

CONSTITUTION

Veterinary Professional Insurance Society Incorporated

INTRODUCTION

1. Name

1.1 The name of the society is Veterinary Professional Insurance Society Incorporated (**Society**).

2. Interpretation

2.1 **Definitions:** in this Constitution, unless the context otherwise requires:

Act means the Incorporated Societies Act 2022 ~~(as anticipated to be enacted)~~;

Annual General Meeting means a meeting convened in accordance with rule 23;

Applicant means a person, firm, club, association, or other organisation applying to become a member of the Society under rule 8;

Board means the committee (as that term is defined in the Act) of the Society constituted in accordance with rule 12;

Board Meeting means a meeting convened in accordance with rule 15;

Board Member means a member of the Board in accordance with rules 12 and 13;

Employee means an individual employed by the Society under an employment agreement;

Extraordinary General Meeting means a meeting convened in accordance with rule 24;

Fit and Proper Policy means the Society's fit and proper policy prepared in accordance with section 34 of the Insurance (Prudential Supervision) Act 2010;

General Meeting means an Annual General Meeting or an Extraordinary General Meeting;

IPSA means the Insurance (Prudential Supervision) Act 2010;

Member means a person, firm, club, association, or other organisation admitted by the Board to be a member of the Society;

Not-for-profit Entity has the same meaning as provided in section 5(3) of the Act;

Officer has the same meaning as provided in section 5 of the Act;

Principal means a senior Veterinarian appointed as a principal of a Member for the purpose of membership of the Society;

Purposes means the purposes of the Society set out in rule 4;

Register of Interests means the register described in rule 17;

Register of Members means the register described in rule 9;

Registered Office means the registered office of the Society determined in accordance with rule 3;

Veterinarian means a person who provides, for the purpose of livelihood, Veterinary Services;

Veterinary Services means services relating to the diseases, injuries, and treatment of agricultural and domestic animals; and

Voting Member means a Member of a membership option that is entitled to vote at a General Meeting.

2.2 **Interpretation:** in this Constitution:

2.2.1 a gender includes all other genders;

2.2.2 the singular includes the plural and vice-versa;

2.2.3 any reference to legislation includes any regulation, order-in-council, or other instrument issued or made under that legislation, and any modification or re-enactment of that legislation, or any legislation enacted in substitution of that legislation;

2.2.4 any reference to the anticipated Incorporated Societies Act is a reference to a clause of the Incorporated Societies Bill as at the date this Constitution is adopted;

2.2.5 any agreement includes that agreement as modified, supplemented, innovated, or substituted from time to time;

2.2.6 a reference to persons includes bodies corporate;

2.2.7 a reference to a person includes the legal personal representatives, successors, and permitted assigns of that person; and

2.2.8 headings are for reference only and are to be ignored in construing this Constitution.

3. **Registered Office**

3.1 The Registered Office of the Society shall be at such place as the Board shall determine from time to time.

3.2 The Secretary must give the Registrar of Incorporated Societies notice of any change to the Registered Office as soon as practicable after any such change is made.

PURPOSES AND POWERS

4. Purposes

- 4.1 The primary purpose of the Society is to support and assist Members in providing efficient Veterinary Services in New Zealand. This support and assistance will include:
- 4.1.1 the establishment of insurance schemes or arrangements that facilitate or are incidental to the provision of Veterinary Services by Members to the New Zealand public;
 - 4.1.2 support for Members in relation to professional conduct or service matters;
 - 4.1.3 organising, operating, and promoting Veterinary Services education, training, and advice programmes for the benefit of Members and other classes of persons the Board deems appropriate;
 - 4.1.4 the establishment and maintenance of a fund or funds for the purpose of making payments to any person who is not a Member and who may have suffered loss because of any action or default of a Member in the provision of Veterinary Services.

5. Powers

- 5.1 The Society has full capacity to carry on or undertake any activity, do any act, or enter into any transaction, both within and outside New Zealand that the Board may deem to be conducive or incidental to the attainment of the purposes of the Society.
- 5.2 For the purposes of rule 5.1, the Society has full rights, powers, and privileges, subject only to the restrictions contained in rule 5.3.
- 5.3 The Society's powers are restricted only to the extent:
- 5.3.1 provided in rule 18 as to finances; and
 - 5.3.2 required by law.

MEMBERSHIP

6. Eligibility and Options

- 6.1 The following are qualified to apply to be a Member:
- 6.1.1 Any person practising as a Veterinarian on his or her own account in New Zealand.
 - 6.1.2 Any partnership or club of Veterinarians practising in New Zealand.
 - 6.1.3 Any person, association, or organisation whose primary business is providing Veterinary Services in New Zealand.

6.2 Membership may comprise different options as prescribed in by-laws issued by the Board from time to time. The Board may issue by-laws providing for:

- 6.2.1 different membership options;
- 6.2.2 requirements for admission to membership options;
- 6.2.3 entitlements and rights for membership options, including voting rights; and
- 6.2.4 any other matter relating to membership and membership options.

7. **Rights and Obligations of Members**

7.1 Members have the rights and responsibilities set out in this Constitution.

7.2 All Members shall promote the Purposes and must not bring the Society into disrepute.

7.27.3 Membership does not confer on any Member a right, title, or interest (legal or equitable) in the property of the Society.

