



CONSTITUTION

Rule 1 | Name and Status

- 1.1 The name of the Organisation shall be "**Veterinarians for Animal Welfare Aotearoa Limited,**" with the initials of VAWA.
- 1.2 From 17/11/2023, the Organisation is registered as a charitable Limited Company under the Charities Act 2005 (CC60741).

Rule 2 | Interpretation

In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

'Act' means the Companies Act 1993

'Annual General Meeting' means a meeting of the Members of the Organisation held once per year that, among other things, will receive and consider reports on the Organisation's activities and finances.

'Associated Person' means a person who:

- may obtain a financial benefit from any matter being dealt with by any Member (as a Committee Member, or in any General Meeting, or otherwise for the Organisation) where that person is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of that Member;
- may have a financial interest in a person to whom any matter being dealt with by any Member (as a Committee Member, or in any General Meeting, or otherwise for the Organisation) relates;
- is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom any matter being dealt with by any Member (as a Committee Member, or in any General Meeting, or otherwise for the Organisation) relates;



- may be interested in the matter because the Organisation's Constitution so provides.

but no such Member shall be deemed to have any such interest:

- merely because that Member receives an indemnity, insurance cover, remuneration, or other benefits authorised by the Organisation, in accordance with the law and this Constitution; or
- if that Member's interest is the same or substantially the same as the benefit or interest of all or most other members of the Organisation due to the membership of those members; or
- if that Member's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence that Member in carrying out that Member's responsibilities to the Organisation's Constitution.

'Body Corporate' means a recognised legal entity such as those listed on the registers maintained by the New Zealand Companies Office, or international equivalent.

'Chair' means the Executive Committee Member responsible for overseeing implementation of strategy and operational tasks of the Organisation and chairing General Meetings.

'Clear Days' means complete days, excluding the first and last-named days (for instance, excluding the date a Notice of Meeting is posted or sent to Members and the date of the meeting).

'Code' means the Code of Conduct by which Members agree to abide.

'Committee' means the Executive Committee elected by the Directors to provide strategic and operational guidance for the Organisation.

'Committee Member' means a member of the Committee, and includes the Chair, Managing Director, Secretary and Treasurer, and other elected members.

'Deputy Chair' means the Committee Member elected or appointed to deputise in the absence of the Chair.

'Directors' means the Directors of Veterinarians for Animal Welfare Aotearoa Limited.

'Founding Members' mean Members on the Register of Members at the Launch Date.



'General Meeting' means either an Annual General Meeting or a Special General Meeting of the Organisation.

'Launch Date' means the date that Veterinarians for Animal Welfare Aotearoa was publicly announced, namely Tuesday 1st February 2022.

'Meeting' where it refers to a meeting of the Committee includes a meeting by telephone conference, video conference or any means of instantaneous communication agreed by the Committee.

'Member' means a person properly admitted to the Organisation who has made any payments required by these Rules, agreed to abide by the Organisation's Membership Statement and Code of Conduct, and who has not ceased to be a member of the Organisation and includes Honorary Life members.

'Membership Statement' means the statement that all Members must read, understand, and agree to prior to becoming a Member of Veterinarians for Animal Welfare Aotearoa.

'Notice' to Members includes any notice given by post, courier or email; and the failure for any reason of any Member to receive such Notice or information shall not invalidate any meeting or its proceedings or any election.

'Objects' means the Objects of the Organisation as set out in Rule 3.

'Organisation' means the Organisation referred to in Rule 1.

'Purpose' means the Charitable Purposes set out in Rule 2.

'Register of Interests' means the Register of Interests of Committee Members kept under these Rules.

'Register of Members' means the list of Members kept under these Rules.

'Rules' means the Rules in this Constitution.

'Secretary' means, the Committee Member responsible for keeping the Register of Members, the Register of Interests, and recording the minutes of General Meetings and Committee meetings; secretarial tasks may be delegated.

'Shareholders' Agreement' means the confidential agreement between the Directors of the Organisation.



'Special General Meeting' means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.

'Treasurer' means the Committee Member responsible for overseeing the finances of the Organisation; treasurer's tasks may be delegated.

'Voting Member' means any Member with voting rights under these Rules.

