

## Constitution

### Mid-Antrim Animal Sanctuary

(Charity Number: XR 12834)

This Association has been formed to further the interests of those individuals who wish to contribute to the welfare of animals in Northern Ireland. The name of the Association shall be the Mid-Antrim Animal Sanctuary (thereinafter referred to as the Association).

The Association shall be located at "Hurtletoot", Greystone Road, Antrim

There will be a set of rules for the Association agreed and amended under regulations agreed by members; these will be minimal and reserved within those parameters necessary for good governance. The Association abides by the rules in force at any particular time.

The members of the Association will be required to pay a regular subscription to help the smooth running of the Sanctuary. It will be non-profit making and all accounts will be professionally audited annually prior to the A.G.M. and will be included in the report of the Treasurer at the A.G.M.

The Association will provide a management structure to ensure the effective use of all resources to maximize benefit towards the overall objectives.

The aim of the Association will be to provide the facility for as many animals in need of welfare facilities as practical, within the limits of available resources and capabilities.

*As amended at the A.G.M. on Wednesday 27<sup>th</sup> September 2006.*

*Further amendments ratified by the E.G.M. on Wednesday 28<sup>th</sup> November 2007.*

*Further amendments ratified by the A.G.M. on Wednesday 6<sup>th</sup> October 2010*

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### **1. Objectives:**

- 1.1 The protection of all animals from ill usage, suffering and distress by providing for their rescue, care and treatment. No animal in the care of the Association shall be subjected to euthanasia, except to terminate life in the event of untreatable, unacceptable suffering or torment caused by disease, illness, disorder or grave injury.
- 1.2 To organize, develop and promote animal welfare in Northern Ireland.
- 1.3 The advancement of public education in animal welfare.
- 1.4 To raise and provide financial support directly and indirectly for the benefit of animal welfare and the Association in particular.
- 1.5 The Association shall have the power to affiliate to any appropriate National Body and to any external organization in full or in part.

### **2. In furtherance of the above objectives, but not further or otherwise, the Association may:**

- 2.1 Provide, maintain and equip premises and facilities designed to carry out the objectives of the Association.
- 2.2 Organize or assist in organizing classes, workshops, training courses, meetings, exhibitions, events and activities consistent with the objectives of the Association.
- 2.3 Recruit, train and utilize volunteers with the relevant skills to carry out the work of the Association.
- 2.4 Employ such paid staff (not being office bearers of the Association) as may be necessary for the furtherance of the above objectives upon such normal and reasonable terms and conditions as the Association may decide.
- 2.5 Cooperate to such an extent as may be necessary with voluntary and statutory agencies and the inhabitants of the area to benefit and advance the said objectives.
- 2.6 Receive funds and invite or receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise provided that the Association shall not undertake any form of profitable trading other than Charity Shop outlets.
- 2.7 Promote and carry out, or assist in promoting and carrying out, research, surveys and investigations and publish useful results thereof.
- 2.8 Write, print, publish, distribute and sell books, periodicals, magazines, pamphlets, posters, sound and visual recordings, film and communications in any form as shall further its objectives.
- 2.9 Purchase, take, lease, exchange, hire or otherwise acquire property and any rights and privileges necessary for the attainment of the said objectives and construct, maintain and alter any buildings or edifices so necessary as aforesaid.
- 2.10 Establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objectives of the Association.
- 2.11 Do all such lawful things as may be necessary for the attainment of the above objectives.
- 2.12 The Association shall be non-political and non-sectarian and in existence purely in pursuit of the objectives outlined above for the benefit of animals.

### **3. Membership**

- 3.1 Membership will be open to all persons who have a genuine interest in animal welfare and support the objectives of the Association (set out at 1 above), subject to approval of the Executive Management Committee.
- 3.2 It will be within the scope of the Executive Management Committee to reject any application for membership without a requirement to provide an explanation.
- 3.3 There will be provision for young people to become junior members of the Association. Junior membership will be for those under 16 years of age. Junior members will not have a vote at any meeting.

