

# Constitution

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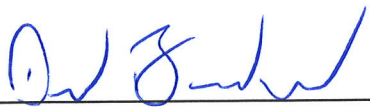
The Royal New Zealand Society for the Prevention of Cruelty to Animals Incorporated  
(SPCA)

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Incorporated Society No. 218546

Charities No. CC22705

Adopted at the Annual General Meeting  
on 2 December 2025

  
Name: \_\_\_\_\_  
Member David Broderick.

  
Name: \_\_\_\_\_  
Member JUNE SELLAR

# Constitution

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# Constitution

## Part I – Name, Purposes and Powers

### 1. **Name**

The name of the incorporated society is The Royal New Zealand Society for the Prevention of Cruelty to Animals Incorporated (referred to in this Constitution as “RNZSPCA” or “SPCA”), or any other name as decided by the Board.

### 2. **Status**

SPCA is an incorporated society under the Incorporated Societies Act 2022 (No.218546) and a registered charity under the Charities Act 2005 (CC22705).

### 3. **Registered Office/SPCA Offices**

#### 3.1 **Registered Office**

The registered office of SPCA shall be at such place in New Zealand as decided by the Board from time to time.

#### 3.2 **SPCA Offices**

SPCA may have offices at any one or more locations as decided by the Board from time to time.

### 4. **Purposes**

The purposes of SPCA are to advance Animal welfare and prevent Animal cruelty, and in particular to:

- (a) be the lead organisation for Animal welfare in New Zealand;
- (b) create a better life for Animals and positive Animal outcomes;
- (c) prevent cruelty to, and neglect of, Animals;
- (d) educate and engage with New Zealanders about their Animal welfare responsibilities including developing and delivering programmes and activities;
- (e) establish and maintain facilities and provide services throughout New Zealand, to improve the welfare of Animals using standards, policies and practices based on best practice and scientific knowledge;
- (f) promote, advocate for and influence Animal welfare legislation and standards; and
- (g) act as an Approved Organisation under the Animal Welfare Act 1999, including seeking justice for Animals by taking action against those who fail to comply with their legal obligations relating to the physical, health, and behavioural needs of Animals.

### 5. **Powers**

Subject to this Constitution, the powers of SPCA are to:

- (a) make, alter, rescind or enforce this Constitution, and any Regulations, rules, policies or procedures for the governance, management and operation of SPCA;

- (b) establish a Board, commissions, committees, forums, and other groups, including consultative groups, and to delegate its powers and functions to such groups;
- (c) enter into, manage, and terminate contracts, agreements or other arrangements as it considers fit;
- (d) be an Approved Organisation under the Animal Welfare Act 1999 with such powers and authority as specified under that Act;
- (e) employ, engage, manage and terminate employees, contractors, volunteers, agents and others to undertake work for it or on its behalf;
- (f) purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, or otherwise deal with any real or personal property and other rights, privileges and licences;
- (g) invest, lend, advance or otherwise deal with monies and secure the payment of such monies with or without charges, or guarantees;
- (h) borrow, loan or raise monies and provide undertakings and securities, by way of mortgage, charge or other security, over all or part of any of its property and enter into guarantees;
- (i) sell, gift, lease, mortgage, charge, call in, convert or otherwise dispose of any real or personal property of SPCA and grant such rights and privileges over such property as it considers appropriate;
- (j) raise and receive real or personal property (including monies) through bequests, legacies, endowments, gifts, donations, subscriptions, fees, grants, subsidies, levies, fundraising, government funding, other financial contributions or otherwise;
- (k) carry out or fulfil any specified trust to which any donation, bequest, legacy, endowment or other contribution is attached provided that such specified trust is not inconsistent with the Purposes;
- (l) produce, develop, create, own, licence and otherwise exploit, use and protect intellectual property;
- (m) publish, advertise, disseminate and otherwise communicate information in any media or medium as it sees fit to fulfil the Purposes;
- (n) establish, maintain and have an interest in other organisations whose activities or objects are similar (in whole or part) to those of SPCA, or for any purpose designed to benefit SPCA;
- (o) purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, trusts, incorporated societies or organisations whose activities or objects are similar (in whole or in part) to those of SPCA, or with which SPCA is authorised to merge or amalgamate, or for any purpose designed to benefit SPCA;
- (p) establish, acquire, carry on or participate in any business or enterprise which fulfils the Purposes of SPCA (in whole or part);
- (q) be a member of, affiliate or be associated in any other way with, any organisation whose activities or objects are similar (in whole or in part) to the Purposes of SPCA;
- (r) sell, transfer, distribute, or otherwise dispose of the property, assets and liabilities of SPCA to one or more charitable body or bodies (including any society, trust or other entity) whose charitable objects are similar (in whole or in part) to the Purposes of SPCA, or for any purpose designed to benefit SPCA; and

- (s) do any other acts or things which further the Purposes of SPCA, provided that the above powers shall not limit the rights and powers of SPCA as an incorporated society under the Incorporated Societies Act 2022.

## Part II – Membership

### 6. Categories of Members

- (a) The Members of SPCA shall be:
  - (i) Full Members: as described in Rule 7 (Full Members); and
  - (ii) Honorary Life Members: as described in Rule 8 (Honorary Life Members).
- (b) For the avoidance of doubt, a person shall only be entitled to be a Member of SPCA in one membership category at any one time.
- (c) The Board, or a sub-committee of it, shall consider each application for membership and accept or decline it in its absolute discretion.

### 7. Full Members

#### 7.1 Criteria

Any individual (who is 18 years of age or older) who meets the criteria to be a Full Member, as decided by the Board from time to time, may apply to become a Full Member of SPCA. This may include any person who works for SPCA, whether as an employee, volunteer or otherwise.

#### 7.2 Process for Membership

An individual who wishes to become a Full Member must apply for membership of SPCA to the Board, in the manner prescribed by the Board, and consent to being a member. The Board shall decide, in its discretion, whether to accept or decline to grant any applicant a membership of SPCA as a Full Member. For SPCA employees only, the application can be approved by the CEO.

#### 7.3 Full Member Obligations

In addition to the rights and obligations as a Member under Rule 9 (Member Rights & Obligations), each Full Member shall:

- (a) promote and support the Purposes of SPCA, this Constitution and the Regulations;
- (b) provide membership information to SPCA as requested by it;
- (c) pay the Membership Fee or other fees in accordance with Rule 10 (Membership & Other Fees); and
- (d) act in good faith and with loyalty to SPCA to ensure the maintenance and enhancement of SPCA and its reputation.

#### 7.4 Full Member Entitlements

A Full Member is entitled (as applicable) to:

- (a) subject to Rule 12.2 (Default in Payments), attend, speak and vote at General Meetings of SPCA in accordance with Rule 21 (Voting at General Meetings), and vote on Urgent Resolutions under Rule 22 (Urgent Resolutions of Members), provided that the Member has been a Full Member for at least three (3) months immediately prior to the General Meeting or the Urgent Resolution, as applicable;

- (b) be a member of regional or local groups as decided by the Board;
- (c) receive any discounts and benefits applicable to Full Members;
- (d) receive SPCA news and communications relevant to Full Members; and
- (e) receive invitations relevant to Full Members to regional and local forums and events,

provided that nothing shall obligate SPCA or the Board to provide any, or any minimum level, of the entitlements in (b) and (e).

#### **7.5 Duration of Membership**

Subject to Rule 12 (Resignation, Suspension & Termination of Membership), the duration of membership for Full Members is the period of the Financial Year (or any part of the Financial Year during which the person becomes a Full Member).

#### **7.6 Renewal of Membership**

Each Full Member of SPCA must annually renew his or her membership with SPCA, including paying any applicable Membership Fee, in the manner prescribed by the Board, in order to remain a Member. The Board must decline to grant any applicant renewal of their membership of SPCA as a Full Member if they cease to meet the eligibility criteria in Rule 7.1.

