



NZVA
New Zealand Veterinary Association

New Zealand Veterinary
Association

CONSTITUTION

REVISED
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1. Name

The name of the Society is "New Zealand Veterinary Association Incorporated" (hereinafter referred to as "the Association").

2. Applicability

- 2.1 The Board is the governing body of the Association and therefore responsible for applying the rules of this Constitution.
- 2.2 The contents of this Constitution apply to all members of the Association.
- 2.3 Where the term "Association" is used this refers to the whole and not any individual part of the Association.

3. Objects

The objects of the Association are:

3.1 Members' wellbeing

- 3.1.1 To support the personal and professional wellbeing of Association members.

3.2 Leadership and advocacy

- 3.2.1 To provide leadership and direction to the veterinary profession in New Zealand to ensure it retains and expands its relevance to society.

- 3.2.2 To sustain and promote the ethic of social responsibility by:

- 3.2.2.1 Having a publicly stated position on issues on which the profession has expertise.
- 3.2.2.2 Encouraging and supporting veterinarians being involved in their communities.

- 3.2.3 To promote all aspects of animal welfare by:

- 3.2.3.1 Providing a rational and scientifically sound opinion on animal welfare.
- 3.2.3.2 Providing veterinary representation on animal welfare to relevant organisations.
- 3.2.3.3 Liaising with other socially responsible groups involved with animal welfare.
- 3.2.3.4 Advocating to protect and enhance animal welfare.

- 3.2.4 To represent the interests of the profession by:

- 3.2.4.1 Ensuring the expertise and resources to promote the profession's interests at the political level.
- 3.2.4.2 Developing effective networks.
- 3.2.4.3 Creating and maintaining public awareness of the diverse roles played by veterinarians in New Zealand.
- 3.2.4.4 Promoting veterinarians and their expertise to the public.

- 3.2.4.5 Advocacy on matters of importance to the veterinary profession.
- 3.2.5 To lead the profession in a manner that ensures that the needs of the industries it serves continue to be met by:
 - 3.2.5.1 Early identification of trends that affect the profession's future.
 - 3.2.5.2 Assisting veterinarians to adapt to meet future requirements.
 - 3.2.5.3 Encouraging a proactive and positive culture in the profession.
- 3.2.6 To facilitate communication and cohesion within the profession by:
 - 3.2.6.1 Providing effective systems to keep veterinarians informed of relevant developments.
 - 3.2.6.2 Encouraging social contact among veterinarians.
- 3.3 Education
 - 3.3.1 To support the selection of appropriate individuals for training to become successful veterinarians.
 - 3.3.2 To ensure the future needs of the profession are met.
 - 3.3.3 To encourage and facilitate the provision of relevant scientific continuing education.
 - 3.3.4 To encourage and facilitate education of veterinarians in non-technical areas including business management, communication and life skills.
- 3.4 Professional Development
 - 3.4.1 To advance the professional status of veterinarians in New Zealand by fostering high standards of professionalism and personal conduct in all aspects of veterinary endeavours and business.
 - 3.4.2 To encourage and assist in the development of the highest appropriate technical support materials and guidance of veterinary service for the benefit of society.

4. Powers

- 4.1 The Association shall have all powers and authorities necessary to exercise the carrying out of, and realisation of, the objects set out in clause 3, and in particular shall have the complete power to:
 - 4.1.1 Enter into, do and perform all contracts, acts, matters and things in any way connected to the objects of the Association.
 - 4.1.2 Hire and employ, required staff or officers as may be required
 - 4.1.3 Borrow or raise money for matters of the Association in such amounts and on such terms as the Board may think fit, and to secure the repayment of any monies charged upon any or all of the real or personal property of the Association.

- 4.1.4 Lend and advance money to guarantee and give guarantees for the payment of money or the performance of contracts or obligations on the part of the Association or its members.
- 4.1.5 Invest any monies of the Association in such deposit, stocks, shares, debentures, mortgages, real property or other forms of investment as the Board may approve, and to vary and transpose any such investments from time to time as the Board sees fit.
- 4.1.6 Pay any officer of the Association.
- 4.1.7 Make available professional advice and assistance and information which promotes unity and understanding and encourages communication and liaison within the profession.

5. Membership

- 5.1 Membership of the Association is not transferable. The membership belongs to the person whose application for membership is accepted.
- 5.2 Any person may apply to the Chief Executive Officer (CEO), in writing, to become a member of the Association. The CEO may choose to refer any applications to the Board. The Board may, at its discretion, accept or decline the application.
- 5.3 The Board may from time to time review the qualifying criteria for Association Membership.
- 5.4 Categories of Membership

There shall be the following categories of members: Practising Veterinary Members, Retired Members, Student Members, Life Members and Non-Practising Members.

5.4.1 Practising Veterinary Members

- 5.4.1.1 Any person who is registered as a practising veterinarian with the Veterinary Council of New Zealand, may apply to be made a Practising Veterinary Member of the Association.
- 5.4.1.2 Practising Veterinary Members shall be entitled to vote at all meetings of the Association and to be officers of the Association.

5.4.2 Retired Members

- 5.4.2.1 A Retired Member will be (or has been) registered as a practising veterinarian with the Veterinary Council of New Zealand.
- 5.4.2.2 A Retired Member must no longer be working in the profession and be aged 65 or over. A Retired Member shall be entitled to vote at all meetings of the Association and to be an officer of the Association.

5.4.3 Student Members

- 5.4.3.1 Any person who is studying veterinary science at a veterinary faculty or institution approved for registration in

New Zealand by the Veterinary Council of New Zealand may apply to be made a Student Member of the Association.

- 5.4.3.2 Student Members shall not be entitled to vote at meetings of the Association or to be elected officers of the Association.

5.4.4 Life Members

- 5.4.4.1 The Association may, on the recommendation of the Board (via the Awards Committee), at any Annual General Meeting or a Special General Meeting, announce a current Practising/Retired/Associate member as a Life Member of the Association.