Rule 2 | Charitable Purpose

- 2.1 The Organisation is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely:
1. **to advance education** through using and sharing veterinary and animal welfare science knowledge and expertise.
 2. **benefit the community** by improving the welfare of animals, and people's knowledge about animals and their welfare.
- 2.2 Any income, benefit, or advantage must be used to advance the charitable purposes of the Organisation.
- 2.3 No shareholders of the Company shall be entitled to receive any benefit from the Company by way of dividend or other payment from the Company by virtue of a shareholder holding shares whether ordinary or any other class of shares in the Company.
- 2.4 No Member, or Associated Person, is allowed to take part in, or influence any decision made by the Organisation in respect of payments to, or on behalf of, the Member or Associated Person of any income, benefit, or advantage.
- 2.5 Any payments made to a Member or Associated Person must be for goods and services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

Rule 3 | Objects of the Organisation

The Objects of the Organisation shall be to:



- 3.1 **Advocate** to improve animal welfare outcomes in Aotearoa New Zealand.
- 3.2 **Influence** Government and other organisational policy to create better welfare outcomes for animals, humans, and the environment.
- 3.3 **Consult** with those with influence over Aotearoa New Zealand's animals to improve animal welfare outcomes.
- 3.4 **Educate** the public and the veterinary profession on animal welfare.
- 3.5 **Collaborate** with others to improve animal welfare outcomes in Aotearoa New Zealand.

The Organisation shall also do all other lawful things as deemed necessary and proper by agreement of the Directors, that facilitates achieving the Objects of the Organisation.

None of the Objects of the Organisation preclude an holistic approach being used to create A Good Life for All – animals, humans, and the environment.

Rule 4 | Other Powers

- 4.1 The Organisation has the power to borrow money.
- 4.2 In addition, the Organisation:
 - may use its funds to pay the costs and expenses to advance or carry out its purposes, and to employ or contract with such people as may be appropriate, and
 - may invest in any lawful investment.

Rule 5 | Obligations of Members

- 5.1 All Members (including Committee Members) and Directors shall promote the interests and purposes of the Organisation and shall do nothing to bring the Organisation into disrepute.
- 5.2 Every applicant for membership must agree to the applicable Membership Statement and the Code of Conduct.



- 5.3 A Member must abide by the Organisation's Rules and Conduct of Conduct.
- 5.4 At any time, the Directors may revoke any membership, should a Member not adhere to the Rules, the Membership Statement or not abide by the Code of Conduct, or in any other way present a real, or foreseeable, risk to the reputation of the Organisation. No correspondence will be entered in to.
- 5.5 A Member is only entitled to exercise their rights of membership (may include attending and voting at General Meetings, accessing or using the Organisation's premises, facilities, equipment and other property) if all Membership and any other fees have been paid to the Organisation by due date; no Member or Honorary Life Member is liable for an obligation of the Organisation by reason only of being a Member.
- The Committee may decide what access or use Members may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the Organisation, including any conditions of and fees for such access or use.
- 5.6 Every Member represents only themselves unless they are the representative of a body corporate. Being a body corporate representative does not limit that representative being an individual Member.
- 5.7 Every Member shall provide the Organisation with that Member's name and contact details (must include but is not limited to a telephone number(s), and an email address) and promptly advise the Organisation of any changes to those details.
- 5.8 Any Member that is a body corporate shall provide the Executive Committee/Secretary with the name and contact details of the person who is that body corporate's authorised representative, and that person shall be deemed to be the body corporate's proxy for any purpose allowed for in the Rules.
- 5.9 Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Organisation, nor may a Member speak, write nor communicate on behalf of the Organisation, without express permission from the Committee or Directors.



Rule 6 | Membership

MEMBERSHIP | FOUNDING MEMBERS

- 6.1 All Founding Members have one vote.
- 6.2 Any natural person may become a Founding Member; Body Corporate representatives are not permitted to be Founding Members.
- 6.3 Founding Members must agree to a Membership Statement and the abide by Organisation's Constitution and Code of Conduct.
- 6.4 Founding Members must pledge an initial sum to the Organisation, may also become a donor or sponsor at any time, and shall pay an annual Membership Fee thereafter should they choose to continue to be a Member.

MEMBERSHIP | VETERINARIANS

- 6.5 All Veterinary Members have one vote.
- 6.6 Any veterinarian (including retired veterinarians) of good standing, within or outside of Aotearoa New Zealand, shall be eligible to be a Veterinary Member of the Organisation.

Upon paying an annual Membership Fee, all Veterinary Members of the Organisation shall be entitled to Membership, provided they agree to the Veterinarians' Membership Statement and the Organisation's Code of Conduct.

Veterinarians' Membership Statement:

"I am a registered or retired veterinarian of good standing.

I support the use of veterinary and animal welfare science to advance the Objects of the Organisation. I agree that where change is necessary to achieve the interests of animals in Aotearoa New Zealand, it must be fair and just.

I understand that submissions, policy, and other statements, including those in the media, are made by Veterinarians for Animal Welfare Aotearoa on behalf of all Members of the Organisation.



