



## The Incorporated Societies Act 1908

# Rules

## The Cats Protection League (Wellington) Incorporated

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**Name of organisation**

1. The legal name of the organisation is The Cats Protection League (Wellington) Incorporated.
2. The organisation uses the name Cats Protection Wellington as its operating name.

**Registered office**

3. The registered office of the organisation is at 29 Vancouver Street, Kingston, Wellington 6021.

**Purposes**

4. The purposes of the organisation are to:
  - a. find suitable homes for cats in our care
  - b. de-sex cats in our care and assist the public in the de-sexing of cats
  - c. educate the public on cat care and welfare
  - d. any other purposes that promote and support the welfare of cats.

**Powers**

5. The organisation has all the powers necessary to carry out its purposes and, amongst other things, can:
  - a. set up organisations
  - b. engage and employ any appropriate person and pay them for the work they do
  - c. purchase, lease, or hire any appropriate real and personal property through purchase, lease or hire
  - d. hold and raise funds by any appropriate means
  - e. print and publish documents in any form
  - f. join with any other organisation with similar purposes
  - g. invest monies
  - h. borrow money
  - i. grant mortgages or other rights over property it owns
  - j. act as trustee in any form
  - k. do any other things that are consistent with, or required in relation to the organisation's purposes.

**Membership**

6. There are three classes of membership:
  - a. ordinary members which include adults and superannuitants
  - b. life members
  - c. family members.
7. To become a member, a person must complete the current membership form and pay the required subscription.
8. Family memberships apply to two or more members of a family living at the same address.
9. The Secretary must maintain a register of all current members of the organisation.

### **Annual subscriptions**

10. Annual subscriptions are fixed at the annual general meeting from time to time.
11. Membership subscriptions for the year are due by 1 April of each year.
12. All people who are not life members cease to be a member of the organisation on 31 March and do not become members again until they have submitted a new membership form and paid the required subscription.
13. The Executive Committee may waive or reduce the subscription fee for any member if it considers it appropriate.
14. The Executive Committee reserves the right to decline any person membership of the organisation.

### **Termination of membership**

15. A member can resign by giving written notice of their resignation to the Executive Committee. The resignation is effective from the date of receipt of the notice by the Executive Committee.
16. The Executive Committee can cancel the membership of any member by a majority vote at an Executive Committee meeting. The member will be notified in writing of the Executive Committee's decision.
17. A person whose membership has been cancelled by the Executive Committee can require the Executive Committee to call a meeting of the membership of the organisation to review the decision. To do this they must give the Executive Committee written notice within one month of their membership being cancelled.
18. The Executive Committee must call a meeting of the membership within one month of receiving notice from a person whose membership has been cancelled, and the decision about their membership is suspended until the meeting is held.
19. At the meeting the membership must vote on whether or not to confirm the Executive Committee's decision. The Executive Committee's decision is confirmed if it is supported by a majority of the members present.

### **Executive Committee**

20. The organisation's business is carried out by the Executive Committee.
21. The Executive Committee consists of:
  - a. President
  - b. Vice-President
  - c. Secretary
  - d. Treasurer, and
  - e. up to six other members.

### **Electing Executive Committee members**

22. The following people can be elected to the Executive Committee:
  - a. members
  - b. life members.
23. To seek election to the Executive Committee, a member must be nominated by 2 other members.
24. If there are more nominations for the Executive Committee than there are vacancies, a ballot is taken.
25. If there are the same number or fewer nominations than there are vacancies, no ballot is required and all nominated members are deemed elected.
26. Where a position on the Executive Committee requires specialist experience, nominees for that position may be required to have suitable experience in order to be elected to that position.

27. No member may serve as the President, Vice-President, Secretary, or Treasurer of the Executive Committee in the same role for more than 5 consecutive years without express approval from the membership. Approval is given by the support of a majority of members in a vote at an AGM.
28. The Executive Committee, or any member of the Executive Committee can be removed at any time by a majority of the members in a vote at a meeting of the membership.
29. A member of the Executive Committee may resign at any time by giving 1 months' notice in writing.
30. The President, Vice-President, Secretary, or Treasurer may resign at any time by giving 2 months' notice in writing.
31. A member of the Executive Committee who will not be standing for re-election at the next annual general meeting must notify the Executive Committee they will not be standing 2 months before the annual general meeting.
32. If the President, Vice-President, Secretary, or Treasurer will not be standing for re-election at the next annual general meeting they must notify the Executive Committee they will not be standing 3 months before the annual general meeting.
33. The Executive Committee can fill any vacancies that occur from time to time from members of the organisation until the next annual general meeting.
34. The Executive Committee is careful, thorough, robust, and diligent in carrying out its functions.