8. **Admission of Members**

8.1 To become a Member, an Applicant must:

- 8.1.1 complete and submit an application form prescribed by the Board;
- 8.1.2 supply any other information the Board requires; and
- 8.1.3 consent to be a Member.

8.2 The Board may interview an Applicant when considering membership applications.

8.3 The Board shall have complete discretion in deciding whether or not to allow an Applicant to become a Member. The Board shall advise Applicants of its decision and the Board's decision shall be final.

8.4 The Board may appoint a subcommittee to consider membership applications.

8.5 The Secretary shall ensure that, as soon as practicable after a new Member is admitted:

- 8.5.1 the Member is notified of their admission; and
- 8.5.2 the Member's details are entered into the Register of Members.

9. **Register of Members**

9.1 The Secretary shall maintain and keep up-to-date a Register of Members containing:

- 9.1.1 each Member's name, postal and email address, and telephone number(s);
 - 9.1.2 if the Member is not a natural person, the name of the Member's Principal;
 - 9.1.3 the date each Member became a Member.
- 9.2 If a Member's details in rule 9.1.1 change, that Member shall promptly advise the Secretary of the new details. The Secretary must ensure the Register of Members is updated as soon as practicable.
- 9.3 Each Member shall provide such other details as the Board reasonably requires.
- 9.4 An Officer of the Society may access the Register of Members only to the extent access is necessary for the performance of the Officer's functions or the exercise of the Officer's powers.
- 9.5 A Member may make a request to the Secretary for access to the Register of Members. The Secretary will provide access to the extent that Members have consented to access being granted to information about themselves, and shall at all times comply with the requirements of the Privacy Act 2020.

9.59.6 A Member's name will be held on the Register of Members for a period of seven years following the cessation of their membership, along with a record of the date they ceased to be a Member of the Society.

10. Fees

- 10.1 The fees payable by a Member or Members to the Society shall be determined by the Board on a case-by-case basis. The Board may issue by-laws determining the fees payable by Members to the Society, including:
- 10.1.1 membership fees;
 - 10.1.2 application fees; and
 - 10.1.3 any other fees the Board deems appropriate.
- 10.2 The Board shall determine at its discretion the due dates and methods for payment of fees.
- 10.3 The Board must ensure that fee information is appropriately communicated to Members.
- 10.4 Where the Board has given a Member written notice requirement payment of a fee or any other monies owed to the Society and the Member has not paid the fee or other monies owed within 10 calendar days of the due date for payment, the Board may suspend that Member's membership. A suspended Member is not entitled to exercise or enjoy any right, privilege, or advantage of membership until every such fee or other monies have been paid, unless otherwise determined by the Board.

11. Cessation of Membership

11.1 A Member's membership of the Society shall cease upon any of the following events:

11.1.1 Resignation as described in rule 11.2.

11.1.2 Termination for default as described in rule 11.3.

11.1.3 Termination as result of disciplinary action as described in rules [29-30](#) to [332](#).

11.1.4 Summary termination as described in rule 11.5.

11.1.5 If the Member is a natural person, death of the Member.

11.1.6 If the Member is a body corporate, liquidation, [receivership](#) or amalgamation of the Member.

11.1.7 If the Member is a partnership, dissolution of the Member.

11.2 A Member may resign from membership by delivering written and signed notice to the Registered Office. A resignation:

11.2.1 is effective when it is received at the Registered Office or at a later time specified in the notice;

11.2.2 does not relieve the resigning Member from liability for the payment of any fees or any other monies due to the Society at the time of resignation; and

11.2.3 may be refused where the member is the subject of an existing or contemplated disciplinary investigation or proceeding.

11.3 The Board may terminate a Member's membership where:

11.3.1 the Board has given the Member written notice requiring the Member to pay an outstanding fee or any other monies; and

11.3.2 the fee or any other monies remains unpaid 20 calendar days after notice is given.

11.4 A Member whose membership is terminated under rule 11.3 is not relieved from liability for payment of any fees or any other monies owed to the Society at the time of termination.

11.5 The Board may terminate a Member's membership where the Board determines that terminating the Member's membership is desirable and in the interests of the Society and its Members. The Board shall have complete discretion in this regard and its decision shall be final and not subject to review in any court or tribunal. The Board is not required to give reasons but shall exercise its discretion in accordance with natural justice.

