

# The Scottish Terrier Emergency Care Scheme

## **STECS**

Registered Charity No 275666

Governing Document

**Terms of Trust and Rules**

As approved at AGM Sunday 10<sup>th</sup> May 2009

# Terms of Trust

## Constitution:

- 1) The Trust shall be called The Scottish Terrier Emergency Care Scheme, hereinafter referred to as the Scheme.
- 2) The Scheme shall be constituted as a Charitable Trust. It shall be registered with the Charity Commission. It shall operate at all times within Terms of Trust and Rules approved by the Charity Commission.

## The Objects of the Scheme:

- 1) The Scheme shall be a canine welfare organisation providing specifically for the care of Scottish Terriers in need of new homes or of such other assistance as may be deemed appropriate. It shall also be permissible to provide assistance, determined on a discretionary basis, to canines deemed to be of 'Scottish Terrier' type in cases where that breed status is not immediately apparent.
- 2) The Scheme may, in its absolute discretion, provide care and assistance to other canines from the same home environment as any Scottish Terrier receiving assistance from the Scheme.

## The Powers of the Scheme:

- 1) In furtherance of the Objects of the Scheme, but not otherwise, the Scheme shall have the following powers.
- 2) The primary power of the Scheme shall be to assume responsibility for and place in new homes those Scottish Terriers whose owners can no longer provide appropriate care, or those who are otherwise in need of re-homing. Nothing in this shall prohibit the Scheme, in its absolute discretion, from offering assistance of any nature, including where appropriate financial assistance or help in obtaining veterinary services, to Scottish Terriers in need that have not been assigned formally into the care of the Scheme.
- 3) The Scheme shall have the power to take dogs into its care by way of purchase or by compensating other animal rescue organisations, but only where this is unavoidable to ensure the welfare of the Scottish Terriers concerned.

- 4) The Scheme shall have the power to enter into, or to provide financial or other resources for, such additional work for canine welfare as may be calculated to offer benefit to the Scottish Terrier breed.
- 5) To enhance the capability to achieve the Objects of the Scheme, the Scheme shall have the power to enter into any such fundraising activities, or activities to retain and increase membership, as it considers appropriate.

# The Governing Body

## Composition:

- 1) The Governing Body of the Trust shall comprise of the elected Trustees and the Officers of the Trust. The Officers will become Trustees by virtue of office if not already so by prior election.
- 2) The term of office for both Officers and Trustees shall be three years. There shall be no bar to Officers or Trustees offering themselves for re-election at the expiry of any term of office, provided only that they are nominated for re-election in accordance with the provisions of this Governing Document.
- 3) There shall be twelve Trustees, with one third of that number retiring by rotation at each Annual General Meeting, at each such meeting all Officer and Trustee vacancies shall be filled by direct election by members. All elections shall be conducted in accordance with the Rules Governing Meetings as set out in this Governing Document.
- 4) The elected Officers of the Trust shall comprise of a President, Chairman, Hon Secretary, Hon Treasurer and a Welfare Officer. The latter shall serve as Chairman of a Welfare Committee. A Patron may be appointed if that is the wish of the members, but shall not become a Trustee by virtue of office.
- 5) A casual vacancy for an Officer or Trustee arising during any term of office shall be filled by the Trustees by co-option of a replacement to serve until the next Annual General Meeting. Except that where a casual vacancy arises after notice has been given of the closing date for nominations to be considered at a forthcoming Annual General Meeting, then such co-option shall be until the Annual General Meeting next following that. A by-election by members will then be held for the position, or positions, concerned. In the case of a casual vacancy for a Trustee such by-election shall be for the remainder, if any, of the original term of office. In the case of a casual vacancy for an Officer such election shall be for a full three year term of office.
- 6) Any person co-opted to fill a casual vacancy shall be eligible for nomination by the normal procedure when that vacancy becomes subject to an election by members at a subsequent Annual General Meeting.
- 7) If an Officer resigns during their term of office then they will be deemed to resign as Trustee and their Trustee status will automatically be terminated.

## Duties of the Governing Body:

- 1) The Trustees acting as a Governing Body shall be responsible at all times for ensuring that every act and activity of the Trust is in full compliance with the terms of this Governing Document and with all relevant Statutory Requirements.
- 2) The responsibility for the interpretation of the Objects of the Scheme so as to best advance the aims and ideals of the Scheme, and for the exercise of the discretionary powers outlined in those Objects, shall be vested entirely in the Governing Body; subject only to the precedence of any resolution properly proposed and adopted by members at a General Meeting.