#### **Executive Committee meetings**

35. The Executive Committee meets monthly or more often if required to conduct its business.
36. Additional meetings of the Executive Committee are convened by the President, or by three members of the Executive Committee by written notice stating the purpose of the proposed meeting.
37. The Executive Committee can conduct its meetings in any reasonable manner it thinks fit and appropriate.
38. A quorum of the Executive Committee is four members. One of those members must be the President or Vice-President.
39. Decisions in an Executive Committee meeting are determined by a majority vote. If the votes are equal, the President has a second and deciding vote.
40. The Executive Committee can establish subcommittees of its members and can delegate required powers to those subcommittees.
41. The Executive Committee can appoint members or non-members of the organisation to any subcommittee it forms.
42. Minutes are kept of all Executive Committee and sub-committee meetings and are available for inspection by the membership by request to the Executive Committee.
43. The Executive Committee can declare a seat on the Executive Committee vacant where any member has been absent for three consecutive meetings without leave.
44. Any member whose seat is declared vacant has a right of appeal to a meeting of membership called for that purpose.
45. The Executive Committee must present a full report of all of its activities for the preceding year at each annual general meeting.

#### **Meetings of membership**

46. The Executive Committee can call a meeting of the membership of the organisation at any time it considers necessary.
47. The Executive Committee must hold an annual general meeting each year.

### **Annual General Meeting**

48. The annual general meeting is held between June and September each year at a time and place chosen by the Executive Committee.
49. The business to be carried out at an annual general meeting includes:
  - a. consideration of:
    - i. the President's report
    - ii. the Executive Committee reports
    - iii. the annual accounts for the previous year ("Performance Report")
  - b. election of Executive Committee members
  - c. election of an auditor for the coming year
  - d. any other business raised with the Secretary in writing not less than 15 working days before the date of the meeting
  - e. any general business.
50. Notice of an annual general meeting must be sent to members not less than 10 working days before the date of the meeting.
51. A copy of the President's report, Performance Report, previous year's annual general meeting minutes and the agenda for the annual general meeting must be provided to members not less than 5 working days before the date of the meeting.

### **Requesting meeting of membership**

52. Any three or more members of the Executive Committee, or any 15 or more members of the organisation (**requestors**) can require the Executive Committee to hold a meeting of the membership (**requested meeting**).
53. To hold a requested meeting, the requestors must provide written notice (**request**) to the Executive Committee stating why the meeting is being requested and what business is to be conducted at the meeting.
54. A requested meeting will only deal with the business set out in the request.
55. The Executive Committee must call a meeting of the membership within 15 working days of receiving a request and the meeting must be held within 30 working days of receipt of the request.
56. If the Executive Committee does not hold a meeting within the required timeframes, the requestors can call a meeting of the membership to be held within three calendar months from the date of their request.
57. Where the requestors hold a meeting of the membership, the organisation will pay the reasonable costs of the meeting.

### **Voting**

58. Only members and life members can vote at a meeting.
59. Family members will have two votes.

### **Notice of meetings of membership**

60. The organisation gives notice of all meetings by:
  - a. posting or emailing notice of the meeting to members, and
  - b. publishing notice on its website.

61. Notice of any meeting of the membership must be sent to members not less than 10 working days before the date of the meeting.

#### **Quorum for purposes of meeting of membership**

62. No business may be conducted at a meeting unless a quorum of 10 members is present.
63. If a quorum is not present within 30 minutes of the scheduled start time for the meeting:
  - a. if the meeting is a meeting of the membership, it is ended, or
  - b. if the meeting is an annual general meeting, it is adjourned to the same day the following week at the same time at a suitable location (**adjourned meeting**).
  - c. notice of the time and location of the adjourned meeting is published on the organisation's website.
64. If a quorum is not present within 30 minutes of the start time scheduled for the adjourned meeting, the members present will be a quorum.

#### **Conduct of meetings of membership**

65. The President will chair every meeting of the membership.
66. If the President is not available, the Vice-President will chair the meeting.
67. Where neither the President nor Vice-President is available, the members present will elect a member to chair the meeting.
68. The chairperson may, with the consent of the meeting, adjourn any meeting if required.
69. Only business left unfinished at the adjourned meeting may be carried out when the meeting is reconvened.