GOVERNANCE

12. Board

- 12.1 The Society shall have a Board consisting of up to 7 Board Members, comprising:
- 12.1.1 ~~No more than six~~seven Board Members elected in accordance with rule 13.1;
 - ~~12.1.2 1 Board Member appointed by the Association of Rural Veterinary Practices Incorporated (212699);~~
 - ~~12.1.3~~12.1.2 any Board Members co-opted in accordance with rule ~~13.913.913.1013.9~~;
 - and
 - ~~12.1.4~~12.1.3 at least one Principal, former Principal, or senior Veterinarian appointed or previously appointed to a leadership role in a veterinary practice (even if not a Member).
- 12.2 The majority of Board Members, however elected, appointed, or co-opted shall be:
- 12.2.1 Veterinarians;
 - 12.2.2 Members; and
 - 12.2.3 independent.
- 12.3 Every Board Member must meet the requirements of the Fit and Proper Policy.
- 12.4 ~~Only 1 Principal of a~~Any Member may only have one person engaged in their veterinary practice as be a Board Member at any ~~one given~~ time.
- 13. Elections and Appointments**
- 13.1 Where there is a vacancy on the Board, Board Members may be elected at an Annual General Meeting. Election of Board Members shall be conducted as follows:
- 13.1.1 The Secretary must call for nominations for Board Members at least 60 calendar days before the Annual General Meeting.
 - 13.1.2 Members must submit seconded nominations accompanied by the written consent of the nominee at least 30 calendar days before the Annual General Meeting.
 - 13.1.3 The Secretary must provide a list of nominees to all Members at least 20 calendar days before the Annual General Meeting.
 - 13.1.4 Members must send notice of their vote to the Secretary at least 48 hours before the Annual General Meeting.
- 13.2 If the Secretary has acted in accordance with rule 13.1 in good faith, an election shall not be invalidated only because 1 or more Members did not receive a call for nominations or list of nominees.
- 13.3 Board Members elected in accordance with rule 13.1 or appointed in accordance with rule ~~13.91.1.112.1.2~~13.9 are elected or appointed for a term of 3 years commencing on the 1st of

October following the date of election. Board Members must retire at the end of their term but may be re-elected or re-appointed.

13.4 A Board Member cannot serve more than a total of 9 years within any 15 year period as a Board Member whether they are elected, appointed, or co-opted-Save:

13.4.1 - Any ~~currently serving~~ Board Member formerly appointed by the New Zealand Vet Club Association Incorporated (212699), previously known as Association of Rural Veterinary Practices Incorporated, and currently serving as a Board Member at the time this Rule is adopted may continue their term until 30 September 2024 notwithstanding if they have served for longer than the stated period; and

13.4.2 The two Board Members acting as the Chairperson of the Board -and the Secretary of the Board currently serving in those roles at the time this Rule is adopted may continue their term until 30 September 2025 and complete their current term notwithstanding if they have served for longer than the stated period.

13.413.5 Where an incumbent Board Member is nominated for re-election and there are no other nominations, that Board Member is re-elected.

13.513.6 The Board shall appoint the following roles to Board Members:

~~13.5.1~~13.6.1 Chairperson.

~~13.5.2~~13.6.2 Secretary.

~~13.5.3~~13.6.3 Treasurer.

13.613.7 The Board shall appoint a Board Member or Employee to be the Society's contact officer.

13.713.8 A vacancy on the Board between Annual General Meetings may be filled by the Board.

13.813.9 The Board may co-opt any person as a Board Member for a term of not more than 1 year. A co-opted Board Member may be co-opted for subsequent terms, subject to rule 13.4

14. Functions and Powers

14.1 Subject to this Constitution, the Board's functions are to manage, direct, and supervise the operation and affairs of the Society.

14.2 The Board has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Society. The Board's powers are restricted only to the extent:

14.2.1 provided by this Constitution;

14.2.2 provided by resolution of the Society; or

14.2.3 required by law.

14.3 All decisions of the Board shall be by majority vote of the Board Members present or otherwise participating in a Board Meeting.

14.4 Decisions of the Board are binding on the Society, except to the extent the Board's power is limited by this Constitution.

15. **Board Meetings**

15.1 **Calling:** The Board shall meet at such times and places and in such manner as it may determine, and otherwise where and as convened by:

15.1.1 the Chairperson;

15.1.2 the Secretary; or

15.1.3 at least 2 Board Members.

15.2 **Procedure:** Subject to this Constitution, the Board may meet, adjourn, and otherwise regulate its meetings as it thinks fit.

15.3 **Business:** The business of every Board Meeting shall include:

15.3.1 receiving and approving the minutes of the previous Board Meeting;

15.3.2 reviewing the Register of Interests and disclosure of interests; and

15.3.3 reviewing the Society's finances, risks, and compliance with legal and regulatory obligations, including the IPSA.

15.4 **Notice:** The Secretary must give every Board Member at least 3 calendar days' notice of a Board Meeting. The notice must include:

15.4.1 the time and place of the Board Meeting;

15.4.2 the minutes of the previous Board Meeting;

15.4.3 a copy of the Register of Interests;

15.4.4 notice of any motions to be considered; and

15.4.5 notice of business intended to be conducted and intended areas of discussion.

15.5 **Quorum:** A quorum for a Board Meeting is a 2/3 (two-thirds) majority of the Board Members.

- 15.6 **Chairperson:** All Board Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the Board shall elect a Board Member to chair that meeting. The person chairing a Board Meeting has a casting vote.
- 15.7 **Form:** A Board Meeting can be held with at least a quorum of the Board Members:
- 15.7.1 meeting together at the appointed time and place; or
- 15.7.2 participating in the meeting by means of audio, audio and visual, or electronic communication; or
- 15.7.3 by a combination of both methods described in sub-rules 15.7.1 and 15.7.2.
- 15.8 **Voting:** Every Board Member present at or otherwise participating in a Board Meeting may vote at that Board Meeting.
- 15.9 **Electronic voting:** A Board Member not present at or otherwise participating in a Board Meeting may cast an electronic vote at that meeting by sending a notice of the manner in which the Board Member's vote is to be cast to the Secretary at least 24 hours before the start of the meeting. An electronic vote must be cast using electronic means permitted by the Board.
- 15.10 **Adjournment:** The person chairing a Board Meeting may adjourn the Board Meeting to another time and place if necessary.
- 15.11 **Minutes:** The Board must ensure that minutes of a Board Meeting are recorded and incorporated in a minute book. The Secretary shall cause a copy of the minutes to be forwarded to all Board Members as soon as practicable after the conclusion of a Board Meeting.
- 15.12 **Resolution in lieu:** The Board may make a decision by resolution in lieu of a Board Meeting signed by at least 2/3 (two-thirds) of the Board Members. Any resolution passed in lieu of a Board Meeting shall be valid as if it had been passed at a Board Meeting only if a copy of the resolution is provided to every Board Member. A copy of any such resolution must be entered in the minute book of Board Meetings.

