

# The Scottish Terrier Emergency Care Scheme

# **STECS**

Registered Charity No: 275666 England & Wales  
Registered Charity No: SCO41298 Scotland

## Governing Document

### **Terms of Trust and Rules**

## 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 Trust, registered with the Charity Commission for England and Wales, and the Office of the Scottish Charity Regulator, for Scotland. It will operate at all times within the Terms of Trust and Rules as approved by the Charity Commission, the Office of the Scottish Charity Regulator and the membership of the Scheme.

### The Objects of the Scheme:

- 1) The Scheme shall be a dog welfare organisation providing care for Scottish Terriers in need of new homes or other appropriate assistance. It may provide assistance, determined on a discretionary basis, to dogs of 'Scottish Terrier' type in cases where breed status is not immediately apparent. The term dog throughout this document shall include both male and female animals.
- 2) The Scheme may provide absolute discretionary care and assistance to other dogs from the same home as any Scottish Terrier receiving assistance from the Scheme.

### The Powers of the Scheme:

- 1) In order to maintain and advance its Objects, the Scheme shall have the following powers.
- 2) The primary power of the Scheme is to assume responsibility for, and to re-home Scottish Terriers whose owners can no longer appropriately care for them, or who are otherwise in need of re-homing. The Scheme may offer discretionary assistance of any nature, including financial assistance, to Scottish Terriers in need that have not been assigned formally into the care of the Scheme.
- 3) The Scheme may purchase dogs or compensate other animal rescue organisations, but only where this is necessary to ensure the welfare of the animal(s) concerned.
- 4) The Scheme may provide financial assistance, resources or support for health and welfare purposes, to benefit the Scottish Terrier breed.
- 5) The Scheme may enter into any fundraising activities or activities to retain and increase membership, as considered appropriate and agreed by the Governing Body.

## The Governing Body

### Composition:

- 1) The Governing Body of the Scheme shall comprise nine elected Trustees of whom five shall be Officers of the Scheme.
- 2) The elected Officers of the Scheme shall comprise a President, Chairman, Secretary 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.
- 3) The term of office for both Officers and Trustees shall be three years with one third of that total retiring by rotation at each Annual General Meeting (AGM). 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.
- 4) At each Annual General 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.
- 5) A vacancy for an Officer or Trustee arising during a term of office shall be filled by the Trustees co-opting a replacement. Any co-opted Officer or Trustee will serve until the next Annual General Meeting. An election by members under the rules of the Governing Document will then be held for the position, or positions, concerned. For an Officer or Trustee, this will be for the remainder, if any, of the original term of office. Should a vacancy arise 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 next, following Annual General Meeting.
- 6) Any person co-opted to fill a 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.

### 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 Scheme 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 maintain and 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. For the avoidance of doubt, any resolution properly adopted by the members at a General Meeting, shall impose a specific duty on the Governing Body to take action to implement the expressed wishes of the membership; subject only to compliance with statutory requirements and those of the Charity Commission or the Scottish Charity Regulator.

- 3) It shall be the duty of the Governing Body to ensure that at all times comprehensive operating policies, plans, procedures and financial controls are in place and are fully implemented, in order to maintain, support and enhance the welfare work of the Scheme. Wherever appropriate the general view of the membership should be ascertained and taken into consideration in developing these policies, plans, procedures and controls. 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 order to maintain and advance 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 Treasurer shall open and maintain such bank and other accounts as the Governing Body shall direct. Cheques and other financial transactions shall be dealt with in compliance with the financial controls deemed appropriate by the Governing Body and in accordance with the requirements or guidance of the Charity Commission, the Office of the Scottish Charity Regulator and other accepted best practice.
- 8) The Secretary shall have a duty to ensure that all requisite returns and reports are submitted to the Charity Commission and the Office of the Scottish Charity Regulator, in proper form and at the due time, and that all records are kept up to date. However the responsibility for ensuring the availability for submission of the requisite financial returns shall lie with the Treasurer.

## Rules Governing Meetings

### 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 day of the AGM.
- 2) Further meetings will be held under the following circumstances:
  - a) If deemed necessary by the Chairman.
  - b) If a minimum of five Trustees make a written request to the Secretary.
- 3) The Secretary shall give written confirmation of the time, date, venue and agenda of any meeting of the Governing Body. This will allow for at least fourteen (14) days' notice.
- 4) 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 Secretary obtains and records the verbal agreement of not less than eight Trustees to that proposal.

