



8 March 2021

Ms G Haden

By email: fyi-request-14715-46b3219d@requests.fyi.org.nz

Attention: Grace Haden

Dear Ms Haden,

Official Information Act 1982 Request – DOIA 2021- 1546

We refer to your request under the Official Information Act 1982 ("Act") dated 18 February 2021.

You have requested all information provided to the Registrar of Incorporated Societies which was considered to determine that The Society for the Prevention of Cruelty to Animals Auckland Incorporated (222889) should be dissolved.

We enclose a copy of the information you have requested with redactions on one of the documents, withholding such information in order to protect the privacy of an individual pursuant to section 9(2)(a) of the Act.

We have withheld the below information on the following grounds:

- (a) All internal memoranda, documents and emails between the Registrar, Compliance, and processing teams and the solicitors from the Companies Office regarding legal advice provided to the Registrar in dissolving the above mentioned society as withholding this information is necessary to maintain legal professional privilege pursuant to section 9(2)(h) of the Act.

In accordance with section 19(b) of the Act, you have the right, by way of complaint under section 28(3) of the Act to the Ombudsman to seek investigation and review of the refusal.

Yours sincerely,


Michael Brosnahan
Assistant Registrar of Incorporated Societies



www.societies.govt.nz | 0508 762 438

Send your completed form to: Companies Office, Private Bag 92061, Victoria Street West, Auckland 1142 or

compliance@companiesoffice.govt.nz

Form IS5

Request to dissolve an incorporated society

Section 28 of the Incorporated Societies Act 1908

Notes

- ▶ Where the Registrar of Incorporated Societies is satisfied that a society is no longer carrying on its operations, the Registrar may make a declaration that the society is dissolved (removed from the register). The Registrar will give notice of the dissolution in the Gazette.
- ▶ A society may initiate the dissolution process. If your society is no longer operating and you would like to request that it be dissolved, an officer of the society can complete this request form and send it to the Registrar.
- ▶ Please ensure that the society's assets (if any) have been fully distributed and all liabilities discharged in accordance with the rules of the society before submitting this request.

Society name

The Society for the Prevention of Cruelty to Animals Auckland Incorporated

Society number or NZBN

222889



I am authorised by the above society to request its dissolution and removal from the register on the grounds that it is no longer carrying on its operations.

In support of this request I confirm the following information:

All of the following conditions must apply for the society to be eligible to request dissolution



The society is no longer operating, and



The society has no assets – all surplus assets have been disposed of in accordance with the society's rules and the requirements of the Incorporated Societies Act 1908, and



The society has no liabilities (debts) including contingent liabilities, and



The society is not a party to any legal proceedings or general disputes, and



A resolution has been passed to apply to the Registrar for the society to be dissolved.

Signature

Andrea Midgen

Signatory's name: Andrea Midgen

Designation Officer or Authorised agent (Accountant/Lawyer etc)

Date 27/01/2021

Presenter details

Name 9(2)(a)

Postal address:

Email address: 9(2)(a)

9(2)(a)

Telephone number 9(2)(a)

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IN THE MATTER
OF

Incorporated Societies Act
1908

AND

IN THE MATTER
OF

Request for dissolution of the
entities noted in paragraph 4.

STATUTORY DECLARATION IN SUPPORT OF REGISTRATION

I, Andrea Leigh Midgen, of Auckland, Chief Executive Officer, do solemnly and sincerely declare that:

1. I am the Chief Executive Officer at the Royal Society for the Prevention of Cruelty to Animals Incorporated (RNZSPCA). I have held the position of Chief Executive Officer since 2017. I am duly authorised to make this statutory declaration on behalf of RNZSPCA.
2. RNZSPCA is an incorporated society pursuant to the Incorporated Societies Act 1908 (incorporation number 218546) and a registered charity under the Charities Act 2005 (CC22705).
3. The facts set out in this Statutory Declaration are known to me personally or have been provided based on diligent enquiry. To the best of my knowledge and belief, these are true and correct.
4. The Societies noted below (together, **Centres**) are incorporated societies, noted on the Incorporated Societies Register and formerly operated as Member Societies or Branches of the RNZSPCA in various regions of New Zealand.

