

Constitution of Canine Friends Pet Therapy Incorporated

The Society

1 Name

The name of the society is **Canine Friends Pet Therapy Incorporated** ("the Society").

2 Purposes of the Society

2.1 The purposes of the Society are to:

- (a) Visit people in need for the purpose of providing therapy;
- (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;
- (c) To educate members of the public to ensure the promotion of pet therapy; and
- (d) Do such other things deemed necessary or helpful to the above purposes.

2.2 Pecuniary gain is not a purpose of the Society.

3 Management of the Society

3.1 The Society shall have a managing committee ("the Committee") comprising the following persons:

- (a) The Chairperson;
- (b) The Secretary;
- (c) The Treasurer; and
- (d) Such other officers and Members as the Society shall decide.

3.2 Only Members of the Society may be Committee Members.

3.3 There shall be a minimum of five and a maximum of twelve Committee Members, including the Officers.

4 Appointment of Committee Members

4.1 At a Society Meeting, the Members may decide by majority vote:

- (a) Who shall be the Chairperson, Secretary, and Treasurer;
- (b) Who will be the other Committee Members; and
- (c) Whether there will be a term of office ("Term").

5 Cessation of Committee Membership

5.1 Persons cease to be Committee Members when:

- (a) They resign by giving written notice to the Committee;
- (b) They are removed by a majority Vote of the Society at a Society Meeting; or
- (c) Their Term (if any) expires.

5.2 When a person ceases to be a Committee Member, that person must within one month give to the Committee all Society documents and property.

6 Nomination of Committee Members

6.1 Nominations for vacancies on the Committee shall be called for at least 28 days before an Annual General

Meeting.

- 6.2 Candidates may be nominated in writing prior to an Annual General Meeting or from the floor at an Annual General Meeting. Each candidate shall be proposed and seconded by other Members and need not be present at the Annual General Meeting, provided the candidate has provided written consent of such nomination to the Secretary. If a Term is in place, all retiring members of the Committee shall be eligible for re-election. Voting shall be by a show of hands, unless more than one nomination is received for the same position in which case, voting for that position shall be by secret ballot.
- 6.3 If the position of any Officer or other Committee Member becomes vacant between Annual General Meetings, the Committee may appoint another Committee Member or another Society Member to fill that vacancy until the next Annual General Meeting.
- 6.4 If any Committee Member is absent from three consecutive meetings without leave of absence the Chairperson may declare that person's position to be vacant.

7 Role of the Committee

- 7.1 Subject to the constitution of the Society ("The Constitution"), the role of the Committee is to:
- (a) Administer, manage, and control the Society;
 - (b) Carry out the purposes of the Society, and Use Money or Other Assets to do that;
 - (c) Manage the Society's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
 - (d) Set accounting policies in line with generally accepted accounting practice;
 - (e) Delegate responsibility and co-opt Members where necessary, including establishing sub-committees;
 - (f) Ensure that all Members follow the Constitution;
 - (g) Decide how a person becomes a Member, and how a person stops being a Member;
 - (h) Decide the times and dates for Meetings, and set the agenda for Meetings;
 - (i) Decide the procedures for dealing with complaints;
 - (j) Set Membership fees, including subscriptions and levies; and
 - (k) Make regulations.
- 7.2 The Committee has all of the powers of the Society, unless the Committee's power is limited by this Constitution, or by a majority decision of the Society.
- 7.3 All decisions of the Committee shall be by a majority vote. In the event of an equal vote, the Chairperson shall have a casting vote, that is, a second vote.
- 7.4 Decisions of the Committee bind the Society, unless the Committee's power is limited by this Constitution or by a majority decision of the Society.

