



The Incorporated Societies Act 1908

Rules

The Cats Protection League (Wellington) Incorporated

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Contents

Definitions.....	3
Name of society.....	3
Registered office.....	3
Contact person.....	3
Purposes.....	3
Powers.....	3
Membership.....	4
Annual subscriptions.....	4
Termination of membership.....	5
Committee.....	5
Electing committee members.....	5
Committee meetings.....	6
Society meetings.....	7
Annual General Meeting.....	7
Requesting meeting of membership.....	8
Notice of society meetings.....	8
Quorum for society meetings.....	9
Conduct of society meetings.....	9
Motions at society meetings.....	9

Voting at society meetings.....	10
Accounts and Audit.....	11
Disputes.....	12
Society’s constitution.....	12
Notices.....	12
Dissoloution.....	13
Common seal.....	13
Schedule 1 – Disputes resolution procedures.....	14

Definitions

1. In this constitution:

AGM means annual general meeting of the society

committee means the executive committee of the society

committee member means a member of the executive committee who is not an officer

member means a member of the society

membership meeting means a general meeting of the society other than an annual general meeting

officer means an officer of the executive committee and includes the President, Vice-President, Secretary, Treasurer

society means Cats Protection League (Wellington) Incorporated

society meetings means any meeting of the society membership including the AGM and membership meetings.

Name of society

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

Registered office

4. The registered office of the society is 29 Vancouver Street, Kingston, Wellington.

Contact person

5. The contact person for the society is the President.

Purposes of the society

6. The purposes of the society 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 of society

7. The society has all the powers necessary to carry out its purposes including:
 - a. setting up organisations
 - b. engaging and employing any appropriate person and pay them for the work they do

- c. purchasing, leasing, or hiring any appropriate real and personal property through purchase, lease, or hire
- d. holding and raising funds by appropriate means
- e. printing and publishing documents in any form
- f. joining with any other organisation with similar purposes
- g. investing monies
- h. borrowing money
- i. granting mortgages or other debts over property it owns
- j. acting as trustee in any form
- k. doing any other things that are consistent with, or required in relation to the society's purposes.

Membership

- 8. There are three classes of membership of the society:
 - a. ordinary memberships
 - b. life memberships
 - c. family memberships.
- 9. To become a member of the society, a person must complete the membership form and pay the required subscription fee.
- 10. Family memberships apply to two or more members of a family living at the same address.
- 11. The Secretary must maintain a register of the current membership of the society.
- 12. The register of the membership is kept in electronic form at the registered office of the society.

Annual subscriptions

- 13. Annual subscriptions are fixed at the AGM from time to time.
- 14. Membership subscriptions for the year are due on 1 April each year.
- 15. All members who are not life members cease to be a member of the society on 31 March each year and do not become members again until they have submitted a new membership form and paid the required subscription.
- 16. The annual subscription is a set amount irrespective of when in the year a person becomes a member.
- 17. The committee may waive or reduce the subscription fee for any member if it considers it appropriate.

18. The committee reserves the right to decline any person membership of the society.

Termination of membership

19. A member can resign from the society by giving written notice to the committee. The resignation is effective from the date notice is received by the committee.

20. The committee may cancel the membership of any person by a majority vote at a committee meeting. The person will be notified in writing that their membership has been cancelled.

21. Any person whose membership has been cancelled has the right to appeal that decision to a membership meeting called for that purpose.

22. The committee's decision is confirmed if supported by a majority of the members attending that membership meeting.

Committee

23. The committee consists of:

- a. President
- b. Vice-President
- c. Secretary
- d. Treasurer
- e. up to six other members.

24. The role of the committee is to carry out the purposes of the society and the committee has all of the powers necessary to do so.

25. The committee is careful, thorough, robust, and diligent in carrying out its role.

Electing committee members

26. The following people can be elected as committee members:

- a. members
- b. life members.

27. Unless resigning earlier, all committee members are elected for one year from the date of the AGM.

28. To seek election to the committee as a member or officer, a person must be nominated by two other members.

29. If there are more nominations to the committee than there are vacancies, a ballot is taken.

30. If there is more than one nomination for an officer position on committee, a ballot is taken.
31. If there are the same number or fewer nominations than there are vacancies, no ballot is required and the nominated members are deemed elected.
32. If there is only one nomination for an officer position on the committee, no ballot is required and the nominated member is deemed elected to that role.
33. Where a position on the committee requires specialist experience, nominees for that position may be required to have suitable experience in order to be elected.
34. No member may serve in the same officer position for more than five consecutive years without the approval of the membership. Approval is given by support of a majority of members at an AGM.
35. The committee, or any member of the committee, may be removed for misconduct or inability to perform their role by a majority of members in a vote at a membership meeting.
36. A member of the committee may resign at any time giving 1 month's notice in writing.
37. An officer may resign at any time giving 2 months' notice in writing.
38. A member of the committee who will not stand for re-election at the next AGM must notify the committee they will not be standing 2 months before the AGM.
39. An officer who will not be standing for re-election at the next AGM must notify the committee they will not be standing 3 months before the AGM.
40. The committee can fill any vacancies that occur during the year and do not have to wait until the next AGM.

