

**ANNEXURE A**  
**RULES OF THE COMMUNITY CAT COALITION INC**



## THE INCORPORATED SOCIETIES ACT 1908

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### RULES OF THE COMMUNITY CAT COALITION INC. (Supported by the Society for the Prevention of Cruelty to Animals Auckland Inc.)

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#### 1. BACKGROUND

The membership of the Community Cat Coalition consists of a group of approved volunteers who care for the needs of various categories of Stray Cats residing in the Auckland region. The members of the Society are supported by SPCA Auckland, which will provide services and resources to undertake the humane management of Stray Cats.

#### 2. DEFINITIONS

2.1 *Definitions:* In these Rules, unless the context otherwise requires:

**Act** means the Incorporated Societies Act 1908, and any amendment to, or replacement of, this legislation.

**AGM** means an annual general meeting of the Society.

**Annual Financial Statements** means the annual financial statements of the society prepared in accordance with the Act.

**Approved Signatory** means no less than two signatories from the Society's authorised signatories, one of whom must be either the Treasurer or the Secretary.

**Extraordinary General Meeting** means all general meetings of the members of the Society other than an AGM.

**Financial Year** means 01 July to 30 June.

**Governing Committee** means the governing committee of the Society as set out in Rule 7.

**Governing Committee Member** means a member of the Governing Committee.



**Quorum** means no fewer than 15 members of the Society who are entitled to vote at an AGM and who are present, to avoid doubt, a member participating in a meeting by means of audio, audio and visual, or electronic communication is present at the meeting and part of the quorum

**Rules** means these Rules of Incorporation. 2 10635224 Rules of the Community Cat Coalition Incorporated

**SPCA Auckland** means The Society for the Prevention of Cruelty to Animals Auckland Incorporated.

**Society** means this society, the Community Cat Coalition Incorporated.

**Stray Cat** has the meaning given to it in the Animal Welfare (Companion Cats) Code of Welfare (2007), and includes those described as Community Cats.

2.2. *Interpretation:* In the Rules, unless the context otherwise requires:

- a) the headings appear as a matter of convenience and are not to affect the construction of the Rules;
- b) in the absence of an express indication to the contrary, references to clauses are to clauses of these Rules;
- c) a reference to any statute, statutory regulation or other statutory instrument include the statute, statutory regulation or instrument as from time to time amended or re-enacted or substituted;
- d) the singular includes the plural and vice versa and one gender includes the other genders;
- e) the words “written” and “writing” include facsimile and electronic communications and any other means of communication resulting in permanent visible reproduction;
- f) the word “person” includes any association of persons whether corporate or unincorporate, and any state or government or department or agency thereof, whether or not having separate legal personality;
- g) the words “day” and “days” mean calendar days; and
- h) words or expressions defined in the Act have the same meaning where they are used in the Rules.



### **3. NAME**

- 3.1. The Society shall be called THE COMMUNITY CAT COALITION INCORPORATED.
- 3.2. The Society shall apply to be a registered charity.
- 3.3. The Governing Committee may elect to change the name of the Society from time to time as it sees fit.
- 3.4. The Society's name, when published, shall be followed by the following or similar wording, "supported by the SPCA Auckland Incorporated".

### **4. REGISTERED OFFICE**

- 4.1. The first registered office of the Society shall be 50 Westney Road, Mangere, Auckland 2022.
- 4.2. The Governing Committee may elect to move the registered office of the Society from time to time. The Secretary will inform the Registrar of Incorporated Societies of this change within the time frame required by law.

### **5. OBJECTIVES OF THE SOCIETY**

- 5.1. The objectives of the Society are defined hereunder:
  - a) To attend to the management needs of Stray Cats in the Auckland region whether they be residing as groups in established colonies, or individually/collectively within the general community.
  - b) To undertake the activities of the Society based on the established principles of TNR (Trap/Neuter/Return) and T-TNR (Targeted Trap/Neuter/ Return). This means ensuring that Stray Cats in the care of the Society are de-sexed, health-checked, and identified before being returned to their place of trapping, and to ensure their ongoing daily care is attended to including shelter, feeding and health requirements.
  - c) To ensure members are fully trained, including their obligations under the Animal Welfare Act (1999), in the established and recommended trapping protocol and in the requirements of operating the TNR procedures as approved.
  - d) To work with the community and land owners in the areas where Stray Cats being cared for reside, and to establish and maintain communications with such parties.