### **8. Honorary Life Members**

#### **8.1 Criteria**

Honorary Life Membership of SPCA may be granted to any person who has rendered exceptional service, or who has made a significant contribution, to the SPCA Movement or SPCA.

#### **8.2 Process for Appointment**

A person shall become an Honorary Life Member of SPCA if:

- (a) the person is nominated by at least five (5) Full Members; and
- (b) the Board approves the Honorary Life Membership in accordance with any procedures set out in Regulations.

#### **8.3 Honorary Life Member Rights and Obligations**

Except to the extent specified in this Constitution (including in this Rule) and the Regulations, every Honorary Life Member has the same rights and obligations as a Full Member including the right to vote at General Meetings. Honorary Life Members shall not be required to pay a Membership Fee.

#### **8.4 Duration of Honorary Life Membership**

Subject to Rule 12 (Resignation, Suspension & Termination of Membership), and the liquidation or removal of SPCA under Rule 31 (Liquidation or Removal), Honorary Life Members shall be Members of SPCA for their lifetime, commencing on the date their Honorary Life Membership is granted.

### **9. Member Rights & Obligations**

Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and SPCA and they are bound by this Constitution and the Regulations;

- (b) they shall comply with and observe this Constitution and the Regulations and any standards, resolutions, decisions or policies, including (but not limited to) any codes or rules, which may be made or passed by the Board;
- (c) they are subject to the jurisdiction of SPCA;
- (d) this Constitution and Regulations are necessary and reasonable for promoting the Purposes of SPCA; and
- (e) they are entitled to all rights, entitlements, and privileges of membership conferred by this Constitution and the Regulations.

## **10. Membership & Other Fees**

### **10.1 Membership Fees**

Full Members shall pay a Membership Fee annually. The amount of the Membership Fee (which may include different amounts for different categories of Full Members) shall be decided at each Annual General Meeting, on the recommendation of the Board, including the due date for payment and the method(s) for payment of such fee.

### **10.2 Other Fees**

The Board may impose any other reasonable fees, levies or payments to be paid by Full Members in addition to those specified in Rule 10.1 (Membership Fees).

## **11. Register of Members**

### **11.1 Register**

The CEO shall keep and maintain a Register in which shall be entered the full name, physical address and/or email address, telephone number, type of membership, the date of commencement of membership and the date of cessation of membership, for each Member, and any other details about each Member as reasonably required by the Board or required by law.

### **11.2 Changes**

- (a) All Members shall provide written notice of any change to their details in Rule 11.1 (Register) to SPCA as soon as reasonably practicable after such change occurring.
- (b) If the SPCA is unable to make contact with a Member for a period of 12 months or longer, using the last known contact details held in the Register, the Member will be deemed to have failed to comply with this Constitution for the purposes of clause 12.3. Any notice to be given by the Board to the Member pursuant to clause 12.3 shall be deemed to have been given if sent to the last known email or postal address held in the Register.

### **11.3 Privacy Act**

SPCA shall, in collecting personal information from individuals for the Register, seek the consent of the individual concerned and at all times comply with the Privacy Act 2020.

### **11.4 Inspection**

Any Member's entry on the Register shall be available for inspection by that Member, the SPCA staff and Board Members in accordance with the Privacy Act 2020, upon request made to the CEO.



## **12. Resignation, Suspension & Termination of Membership**

### **12.1 Resignation of Membership**

Any Member that is not in default of any payments as specified in Rule 12.2 (Default in Payments), may resign his or her membership of SPCA by giving not less than thirty (30) Days' written notice to SPCA.

### **12.2 Default in Payments**

A Full Member shall not be entitled to any of his or her entitlements as described in Rule 7.4 (Full Member Entitlements) if he or she is in default of their Membership Fee. In particular the Member shall have no right to attend, speak or vote at a General Meeting. A Member shall also have his or her membership of SPCA terminated if any payments to SPCA are due and outstanding. Before such termination can occur SPCA must give the Member written notice specifying the payment(s) due and demanding payment by a due date, being not less than seven (7) Days from the date of the demand. If payment is not received by the due date, the membership shall be automatically terminated.

### **12.3 Other Grounds**

In addition to Rule 12.2 (Default in Payments), and subject to Rule 12.4 (Procedure), a Member may be suspended from membership, terminated from membership or liable to such other penalty as reasonably decided by the Board (or a sub-committee of the Board appointed for that purpose), if the Board (or the appointed sub-committee), after reasonable enquiry, considers that the Member:

- (a) did not, or is unable to, comply with the Incorporated Societies Act 2022, this Constitution, the Regulations or any standard, resolution, decision or policy, code or rule decided by the General Meeting or the Board;
- (b) engaged in Misconduct or acted in a manner unbecoming of a Member or prejudicial to the Purposes and interests of SPCA; or
- (c) brought, or is likely to bring, SPCA into disrepute.

### **12.4 Procedure**

Before any decision under Rule 12.3 (Other Grounds) is made, the Member concerned:

- (a) shall be given no less than seven (7) Days' written notice by the Board (or the appointed sub-committee of the Board), of the proposal to suspend their membership; or
- (b) shall be given fourteen (14) Days' written notice by the Board (or the appointed sub-committee of the Board) of the proposal to terminate their membership, or to impose any other sanction or penalty; and
- (c) shall, in either (a) or (b) above, have the right to be present, make submissions and be heard at the Board (or the appointed sub-committee of the Board) meeting in which the proposal is to be considered.

### **12.5 Board's decision**

The decision of the Board (or the appointed sub-committee of the Board) under Rule 12.3 (Other Grounds) shall be final and there shall be no right of appeal.

### **12.6 Consequences of Termination of Membership**

Where any Member ceases to be a Member of SPCA, that person shall forfeit all rights in, and claims upon, SPCA and its property, and shall not use any SPCA property. That Member shall also not be entitled to any other rights, entitlements or privileges to which he or she would otherwise have been

entitled. These consequences, and those set out in this Constitution and the Regulations, shall survive the termination of such membership.

### **13. Termination or Non-Renewal of Membership for Restructure**

#### **13.1 Restructure**

In the case of a Restructure of SPCA, the Board may, either in contemplation of such Restructure or to give effect to such Restructure:

- (a) terminate any Honorary Life Membership; and/or
- (b) not renew any Full Membership,

if it considers (acting reasonably) that:

- (c) the continuation of such membership is no longer aligned with the governance or operational structure of SPCA contemplated by the Restructure; or
- (d) the Member is not actively engaged with SPCA or any other entity in connection with the Restructure.

#### **13.2 Procedure**

Before any decision under Rule 13.1 (Restructure) is made, the Member concerned shall be given fourteen (14) Days' written notice by the Board of the proposal to terminate or not renew their membership (as applicable).

#### **13.3 Board's decision**

The decision of the Board under Rule 13.1 (Restructure) shall be final and there shall be no right of appeal.

#### **13.4 Consequences of Termination or Non-Renewal of Membership**

Where any Member ceases to be a Member of SPCA in accordance with this clause 13, that person shall forfeit all rights in, and claims upon, SPCA and its property, and shall not use any SPCA property. That Member shall also not be entitled to any other rights, entitlements or privileges to which he or she would otherwise have been entitled. These consequences, and those set out in this Constitution and the Regulations, shall survive the termination of such membership.

## **Part III – Governance**

### **14. Patron**

The Board may appoint a person to be the Patron of SPCA. The Patron shall be invited to attend and speak at all General Meetings but shall have no right to vote.

### **15. Board Role, Composition & Membership**

#### **15.1 Role of the Board**

The Board is responsible for governing SPCA and, subject to this Constitution, may exercise all the powers of SPCA and do all things that are not expressly required to be undertaken at a General Meeting.

