

# Canine Friends Pet Therapy Inc.

## Memorandum for Annual General Meeting 16 June 2018

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**To: All Members**

**From: Sarah Cull, Committee Member**

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### Summary of Proposed Changes to Constitution

#### *Background:*

The current constitution was adopted by Canine Friends in December 2000. Since then our membership has grown hugely and we have begun to make better use of modern technology for our membership register and meetings. At last year's AGM, the outgoing President expressed her view that we undertake a review of our constitution and the Committee supported this view.

As I have a legal background, the Committee asked me to lead the review of the constitution and a sub-committee was formed to assist me with that process.

#### *Process:*

Initially I thought it would be simplest to update our current constitution. However, when I researched 'best practice' constitutions I discovered a very good template available through the charities website. That template included most of what was already in our current constitution but it was better structured and included more detail around the membership process, the responsibilities of the Committee and the financial statements. I then decided that the best approach would be to draft a new constitution using that template and adapting it to include all the things we wanted to retain from our current constitution.

The new constitution has been drafted with these primary objectives in mind:

1. It must be future-proofed (i.e. hopefully last for the next 18-20 years)
2. It should set some boundaries, but within those boundaries, it should allow a large amount of flexibility so that the Committee can adapt to changing circumstances.
3. It should be as clear as possible.

First the Sub-Committee and then the full Committee thoroughly reviewed the proposed new constitution, asked questions and suggested changes. The attached constitution represents the final version approved by the Committee.

**RECOMMENDATION BY COMMITTEE: The Committee believes that the attached constitution reflects best practice and recommends that the Members approve and adopt it as the new constitution of Canine Friends Pet Therapy Inc.**

**If any Members have questions or comments we would appreciate it if you could raise them in an email to [secretary@caninefriends.org.nz](mailto:secretary@caninefriends.org.nz) prior to the 2018 AGM at which time a vote will be taken on the above recommendation. You may also raise questions or make comments from the floor at the AGM.**

To assist Members to understand the differences between the current and the new constitution, I have prepared the summary below.

## Major differences:

### 1. Categories of Members – new clause 10.1

We believe that description of categories of members in the current constitution is confusing and unnecessary for the purposes of the constitution. We think it would be better to have simple categories with the difference between each category being very clear. In this case the difference is simply that there are members who pay fees and those who don't.

The members who are currently exempt from paying subscription fees are those who have been members for 20 years or more (honorary members) or those who are liaison officers/assessors who have held that role for at least two years and who wish to be exempt (the last exemption was approved at the 2017 AGM). We propose that the detail of the exempt members is not set out in the constitution but instead included in the committee handbook and in information provided to members. This enables the constitution to be kept as simple as possible, allowing for the Committee to make changes to these categories if the need or desire so arises.

### 2. Branches

All references to branches in the current constitution have been removed. Canine Friends has not operated with branch offices for many years and therefore these provisions were obsolete. The proposed new constitution contemplates that there is one governing body (the Committee) to collect funds and make decisions regarding the operation of the organisation. This reflects how we currently operate and we can't foresee that we will wish to change this in the near future.

### 3. Named officers on Committee – new clause 3.1

To enable maximum flexibility and for future-proofing, we suggest that we only have three named officers - Chairperson, Secretary and Treasurer - instead of the current six which also includes, Vice-President, Field Officer and Newsletter Editor. This will enable the Committee to decide, from time to time, what officers it needs. For example, we now have two Field Officers (North Island and South Island) and one or both may not always be members of the Committee and the Committee may also wish to create new roles such as an IT Manager.

### 4. Size of Committee – new clause 3.3

The size of the Committee is currently unlimited and, at the last AGM, 13 people were elected to the Committee. We think it is prudent to have a maximum number of people on the Committee. Research has shown that an optimal number is around 6-8. However, we think that this is too low for us particularly given that the Committee members undertake most of the day-to-day operations such as marketing, new members application processing, database maintenance, stationery design etc. To ensure we have wide range of people and skills on the Committee we propose a maximum number of 12 and a minimum number of 5.

### 5. Video/Phone Meetings – new clauses 9.1 and 20.2

We've added a new provision to allow meetings to be held by video or telephone conferencing provided that all members entitled to be at the meeting are given appropriate notice of the meeting, that each person can hear each other person and that all attendees announce their presence at the start of the meeting. Those provisions are standard practice.

### 6. Term of Office and election of Committee Members – new clause 6.2

The current constitution does not specify a term for committee members but in practice we treat all Committee members as being in place for a term of one year, as we nominate and re-elect them at each AGM (if they wish to continue). The new constitution provides that the Committee can set a term for all or any committee roles if they wish to.