- e) To provide access to cat colonies for the purpose of welfare audits. These welfare audits are to ensure such Cat Colonies are being managed responsibly.
- f) To participate in confidential research projects as required both for statistical and research material for the benefit of the Society, SPCA Auckland, or any other body that the Governing Committee considers appropriate.
- g) To maintain records of Stray Cats in care in a form approved by the Governing Committee, as amended by them from time to time.
- h) To foster and encourage the kind and humane treatment of cats (including Stray Cats) in the community, and to prevent and discourage cruelty to cats by education and involvement.
- i) To assist other organisations to supply research-based information to assist both local and central government to encourage supportive responsible cat management solutions.

## **6. POWERS**

- 6.1. 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.
- 6.2. For the avoidance of doubt, nothing in these Rules permits the society to pay any of its members any sum that would constitute a pecuniary gain.
- 6.3. Without limiting 6.1 above, and subject to these Rules, the Governing Committee 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 5 as it shall deem necessary or expedient and in particular shall be empowered to:
  - a) Purchase, take on lease, hire and otherwise hold any real and/or personal property and any rights or privileges which the Governing Committee may, at their sole discretion, deem necessary or convenient for the purposes of the Society and in particular land, buildings, easements, vehicles and equipment.
  - b) 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.



- c) Print and publish newspapers, magazines, periodicals, books, leaflets, or electronic communications and promote radio, television, film and internet-based programmes and documentaries.
- d) 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.
- e) Invest and deal with the monies of the Society not immediately required in such a manner as may from time to time be determined by the Governing Committee.
- f) Borrow, raise or secure the payment of money in such a manner as the Governing Committee may deem either necessary or beneficial to advance the purposes of the society.
- g) 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.
- h) Enter into guarantees and indemnities including, without limitation, indemnities in favour of Governing Committee Members 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).
- i) Generally undertake such actions that Governing Committee deems necessary or beneficial to advance the purposes of the Society or the welfare of cats in general.

## **7. THE GOVERNING COMMITTEE**

- 7.1. *Governing Committee:* The Society shall be governed by a Governing Committee.
- 7.2. *Powers and Duties:* The Governing Committee may exercise all powers of the Society as are not, by the Act or by the Rules, required to be exercised by the Society at a meeting, and without limiting the generality of this clause, may:
  - a) appoint a Chairperson, Secretary and Treasurer; and
  - b) appoint such other officers or representatives of the Society as it considers appropriate.



- 7.3. *Duties owed to the Society:* Each member of the Governing Committee shall owe the following duties to the Society:
- a) to act in good faith and in the best interests of the Society, and use their powers for proper purposes;
  - b) to comply with the Act and these Rules, except where these Rules contradict the Act;
  - c) to exercise the degree of care and diligence that a reasonable person with the same responsibilities within the Society would exercise in the circumstances applying at the time;
  - d) to not allow the activities of the Society to be carried on recklessly or in a manner that is likely to create a substantial risk of serious loss to the Society's creditors; and
  - e) to not allow the Society to incur obligations that the Governing Committee member does not reasonably believe will be fulfilled.
- 7.4. *Size of the Governing Committee:* The Governing Committee shall be no fewer than six and no more than ten persons, who are not precluded, by any relevant legislation, from being a Governing Committee member.
- 7.5. *SPCA Auckland to have two Governing Committee Members:* No fewer than two members of the Governing Committee shall, at all times, be members of the SPCA Auckland's executive committee, who will be appointed and removed by SPCA Auckland from time to time (**SPCA Executive Members**).
- 7.6. *Appointment of all other members of the Governing Committee:* The remaining members of the Governing Committee shall be appointed by the following method:
- a) At each AGM, expressions of interest will be called for from members of the Society present who wish to be considered for a position on the Governing Committee. They will also be given the opportunity to submit an application in writing, in a form prescribed by the Governing Committee, and amended from time to time, in support of their application.
  - b) At the first meeting of the Governing Committee following the AGM, the Governing Committee will, by majority vote, confirm the membership of the Governing Committee, which will include consideration of those expressions of interest that have been received. For the avoidance of doubt, the Governing Committee,



may in their sole opinion, appoint any one it chooses, by a majority vote, to the Governing Committee, regardless of whether they are a member of the Society or if they submitted an application form. The selection of the Chairperson will also be made at that meeting in the same manner.