For my views to be considered, I accept it is my responsibility to read and provide feedback on Veterinarians for Animal Welfare Aotearoa documentation during consultation.

I have read and understood this Membership Statement.

I have read and understood, and agree to abide by, the Code of Conduct for Veterinarians for Animal Welfare Aotearoa.”

Veterinary Members are not precluded from donating to, nor sponsoring, the Organisation.

MEMBERSHIP | NON-VETERINARIANS

NATURAL PERSONS

6.7 All Non-veterinary members, excluding Body Corporates, have one vote.

6.8 Non-veterinarians shall be eligible to be a Non-veterinary Member of the Organisation.

Non-veterinary Members may be elected to the Executive Committee following a unanimous nomination from the Executive Committee to the Directors and unanimous agreement from the Directors.

Upon paying an annual Membership Fee, all Non-veterinary Members of the Organisation shall be entitled to Non-veterinary Membership, provided they agree to abide by the Non-veterinarians' Membership Statement and the Organisation's Code of Conduct.

Non-veterinarians' Membership Statement:

“I support the use of veterinary and animal welfare science to advance the Objects of the Organisation.

I agree that where change is necessary to achieve the interests of animals in Aotearoa New Zealand, it must be fair and just.

I understand that submissions, policy, and other statements, including those in the media, are made by Veterinarians for Animal Welfare Aotearoa on behalf of all members of the Organisation.



For my views to be considered, I accept it is my responsibility to read and provide feedback on Veterinarians for Animal Welfare Aotearoa documentation during consultation.

I have read and understood this Membership Statement.

I have read and understood, and agree to abide by, the Code of Conduct for Veterinarians for Animal Welfare Aotearoa.”

Non-veterinary Members are not precluded from donating to, or sponsoring, the Organisation.

BODY CORPORATE MEMBERS

6.9 Body Corporate Members do not have a vote.

6.10 Any Member that is a Body Corporate shall provide the Secretary with the name and contact details of the person who is the Body Corporate’s authorised representative, and that person shall be deemed to be the Body Corporate’s proxy.

Body Corporate Members have the same obligations as, and are entitled to all rights and privileges of, Non-veterinary Members, excluding the right to vote.

Upon paying an annual Membership Fee, all Body Corporate Members of the Organisation shall be entitled to Non-veterinary Membership, provided they agree to abide by the Body Corporate Membership Statement and the Organisation’s Code of Conduct.

Body Corporate Membership Statement

“The Body Corporate that I represent:

- supports the use of veterinary and animal welfare science to advance the Objects of Veterinarians for Animal Welfare Aotearoa.*
- agrees that where change is necessary to achieve the interests of animals in Aotearoa New Zealand, it must be fair and just.*
- understands that submissions, policy, and other statements, including those in the media, are made by Veterinarians for*



Animal Welfare Aotearoa on behalf of all members of the Organisation.

For views of the Body Corporate that I represent to be considered, I accept it is the Body Corporate's responsibility to read and provide feedback on Veterinarians for Animal Welfare Aotearoa documentation during consultation.

As an authorised representative, and of behalf of, a Body Corporate:

- I have read and understood this Membership Statement.*
- I have read and understood the Code of Conduct for Veterinarians for Animal Welfare Aotearoa.”*

Body Corporate Members are not precluded from donating to, or sponsoring, the Organisation.

MEMBERSHIP | COMPLIMENTARY MEMBERS

- 6.11 All Veterinary and Non-veterinary Complimentary Members have one vote.
- 6.12 Complimentary Membership is for the membership year (maximum 12 months) for which Complimentary Membership is offered. Complimentary Members can be renominated.
- 6.13 There is no fee for Complimentary Membership.
- 6.14 Complimentary Members may become donors or sponsors of the Organisation.
- 6.15 Complimentary Members must be nominated by another Member and be unanimously supported by the Executive Committee.
- 6.16 The nominated person must consent and agree to abide by the relevant Membership Statement and the Organisation's Code of Conduct, before becoming a Complimentary Member.

MEMBERSHIP | HONORARY LIFE MEMBERS

- 6.17 All Honorary Life Members have one vote.



6.18 Any natural person who has given meritorious service to animal welfare in Aotearoa New Zealand or to the Organisation, may be approved as an Honorary Life Member by the Directors.

Honorary Life Members shall be entitled to all rights and privileges of Members, including voting rights, and shall be subject to all the same Obligations as a Member, except those of paying Membership Fees.

