

# **Berkshire Search & Rescue Dogs Constitution**

## **A. Name**

The name of the charity is Berkshire Search & Rescue Dogs ("the Charity")

## **B. Administration**

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the members of the executive committee, constituted by clause G of this constitution.

## **C. Objects**

The Charity's objects ("the Objects") are:

1. Protect and preserve good health and life and alleviate suffering by the provision of volunteer search dogs to assist organisations involved in the search and rescue of missing persons, whether they are believed to be alive or deceased.
2. To advance the education of the public in all matters relating to general dog welfare and search and rescue.
3. To assist in the saving of life and alleviation of suffering in the event of an emergency by assisting the statutory emergency services.

## **D. Powers**

1. The executive committee must manage the business of the Charity and have the following powers in order to further the Objects (but not for any other purpose):
  - a. Power to raise funds and to invite and receive contributions provided that in raising funds the executive committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
  - b. Power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or of similar charitable purposes and to exchange information and advice with them;
  - c. Power to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
  - d. Power to appoint and constitute such advisory committees as the executive committee may think fit;
  - e. Powers to do all such other lawful things as are necessary for the achievement of the Objects in alignment with the Charity's currently approved Strategy Document.
2. No alteration to this constitution or any special resolutions shall have retrospective effect to invalidate any prior act of the executive committee.
3. Any meeting of the executive committee, at which a quorum is present at the time the relevant decision is made, may exercise all the powers exercisable by the executive committee.

## **E. Membership**

There shall be three categories of membership to the Charity, Full Members, Friends and Honorary Members. A register of all Members and Friends will be held by the executive committee.

### **Full Members of Berkshire Search and Rescue Dogs**

1. Full Membership of the Charity shall be open to any person aged 18 years or over who is interested in furthering the Objects.
2. Full Membership will be subject to terms and conditions as defined within the rules and regulations of the Charity.

### **Friends of Berkshire Search and Rescue Dogs**

1. Friends are encouraged to promote the image of the Charity, fund-raising and to assist with the training of the members.
2. Friends' membership will be subject to terms and conditions as defined within the rules and regulations of the Charity.
3. There is no age limit for Friends; however, to attend weekly training sessions, the member must be aged 18 years or over.

### **Honorary Membership**

1. Honorary Membership shall be granted to individuals who have made a significant contribution to the Charity.
2. Honorary Membership shall be subject to terms and conditions as defined within the rules and regulations of the Charity.
3. There is no age limit for Honorary Members.

### **F. Charity Trustees**

At the annual general meeting ("AGM") of the Charity, the Full Members shall elect from amongst themselves a chairman, a vice chairman, a secretary and a treasurer, who shall hold office from the conclusion of that meeting until the dissolution of the executive committee at the next AGM, or in exceptional circumstances at a special general meeting ("SGM").

### **G. Executive Committee**

1. The executive committee shall consist of:
  - a. The four Charity Trustees specified in the preceding clause;
  - b. Not less than one and not more than seven additional Full Members.
2. All executive committee members shall be elected at either the AGM or in exceptional circumstances at a SGM and will hold office from the conclusion of that meeting until the dissolution of the executive committee at the next AGM.
3. All members of the executive committee shall retire from office together at the end of the next AGM after the date on which they came into office but they shall be eligible for re-election at that AGM.
4. The proceedings of the executive committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
5. No person shall be entitled to act as a member of the executive committee whether on a first or on any subsequent entry into office until after signing a declaration of acceptance and of willingness to act in the best interests of the Charity.
6. All members of the executive committee must be Full Members of the Charity.

## **H. Determination of Membership of Executive Committee**

1. Members of the executive committee shall be elected by a secret ballot and in accordance with the process laid out in clause Q below.
2. For a member of the Charity to be nominated for a committee role, they require sponsorship of two Full Members of the Charity who are not in committee roles.
3. A member of the executive committee shall cease to hold office if he or she:
  - a. is disqualified from acting as a member of the executive committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
  - b. ceases to be a member of the Charity;
  - c. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
  - d. is absent without the permission of the executive committee from all their meetings held within a period of three months and the executive committee resolve that his or her office be vacated; or
  - e. notifies to the executive committee a wish to resign (but only if at least three members of the executive committee will remain in office when the notice of resignation is to take effect).