- 7.7. *Announcement of the Governing Committee:* The Secretary of the Society shall advise the members in writing of the persons who will comprise the Governing Committee for the ensuring year.
- 7.8. *Term of Office:* Except for SPCA Executive Members, Governing Committee members shall be appointed for terms of 24 months, subject to clause 7.9, and shall be eligible for reappointment at the end of such term in accordance with clause 7.6.
- 7.9. *Removal of Governing Committee members:* Except for the SPCA Executive Members, any member of the Governing Committee may be removed either by a majority resolution of the Executive Committee or by a majority resolution of the members of the Society, passed at either an AGM or an Extraordinary Meeting.
- 7.10. *Vacation of Office:* where a Governing Committee Member resigns from office before the end of their term, or are removed from office in accordance with clause 7.9, the Governing Committee Members, may, by majority resolution appoint another person to hold the vacated position until the next AGM.
- 7.11. *Payments made by the Society:* The Governing Committee may authorise any payments of the Society. Any payment made by the Society must be accompanied by no less than two signatures from the Society's Authorised Signatories, one of whom must be either the Treasurer or the Secretary.

## **8. OFFICERS OF THE SOCIETY**

- 8.1. *Appointment of the Chairperson:* The Chairperson will be appointed annually, by the Governing Committee, at the first Governing Committee Meeting following an AGM.
- 8.2. *Powers and Duties of the Chairperson:* The Chairperson shall:
- a) preside over AGMs and Extraordinary Meetings and meetings of the Governing Committee;
  - b) provide an annual report on the operations of the Society to present to the members at the AGM outlining the Society's activities since the previous AGM; and





- c) ensure the affairs of the Society are properly conducted.
- 8.3. *Casting Vote:* The Chairperson will have a casting vote on any issue on any matter put to the Governing Committee for resolution.
- 8.4. *Alternative Chairperson:* In the event that the Chairperson is absent from a Committee Meeting or AGM, the Governing Committee will appoint an Alternative Chairperson, who has the same powers and duties as the Chairperson.
- 8.5. *Secretary:* The Secretary will be appointed annually, by the Governing Committee, at the first Governing Committee Meeting following the AGM of the Society.
- 8.6. *Duties of the Secretary:* The Secretary shall:
  - a) prepare and circulate and maintain a record of the agenda and minutes of all Governing Committee Meetings and AGMs to those entitled to receive them;
  - b) maintain a register of members in a form set out by the Governing Committee and amended by the Governing Committee from time to time;
  - c) receive and reply to correspondence on behalf of the Society as appropriate; and
  - d) file or cause to be filed all required documents with the Registrar of Incorporated Societies.
  - e) have custody of the Common Seal of the Society which shall be affixed to documents pursuant to a resolution of the Governing Committee in that behalf; and
  - f) maintain a register of seals.
- 8.7. *Treasurer:* The Treasurer will be appointed annually, by the Governing Committee, at the first Governing Committee Meeting following the AGM.
- 8.8. *Duties of the Treasurer:* The Treasurer shall:
  - a) be responsible for keeping proper accounting records;
  - b) prepare, or cause to be prepared, the Annual Financial Statements and present them to the society at each AGM for approval;
  - c) cause the Annual Financial Statements to be filed with appropriate authorities;



d) provide financial information (Including the Annual Financial Statements) to the Governing Committee and as appropriate the members of the Society upon request;

e) be responsible for the receipt and deposit of funds; and

f) be responsible for, the paying of Society bills in accordance with Rule 7.7.

8.9. *Vacancies:* Should any office of Secretary or Treasurer become vacant, the position will be filled by the Governing Committee at the next Governing Committee Meeting.

## **9. MEETINGS OF THE GOVERNING COMMITTEE**

9.1. *Number of Meetings:* There shall be no fewer than three meetings of the Governing Committee annually, which shall be called by the Secretary with no less than 14 days notice. The Secretary shall also distribute, 14 days prior to the Governing Committee Meeting, an agenda.

9.2. *Quorum:* A quorum of the Governing Committee shall be 5 members.

9.3. *Voting at Governing Committee Meetings:* Resolutions at Governing Committee Meetings will be passed by a simple majority.

9.4. *Resolutions:* A resolution in writing signed by all members of the Governing Committee for the time being entitled to receive notice of a meeting of the Governing Committee shall be valid and effectual as if it had been passed at a meeting of the Governing Committee properly convened and held. Any such resolution may consist of:

a) several documents in similar form each signed by one or more members of the Governing Committee; or

b) several emails in similar form each sent or transmitted by a separate Governing Committee Member.