Written nominations for Honorary Life Membership, signed by proposer and seconder, who shall be any Member, shall be forwarded to the Committee. Following unanimous endorsement by the Committee, a Committee recommendation of the Honorary Life Membership is made to the Directors, who may approve the nomination if by unanimous vote; otherwise, it is declined.

Honorary Life Members may become donors or sponsors of the Organisation.

Rule 7 | Donors and Sponsors

7.1 Donors

Persons and Body Corporates that support the Objects of the Organisation shall be able to donate to the Organisation over and above, or instead of, paying a Membership Fee, and in doing so, are known as “Donors.”

Unless they are also a Member, Donors shall be entitled to none of the privileges of Members and choose to be involved by way of donations in order and only to see the Organisation succeed.

Donors, who are also Members, shall have the same Obligations as Members, and are entitled to all rights and privileges of their Membership category, and no more than that.

7.2 Sponsors

Sponsors of the Organisation shall be entitled to none of the privileges of Members and choose to be involved by way of sponsorship in order and only to see the Organisation succeed.



Being a Sponsor does not preclude that person or Body Corporate from other forms of membership, whereby they, as a Member, shall have the same Obligations as Members, and are entitled to all rights and privileges of their Membership category, and no more than that.

Rule 8 | Membership Fee

- 8.1 The annual Membership period is 1st April to 31st March.
- 8.2 The annual Membership Fee shall be proposed by the Committee and approved by the Organisation at the Annual General Meeting.
- 8.3 The Membership Fee is payable annually by all Members, except for:
 - 8.3.1 Complimentary Members for the relevant, single membership year, and
 - 8.3.2 in perpetuity, the Honorary Life Members.
- 8.4 Any Member failing to pay the annual Membership Fee within two months of the date the same was due for payment, shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Organisation activity or to access or use the Organisation's premises, facilities, equipment and other property until all the arrears are paid.
- 8.5 If such arrears are not paid within three months of the due date for payment of the Membership Fee, any other fees, or levy, the Committee may terminate the Member's membership (without being required to give prior notice to that Member).
- 8.6 When Membership Fees are overdue, the Committee may reinstate any such Member if the Member pays all sums due.

Rule 9 | Termination or Withdrawal of Membership

- 9.1 A Member ceases to be a Member:
 - on death (or if a body corporate on liquidation or if a partnership, on dissolution of the partnership) with effect from the death of the Member or the date of receipt by the Chair, or



- by written resignation from that Member to the Chair, or any subsequent date stated in the notice of resignation, or
- on termination of a Member's membership following a breach of the Rules of the Organisation (including but not limited to the Membership Statement and/or Code of Conduct).

9.2 A Member who resigns or whose membership is terminated under these Rules:

- remains liable to pay all fees that are due at the time of resignation or termination,
- shall cease to represent themselves as a Member of the Organisation, and
- shall return to the Organisation all material provided to Members by the Organisation,
- shall cease to be entitled to any of the rights of an Organisation Member.

9.3 Any former Member may apply for re-admission in the manner prescribed for new applicants and may be re-admitted.

9.4 However, if a former Member's membership was terminated following a breach of these Rules, the applicant may be re-admitted only by unanimous agreement of the Committee and Directors.

Rule 10 | Annual General Meeting

10.1 An Annual General Meeting shall be held once a year on a date and at a location determined by the Committee and the Directors; it shall meet legislative requirements and be consistent with any requirements in the Rules; procedures for General Meetings shall apply.

10.2 The business of an Annual General Meeting shall be to:

- confirm the minutes of previous Organisation's Meeting(s),
- adopt the annual report on Organisation's business,
- adopt the financial report of the Organisation,
- set any membership fees for the following financial year (per Rule 8.2),
- consider any motions,



- consider any general business.

10.3 The Committee must, at each Annual General Meeting, present the following information:

- an annual report on the affairs of the Organisation,
- the annual financial report for that period, and
- notice of any disclosures of interests to the Register of Interests made by Committee Members or Directors during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).

Rule 11 | Special General Meeting

11.1 Special General Meetings may be called at any time, by:

- the Committee or the Directors, by resolution.
- resolution made at an Annual General Meeting.
- by written request of no less than twenty (20) Members (half of whom must be Veterinarians).

11.2 A Special General Meeting shall be called for a date not earlier than seven (7) days nor later than thirty (30) days, following receipt of a written Member request.

11.3 Any resolution or written request must state the business that the Special General Meeting is to address, including motions for voting upon.

11.4 The Rules relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting, and a Special General Meeting shall only consider and deal with the business specified in the Committee's resolution or the written request by Members for the Meeting.

Rule 12 | Meeting Procedure

12.1 The Committee shall give all Members at least seven (7) Clear Days' Notice of any General Meeting and of the business to be conducted at that General Meeting.