Society Name and incorporation number
<ul style="list-style-type: none">• Kaitaia & Districts Branch of the Royal New Zealand Society for the Prevention of Cruelty to Animals Incorporated (registration number 826632) (dissolved);• The Bay of Islands Branch of the Royal New Zealand Society for the Prevention of Cruelty to Animals, Incorporated (registration number 442163) (dissolved);• The Whangarei Branch of the Royal New Zealand Society for the Prevention of Cruelty to Animals Incorporated (registration number 223247);• Tauranga Branch of the Royal New Zealand Society for the Prevention of Cruelty to Animals Incorporated (registration number 223662);• Thames Branch of the Royal NZ Society for the Prevention of Cruelty to Animals Incorporated (registration number 213703); (dissolved)• The Waihi Branch of the Royal New Zealand Society for the Prevention of Cruelty to Animals Incorporated (registration number 213419) (dissolved);• Waikato Branch of the Royal New Zealand Society for the Prevention of Cruelty to Animals, Incorporated (registration number 214197);

ALP *AS*

- The Whakatane Branch of the Royal New Zealand Society for the Prevention of Cruelty to Animals Incorporated (registration number 215302) (dissolved);
- The Kawerau Branch of the Royal New Zealand Society for the Prevention of Cruelty to Animals Incorporated (registration number 222011) (dissolved);
- The Opotiki Branch of the Royal New Zealand Society for the Prevention of Cruelty to Animals Incorporated (registration number 214481) (dissolved);
- The Rotorua Branch of the Royal New Zealand Society for the Prevention of Cruelty to Animals Incorporated (registration number 213820);
- The South Waikato Branch of the Royal New Zealand Society for the Prevention of Cruelty to Animals Incorporated (registration number 1561782) (dissolved);
- The Gisborne SPCA Incorporated (registration number 214431) (dissolved);
- Hawkes Bay Branch of the Royal New Zealand Society for the Prevention of Cruelty to Animals, Incorporated (registration number 227371);
- The Hastings & Districts Branch of the Royal New Zealand Society for the Prevention of Cruelty to Animals Incorporated (registration number 227519);
- The Central Hawkes Bay Branch of the Royal New Zealand Society for the Prevention of Cruelty to Animals Incorporated (registration number 444456) (dissolved);
- Te Kuiti Branch of the Royal New Zealand Society for the Prevention of Cruelty to Animals Incorporated (registration number 213912) (dissolved);
- The Central King Country Branch of the Royal New Zealand Society for the Prevention of Cruelty to Animals Incorporated (registration number 213613) (dissolved);
- Taupo Branch of the Royal New Zealand Society for the Prevention of Cruelty to Animals Incorporated (registration number 227435);
- The Horowhenua Branch of the Royal New Zealand Society for the Prevention of Cruelty to Animals, Incorporated (registration number 216652) (dissolved);
- The Feilding & Districts Branch of the Royal New Zealand Society for the Prevention of Cruelty to Animals Incorporated (registration number 218547) (dissolved);
- The Manawatu Branch of the Royal New Zealand Society for the Prevention of Cruelty to Animals Incorporated (registration number 215557);
- North Taranaki Branch of the Royal New Zealand Society for the Prevention of Cruelty to Animals Incorporated (registration number 214684);
- South Taranaki Branch of the Royal New Zealand Society for the Prevention of Cruelty to Animals Incorporated (registration number 219095) (dissolved);
- Wairarapa Branch of the Royal New Zealand Society for the Prevention of Cruelty to Animals Incorporated (registration number 1645077) (dissolved);
- The Wanganui Branch of the Royal New Zealand Society for the Prevention of Cruelty to Animals Incorporated (registration number 215338) (dissolved);

