

**THE FRIENDS OF CLAVERTON
CATS AND DOGS HOME, BATH**
(Charity registration No. 284424)

CONSTITUTION

Adopted on the 20th day of June 2000

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(Charity registration No. 248824)

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A *Name*

The name of the Association is “THE FRIENDS OF CLAVERTON CATS AND DOGS HOME, BATH (“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 (“the Executive Committee”).

C *Objects*

The Charity’s objects (“the objects”) are to alleviate suffering of animals which are in need of care and protection and to prevent cruelty to animals and in particular (without limitation) to provide additional amenities and veterinary services to the Cats and Dogs Home at Claverton in the city of Bath (“the Cats and Dogs Home”).

D *Powers*

In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:

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;

Power to buy, take on lease or in exchange property necessary for the achievement of the objects and to maintain and equip it for use;

Power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity;

Power subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed;

Power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and Superannuation for staff and their dependants;

Power to cooperate with other charities, voluntary bodies and statutory authorities operating in furtherance of the object or of similar charitable purposes and to exchange information and advice with them;

Power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects; and in particular (but without limitation) power to give financial or other aid to organisations whose aims are similar to those of the Charity provided that (and unless otherwise expressly authorised pursuant to resolutions of the members of the Charity in General Meeting) the total of such assistance in any financial year of the Charity does not exceed the amount equivalent to 20 per cent of the income from all sources of the Charity during its last complete financial year and that if such amounts of income in an earlier financial year

has not been fully utilised for the purpose and in the manner herein provided in the next following financial year any surplus may be carried forward and remain available but not for longer than one further financial year;

Power to appoint and constitute such advisory committees as the Executive Committee may think fit;

Power to promote or carry out research;

Power to borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993);

Power to make grants or loans of money and to give guarantees;

Power to set aside funds for special purposes or as reserves against future expenditure;

Power to deposit or invest funds in any lawful manner (but to invest only after taking advice from a financial expert and with regard to the suitability of investments and the need for diversification);

Power to do all such other lawful things as promote or help to promote the achievement of the objects.

E ***Membership***

Membership of the Charity shall be open to:

Individuals (over the age of 16 years) who are interested in furthering the work of the Charity and who have paid any annual subscription laid down from time to time by the Executive Committee, and

Any body corporate or unincorporated association, which is interested in furthering the Charity's work and has paid any annual subscription (any such body being called in this constitution a "member organisation").

Every member shall have one vote.

Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Charity, and may appoint an alternate to replace its appointed representative at any meeting of the Charity if the appointed representative is unable to attend.

Each member organisation shall notify the name of the representative appointed by it and of any alternate to the secretary. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be representative of the member organisation.

The Executive Committee may by a vote passed by a majority of three fourths of those present and for good reason terminate the membership of any individual or member organisation: provided that the individual concerned or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.

F ***Honorary Officers***

The Charity shall have Honorary Officers namely a Chairman, a Vice-Chairman, a Secretary and a Treasurer. Those Honorary Officers serving at the date of an adoption of this constitution, and those subsequently elected pursuant to the provisions hereof shall continue in office until the annual general meeting next following the date (as the case may be) of such adoption or election and they may remain eligible for re-election. At a meeting of the Executive Committee to be held on the same date or as soon as practicable after the Annual General Meeting of the Charity the members of the Executive Committee shall elect the Honorary Officers from amongst themselves who shall hold office from the conclusion of such meeting of the Executive Committee.

G Executive Committee

The Executive Committee shall consist of not less than 8 members nor more than 15 members being:

The Honorary Officers specified in the previous clause;

Not less than 4 and not more than 8 members elected pursuant to the provisions in Clause P at the Annual General Meeting who shall hold office from the conclusion of that meeting;

3 co-opted members appointed pursuant to sub-clause (2) below.

The Executive Committee may in addition appoint not more than 3 co-opted members but so that no one may be appointed as a co-opted members if, as a result, more than one third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under Clause J and shall take effect from that meeting unless the appointment is to fill a place which has not then been vacant in which case the appointment shall run from the date when the post becomes vacant.

The Executive Committee may appoint a person to membership of the Executive Committee either to fill a vacancy or as an additional member provided that such appointment does not cause the maximum number of members permitted hereunder to be exceeded. A member so appointed shall hold office only until the next Annual General Meeting and if not then re-appointed or re-elected to serve as an Honorary Officer he shall vacate office.

All the members of the Executive Committee (other than Honorary Officers re-elected pursuant to Clause F) shall retire from office together at the end of the Annual General Meeting next after the date on which they came into office but they may be re-elected or re-appointed.

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.

Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.

No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry unto office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Charity.

H Determination of Membership of Executive Committee

A member of the Executive Committee shall cease to hold office if he or she:

Is disqualified from acting as a member of the Executive Committee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);

Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

Is absent without permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or

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

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 the Executive Committee.

J Meetings and Proceedings of the Executive Committee

The Executive Committee shall hold at least three ordinary meetings each year. A special meeting may be called at any time by the Chairman or by any four members of the Executive Committee upon not less than 21 days' notice being given to the other members of the Executive Committee.