## 15.2 Membership of the Board

Except where Rule 15.8 (Casual Vacancy Meaning) applies, the Board shall comprise of a minimum of five (5) and a maximum of nine (9) people.

## 15.3 Chairperson of the Board

- (a) Subject to this Rule, the Board shall appoint the Chairperson of the Board from amongst the Board Members at the first Board meeting following each AGM.
- (b) The role of the Chairperson is to chair meetings of the Board and to publicly represent the Board and SPCA.
- (c) The Board may remove the Chairperson from office as Chairperson (but not as a Board Member) if:
  - (i) all Board Members including the Chairperson are given at least 48 hours' notice (by a Board Member) of the proposal to remove the Chairperson; and
  - (ii) two-thirds (2/3rds) majority of the Board Members present at a meeting of the Board decide to do so. Before any such decision the Chairperson who is proposed to be removed shall be given the opportunity to respond to the proposal for his or her removal.
- (d) If the Chairperson vacates office as the Chairperson for any reason (whether or not they remain on the Board), the Board shall, as soon as practicable, appoint a new Chairperson from amongst the Board Members.

## 15.4 Ineligibility

The following persons shall be Ineligible for appointment, or to remain in office, as a Board Member:

- (a) **Non-Member:** a person who is not a Member of SPCA;
- (b) **Employee or Volunteer:** a person who is a paid employee or a contractor or a Volunteer (as defined in Rule 34 – Definitions) of SPCA;
- (c) **Under 18 Years:** a person who is under the age of 18 years;
- (d) **Bankrupt:** a person who is a bankrupt who has not obtained a final order of discharge or whose order of discharge has been suspended for a term not yet expired, or is subject to a condition not yet fulfilled, or by any order under section 299 of the Insolvency Act 2006;
- (e) **Dishonesty Offences:** a person who has been convicted of a crime involving dishonesty (within the meaning of the Crimes Act 1961) and has been sentenced for that crime within the last seven (7) years;
- (f) **Conviction:** a person who has been convicted of any offence under the Animal Welfare Act 1999 or any other offence under any statute punishable by a term of imprisonment of two (2) or more years (whether or not a term of imprisonment is imposed);
- (g) **Disqualified Director:** a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, a company or any other incorporated or unincorporated body under any statute including financial markets legislation, the Companies Act 1993, or the Charities Act 2005;
- (h) **Property Order:** a person who is subject to a property order made that the person is lacking in competence to manage their own affairs under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under the Protection of Personal and Property Rights Act 1988;

- (i) **Incapacity:** a person who lacks wholly or partly the competence to manage his or her own affairs in relation to his or her property under the Protection of Personal and Property Rights Act 1988; or
- (j) **Other:** a person who is otherwise disqualified from acting as an 'officer' under the Incorporated Societies Act 2022.

#### 15.5 **Matters Not Provided For**

If any situation arises that, in the opinion of the Board, is not provided for in the Constitution, the Regulations, or the policies or procedures of SPCA, the matter will be decided by the Board.

#### 15.6 **Term of Office**

Except as specified in this Constitution, the term of office for all Board Members shall be a term not exceeding three (3) years (as specified in their terms of appointment). This Rule is subject to Rule 15.8 (Casual Vacancy Meaning), Rule 15.11 (Cessation of Office), and Rule 15.12 (Removal of Board Member).

#### 15.7 **Reappointment for Further Terms by Board**

The Board may reappoint any current Board Member for a further term or terms of three (3) years or less.

#### 15.8 **Casual Vacancy Meaning**

A casual vacancy arises if:

- (a) a Board Member resigns from office prior to the expiry of their term of office;
- (b) a Board Member dies;
- (c) a Board Member ceases to hold office under Rule 15.11 (Cessation of Office) or is removed under Rule 15.12 (Removal of Board Member); or
- (d) a Board Member is absent from more than two (2) successive meetings unless leave of absence is granted (where such leave is for no more than six (6) months), by the Chairperson or his or her nominee, or in the case of the Chairperson seeking leave, the Board as a whole.

#### 15.9 **Appointment of Board Member**

- (a) In the event of a vacancy arising on the expiry of a Board Member's term of appointment, the Board shall either:
  - (i) reappoint the Board Member for a further term in accordance with Rule 15.7 (Appointment for Further Terms by Board); or
  - (ii) appoint a new Board Member in accordance with the procedure in Rule 16 (Board Appointments Panel).
- (b) If there is a casual vacancy on the Board as defined in Rule 15.8 (Casual Vacancy) the Board shall fill the vacancy in accordance with the procedure set out in Rule 16 (Board Appointments Panel).

#### 15.10 **Suspension of Board Member**

If any Board Member is:

- (a) alleged to have been involved in, or is charged with, or is given notice by the relevant authority of a proposal to make an order or finding against that Board Member of, any of the circumstances described in Rules 15.4(d) to 15.4(j) (Ineligibility);
- (b) given notice under Rule 12.4 (Procedure) of a proposal by the Board (or an appointed sub-committee of the Board) to suspend, terminate or impose any other sanction or penalty on that person as a Member under Rule 12.3 (Other Grounds); or
- (c) alleged to have breached any of the duties as a Board Member under Rule 17.2 (Duties of Board Members),

the remaining Board Members may, after reasonable enquiry and giving the Board Member concerned the right to be heard, suspend the Board Member from the Board pending the determination of such allegation, notice or charge in accordance with this Constitution.

#### **15.11 Cessation of Office:**

- (a) If:
  - (i) any of the circumstances listed in Rules 15.4(d) to 15.4(j) (inclusive) (Ineligibility) occur, or are found to have occurred to an existing Board Member, that Board Member shall be deemed to have vacated his or her office upon the relevant authority making an order or finding against that Board Member of any of those circumstances; and
  - (ii) a Board Member ceases to be a Member of SPCA or becomes an employee, contractor or Volunteer (as defined in Rule 34 – Definitions) of SPCA, that Board Member shall be deemed to have vacated his or her office as a Board Member immediately upon their cessation as a Member or their agreement to become an employee, contractor or Volunteer of SPCA, as applicable.
- (b) This Rule does not limit the right to suspend a Board Member under Rule 15.10 (Suspension of Board Member) or the right to remove a Board Member under Rule 15.12 (Removal of Board Member).

#### **15.12 Removal of Board Member**

In addition to Rules 15.10 (Suspension of Board Member) and 15.11 (Cessation of Office), and subject to Rule 15.13 (Procedure) a Board Member may be removed from the Board before the expiration of their term of office by a sub-committee appointed by the Board (whose members shall be independent of the Board), if that Board Member:

- (a) breaches any of the duties in Rule 17.2 (Duties of Board Members);
- (b) did not, or is unable to, comply with this Constitution, the Regulations or any standard, resolution, decision or policy, code or rule decided by the General Meeting or the Board;
- (c) engaged in Misconduct or acted in a manner unbecoming of a Member or prejudicial to the Purposes and interests of SPCA;
- (d) brought, or is likely to bring, SPCA into disrepute; or
- (e) is terminated as a Member or had a sanction or penalty imposed by the Board (or a sub-committee of the Board) under Rule 12.3 (Other Grounds).

#### **15.13 Procedure**

Before any decision under Rule 15.12 (Removal of Board Member) is made by the Board appointed sub-committee, the Board Member concerned:

- (a) shall be given no less than seven (7) Days' written notice by the Board appointed sub-committee of the proposal to remove them from the Board; and
- (b) shall have the right to be present, make submissions and be heard by the Board appointed sub-committee on the proposal to be considered.

#### **15.14 Board Appointed Sub-Committee's decision**

The decision of the Board appointed sub-committee to remove a Board Member, or otherwise, under Rule 15.12 (Removal of Board Member) shall be final and there shall be no right of appeal.

