeting each year. Those who retire shall, subject to Rule 25(c), be the members who have served longest on the Board at the date of the Annual General Meeting. Where two or more members have served for the same period

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of time, a ballot will be used to decide which member(s) is to retire at the Annual General Meeting.

- (c) A retiring Board member shall be eligible for re-election to office at the next Annual General Meeting following their retirement for a further term, unless:
- (i) that Board member has retired in accordance with Rule 28(c); or
 - (ii) that Board member has been in office for a period greater than 6 years, in which case that Board member shall only be eligible for re-election to office by invitation of the Board.
- (d) Any new Board member appointed to the Board under Rule 33 to fill a vacancy on the Board shall automatically retire at the next Annual General Meeting of the Society after their appointment but shall be eligible for re-election.

ELIGIBILITY FOR BOARD

26. (a) Only current fully paid members of the Society that have been a member for a minimum of three months prior to the relevant Annual General Meeting shall be eligible for election to the Board.
- (b) Any two financial members of the Society may, by notice in writing, propose another fully paid member of the Society for election to the Board. Any such notice must be lodged at the registered office of the Society on or before 5.00 pm on the day which is 30 days prior to the date of the Annual General Meeting at which the election is to be held.
- (c) No person shall be eligible for election to the Board whilst employed by, or under contract to, the Society, whether in a full time or part time capacity. This prohibition does not apply to any Executive Director or Chief Executive Officer who may be invited to occupy a seat on the Board at the discretion of the Board, and who will be subject to the normal election process.
- (d) No person shall be eligible for election to the Board if he or she is not qualified under section 16 of the Charities Act 2005 to be an officer of a charitable entity.
- (e) After nominations for the Board have closed the Secretary shall, in accordance with Rule 18(b) give notice (if possible with or as part of the notice of Annual General Meeting) to all voting members of the names of candidates for office together with reasonable information on each candidate. Such notice shall include the candidate's occupation, positions held in the Society and other organisations concerned with animal welfare, and such other reasonable information on the qualifications of each candidate which in the opinion of the Secretary will enable voting members to form an objective decision on the suitability of each candidate to serve on the Board.

ELECTION OF BOARD

27. If at the close of nominations there are more persons nominated than there are vacancies, a ballot shall be taken among those present at the meeting to determine

who shall be elected to the Board. If the nominations do not exceed the vacancies, no ballot shall be taken and all persons so nominated shall be declared elected to the Board by the Chairman of the Annual General Meeting.

REMOVAL OF BOARD

28. (a) The Board, or any member thereof, may be removed from office at any time by resolution passed by a 75% or more majority of members of the Society entitled to vote and present and voting at any Extraordinary General Meeting of the Society called for that purpose.
- (b) A member of the Board shall retire if he or she ceases to be qualified under section 16 of the Charities Act 2005 to be an officer of a charitable entity.

MEETINGS OF THE BOARD

29. (a) The Board shall meet at least four times a year and otherwise as necessary to deal with any urgent matters, at such place and on such date or dates as the Board may determine. Minutes of the proceedings shall be kept and shall be open to inspection during office hours by any member of the Society.
- (b) A resolution in writing signed by all members of the Board for the time being entitled to receive notice of a meeting of the Board shall be valid and effectual as if it had been passed at a meeting of the Board properly convened and held. Any such resolution may consist of:
- (i) several documents in similar form each signed by one or more members of the Board; or
 - (ii) several emails in similar form each sent or transmitted by a separate Board member; or
 - (iii) a teleconference or videoconference, the decisions of which are recorded in writing at the time of the conference or within 48 hours afterwards and signed by the chairperson of that conference.

CONVENING MEETINGS

30. Meetings of the Board shall be called by the Secretary as decided upon from time to time by the Board. Notice of the time and place of the meeting shall, at least three days before the meeting, be posted or sent by other means of communication (including to a fax number or email address given to the Society by a member for the purpose of such notices or other communications) to each member of the Board. Special meetings of the Board shall be convened by the Secretary by giving such a notice to Board members, whenever directed so to do by the Chairman or by a requisition signed by five members of the Board stating the purpose for which such meeting is desired.