16. Cessation of Board Membership

- 16.1 A Board Member's membership of the Board shall cease in any of the following circumstances:
- 16.1.1 Resignation in accordance with the rule 16.2.
- 16.1.2 Termination by resolution of the Society.
- 16.1.3 Termination by the Chairperson where the Board Member has been absent without leave from 2 consecutive Board Meetings.
- 16.1.4 Termination for default as described in rule 16.3.

- 16.1.5 Disqualification under section [42-47\(3\)](#) of the Act.
- 16.1.6 Termination by disciplinary action taken under rules [29-30](#) – [332](#).
- 16.1.7 Failure to meet the requirements of the Fit and Proper Policy.
- 16.1.8 Death of the Board Member.
- 16.1.9 Expiry of their term.
- 16.2 A Board Member may resign from the Board by delivering written and signed notice to the Registered Office. A resigning Board Member must give notice of their intention to resign to the Secretary as soon as reasonably practicable. A resignation:
 - 16.2.1 is effective when it is received at the Registered Office or at a later time specified in the notice; and
 - 16.2.2 does not affect the Board Member’s membership of the Society.
- 16.3 The Chairperson may terminate a Board Member’s membership of the Board where:
 - 16.3.1 the Board has given the Board Member written notice requiring them to pay an outstanding fee or any other monies; and
 - 16.3.2 the fee or any other monies remains unpaid 20 calendar days after notice is given.
- 16.4 A Board Member whose membership of the Board is terminated under rule 16.3 is not relieved from liability for the payment of any fees or any other monies owed to the Society at the time of termination.
- 16.5 A person who ceases to be a Board Member must return all Society documents, records, and property in their possession immediately.
- 17. **Register of Interests**
 - 17.1 The Board shall keep and maintain a Register of Interests disclosed by Officers containing each Officer’s:
 - 17.1.1 name;
 - 17.1.2 position within the Society; and
 - 17.1.3 interest in a matter.
 - 17.2 Every entry in the Register of Interests shall contain the date, nature, and extent of the interest and include the monetary value of the interest where quantifiable.
 - 17.3 The Register of Interests shall be in the form provided in Schedule 2.
 - 17.4 A Member may make a request to the Secretary for access to the Register of Interests. The Secretary will provide access to the extent the Board considers appropriate.

FINANCE

18. Use of monies and other assets

18.1 The monies and other assets of the Society must be used:

18.1.1 in a manner that is consistent with the Purposes of the Society; and

18.1.2 as decided by:

- a. the Board; or
- b. resolution of the Society.

18.2 The monies and other assets of the Society must not be used for personal or individual benefit of any Member, except in the circumstances described in section ~~22(3)~~23 of the Act.

18.3 Every use of monies or other assets must be approved by 2 Board Members or Employees, being Board Members or Employees authorised to do so by the Board.

18.4 A liability in excess of the monies and other assets of the Society may only be undertaken by the Society in accordance with a resolution of the Society passed by a 2/3 (two-thirds) majority.

19. Balance Date

19.1 The balance date of the Society shall be 30 September each year.

20. Accounting Records

20.1 The Board shall ensure accounting records are kept at all times that:

- 20.1.1 correctly record the transactions of the Society;
- 20.1.2 allow the Society to produce financial statements that comply with the requirements of the Act and the IPSA; and
- 20.1.3 enable the financial statements to be readily and properly audited.

20.2 The Board shall establish and maintain a satisfactory system of control of the Society's accounting records.

21. Financial Statements

21.1 The Board shall ensure that, within 4 months of the Society's balance date, financial statements are:

- 21.1.1 completed in relation to the Society and that accounting period;

21.1.2 signed and dated by or on behalf of the Board by 2 Board Members; and

21.1.3 submitted for auditing.

21.2 The Secretary must ensure that copies of financial statements of the Society are given to the Reserve Bank of New Zealand in accordance with section 81 of the IPSA.

21.3 The Secretary must ensure that, within 6 months of the Society's balance date, copies of financial statements of the Society for the accounting period ending on that date are sent to the Registrar of Incorporated Societies.

22. Auditor

22.1 The financial statements of the Society shall be audited by an auditor to be appointed at the Annual General Meeting each year. The auditor shall be a member of Chartered Accountants Australia and New Zealand.

GENERAL MEETINGS

23. Annual General Meeting

23.1 An Annual General Meeting shall be held once every year no later than 6 months after the Society's balance date for that year and no later than 15 months after the previous Annual General Meeting. The Board must determine when and where the Society will meet within those dates.