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- 3.4 Persons who are duly registered following payment of the annual subscription fee currently in force will be deemed to be members of the Association.
- 3.5 It shall be a condition of membership that the membership fee is fully paid (the amount to be set annually by members at the A.G.M.; therefore this must be included in the A.G.M. agenda).
- 3.6 Members who are in arrears in respect of subscription fees shall not be eligible to attend or vote at any meeting of the Association; nor shall such members be eligible for election to office.
- 3.7 Once accepted into membership a member has the right to membership unless disqualification under paragraph 4.2 of the Constitution is considered necessary.
- 3.8 Sponsors of long-term dogs and kennel sponsors shall be deemed to be fully paid-up members of the Association, with an exemption to such annual fee as referred to at 3.5 above.
- 3.9 Where a sponsor is a business rather than an individual, then that business shall be deemed to be a single member and be entitled to one vote at any Annual General Meeting. The person voting will be a designated representative of that business and shall be in possession of the businesses membership card.
- 3.10 Appointments at 3.8 and 3.9 can be terminated at the discretion of the Executive Management Committee.

### **4. Termination of Membership**

- 4.1 Membership of the Association will be deemed to have terminated if the subscription fees are not paid. It is the member's responsibility to ensure that payment is made.
- 4.2 The Executive Management Committee shall have the right, for good and sufficient reason, to terminate the membership of any member.
- 4.3 Before 4.2 can be evoked the individual member will be offered the opportunity to be heard by the Executive Management Committee before a final decision is made.

### **5. Subscription Fees**

- 5.1 All members shall pay an Annual Subscription Fee at the level determined by the Committee, approved at the A.G.M. If a member leaves the Association mid-year a refund of subscription fee will not be paid. If a member rejoins within the year the full subscription fee will be payable.
- 5.2 Notice of the subscription rate shall be given at the A.G.M. or E.G.M. of the Association.
- 5.3 The membership of the Association shall run from 1<sup>st</sup> April until 31<sup>st</sup> March.

## **STRUCTURE**

### **6. Trustees**

- 6.1 Trustees shall be appointed by the Executive Management Committee and will number at least 3 and not more than 5 for the purpose of ensuring the objectives of the Association are being pursued (as stipulated in 1.1 to 1.5 inclusive) and to be accountable in relation to any monies or property belonging to the Association and to ensure remedial action is taken to identify any financial shortcomings.
- 6.2 Trustees will hold office for 3 years when they will retire; a retiring Trustee will be eligible for re-appointment subject to the terms set out in 6.1 above.
- 6.3 The Executive Management Committee shall have the discretion to appoint, at any time, additional Trustees to fill a vacancy or as an addition to the existing Trustees.
- 6.4 The period of office of these Trustees will terminate on a rolling basis at the A.G.M. That is, one trustee only will retire in any year, although any "additional Trustee" appointment will terminate at the A.G.M. following. Again re-appointment is possible subject to the terms of 6.1 above.
- 6.5 Trustees will hold no other posts within the Mid-Antrim Animal Sanctuary.

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### **7. Executive Management Committee**