12.2 The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice.

12.3 All financial Veterinary, Non-veterinary and Honorary Life Members may attend, speak and vote at General Meetings:

- in person, or
- via electronic means where persons can be identified when voting (e.g., video calling),
- by a signed, original, written proxy in favour of some individual entitled to be present at the meeting and received by, or handed to, the Secretary before the commencement of the General Meeting
- an email or electronic copy of a written vote is acceptable, where it is accompanied by a photo identification that shows the same signature.

Such a proxy vote must be emailed, scanned, or sent via another electronic means to the Secretary before the commencement of the General Meeting).

No other proxy voting shall be permitted.

12.4 All other Members of the Organisation may attend and at the behest of the Chair, speak at, General Meetings.

12.5 No General Meeting may be held unless at least ten (10) eligible financial voting Members attend (the majority of whom must be Veterinarians). This will constitute a quorum.

12.6 If, within half an hour after the time appointed for a meeting, a quorum is not present, the meeting – if convened upon request of Members – shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair of the Organisation, and if at such adjourned meeting a quorum is not present, those present in person or by proxy shall be deemed to constitute a sufficient quorum.

Any decisions made when a quorum is not present are not valid.

12.7 General Meetings may be held at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate.



- 12.8 All General Meetings shall be chaired by the Chair. If the Chair is absent, the Deputy Chair, Managing Director, another Director, may Chair. Any person chairing a General Meeting does not have a casting vote.
- 12.9 Any person chairing a General Meeting may:
- with the consent of that General Meeting, adjourn the General Meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - direct that any person not entitled to be present at the Meeting, obstructing the business of the Meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the chairperson be removed from the Meeting, and
 - in the absence of a quorum or in the case of emergency, adjourn the Meeting or declare it closed.
- 12.10 The Committee may put forward motions for the Organisation to vote on ('Committee Motions'), that shall be notified to Members with the notice of the General Meeting.
- 12.11 Any Member may request that a motion be voted on ('Member's Motion') at a General Meeting, by giving notice to the Secretary at least seven (7) Clear Days before that meeting. The Member may also provide information in support of the motion.
- 12.12 Minutes must be kept by the Secretary of all General Meetings.
- 12.13 The Secretary's responsibilities may be delegated to a person approved by the Committee by a simple majority.
- 12.14 The Treasurer's responsibilities may be delegated to a person approved by the Committee by a simple majority. The Treasurer must maintain oversight of duties, and retains any liabilities.

Rule 14 | Executive Committee

EXECUTIVE COMMITTEE



- 14.1 Committee Members must be Members and are appointed to Committee by the Directors of the Organisation.
- 14.2 The majority of the Committee must be Veterinarians.
- 14.3 Committee Members must not be disqualified from holding office, by these Rules or any relevant statute, including the Companies Act 1993 and the Charities Act 2005, and must be over the age of eighteen (18).

TERM

- 14.4 The Directors may serve in perpetuity, but this shall be reviewed every three (3) years, by the Directors and the Committee, to allow for recruitment of key persons, skills and expertise to best meet the Purpose and Objects of the Organisation.
- 14.5 The term of office for all other Committee Members shall be three (3) years, expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Committee Member's term of office.
- 14.6 No Committee Member shall serve for more than three (3) consecutive terms, without Directors' approval.
- 14.7 No Chair shall serve for more than three (3) consecutive years as Chair, without Directors' approval.
- 14.8 The Directors reserve the right to remove any and/or all Committee Members, including the Chair, and the Managing Director for any reason whatsoever that they unanimously agree upon, so long as this is in accordance with the Rules, and the Shareholders' Agreement.

COMPOSITION

- 14.9 The Committee will consist of at least five (5) Committee Members who are:
- Members; and
 - natural persons; and
 - not disqualified by these Rules or any relevant statute.
- 14.10 The Committee will include:
- a Chair



- a Deputy Chair
- a Managing Director, who may also hold Office
- a Secretary and a Treasurer, who may be the same person, and
- other Committee Members such that there are no less than five (5) and no more than seven (7) Executive Committee Members in total (including Officers).