- 5.4.4.2 Life Members shall be entitled to vote at all meetings of the Association and to be officers of the Association but will not be liable to pay a membership fee.

5.4.5 Non-Practising Members

- 5.4.5.1 The Chief Executive Officer shall have the power to grant to any person, or person representing an organisation, the status of Non-Practising Member of the Association, following a member application in writing. Such a person or representative of an organisation shall remain as a Non-Practising Member of the Association or a Branch at the discretion of the Chief Executive Officer.

- 5.4.5.2 Non-Practising Members shall not be entitled to vote at meetings of the Association, nor shall they be entitled to be officers of the Association. The exception to this are those Non-Practising Members who sit on the Veterinary Business Branch (VBB) Committee, these VBB Members may also represent their Branch on the Member Advisory Group.

5.5 Continuation of membership

All persons who were members of the Association before the adoption of this Constitution shall continue as members of the Association at the same category, provided they continue to pay the annual membership fees if applicable.

5.6 Termination of Membership

Any member may at any time resign from membership by notice in writing addressed to the Chief Executive Officer of the Association.

5.7 Cancellation of Membership

- 5.7.1 The Board may, in its discretion, cancel membership of any member:

- 5.7.1.1 who has been or is in breach of this Constitution or of any rules or ethical requirements for the veterinary profession, or

- 5.7.1.2 whose conduct is incompatible with membership of the Association

- 5.7.2 The Board shall advise such person in writing that their membership has been cancelled and the reasons why it has been cancelled. The individual will then have 28 days from the date of that advice to appeal this decision.

5.8 Reinstatement

No person who, having been a member of the Association, and who has ceased to be a member in accordance with this Constitution shall be reinstated as a member of the Association until that person has made written application and paid all arrears in membership fees (if any) due from them to the Association.

6. Membership fees

- 6.1 Membership fees shall be payable annually and are due on the 31st day of January in each year for that calendar year.
- 6.2 No member, who is required to pay a membership fee, and whose membership fee for the year is unpaid, shall be eligible to stand for election, nominate members or officers, vote, or be a member of a Branch, Committee or Board.
- 6.3 The Board will set the fees for all categories of membership annually, including any discounts if applicable to ensure fair and equitable access to Association Membership.
- 6.4 The Board may in its discretion waive the payment or part-payment of any member's membership fee.
- 6.5 The Chief Executive Officer of the Association shall maintain an up-to-date list of members of the Association and their membership fee and status.

7. Composition of Board

- 7.1 The officers of the Association shall comprise of the following:
- 7.1.1 Three members elected by the members of the Association (**Elected Board Members**) to serve for a term of three years for a maximum of three consecutive terms;
 - 7.1.2 One member elected from the Member Advisory Group (as established by clause 20.2) (**MAG Board Member**) for a term of two years and for a maximum of three terms.
 - 7.1.3 Up to three members of the Board (**Appointed Board Members**), will be appointed by the Elected Board Members and MAG Board Member and in accordance with the following:
 - 7.1.3.1 Two of the Appointed Board Members shall be recruited for an agreed term as determined by the Board. In each case, the Appointed Board Members shall be deemed to act in the role of either Board Chair or Appointed Governance Professional. Appointed Board Members shall meet the position requirements of the role and may or may not be Association members or veterinarians.

- 7.1.3.2 The third Appointed Board Member shall be appointed from the Association's membership for an agreed term determined by the Elected Board Members and MAG Board Member. The Elected Board Members and MAG Board Member will use their discretion to ensure that the Appointed Board Members contribute to the achievement of a broad skill base, diversity and/or inclusiveness. In the case that the current MAG Board Member is elected and/or re-elected as the incoming President, then if required they will become the third Appointed Board Member. This will ensure the Board size remains at seven.

8. Election of Board

- 8.1 The Elected Board Members will be elected by either postal and/or electronic ballot and shall hold office for a term of three years whereupon they shall retire. In every case a retiring member of Board shall (provided they are otherwise qualified) be eligible for re-election up to a maximum of three terms.
- 8.2 The postal and/or electronic ballot shall be conducted in each year prior to the Annual General Meeting and the result of the postal and/or electronic ballot shall be announced at that Annual General Meeting.
- 8.3 Nominations for vacancies for Elected Board Members of the Association must be lodged with the Chief Executive Officer not less than 60 days prior to the date of the Annual General Meeting. Such nominations are to be duly signed by the proposer and seconder and to carry a declaration by the nominee that he/she is prepared to stand for the position of Elected Board Member of the Association's Board.

9. Appointment of President

- 9.1 The Board shall appoint one of its Elected Members, MAG Member or third appointed member (from the Association's membership) to be President of the Association. This election shall take place at the last meeting of the Board immediately preceding the Annual General Meeting of the Association. The result of the election shall be announced at the Annual General Meeting. The person so elected, as the President, shall commence duties as the President of the Association from the close of the Annual General Meeting at which the result of the elections has been announced and shall continue until the close of the next Annual General Meeting.
- 9.2 Any person shall be eligible for re-election by the Board as President provided however that no person shall be permitted to serve more than three consecutive terms as President. After serving for three consecutive terms as President no person shall be eligible to be re-elected as President until after the Board has elected to the position of President some other person.
- 9.3 If any Board member holding the position of President shall cease to serve on the Board for any reason, the remaining Board members are to elect another serving Board member to fill the vacant position.

10. Vacancies on the Board

If any elected or MAG Board member position shall become vacant during any year by death, resignation or otherwise, such position may be filled by an interim appointment or voting of the Board, and any person so elected or appointed to fill such position shall remain a Board member until the next Annual General Meeting of the Association at which an election or appointment for the vacant position will be determined in accordance with this Constitution.