23.2 The business of every Annual General Meeting shall be:

23.2.1 receiving and approving the minutes of the Society's previous Annual General Meeting and any General Meetings since that meeting;

23.2.2 the presentation of:

- a. the annual report on the affairs of the Society during the most recently completed accounting period;
- b. the financial statements of the Society for that period; and
- c. a summary of any disclosures or the types of disclosures made by Officers of an interest in matters being considered by or affecting the Society, recorded since the previous Annual General Meeting;

23.2.3 where there are vacancies on the Board, the election of Board Members;

23.2.4 appointment of an auditor;

23.2.5 motions to be considered; and

23.2.6 general business.

24. **Extraordinary General Meetings**

- 24.1 A meeting of the Society other than an Annual General Meeting shall be an Extraordinary General Meeting.
- 24.2 An Extraordinary General Meeting may be called by the Board. The Board must determine when and where an Extraordinary General Meeting will be held.
- 24.3 The Board must call an Extraordinary General Meeting if the Secretary receives a written request signed by 3 Board Members or 10 Members stating:
- 24.3.1 the purpose for which an Extraordinary General Meeting is required; and
- 24.3.2 the business intended to be conducted at the Extraordinary General Meeting.
- 24.4 If 50 per cent or more of the Board Members are prevented from voting on a matter by section ~~58(1)~~ 64(1) of the Act, the Board must call an Extraordinary General Meeting to consider and determine that matter.

25. **Notice of General Meetings**

- 25.1 The Secretary must give to all Members written notice of a General Meeting and the business to be conducted at a General Meeting at least 20 calendar days prior to the date of the General Meeting. For any General Meeting, the written notice must include:
- 25.1.1 the time and place of the General Meeting;
- 25.1.2 notice of any motions to be considered;
- 25.1.3 any information provided by a Member in support of the Member's motion;
- 25.1.4 the Board's recommendation about any motions; and
- 25.1.5 notice of business intended to be conducted and intended areas of discussion.
- 25.2 For an Annual General Meeting, the written notice must include:
- 25.2.1 the minutes of the previous Annual General Meeting and any General Meetings since that meeting;
- 25.2.2 the documents and information set out in rule 23.2.2; and
- 25.2.3 where Board Members are to be elected, the list of nominees required by rule 13.1.3.
- 25.3 If the Secretary has sent a notice to all Members in good faith, the General Meeting and its business shall not be invalidated only because 1 or more Members did not receive the notice.

26. **General Meeting Procedure**

- 26.1 All Members may attend a General Meeting. Only Voting Members may vote at a General Meeting.
- 26.2 **Quorum:** A quorum for a General Meeting shall be 5 Voting Members. If a quorum is not present or otherwise participating within 10 minutes after the time appointed for a General Meeting, the meeting:
- 26.2.1 if called under rule 24.3, shall be dissolved;
- 26.2.2 in any other case, is adjourned to a day, time, and place determined by the Board, and if at such adjourned meeting a quorum is not present within 10 minutes after the time determined for the meeting, the Members present or otherwise participating constitute a quorum.
- 26.3 **Form:** A General Meeting can be held by a quorum of Voting Members:
- 26.3.1 meeting together at the appointed time and place; or
- 26.3.2 participating in the meeting by means of audio, audio and visual, or electronic communication; or
- 26.3.3 by a combination of both methods described in sub-rules 26.3.1 and 26.3.2.
- 26.4 **Chairperson:** All General Meetings shall be chaired by the Chairperson. If the Chairperson is absent the Board shall appoint another Board Member to chair the meeting. The person chairing a General Meeting has a casting vote.
- 26.5 **Minutes:** The Board must ensure that minutes of a General Meeting are recorded and incorporated in a minute book. As soon as practicable after the conclusion of a General Meeting, the Secretary shall cause a copy of the minutes to be forwarded to all Members.
- 26.6 **Adjournment:** The person chairing a General Meeting may, with the consent of the meeting, adjourn the meeting to another time and place if necessary. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
27. **Motions**
- 27.1 The Board may put forward motions to be considered at a General Meeting.
- 27.2 Any Member may request that a motion be voted on at a General Meeting by giving written notice of the motion to the Secretary at least 30 calendar days before a General Meeting. Subject to rule 27.3, the Board has absolute discretion to decide whether or not the Society will vote on the motion. A Member may provide information in support of a motion as part of a request under this rule.
- 27.3 If a Member's motion is signed by at least 5 Voting Members it must be voted on at the next General Meeting. If the Secretary fails to provide notice of the motion in accordance with rule 25 the Member has the right to raise the motion at the following General Meeting.

28. **Voting**

- 28.1 Each Voting Member has 1 vote at a General Meeting.
- 28.2 A Voting Member that is not a natural person must appoint a Principal to exercise that Voting Member's vote at a General Meeting.
- 28.3 On any given motion at a General Meeting, the person chairing the meeting shall determine in good faith whether to vote by show of hands or poll. If 3 Voting Members demand a poll before a vote by show of hands has begun, voting must be by poll.
- 28.4 A Voting Member may exercise the right to vote either by being present, by otherwise participating, or by proxy.
- 28.5 A proxy must be another Voting Member. A proxy must be appointed by an instrument in writing in the form prescribed in Schedule 1 and signed by or, in the case of an electronic notice, sent by the Voting Member.
- 28.6 No proxy is effective in relation to a General Meeting unless a copy of the instrument appointing the proxy is provided to the Secretary at least 48 hours before the start of the meeting.
- 28.7 For the purposes of rule 28.3, the instrument appointing a proxy to vote at a General Meeting confers authority to demand or join in demanding a poll. A demand by a person as proxy for a Voting Member has the same effect as a demand by the Voting Member.
- 28.8 The person chairing a General Meeting may determine any dispute in respect of voting or voting procedure and their determination shall be final and binding upon all Members.