- 7.1 The Executive Management Committee shall comprise the Chairperson, Honorary Secretary, Honorary Treasurer and nine appointed Committee Members of the Association.
- 7.2 The Committee will be elected at the A.G.M. and the following shall apply:
- Chairperson – will only have a vote in the event of a tied decision in which case he/she shall have the casting vote
  - Honorary Secretary – will have a vote.
  - Honorary Treasurer – will have a vote.
  - Committee Members – will have a vote.
- 7.3 A Vice-Chairperson shall be elected at the first Committee meeting after the A.G.M. and will deputize in the absence of the Chairperson; in such an event that Committee Member will assume the voting rights of the Chairperson.
- 7.4 Any casual vacancy on the Committee may be filled by nomination by the Committee and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next A.G.M. of the Association, although the temporary office bearer shall be eligible for re-election at that meeting.
- 7.5 The Executive Management Committee shall have the right to appoint “Associate Members” who shall be persons of special knowledge or experience which the Committee deems will benefit the Association. Associate Members shall not be entitled to vote at General Meetings of the Association.
- 7.6 The Executive Management Committee shall have the power to co-opt members of the Association who have special contribution to make to the work of the Association. The Executive Management Committee shall determine whether voting rights will be afforded to such co-opted members at the time of appointment.
- 7.7 All the Officers and Committee Members will be prepared to undertake a shared responsibility in the day-to-day running of the Association.
- 7.8 The quorum at meetings of the Committee shall be any 5 members, one of which must be an Officer, for the execution of the business of the Committee at any meeting of which due notice has been given.
- 7.9 The Committee may appoint such special or standing committees as may be deemed necessary by the Committee and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such special or standing committees shall be reported back to the Executive Management Committee for ratification.
- 7.10 The Executive Management Committee shall be responsible for the appointment of Sanctuary staff. Staff will be directly responsible and accountable to the Manager, the Assistant Manager and to the Committee. Managers are required to attend the Executive Management Committee meeting at least 4 times per year in order to ensure that the Association’s objectives are being met.
- 7.11 All persons standing or in office shall declare any pecuniary interest in the running of the Association so that the membership may consider such interests when voting.
- 7.12 Elected Executive Management Committee members of the Mid-Antrim Animal Sanctuary will hold no other positions of authority within the Association.
- 7.13 A Member or Officer of the Committee shall cease to be a member thereof:
- Upon giving the Honorary Secretary of the Committee written notice of his/her intention to resign.
  - Upon failing to attend 2 consecutive monthly meetings of the Committee without giving a reason approved by the Committee.
  - Upon the passing of a resolution terminating his/her membership of the Committee.

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### **8. Committee: Nominations and Elections**

- 8.1 Not less than twenty-eight days prior to each Annual General Meeting the Secretary of the Association shall send to each member of the Association a list of the Officers and Ordinary Members of the Executive Management Committee, with a clear indication of those Officers and Committee Members who are willing to stand for re-election; he/she at the time will invite nominations for any vacancies arising.
- 8.2 Nominations for vacancies must be received by the Secretary at least 21 days prior to the Annual General Meeting.
- 8.3 If the number of nominations for vacant posts exceeds the number of vacancies then an election must be held. Seven days prior to the Annual General Meeting a ballot paper will be sent to every member of the Association.
- 8.4 Ballot papers must be received by the Secretary prior to the opening of the Annual General Meeting.
- 8.5 Two scrutinizers, not being candidates for election, shall be appointed prior to the Annual General Meeting to count the ballot papers and to report to the Chairperson of the meeting.
- 8.6 In the event of a tie, the Chairperson has the casting vote.
- 8.7 Officers and Ordinary Members of the Committee shall be elected to serve for one year.

### **9. Committee: Business**

- 9.1 The Secretary shall arrange the meetings of the Committee as directed by the Chairperson, or four other Members of the Committee.
- 9.2 At meetings of the Committee the chair shall normally be taken by the Chairperson of the Committee or failing him/her by the nominated deputy within the Committee.
- 9.3 Any five Members of the Committee, one of which must be an Officer, shall constitute a quorum for the execution of the business of the Committee at any meeting of which due notice has been given.
- 9.4 Committee Members who cannot attend any meeting and who are aware of a particular issue being raised, in advance or otherwise, shall be afforded the opportunity to lodge their vote in absentia with the Secretary of the Committee.
- 9.5 Any question that is not decided without a division shall be decided by a simple majority of the Members of the Committee. In the event of a tied decision the Chairperson shall have a casting vote.

### **10. Sub-Committees**

- 10.1 The Committee shall appoint such Sub-Committees as it deems fit.
- 10.2 No Member may hold a position on more than two Sub-Committees, although this will not de-bar any Member from providing assistance to any Sub-Committee.
- 10.3 Each Sub-Committee will appoint a Secretary who will be responsible for reporting to the Executive Management Committee and recording minutes of Sub-Committee Meetings.

### **11. Committee: Meetings**

- 11.1 Members of the Association may attend Committee Meetings only by invitation approved by at least one Officer of the Committee.
- 11.2 Minutes of proceedings at Committee or Sub-Committee Meetings shall be recorded.
- 11.3 The Executive Management Committee shall meet for the conduct of business on a monthly basis (or more frequently if the need arises) on a day and time to be agreed by the Committee. The minutes of the previous meeting shall be presented at the beginning of each meeting.

