

Constitution of The Sydney Dogs & Cats Home Incorporated

Summary of the key proposed changes to the constitution

Purpose:

During 2020 – 2021 FY the Board of The Sydney Dogs & Cats Home Incorporated (SDCH) has undertaken a process of review of the SDCH constitution in the interest of good governance.

This review took into consideration feedback received from members together with guidance from external legal advisors.

Proposed Changes:

A comprehensive review of the existing constitution has been undertaken to ensure the constitution continues to meet requirements of the *Associations Incorporation Act 2009* together with the governance objectives of SDCH.

Proposed changes have, where appropriate, taken into consideration the drafting of the NSW Fair Trading Model Constitution as well as the mandatory requirements under the Act.

Summary of key proposed changes:

No.	Clause (as renumbered)	Subject	Change	Rationale
1	4	Categories of Membership	Introduction of additional categories of membership i.e., Junior, Life & Honorary memberships	Promotion and marketing of SDCH together with the ability to recognise longstanding and/or generous contributions to SDCH
2	10.8	Application for Membership	The Board may delegate its powers under clause 10 e.g., to approve applications for membership (noting that any decision to reject an application must be referred to the Board for its determination)	Efficient membership approval together with appropriate oversight of potentially rejected applications

No.	Clause (as renumbered)	Subject	Change	Rationale
3	21.8	Composition and membership of Board	Introduction of a cap on the maximum number of consecutive terms for which a board member may hold office	Considered good governance to have term limits to ensure board member turnover which can bring a fresh change of perspectives and experience.
4	22.2 – 22.5	Election of office bearers and Board	Introducing the order of elections to accommodate the recognition that a person may stand for (but not be elected to) more than one position.	Clarification of process for nomination
5	25.4	General Manager	The Board may appoint the GM as a member of the Board	To ensure that the General Manager, and by extension the business, has a voice (vote) in all Board decisions. This proposed change is seen as positive initiative in terms maintaining a healthy & productive working relationship between the board and operational leadership team of SDCH.
6	33.2 (5-6)	Annual general meetings - calling of and business at	Expansion to provide for additional agenda items for the AGM	Clarification of process
7	2.1	Objectives	The objectives have been updated	To ensure that our Charitable Objectives align with our recently updated Strategic plan and Business Plan.

Proposed Action Steps:

1. Members to vote on whether or not to approve the proposed amendments (requires support of at least three-quarters of votes cast by members who are entitled to vote) at the AGM.