## **I. Executive Committee Members not to be personally interested**

1. Subject to the provisions of sub-clause 2 of this clause no member of the executive committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the executive committee) in any contract entered into by executive committee.
2. Any member of the executive committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the executive committee to act in a professional capacity on behalf of the Charity: Provided that at no time shall a majority of the members of the executive committee benefit under this provision and that a member of the executive committee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

## **J. Meetings and Proceedings of the Executive Committee**

1. The executive committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairman or by any two members of the executive committee upon not less than 14 days' notice being given to the other members of the executive committee of the matters to be discussed.
2. The chairman shall act as chairman at meetings of the executive committee. If the chairman is absent from any meeting, the vice chairman shall chair the meeting. If the vice chairman is not available then the members of the executive committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.
3. There shall be a quorum when at least one third of the number of members of the executive committee or five members of the executive committee, whichever is the greater, are present at a meeting.

4. Except where otherwise specified, every matter shall be determined by a majority of votes of the members of the executive committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
5. The executive committee shall keep minutes of the proceedings at meetings of the executive committee and any sub-committee. The minutes shall be stored in a centrally accessible store which is accessible by all Full Members.
6. The executive committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
7. The executive committee may appoint one or more sub-committees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the executive committee would be more conveniently undertaken or carried out by a sub-committee.
  - a. Sub-committees shall consist of a minimum of one or more members of the committee.
  - b. All acts and proceedings of any such sub-committees shall be fully and promptly reported to the executive committee.
  - c. Sub-committees may not directly make changes to the rules and regulations or constitution of the Charity. They may propose changes to the executive committee, which will then be voted on by the executive committee.

#### **K. Receipts and Expenditure**

1. The funds of the Charity, including all donations, contributions and bequests, shall be paid into an account operated by the executive committee in the name of the Charity at such bank or building society as the executive committee shall from time to time decide. All cheques drawn on the account must be authorised by at least two members of the executive committee. All electronic transfers drawn on the account must be authorised and traceable.
2. The funds belonging to the Charity shall be applied only in furthering the Objects. The Charity shall be responsible for costs incurred in legal proceedings brought against the Charity, its officers, executive committee or sub-committees in the course of their lawful duties.

#### **L. Accounts**

1. The executive committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:
  - a. the keeping of accounting records for the Charity;
  - b. the preparation of annual statements of account for the Charity;
  - c. the auditing or independent examination of the statements of account of the Charity; and
  - d. the transmission of the statements of account of the Charity to the Charity Commission ("Commission").
2. The Charity's financial year shall be from 1st April to 31st March.

### **M. Annual Report**

The executive committee shall comply with its obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commission.

### **N. Annual Return**

The executive committee shall comply with its obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commission.

### **O. General Meetings**

1. Effective 2018, the Charity must hold an AGM which shall be held in the month of May in each year, or as soon as practicable thereafter.
2. Where possible the AGM shall be held on a normal training night, to ensure maximum possible attendance.
3. All general meetings other than AGMs shall be called special general meetings ("SGMs").
4. Each AGM shall be called by the executive committee in accordance with clause Q below.
5. All members of the Charity shall be entitled to attend.
6. The executive committee may call a SGM of the Charity at any time. Notice must be given in accordance with clause P below.
7. The executive committee may call a SGM of the Charity if requested to do so by at least 10 Full Members or one third of the membership, whichever is the greater. The request must be made in writing to the secretary and must state the nature of business to be transacted at the meeting. Notice must be given in accordance with clause P below. If the executive committee fails to hold the meeting within 28 days of the request, then the members may call a SGM, but in doing so, they must comply with the provisions of this constitution.