11. Eligibility for election as a Board or Branch Committee member

- 11.1 All Practising Veterinary Members, Retired Members and Life Members shall be eligible to be elected or appointed as a member of the Association's Board, or elected or appointed as a member of a Branch Committee / Regional Network.
- 11.2 Members of the Board may not concurrently hold the position of a member of a Branch Committee. In such cases, the member will resign from any Branch Committee of which they are a member and relinquish any Branch responsibilities and offices they currently hold prior to assuming any duties and responsibilities as a Board member. The exception to this would be the MAG Board Member.
- 11.3 Association staff may not hold the position of a member of either the Board or a Branch Committee / Regional Network.

12. Board meetings

- 12.1 The Board shall meet at least five times in a calendar year and may be held by any of the following means:
- 12.1.1 By a number of the Board members who constitute a quorum, being assembled together at the place, date and time appointed for the meeting.
 - 12.1.2 By means of audio, or audio and visual, communications by which all Board members participating and constituting a quorum can simultaneously hear each other during the meeting.
- 12.2 Special meetings of the Board shall be called by direction of the Board Chair or upon the written request of any three members of the Board.
- 12.3 Not less than ten days' notice of each meeting of the Board shall be given to Board members, except when an urgent meeting is called, such notice shall be given as is reasonably practicable in the circumstances. An electronic conference may constitute a special meeting of Board.
- 12.4 At any meeting of the Board four members shall form a quorum (three of which must be made up of the MAG Board Member and/or Elected Board Members)
- 12.5 The Board Chair shall chair the Board at all meetings at which the Board Chair is present. In the event of the Board Chair being absent from a Board meeting the Appointed Governance Professional shall chair the meeting and if both are absent the Board members present at that meeting shall elect a member to chair the meeting.

13. Powers and duties of the Board

- 13.1 The Board shall govern the affairs of the Association and shall have full power and authority to exercise the powers for which the Association is established and to do things incidental or conducive to the attainment of the objects of the Association except where the powers or actions of the Association are specifically limited in this Constitution to decisions to be made by the Association at Annual General or Special General Meetings.
- 13.2 In carrying out the powers and authorities and in managing the business and activities of the Association the Board shall employ a Chief Executive Officer who shall be employed by the Board upon such terms and conditions as the Board shall think fit, and who shall be paid such remuneration as the Board shall from time to time determine. By way of delegated authority to the Chief Executive Officer the Board shall employ other staff as may be required from time to time to carry out the work of the Association.
- 13.3 In addition to the employment of such full time or part time employees as is hereinbefore provided, the Board may:
- 13.3.1 From time to time make rules or regulations for conducting the business and carrying out of the objects of the Association and the management and uses of its premises and facilities and the performance of its statutory functions as set out in any Act of Parliament.
 - 13.3.2 Establish such advisory or other committees, as it may consider desirable or necessary for any purpose to further the work of the Association.
 - 13.3.3 Delegate any of its powers to any person or persons whether members of the Board or not.
 - 13.3.4 Pay or otherwise financially remunerate any officer of the Association.

14. General meetings

14.1 Annual General Meetings

An Annual General Meeting of the Association shall be held once each year at such time and place as may be determined by the Board. At least 30 days' written notice of the holding of the Annual General Meeting of the Association shall be given to members of the Association. Such notice shall specify the place and date and time of commencement of the Annual General Meeting and the nature of business and the agenda of business to be transacted. If required, the notice shall specify arrangements for attending the Annual General Meeting by means of audio, or audio and visual, communications and/or electronic voting.

14.2 Business at AGM

The following business shall be dealt with at the Annual General Meeting:

- 14.2.1 To receive, consider and discuss the Board Chair's report and any other report and business that shall have been arranged by the Board.

- 14.2.2 To receive and consider the annual financial statements of the Association.
- 14.2.3 To announce the appointment of an auditor.
- 14.2.4 To advise the membership fees payable by the different categories of members for the next membership year.
- 14.2.5 To announce the result of the postal and/or electronic ballot for the election of Board members and their positions.
- 14.2.6 To receive and consider such other business as may have been properly brought to the attention of the meeting on notice.

14.3 Special General Meetings

Special General Meetings of the Association may be convened by the Board or upon the written request of not less than 50 members of the Association who are entitled to vote at meetings of the Association. At least 30 days' notice of a Special General Meeting and of the business for which it has been convened shall be given in the same manner as is provided for the giving of notice of the Annual General Meeting in this Constitution, provided however that where the Board considers it expedient so to do, a Special General Meeting may be convened upon giving less than 30 days' notice. If required, the notice shall specify arrangements for attending the Special General Meeting by means of audio, or audio and visual.

14.4 An Annual General Meeting and Special General Meeting of the Association may be held by any of the following means:

- 14.4.1 By a number of members entitled to vote, who constitute a quorum, being assembled together at the place, date and time appointed for the meeting.
- 14.4.2 By means of audio, or audio and visual, communication by which all members participating and constituting a quorum, can simultaneously hear each other throughout the meeting.
- 14.4.3 By a combination of both of the methods described in clauses 14.4.1 and 14.4.2.

14.5 A quorum for an Annual General Meeting or Special General Meeting is present where there are either:

- 14.5.1 30 members of the Association who are eligible to vote at the meeting are present at the primary meeting location that is set out in notice of the meeting; or
- 14.5.2 30 members of the Association who are eligible to vote at the meeting and who between them are either present at the primary meeting location set out in the notice of the meeting or are attending the meeting by way of audio, or audio and visual, communication.

14.6 If a quorum cannot be constituted within 15 minutes from the time the meeting was called the members present can adjourn the meeting to the same day in the following week at the same time and place or to such other date, time and place as the Board may appoint.