- 3) It shall be the duty of the Governing Body to ensure that at all times competent and comprehensive operating policies, plans, procedures and financial controls are maintained to organise and support the welfare work of the Scheme, and that wherever appropriate the general view of the membership is ascertained and taken into account in developing these. Specifically, the Governing Body shall be responsible for ensuring the drawing up of such Policy Documents, Schemes of Arrangement and Operational Protocols and Documentation as may be required to ensure that the work of the Scheme, and in particular the work of the Welfare Committee, can be carried forward with assurance and transparency.
- 4) In furtherance of the Objects of the Scheme, but not otherwise, the Trustees of the Scheme shall be empowered to incur such expenditure as appears necessary and prudent on veterinary fees, transport, kennelling and administrative and other expenses. This shall include reimbursing members, and others, for expenditure deemed to have been necessarily incurred in support of the work of the Scheme.
- 5) The Governing Body shall be empowered to delegate such levels of discretion and power to incur expenditure as may appear expedient for the convenient operation of the Scheme.
- 6) The Governing Body shall have a duty to enhance the Charity's image, seek to increase the subscribing membership and promote the fund-raising activities of the Scheme. It shall be empowered to incur such expenditure as may appear justified in those respects.
- 7) The Hon Treasurer shall open and maintain such bank and other accounts as the Governing Body shall direct. Cheques and other instruments shall be drawn in compliance with the financial controls deemed appropriate by the Governing Body and in accordance with the requirements or guidance of the Charity Commission and other accepted best practice.
- 8) The Hon Secretary shall have a duty to ensure that all requisite returns and reports are submitted to the Charity Commission in proper form and at the due time, and that all records are kept up to date. Save that, the responsibility for ensuring the availability for submission of the requisite financial returns shall lie with the Hon Treasurer.

### Meetings of the Governing Body:

- 1) The Governing Body shall meet on at least two occasions in each calendar year, in addition to any meeting held on the same date as the Annual General Meeting of the Scheme.
- 2) Further meetings may be held as deemed necessary by the Chairman. A meeting of the Governing Body shall also be convened on receipt by the Hon Secretary of a request from at least five Trustees.

- 3) At least fourteen days notice in writing shall be given of the date, time and place of any meeting of the Governing Body and of the business proposed to be conducted. In an emergency the Chairman may propose that an extraordinary meeting of the Governing Body shall be held at a convenient time and place on shorter notice, provided that the Hon Secretary obtains and records the verbal agreement of not less than eight Trustees to that proposal.
- 4) Five Trustees shall constitute a quorum at any meeting of the Governing Body.

- 5) The proceedings of the Governing Body shall be conducted in accordance with all relevant provisions of this Governing Document. In particular, provisions as to voting and ballots will apply with equal force to meetings of the Governing Body.
- 6) In a case of urgency the Chairman, in consultation insofar as practicable with the other Officers, shall have the power to take such action as appears essential in a particular circumstance. The justification for any such action shall be fully recorded and reported to the next meeting of the Governing Body for approval,
- 7) The Hon Secretary shall within fourteen days of any meeting of the Governing Body issue draft minutes to all attendees, with any comments to be returned within the ensuing seven days. Minutes for subsequent approval shall then be circulated to all Trustees within one calendar month of the meeting.

## Rules Governing Meetings

### The Annual General Meeting:

- 1) An Annual General Meeting shall be held in the spring of each year.
- 2) Preliminary notice of the date, time and place of the Annual General Meeting shall be circulated, normally as a separate and prominent enclosure with a convenient communication to members, before the end of the preceding calendar year. In addition to the date, time and place of the Annual General Meeting this notice shall specify the closing date for receipt by the Hon Secretary of any Notices of Motion, completed Nomination Forms or other items for inclusion in the agenda as Any Other Business. This notice shall also indicate which Trustees or Officers are retiring at the end of their terms of office and, if known, whether they are willing to stand for re-election. There shall be an indication of how nomination forms may be obtained. No one shall be eligible to be nominated for election as an Officer or as a Trustee of the Scheme unless they have been a fully paid up member of the Scheme for at least twelve months prior to the closing date for the receipt of such nomination. Likewise, no such nomination shall be proposed or seconded by anyone not similarly qualified.
- 3) The closing date for the notification of business for inclusion in the agenda of the Annual General Meeting, and for the receipt of nominations, shall be twenty eight days before the date of the meeting. Any Notices of Motion must carry the signatures of the proposer and seconder and include the full text of the motion to be moved.
- 4) The final agenda for the Annual General Meeting shall be circulated to all members to arrive fourteen clear days before the date of the meeting. It is to include details of nominations received and details of all items notified for inclusion on the agenda.