## **10. SUBCOMMITTEES**

10.1. *Appointment:* The Governing Committee may appoint subcommittees consisting of such persons (whether or not members) and for such purposes as it thinks fit.

10.2. *Meeting Procedures:* Unless otherwise resolved by the Governing Committee:



- a) the quorum of every subcommittee is half the members of the subcommittee with fractions to be rounded up;
  - b) the subcommittee shall have power to co-opt additional members to the extent the subcommittee resolves that it is necessary to fulfil the applicable purpose of the subcommittee's formation; and
  - c) no subcommittee shall have the authority to commit the Society to any obligation or financial expenditure without express written authority from the Governing Committee; and
  - d) no subcommittee may delegate any of its powers or responsibilities.
- 10.3. *Resolutions:* Any subcommittee may act by resolution approved by not less than 50 per cent of the members of the subcommittee through a written ballot conducted by email, facsimile or email.

## 11. CONFLICTS OF INTEREST

- 11.1. *Disclosure of interest:* Any officer or Governing Committee member who has a Financial Interest (**Interested Party**) in a matter being considered by or affecting the Society must, as soon as practically possible after they become aware of his or her Financial Interest in the matter, disclose the nature and extent of his or her Financial Interest to the Governing Committee.
- 11.2. *Conflicted Parties may not vote:* Where an Interested Party has disclosed a Financial Interest in a matter:
- a) he or she must not vote in any decision on that matter, however the Interested Party can be present at the time of the decision and can contribute to the discussion leading to the decision; but 10635224 Rules of the Community Cat Coalition Incorporated
  - b) the Governing Committee may, where it considers it appropriate, exclude the Interested Party from any further discussion or involvement with that matter.
- 11.3. *Quorum not affected:* An Interested Party who is prevented from voting on a matter because he or she has a Financial Interest in that matter may continue to be counted as part of the quorum.
- 11.4. *Extraordinary General Meetings where Quorum is compromised:* Where 50 per cent or more of the Governing Committee members who would form a quorum are prevented from voting on the matter because they have disclosed a Financial Interest, then the remaining



Governing Committee members must call an Extraordinary General Meeting to determine the matter.

- 11.5. *Definition of Financial Interest:* A Governing Committee member or an officer has a Financial Interest in a matter if he or she:
- a) may derive a financial benefit from the matter;
  - b) is the spouse, partner, child, or parent of a person who may derive a financial benefit from the matter;
  - c) may have a financial interest in an entity to which the matter relates; or
  - d) is a partner, director, officer, board member, or trustee of an entity who may have a financial interest in an entity to which the matter relates.

The following interests are excluded from the definition of Financial Interest:

- a) remote or insignificant interests of a nature that could not reasonably be regarded as likely to influence the officer or Governing Committee member when carrying out their responsibilities; and
  - b) an interest that the officer or Governing Committee member has in common with other members as a result of membership.
- 11.6. *Governing Committee to maintain a register:* The Secretary will maintain a register of disclosures made by Governing Committee members and officers of Financial Interests in matters that are being considered by or affect the Society. The Governing Committee must present a summary at each AGM of the nature and extent of any disclosures recorded during the year (such summary does not need to disclose the identity of the Interested Party nor the details of the interest disclosed). The register of disclosures will not be open to inspection by members or any other person.
- 11.7. *Breaches of the conflict of interest rule:* in addition to any penalty imposed by the Act or the common law, any member of the Governing Committee that breaches rule 11.1 shall be disqualified from holding office for the remainder of his or her term.

## **12. MEMBERSHIP OF THE SOCIETY**

- 12.1. Membership of the Society shall be open to any individuals, groups or organisations, whether incorporated or not, involved in the direct care of Stray Cats in the Auckland Region as detailed under clause 5.



- 12.2. All applications for membership must be signed by the applicant and tendered to the Secretary, in writing and on the Society's current membership application form, which can be amended by the Governing Committee from time to time, together with any required membership fee.
- 12.3. The Governing Committee of the Society shall, in their sole discretion, determine the acceptability of all applications which shall be based on the completion of all information required on the membership application form and their agreement to comply with any additional conditions imposed by the Society from time to time. Applicants will be advised in writing of the outcome of their application.
- 12.4. Decisions of the Governing Committee in relation to membership are final and cannot be challenged or appealed. Applicants are, however, permitted to re-apply from time to time.
- 12.5. Successful applicants shall be delivered a numbered identification card (**ID Card**). The purpose of the ID Card is to identify members as a current members of the Society, including when receiving the benefits provided by the Society.