- 14.7 If, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, the members present are a quorum.
- 14.8 For the avoidance of doubt, a member participating in a meeting by means of audio, audio and visual, or electronic communication is present at the meeting and part of the quorum.
- 14.9 For the purposes of this Constitution, a member (or their proxy), may participate in a meeting by means of audio, audio and visual, or electronic communication if:
- 14.9.1 the Board approves those means; and
 - 14.9.2 the member (or their proxy) complies with any conditions imposed by the Board in relation to the use of those means (including, for example, conditions relating to the identity of the member (or their proxy) and that person's approval or authentication (including electronic authentication) of the information communicated by electronic means.
- 14.10 The Board Chair shall chair the Annual General Meeting or Special General Meeting. In the absence of the Board Chair the members present shall appoint one of their number to preside.
- 14.11 Voting
- 14.11.1 Each member of the Association entitled to vote at an Annual General Meeting or Special General Meeting shall have one vote, but in the case of an equality of votes the Board Chair shall have a casting as well as a deliberative vote.
 - 14.11.2 In the case of a meeting of members assembled together in accordance with clause 15.4 unless a poll is demanded, voting will be by whichever of the following methods is determined by the Chair of the meeting:
 - 14.11.2.1 Voting by voice.
 - 14.11.2.2 Voting by show of hands.
 - 14.11.2.3 By electronic means.
- 14.12 A declaration by the Chair of the meeting that a resolution is carried by the requisite majority is conclusive evidence of that fact unless a poll is demanded in accordance with clause 14.13.
- 14.13 Poll
- 14.13.1 At a meeting of members, a poll may be demanded by any of the following:
 - 14.13.1.1 Not less than five members having the right to vote at the meeting.
 - 14.13.1.2 The Chair of the meeting.
- 14.14 A poll may be demanded either before or after the vote is taken on a resolution. A demand for a poll may be withdrawn.
- 14.15 The Chair of a meeting is entitled to a casting vote.

General Meetings shall be sent to each member of the Association. Except as may be authorised by the Board no member shall publish a report of the proceedings (or any part thereof) of any Annual General Meeting or Special General Meeting, or of any Board meeting, whether by divulging the same to any person who is not a member of the Association, or by communicating the same to the press or to any person, firm or company which issues or publishes any periodical or other publication, or by publishing or causing or allowing the same to be published by means of radio or television, or in any manner whatsoever.

15. Financial

15.1 Financial Year

The financial year of the Association and its Branches shall end on the 31 December in each year.

15.2 Receipts and Payments

- 15.2.1 All monies received by or on behalf of the Association shall be paid into bank accounts approved by the Board.
- 15.2.2 All payments, except petty cash payments, shall be made on behalf of or by the Association from the accounts approved by the Board by either electronic means or cheque drawn on that account. All payments are to be signed or authorised by such persons as the Board shall from time to time determine and who shall hold a delegation signed by the Board Chair or the Chief Executive Officer.

15.3 Records

The Chief Executive Officer shall be responsible for keeping true and full accounts of all monies received and expended by or on behalf of the Association and of its assets and liabilities in a manner approved by the Board and auditor. This includes all monies received and expended by all Branches of the Association.

15.4 Planning and budgeting

- 15.4.1 The Board is to approve an Annual Plan and Budget prior to the commencement of each financial year. Only expenditure agreed and identified in these documents can be delegated by the Chief Executive Officer to other members of the Association.
- 15.4.2 Any unplanned expenditure is to be approved by the Board. The Board may delegate to the Chief Executive Officer approval for lesser amounts of unplanned expenditure to a defined limit; such delegation cannot be sub-delegated.

15.5 Financial Statements

- 15.5.1 The Board shall ensure that a statement of the Association's financial affairs is prepared at the completion of each financial year, detailing income and expenditure and a balance sheet showing assets and liabilities.
- 15.5.2 The Board shall arrange for these financial statements to be audited by the Association's auditor and for the audited statements to be presented at the Annual General Meeting of the Association.

15.6 Use of Funds

The income and property of the Association shall be applied solely towards promotion of its Objects and no part thereof shall be paid or transferred directly or indirectly by way of profits, dividend, bonus or otherwise to the members of the Association or any of them, and except as payment made in good faith or remuneration to any employee or officer or as a prize given by the Association to any member, no member shall in any way receive any pecuniary gain from the property or activities of the Association.

16. Operating Policies

16.1 The Board will direct the management of policies and procedures that will be required for the successful operation of the Association and Branches.

16.2 Technical policies required to be developed and approved by the Board but must be reviewed by the Member Advisory Group prior to final approval. The Board will have particular regard to any recommendations from the Member Advisory Group before approval of any changes.

17. Chief Executive Officer

The Association shall have a Chief Executive Officer who shall be an employee of the Association and who shall perform statutory functions of the Board and be present or represented at every meeting of the Association and Board. The Chief Executive Officer shall in addition perform such functions and carry out such duties, as the Board shall from time to time determine. The Chief Executive Officer shall be employed on such terms and conditions as the Board may from time to time determine and his or her functions shall include attending or arranging for an attendance at every Annual General Meeting or Special General Meeting of the Association and every Board meeting.

18. Common seal

18.1 The Common Seal of the Association shall be kept in the custody of the Chief Executive Officer and shall only be used by the authority of and under the direction of a resolution of the Board.

18.2 Every instrument to which the Common Seal is affixed shall be signed by at least two members of the Board.

19. Connection with the Association

No member shall for the purposes of trade, business, or manufacture, or for personal gain, affix letters to their name designed or intended to indicate that he/she is a member of the Association unless this is permitted by policies issued by the Board.

20. Member Advisory Group

20.1 The primary function of the Association's Member Advisory Group (MAG) is to represent member interests to the Association's Board. It is the core group responsible for strategic and annual planning with the Board. It coordinates and collaborates with special interests and regional interests and advises the Board on technical and professional related matters.

20.2 One member of the MAG shall be appointed by the group to be the MAG Board Member of the Association's Board for a term of two years with a maximum of three terms.

20.3 The MAG shall comprise of:

20.3.1 One representative from each of the following Special Interest Branches; Companion Animal, Dairy Cattle, Equine, Red Meat (Sheep and Beef and Deer), EFAB, Industry, Vet Business and

20.3.2 Up to two representatives from the remaining Special Interest Branches

20.4 Each of the Special Interest Branch MAG representatives, shall be appointed by their respective Special Interest Branch.