- The Marlborough Branch of the Royal New Zealand Society for the Prevention of Cruelty to Animals Incorporated (registration number 221092);
- The Motueka Branch of the Royal New Zealand Society for the Prevention of Cruelty to Animals Incorporated (registration number 225080) (dissolved);
- Nelson Branch of the Royal NZ Society for the Prevention of Cruelty to Animals Incorporated (registration number 224990);
- Greymouth Branch of the Royal New Zealand Society for the Prevention of Cruelty to Animals Incorporated (registration number 218942) (dissolved);
- The Hokitika Branch of the Royal New Zealand Society for the Prevention of Cruelty to Animals Incorporated (registration number 242856) (dissolved);
- Buller Society for the Prevention of Cruelty to Animals Incorporated (registration number 238417) (dissolved);
- Canterbury Branch of the Royal New Zealand Society for the Prevention of Cruelty to Animals, Incorporated (registration number 219182);
- The North Otago Branch of the Royal New Zealand Society for the Prevention of Cruelty to Animals Incorporated (registration number 226449) (dissolved);
- Southland Branch of the Royal New Zealand Society for the Prevention of Cruelty to Animals Incorporated (registration number 225424)
- The Society for the Prevention of Cruelty to Animals Auckland Incorporated (registration number 222889);
- Dannevirke Society for the Prevention of Cruelty to Animals Incorporated (registration number 227459) (dissolved)
- South Canterbury Society for the Prevention of Cruelty to Animals Incorporated (registration number 219418);
- The Otago Society for the Prevention of Cruelty to Animals Incorporated (registration number 226855).
- The Whangarei branch of the Royal New Zealand Society for the Prevention of Cruelty to Animals (registration number 223247).

5. On 17 June 2017, the Member Societies and Branches of the RNZSPCA adopted a new constitution for the RNZSPCA. Under the new constitution, each Member Society and Branch was required to decide by 31 July 2017 whether or not it intended to transfer into the RNZSPCA.
6. At a special general meeting of each Centre, the members of the relevant Centre approved the decision to transfer the Centre into the RNZSPCA. In particular, the members of the Centres resolved to transfer, by way of gift, all of the assets and liabilities of the Centre to the RNZSPCA.
7. Following transfer of the various assets and liabilities, it was intended that the various Centres were dissolved, and removed from the Incorporated Societies Register.

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8. To give effect to this, in October 2020 I requested to the Registrar of Incorporated Societies that the Centres noted as 'dissolved' in the table at paragraph 4 be dissolved. I made this request, acting in good faith on the basis that the Centres no longer had assets and/or liabilities and that the objects and purposes of the Centres were now being performed by RNZSPCA. This request was actioned by the Registrar of Incorporated Societies.
9. To deal with the remaining Centres which had not been dissolved, in November 2020 I requested to the Registrar of Incorporated Societies that the other Centres noted in the table at paragraph 4 (**Remaining Centres**), together with Wellington Society for the Prevention of Cruelty to Animals Incorporated (registration number 215312) (**Wellington SPCA**) also be dissolved.
10. To support the request for dissolution and to provide comfort to the Registrar in exercising the relevant discretion under the Incorporated Societies Act 1908, I confirm that as at the date of this Statutory Declaration and having made due enquiry, I am not aware of any current challenge, concern or dispute that has been made by any member of a Remaining Centre. Further, I confirm that I am unaware of any historical challenge, concern or dispute that has been made by any member of a Remaining Centre and which remains unresolved or outstanding.
11. Finally, I confirm that in relation to the Wellington SPCA, the Companies Office (Incorporated Societies) has made us aware of correspondence relating to RNZSPCA which it has received. I confirm that I am willing to engage with the complainant in good faith to discuss and hopefully resolve or deal with the concerns, in accordance with the Rules and Constitution of RNZSPCA and Wellington SPCA (to the extent relevant).

AND I MAKE THIS SOLEMN DECLARATION conscientiously believing the same to be true and by virtue of the Oaths and Declarations Act 1957.

DECLARED at Auckland
this 16th day of December 2020

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ANDREA LEIGH MIDGEN

Before me:



Solicitor of the High Court of New Zealand

Aaron Lloyd
Minter Ellison Rudd Watts
Auckland