29. **Resolutions in Lieu of General Meetings**

- 29.1 Any motion that would otherwise require consideration at a General Meeting may instead be passed by Resolution in Lieu of meeting. A Resolution in Lieu cannot be passed instead of holding an Annual General Meeting, nor can the Constitution be amended by Resolution in Lieu.
- 29.2 Any Member may at any time give the Board notice of a proposal to pass a motion by way of Resolution in Lieu. The Board at its absolute discretion may decide whether or not to put forward the proposed motion to Members for consideration as a Resolution in Lieu.
- 29.3 If the Board decides to put the motion forward for consideration by Members, the Secretary must provide a copy of the proposed resolution in writing to all Voting Members, by way of sending to their address recorded on the Register of Members (either physical or electronic) or such other address as specified by the Member for this purpose.
- 29.4 A proposed resolution circulated under rule 29.3 must include the date on which the proposed resolution was first sent to a Voting Member, and must explain that the proposed resolution lapses if it has not been passed within three months of the date on which it was first sent to a Voting Member.

29.5 The Secretary must, as far as is reasonably possible, ensure the proposed Resolution in Lieu is sent to all Voting Members on the date specified under rule 29.4.

29.6 A Resolution in Lieu will be passed as if it had been passed at a General Meeting where not less than 75% of Voting Members approve the motion within three months of the date specified under rule 29.4.

29.7 A Voting Member may approve a Resolution in Lieu by either signing and returning a physical or electronic copy of the proposed resolution, or by confirming their approval in writing in an email to the Secretary.

29.8 An accidental failure to send a copy of the proposed Resolution in Lieu to a Voting Member shall not invalidate the Resolution in Lieu if passed under rule 29.6.

~~28.8~~29.9 A copy of a Resolution in Lieu that has been passed under rule 29.6 must be sent to all Voting Members who did not approve the Resolution in lieu within five working days after it was passed.

DISPUTE RESOLUTION

~~29.30.~~ Raising Complaints and Grievances

~~29.130.1~~ 29.130.1 A person may complain to the Society about the conduct of a Member by giving written notice of a complaint to the Board (**Complaint**).

~~29.230.2~~ 29.230.2 A Member may raise a grievance with the Board alleging the Society or a Member has caused damage to the Member's rights or interests as a Member, or to Members' rights or interests generally, by giving written notice of the grievance to the Board (**Grievance**).

~~29.330.3~~ 29.330.3 A Complaint or Grievance must:

~~29.3.130.3.1~~ 29.3.130.3.1 contain the name and contact details of the complainant;

~~29.3.230.3.2~~ 29.3.230.3.2 in the case of a Complaint, identify the Member and conduct complained about;

~~29.3.330.3.3~~ 29.3.330.3.3 in the case of a Grievance, identify the damage and, where relevant, the Member complained about; and

~~29.3.430.3.4~~ 29.3.430.3.4 state the purpose and desired outcome of the Complaint or Grievance.

~~29.430.4~~ 29.430.4 If the Board receives a Complaint or Grievance, it must as soon as practicable:

~~29.4.130.4.1~~ 29.4.130.4.1 provide any respondents with a copy of the Complaint or Grievance;

~~29.4.230.4.2~~ 29.4.230.4.2 decide whether or not the Complaint or Grievance should be:

- a. investigated;
- b. submitted to arbitration under the Arbitration Act 1996; and/or

c. referred to an external person for investigation or determination or both.

~~29.5~~30.5 The Board may decide to not take any action in respect of a Complaint or Grievance if:

~~29.5.1~~30.5.1 the matter is trivial;

~~29.5.2~~30.5.2 the Complaint or Grievance does not appear to disclose any material misconduct or any material damage to a Member's rights or interests;

~~29.5.3~~30.5.3 the Complaint or Grievance appears to be without foundation or there is no evidence to support it;

~~29.5.4~~30.5.4 the complainant has an insignificant interest in the matter; or

~~29.5.5~~30.5.5 the matter has already been investigated and dealt with.

30.31. Investigating Complaints and Grievances

~~30.1~~31.1 The Board may appoint a subcommittee for the purpose of investigating and determining a Complaint or Grievance or Complaints and Grievances generally.

~~30.2~~31.2 The Board or subcommittee that investigates a Complaint or Grievance must:

~~30.2.1~~31.2.1 immediately inform each complainant and respondent of the investigation;

~~30.2.2~~31.2.2 allow each respondent a reasonable opportunity to provide a written response to the Complaint or Grievance (at least 10 calendar days);

~~30.2.3~~31.2.3 give each complainant and respondent a reasonable opportunity to make oral submissions to the Board or subcommittee about the Complaint or Grievance;

~~30.2.4~~31.2.4 inform each complainant and respondent of the outcome of any further inquiries;

~~30.2.5~~31.2.5 act in accordance with the principles of natural justice and the Privacy Act 2020; and

~~30.2.6~~31.2.6 act in good faith towards all persons at all times.