REMOVAL OF COMMITTEE MEMBER

14.11 Disputes must be arbitrated accordance with these Rules, statute and the Shareholders' Agreement.

14.12 Where a complaint is made about the actions or inaction of a Committee Member (in the Committee Member's capacity as a Member of the Organisation) the following steps shall be taken:

- the Chair or Managing Director notifies the Directors.
- the Committee Member who is the subject of the complaint, must be advised of all details of the complaint.
- the Committee Member who is the subject of the complaint, must be given adequate time to prepare a response.
- If a hearing is required, the complainant and the Committee Member who is the subject of the complaint, must be given an adequate opportunity to be heard, either in writing or at an oral hearing by the Committee Chair and the Directors.
- where the complaint is about the Chair, it should be referred to the Directors; where the Chair is also a Director, it should be referred to the other Directors, who, if a hearing is required, must co-opt an independent party or parties to oversee proceedings and decisions.
- where the complaint is about the Managing Director, it should be referred to the Chair and the other Directors, who, if a hearing is required, must co-opt an independent party or parties to oversee proceedings and decisions.

14.13 If the complaint is upheld and it relates to matters irreconcilable to the Rules, including the Obligations of Members and/or the Objects of the Organisation, the Committee Member may be removed from the Committee by a resolution of the Committee Chair and the Directors. Termination of Membership may also result.



14.14 Where the complaint is about the Managing Director, and is upheld, and it relates to matters irreconcilable to the legal role of a Director, the Organisation's Rules, including the Obligations of Members, and/or the Objects and Purposes of the Organisation, the Managing Director may be removed from the Committee by a resolution of the Committee Chair and the Directors, and in accordance with the Shareholders' Agreement and New Zealand statute.

Rule 15 | Duties of the Executive Committee

15.1 At all times, each Committee Member:

- shall ensure they are not disqualified from being a Committee member by;
 - being a person under 18 years of age;
 - being discharged as bankrupt, or otherwise disqualified from controlling a business, or a Charity;
 - having been convicted of an animal welfare offence and/or dishonesty, tax or money laundering crime (list not exhaustive);
- shall act in good faith and in what they believe to be the best interests of the Organisation,
- must exercise all powers for a proper purpose,
- must not act, or agree to the Organisation acting, in a manner that contravenes Statute or this Constitution,
- when exercising powers or performing duties as a Committee Member, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation, the nature of the Organisation, the nature of the decision, and the position of the Committee Member and the nature of the responsibilities undertaken by them,
- must not agree to the activities of the Organisation being carried on in a manner likely to create a substantial risk of serious loss to the to the Organisation or its reputation or to the Organisation's creditors, or cause or allow the activities of the Organisation to be carried on in a manner likely to create a substantial risk



of serious loss to the Organisation or its reputation or to the Organisation's creditors, and

- must not agree to the Organisation incurring an obligation unless they believe at that time on reasonable grounds that the Organisation will be able to perform the obligation when it is required to do so.

15.2 The Committee shall meet as required at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the Chair or Managing Director.

15.3 The quorum for Committee meetings is at least two-thirds of the number of Committee Members, and must include the Managing Director.

15.4 The Secretary shall keep an up-to-date Register of Members, recording for each Member their name, contact details, the date they became a Member, and any other information required by these Rules. No access will be given to information on the Register of Members to Members or any other person, other than the Executive Committee, Directors or as required by law.

15.5 The Secretary shall at all times maintain an up-to-date Register of Interests (see Appendix 2) disclosed by Committee Members.

15.6 Any funds and property of the Organisation shall be:

- controlled, invested and disposed of by the Committee, subject to these Rules, and
- devoted solely to the promotion of the Objects and Charitable Purposes of the Organisation.

Rule 16 | Functions of the Executive Committee and the Managing Director

16.1 The Organisation shall be governed by the Committee, that shall be accountable to the Directors for the advancement of the Organisation's Charitable Purposes and Objects.

16.2 In conjunction with and with support from the Committee, the Managing Director shall oversee all the Organisation's day-to-day activities, including:



- writing, consulting and submitting feedback to Government and other organisations.
- providing consultancy services.
- capitalising on opportunities to engage (e.g., conferences and workshops) and educate veterinarians, and the general public.
- fostering relationships and collaborations with other like-minded organisations.
- being the spokesperson on behalf of the Organisation.
- overseeing all applications for membership and discuss with the Executive Committee/Directors as required.

16.3 The Committee, by consensus, may appoint sub-committees consisting of such persons (whether or not Members of the Organisation) and for such purposes as it thinks fit.

Unless otherwise resolved by the Committee:

- no sub-committee shall have power to co-opt additional members,
- a sub-committee must not commit the Organisation to any operations nor financial expenditure without express authority, and
- a sub-committee must not further delegate any of its powers.

Rule 17 | Member Complaints

17.1 Disputes must be arbitrated accordance with these Rules, statute and the Shareholders' Agreement.

17.2 Any grievance by a Member, and any complaint by anyone, is to be lodged by the complainant with the Chair/Managing Director in writing and must provide such details as are necessary to identify the details of the grievance or complaint. All Members (including the Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Organisation's activities.