20.5 If the Special Interest Branches (other than Companion Animals, Dairy Cattle, Equine, Red Meat (Sheep and Beef Cattle and Deer), EFAB, Industry and Vet Business) cannot decide on the remaining positions on the MAG, the Board will determine the representation after expressions of interest have been sought from these Branches.

20.6 Each MAG member will be appointed for a term of two years with a maximum of three terms. Each term shall commence from the close of the NZVA Annual General Meeting and shall continue until the close of the next NZVA Annual General Meeting.

20.7 MAG appointments will be confirmed by the Board at the first Board meeting held after the NZVA Annual General Meeting.

21. Regional Networks

21.1 The primary function of regional networks is for collegiality and continuing professional development, to encourage professional debate and discussion and to support member wellbeing.

21.2 The Board will approve the setting up, naming and operation of regional networks.

21.3 Regional network logos will be provided in keeping with the Association's branding guidelines as approved by the Board.

21.4 Regional networks shall be run by local volunteer groups/individuals who shall liaise with central coordination provided by national office and shall be funded as approved by the Board. No annual general meetings of regional networks are required.

21.5 Standard Rules

21.5.1 Each regional network is required to operate under the 'Standard Rules' for operation of a Regional Network contained at Appendix 1 to this Constitution.

21.5.2 The Chief Executive Officer will provide a copy of the relevant Standard Rules for operation of a Regional Network, with the name of the regional network inserted on formation of the regional network. The Standard rules are fully binding:

21.5.2.1 On Regional Networks in existence at the date of the adoption of the Standard Rules, from the date of the adoption of the Standard rules; and

21.5.2.2 On new regional networks, from the inception of the regional network.

21.6 The Standard Rules for operation of a Regional Network form a part of the Constitution of the Association and may only be changed pursuant to clause 24 (Alteration of Rules).

21.7 Legal status

21.7.1 Regional networks are not legal entities under the Incorporated Societies Act 1908 or any statute that replaces that act (either in whole or in part).

21.7.2 No regional network or member of a regional network can enter into a continued education agreement, legal contract, employment agreement or financial agreement without first having received a formal delegation signed by the Chief Executive Officer in each separate instance.

22. Retired Veterinarians' Network

22.1 The primary function of the Retired Veterinarians Network is to provide a special emphasis on retired veterinarians to recognise their contribution to the profession and to encourage collegiality and continued involvement in the Association. The network aims to:

22.1.1 Be recognised as a group of experienced veterinarians from which other bodies, including the Board, may seek advice and assistance on matters affecting the profession and the Association.

22.1.2 Provide a focus for retired veterinarians and their families to meet, foster collegiality, share knowledge and provide mutual support.

22.1.3 Maintain links between veterinarians, retired veterinarians and the Association.

22.1.4 Enhance the enjoyment of retirement through information dissemination and social gathering.

22.1.5 Provide a source of information for those members of the Association planning retirement.

22.1.6 Help the Association by offering expertise or historical knowledge.

22.2 Membership of the Retired Veterinarians Network is free to all Retired Members.

22.3 The Retired Veterinarians Network shall be run by a volunteer group or individual/s who shall liaise with central coordination provided by national office and shall be funded as approved by the Board. No Annual General Meetings are required.

22.4 A network logo will be provided in keeping with the Association’s branding guidelines as approved by the Board.

23. Special Interest Branches

23.1 The primary purpose of Special Interest Branches is as national groups for sharing technical information and advice about special interests and/or species for the benefit of all Association members.

23.2 Formation

Ten or more members may, with the approval of the Board, form a Special Interest Branch for the purposes of closer co-operation in professional matters. Such a Branch may continue to exist so long as it has the approval of the Board.

23.3 Naming of Branches

23.3.1 The Board will approve the name of the proposed Branch.

23.3.2 Generally, Branches shall be distinguished by the special interest area of the profession they represent and must contain the words “Branch of the New Zealand Veterinary Association” as part of their full name.

23.3.3 Branches may use a shortened form of their name without mention of the parent Association but only after the full name has been used at the first occasion in any correspondence.

23.4 Logo of the Branch

Branches can use the standard Branch logo provided by the Association or apply to the Board to use a Branch logo that meets the Association’s branding guidelines as approved by the Board.

23.5 Standard Rules

23.5.1 Each Branch is required to operate under the Standard Rules of operation for a Special Interest Branch contained at the Appendix 2 to this Constitution.

23.5.2 The Chief Executive Officer will provide a copy of the relevant Standard Rules of operation for a Special Interest Branch contained, with the name of the Branch inserted on formation of the Branch. This Constitution are fully binding:

23.5.2.1 On Branches in existence at the date of the adoption of the Rules, from the date of the adoption of the Rules; and

23.5.2.2 On new Branches, from the inception of the Branch.

23.6 The Standard Rules of operation for a Special Interest Branch contained form a part of the Constitution of the Association and may only be changed pursuant to clause 24.

23.7 Legal status

23.7.1 Branches are not legal entities under the Incorporated Societies Act 1908 or any statute that replaces that act (either in whole or in part).

- 23.7.2 No Branch or member of a Branch can enter into a legal contract, employment agreement or financial agreement without first having received a formal delegation signed by the Chief Executive Officer in each separate instance.

23.8 Appointment of auditor

The Board is to appoint an auditor annually who may audit the affairs of one or more of the Branches. The same auditor shall not serve for more than seven consecutive years.