**7. Assurance of Financial Statements – new clause 19**

The proposed new constitution states that we must comply with all financial reporting requirements that are applicable to incorporated societies and registered charities and if no such standards apply, then there is a process for the annual financial statements to be reviewed (not audited). This is in line with current legal requirements.

**8. Common seal and signing – new clause 22**

This provision has been updated to reflect the requirements of the Incorporated Societies Act which requires all societies to have a common seal and to use it if they are signing a deed (this is usually a transfer of land –e.g. a lease).

**Minor changes:**

**9. Objectives/Purposes – new clause 2**

Our objectives have been updated to more accurately reflect our key purposes whilst still retaining the ‘flavour’ of the current objectives. For example, the words ‘patients’ and ‘hospitals’ have been removed as we now visit many different people in need in many different facilities and places. See them side-by-side below.

<b>Objectives - current</b>	<b>Purposes – new</b>
<p>a) The visiting of patients in hospitals and other institutions by handlers and dogs approved by the Society, for the purpose of providing therapy for those patients.</p> <p>b) To establish the level of proficiency required by handlers and their dogs before obtaining the approval of the Society for visitations.</p> <p>c) To provide training for the handlers and their dogs to the level of proficiency as required by the Society.</p> <p>d) To hold meetings of an educational nature for members of the public to ensure the promotion of pet therapy and of dogs in general.</p> <p>e) To work with hospitals and other institutions to ensure the continuation and smooth operation of the visitation programme</p>	<p>1.1 The purposes of the Society are to:</p> <p>(a) Visit people in need for the purpose of providing therapy;</p> <p>(b) To set the level of proficiency required for Members and their dogs and to assess and approve such Members and their dogs before they visit people in need;</p> <p>(c) To educate members of the public to ensure the promotion of pet therapy; and</p> <p>(d) Do anything necessary or helpful to the above purposes.</p> <p>1.2 Pecuniary gain is not a purpose of the Society.</p>

**10. Membership application process – new clause 11**

The process for becoming a member has been updated and now better reflects our actual practice. See side-by-side comparisons below.

<b>Election and Categories of Members</b>	<b>11. Admission of Members</b>
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<p>...proposed and seconded by two financial members of the Society. Election shall be by vote at an ordinary committee meeting and membership shall commence from payment of the appropriate fee.</p>	<p>11.1 To become a Member, a person (“the Applicant”) must:</p> <ul style="list-style-type: none"> <li>(i) Complete an application form, if the Rules, Bylaws or Committee requires this;</li> <li>(ii) Supply any other information the Committee requires; and</li> <li>(iii) Pay the appropriate fee/s (if applicable).</li> </ul> <p>11.2 The Committee, or a person appointed by the Committee, may interview the Applicant when it considers Membership applications.</p> <p>11.3 The Committee, or a person appointed by the Committee, shall have complete discretion when it decides whether or not to allow the Applicant become a Member. The Committee or a person appointed by the Committee shall advise the Applicant of its decision, and that decision shall be final.</p>
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**11. Duties of Officers – new clause 8**

The duties of the three officers have been changed slightly to better reflect our actual practice.

**12. Committee Member who is absent from meetings – new clause 6.4**

The best practice template we used included a provision which allowed the Chair to call a position to be vacant if a committee member is absent from 3 consecutive meetings without leave of absence. We thought this was good practice and have adopted it.

**13. Role of Committee – new clause 7**

The current constitution (cl 10) states that the Committee is to have full control and management of the affairs and business of the Society. The template we used had more detail around this and we also thought this was good practice.

**14. Termination of Membership – new clause 13**

The current constitution provides that where the Committee considers a Member to be acting in an ‘unbecoming or dishonourable manner’, they give that person notice to attend a special disciplinary meeting before the Committee and may vote to discipline or expel that member.

We think the reasons for termination of membership should be expanded to include Members who breach the constitution and/or who act in a manner inconsistent with the purposes of the Society. However, we don’t think a special disciplinary meeting is practical and instead propose that the Member be given an opportunity to write to the Committee giving reasons as to why their membership should not be terminated. The Committee would then consider the situation and make a decision which is final.

**15. AGM date – new clause 20.3**

The current constitution requires that we hold the AGM within 3 months from the end of the financial year. The

best practice constitution suggested 5 months which we think is better as it gives us a bit more time to finalise the accounts and prepare final reports after our year end.

**16. Secretary to have casting vote in vote for Chair – new clause 20.9**

In all voting, the Chair has a casting vote in the case of a tie. We've provided that where the vote is for the role of Chairperson, then the Secretary shall have the casting vote.

**17. Altering the Constitution – new clause 23.1**

The current constitution allows this to be done with a simple majority (50%) of votes. The template we used suggested that 2/3rds of the votes must be in favour and we think this is better. There should be a higher level of agreement to such a big change.