QUORUM

~~31. The Board may meet together for the despatch of business, adjourn, or otherwise regulate its meetings and proceedings as it may think fit, and may determine the quorum necessary for the transaction of business. Until otherwise determined by the Board, five shall form a quorum at any meeting of the Board.~~

31. The Board may meet together for the despatch of business, adjourn, or otherwise regulate its meetings and proceedings as it may think fit, and may determine the quorum necessary for the transaction of business. Until otherwise determined by the Board, two shall form a quorum at any meeting of the Board.

VOTING

32. Questions arising at any meeting of the Board shall be determined by a majority of votes and in case of equality of votes the Chairman shall have a casting as well as a deliberative vote.

VACANCIES ON BOARD

33. The Board shall have a discretionary power to declare vacant the seat of any member of the Board if the member:

- (a) Is absent from any two consecutive meetings (or more than 50% of all duly convened meetings during any financial year) without leave of absence; or
- (b) Dies; or
- (c) Resigns by a written resignation sent or delivered to the Society; or
- (d) Ceases to be a member of the Society; or
- (e) Ceases to be qualified under section 16 of the Charities Act 2005 to be an officer of a charitable entity; or
- (f) Is convicted of any treason, felony, or grave misdemeanours, or of an offence against an animal as defined in the Animal Welfare Act 1999.

Subject to any proposed Board member satisfying the eligibility criteria described in Rules 26(b), (c) and (d), the Board shall have full power to fill any vacancies which may occur from time to time in membership of the Board and in any of the Offices of the Society.

SUBCOMMITTEES AND AUXILIARIES

34. The Board shall have power to set up sub-committees, auxiliaries or divisions of the Society from its members upon such terms and with such Rules and/or powers as the Board may consider expedient.

Sub-committees

- (a) The Board will have two standing sub-committees, the Audit & Risk Committee, the People Development, Remuneration and Nominations Committee.

Additional sub-committees may be established if deemed necessary from time to time, by the Board.

- (b) The sub-committees will have the powers as outlined in their Charters and approved by the Board.
- (c) A sub-committee shall comprise no more than six members elected from the Board. Honorary Advisors may be appointed in addition to the six members if necessary. Honorary Advisors will have no voting rights.
- (d) Subject to the relevant charter, representation of three sub-committee members shall be deemed a quorum.

Auxiliaries

- (e) The members of an auxiliary or division may, with the prior approval of the Board, annually elect from their number a committee of no more than six members, and may elect one of their numbers as Chairman of that committee. The committee of any such division or auxiliary may fill any vacancy in its numbers.
- (f) The records, minute book, files and accounts of an auxiliary shall be available for inspection by the Secretary, Chief Executive Officer or Chairman of the Society at any reasonable time, and the annual accounts of such auxiliary or division shall be included in the Society's accounts as presented to the Annual General Meeting.

35. The Chairman of the Board shall be an ex-officio member of all committees.

FINANCIAL INTEREST OF BOARD MEMBERS

36. No Board member or officeholder shall vote on any matter before the Board in which the member has a financial interest either directly or indirectly. Any breach of this provision shall disqualify that member from holding office for the remainder of his/her term. No Board member or any company, business, firm or other entity in which a member has a financial interest, other than a listed public company, shall receive any payment from the Society's funds by way of grant, loan or mortgage other than for specific services rendered to the Society.

DONATIONS AND LEGACIES

37. Subject to any condition which may be imposed by donors, all donations shall be treated as revenue, and all legacies as either capital or revenue as the Board in its sole discretion determines in each individual case.

AUDITOR

38. An auditor (who must be a member of the Institute of Chartered Accountants in New Zealand) shall be appointed by the Board of the Society. The auditor shall have full access at all reasonable times to the books, accounts and vouchers of the Society, auxiliaries, and divisions, and shall be entitled to demand from the Chief Executive Officer and Secretary and other officers of the Society such information as the auditor

may reasonably require for the purpose of audit. The accounts to be presented at the Annual General Meeting shall be submitted to the auditor. The auditor shall report before the accounts are submitted to the Annual General Meeting on such accounts stating whether the auditor's requirements have been complied with, and whether the accounts are, in the auditor's opinion, drawn up so as to show the true position of the Society's affairs.