#### **Voting at meetings of membership**

70. Votes at meetings of the membership may be by:
  - a. show of hands
  - b. writing.
71. Votes are to be by show of hands unless the chairperson directs otherwise, or a member requests voting take place in writing.
72. Where votes are equal, the chairperson has a casting vote in addition to their normal vote as a member.
73. The chairperson declares the outcome of any vote and it is recorded in the meeting minutes. Any declaration of the outcome of a vote by the chairperson is conclusive.
74. A declaration of the outcome of a vote is that:
  - a. the motion was carried
  - b. the motion carried by a particular majority
  - c. the motion was lost
  - d. the motion was lost by a particular majority.
75. A recount of the votes may be requested by the chairperson or by any member entitled to vote.
76. If a recount is requested, the chairperson will determine when and how the recount will happen. The result of any recount will be final.
77. Votes cannot be made by proxy.

### **Motions at meetings of membership**

78. The chairperson proposes any motions that must be voted on at meetings.
79. The chairperson may rule that a motion is out of order or refuse to propose a motion for voting for some other reason.
80. If the chairperson rules that a motion (**original motion**) is out of order or refuses to propose it, any member may propose that:
  - a. the meeting disagree with the chairperson's ruling, or
  - b. the motion is put forward.
81. If a member proposes a motion that the chairperson must put the original motion to a vote (**second motion**), the chairperson must put the second motion to a vote.
82. If the second motion is carried, the chairperson must put the original motion to a vote or leave the chair.
83. If the chairperson leaves the chair, another chairperson must be elected and put the original proposal to a vote.
84. The only business that can be considered at:
  - a. an annual general meeting is the business specified in rule 49
  - b. any other meeting of the membership is the business in the notice of that meeting.

### **Accounts and Audit**

85. The Treasurer must receive all subscriptions, donations, and other monies collected or received by the organisation.
86. All monies received by the Treasurer must be banked in an account or accounts of the organisation.
87. A minimum of two authorised signatories are required to make payments from the organisation's account or accounts at the direction of the Executive Committee.
88. The Treasurer must keep correct accounts of all monies received and paid out by the organisation.
89. If requested by the Executive Committee, the Treasurer must prepare and provide full statements of all income and expenditure by the organisation for any specified period of time (e.g. quarterly).
90. The Treasurer must prepare and present the annual statement of accounts and submit those statements for audit or review for presentation at the AGM.
91. Subject to any conditions imposed by donors, the Executive Committee in its sole discretion can determine whether legacies and donations will be treated as capital or revenue.
92. An auditor must be appointed to review or audit the accounts for the AGM.
93. The auditor must be a member of Chartered Accountants Australia and New Zealand and must meet their criteria as a qualified auditor.
94. The Executive Committee determines whether the auditor will review the accounts or conduct a full audit. However, an audit must be conducted at least once every 5 years.
95. The auditor has full access to the accounts and records of the organisation at all reasonable times.
96. The auditor can request any information they reasonably require for the audit or review from the Treasurer and other Executive Committee members, and that information must be provided.
97. The auditor will report on the accounts for the AGM and must state whether or not the accounts show a true position of the organisation's affairs.

### **Rules of the League**

98. These rules can only be altered, added to, or amended by a formal decision made by a majority vote of members present at an AGM or meeting of the membership.

99. The Executive Committee must give at least 10 working days' notice of any changes proposed to the rules.
100. Any changes to the rules cannot alter the charitable nature of the organisation.
101. Any issue with the interpretation of these rules will be determined:
  - a. by discussion amongst the Executive Committee with the aim of coming to an agreed interpretation
  - b. where an agreed interpretation of the rules cannot be reached, by seeking external advice from Charities Services
  - c. if advice from Charities Services cannot resolve the matter, by seeking advice from an independent lawyer.
102. A copy of the rules must be available for inspection by any member on request.
103. The Secretary must register these rules and any subsequent changes to these rules with the Registrar of Incorporated Societies as soon as the rules or any changes have been approved.

#### **Notices**

104. Any notice that must be served by the organisation can be served:
  - a. Personally, or
  - b. by email to the email address provided by the intended recipient, or
  - c. by post sent to the last known address of the intended recipient.
105. Any document sent through the post is deemed to be served 5 working days from the date on which it was posted with the correct address.
106. Non-receipt of document properly sent does not invalidate any proceeding relating to that document.

#### **Dissolution**

107. The organisation can be voluntarily wound up by a resolution passed by a majority of members voting at a meeting of the membership called for that purpose.
108. All property belonging to, or controlled by the organisation at the date of winding up can be transferred to any other charitable organisations in New Zealand which have or include the same objects as the organisation.
109. The organisation can determine which organisations to transfer its property to.
110. The transfer of any property of the organisation can be subject to any terms or conditions the organisation decides providing they are not inconsistent with the charitable nature of the organisation to which they are transferred.

#### **Common seal**

111. The Secretary holds the Common Seal of the organisation.
112. The Executive Committee determines which documents the Common Seal is affixed to.
113. The Common Seal is affixed to documents by two members of the Executive Committee.