### **13. BENEFITS OF MEMBERSHIP**

- 13.1. Members will have access to the following benefits to be provided in each case at the sole discretion of the Governing Committee:
  - a) veterinary support, most specifically for the de-sexing of Stray Cats;
  - b) the supply of cat food to be used in caring for Stray Cats; and
  - c) other support that may be requested including financial reimbursements by the member from time to time and approved by the Governing Committee.
- 13.2. Members will also be trained in trapping, TNR and T-TNR techniques.
- 13.3. Members will be entitled to apply, in writing, to:
  - a) the Secretary to:
    - i. receive a copy of the minutes of the previous AGM; and
    - ii. inspect the register of members;
  - b) the Treasurer to inspect the financial statements; and
  - c) the Governing Committee to inspect the records relating to the Cat Colonies they are responsible for.



- 13.4. The Governing Committee may, at their sole discretion, request the member to pay a fee to cover the cost of providing the member with the information.

#### **14. OBLIGATIONS OF MEMBERSHIP**

- 14.1. All members shall promote the objectives and abide by the rules of the Society and shall do nothing that will bring the Society, or SPCA Auckland, into disrepute.
- 14.2. All members undertaking the task of TNR or T-TNR in cat colonies or community situations shall not return cats to any location unless total provision has been made for their ongoing care and well-being.
- 14.3. All members shall disclose the location of cat colonies and community activities, such information being held in strict confidence by the Secretary, and shall agree to inspections by SPCA Auckland including welfare audits from time to time.
- 14.4. Members are required to periodically undergo individual welfare audits of the colonies that they manage.
- 14.5. Members are required to provide to the Society research material and any other items, deemed either necessary or desirable in the sole opinion of the Governing Committee, to assist with either cat management, or to advance the objectives set out in Rule 5.
- 14.6. Members shall be identified by the Community Cat Coalition livery as approved and provided by the Governing Committee. Except as otherwise permitted in Rule 3.4, the use of the SPCA Auckland brand in any form is prohibited.

#### **15. RENEWAL OF MEMBERSHIP**

- 15.1. Membership of the Society shall fall due on 01 July annually and is renewable on such date.
- 15.2. Should membership fees exist, at the sole discretion of the Governing Committee, and as approved at an AGM, these shall be paid at the time of renewal on 01 July annually.

#### **16. TERMINATION OF MEMBERSHIP**

- 16.1. *Resignation:* Members shall advise the Society by notice in writing if they wish to resign from their membership, with such resignation to be effective at the date such notice is received by the Secretary.



- 16.2. *Termination of membership by the Governing Committee:* After due inquiry, by the Governing Committee, and having given the member the right to be heard (either in person or in writing, at the Governing Committee's sole discretion), the Governing Committee may, by written notice, stating the reasons for arriving at their decision, invite any member, within a specified time to resign for failure to comply with these Rules or any of the other duties as a member. If the member does not so resign, then such member's membership may be terminated by a majority resolution of the Governing Committee approving the termination. Unless otherwise specified in such resolution, termination is effective as of the date of the resolution.
- 16.3. *Effect of resignation:* Any member who has resigned or has been removed pursuant to the Rules shall return to the Society any property, documents, papers, pamphlets or other material which may have been acquired by that member as a privilege of membership of the Society including, but not limited to:
- a) any vouchers for food or veterinary services;
  - b) all records relating to the locations of all of the member's cat colonies;
  - c) all research material that the member was required to provide; and
  - d) the member's numbered ID Card.

## **17. COMPLAINT PROCESS**

- 17.1. Any animal welfare complaints about a member will be subject to the SPCA Auckland standard procedure and the committee will be informed of any welfare complaints laid against a Coalition member by the Chief Inspector at Committee meetings. Any complaints against a Coalition member's behaviour or activities must be made in writing (letter or email) which will be passed to the Society's Chief Inspector. The Chief inspector will investigate the complaint using normal procedures and will present findings to the committee. Any complaints against a Coalition member's behaviour or activities by a member of the public must be made in writing (letter or email) which will be passed to the Secretary. Dependent on the urgency of the matter the committee will discuss either at the next meeting or under urgency by email or teleconference to reach a conclusion.
- 17.2. *Suspension.* The Coalition member will be suspended while the complaint process is undertaken. Following reporting and discussion once the decision of the committee has been reached, the Coalition



member will be advised and will have one month to lodge an appeal to the committee. If no appeal is forthcoming the decision of the committee is final.