The Chairman shall act as chairman at meetings of the Executive Committee. If the Chairman is absent from any meeting, the members of the Executive Committee present shall choose one of their numbers to be chairman of the meeting before any other business is transacted.

There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting.

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.

The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings of meetings of the Executive Committee and any sub-committee.

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.

The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee 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: provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Executive Committee.

K Receipts and Expenditure

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 as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.

The funds belonging to the Charity shall be applied only in furthering the objects.

L Property

Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause the title to:

All land held by or in trust for the Charity which is not vested in the Official Custodian for Charities; and

All investments held by or on behalf of the Charity:

To be invested either in a corporation entitled to act as custodian trustees or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act

only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.

If a corporation entitled to act as custodian trustees has not been appointed to hold property for the Charity, the Executive Committee may permit any investments held by or in trust for the Charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

M Accounts

The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to:

The keeping of accounting records for the Charity;

The preparation of annual statements of account for the Charity

The auditing or independent examination of the statements of account for the Charity; and the transmission of the statements of account of the Charity to the Commissioners.

N Annual Report

The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

O Annual Return

The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

P Annual General Meeting

There shall be an Annual General Meeting of the Charity which shall be held in the month of June or July each year or as soon as practicable thereafter.

Every Annual General Meeting shall be called by the Executive Committee. The Secretary shall give at least 21 days' notice of the Annual General Meeting to all members of the Charity. All members of the Charity shall be entitled to attend and vote at the meeting.

Before any other business is transacted at the first Annual General Meeting the persons present shall appoint a chairman of the meeting. The chairman shall be chairman of subsequent Annual General Meeting s, but if he or she is not present, before any business is transacted, the persons present shall appoint a chairman of the meeting.

The Executive Committee shall present to each Annual General Meeting the report and accounts of the Charity for the preceding year.

No person (other than an Honorary Officer elected pursuant to Clause F hereof) shall be appointed or re-appointed as a member of the Executive Committee at any General Meeting unless:

He is recommended by the Executive Committee; or

Not less than fourteen or more than thirty-five clear days before the date appointed for the General Meeting notice in writing signed by a member qualified to vote at the meeting and seconded by the signatures of not less than six members qualified to vote at the meeting has been given and is in the hands of the Secretary accompanied by written confirmation signed by the person proposed of his willingness to be appointed or re-appointed.

For the purpose of the election of members of the Executive Committee at any General Meeting the Secretary shall prepare a voting paper of all persons validly nominated listing them in alphabetical order.

Each member present may cast a vote for no more persons than there are vacancies on the Executive Committee and so that in no case shall the maximum number of members of the Executive Committee provided under clause G (1) be exceeded.

Where the Executive Committee in their absolute discretion so decide in relation to any resolution to be proposed at a Special General Meeting the votes may be given personally or by proxy and in such case the notice convening the meeting shall so state but unless the Executive Committee so decide all votes shall be given personally by those present at such Special General Meeting. Any instrument appointing a proxy (where the Executive Committee have so decided) shall be in writing and signed by the appointer and shall be in such general form or alternatively special form (affording members an opportunity to instruct the proxy how to vote) as the Executive Committee may first approve and supply to members for the purpose and the provisions for its signature and delivery to the Secretary prior to the meeting and otherwise regulating its use and procedure shall be such as the Executive Committee may from time to time determine and set out in writing in or together with the forms supplied to its members.

Q Special General Meetings

The Executive Committee may call a special general meeting of the Charity at any time. If at least ten members request such a meeting in writing stating the business to be considered the Secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state business to be discussed.

R Procedure at General Meetings

The Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Charity.

There shall be a quorum when 15 members of the Charity are present at any general meeting.

S Notices

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the Secretary of the Executive Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

T Alterations to the Constitution

Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than three fourths of the members present in person or by proxy at a Special General Meeting convened for that purpose and of which notice is to be served. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.

No amendment may be made to clause C (the objects clause), Clause I (Executive Committee members not to be personally interested clause), Clause U (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.

No amendment may be made which would have the effect of making the Charity cease to be a charity at law.

The Executive Committee should promptly send to the Commissioners a copy of any amendment made under this clause.

U Dissolution

If the members in Special General Meeting at any time decide that it is expedient to discontinue the Charity the money or property belonging to the Charity after payment of all expenses or liabilities properly incurred shall be distributed amongst such charitable organisations having similar object to this Charity operating in the City of Bath as the members with the approval of the Charity Commission may determine.

V Liability

No member of the Executive Committee shall be liable for any loss to the property of the Charity arising by reason of any improper investment made in good faith (so long as he shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by him or by any other Executive Committee member although the employment of such agent was strictly not necessary or expedient or by reason of any mistake or omission made in good faith by any Executive Committee member hereof or by reason of any other matter or thing other than wilful and individual fraud on the part of the Executive Committee member who is sought to be liable.

20th June 2000