Committee meetings

41. The committee meets monthly or more often as required.
42. Additional meetings of the committee may be convened by the President or by three members of the committee by written notice stating the purpose of the additional meeting.
43. The committee can conduct its meetings in any reasonable manner it sees fit.
44. A quorum of the committee is four members. One of those members must be the President or the Vice-President.
45. Decisions of the committee are determined by a majority vote. If the votes are equal, the President has a second and deciding vote.
46. The committee can establish subcommittees of its members and can delegate required powers to those subcommittees.
47. The committee can appoint members or non-members to any subcommittee it forms.

48. Minutes are kept of all committee and subcommittee meetings and are available on request by any member of the society.
49. The committee can declare a seat on the committee vacant where a member has been absent for three consecutive meetings without leave.
50. Any member whose seat is declared vacant has the right to appeal to a membership meeting called for that purpose.
51. The committee's decision is confirmed if supported by a majority of the members attending that membership meeting.

Society meetings

52. The committee can call a membership meeting at any time it considers necessary.
53. The committee must hold an AGM each year.
54. Meetings may be held:
 - a. in person at the society's registered office
 - b. in person at another venue considered appropriate
 - c. by audio-visual link
 - d. in a combination of in person and by audio-visual link.
55. The only business that can be considered at society meetings is:
 - a. the business in clause 57 below if the meeting is an AGM
 - b. the business specified in the meeting notice if the meeting is a membership meeting.

AGM

56. The AGM is held between June and September each year at a time and place chosen by the committee.
57. The business to be carried out at an AGM includes:
 - a. consideration of the:
 - i. President's report
 - ii. committee and subcommittee reports
 - iii. performance report (annual accounts)
 - b. election of committee members
 - c. determination of whether the society's annual accounts should be reviewed or audited in the coming year
 - d. election of a reviewer or auditor for the coming year

- e. any other business raised with the Secretary not less than 15 working days before the meeting
 - f. any general business.
58. If no reviewer or auditor is elected at the meeting, one will be appointed by the committee at its first meeting following the AGM.
59. A copy of the President's report, performance report, previous year's AGM minutes, and the AGM agenda must be provided to members not less than 5 working days before the date of the meeting.
60. Minutes of the AGM are recorded and are available on request by any member of the society.

Requesting membership meeting

61. Any three or more members of the committee, or any 15 or more members of the society can require the committee to hold a membership meeting (**requestors**).
62. To request a membership meeting, the requestors must provide written notice to the committee stating why the meeting is being requested and what business is to be conducted at the meeting.
63. The membership meeting will only deal with the business set out in the request.
64. The committee must call a membership meeting within 15 working days of receipt of a valid request, under clause 61, and the meeting must be held within 30 working days of receipt of the request.
65. If the committee does not hold a meeting within the required timeframes, the requestors can call a membership meeting to be held within three calendar months from the date of the request.
66. Where the requestors hold a membership meeting, the society will pay the reasonable costs of the meeting.

Notice of society meetings

67. The society gives notice of all meetings by:
- a. post to the address provided by the intended recipient, or
 - b. email to the email address provided by the intended recipient
 - c. publishing the notice on the society's website.
68. Notices of meetings must be sent to the membership not less than 10 working days before the date of the meeting.

69. Any notice sent through the post is deemed to have been received 5 working days after posting.
70. Non-receipt of any notice properly sent does not invalidate the meeting or the business conducted at that meeting.
71. Any irregularity in a notice of a meeting is waived if the meeting is attended by a quorum of the membership without protest as to the irregularity or if the members agree the irregularity is waived at the meeting.

Quorum for society meetings

72. No business may be conducted at a society meeting unless a quorum of 8 members is present
73. If a quorum is not present within 30 minutes of the scheduled start time of the meeting:
- a. if the meeting is a membership meeting, the meeting is ended
 - b. if the meeting is an AGM, it is adjourned to the same day the following week at the same time at a suitable location (**adjourned meeting**)
 - c. notice of the date, time, and location of the adjourned meeting is published on the society's website.
74. If a quorum is not present within 30 minutes of the scheduled start of the adjourned meeting, the members present will be a quorum.