### **16. Board Appointments Panel**

#### **16.1 Role**

In the event of a casual vacancy or a vacancy arising on the expiry of a Board Member's term of office (in circumstances where that Board Member is not reappointed pursuant to Rule 15.7 (Reappointment for Further Terms by Board)), the Board shall convene a Board Appointments Panel whose role it is to solicit applications, and recommend candidates to fill such Board vacancies.

#### **16.2 Composition**

The Board Appointments Panel shall be appointed by the Board. Subject to Rule 16.5 (Board Unable to Appoint), it shall comprise of the following four (4) people:

- (a) two (2) current Board Members, appointed by the Board as required for each vacancy in a Board Member's position; and
- (b) two (2) persons, appointed by the Board, who are independent of SPCA and the SPCA Movement, and have expertise in governance and appointment processes of directors in New Zealand.

#### **16.3 Eligibility**

No person will be eligible to be a member of the Board Appointments Panel, or to remain on the Board Appointments Panel, if any of the circumstances listed in Rules 15.4(b) to 15.4(j) (inclusive) (Ineligibility) apply, or occur to that person, and every reference to a Board Member in Rules 15.4(b) to 15.4(j) (inclusive) (Ineligibility) shall apply to a person seeking to be, or who is, a member of the Board Appointments Panel. In addition, no member of the Board Appointments Panel may seek appointment as a Board Member whilst a member of the Board Appointments Panel.

#### **16.4 Establishment**

The Board Appointments Panel shall be convened by SPCA for such period as required to carry out its functions in accordance with the Recruitment Scope.

#### **16.5 Board Unable to Appoint**

If the Board resigns en masse or does not have a quorum and is therefore unable to appoint the persons described in Rule 16.2 (Composition), the Board Appointments Panel shall comprise the two (2) persons in Rule 16.2(b) (Composition) and in these circumstances a quorum of two (2) shall be sufficient for the Board Appointments Panel to undertake its responsibilities, including making decisions.

#### **16.6 Chair**

The Chairperson of the Board Appointments Panel shall be one (1) of the two (2) persons specified in Rule 16.2(b), as decided by the Board.

#### **16.7 Term of Office**

Except as specified in this Constitution, the members of the Board Appointments Panel shall hold office for the period specified in the Recruitment Scope. There is no limit to the number of occasions a person can be appointed to the Board Appointments Panel.

#### **16.8 Recruitment Scope**

The Board shall provide the Board Appointment Panel with a scope document, which shall include the following, together with any other directions the Board considers appropriate:

- (a) The number of Board Member positions to be filled.
- (b) The proposed commencement date and appointment term of each position (which may vary and should take into account the upcoming expiry of terms of all existing Board Members to ensure a good rotation of Board Members and retention of organisational knowledge to the extent possible).
- (c) The desired skills, expertise, and experience candidates should have.
- (d) The date by which the Board Appointments Panel is expected to report its recommended candidates to the Board.
- (e) The term of the appointment of the members of the Board Appointments Panel after which the Board Appointments Panel will be disestablished.

#### **16.9 Responsibilities**

The Board Appointments Panel shall be independent of the Board and shall:

- (a) identify and invite suitable candidates to apply for positions on the Board;
- (b) advertise and invite members of the public to apply for positions on the Board, including engaging any third party recruitment consultants or agencies to assist as the Board Appointments Panel considers appropriate;
- (c) receive and assess applications from candidates for a position on the Board (including undertaking such enquiries and holding preliminary interviews and meetings as it sees fit);
- (d) produce a report making recommendations to the Board of suitable candidates to be appointed as Board; and
- (e) comply with any policy for recruiting Board Members established by the Board from time to time.

#### **16.10 Quorum**

The quorum for a meeting or decision of the Board Appointments Panel shall be three (3) members, except where Rule 16.5 (Board Unable to Appoint) applies.

#### **16.11 Decisions**

All decisions of the Board Appointments Panel on the recommendation of candidates to be appointed as Board Members must be approved by a majority of the Board Appointments Panel. In the event there is a tie, the Chairperson of the Board Appointments Panel shall have a casting vote.

#### **16.12 Conflicts and Confidentiality**

All information received by the Board Appointments Panel, and its deliberations, shall be kept confidential except to the extent required by law. Any member of the Board Appointments Panel who considers he or she may have a potential conflict of interest in considering an appointment or otherwise of any candidate, shall declare that potential conflict to the Chairperson of the Board Appointments Panel. If the Chairperson considers he or she may have a potential conflict of interest, he or she shall declare the conflict to the other members of the Board Appointments Panel and the Chairperson of the Board.

#### **16.13 Vacancies**

Any vacancy that arises in the membership of the Board Appointments Panel shall be filled with a replacement member to be appointed in accordance with the process specified in Rule 16.2 (Composition).

#### **16.14 Removal**

The Board may remove any member of the Board Appointments Panel if the Board considers, in its sole discretion, that:

- (a) the Board Appointments Panel member has a conflict of interest which has not been satisfactorily resolved to the Board's satisfaction by the Board Appointments Panel's Chairperson; or
- (b) there are circumstances which may give rise to a question of bias in the Board Appointment Panel's process; or
- (c) the Board Appointments Panel member has been found by the Board to have breached any of the Rules or Regulations, or brought (or is likely to bring) SPCA into disrepute; or
- (d) any of the circumstances listed in Rule 15.4(b) to 15.4(j) (inclusive) (Ineligibility) have occurred to the Board Appointments Panel member.

#### **16.15 Procedure**

Before removing any member from the Board Appointments Panel, the Board must notify the Board Appointments Panel member of its proposal to remove them and give the Board Appointments Panel member and the other members of the Board Appointments Panel, the right to be heard and the opportunity to make submissions on the proposed removal.

### **17. Powers of the Board & Duties of Board Members**

#### **17.1 Powers of the Board**

The Board shall have all the powers of SPCA, other than those to be exercised or done at a General Meeting or otherwise as specified in this Constitution, including the power to:

- (a) develop and implement a strategy for SPCA together with such plans and policies it considers appropriate to fulfil the Purposes of SPCA;
- (b) appoint a CEO and enter into a contract on such terms and conditions as the Board thinks fit and, if necessary, terminate such appointment;
- (c) assess and monitor risks to SPCA;
- (d) delegate such powers as it considers appropriate from the Board to the CEO;
- (e) recommend an auditor for each Financial Year for approval by the Members at each AGM;



- (f) recommend the Membership Fee for each Financial Year for approval by the Members at each AGM;
- (g) establish as it considers appropriate, sub-committees, advisory groups, forums, and other groups, to assist it to carry out its responsibilities, including to fill vacancies of any sub-committees and groups which are established by it;
- (h) set budgets and develop and implement prudent policies to protect and enhance the finances and property of SPCA;
- (i) control expenditure and raise funds to fulfil the Purposes of SPCA;
- (j) open and operate in the name of SPCA such bank accounts as it considers necessary;
- (k) appoint and remove persons, including Board Members, to organisations in which SPCA has an interest or interests such as trusts or other entities;
- (l) accept or decline membership of SPCA in accordance with this Constitution;
- (m) make, repeal or amend any Regulations in accordance with Rule 30 (Regulations), and any policies and procedures as it thinks appropriate, provided that such Regulations, policies and procedures are not inconsistent with this Constitution;
- (n) engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board;
- (o) discipline Members as specified under Rule 12 (Resignation, Suspension & Termination of Membership);
- (p) resolve and decide any disputes or matters not provided for in this Constitution; and
- (q) do all other acts and things which are within the powers and Purposes of SPCA and which the Board considers are appropriate.

