



SPCA Wairarapa
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NOTICE OF SPECIAL GENERAL MEETING
OF THE WAIRARAPA BRANCH OF THE ROYAL NEW ZEALAND SOCIETY FOR THE PREVENTION OF CRUELTY
TO ANIMALS INCORPORATED

Notice is given to all members of **The Wairarapa Branch of the Royal New Zealand Society for the Prevention of Cruelty to Animals Incorporated (known as "SPCA Wairarapa")** that a Special General Meeting of SPCA Wairarapa is to be held:

- on Tuesday 24 October 2017
- at Carterton Events Centre, 50 Holloway Street, Carterton 5713
- commencing at 6:00pm

This Special General Meeting is convened by the RNZSPCA Board on behalf of SPCA Wairarapa pursuant to rules B9.3 and B9.6 of the RNZSPCA Branch Rules (2017).

The purpose of this Special General Meeting is to discuss and vote on the following matters:

1. THAT the minutes of the Special General Meeting One of SPCA Wairarapa held on 10 July 2017 be approved;
2. THAT SPCA Wairarapa will transfer into RNZSPCA at midnight on 31 October 2017 to form One SPCA in accordance with the RNZSPCA Constitution and Transition Regulations, with the effect that from 1 November 2017, RNZSPCA will be responsible for the governance, management and operations of the SPCA Wairarapa in accordance with the RNZSPCA Constitution;
3. THAT if resolution (2) is approved:
 - a. That the ownership and rights, title and interest in the assets of the SPCA Wairarapa are to be transferred to RNZSPCA at midnight on 31 October 2017 by way of gift to RNZSPCA for use as it sees fit in accordance with its Purposes, except for some or all of the assets (as decided by the members at the SGM) to be transferred to RNZSPCA subject to any terms and conditions, (subject to approval by the RNZSPCA Board);
 - b. THAT all the liabilities of SPCA Wairarapa including any contingent liabilities, are to be transferred into RNZSPCA at midnight on 31 October 2017 in accordance with any terms and conditions set out in the Agreement Recording an Intention to Transfer In between RNZSPCA and SPCA Wairarapa, dated 31 July 2017;

- c. THAT any surplus assets and liabilities of SPCA Wairarapa acquired or incurred by SPCA Wairarapa after midnight on 31 October 2017 to be transferred to RNZSPCA immediately upon them being acquired or incurred;
 - d. THAT any two of three persons, as decided by the members at the SGM, be authorised on behalf of SPCA Wairarapa take all the necessary steps (including agreeing and signing a Deed of Gift and other necessary documents) to give effect to the above resolutions;
 - e. THAT RNZSPCA and its lawyers be authorised to file such documents, consent and authorities as necessary on behalf of SPCA Wairarapa to give effect to the above resolutions (including with Land Information New Zealand and the Intellectual Property Office of New Zealand); and,
 - f. THAT after satisfaction of all the steps necessary to give effect to the resolutions in (a) to (e), that RNZSPCA be authorised to request the Registrar of Incorporated Societies to dissolve The Wairarapa Branch of the Royal New Zealand Society for the Prevention of Cruelty to Animals Incorporated.
4. Whether or not a Memorandum of Wishes, setting out the wishes or intended plans of the Centre should be completed by the Centre, for the RNZSPCA Board and CEO to take into account in making decisions affecting the Centre in the future.



Andrea Midgen
RNZSPCA CEO

6 October 2017

Note to Members:

As we require a quorum of 10 members to attend the SGM in order to proceed, we encourage all members to attend this important meeting. Every member who has paid their subscriptions may attend the meeting, including those under 18 years of age and staff who are members.

However only those members who have been a member of the Centre at least 3 months prior to this SGM and have paid their subscriptions **and** who are 18 years of age or older are entitled to vote at the SGM. Members who are employed by SPCA Wellington on salary or wages shall only be entitled to vote with the prior approval of the Centre members.