

# **Field Spaniel Health**

*A Small Charity to be set up in accordance with  
the guidelines of the Charities Commission  
and registered with HM Revenue & Customs in the United Kingdom*

## **CONSTITUTION**

***Promoting the Health of the Field Spaniel  
through  
Monitoring, Testing, Education and Research***

# This Constitution

was approved by the Members at the AGM on

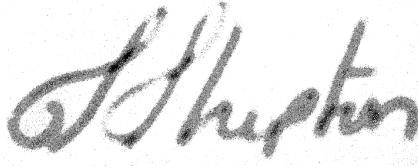
31st May 2015

Signed



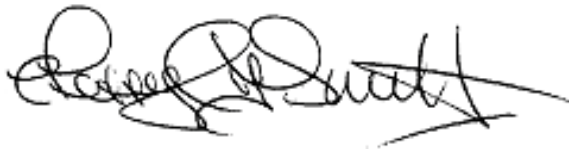
**Carol Gill**  
[ Chairman ]

Signed



**Shula Shipton**  
[ Secretary ]

Signed



**Cherryl D. Smith**  
[ Treasurer ]

## 1. Name

The name of the Charity is **FIELD SPANIEL HEALTH**  
(and in this document it is called 'the charity').

## 2. Objects

The charity's objects ('the objects') are :-

**To promote the health of the Field Spaniel breed of dog  
through Monitoring, Testing, Education and Research**

## 3. Application of Income and Property

1. The income and property of the charity shall be applied solely towards the promotion of the objects.
2. Nothing in this constitution shall authorise an application of the income and property of the charity for purposes which are not charitable in accordance with The Charities Act 2011.
3. None of the income or property of the charity may be transferred directly or indirectly to any non-charitable organisation or paid by way of salary, bonus, dividend or otherwise by way of profit to any member of the charity. This does not prevent a trustee or member from receiving:
  - (a) a benefit from the charity in the capacity of a beneficiary of the charity.
  - (b) reasonable and proper remuneration for any goods or services supplied to the charity.
  - (c) reasonable expenses properly incurred by him or her when acting on behalf of the charity.
  - (d) indemnity insurance cover when attending events organised by the charity.
4. Trustees may only receive a benefit from the charity where such benefit is generally available to all members of the charity.

## 4. Management

1. The charity and its property shall be managed and administered by a committee comprising three officers (Chairman, Secretary & Treasurer) and other members elected in accordance with this constitution. The officers and other members of the committee shall be the trustees of the charity and in this constitution are together called 'the trustees'.
2. A trustee must be a member of the charity.
3. The number of trustees shall be not less than 3 and not more than 15.
4. The trustees may meet as and when they deem appropriate to conduct the management of the charity.
5. At the discretion of the trustees, a Patron may be appointed in an honorary capacity. The Patron may attend meetings of the trustees but shall not vote.

## **5. Powers of Trustees**

1. The trustees must manage the business of the charity and have the following powers in order to further the objects :
  - (a) to raise funds. In doing so, the trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations of The Charities Act 2011.
  - (b) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them.
  - (c) to obtain and pay for such goods and services as are necessary for carrying out the work of the charity.
  - (d) to open and operate such bank and other accounts as the trustees consider necessary.
  - (e) to do all such other lawful things as are necessary for the achievement of the objects.
2. The trustees may co-opt and/or appoint acting officers or trustees if one or more vacancy should arise during the year.
3. No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.

## **6. Financial Year**

1. The financial year of the Charity shall be from 1st January to 31st December.

## **7. Accounts**

1. A bank account(s) will be held in the name of the Charity and operated by any two of the Chairman, Treasurer & Secretary of the said Charity.
2. Accounts shall be kept by the Treasurer
3. The Accounts shall be audited by an independent auditor prior to the Annual General Meeting.
4. The Treasurer shall present the audited Accounts to members at the Annual General Meeting.
5. The Treasurer shall submit returns to the Inland Revenue as necessary.

## **8. Minutes**

The Secretary will keep minutes of :

1. The proceedings of all General Meetings and meetings of the Trustees, including:
  - (a) Names of those present at the meetings
  - (b) Matters discussed at the meetings
  - (c) Decisions made at the meetings
2. Results of all elections or appointments.

## 9. Membership

1. Membership of the charity is open to any person over the age of 18 years who is interested in promoting the health of the Field Spaniel breed and fulfils one or more of the following criteria :-
  - (a) Is or has been a Field Spaniel owner
  - (b) Has a keen interest in the breed Field Spaniel
  - (c) Is a canine health specialist
2. Membership subscription is FREE.
3. Membership is not transferable to anyone else.
4. The trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.
  - (a) The trustees must inform the applicant in writing of the reasons for the refusal within 21 days of the decision.
  - (b) The trustees must consider any written representations the applicant may make about the decision.
  - (c) The trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
5. The trustees must keep a register of names and addresses of the members which must be made available to any member upon request.
6. Membership is terminated if :-
  - (a) the member dies.
  - (b) the member resigns by written notice to the Secretary unless, after the resignation, there would be less than three members.
  - (c) the member becomes bankrupt or is in breach of any Kennel Club rule which would exclude him or her from membership of any canine organisation.
  - (d) the member is removed from membership by resolution of the trustees that it is in the best interests of the charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if the member has been given 21 days written notice of the meeting at which the resolution will be proposed and the reasons why it is to be proposed. The member shall have the right to make representations to the meeting either in writing or in person. The decision of the trustees will be final.