## 17.2 Duties of Board Members

Without limiting the duties specified in the Incorporated Societies Act 2022 or otherwise existing at law, the duties of each Board Member are to:

- (a) at all times act in good faith and in the best interests of SPCA;
- (b) exercise their powers for proper purposes;
- (c) act, and ensure SPCA acts, in accordance with this Constitution and any Regulations;
- (d) not agree to, nor cause or allow, the activities of SPCA to be carried on in a manner likely to create a substantial risk or serious loss to creditors of SPCA;
- (e) not agree to SPCA incurring any obligations unless the Board Member believes at that time, on reasonable grounds, that SPCA will be able to perform the obligations when it is required to do so;
- (f) exercise the care, diligence and skill that a reasonable Board Member would exercise in the same circumstances;
- (g) not disclose information that the Board Member would not otherwise have available other than in his or her capacity as a Board Member, to any person, or make use of or act on the information except:

- (i) as agreed by the Board for the purposes of SPCA;
  - (ii) as required by law; or,
  - (iii) to persons, or for reasons identical to those specified in sections 145(2) and 145(3) of the Companies Act 1993;
- (h) make reasonable efforts to attend all Board Meetings and General Meetings of SPCA; and,
- (i) participate in an annual review of the Board's performance.

## **18. Board Meetings & Procedures**

### **18.1 Board Meetings**

Board meetings may be called on reasonable notice at any time by the Chairperson, or his or her nominee, or four (4) Board Members, (which notice shall be at least fourteen (14) Days' and not less than one (1) Days' notice depending on the urgency of the meeting) but generally the Board shall meet at regular intervals as agreed by the Board.

### **18.2 Meetings using Technology**

Any one (1) or more Board Members may participate in any meeting of the Board and vote on any proposed resolution at a meeting of the Board without being physically present. Board Meetings may occur by telephone, through video conference facilities or by other means of electronic communication (other than electronic mail (e-mail) communication) provided that prior notice of the meeting is given to all Board Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by any one (1) or more Board Members in this manner at a meeting shall constitute the presence of that Board Member at that meeting.

### **18.3 Quorum**

The quorum for a Board meeting shall be a majority of Board Members.

### **18.4 Voting**

Each Board Member shall have one (1) vote at Board meetings including the Chairperson. In the event of an equality of votes the Chairperson, or his or her nominee, shall have a casting vote. Except for resolutions passed outside of a Board meeting under Rule 18.5 (Resolutions), voting at Board meetings shall be by voice, or upon request of any Board Member, by a show of hands or by a ballot. Proxy and postal voting is not allowed at Board meetings.

### **18.5 Resolutions**

A resolution in writing, signed or consented to by email, or other form of visible or other electronic communication by five (5) or more Board Members shall be valid as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in the same form each signed by one or more of the Board Members.

### **18.6 Fees and Expenses**

The Board may, by majority vote, establish a policy to pay fees and/or provide an honorarium to Board Members and to pay for the reasonable expenses incurred by them in the conduct of SPCA's business. Such policy shall comply with Rule 25 (Application of Income) and Rule 26 (No Financial Gain).

**19. CEO**

**19.1 Role**

There shall be a CEO of SPCA who shall be employed for such term and on such conditions as the Board may decide. The CEO shall be under the direction of the Board and shall be responsible for the day-to-day management of SPCA in accordance with this Constitution, the Regulations, policies, and procedures of SPCA and within such authority and limitations as may be imposed by the Board.

**19.2 Attendance at Board Meetings**

The CEO shall attend all Board meetings unless otherwise required by the Board, but shall have no voting rights.

## **Part IV – General Meetings**

**20. Meetings of Members**

**20.1 AGM**

SPCA must hold an AGM annually within six (6) months of the end of each Financial Year at a date, time and venue decided by the Board.

**20.2 SGMs**

Any other General Meetings of the Members shall be Special General Meetings.

**20.3 Method of General Meeting**

A General Meeting may be held as follows (as decided by the Board):

- (a) by a number of Members who constitute a quorum as set out in Rule 20.12 (Quorum) being present in person at the place, date and time appointed for the meeting; or
- (b) subject to this Constitution, by means of audio, or audio and visual, communication, by which all persons participating and constituting a quorum as set out in Rule 20.12 (Quorum) who can hear each other effectively and simultaneously throughout the meeting. Participation by a Member at a General Meeting held in this manner shall constitute the presence of that person at that meeting; or
- (c) by a combination of Members present at a General Meeting as described in Rule 20.3(a) and Members participating in accordance with Rule 20.3(b) who constitute a quorum as set out in Rule 20.12 (Quorum).

**20.4 Notice of AGM**

The CEO must give at least ninety (90) Days' written notice of an AGM to the Patron, all Board Members, and all Members. This notice shall also be made public on the SPCA website. The notice shall set out:

- (a) the date, time and venue and/or the manner in which the AGM is to be held;
- (b) the date and time by which notification of any Members attending, proxy forms and Postal and Electronic Voting forms for the AGM must be received by the CEO;
- (c) the closing date(s) for:
  - (i) proposed motions (including alterations to the Constitution), and

- (ii) any other items of business containing recommendations to the Board to be submitted to the CEO; and
- (d) the name of the Returning Officer for that meeting.

#### **20.5 Items of AGM Business**

Not less than thirty (30) Days before the date set for the AGM, any proposed motions (including alterations to the Constitution) and other items of business, must be received in writing by the CEO from Members and/or the Board.

#### **20.6 Business of AGM**

The following business shall be discussed at each AGM:

- (a) presentation of the Annual Report by the Chairperson for the preceding Financial Year;
- (b) presentation and approval of the Annual Financial Statements for the preceding Financial Year including, if applicable, a report from the Auditor;
- (c) approval of the Auditor for the next Financial Year (if applicable);
- (d) approval of the Membership Fee for the next Financial Year;
- (e) any motion(s) proposing to alter this Constitution;
- (f) notice by the Chairperson of disclosures, or types of disclosures, of interest made in the preceding Financial Year in accordance with Rule 27.8 (Register of Disclosures) (including a brief summary of the matters or types of matters, to which those disclosures relate); and
- (g) any other items of business that have been properly submitted for consideration at the AGM. Unless this Constitution specifies otherwise, such items of business may only be recommendatory to the Board.

#### **20.7 AGM Agenda**

- (a) An agenda shall be sent by the CEO to the Board, Patron and Members by no later than twenty-one (21) Days before the date of the AGM setting out the business to be discussed at the AGM (as set out in Rule 20.6 – Business of AGM), together with:
  - (i) the Annual Report for the preceding Financial Year;
  - (ii) the Annual Financial Statements for the preceding Financial Year;
  - (iii) the proxy form and Postal and Electronic Voting form; and
  - (iv) the report from the Board Appointments Panel in accordance with Rule 16.9 (Responsibilities).
- (b) Additional items of business not listed on the agenda cannot be voted on but may be discussed by unanimous agreement of the Members at the meeting.

#### **20.8 SGM**

The CEO must call an SGM upon a written request (which must state the purpose for which the SGM is requested including any proposed motion(s)) from the Board or from at least 20 Members.

## 20.9 **Notice of SGM**

Not less than thirty (30) Days' written notice must be given by the CEO to the Patron, all Board Members and the Members for a SGM, which notice must only deal with the business for which the SGM is requested and shall include:

- (a) the date, time and venue and/or the manner in which the meeting is to be held (as decided by the Board);
- (b) the date and time by which notification of any Members attending, proxy forms and Postal and Electronic Voting forms for the SGM must be received by the CEO;
- (c) the proposed motion or motions that have been properly submitted for consideration; and
- (d) the name of the Returning Officer for that meeting.

## 20.10 **Minutes**

Minutes shall be kept of all General Meetings and made available upon request by any Member.