Detailed disputes processes are found in Appendix 3.

17.3 The complainant raising a grievance or complaint, and the Committee, must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation or arbitration.



Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

- 17.4 If the complaint is upheld and it relates to matters irreconcilable to the Rules, including the Obligations of Members and/or the Objects of the Organisation, the Member may be removed from the Organisation by a resolution of the Committee and the Directors, passed by a simple majority of the Committee and unanimous agreement of the Directors.
- 17.5 The Directors reserve the right to decline or revoke any Membership, for any such reason as they see fit, including but not limited to when a Member does not meet the Obligations of Members.

Rule 17 | Winding Up

- 17.1 The Organisation may be wound up, or liquidated, or removed from the Register of Limited Companies in accordance with the provisions of relevant statute.
- 17.2 If upon the winding up or dissolution of the Organisation, there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the organisation, but shall be given or disposed of by gift to some other organisation or body having Charitable Purposes or Objects similar to the Organisation.

Rule 18 | Amending the Rules

- 18.1 The Organisation may amend or replace these Rules:
- at a General Meeting by a resolution passed by more than sixty-six (66) percent of those Members present and voting, or
 - by unanimous agreement of the Committee and the Directors.
- 18.2 When an amendment is approved, and once the Organisation has charitable status, these Rules shall be provided to Charities Services within three months of the date of the amendment, and register the amended Constitution with New Zealand Companies House.



APPENDIX 1 | CODE OF CONDUCT

VETERINARIANS FOR ANIMAL WELFARE AOTEAROA

VISION | A GOOD LIFE FOR ALL

CULTURE | INTEGRITY AND PROFESSIONALISM CREATED THROUGH FAIR, HONEST, & RESPECTFUL BEHAVIOUR

Veterinarians for Animal Welfare Aotearoa is a collective of animal welfare advocates. Our purpose is to create better lives for animals using knowledge and expertise in veterinary and animal welfare science.

We create influence through advocacy, submissions, education, consultation, and collaboration. We provide a unique voice for animals, underpinned by science, and not compromised by commercial or vested interests.

Veterinarians for Animal Welfare Aotearoa advocacy focuses on all 5 domains of animal welfare and strives to create “A Good Life.”

Veterinary-led

Science-backed

Independent

Advocates

CODE OF CONDUCT

PURPOSE & SCOPE

This Code of Conduct sets out expectations for all Members and Directors of Veterinarians for Animal Welfare Aotearoa.

FUNDAMENTAL RESPONSIBILITIES

Members shall:

1. support and promote the vision, and emulate the culture of the organisation, and



2. act in accordance with this Code of Conduct, the Membership Statement and the Constitution

of Veterinarians for Animal Welfare Aotearoa.

EXPECTATIONS

All Members will:

1. abide by the Fundamental Responsibilities, meaning;
 - a. acting with integrity and professionalism, and
 - b. being fair and honest, and
 - c. behaving in a respectful way,so as to maintain and build the reputation of Veterinarians for Animal Welfare Aotearoa, and
2. respectfully listen, respond and engage with differing views, opinions, knowledge and expertise;
3. respect, and not undermine Veterinarians for Animal Welfare Aotearoa's decisions, policies, and directions;
4. contribute to and champion, a safe and inclusive environment, including respectfully addressing harassment, exploitation, or discrimination;
5. respect and maintain confidentiality of Veterinarians for Animal Welfare Aotearoa's business and collateral, as appropriate, both during membership and after retiring as a member;
6. not represent or speak on behalf of Veterinarians for Animal Welfare Aotearoa without express permission from the Executive Committee or Directors;
7. understand that information, design, and intellectual property created for the Organisation remains the property of Veterinarians for Animal Welfare Aotearoa, and may not be used or distributed without permission;

and when representing Veterinarians for Animal Welfare, including on the Executive Committee, members will:

8. make decisions fairly and impartially, and accept responsibility for decisions made;



9. inform the Executive Committee of any interests that need to be registered¹;
10. enter only into transactions and/or make promises on behalf of Veterinarians for Animal Welfare Aotearoa following delegation from the Executive Committee or Directors;
11. not use the name and/or membership of Veterinarians for Animal Welfare Aotearoa to promote personal views or philosophies, without prior approval from the Executive Committee or Directors.