## 10. General Meetings

1. Meetings of the charity where all members are entitled to attend are general meetings.
2. General meetings other than the annual general meetings shall be called special general meetings.
3. No business shall be transacted at any general meeting unless a quorum is present. A quorum is **four [4]** members entitled to vote upon the business to be conducted at the meeting; or **one twenty-fifth (4%)** of the total membership at the time, whichever is the greater.
4. If a quorum is not present within half an hour from the time appointed for the meeting; or during a meeting a quorum ceases to be present, the meeting shall be

adjourned to such time and place as the trustees shall determine.

5. Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have an additional casting vote.

## **11. Annual General Meetings**

1. The Annual General Meeting shall be held no later than the end of May on a date to be set by the Trustees for the following purposes:-
  - (a) to receive the report of the Officers & Trustees
  - (b) to receive the Treasurer's Report and the Balance Sheet
  - (c) to receive the result of any elections for the Officers & Trustees
  - (d) to discuss any resolution duly placed on the Agenda
2. Members will be notified in writing of the Annual General Meeting by 1st February. All items for inclusion on the Annual General Meeting Agenda and nominations for election must be given in writing, duly proposed and seconded by members of the Charity, to be received by the Secretary no later than 1st March.
3. Agenda for the Annual General Meeting and voting papers shall be sent to all members no later than 31st March, or the next working day thereafter.
4. No business shall be transacted at the Annual General Meeting unless notice thereof appears in the Agenda, with the exception of routine matters or those which, in the opinion of the Chairman of the Meeting are urgent.

## **12. Special General Meetings**

1. The Trustees may call a Special General Meeting at any time.
2. The Trustees must call a Special General Meeting if requested to do so in writing by at least 10 Members or one tenth of the Membership, whichever is the greater. The request must state the nature of the business that is to be discussed.
3. If the Trustees fail to hold the Meeting within 28 days of the request, the members may proceed to call a Special General Meeting, but in doing so they must comply with the provisions of the Charity's Constitution.
4. Members shall receive a minimum of 21 days written notice of a Special General Meeting.

## **13. Elections**

1. All Trustees shall retire annually at the Annual General Meeting, but shall be eligible for re-election.
2. Candidates for the position of Chairman, Secretary, Treasurer or Trustee must be proposed and seconded by members of the Charity and such proposal must be :
  - (a) Signed by the Proposer and Seconder
  - (b) Signed by the person being proposed, with an indication that, if elected, he or she is willing to serve as an Officer or Trustee.
  - (c) Received by the Secretary in writing on or before 1st March.
3. Voting shall be by secret ballot of members and sent to an independent scrutineer.
4. The result of the ballot shall be announced at the Annual General Meeting. In the event of two or more candidates receiving the same number of votes, a secret ballot

of members attending at the AGM will be taken. If a further tie occurs, the matter will be decided by lot at the AGM.

5. No person, whilst an un-discharged bankrupt or serving a ban by the Kennel Club, may serve as a Trustee of the Charity.

## **14. Disqualification and Removal of Trustees**

A trustee shall cease to hold office if he or she:

1. Ceases to be a member of the charity; or
2. Resigns as a trustee by notice to the charity (but only if at least 3 trustees will remain in office when the notice of resignation is to take effect); or
3. Is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated.
4. Is in breach of the charity's Confidentiality Agreement.

## **15. Amendments to Constitution**

1. Any provision contained in this Constitution may be amended, provided that such amendment is made by resolution passed by a simple majority of the Members present and voting at an Annual General Meeting or a Special General Meeting.
2. Any amendment to this Constitution must align with the charitable objects of the organization.
3. No amendment may be made which would have the effect of making the charity cease to be a charity by law.
4. No amendment may be made to the objects of the charity if such change would undermine or work against the previous objects of the charity.
5. Any changes to the Constitution shall become effective immediately following the Annual General Meeting or Special General Meeting at which such changes were agreed by the Members.

## **16. Dissolution**

1. If the members resolve to dissolve the charity the trustees will remain in office as charity trustees and be responsible for winding up the affairs of the charity in accordance with this clause.
2. The trustees must collect in all the assets of the charity and must pay or make provision for all the liabilities of the charity.
3. The trustees must apply any remaining property or money:
  - (a) directly for the objects;
  - (b) by transfer to any other charity or charities for purposes similar to the charity.
4. The members may pass a resolution before or at the same time as the resolution to dissolve the charity, specifying the manner in which the trustees are to apply the remaining property or assets of the charity and the trustees must comply with the resolution if it is consistent with sub-clause 16.3 above.

5. In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity.

## 17. Confidentiality

1. Trustees shall be bound by a confidentiality agreement which prohibits the disclosure of any information pertaining to an individual Field Spaniel without the consent of the owner, unless this information is already in the public domain.
2. A Trustee will cease to hold office if he/she is proven to have breached the confidentiality agreement.

## 18. Communication

1. The primary form of communication with members will be by electronic means, in order to minimise administrative costs. This will include the use of a website, email and any other format deemed appropriate by the Trustees.
2. Any member who does not have access to electronic communication shall have the right to receive communications through the postal system.
3. In the above context, the word communication applies to the dissemination of educational material, notices of meetings, agendas, ballot papers, etc.
4. Membership details will be held on computer. In order to comply with the Data Protection Act, members shall have the right to request a copy of personal information held and have any inaccuracies corrected.

## 19. Notices

1. Any notice or communication required by this constitution to be given to or by any person must be given:
  - (a) by electronic communication to the member's email address; or
  - (b) by post to the member at his or her postal address.
2. Evidence that a notice has been sent shall be either:
  - (a) an email acknowledgement of delivery; or
  - (b) a proof of posting certificate issued by the Post Office.
3. A notice shall be deemed to be given 72 hours after the envelope containing it was posted or, in the case of an electronic communication, 72 hours after it was sent.
4. A member who does not register a United Kingdom postal address with the charity shall only be entitled to receive notices from the charity via electronic communication.
5. A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

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