~~30.3~~31.3 The Board or a subcommittee that decides to submit a Complaint or Grievance to arbitration or refer a Complaint or Grievance to an external person must:

~~30.3.1~~31.3.1 immediately inform each complainant and respondent of the submission or referral; and

~~30.3.2~~31.3.2 cooperate fully with the arbitrator or external person and any investigation, determination, or other action taken by the arbitrator or external person.

~~30.4~~31.4 The Board may initiate an investigation or referral of its own accord and without a Complaint or Grievance having been submitted.

~~30.5~~31.5 The Board or subcommittee that investigates a Complaint or Grievance may regulate its own procedures, subject to rule ~~30~~31.2.

~~31.32.~~ **Resolving Complaints and Grievances**

~~31.1~~31.1 The Board or subcommittee that investigates a Complaint or Grievance must investigate and determine the Complaint or Grievance as it thinks fit.

~~31.2~~31.2 If the Board or subcommittee determines, as a result of an investigation or referral, there are grounds to discipline a Member, the Board may do any or all of the following:

~~31.2.1~~31.2.1 Warn the Member.

~~31.2.2~~31.2.2 Censure the Member.

~~31.2.3~~31.2.3 Impose temporary or permanent limitations upon the Member's membership.

~~31.2.4~~31.2.4 Suspend the Member's membership for a period or until a condition is met.

~~31.2.5~~31.2.5 Terminate the Member's membership.

~~31.2.6~~31.2.6 Order the Member to pay to the Society all of the costs and expenses incurred by the Society as a result of actions taken in accordance with rules ~~29-30~~ to ~~33~~30.

~~31.3~~31.3 If the Board or subcommittee determines, as a result of an investigation or referral, an action must be taken or must not be taken in order to protect or remedy a Member's rights or interests as a Member or Members' rights or interests generally, the Board may make any direction it thinks fit.

~~31.4~~31.4 A Member may appeal against any action taken or order made under rule ~~31~~31.2 or ~~31~~31.3 on the ground that the Board or subcommittee failed to comply with rule ~~30~~31.2.

~~31.5~~31.5 The Board or subcommittee must inform each complainant and respondent of the outcome of an investigation, arbitration, or referral as soon as practicable after the investigation, arbitration, or referral is determined or otherwise concluded. The Board or subcommittee may, but is not required to, give reasons for a determination.

~~31.6~~31.6 A determination of the Board or subcommittee shall be binding upon the complainant, the respondent, and all Members, unless and until otherwise determined by resolution of the Society.

~~32.33.~~ **Impartiality**

~~32.133.1~~ A person must not act as a decision-maker in relation to a Complaint or Grievance if 2 or more Board Members consider there are reasonable grounds to believe the person may:

~~32.1.133.1.1~~ be interested in the matter (as described in section ~~5662~~ of the Act);

~~32.1.233.1.2~~ not be impartial;

~~32.1.333.1.3~~ not consider the Complaint or Grievance without a predetermined view; or

~~32.1.433.1.4~~ otherwise jeopardise the integrity of the process.

ADMINISTRATION

~~33.34.~~ Amendments to Constitution

~~33.134.1~~ This Constitution may only be altered, added to, or repealed by a resolution of the Society passed by a majority of at least 2/3 (two-thirds) of Voting Members present at a General Meeting.

~~33.234.2~~ Notice of a motion to alter this Constitution must be given by the Board or any Member by submitting the proposed amendments to the Secretary:

~~33.2.134.2.1~~ at least 30 calendar days prior to an Annual General Meeting; or

~~33.2.234.2.2~~ as part of a request to hold an Extraordinary General Meeting made in accordance with rule 24.3.

~~33.334.3~~ A resolution amending this Constitution takes effect when the Secretary files the amended Constitution with the Registrar of Incorporated Societies. The Secretary must provide a copy of the amended Constitution to the Registrar of Incorporated Societies within 10 calendar days after the amendment is approved at a General Meeting.

~~34.35.~~ By-laws

~~34.135.1~~ The Board may from time to time issue, alter, or rescind by-laws for the general management of the Society, so long as they are not repugnant to this Constitution or to any provision of law.

~~34.235.2~~ All such by-laws shall be binding on Members. The Secretary shall make a copy of the by-laws for the time being available for inspection upon request by any Member.

~~35.36.~~ Winding Up

~~35.136.1~~ The Society may be wound up if:

~~35.1.136.1.1~~ a resolution of the Society winding up the Society is passed by a majority of at least 2/3 (two-thirds) of Voting Members present at a General Meeting; and

~~35.1.2~~36.1.2 such resolution is confirmed by a resolution of the Society passed by a majority of at least 2/3 (two-thirds) of Voting Members present at a subsequent Extraordinary General Meeting called for that purpose and held not earlier than 20 calendar days after the date on which the resolution to be confirmed was passed.

~~35.2~~36.2 The Society may be wound up otherwise in accordance with the Act and the IPSA.

~~35.3~~36.3 A motion proposing that the Society be wound up must be provided to the Secretary. The Board must ensure that written notice of a motion winding up the Society is given to every Member at least 30 calendar days before a General Meeting at which the resolution is to be considered.