24. Alteration of Constitution

- 24.1 This Constitution (including for the avoidance of doubt any Standard Branch Rules) shall only be amended at an Annual General Meeting or Special General Meeting of the Association at which the motion proposing the amendment/s is carried by a majority of not less than two thirds of the members present at the meeting qualified to vote thereon (including members attending the meeting via teleconference and proxies).
- 24.2 Any proposed amendments to the Constitution must be provided to the Chief Executive Officer and considered by the Board before a decision is made as to whether to call a meeting to adopt the amendment.
- 24.3 The Chief Executive Officer shall include such notice of motion in the business appearing on the agenda paper calling such meeting.
- 24.4 No amendment shall be made to this Constitution, which in any way affects the tax-exempt status of the Association.

25. Revocation of former Constitution or rules

This Constitution is in substitution for the Rules or Constitution of the Association in force immediately prior to the adoption of this Constitution. On the date of the adoption of this Constitution, all Rules or Constitution of the Association formerly in force, including any Branch Rules, shall be accordingly revoked.

26. Winding up

- 26.1 The Association shall not be wound up except by resolution of 75% of members entitled to vote and including those present at the meeting (as well as those joining in through teleconference and proxies) as required as part of a Special General Meeting called for that purpose.
- 26.2 In the event of the winding up of the Association its property shall, subject to the payments of its debts and liabilities and the costs and expenses of winding up, be held by such person or persons as shall be appointed for that purpose by resolution at the Special General Meeting referred to in clause 26.1 upon trust for the formation of an incorporated body having similar objects to those of the Association. Should no such body be incorporated within 12 months after the date of the Special General Meeting then the property of the Association shall be held upon trust for such other purpose as shall be approved at a meeting of those persons who comprised the Association's Board at the date of the Special

General Meeting, such meeting to be called for the specific reason of determining that purpose.

26.3 In the event of the winding up of the Association no funds or property whatsoever shall be paid to or distributed among the members of the Association.

Appendices

1. Standard rules for operation of a Regional Network
2. Standard rules for operation of a Special Interest Branch

APPENDIX ONE

Standard rules for operation of a Regional Network

1. Name

Regional networks shall be named to best reflect the geographical area served by the network. The name and boundaries of regional networks shall be approved by the Board and may be changed from time to time to meet members' needs.

2. Aims

The primary purpose of regional networks is to:

- 2.1 Act as a networking group for Association members to support collegiality and continuing professional development opportunities within the region.
- 2.2 Foster positive engagement and help co-ordinate and host regional events for members to meet, share knowledge and provide mutual support.
- 2.3 Encourage professional debate and discussion.

3. Membership

- 3.1 Membership of regional networks is automatic for all Association members, who will be enrolled in the regional network closest to where they live.
- 3.2 Members of the Association are welcome to attend regional network events in any other region. Members should make every effort to book in advance for events in their own or another region so that catering and other arrangements can be made.
- 3.3 Staff employed, or contractors engaged, by the Association are not eligible to be officers of the regional network.

4. Regional Network Representative

- 4.1 Each regional network shall have at least one member identified to liaise with national office, which shall provide central co-ordination and support for regional events.
- 4.2 The role of the primary regional contact is voluntary, and the role is not expected to be onerous or time-consuming. The purpose of the role is to provide a point of contact for Association members in the region and for national office to ensure that regional events are relevant to regional interests, well-run, and well-supported. A small amount of administration may be required.
- 4.3 From time to time, the primary regional contact may also be called on during an emergency or natural disaster or other issue for animal health and welfare to help national office co-ordinate with local veterinarians and veterinary practices.
- 4.4 Expressions of interest for local regional contacts will be called for annually.
- 4.5 Association members in the same region who express interest will be put in touch with each other so that they can work together as a group. A local liaison group

shall choose one person to be the primary regional contact for the year. It is up to the regional group as to whether it forms a committee and holds formal committee meetings.

4.6 No Annual General Meetings are required.

5. Code of Professional Conduct

The Veterinary Council of New Zealand's Code of Professional Conduct for Veterinarians shall be the Code of Conduct for this Network.

6. Communications from the Regional Network

No local liaison contact or group or regional network or member of a regional network shall publish or communicate to any person or persons who are not members of the Association, information upon any matter, which may purport to represent the policy or view of the Association. When communicating within the Association, such communication should clearly indicate that it is not the approved policy or view of the Association but is being disseminated for internal purposes only.

APPENDIX TWO

Standard rules for operation of a Special Interest Branch

The Rules below will be used by the Special Interest Branches of the Association as determined by the Board, and configured with the name of the Branch, reflecting the interest of the Branch.

<insert name> BRANCH OF THE NEW ZEALAND VETERINARY ASSOCIATION

RULES

1. Name

The Branch shall be named the <insert name> Branch of the New Zealand Veterinary Association.

2. Aims

The aim of the Branch is to:

- 2.1 serve as a national group for Association members with a special interest in <insert name>.
- 2.2 share technical information and advice about <insert name> for the benefit of all Association members.
- 2.3 contribute to the Association's continuing professional development resources, activities, conferences and events as subject matter experts for <insert name>.
- 2.4 promote the interests, increase knowledge, and foster cooperation of veterinarians involved with <insert name>.
- 2.5 if applicable, develop technical standards for <insert name> to guide veterinarians and support animal health and welfare.
- 2.6 be recognised as an authoritative group from which other bodies including the Association's Board, may seek advice and assistance on <insert name> matters.
- 2.7 promote and encourage more effective veterinary contribution to the <insert name> industry to enhance the industry's standards and contribution to New Zealand.
- 2.8 help the Association and any related communities where the Branch or its individual members have expertise or historical knowledge.
- 2.9 provide a focus for members of like interests to meet, share knowledge and provide mutual support.

3. Membership

- 3.1 Membership of the Branch is open to all members of the Association on application and payment of the appropriate fees, if applicable.
- 3.2 All members of the Branch, except for Associate and Student members, have voting rights at Branch Annual and Special General Meetings.

3.3 If a decrease in the number of Practising Veterinary Members should result in the combined total of Associate, and Life Members exceeding 50% of the total membership of the Branch, the Branch shall be disbanded at the next Annual General Meeting of the Branch unless prior approval for the continuation of the Branch has been obtained from the Association's Board.