Conduct of society meetings

75. The President will chair every society meeting.
76. If the President is not available, the Vice-President will chair the meeting.
77. If neither the President or Vice-President is available, the members present will elect a member to chair the meeting.
78. If the meeting chair has the consent of the meeting, they may adjourn the meeting if required.
79. Only business left unfinished at the adjourned meeting can be carried out when the meeting is reconvened.

Motions at society meetings

80. The meeting chair puts any motions that must be voted on at meetings.
81. The meeting chair may rule that a motion is out of order or refuse to put a motion for voting for some reason.

82. The meeting chair must state why the motion is out of order or why they refuse to put it.
83. Where the meeting chair rules a motion out of order or refuses to put it, any member attending the meeting may propose that:
 - a. the meeting disagree with the chair's ruling, or
 - b. the motion must be put.
84. Where a member proposes that meeting chair must put the motion to a vote, the chair must put the member's motion to a vote.
85. If the member's motion is carried, the meeting chair must put the motion to a vote or leave the chair.
86. If the meeting chair leaves the chair, another meeting chair must be elected and the original motion must be put to a vote.

Voting at society meetings

87. Only members and life members may vote at society meetings.
88. Family members will have two votes.
89. Voting at meetings may be done physically, electronically or both by:
 - a. a show of hands, or
 - b. in writing.
90. The manner of voting will be determined by the meeting chair depending on how the meeting is being held.
91. Where votes are equal, the meeting chair has a casting vote in addition to their normal vote as a member.
92. The meeting chair declares the outcome of any vote and it is recorded in the meeting minutes. Any declaration of the outcome of a vote by the meeting chair is conclusive.
93. The declaration of the outcome of a vote is that the motion:
 - a. was carried
 - b. was carried by a particular majority
 - c. was lost
94. A recount of votes may be requested by the meeting chair or by any member entitled to vote.
95. If a recount is requested, the meeting chair will determine when and how the recount will happen. The result of the recount is final.
96. Votes cannot be made by proxy.

Accounts and audit

97. The Treasurer must receive all subscriptions, donations, and other monies collected or received by the society.
98. All monies received by the Treasurer must be banked in the account or accounts of the society.
99. A minimum of two authorised signatories are required to make payments from the society's account or accounts at the direction of the committee.
100. The Treasurer must keep correct accounts of all monies received and paid out by the society.
101. If requested by the committee, the Treasurer must prepare and provide full statements of all income and expenditure by the society for any specified time (eg quarterly).
102. The Treasurer must prepare and present the annual statement of accounts and submit that statement for audit or review for presentation at the AGM.
103. Subject to any conditions imposed by the donors, the committee can, in its sole discretion, determine whether legacies and donations will be treated as capital or revenue.
104. A reviewer or auditor must be appointed to review or audit the society's accounts for the AGM.
105. A reviewer who is appointed to review the society's accounts must be from Accounting for Charities Trust or similar organisation, or must be a suitably experienced and qualified person capable of conducting the review approved by the committee.
106. While the society's accounts will be reviewed annually, the committee or the membership at an AGM may resolve to have the accounts audited for presentation at the next AGM.
107. The reviewer or auditor has full access to the accounts and records of the society at all reasonable times for the purpose of carrying out their review or audit.
108. The reviewer or auditor can request any relevant information they reasonably require for their review or audit from the Treasurer and other committee members, and that information will be provided.
109. The reviewer or auditor will report on the society's accounts for the AGM and must state whether or not they consider, in their opinion, that the accounts are a true and accurate representation of the state of the society's affairs.

Disputes

110. Any disputes related to the society are handled in accordance with the dispute resolution procedure in schedule 1 of this constitution.

Society's constitution

111. The constitution can only be altered, added to, or amended by a formal decision made by a majority vote of the members present at a society meeting.
112. The committee must give at least 10 working days notice of any proposed changes to the constitution.
113. Any changes to the constitution cannot change the charitable nature of the organisation.
114. Any issue with the interpretation of the provisions of the constitution will be determined by:
- a. discussion amongst the committee with the aim of coming to an agreed interpretation
 - b. where an agreed interpretation 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.
115. A copy of this constitution must be available for inspection by any member on request.
116. The Secretary must register the constitution and any changes to the constitution with the Registrar of Incorporated Societies as soon as the constitution or any change has been approved.