- 5) The principal business of the Annual General Meeting shall be the receiving of reports from the Chairman, Hon Secretary, Hon Treasurer and Welfare Committee, together with the statement of accounts and to receive and confirm the minutes of the previous Annual General Meeting. In the event that the number of nominations received exceeds the number of vacancies for any position, then ballots to elect Officers or Trustees shall be held. The level of subscriptions for the calendar year next followings shall be determined by the Annual General Meeting.
- 6) All votes that may affect the position or interests of named individuals within the Scheme shall be by secret ballot. This includes elections of Officers or Trustees. This rule applies to all meetings held under this Governing Document. There shall be no voting by post, proxy, telephone or electronic communication at any meeting of the Scheme.

## Extraordinary General Meetings:

- 1) An Extraordinary General Meeting may be called at any time by formal resolution of the Governing Body. At least twenty eight clear days notice shall be given to all members of the date, time, and place of any such meeting and shall include details of the business proposed to be conducted there.
- 2) An Extraordinary General Meeting may also be requisitioned by not less than forty members giving notice in writing to that effect to the Hon Secretary. The requisition shall also specify the business to be discussed and the exact text of any motion, or motions, to be proposed. An Extraordinary General Meeting shall be held within forty two days of the receipt of a requisition, with at least twenty eight clear days notice to all members as specified above.

## The Governing Document:

- 1) This Governing Document shall only be amended by a majority vote of two-thirds of those present at an Annual General Meeting, or Extraordinary General Meeting, where such amendment has been specified as business to be considered. Any Notice of Motion seeking such amendment shall be expressed in the precise form of words proposed to be added or substituted and must comply with all other rules on giving notice of business to be moved. Any such proposal must be accompanied by evidence of its submission to the Charity Commission with their confirmation that it is likely to be approved if adopted by the Scheme. In the absence of such evidence no such proposal shall be considered by the Scheme. No meeting of the Scheme shall be competent to suspend this rule, or to adopt any proposal to amend this Governing Document by any alternative procedure.
- 2) No proposal to amend this Governing Document shall be made which would have the effect of causing the Scheme to cease to be a Charity in law.
- 3) In the event of the winding up or dissolution of the Scheme, all remaining assets, after the satisfaction of all liabilities, shall be distributed, in accordance with the wishes of the members, to other registered charitable organisations associated with canine welfare within the United Kingdom and having similar objects to the Trust.

## Rules Governing Membership

### Applications for Membership:

- 1) Members shall be persons or bodies who shall have completed forms of application for membership in apparent good faith, who have paid the current

subscription and whose application for membership has been accepted by the Governing Body.

- 2) It shall be within the discretion of the Governing Body to decline, without giving reasons, any application for membership of the Scheme.

### Obligations of Members:

- 1) It shall be the obligation of every member to uphold the aims and ideals of the Scheme, by conforming with the provisions of this Governing Document and by honouring its spirit and intent at all times.,

- 2) It shall be the duty of any member carrying out voluntary work for the Scheme to conform with all operational policies and procedures of the Scheme, as put in place by the Governing Body to ensure clarity and certainty in the welfare work of the Scheme.
- 3) Every member shall be obliged to pay the current subscription within the period specified from time to time by the Governing Body, failing which their membership shall be suspended whilst that subscription remains in arrears. If the subscription remains unpaid for a period of twelve months the membership shall be terminated.
- 4) No member shall hold themselves out as either representing the Scheme, or as being a member, for any personal interest or in any commercial context. Nor shall any member make use of any symbol, image or printed matter which might be associated with the Scheme, except in the conduct of the work of the Scheme.

### Rights of Members:

- 1) Every paid up member shall be entitled to attend and vote at the Annual General Meeting or at any Extraordinary General Meeting.
- 2) Every paid up member shall be entitled, upon application, to receive a copy of the accounts for the previous year and minutes and other papers, as made available to those attending the most recent Annual General Meeting.

### Exclusion of Members:

- 1) The Governing Body shall be empowered to suspend any member from all the rights and privileges of membership. This may be done in circumstances where it is reasonable to find that the conduct or activities of that member are in serious breach of the Obligations of Members in this Governing Document, or are otherwise likely to bring the Scheme into disrepute, or where the work of the Scheme is likely to be adversely affected.
- 2) Where the suspension of a member is to be considered that member shall be entitled to make representations in their own behalf. This shall be by the opportunity to make either a written or an oral submission in the absolute discretion of the Governing Body.
- 3) Where it appears to the Governing Body that issues that have occasioned the suspension of a member are incapable of being otherwise resolved; then a proposal to permanently exclude that member may be placed before an Annual General Meeting.