## 20.11 **Errors**

Any irregularity, error or omission in notices, agendas and papers for a General Meeting or the omission to give notice within the required time frame or the omission to give notice as specified in Rules 20.4 (Notice of AGM), 20.6 (Business of AGM), 20.7 (AGM Agenda) and 20.9 (Notice of SGM) and any other error in the organisation of the meeting shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:

- (a) the Chairperson, or his or her nominee, in his or her discretion decides that it is still appropriate for the meeting to proceed despite the irregularity, error or omission; and
- (b) a motion to proceed is put to the meeting and carried by Special Resolution of those Members present (either in person or by Proxy).

## 20.12 **Quorum**

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to commence as set out in the notice of meeting. The quorum for a General Meeting shall be no less than ten (10) Members. The presence of a Member by audio, or audio and visual communication and by Members who have appointed a Proxy to attend the meeting, shall be counted. The quorum must be present at all times during the meeting. If a quorum is not obtained within thirty (30) minutes of the intended commencement time of the General Meeting, then the General Meeting shall be adjourned to such other Day (being not less than seven (7) Days following the adjournment), time and place as decided by the Board. If no quorum is obtained at this second General Meeting then the persons present at such second General Meeting are deemed to constitute a valid quorum.

## 20.13 **Chairperson**

The Chairperson of the Board shall chair all General Meetings unless he or she is unavailable for any reason in which case another Board Member appointed by the Board shall undertake the Chairperson's role during the period of unavailability.

## 20.14 **Attendees**

In addition to Board Members, Patron, Full Members, and Honorary Life Members, employees and volunteers of SPCA are entitled to and may attend and observe a General Meeting.

## **21. Voting at General Meetings**

### **21.1 Voting Entitlement**

Subject to Rule 7.4(a) (Full Member Entitlements), each Member is entitled to one vote on each motion at a General Meeting. Board Members, and the Patron are not entitled to vote at General Meetings.

### **21.2 Casting Vote**

In the event of an equality of votes at a General Meeting the Chairperson, or his or her nominee, shall have a casting vote (unless the resolution directly involves the Chairperson in which case the Board shall unanimously agree on a Board Member to have the casting vote).

### **21.3 Method of Voting**

Voting at General Meetings may be conducted by voices, show of hands, ballot, or secret ballot if requested by three (3) Members present at the meeting and approved by Ordinary Resolution at the meeting. Each Member who is entitled to vote, may exercise his or her vote in any one of the following ways:

- (a) in person at the General Meeting or by their Proxy (Rule 21.4); or,
- (b) by Postal or Electronic Voting (Rule 21.5).

### **21.4 Proxy Voting**

Where a Member chooses to exercise his or her vote by appointing a Proxy to attend a General Meeting (unless he or she decides to vote by Postal or Electronic Voting), the following general principles shall apply together with any specific requirements decided by the Board:

- (a) the Proxy must be appointed by notice in writing on the form, as prescribed by the Board, and signed by the Member;
- (b) the proxy form must specify how the Member directs the Proxy to vote, including a specific vote and/or authority to allow the Proxy to decide how he or she will vote;
- (c) the completed proxy form must reach the Returning Officer not less than twenty four (24) hours before the time scheduled for the commencement of the General Meeting;
- (d) only a Member who is entitled to vote may hold a Proxy. No Board Member may hold a proxy; and
- (e) a Member may hold up to four (4) Proxies at a General Meeting.

### **21.5 Postal or Electronic Voting**

Where a Member chooses to exercise his or her vote at a General Meeting, or is required to for an Urgent Resolution, by casting a Postal or Electronic Vote the following general principles shall apply together with any specific requirements decided by the Board:

- (a) a Member who is entitled to vote may cast a Postal or Electronic Vote on all or any of the motions to be voted on at the General Meeting by returning the voting form, prescribed by the Board, to the Returning Officer (Rule 21.6) for that meeting;
- (b) the voting form must reach the Returning Officer not less than forty eight (48) hours before the time scheduled to commence the General Meeting; and
- (c) the Postal or Electronic Votes shall be counted in accordance with Rule 21.6 (Returning Officer) prior to or at the General Meeting.

## 21.6 **Returning Officer**

For each General Meeting and any Urgent Resolution (under Rule 22):

- (a) The CEO shall appoint a Returning Officer. No Member, Board Member, employee, or volunteer of SPCA may be the Returning Officer.
- (b) The Returning Officer shall undertake the following duties:
  - (i) collect together any Postal and Electronic Votes received in accordance with this Constitution;
  - (ii) in relation to each motion to be voted on at the meeting, count the total number of valid votes cast, including those votes cast by Postal and Electronic Vote; and
  - (iii) decide whether the motion is carried, lost or there is an equality of votes (in accordance with the requisite majority under this Constitution) and inform the Chairperson, or his or her nominee, accordingly.

## 21.7 **Resolutions**

An Ordinary Resolution at a General Meeting shall be sufficient to pass a resolution except as specified otherwise in this Constitution.

## 21.8 **Written Resolutions**

The passing of written resolutions in lieu of a General Meeting is not permitted.

## 21.9 **Chairperson's Declaration**

The Chairperson, or his or her nominee, shall declare the result of the vote once voting is complete. The Chairperson's declaration of the result will be conclusive.

## 22. **Urgent Resolutions of Members**

22.1 In addition to resolutions of Members made at General Meetings, the Members may approve Urgent Resolutions outside of a General Meeting, if:

- (a) the resolution is, in the Board's opinion, urgent;
- (b) the resolution is proposed by the Board;
- (c) all Members are given no less than seven (7) Days' notice of the proposed resolution;
- (d) voting on the proposed resolution by Members entitled to vote, is undertaken by Postal or Electronic Vote only, in accordance with Rule 21.5 (Postal or Electronic Voting);
- (e) the minimum number of Members who must participate in voting on the proposed resolution shall be the same as for the quorum for a General Meeting under Rule 20.12 (Quorum); and
- (f) the resolution is carried if passed by an Ordinary Resolution, unless the resolution proposes alterations to this Constitution (under Rule 29) or to remove or liquidate SPCA (under Rule 31), in which case a Special Resolution is required.

## Part V – Financial Matters

### 23. Financial Year

- 23.1 The Financial Year of SPCA shall commence on 1 July and end on the following 30 June, or such other period as may be decided by the Board from time to time.

### 24. Annual Report and Annual Financial Statements

#### 24.1 Annual Report

The Board shall prepare an Annual Report for presentation to the AGM.

#### 24.2 Annual Financial Statements

In addition, the Board shall produce Annual Financial Statements for the preceding Financial Year to the AGM for approval, which, if required by law or otherwise required by the Board, shall be audited by an Auditor.

#### 24.3 Auditor

The Auditor (where required) will be appointed at the Annual General Meeting for the next Financial Year. The Auditor shall conduct the audit in compliance with applicable auditing and assurance standards. Should the appointed Auditor resign during the Financial Year, the Board shall appoint a replacement Auditor for that Financial Year.

### 25. Application of Income

The income and property of SPCA shall be applied solely towards the promotion of the Purposes.

### 26. No Financial Gain

No 'financial gain' (as that term is defined in the Incorporated Societies Act 2022) shall be made from SPCA by any of its Members. Without limiting section 24 of the Incorporated Societies Act 2022, the following does not constitute financial gain:

- (a) Reimbursing a Member for reasonable expenses legitimately incurred on behalf of SPCA or while pursuing the Purposes.
- (b) Paying a Member salary, wages, or other payments for services or products supplied, or any other transaction with a Member, on 'arm's-length terms' (as that term is defined in the Incorporated Societies Act 2022).
- (c) Providing a Member with incidental benefits (for example, trophies, prizes or discounts on products or services) in accordance with the Purposes.