¹ An interest must be registered when an individual's or an associated person's interests, interfere, appear to interfere or have the potential to interfere, with the interests of the Veterinarians for Animal Welfare Aotearoa



APPENDIX 2 | REGISTER OF INTEREST

A member of the Committee and/or of a sub-committee is interested in a matter if the member of the Committee and/or sub-committee:

- a. may obtain a financial benefit from the matter; or
- b. is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of a person who may obtain a financial benefit from the matter; or
- c. may have a financial interest in a person to whom the matter relates; or
- d. is a partner, director, member of the Committee and/or sub-committee, board member, or trustee of a person who may have a financial interest in a person to whom the matter relates.

However, a member of the Committee and/or sub-committee is not interested in a matter—

- a. merely because the member of the Committee and/or sub-committee receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act; or
- b. if the member of the Committee's and/or sub-committee's 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; or
- c. if the member of the Committee's and/or sub-committee's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the member of the Committee in carrying out the member of the Committee's and/or sub-committee's responsibilities under the Act or the Rules; or
- d. if the member of the Committee and/or sub-committee is a member of the committee of a union and the member of the Committee's and/or sub-committee's interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its members' collective employment interests.

A member of the Committee and/or sub-committee who is interested in a matter relating to the Society must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—

- a. to the Committee and/or sub-committee; and



- b. in an interests register kept by the Committee.

Disclosure must be made as soon as practicable after the member of the Committee and/or sub-committee becomes aware that they are interested in the matter.

A member of the Committee and/or sub-committee who is interested in a matter—

- a. must not vote or take part in the decision of the Committee and/or sub-committee relating to the matter; and
- b. must not sign any document relating to the entry into a transaction or the initiation of the matter; but
- c. may take part in any discussion of the Committee and/or sub-committee relating to the matter and be present at the time of the decision of the Committee and/or sub-committee (unless the Committee and/or sub-committee decides otherwise).

However, a member of the Committee and/or sub-committee who is prevented from voting on a matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.

Where 50 per cent or more of Committee Members are prevented from voting on a matter because they are interested in that matter, a Special General Meeting must be called to consider and determine the matter, unless all non-interested members agree otherwise, and where 50 per cent or more of the members of a sub-committee are prevented from voting on a matter because they are interested in that matter, the Committee shall consider and determine the matter.



APPENDIX 3 | DISPUTES

This appendix concerns any grievances of members relating to their rights and interests as Members, and any complaints concerning the alleged conduct or discipline of Members, collectively referred to as “disputes.”

These disputes procedures are designed to enable and facilitate the fair, prompt and efficient resolution of grievances and complaints.

Rather than investigate and deal with any grievance or complaint themselves, the Committee may:

- appoint a sub-committee to deal with the same, or
- refer the same to an external arbitrator, arbitral tribunal, or external visitor (or referee), so long as minimum standards of natural justice and the following requirements under this rule are satisfied,

The Committee or any such sub-committee or person considering any grievance or complaint is referred to hereafter as the "decision-maker."

The decision-maker:

- shall consider whether to investigate and deal with the grievance or complaint, and
- may decline to do so (for instance, if the decision-maker is satisfied that the complainant has insufficient interest in the matter or otherwise lacks standing to raise it; the matter is trivial or does not appear to disclose material misconduct or material; the matter raised appears to be without foundation or there is no apparent evidence to support it; some damage to Members’ interests may arise; or the conduct, incident, event or issue has already been investigated and dealt with by the Organisation).

Where the decision-maker decides to investigate and deal with a grievance, the following steps shall be taken:

- The complainant and the Member, or the Organisation, that is the subject of the grievance, must be advised of all details of the grievance.
- The Member, or the Organisation, that is the subject of the grievance, must be given an adequate time to prepare a response.



- The complainant and the Member, or the Organisation, that is the subject of the grievance, must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
- Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

Where the decision-maker decides to investigate and deal with a complaint, the following steps shall be taken:

- The complainant and the Member complained against must be advised of all allegations concerning the Member, and all details of the complaint.
- The Member complained against must be given an adequate time to prepare a response.
- The Member complained against must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
- Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

A Member may not make a decision on, or participate as, a decision-maker in regards to a grievance or complaint, if two or more Committee Members, or the decision-maker, consider that there are reasonable grounds to infer that the person may not approach the grievance or complaint impartially, or without a predetermined view. Such a decision must take into account the context of the Organisation and the particular case, and may include consideration of facts known by the other Members about the decision-maker, so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially.

The decision-maker may:

- dismiss a grievance or complaint, or
- uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the Organisation and Members shall comply),
- uphold a complaint and:



- reprimand or admonish the Member, and/or
- suspend the Member from membership for a specified period, or terminate the Member's membership, and/or
- order the complainant (if a Member) or the Member complained against, to meet any of the Organisation's reasonable costs in dealing with a complaint.