8 Roles of Committee Members

- 8.1 The Chairperson is responsible for:
- (a) Ensuring that the Constitution is followed;
 - (b) Acting as chairperson at all Committee and Society Meetings, deciding who may speak and when;

- (c) Overseeing the operation of the Society;
 - (d) Providing a report on the operations of the Society at each Annual General Meeting.
- 8.2 The Secretary is responsible for:
- (a) Recording the minutes of Meetings;
 - (b) Keeping the Register of Members;
 - (c) Holding the Society's records, documents, and books except those required for the Treasurer's function;
 - (d) Receiving and replying to correspondence as required by the Committee;
 - (e) Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting; and
 - (f) Advising the Registrar of Incorporated Societies of any changes to the Constitution.
- 8.3 The Treasurer is responsible for:
- (a) Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;
 - (b) Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies (see 8.1.d);
 - (c) Providing a financial report at each Annual General Meeting;
 - (d) Providing financial information to the Committee as the Committee determines.
- 9 **Committee Meetings**
- 9.1 Committee Meetings may be held via video or telephone conference, or other formats as the Committee may decide. Where Committee Meetings are held by video or telephone conference or other electronic means, the following rules shall apply:
- (a) No less than five days written notice of the Meeting must be given to all Committee Members;
 - (b) Each Committee Member taking part in the Meeting must, throughout the Meeting, be able to hear each of the other Committee Members taking part in the Meeting; and
 - (c) At the start of the Meeting, each Committee Member taking part in the Meeting must announce their presence for the purpose of the Meeting to all other Committee Members taking part in the Meeting.
- 9.2 No Committee Meeting may be held unless at least five Committee Members attend (whether in person or by video or telephone conference).
- 9.3 The Chairperson shall chair Committee Meetings, or if the Chairperson is absent, the Committee shall elect a Committee Member to chair that Meeting.
- 9.4 Decisions of the Committee shall be by majority vote.
- 9.5 The Chairperson or person acting as Chairperson has a casting vote, that is, a second vote;
- 9.6 Only Committee Members present at a Committee Meeting (whether in person or by video or telephone conference) may vote at that Committee Meeting.
- 9.7 Subject to this Constitution, the Committee may regulate its own practices;

- 9.8 The Chairperson or her nominee shall adjourn the meeting if necessary.
- 9.9 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chairperson of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chairperson may with the consent of any Society Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Society Membership

10 Types of Members

- 10.1 The Society shall consist of an unlimited number of Members who shall be in one of the following categories:
- (a) Ordinary Members: any person approved as a Member of the Society and who has paid the appropriate fee/s.
 - (b) Exempt Members: Ordinary Members who, by decision of the Committee, are exempt from paying an annual fee.
- 10.2 Members have the rights and responsibilities set out in this Constitution.

11 Admission of Members

- 11.1 To become a Member, a person (“the Applicant”) must:
- (a) Complete an application form, if the Constitution, Bylaws or Committee requires this;
 - (b) Supply any other information the Committee requires; and
 - (c) Pay the appropriate fee/s (if applicable).
- 11.2 The Committee, or a person appointed by the Committee, may interview the Applicant when it considers Membership applications.
- 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 to 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.

12 The Register of Members

- 12.1 The Secretary shall keep a register of Members (“the Register”), which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members.
- 12.2 If a Member’s contact details change, that Member shall give the new postal or email address or telephone number to the Secretary.
- 12.3 Each Member shall provide such other details as the Committee requires.
- 12.4 Members shall have reasonable access to the Register of Members.

13 Cessation of Membership

- 13.1 Any Member may resign by giving written notice to the Secretary.
- 13.2 Membership may be terminated in the following way:

- (a) If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Constitution, acting in a manner inconsistent with the purposes of the Society, acting in a dishonourable or unbecoming manner or acting in a manner prejudicial to the interests of the Society, the Committee may give written notice of this to the Member (“the Committee’s Notice”). The Committee’s Notice must:
 - (i) Explain how the Member is breaching the Constitution, acting in a manner inconsistent with the purposes of the Society, acting in a dishonourable or unbecoming manner or acting in a manner prejudicial to the interests of the Society;
 - (ii) State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member’s Membership.
 - (iii) State that if, within seven days of the Member receiving the Committee’s Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member’s Membership.
- (b) Seven days after the Member received the Committee’s Notice, the Committee may in its absolute discretion by majority vote terminate the Member’s Membership by giving the Member written notice (“Termination Notice”), which takes immediate effect. The Committee’s decision will be final.