### 27. Conflict of Interest

#### 27.1 Interested party

Any officer of SPCA (which includes a Board Member) who has a Financial Interest (**Interested Party**) in a matter being considered by or affecting SPCA must, as soon as practicable after they become aware of their Financial Interest in the matter, disclose the nature and extent of their Financial Interest to the Board and in the interests register.

#### 27.2 Voting and participation

Where an Interested Party has disclosed a Financial Interest in a matter:



- (a) they must not vote in any decision on that matter or sign any document relating to the entry into a transaction or the initiation of the 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
- (b) the Board may, by unanimous agreement of all Board Members (other than the Interested Party), exclude the Interested Party from any further discussion or involvement with that matter.

### **27.3 Part of quorum**

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.

### **27.4 General Meeting requirement**

Where 50% or more of the Board Members who would form a quorum are prevented from voting on the matter because they have disclosed a Financial Interest, the Board Members must call an SGM to determine the matter.

### **27.5 Definition of Financial Interest**

A Board Member has a Financial Interest in a matter if he or she:

- (a) may derive a financial benefit from the matter;
- (b) is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, sibling, nephew, niece, uncle, aunt or first cousin of a person who may derive a financial benefit from the matter;
- (c) may have a financial interest in a person to whom the matter relates; or
- (d) is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom the matter relates.

### **27.6 Exclusions**

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 Board Member when carrying out their responsibilities;
- (b) any interest that the Board Member has where such interest is the same or substantially the same as the benefit or interest of all or most other Members due to the membership of those Members; and
- (c) receipt of an indemnity, insurance cover, remuneration, or other benefits authorised by statute.

### **27.7 No requirement to notify**

The Board is not obligated to notify Members of a failure to comply with sections 63 or 64 of the Incorporated Societies Act 2022.

### **27.8 Register of disclosures**

The Chairperson will maintain a register of disclosures made by Board Members of Financial Interests in matters that are being considered by or affect SPCA. The Board 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.

## **Part VI – Other Matters**

### **28. Contact Person**

In accordance with the Incorporated Societies Act 2022, the Board shall from time to time appoint a person to the position of contact person and ensure that SPCA has a contact person at all times.

### **29. Alteration to the Constitution**

#### **29.1 Special Resolution Required**

Subject to Rule 29.2 (Notice of Intention to Alter), this Constitution may only be amended, added to or repealed by Special Resolution either at a General Meeting or by Urgent Resolution.

#### **29.2 Notice of Intention to Alter**

Notice of an intention to alter this Constitution must be given to the CEO:

- (a) by a Member or the Board, no later than thirty (30) Days prior to a General Meeting; or,
- (b) by the Board, no later than seven (7) Days prior to an Urgent Resolution.

### **30. Regulations**

#### **30.1 Board may Determine Regulations**

The Board may decide and amend such Regulations as it considers necessary or desirable. Such Regulations must be consistent with the Purposes of SPCA.

#### **30.2 Regulations Binding**

All Regulations shall be binding on SPCA, Board Members and the Members.

#### **30.3 Regulations to be Notified**

All Regulations and any amendments to the Regulations shall be notified to all Members as approved by the Board.

#### **30.4 Constitution Prevails**

To the extent of any inconsistency between any Regulations and this Constitution, this Constitution shall prevail.

### **31. Liquidation or Removal**

#### **31.1 Special Resolution**

SPCA may be either:

- (a) removed by the Registrar of Incorporated Societies pursuant to a Special Resolution passed at a General Meeting to that effect and otherwise in accordance with the Incorporated Societies Act 2022; or
- (b) placed into voluntary liquidation by a Special Resolution passed at a General Meeting to appoint a liquidator and otherwise in accordance with the Incorporated Societies Act 2022.

## **31.2 Surplus Assets**

- (a) Any surplus assets of SPCA either on liquidation or immediately prior to removal, after payment of all costs, debts, and liabilities, shall subject to any trust effecting the same, be disposed of by distributing, giving or transferring them to any charitable body or bodies (including any society, trust or other entity) which has charitable objects similar to the Purposes of SPCA.
- (b) The body or bodies in Rule 31.2(a) shall be decided by the Members in a General Meeting at or before the time of removal or liquidation. If the Members are unable to decide, the body or bodies shall be decided by the liquidator (in the case of liquidation) or the Registrar of Incorporated Societies (in the case of removal).

## **32. Indemnity and Insurance**

### **32.1 Indemnity for liability**

SPCA shall indemnify each Board Member, the Patron, and each of its employees and volunteers in respect of:

- (a) liability to any person other than SPCA for any act or omission in their capacity as a Board Member, the Patron, an employee or a volunteer of SPCA, not being criminal liability or a liability that arises out of a failure to act in good faith and in what the Board Member, the Patron, employee or volunteer believes is the best interests of SPCA when acting in the capacity as a Board Member, the Patron, an employee or a volunteer; and
- (b) costs incurred by that Board Member, the Patron, an employee or a volunteer in defending or settling any claim or proceeding relating to any such liability.

### **32.2 Indemnity for costs**

SPCA shall indemnify each Board Member, the Patron, and each of its employees and volunteers for any costs incurred by any of them in defending or settling any proceeding:

- (a) that relates to the liability for any act or omission in their capacity as a Board Member, the Patron, an employee or a volunteer of SPCA, not being criminal liability or a liability that arises out of a failure to act in good faith and in what the Board Member, the Patron, employee or volunteer believes is the best interests of SPCA when acting in the capacity as a Board Member, the Patron, an employee or a volunteer; and
- (b) in which judgment is given in their favour, or in which they are acquitted, or is discontinued.

### **32.3 Insurance**

- (a) SPCA shall, with the prior approval of the Board, effect insurance for each Board Member, the Patron, and each of its employees and volunteers in respect of:
  - (i) liability, not being criminal liability, for any act or omission in their capacity as a Board Member, the Patron, an employee or a volunteer;
  - (ii) costs incurred by that Board Member, the Patron, an employee or a volunteer in defending or settling any claim or proceeding relating to any such liability; and
  - (iii) costs incurred by that Board Member, the Patron, an employee or a volunteer in defending any criminal proceedings:
    - (aa) that have been bought against the Board Member, the Patron, an employee or a volunteer in relation to any act or omission in their capacity as a Board Member, the Patron, an employee or a volunteer; and

(bb) in which they are acquitted.

- (b) Board Members who vote in favour of authorising insurance under this Rule 32.3 must sign a certificate stating that, in their opinion, the cost of effecting the insurance is fair to SPCA.

### **33. Disputes Resolution**

#### **33.1 How a complaint is made**

- (a) A Member or a Board Member may make a complaint by giving to the Board (or the complaints subcommittee) a notice in writing that:
- (i) states that the Member or a Board Member is starting a procedure for resolving a dispute in accordance with this Constitution; and
  - (ii) sets out the allegation to which the dispute relates and whom the allegation is against; and
  - (iii) sets out any other information reasonably required by SPCA.
- (b) SPCA may make a complaint involving an allegation against a Member or a Board Member by giving to the Member or the Board Member a notice in writing that:
- (i) states that SPCA is starting a procedure for resolving a dispute in accordance with this Constitution; and
  - (ii) sets out the allegation to which the dispute relates.
- (c) The information given under Rules 33.1(a) and 33.1(b) must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

#### **33.2 Person who makes complaint has a right to be heard**

- (a) A Member or a Board Member who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- (b) If SPCA makes a complaint:
- (i) SPCA has a right to be heard before the complaint is resolved or any outcome is determined; and
  - (ii) a Board Member may exercise that right on behalf of SPCA.
- (c) Without limiting the manner in which the Member, Board Member, or SPCA may be given the right to be heard, they must be taken to have been given the right if:
- (i) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - (ii) an oral hearing is held if the Board considers that an oral hearing is needed to ensure an adequate hearing; and
  - (iii) an oral hearing (if any) is held before the Board or other decision maker; and
  - (iv) the Member's, Board Member's, or SPCA's written statement or submissions (if any) are considered by the Board or other decision maker.