4. Branch Committee

4.1 The officers of the Branch shall comprise at least two and a maximum of nine Branch members and constitute the Branch Committee. Staff employed, or contractors engaged, by the Association are not eligible to be officers of the Branch.

4.2 The total size of the Branch Committee may not exceed 50% of the membership of the Branch without the approval of the Board.

4.3 Normally the term of office for Committee members will be a minimum of two years and a maximum of three years. The maximum of unbroken time in office is 10 years after which the member must stand down for a minimum period of two years. The Board may waive the stand down period in exceptional cases where it is in the best interests of the Branch and Association.

4.4 The term of office shall begin at the close of the Branch Annual General Meeting, and ordinarily shall continue until the close of the relevant Branch Annual General Meeting. The Committee may co-opt additional members to form sub-committees for special purposes. Such sub-committees shall supply reports and comments only to the Branch Committee.

4.5 Officers of the Branch are eligible for election to the Association's Member Advisory Group. Elected representatives to the Member Advisory Group are eligible to be chosen as a Board member by the group.

5. Election of committee members

5.1 Committee members shall be elected by either postal and/or electronic ballot. The postal and/or electronic ballot shall be conducted in each year prior to the Annual General Meeting and the result of the postal and/or electronic ballot shall be announced at that Annual General Meeting.

5.2 Nominations for Committee membership must be lodged with the Branch Secretary not less than 60 days prior to the date of the Branch Annual General Meeting. Such nominations are to be duly signed by the proposer and seconder and to carry a declaration by the nominee that he/she is prepared to stand for election as a Committee member.

5.3 At each Branch Annual General Meeting at least 25% of the Committee positions must be contested. Where there are insufficient Committee positions coming to the end of their current term to meet the 25% limit, then the remainder will be drawn randomly from those positions with the least time to serve in their current term.

5.4 Each member of the Branch, who, pursuant to these Rules is entitled to vote at meetings of the Branch, shall be entitled to vote in the postal and/or electronic ballot for the election of Committee members and all valid votes shall count equally.

5.5 Each member exercising their vote for the election of Committee members shall vote for the actual number of vacancies to be filled or any lesser number he/she wishes. Any vote for a greater number shall be invalid.

6. Vacancies on the committee

If any Committee member position shall become vacant during any year by death, resignation or otherwise, such position may be filled by a vote of the Branch Committee, and any other person so elected to fill such position shall remain a Committee member until the next Annual General Meeting of the Branch at which an election for the vacant position will be determined in accordance with these Rules.

7. Selection of President and Secretary

- 7.1 The Branch Committee will elect one each of its members to be the President and Secretary. No person can hold more than one of these positions at the same time. Election is to be by simple majority of all serving Committee members.
- 7.2 The term of President or Secretary will be as for the terms and limits for a committee member.
- 7.3 Should a member currently serving as President or Secretary not be elected to the Committee then they will remain in office until the Branch Committee has selected a new office holder and will hand over all responsibilities within one week of being notified of the name of the new office holder. The Branch Committee in exceptional circumstances may approve longer times for transition of office responsibilities to the new office holder.
- 7.4 If any Committee member holding one of the positions of President or Secretary shall cease to serve on the Committee for any reason, the remaining Committee members are to elect another serving Committee member to fill the vacant position.

8. Branch Committee Meetings

- 8.1 The Branch Committee shall meet at least two times annually at such times and places as the Branch Committee may decide. Special meetings of the Branch Committee shall be called by direction of the Branch President or upon the written request of any three members of the Branch Committee.
- 8.2 Branch Committee meetings can be conducted using remote communications if it is impracticable for members to meet for each meeting.
- 8.3 Not less than 10 days' notice of each meeting of the Branch Committee shall be given to Committee members, except when an urgent meeting is called. For an urgent meeting notice shall be given as is reasonably practicable in the circumstances. A telephone or video conference may constitute a special meeting of Branch Committee.
- 8.4 The quorum for a Branch Committee meeting will be 50% of Committee members, with a minimum of three members.
- 8.5 Any member of the Branch Committee who is unable to be present at any meeting of the Branch Committee may appoint in writing any other member of the Branch Committee to be their representative and to vote for him/her at such Branch Committee meeting.
- 8.6 The Branch President shall chair the Branch Committee at all meetings at which the President is present. In the event of the President being absent from a Branch

Committee meeting then the Committee members present at that meeting shall elect one of their number to chair that meeting in place of the President.

8.7 The Chair of the Branch Committee meeting will have their normal deliberative vote and a further casting vote if needed.

9. Powers and duties of the Branch Committee

9.1 The Branch Committee shall manage the affairs and the business of the Branch and ensure compliance of the Branch with the Constitution of the Association.

9.2 The Branch Committee shall be responsible for forwarding to national office in a timely manner all receipts, invoices and other financial information and records of all money received and expended by or on behalf of the Branch and of its assets and liabilities to allow for accounting and auditing processes.

9.3 The Branch Committee shall be responsible for compliance with the Constitution and policies of the Association and any directions that the Board may from time to time issue, and any changes thereto as may be made from time to time.

9.4 The Branch Committee shall be responsible for forwarding a report of the Branch's transactions and business to the Board within 42 days after each Branch Annual and Special General meeting, and Branch Committee meeting. The Board can request a special report on the status of the Branch, including its current activities, which shall be forwarded under signature of the Branch President within 30 days.

10. Branch General Meetings

10.1 A Branch Annual General Meeting shall be held once each year at such time and place, as may be determined by the Branch Committee. At least 30 days' written notice of the holding of the Branch Annual General Meeting shall be given to members of the Branch. Such notice shall specify the place and date and time of commencement of the Branch Annual General Meeting and the nature of business and the agenda of business to be transacted thereat.