### **P. Notice Period of General Meetings**

1. The minimum period of notice to hold any general meeting shall be fourteen days from the date on which the notice was given.
2. A notice of any general meeting must specify:
  - a. The date, time and location of the meeting;
  - b. The nature of the business to be transacted;
  - c. If the meeting is to be an AGM, then the notice must state this;
3. The notice must be given to all members of the Charity.

### **Q. Procedures at General Meetings**

1. Chair and Secretary of general meetings
  - a. General meetings shall be chaired by the elected chairman of the Charity or other person appointed by the executive committee.
  - b. A full record of proceedings shall be kept by the secretary or other person appointed by the executive committee.
2. Quorum
  - a. No business shall be transacted at a general meeting without a quorum being present.
  - b. A quorum is:

- i. at least 50% of the number of Full Members at the time of the meeting; or
    - ii. a minimum of seven members, whichever is the greater.
  - c. The meeting shall be adjourned until such a time and place that the executive committee decides, if:
    - i. a quorum is not present within half an hour of the start of a meeting; or
    - ii. during the meeting a quorum ceases to be present.
  - d. The executive committee must re-convene the general meeting giving seven clear days' notice and stating time, place and date of the re-convened meeting.
  - e. If no quorum is present at the re-convened meeting within 15 minutes of the specified time of the meeting, then the members present at that meeting shall constitute a quorum.
- 3. Election of executive committee members at general meetings.
  - a. Executive committee members can only be eligible for election if they have been nominated to the secretary not less than fourteen days in advance of the AGM. This nomination should be either in writing or by email.
  - b. Executive committee members shall be elected by a ballot.
  - c. All Full Members of the Charity shall be entitled to vote in the election of executive committee members.
  - d. Full Members must vote in person, or by sealed vote or nominated proxy (who is a Full Member of the Charity) in exceptional circumstances.

## **R. Notices**

1. Any notice required to be served on any member of the Charity shall be valid if served:
  - a. Personally; or
  - b. By sending it by prepaid post to the member's home address within the UK; or
  - c. By leaving it at the home address within the UK of the member; or
  - d. By sending it via electronic means to the member's email address.
2. A member who does not register an address with the Charity or who registers only a postal address that is not within the UK is not entitled to receive any notice from the Charity.
3. A member present in person at any meeting of the Charity shall be deemed to have received the notice and the purposes for which it was given.
4. Proof of provision of notice
  - a. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
  - b. Proof that an electronic communication was sent shall be conclusive evidence that the notice was given.
  - c. A notice shall be deemed to be given 48 hours after it was posted of in the case of electronic communication after it was sent.

## **S. Alterations to the Constitution**

1. Subject to the following provisions of this clause the constitution may be altered by a resolution passed by not less than two thirds of the Full Members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the alterations proposed.

2. No amendment may be made to clause A, clause C, clause I, clause T or this clause without the prior consent in writing of the Commission.
3. No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
4. The executive committee should promptly send to the Commission a copy of any amendment made under this clause.

## **T. Dissolution**

If the executive committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all Full Members of the Charity, of which not less than fourteen days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two thirds majority of those present and voting the executive committee shall have power to realise any assets held by or on behalf of the Charity.

Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the Objects as the members of the Charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Charity Commission.

## **U. Rules**

1. The executive committee may make rules for the conduct of the Charity.
2. The rules cannot be used to change or alter any provisions contained in this constitution.
3. The executive committee has the power to add, alter or repeal the rules of the Charity.
4. The executive committee will ensure that the rules are brought to the notice of the members.
5. The rules of the Charity shall be binding on all members of the Charity.
6. No rule shall be inconsistent with or repeal anything contained in this constitution.
7. This constitution shall always supersede the contents of the rules of the Charity.

## **V. Revisions to Constitution**

The constitution was first adopted on the 16th day of February 2004 and subsequently amended in November 2007, in March 2011 in November 2013, and by this revision in March 2017.

This revised constitution was adopted on the date below, and is countersigned below by the honorary officers of the Charity:

Signed:

Chairman  
Date

Vice Chairman  
Date

Secretary  
Date

Treasurer  
Date