### 33.3 **Person who is subject of complaint has right to be heard**

- (a) This Rule applies if a complaint involves an allegation that a Member, a Board Member, or SPCA (**respondent**):
  - (i) has engaged in misconduct; or
  - (ii) has breached, or is likely to breach, a duty under this Constitution or any Regulation or the Incorporated Societies Act 2022; or
  - (iii) has damaged the rights or interests of a Member or the rights or interests of Members generally.
- (b) The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- (c) If the respondent is SPCA, a Board Member may exercise the right on behalf of SPCA.
- (d) Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if:
  - (i) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
  - (ii) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - (iii) an oral hearing is held if the Board considers that an oral hearing is needed to ensure an adequate hearing; and
  - (iv) an oral hearing (if any) is held before the Board or other decision maker; and
  - (v) the respondent's written statement or submissions (if any) are considered by the decision maker.

### 33.4 **Investigating and determining complaint or grievance**

The Board must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with this Constitution, ensure that the dispute is investigated and determined in a fair, efficient and effective manner.

### 33.5 **Board may decide not to progress complaint**

Despite Rule 33.4, the Board may decide not to proceed further with a complaint if the Board that:

- (a) the complaint is trivial; or
- (b) the complaint does not appear to disclose or involve any allegation of the following kind:
  - (i) that a Member or a Board Member has engaged in material misconduct or
  - (ii) that a Member, a Board Member, or SPCA has materially breached, or is likely to materially breach, a duty under this Constitution or any Regulation or the Act; or
  - (iii) that a Member's rights or interests or Members' rights or interests generally have been materially damaged;
- (c) the complaint appears to be without foundation or there is no apparent evidence to support it; or

- (d) the person who makes the complaint has an insignificant interest in the matter; or
- (e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under this Constitution; or
- (f) there has been undue delay in making the complaint.

### 33.6 **Board may refer complaint**

The Board may refer a complaint to:

- (a) a subcommittee or an external person to investigate and report;
- (b) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision; or
- (c) any form of consensual alternative dispute resolution practice (subject to the written consent of all parties to the complaint).

### 33.7 **Decision makers**

A person may not act as a decision maker in relation to a complaint or grievance if two or more Board Members or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be:

- (a) impartial; or
- (b) able to consider the matter without a predetermined view.

## Part VIII – Definitions

### 34. **Definitions**

The words and phrases used in this Constitution shall mean as follows:

**AGM** means the Annual General Meeting of SPCA as described in Rule 20.1.

**Animals** has the meaning given to it in the Animal Welfare Act 1999.

**Annual Financial Statements** means the annual financial statements including a statement of financial position and an income and expenditure statement for the Financial Year and such other statements as required under the Charities Act 2005 and any other legislation applicable to SPCA.

**Annual Report** means a report on the operation and affairs of SPCA in the preceding Financial Year.

**Approved Organisation** means an organisation declared to be an approved organisation under section 121 of the Animal Welfare Act 1999.

**Auditor** means a person, independent of SPCA, who is a qualified auditor under the Financial Reporting Act 2013.

**Board Member** means a person appointed by the Board Appointments Panel as a member of the Board under this Constitution.

**Board** means the Board of SPCA.

**Board Appointments Panel** means the panel described in Rule 16.

**Board Members** means the people specified in Rule 15.2.

**CEO** means the Chief Executive Officer of SPCA appointed under Rule 19.

**Chairperson** means the Chairperson of the Board appointed under Rule 15.3, unless specified otherwise.

**Constitution** means this constitution.

**Day** means any day of the week (including Saturday, Sunday, and a public holiday). Where any action is required to be done by a specified time (such as thirty (30) Days) this means clear days, so it is to be calculated by excluding the date of the notice (or other relevant action) and the date of the meeting (or other relevant activity).

**Financial Year** means the financial year of SPCA as described in Rule 23.1.

**Full Member** means a Member as described in Rule 7.

**General Meeting** means an AGM or a SGM.

**Honorary Life Member** means a Member as described in Rule 8.

**Ineligible** has the meaning given to it in Rule 15.4.

**Members** means the members of SPCA as described in Rule 6.

**Membership Fee** means the fee payable by Full Members as described in Rule 10.1.

**Misconduct** means conduct which is prohibited as set out in the Regulations.

**Ordinary Resolution** means a resolution passed by a majority of all the votes properly cast by Members, including Postal and Electronic Votes.

**Patron** means the individual appointed under Rule 14.

**Postal and Electronic Votes** means the methods of voting for General Meetings and Urgent Resolutions as described in Rule 21.5 (Postal or Electronic Voting) and Rule 22 (Urgent Resolutions of Members). For the avoidance of doubt a Postal Vote means a vote made on the voting form prescribed by the Board, in the manner prescribed by the Board and received by the Returning Officer by mail. An Electronic Vote means a vote made on the voting form prescribed by the Board, in the manner prescribed by the Board and received by the Returning Officer by email.

**Proxy** means an individual who is a Member who has been appointed to act as an agent for another individual Member at a General Meeting and to exercise that Member's vote(s) on their behalf.

**Proxies** means a person who holds more than one Proxy.

**Purposes** means the purposes of SPCA described under Rule 4.

**Recruitment Scope** means the scope document described in Rule 16.8

**Register** means the register of Members specified in Rule 11.

**Regulations** means any regulations decided by the Board under Rule 30.

**Restructure** includes any process involving the restructure, reorganisation, merger, amalgamation, divestment, transfer of operations, or similar change affecting the affairs of operation of the SPCA.

**Returning Officer** means the person described in Rule 21.6.

**Rule** means a rule of this Constitution.

**RNZSPCA** and **SPCA** mean The Royal New Zealand Society for the Prevention of Cruelty to Animals Incorporated.

**SGM** means a Special General Meeting of SPCA described in Rule 20.8.

**Special Resolution** means a resolution passed by two-thirds (2/3rds) of all the votes properly cast by Members including Postal and Electronic Votes.

**SPCA Movement** means the services, activities and programmes carried out by SPCA.

**Urgent Resolution** means a resolution of the Members made in accordance with Rule 22.

**Volunteer** for the purposes of Rule 15.4(b) (Ineligibility) only, means a person who volunteers in the operations of SPCA and does not include any other volunteer such as a volunteer on a regional or local sub-committee or group or a Board Member.

### 35. **Construction**

In this Constitution:

- (a) a gender includes all other genders;
- (b) the singular includes the plural and vice-versa;
- (c) any reference to legislation includes a modification or re-enactment of, legislation enacted in substitution of, or a regulation, order-in-council or other instrument from time to time issued or made under, that legislation;
- (d) any agreement includes that agreement as modified, supplemented, innovated or substituted from time to time;
- (e) a reference to persons includes an individual, company, corporation, partnership, firm, joint venture, association, trust, institution, governmental or other regulatory body, authority or entity, other body corporate, unincorporated body of persons; in each case whether or not incorporated (unless specified otherwise);
- (f) a reference to a person includes the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a majority means a simple majority unless expressly specified otherwise;
- (h) headings and the contents page are for reference only and are to be ignored in construing this Constitution; and,
- (i) unless the Constitution or Regulations specify otherwise, any notice or notification to be given under this Constitution or the Regulations by a person ("notifying party") will be sufficiently given to the party to whom the notice is required to be sent ("receiving party") if it is given in writing and signed or authorised by an authorised person of the notifying party and delivered to the receiving party, by one of the following means:
  - (i) by post to the last known address of the receiving party;
  - (ii) by personal delivery, including by courier, to the published or last known physical address of the receiving party;
  - (iii) by electronic mail, to the published or last known email address of the receiving party.