- 5) Five Trustees shall constitute a quorum at any meeting of the Governing Body.
- 6) The proceedings of the Governing Body shall be conducted in accordance with the provisions of this Governing Document. There shall be no voting by post, proxy, telephone or electronic communication at any Governing Body meeting.
- 7) The Governing Body will normally make all decisions regarding the Scheme's management. However, in exceptional circumstances, the Chairman, with the agreement of all the Officers, shall have the power to make such essential decisions, as required. Any such decision shall be fully recorded and justification for this decision shall be circulated (by post or e-mail) to all the Trustees within 7 days of the decision, and reported in full at the next meeting of the Governing Body, for formal discussion and ratification.
- 8) Within fourteen days of any meeting of the Governing Body, the Secretary shall issue draft minutes to all attendees. Any comments shall 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.

### The Annual General Meeting:

- 1) An AGM shall be held in the spring of each year.
- 2) Preliminary notice of the date, time and place of the AGM shall be circulated, normally as a separate and prominent enclosure within a convenient communication to members, before the end of the preceding calendar year. In addition to the date, time and place of the AGM this notice shall specify the closing date for receipt by the Secretary of any Notices of Motion, completed Nomination Forms, or other items for inclusion in the agenda as Any Other Business. Items on the agenda shown as Any Other Business are for discussion only. 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 must include details of nominations received and the full text of any motion: the text of which shall be incapable of later amendment and shall be debated only in its original form of words.

- 5) The principal business of the AGM shall be the receiving of reports from the Chairman, Secretary, Treasurer and the Welfare Officer, on behalf of the 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, followed by Trustees shall be held. The level of subscriptions for the calendar year following 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.
- 7) If a candidate for an Officer role is unopposed, and/or if the number of trustee candidates does not exceed the number of trustee vacancies, their appointment to the Governing Body must be ratified by a majority vote of the members in attendance at the AGM. Should the candidate's appointment fail to be ratified, the Governing Body may co-opt a person other than the rejected candidate, to fill the vacancy. The co-opted person will serve until the next AGM.
- 8) Motion was passed on 15<sup>th</sup> April 2023 AGM. In light of limitations to meet face to face due to the COVID pandemic there will be flexibility for the STECS AGM or any EGM to be held at a physical location with the ability for members to participate and vote by electronic means.
- 9) Motion passed 23<sup>rd</sup> November 2023 to allow the charity to buy a property as a holiday rental to minimize risk of exposure of funds in accounts and maximise revenue for the future of the charity by spreading liquid assets across a portfolio.
- 10) Motion Passed on 3<sup>rd</sup> April 2024 by all 7 Trustees to combine the role of Secretary and Treasurer into one role due to the lack of applicants for the Treasurer role over the years.

## 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 full 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 Secretary. The requisition shall also specify the business to be discussed and the full 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(s) has been specified as business to be considered. Any Notice of Motion seeking such amendment(s) shall be expressed in the full and 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 and the Office of the Scottish Charity Regulator 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 Scheme.

## 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 to 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 to all operational policies and procedures of the Scheme, as put in place by the Governing Body, to ensure that the Scheme complies with all current legislation and best practice in the welfare work and other objects of the Scheme.
- 3) Every member shall be obliged to pay the current subscription before the date due of 31<sup>st</sup> January each year. Any member who fails to pay their subscription by the date due will become a suspended member whilst that subscription remains in arrears. If the subscription remains unpaid for a period of six months, the membership will be terminated on 31<sup>st</sup> July. If the subscription is paid after the 31<sup>st</sup> July, their membership will be reinstated, but deemed to commence from the date their payment is received by the Treasurer. Suspended members are not entitled to attend and vote at the AGM or at any Extraordinary General Meeting. Suspended members will not be eligible to be nominated for election as an Officer or Trustee of the Scheme or be entitled to propose or second any such nomination. A suspended member is also not entitled to submit a notice of motion or item for the agenda as Any Other Business at any General Meeting.
- 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 AGM 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) Any suspension or permanent exclusion of a member shall be dealt with under the policy and procedure currently in force at the time of the alleged incident or event.
- 2) The Governing Body shall be empowered to suspend any member. This may be done in the following circumstances: a) where the conduct or activities of that member are in serious breach of the obligations of members, as set out in this Governing Document, or b) are likely to bring the Scheme into disrepute, or c) where the work of the Scheme is likely to be adversely affected by the continued membership of that individual.
- 3) If suspension or the permanent exclusion of a member is being considered, that member may make either written or verbal representation to the governing body prior to a decision being taken.
- 4) If the Governing Body agrees that a member should be permanently excluded, a proposal to exclude that member shall be placed before the next General Meeting.