10.2 The following business shall be dealt with at the Branch Annual General Meeting:

- 10.2.1 To receive, consider and discuss the President's report and any other report and business that shall have been arranged by the Committee.
- 10.2.2 To receive and consider the statement of accounts and balance sheet of the Branch.
- 10.2.3 To announce the result of election of Committee members.
- 10.2.4 To agree proposed operating budget to be submitted to the Board for the following year.
- 10.2.5 To consider any business relating to the affairs of the Branch.
- 10.2.6 To receive and consider such other business as may have been properly brought to the attention of the meeting on notice.

10.3 Quorum

- 10.3.1 A quorum will be 15 members or 30% of current members, whichever is the lower. Members can be either present at the primary meeting location set out in the notice of the meeting, or are attending by way of audio, or audio and visual, communication. The Board may approve a lesser number (after the meeting date) on a case-by-case basis where hardship to achieve these numbers can be shown.
- 10.3.2 If a quorum cannot be constituted within 15 minutes from the time the meeting was called the members present can postpone the meeting to a date as soon as practicable after the date originally fixed.

10.4 Procedure at Branch Annual General Meetings

- 10.4.1 The Branch President shall chair the Branch Annual General Meeting. In the absence of the President the members present shall appoint one of their number to preside.
- 10.4.2 Each member of the Branch entitled to vote at the Branch Annual General Meeting shall have one vote, but in the case of an equality of votes the chair shall have a casting as well as a deliberative vote.
- 10.4.3 Voting shall, in the first instance, be by show of hands, but any two members may demand that any question shall be determined by ballot.
- 10.4.4 A member who is unable to be present at any Branch Annual General Meeting may appoint, in writing, any other member who is entitled to vote at such meetings to be their representative and to vote for him/her at that meeting. The aforesaid appointment in writing shall be in the following form only:

13. Code of Professional Conduct

The Veterinary Council of New Zealand's Code of Professional Conduct for Veterinarians shall be the Code of Conduct for this Branch.

14. Financial Management

- 14.1 The income and property of the Branch shall be applied solely towards the promotion of the objects of the Association as a whole and no part thereof shall be paid or transferred directly or indirectly by way of profits, dividend, bonus or otherwise to any of the members of the Branch except as payment made in good faith for remuneration to any employee or officer or as a prize given by the Branch to any member, and no member shall in any way receive any pecuniary gain from the property or activities of the Branch.
- 14.2 All monies received by or on behalf of the Branch shall, unless the Board otherwise directs, be forthwith paid to the credit of a bank account approved by the Board.
- 14.3 All payments shall be made on behalf of or by the Association from the accounts approved by the Board by either electronic means or cheque drawn on that account. All payments are to be signed or authorised by such persons as the Board shall from time to time determine and who shall hold a delegation signed by the Association Board Chair or the Chief Executive Officer.
- 14.4 The Branch Committee is to produce an Annual Plan and Budget prior to the commencement of each financial year and submit this to the Board for approval. Expenditure listed in the approved Budget will be delegated by the Chief Executive Officer to one or more of the Branch President or Secretary or other member of the Branch as shall be agreed by the Board, as required.

15. Communications from the Branch

- 15.1 No Branch or member of a Branch shall publish or communicate to any person or persons who are not members of the Association, information upon any matter, which may purport to represent the policy or view of the Association, without the consent of the Board.
- 15.2 When communicating within the Association, such communication should clearly indicate that is not an approved policy or view of the Association but is being disseminated for internal Branch or Association consumption only.

16. Dissolution

- 16.1 A majority of the members present at a Branch Special or Annual General Meeting convened for the purpose in accordance with the provisions of these Rules may resolve that the Branch be wound up. This resolution must be communicated to all NZVA members not less than 30 days prior to the General Meeting.
- 16.2 In the event of dissolution, the property of the Branch is to be realised and after payment of all liabilities any surplus shall be placed under the control of the Chief Executive Officer for disposal in accordance with the Constitution of the Association.

Date	Ver.	Description of Changes	Author(s)
26 May 2013	1.0	Adopted by 2014 AGM	Warwick Sullivan
4 August 2015	1.1	Changes adopted by resolution at 2015 AGM: 1. Option for Type A branches to combine Secretary and Treasurer (Appendices 1 & 3 Clause 7) 2. Clarify wording when Board elects President (clause 26)	Warwick Sullivan
1 July 2019	1.2	DRAFT amendments proposed as result of Board Recommendation under NZVA Change Project	NZVA Board
16 July 2019	1.3	DRAFT amendments and inclusion of new clauses as reviewed and added by DLA Piper Law	DLA Piper Law
19 July 2019	1.4	DRAFT Version of Revised Constitution for review in preparation for Special General Meeting	NZVA Board
24 July 2019	1.5	DRAFT Version of Revised Constitution for review in preparation for Special General Meeting	NZVA Board
26 July 2019	1.6	DRAFT amendments and inclusion of new clauses as reviewed and added by DLA Piper Law	DLA Piper Law
28 July 2019	1.7	DRAFT Version of Revised Constitution for review in preparation for Special General Meeting	NZVA Board
29 July 2019	1.8	DRAFT Version of Revised Constitution for review in preparation for Special General Meeting	NZVA Board
28 August 2019	1.9	Approved by the Membership at the Special General Meeting	Membership
2 October 2019	1.10	DRAFT Version of Revised Constitution for review in preparation for Annual General Meeting	NZVA Board
27 November 2019	1.10	Approved at AGM held 27 th November 2019	Membership
26 August 2020	1.11	Approved at AGM held 26 th August 2020	Membership
March 2020	1.12	Amendments made for approval at the AGM	NZVA Board
June 2020	1.13	Approved at AGM held 16 th June 2021	Membership
May 2021	1.14	Amendments made for approval at the AGM	NZVA Board
June 2021	1.15	Amendments approved by membership at AGM	Membership
May 2022	1.16	Amendments made for approval at the AGM	NZVA Board
June 2022	1.17	Amendments approved by membership at AGM	Membership