

## VETERINARY PROFESSIONAL INSURANCE SOCIETY INCORPORATED

### Notice of Extraordinary General Meeting re amendment of Constitution and re-registration of Society under Incorporated Societies Act 2022

#### Background

1. Veterinary Professional Insurance Society Incorporated (**VPIS**) has recently conducted a review of their governance rules and considered changes that the Board recommends are necessary, that can be made to further VPIS' function as a licenced insurer.
2. Following rule 25 of the Constitution, this document is notice of an Extraordinary Meeting to be held for the purpose of discussing and voting on:
  - a. the proposed changes to the Constitution;
  - b. the re-registration of the Society pursuant to the Incorporated Societies Act 2022.
3. Key changes proposed to the Constitution include the following:
  - a. Changes to the makeup of the Board to include a maximum of 7 elected Board Members.
  - b. Removing the requirement that one Board Member be appointed by the Association of Rural Veterinary Practices Incorporated, now operating as the New Zealand Vet Club Association Incorporated (212699).
  - c. Maintaining a maximum number of 9 years that a Board Member may serve as a Board Member within any 15 year period – although any Board Member appointed by the New Zealand Vet Club Association Incorporated (212699) currently serving may continue their term until 30 September 2024.
  - d. The Board Chairperson and Secretary may continue their terms until 30 September 2025.
  - e. Minor amendments to make the Constitution accurate in reference to the Incorporated Societies Act 2022.
4. Amendments to the Society's Constitution are **annexed** as Schedule 1. The Explanatory Note re the proposed amendments to the Constitution are at Schedule 2.

#### Time and Place of the Extraordinary Meeting

5. The Extraordinary Meeting will be held on 22 November 2023 at 5.30 zoom.

#### Motions to be Considered

6. The Motions to be considered with the Background Notes are **annexed** as Schedule 3. The Motions are recommended by the Board and are:

**First Motion:**

The Board **MOVES** that the Constitution be amended as follows:

1. Delete “(as anticipated to be enacted)” after the definition of “**Act**” in Rule 2.1.
2. Insert “*Membership does not confer on any Member a right, title, or interest (legal or equitable) in the property of the Society*” as a rule 7.3.
3. Insert rule 9.6 “*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.*”
4. Insert “*receivership*” as a ground for termination of Membership in Rule 11.1.6.
5. Insert “*No more than seven*” before the words “*Board Members elected*” in rule 12.1.1.
6. Delete rule 12.1.2 and amend the numbering of subsequent rules accordingly.
7. Delete rule 12.4 and replace with: “*Any Member may only have one person engaged in their veterinary practice as a Board Member at any given time.*”
8. Delete Rule 13.3 and replace with: “*Board Members elected in accordance with rule 13.1 or appointed in accordance with rule 13.9 are elected or appointed for a term of 3 years commencing on the 1<sup>st</sup> 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.*”
9. Delete rules 13.4, 13.4.1 and 13.4.2 and replace it with the following:
 

*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 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 being the Chairperson of the Board and the Secretary of the Board and currently serving in those roles at the time this Rule is adopted may continue their term until 30 September 2025 notwithstanding if they have served for longer than the stated period.*
10. Insert rule 29:

**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.*
- 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.*

11. Replace the reference "42" with "47(3)" in rule 16.1.5.
12. Replace the reference "22(3)" with "23" in rule 18.2.
13. Replace the reference "58(1)" with "64(1)" in rule 24.4
14. Replace the reference "56" with "62" in rule 32.1.1.

15. Replace the reference "29 to 32" with "30 to 33" in rules 11.1.3, 16.1.6 and 32.2.6.
16. Replace the reference "30.2" with "31.2" in rule 31.5.
17. Replace the reference "31.2 or 31.3" with "32.2 or 32.2" in rule 32.4.
18. Replace the reference "30.2" with "31.2" in rule 32.4.
19. Replace the reference "35.4.3a" with "36.4.4a" in rule 36.4.4.b.
20. Replace the reference "35.4.3b" with "36.4.4b" in rule 36.4.4.c.
21. Replace the reference "38.1" with "39.1" in rules 39.2 and 39.3.

**Second Motion:**

The Board **MOVES** that the Society be re-registered as an Incorporated Society pursuant to the Incorporated Societies Act 2022.

**Voting**

7. In accordance with rule 28, each Voting Member has 1 vote at an Extraordinary Meeting and a Voting Member that is not a natural person must appoint a Principal to exercise that Voting Member's vote at a General Meeting.
8. On any given motion at an Extraordinary 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.
9. A Voting Member may exercise the right to vote either by being present, by otherwise participating, or by proxy. A proxy must be another Voting Member. A proxy must be appointed by an instrument in writing in the form prescribed in Schedule 1 of the Constitution and signed by or, in the case of an electronic notice, sent by the Voting Member.
10. No proxy is effective in relation to an Extraordinary 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.
11. For more information on voting, including copies of the Proxy Form referred to in paragraph 9 above, please refer to the Constitution, which can be found on our website, or on the New Zealand Incorporated Societies Register.