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- 11.4 The record of meetings of any Sub-Committee shall be presented at the next available Committee Meeting.

### **12. Annual General Meeting**

- 12.1 The Annual General Meeting (A.G.M.) of the Association shall be held in each year at such a time (not being more than fifteen months after the preceding A.G.M.) and place as the Executive Management Committee shall determine. At least twenty-eight clear days' notice of this meeting shall be given to the members.

- 12.2 The purpose of the Annual General Meeting (A.G.M.) shall be:

- To receive the annual report of the Chairperson and the Secretary.
- To receive the annual accounts of the Association duly prepared and reported on in accordance with the Charities Act (Northern Ireland) 2008, including the accounts of all sub-committees and the Treasurer's Report.
- The resignation and election of the Executive Management Committee.
- The election of the Office Bearers.
- To resolve notices of motions.
- To consider proposals to amend the Constitution, if such proposals are presented.
- To review standing orders.
- To appoint accountants to report on the annual accounts in accordance with the Charities Act (Northern Ireland) 2008.

- 12.3 Agenda for A.G.M.

- Apologies
- Minutes from previous A.G.M.
- Chairperson's Report
- Secretary's Report
- Treasurer's Report
- Resignation of Committee
- Election of Committee and Office Bearers
- Resolutions of any motions for which proper notice was given
- Any other business
- Nominations for Officers and Executive Management Committee Members and motions for the A.G.M. shall be made in writing to the Secretary at least 21 days before the meeting

### **13. Extraordinary General Meeting (E.G.M.)**

- 13.1 An Extraordinary General Meeting of the Association shall be called at seven clear days' notice in writing by the Secretary on the written demand of ten members of the Association or by the Chairperson at the request of a quorum of the Executive Management Committee. The notification of the meeting shall include a statement of the business to be transacted.

- 13.2 No business other than that in the notification of an E.G.M. shall be discussed.

- 13.3 Public meetings may be called from time to time on direction of the A.G.M. or by the Executive Management Committee to deal with special issues or topics, to sound out local opinion for educational purposes, to gain support for action and activities and to keep the general membership informed of the work of the Association. Any recommendations of such meetings will be considered by the Executive Management Committee or a General Meeting of the Association if specific action is required.

- 13.4 The members of the Association who attend the A.G.M. shall be deemed to form a quorum.

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### **14. Meeting Procedures**

- 14.1 Voting: All issues raised at any meeting shall be resolved by a simple majority of those present and entitled to vote. No person shall have more than one vote. The Chairperson if necessary can exercise a casting vote. Vote shall be by a show of cards bearing the member's name. If a member does not have a card in their possession, their eligibility to vote must be confirmed by at least one Officer of the Executive Management Committee. Voting may be secret if requested by a member and supported by a majority of those present.
- 14.2 The Secretary will keep minutes of all meetings.

### **15. Finance**

- 15.1 The funds of the Association which will normally be derived from annual subscriptions, voluntary donations, fund-raising events and/or any other lawful source, shall be under the control of the Executive Management Committee.
- 15.2 Accounts shall be paid by the Treasurer when duly authorized by the Executive Management Committee.
- 15.3 The Treasurer shall keep proper accounts to comply with the Charities Act (Northern Ireland) 2008 which shall be closed on 31<sup>st</sup> March each year. Such accounts when duly reported on by the reporting accountant shall be presented at the Annual General Meeting.
- 15.4 The Treasurer shall present a statement of financial standing at each normal Executive Committee meeting, highlighting the major income and expenditure since the previous meeting.
- 15.5 No purchases can be made for anything, other than direct animal care, without prior approval of the Executive Management Committee. In exceptional circumstances, approval for small purchases of an emergency nature can be sanctioned by two Officers of the Executive Management Committee. The Sanctuary Manager shall be provided with an operating budget, of a sum agreed by the Committee, which will be the subject of report at Committee Meetings.
- 15.6 The income and property of the Association, from wherever it is obtained, shall be applied solely towards the promotion of the purposes of the Association as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly in any manner by way of profit to any member of the Association. Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the Association or the repayment of out-of-pocket expenses incurred in the course of the Association's business by any Officer or other member appointed to act on behalf of the Association. The Association, or its Treasurer on its behalf, shall cause proper books of account to be kept with respect to all sums of money received and paid out by the Association and the matters in respect of which such receipts and expenditure take place.
- 15.7 An account shall be opened in the name of the Association at a Bank, to be approved by the Executive Management Committee into which monies received on behalf of the Association shall be paid by the Treasurer or other responsible official. Cheques for the payment of all accounts shall be signed by one of three persons appointed by the Executive Management Committee and also by the Treasurer as the Committee may decide. Other bank accounts may be established for special purposes and such accounts shall be in the name of the Association.

