

RULES OF THE CLUTHA VETERINARY ASSOCIATION INCORPORATED

1. NAME:

The name of the Association is **The Clutha Veterinary Association Incorporated.**

2. OBJECTS OF THE ASSOCIATION:

The objects of the Association are:

- a) To provide a quality and efficient veterinary service for members and others.
- b) To import, purchase, prepare and dispense animal health products to members and others. Such products may include, but are not limited to, stock medicines, drugs, veterinary equipment, animal remedies and associated products.
- c) To promote interest in and to undertake research into all aspects of animal health, animal care, animal husbandry, animal production, animal breeding and animal feeding.
- d) To provide training and information relating to all aspects of animal health, animal care, animal husbandry, animal production, animal breeding and animal feeding.
- e) To cooperate with other organisations providing like or complementary services in the promotion of efficient veterinary services.
- f) The objects set out in this clause are separate and distinct objects and are to be interpreted independently and no object is to be read as limiting or restricting any other.

3. POWERS OF THE ASSOCIATION:

With these objects in view the Association has the following powers:

- a) To use the funds of the Association as the Association may consider necessary or proper in payment of the costs and expenses incurred in furthering or

carrying out the objects of the Association.

- b) To purchase, take on lease or exchange or hire or otherwise acquire any real or personal property and to sell exchange, let, bail, or lease (with or without options to purchase) or in any manner dispose of such property.
- c) To borrow or raise or secure the payment of money from time to time in such manner and upon such terms and conditions as the Association thinks fit.
- d) To invest in, subscribe to, or make donations to any organisation, company or business of any nature that the Association thinks will directly or indirectly help achieve the objects of the Association but such action may not lead to loss of identity of the Association or material alteration to its objects.
- e) To invest and deal with funds and assets not immediately required as the Association thinks fit and with or without security.
- f) To do all things that are incidental to or will directly or indirectly help achieve the objects of the Association.

4. REGISTERED OFFICE:

- a) The Registered Office of the Association shall be at such place as the Board decides.

5. MEMBERSHIP:

- a) Any person, organisation or business undertaking animal farming or care shall be eligible to be a member of the Association. Such persons, organisations or businesses shall on written application be admitted subject to approval by the Board whose decision shall be final.
- b) The cost of any product or services may vary from member to member depending on the location where the member requires such products or services, the particular products or services required by the member, the size and nature of operation of the member, or such other factors as decided by the Board from time to time. Members receiving services or purchasing product from the

Association agree, by joining, to pay fees and subscriptions set by the Board from time to time.

- c) A member shall be deemed to be non financial if that member's subscription is in arrears for six months of the current year.
- d) Non financial members are not entitled to vote at any meeting nor enjoy the privileges of the Association nor become a member of the Board of the Association nor be entitled to the services of the Association. A non financial member shall pay non-member rates for all services that the Association does agree to provide to that member.
- e) A member may resign his or her membership in the Association. A member resigning or ceasing to be a member shall cease to have any right of interest in the Association's property or concerns but is not released from any prior liability to the Association.
- f) No member shall derive any pecuniary gain from the property or operation of the Association by virtue of their membership. This rule does not preclude a person organisation who happens to be a member and provides goods or services to the Association from being remunerated from the property or operation of the Association for those goods and services.
- g) Any member may for sufficient reason be expelled from the Association by the Board and what shall constitute a "sufficient reason" shall be at the sole discretion of the Board.
- h) In the event of any current member not complying with these membership requirements or ceasing to undertake animal farming or care then that member remains a member at the grace and favour of the Board and may be removed from membership on resolution of the Board.

6. MEETINGS OF THE ASSOCIATION:

- a) The Annual General Meeting ("the AGM") of the Association shall be held

once every 12 months and no later than 18 months since the last AGM. The business of the AGM is to receive and consider the report of the Board and the audited annual financial statements. The AGM will also elect members of the Board and an auditor and will transact any other business which under these Rules ought to be transacted at a General Meeting.

- b) Special General Meetings may be called by the Board or on the written request of 10 members. To be effective the request must set out the reason for calling the meeting, and if it does, the Board shall arrange and hold a Special General Meeting within 21 days of receiving the notice.
- c) General Meetings of the Association may be convened by ten (10) clear days notice by an advertisement published in at least two newspapers appearing in the Association's area or by written notices giving ten (10) clear days notice of the meeting to all members at their last known address. The advertisement or notice shall specify in general terms the purpose of the meeting.
- d) At all meetings of the members twenty five (25) memberships represented in person shall form a quorum and should there not be a quorum the members present shall, at the expiration of one half hour from the time appointed for assembling abandon the meeting. The Board shall have the final decision as to the authorised representation at meetings of members of any membership.
- e) At all general meetings every membership represented in person shall be entitled to one vote and in the event of equality the Chair shall (except on election of Board members) be entitled to a second or casting vote. No voting may be by proxy. The clause is subject to Clause 7 (i).
- f) Voting at all meetings shall be by a show of hands unless a poll shall be demanded by not less than three members present.

7. BOARD:

- a) The business of the Association shall be directed by a Board ("the Board") of

between 5 and 12 members plus one representative of management of the Association and a Secretary/Treasurer in each case appointed by the Board.