~~35.4~~36.4 If the Society is wound up:

~~35.4.1~~36.4.1 the Society shall meet its legislative and regulatory obligations, including pursuant to the Insurance (Prudential Supervision) Act 2010 and the Rules below shall be read subject to any obligations imposed by law or the regulators including the Reserve Bank of New Zealand and/or the Financial Markets Authority;

~~35.4.2~~36.4.2 the Society's debts, costs, and liabilities shall be paid;

~~35.4.3~~36.4.3 no distribution may be made to any Member; and

~~35.4.4~~36.4.4 the Society's surplus monies and other assets shall be distributed by resolution to:

- a. the New Zealand Veterinary Association Incorporated (219096); or
- b. if distribution in accordance with rule ~~35.4.3a-4a~~36.4.3a-4a is not available or practicable, a Not-for-profit Entity operating in the veterinary sector; or
- c. if distribution to a Not-for-profit Entity in accordance with rule ~~35.4.3b-4b~~36.4.3b-4b is not available or practicable, then any other Not-for-profit Entity.

~~36.37.~~ **Notices**

~~36.1~~37.1 **From the Society:** Any notice required to be given by or on behalf of the Society under this Constitution shall be in writing and may be served either personally, by electronic mail, or by posting addressed to the Member at the address of the Member as appears in the Register of Members. If given by post the notice shall be deemed to have been given at the time when delivered in the ordinary course of post.

~~36.2~~37.2 **To the Society:** Any notice required to be given to the Society under this Constitution shall be in writing and may be given to the Secretary or sent to the Registered Office by post or any electronic mail address specified by the Society.

~~37.38.~~ **Common Seal**

~~37.138.1~~ The Board shall provide a common seal for the Society and may from time to time replace it with a new one.

~~37.238.2~~ The Chairperson shall have custody of the common seal, which shall only be used with the authority of the Board. Each affixation of the common seal shall require a separate Board resolution. Every document to which the common seal is affixed shall be signed by the Chairperson and countersigned by at least 2 Board Members.

~~38.39.~~ **Indemnity and Insurance**

~~38.139.1~~ **Indemnity:** each Officer and Employee of the Society shall, except in the case of willful default or fraudulent acts or omissions, be indemnified by and out of the monies and other assets of the Society in respect of:

~~38.1.139.1.1~~ liability to any person other than the Society for any act or omission in his or her capacity as an Officer or Employee of the Society; and

~~38.1.239.1.2~~ costs incurred by the Officer or Employee in defending or settling any claim or proceeding relating to that liability.

~~38.239.2~~ Liability in rule ~~3839~~.1 does not include:

~~38.2.139.2.1~~ criminal liability; or

~~38.2.239.2.2~~ a liability that arises out of a failure to act in good faith and in the best interests of the Society when acting in the capacity of Officer or Employee.

~~38.339.3~~ **Insurance:** the Board may, at the expense of the Society, obtain any appropriate insurance cover in respect of the indemnity provision in rule ~~3839~~.1.

~~39.40.~~ **Matters Not Provided For**

~~39.140.1~~ If any matter arises that in the Board's opinion is not provided for in this Constitution, then it may be determined by the Board in such manner as the Board deems fit. Every such determination shall be binding upon Members unless and until it is set aside by resolution of the Society.

SCHEDULE 1

PROXY FORM

- 1. An instrument appointing a proxy may be in the following form or as near thereto as circumstances permit:

Veterinary Professional Insurance Society Incorporated

I, _____
(Name/s)

of _____
(Address)

being a member of the *Veterinary Professional Insurance Society Incorporated (Society)*

appoint _____
(Name)

of _____
(Address)

who is also a member of the Society, as my proxy at the general meeting of the Society to be held

on the _____ day of _____ 20 _____

and at any adjournment thereof, or at any general meeting of the Society that may be held within _____ months of the date of this instrument.

I direct my proxy to vote as follows:

[Vote by indicating "v"]

Resolutions	For	Against
1.
2.
3.

Unless otherwise instructed above, the proxy will vote as such proxy thinks fit.

Signed this _____ day of _____ 20 _____

Member

SCHEDULE 2

REGISTER OF INTERESTS

Name of Officer	Date identified	Details of possible conflict	Date and method of notification	Action taken	Follow up required?	Date resolved
<i>[name]</i>	<i>[date]</i>	<i>[details]</i>	<i>[date and method]</i>	<i>[action]</i>	<i>[y/n] [follow up action]</i>	<i>[date]</i>

Name	<i>[name of Officer]</i>
Position within Society	<i>[position of Officer]</i>
Date	<i>[date of entry]</i>
Employment	<i>[details of all the Officer's employment and employees in the last 12 months]</i>
Business	<i>[details of all businesses of which the Officer is a partner or sole proprietor]</i>
Company Directorships	<i>[details of all companies of which the Officer is a director]</i>
Trusteeships	<i>[details of all charities of which the Officer is a trustee]</i>
Memberships	<i>[details of all organisations of which the Officer is a member and occupies a position of general control or management]</i>
Interests of immediate family:	<i>[details of employment and business interests, company directorships, trusteeships, and memberships of immediate family (including spouse/partner, siblings, children, and parents)]</i>