14 Obligations of Members

14.1 All Members (including Committee Members) shall:

- (a) promote the purposes of the Society;
- (b) do nothing to bring the Society into disrepute;
- (c) comply with any standards, codes of conduct and other policies set by the Committee.

Money and other assets of the society

15 Use of Money and Other Assets

15.1 The Society may only Use Money and Other Assets if:

- (a) It is for a charitable purpose of the Society;
- (b) It is not for the sole personal or individual benefit of any Member; and
- (c) That Use has been approved by either the Committee or by majority vote of the Society.

15.2 Any payments made to a Member (or a person associated with a Member) must be for goods or services that advance the charitable purposes of the Society and must be reasonable and relative to payments that would be made between unrelated parties.

16 Joining Fees, Subscriptions and Levies

16.1 If any Ordinary Member does not pay a Subscription, fee or levy by the date set by the Committee or the Society, the Secretary will give written notice that, unless the arrears are paid by a nominated date, the Membership will be terminated. After that date, the Member shall (without being released from the obligation of payment of any sums due to the Society) have no Membership rights and shall not be entitled to participate in any Society activity.

17 Additional Powers

- 17.1 The Society may:
- (a) Employ people for the purposes of the Society;
 - (b) Exercise any power a trustee might exercise;
 - (c) Invest in any investment that a trustee might invest in;
 - (d) Borrow money and provide security for that if authorised by majority vote at any Society Meeting.

18 Financial Year

- 18.1 The financial year of the Society begins on 1 April of every year and ends on 31 March of the next year.

19 Assurance on the Financial Statements

- 19.1 The Society shall comply with the financial reporting standards applicable from time to time to New Zealand registered charities and incorporated societies.
- 19.2 If no such standards apply to the Society, then the Society shall appoint an accountant to review the annual financial statements of the Society ("the Reviewer"). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Society's accounting policies. The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Committee, or an employee of the Society. If the Society appoints a Reviewer who is unable to act for some reason, the Committee shall appoint another Reviewer as a replacement.
- 19.3 Where paragraph 19.2 applies, the Committee is responsible to provide the Reviewer with:
- (a) Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters;
 - (b) Additional information that the reviewer may request from the Committee for the purpose of the review; and
 - (c) Reasonable access to persons within the Society from whom the reviewer determines it necessary to obtain evidence.

Conduct of meetings

20 Society Meetings

- 20.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting.
- 20.2 Society Meetings may be held via video or telephone conference, or other formats as the Committee may decide. Where Society Meetings are held by video or telephone conference or other electronic means, the following rules shall apply:
- (a) No less than 14 days written notice of the Meeting must be given to all Members;
 - (b) Each Member taking part in the Meeting must, throughout the Meeting, be able to hear each of the other Members taking part in the Meeting; and
 - (c) At the start of the Society Meeting, each Member taking part in the Meeting, must announce their presence for the purpose of the Meeting to all other Members taking part in the Meeting.
- 20.3 The Annual General Meeting shall be held once every year no later than five months after the Society's balance date. The Committee shall determine when and where the Society shall meet within those dates.