Notices

117. Any notice that must be served by the society can be served by:
- a. posting to the address provided by the intended recipient, or
 - b. emailing to the email address provided by the intended recipient.
118. Any notice sent through the post is deemed to have been received 5 working days after posting.
119. Non-receipt of any notice properly sent does not invalidate any proceeding relating to that notice.

Dissolution

- 120. The society can be voluntarily wound up by resolution of a majority of the members voting at a membership meeting called for that purpose.
- 121. All property belonging to or controlled by the society at the date of winding up must be transferred to any other charitable organisations in New Zealand which have or include the same purposes as the society.
- 122. The society can determine which organisations it transfers its property to.
- 123. The transfer of any property of the society can be subject to any terms or conditions the society decides providing they are not inconsistent with the charitable nature of the organisation to which they are transferred.

Common Seal

- 124. The Secretary holds the Common Seal of the society.
- 125. The committee determines which documents the Common Seal is affixed to.
- 126. The Common Seal is affixed to documents by two members of the committee.

Schedule 1 – Disputes resolution procedures

How a complaint is made

1. A member or officer of the society can make a complaint by giving written notice to the committee that:
 - a. they are raising a dispute in accordance with the constitution
 - b. setting out the allegation to which the dispute relates and who the complaint is against
 - c. setting out the information reasonably required by the society to consider the complaint.
2. The society may make a complaint involving an allegation against a member or officer by giving that person notice in writing that:
 - a. they are raising a dispute in accordance with the constitution
 - b. setting out the allegation to which the dispute relates.
3. Any complaint must contain sufficient information to fully and fairly inform the person the complaint is against what the allegation is and must include sufficient detail to enable them to prepare a response.

Right of the person making a complaint to be heard

4. A person who makes a complaint has the right to be heard before the complaint is resolved or any outcome is determined.
5. If the society makes the complaint:
 - a. the society has the right to be heard before the complaint is resolved or any outcome determined, and
 - b. an officer may exercise that right on behalf of the society.
6. Without limiting the manner in which the member, officer, or society can be given the right to be heard, they must be taken to have been given that right if:
 - a. they have had reasonable opportunity to be heard in writing or at an oral hearing (if one is held)
 - b. an oral hearing is held if the decision maker considers an oral hearing is necessary
 - c. an oral hearing (if any) is held before the decision maker
 - d. any written submissions from the party are considered by the decision maker.

Right of the person who is the subject of the complaint to be heard

7. This clause applies if a complaint involves an allegation that a member, an officer, or the society has:
 - a. engaged in misconduct
 - b. breached, or is likely to breach, a duty under the constitution or the Incorporated Societies Act 2022
 - c. damaged the rights or interests of a member or the rights or interests of members generally.
8. The subject of a complaint has the right to be heard before the complaint is resolved or any outcome is determined.
9. Where the subject of a complaint is the society, an officer may exercise that right on behalf of the society.
10. Without limiting the manner in which the subject of a complaint can be given the right to be heard, they must be taken to have been given that right if:
 - a. they have had reasonable opportunity to be heard in writing or at an oral hearing (if one is held)
 - b. an oral hearing is held if the decision maker considers an oral hearing is necessary
 - c. an oral hearing (if any) is held before the decision maker
 - d. any written submissions from the party are considered by the decision maker.

Investigating and determining complaints

11. The society must, as soon as reasonably practicable after receiving or becoming aware of a complaint made under this constitution, ensure the dispute is investigated and determined.
12. Disputes under the constitution must be dealt with in a fair, efficient, and effective manner.

Society may decide not to proceed further with complaint

13. Despite clauses 11 and 12 above, the society may decide not to proceed further with a complaint if:
 - a. the complaint is “trivial”
 - b. the complaint does not appear to disclose or involve any allegation of the following kind:
 - i. that a member or officer engaged in material misconduct
 - ii. that a member, an officer, or the society has materially breached, or is likely to materially breach a duty under this constitution or the Incorporated Societies Act 2022

- iii. that a member's rights or interests, or the rights or interests of members in general has been materially damaged
- c. the complaint appears to be without foundation or there is no apparent evidence to support it
- d. the person who makes the complaint has an insignificant interest in the matter
- e. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution
- f. there has been undue delay in making the complaint.

Society may refer complaint

- 14. The society may refer a complaint to:
 - a. a subcommittee or an external person to investigate and report on
 - b. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- 15. The society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution, eg mediation or facilitation.

Decision makers

- 16. A person may not act as a decision maker in relation to a complaint if two or more members of the committee or a complaints subcommittee consider there are reasonable grounds to believe that the person may not be:
 - a. impartial
 - b. able to consider the matter without a predetermined view.