- b) At each AGM the members shall elect to the Board at least 3 members from nominations received in a manner determined by the Board, Such nominations shall be made by being moved and seconded by two memberships other than any represented by the nominee and shall be received by the Secretary/Treasurer 28 days prior to the date of the AGM.
- c) Subject to the need to retire to ensure at least three positions are elected (see the next sub-clause) Board members shall hold office for three years. If eligible a retiring Board member may offer themselves for re-election.
- d) In the event of there being less than 3 Board positions available for election then sufficient Board members will retire to ensure that three positions are so available. The order of retirement shall be those elected longest ago and if a choice is required it will be made by agreement or lot.
- e) Non financial members are not eligible for election or appointment for the member positions on the Board. If a Board member ceases to be a member or becomes a non financial member then that Board member shall be deemed to have resigned from the Board. This sub-clause does not apply to the Secretary/Treasurer.
- f) Employees, other than that the representative of management included by clause 7 a), are not eligible for election to the Board and if a Board member becomes an employee then that Board member shall be deemed to have resigned from the Board.
- g) The Board shall have the power but not the obligation to co-opt up to 5 additional members to bring the Board up to a maximum of 12 elected or co-opted members (including filling casual vacancies) plus the representative of management and the Secretary/Treasurer. In making such appointments the Board is to have regard to the skills available on the Board, the objects of the Association, the continuity of the Board, and such

other considerations as it believes are appropriate. Co-opted members shall hold office until the AGM following their election.

- h) The Board shall appoint a Chair and a Senior and Junior Vice Chair from among the Board members at its first meeting after the AGM. The Chair shall have a deliberative vote and a casting vote. At that same meeting the Board will appoint the Secretary/Treasurer for the ensuing year on such terms and at such remuneration as the Board decides. The Secretary/Treasurer shall have speaking rights at meetings but no voting rights.
 - i) The Board shall determine how the election of members of the Board is to be conducted. This may include voting at the AGM or postal or electronic methods that allow members to vote before the AGM. The Board shall ensure that the voting is based on one membership one vote, is secret and fair and that no proxy voting is allowed. All other voting, whether at an Association General Meeting or Board Meeting, shall be by show of hands unless the meeting decides otherwise. The Board may instruct the Secretary/Treasurer or some other third party to undertake election of members subject always to the control of the Board. In the event that there an equal number of votes received by more than one member for election to the last available position on the Board then there shall be further vote conducted at the Annual General Meeting in a manner decided by the Board among those memberships receiving the equal number of votes.
- Any Board member absent for 3 consecutive Board Meetings without leave shall be disqualified and his or her seat shall be deemed to be vacant.
- k) At a meeting of the Board a quorum will be:
 - 5 elected or co-opted members of the Board has 9, 10, 11 or 12 actual elected or co-opted members then on the Board.
 - 4 elected or co-opted members if the Board has 6, 7 or 8 actual elected or co-opted members then on the Board.

- 3 elected or co-opted members if the Board has 5 actual elected or co-opted members on the Board.

l) The Chair or three members of the Board may call a meeting of the Board for the consideration of urgent business.

8. POWERS OF BOARD:

- The Board shall establish such arrangements as it thinks fit for the management of activities of the association and may employ, and delegate authority, to such staff as it considers appropriate for that purpose.
- The Board will have the power to do all acts and things as are or may be incidental to the attainment of all or any of the objects of the Association.
- The Board may appoint sub-committees on such terms as it thinks fit. The members of such sub-committees must be members but need not be Board Members.
- The Board shall keep minutes of Board Meetings that are to be made available to members on request. It is at the Board's discretion whether reports tabled at Board Meetings and accepted by the Board be made available to members.
- The Board shall have the power to operate such bank and other accounts as it sees fit and to determine the authorities to operate such accounts. It shall also have the power to invest funds not immediately required in any form of investment in New Zealand available for the time being.
- The Board shall adopt a common seal and shall determine to what documents it is to be affixed and the manner in which it is to be affixed.

9. AUDITOR:

One or more Auditors shall be appointed at the AGM and the books of the Association shall be audited each year.

10. INDEMNITY OF MEMBERS:

Officers and members of the Board shall be responsible only for such moneys as they shall respectively actually receive on account of the Association and none of them shall be answerable for the act or default of any other of them nor for loss or damage whatsoever which may happen to the Association unless the same shall have been caused by their own act neglect or default.

11. PROFITS:

No Member shall except as a salaried Officer or for professional services rendered at the request of the Board, receive any profit from the funds of the Association.

12. INTERPRETATION OF RULES:

If any doubt arises as to the correct interpretation of these rules, the decision of the Board shall be final and binding provided such decision is recorded in the minute book of the Association.

13. ALTERATION IN RULES:

- These rules may be changed at any General Meeting of the Association.
- The Board or ten members may propose changes at any time.
- Notice of the changes are to be given to the Secretary/Treasurer in writing incorporating the proposed wording and an explanation of the reasons for the change.
- The Board shall then call a General Meeting of the Association in accordance with these rules (See "Meetings of the Association" for time limits).
- The Notice calling such meeting shall state in general terms the proposed change to the Rules whether the notification is sent directly to members or is publicly advertised.
- The meeting may amend any such proposal.
- No resolution of any such meeting shall affect any alteration or addition to or rescission of the Rules unless it is carried by a majority of at least two thirds of the members present at such meeting and who are entitled to vote.

14. WINDING UP OF ASSOCIATION:

The Association may be wound up voluntarily by a resolution of its members at a General Meeting provided that the resolution is then confirmed at a subsequent General Meeting called for that purpose and held not earlier than thirty (30) days after the date on which the resolution to be confirmed was passed.

On winding up of the Association or on its dissolution by the Registrar all surplus assets after the payment of all costs and debts and liabilities shall be disposed of in such manner as shall be determined by the votes of the majority of the Members present in General Meeting.