- 20.4 Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least ten Members.
- 20.5 The Secretary shall:
- (a) Give all Members at least 14 days written notice of the business to be conducted at any Society Meeting
 - (b) Additionally, the Secretary will provide, where appropriate:
 - (i) A copy of the Chairperson's Report on the Society's operations and of the Annual Financial Statements as approved by the Committee.
 - (ii) A list of nominees received by that date, and information about such nominees, if it has been provided.
 - (iii) Notice of any motions and the Committee's recommendations about those motions.
 - (c) If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.
- 20.6 All Members may attend and vote at Society Meetings.
- 20.7 No Society Meeting may be held unless more than five Members attend (whether in person or by video or telephone conference).
- 20.8 All Society Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the Society shall elect another Committee Member to chair that meeting. Any person chairing a Society Meeting has a casting vote.
- 20.9 On any given motion at a Society Meeting (unless otherwise specified in this Constitution), the Chairperson shall in good faith determine whether to vote by:
- (a) Voices;
 - (b) Show of hands; or
 - (c) Secret ballot.
- However, if any Member at the Meeting demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chairperson will have a casting vote, provided that where the vote is in relation to the election of the Chairperson, the Secretary shall have the casting vote instead of the Chairperson.
- 20.10 The business of an Annual General Meeting shall be:
- (a) Receiving any minutes of the previous Society's Meeting(s);
 - (b) The Chairperson's report on the business of the Society;
 - (c) The Treasurer's report on the finances of the Society, and the Annual Financial Statements;
 - (d) Election of Committee Members;
 - (e) Motions to be considered; and
 - (f) General business.
- 20.11 The Chairperson or her nominee shall adjourn the meeting if necessary.
- 20.12 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present

the meeting, if convened upon requisition of Members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chairperson of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chairperson may with the consent of any Society Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

21 Motions at Society Meetings

21.1 Any Member may request that a motion be voted on (“Member’s Motion”) at a particular Society Meeting, by giving written notice to the Secretary at least 28 days before that meeting. The Member may also provide information in support of the motion (“Member’s Information”). The Committee may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member’s Motion is signed by at least ten Members:

- (a) It must be voted on at the Society Meeting chosen by the Member; and
- (b) The Secretary must give the Member’s Information to all Members at least 14 days before the Society Meeting chosen by the Member; or
- (c) If the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.

21.2 The Committee may also decide to put forward motions for the Society to vote on (“Committee Motions”) which shall be suitably notified.

Common seal

22 Contracts and Common seal

22.1 The Committee shall provide a common seal for the Society and may from time to time replace it with a new one.

22.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the Committee.

22.3 Any contract, which, if made between private persons, must be by deed, shall, when entered into by the Society, be in writing under the common seal of the Society and signed by the Chairperson and countersigned by the Secretary or a member of the Committee.

22.4 Any contract, which, if made between private persons, must be in writing and signed by the parties thereto, shall, when made by the Society, be in writing and signed by the Chairperson and/or a member of the Committee.

Altering the Constitution

23 Altering the Constitution

23.1 The Society may alter or replace this Constitution at a Society Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

23.2 A proposed motion to amend or replace this Constitution may be submitted by the Committee or be signed by at least ten Members and given in writing to the Secretary at least 28 days before the Society Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

- 23.3 At least seven days before the Society Meeting at which any change to this Constitution is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.
- 23.4 When a change to this Constitution is approved by a Society Meeting no such change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

Bylaws

24 Bylaws to govern the Society

- 24.1 The Committee may from time-to-time make, alter or rescind bylaws for the general management of the Society, so long as these are not repugnant to this Constitution or to the provisions of law. All such bylaws shall be binding on Members of the Society. A copy of the bylaws for the time being, shall be available for inspection by any Member on request to the Secretary.

Winding up

25 Winding up

- 25.1 If the Society is wound up:
- (a) The Society's debts, costs and liabilities shall be paid;
 - (b) The surplus Money and Other Assets shall be distributed to The Royal New Zealand Foundation of the Blind Guide Dog Breeding Programme.

Definitions

26 Definitions and Miscellaneous matters

- 26.1 In these Constitution:

- (a) "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- (b) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
- (c) "Society Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
- (d) "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
- (e) "Written notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
- (f) It is assumed that:
 - (i) Where a masculine is used, the feminine is included and vice versa
 - (ii) Where the singular is used, plural forms of the noun are also inferred
 - (iii) Headings are a matter of reference and not a part of the Constitution
- (g) Any matters not covered in this Constitution shall be decided upon by the Committee.