## **18. ANNUAL GENERAL MEETINGS**

- 18.1. *Time of AGM:* The AGM shall be held within 8 months of the end of the Society's Financial Year, but no later than 15 months after the previous meeting.
- 18.2. *Notice of AGM:* the Secretary will publish, or cause to be published, by post to a member's address in the Society's Members Register, or by email to a member's email address in the Society's Members Register, a notice that will be distributed to all members of the Society informing them of the date, time and business to be covered.
- 18.3. *Attendance at AGMs:* All members shall be entitled to attend the AGM of the Society.
- 18.4. *Voting at AGMs:* Except where otherwise provided in the Rules, the majority of all votes cast shall decide all resolutions. In the case of an equality of votes, the Chairperson shall have the casting as well as a deliberative vote. Every member entitled to vote and attending at a meeting shall have one vote. Every motion submitted to any general meeting shall be decided in the first instance on the voices, or by direction of the Chairperson, or on the request of any two members entitled to vote, by a poll. At any general meeting a declaration by the Chairperson that the resolution has been carried 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.
- 18.5. *Quorum:* No Business shall be conducted at any general meeting unless a Quorum is present. If within half an hour of the time appointed for any general meeting a quorum is not present the meeting shall be 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.
- 18.6. *Business at an AGM:* The business of the AGM shall include:
  - a) the consideration of the report of the Chairperson and Governing Committee;





- b) the consideration and approval of the Annual Financial Statements, presented by the Treasurer;
- c) the presentation by the Governing Committee of the Interests Register;
- d) to decide on any resolution which may be duly submitted to the meeting which is either put forward by the Governing Committee or of which notice in writing has been lodged with the Secretary not less than 21 days before the date of the meeting;
- e) the call for expressions of interest from the Members to become a Governing Committee member for the next term;
- f) the setting of or alteration of any subscription fee required for membership;
- g) the setting or alteration of any remuneration payable to the Treasurer or Secretary; and
- h) the approval of any rule changes proposed in accordance with Rule 18.

## **19. ALTERATION OF RULES**

- 19.1. Subject to Rule 18.2 the Rules of the Society may only be altered, added to or amended by a resolution passed by a 75% or greater majority of members present and entitled to vote at and voting at an AGM or Extraordinary Meeting of the Society and of which at least 14 days notice has been given specifying the proposed alteration, addition or amendment. If any such resolution is passed, then the Secretary shall file, or cause to be filed, the amendment with the Registrar of Incorporated Societies in accordance with the Act.
- 19.2. 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.

## **20. CALLING EXTRAORDINARY GENERAL MEETINGS**

- 20.1. The Governing Committee may, whenever it thinks necessary or desirable, call additional meetings of members by providing notice in writing two weeks prior, together with an agenda for any such meeting. No business other than that stated in such requisition shall be transacted or considered at any Extraordinary General Meeting.



## **21. DISPUTE RESOLUTION**

- 21.1. Any doubt or difficulty arising as to the interpretation of the Rules shall be determined by the Governing Committee whose decision shall be final, but subject to review by any Court of competent jurisdiction, or by an independent arbitrator nominated by the Chairperson for the time being of the Auckland District Law Society.
- 21.2. Any member that is concerned with the conduct of another member, or that they are being deprived of any rights or entitlements under these Rules, may provide a notice of these concerns, in writing, to the Governing Committee. The Governing Committee will, after making due inquiring and giving all relevant members the right to be heard (either in person or in writing, at the Governing Committee's sole discretion) address the concerns in any way they see fit.

## **22. INSPECTION OF RULES**

- 22.1. 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.

## **23. CHARITIES LEGISLATION**

- 23.1. 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.
- 23.2. No private pecuniary profit shall be made by any person involved in the Society except that:
  - a) any Governing Committee member 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) 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.



- 23.3. 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 22.2.

#### **24. WINDING UP**

- 24.1. If at an AGM or Extraordinary General Meeting of the Society the decision is taken by resolution passed by 75% or greater majority of those present and entitled to vote to wind up the Society, that decision shall be effective from the date of that resolution.
- 24.2. The Treasurer will ensure the payment of Society debts in the event of winding up with any surplus funds and/or property being disbursed to a charitable animal welfare organisation as approved by majority vote at an AGM or Extraordinary Special Meeting.