CHARITIES LEGISLATION

39. While the Society is registered under the Charities Act 2005, the Society will comply with the requirements of that Act and any regulations made pursuant to that Act.
40. No private pecuniary profit shall be made by any person involved in the Society except that:
- (a) any Board member or employee shall be entitled to be reimbursed out of the assets of the Society for all expenses which he or she properly incurs in connection with the affairs of the Society;
 - (b) the Society may pay and provide reasonable and proper remuneration and benefits (including making contributions to superannuation schemes and paying health insurance premiums) to any officer or servant of the Society (whether a Board Member or not) in return for services actually rendered to the Society;
 - (c) any Board member may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by that Board member or by any firm or entity of which that Board member is a member, employee or associate in connection with the affairs of the Society; and
 - (d) any Board member may retain any remuneration properly payable to that Board member by any company or undertaking with which the Society may be in any way concerned or involved for which that Board member has acted in any capacity whatever, notwithstanding that that Board member's connection with that company or undertaking is in any way attributable to that Board member's connection with the Society.
41. The Board, in determining all reimbursements, remuneration, benefits and charges payable in terms of Rule 40, shall ensure that the restrictions imposed by Rule 40 are strictly observed.
42. In the carrying on of any business under these Rules no benefit, advantage or income shall be afforded to, or received, gained, achieved or derived by any Related Person where that Related Person, in his or her capacity as a Related Person, is able in any way (whether directly or indirectly) to determine, or to materially influence the determination of:
- (a) the nature or amount of that benefit, advantage or income; or
 - (b) the circumstances in which that benefit, advantage or income is, or is to be, so afforded, received, gained, achieved or derived.

"Related Person" means for the purposes of Rule 42 and in relation to any business to which section CW 35(1)(b) of the Income Tax Act 2004 applies, a person specified in

paragraphs (i) to (iv) of subsection (5)(b) of that section, the relevant persons in relation to the Society including:

- (a) a member or Board member of the Society or a shareholder or officer of any company by which the business is carried on; and
 - (b) a person associated with a member, Board member or shareholder or officer already mentioned (and for the purposes of this limb, whether a person is associated with another person is determined by section OD 7 of the Income Tax Act 2004).
43. A person who is in the course of, and as part of the carrying on of his or her business of a professional public practice, shall not, by reason only of him or her rendering professional services to the Society or to any entity owned by the Society, be in breach of the terms of Rule 42.

COMMON SEAL

44. The Common Seal of the Society shall be in the custody of the Secretary and shall be affixed pursuant to the resolution of the Board in that behalf to such documents.

DISSOLUTION

45. (a) The Society may be wound up voluntarily if:
- (i) the Society, at a general meeting of its members called for the purpose, passes a resolution requiring the Society so to be wound up; and
 - (ii) the resolution is confirmed at a subsequent Extraordinary General Meeting called together for that purpose, and held not earlier than thirty days after the date on which the resolution so to be confirmed was passed.
- (b) Subject to the Incorporated Societies Act and to any regulations made under it the provisions of Part 16 of the Companies Act 1993 shall apply to the liquidation of the Society, with such modifications as may be necessary as if the Society was a company that had been put into liquidation under section 241(2)(a) of the Act.
- (c) In the event of the voluntary winding up of the Society and after payment of all debts, liabilities and the cost of winding up, all surplus assets which are not subject to any trust or trusts shall be given to such recognised charitable animal welfare organisation or organisations as the Society in Extraordinary General Meeting shall direct, and in default of such direction shall be disposed of in accordance with Section 27 of the Incorporated Societies Act 1908.

MISSION STATEMENT.

46. As at the date of adoption of these Rules the Society's mission statement is:

"To encourage the humane treatment of all animals and to prevent cruelty which may be inflicted upon them.

To be achieved by :

Providing shelter for animals requiring care and attention with facilities that will cater for their needs and ensuring the promotion of successful and long term adoptions for those animals.

Promoting a humane understanding of all animals by influencing the public perception of animals through education and example.

Seeking the active and financial support of the public to assist in accomplishment of these undertakings, ensuring that such funds received are utilised and maximised to the overall benefit of the animals.

Providing leadership in the lobbying of effective legislation to prevent cruelty to animals professionally enforcing all existing laws and regulations established for their protection."

47. The Society's mission statement may be amended by a resolution of the Board from time to time.

Signed by the following members:

Name: AMY EWLES 

Title: HR ADVISOR

Address: 11 YATTENDON RD, ST HELENS, AUCKLAND

Name: Andrew Hodges

Title: CEO

Address: 2A Rawene Ave, Rongitake, Auckland 1023

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