### **16. The Associations' Year and Audit**

- 16.1 The Association's year shall run from 1<sup>st</sup> April to 31<sup>st</sup> March. At least once every year accounts shall be prepared in accordance with Charities Act (Northern Ireland) 2008 by reporting accountants appointed by the Annual General Meeting.

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### **17. Duties of Sanctuary Staff**

- 17.1 Sanctuary staff are required to carry out the duties and responsibilities as set out in their job descriptions. These will be drawn up and approved by the Executive Management Committee, a copy of which shall be provided and signed for by each employee in accordance with current legislation and given along with their contract of employment.
- 17.2 The Executive Management Committee reserves the right to update the aforesaid documents as required. The process outlined in 17.1 will be followed in regard to the issuing of these amended documents.
- 17.3 The signing of the aforesaid documents constitutes acceptance of the terms and conditions of employment by Sanctuary staff.

#### **Sanctuary Manager/Assistant Manager**

- 17.4 These are crucial positions within the Association; the holders of these positions must have accountability to the Executive Management Committee and they must use their staff and volunteers effectively and efficiently as part of their management role in order to further the Association's objectives.
- 17.5 The position specification should include the identification of responsibilities and level of decision-making authorized.
- 17.6 Any expectations should also be stated, i.e. the manager shall attend the A.G.M. and/or Committee Meetings to present reports as specified.

#### **Sanctuary Assistants**

- 17.7 As with the Sanctuary Manager and Assistant Manager a contract of employment and job description are required.
- 17.8 The position specification should include the identification of responsibilities and reporting structure.

### **18. Sanctuary and Shop Volunteers**

- 18.1 All volunteers who work on behalf of the Association are subject to Executive Management Committee approval.
- 18.2 It will be within the scope of the Executive Management Committee to reject the application or services of any volunteer without a requirement to provide an explanation.
- 18.3 All volunteers must hold current membership of the Association.
- 18.4 The Association shall not be held liable for any damage, loss or injury incurred by volunteers while in pursuance of Association business.
- 18.5 Sanctuary volunteers shall be accountable to the Sanctuary Manager/Assistant Manager who can and will allocate duties as required; shop volunteers shall be directly accountable to the Executive Management Committee.
- 18.6 All volunteers must complete and sign a form detailing next of kin, medical conditions and any up-to-date vaccinations.
- 18.7 Volunteers under the age of 16 must be accompanied by a responsible adult at all times and, in the case of Sanctuary volunteers, must not be in sole control of an animal.
- 18.8 Volunteers must familiarize themselves with the Health and Safety information provided and follow the rules therein. Volunteers must take reasonable care of their own health and safety and that of others who may be affected by their acts or omissions.
- 18.9 Training and guidance as appropriate will be provided for all tasks required of volunteers.
- 18.10 All volunteers must sign an appropriate log detailing their presence, i.e. time in/out and any appropriate comments.
- 18.11 Volunteers should, at all times, wear an appropriate item of clothing identifying them as an Association volunteer.



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### **19. Alteration of the Constitution**

- 19.1 Alterations to the Constitution shall receive the assent of not less than two-thirds majority of the members present and voting.
- 19.2 A resolution for the alteration of the Constitution shall be received by the Secretary at least 21 clear days before the Meeting at which the resolution is to be brought forward. The Secretary shall give members at least fourteen clear days' notice of such a Meeting and shall include notice of the alterations proposed. No alteration may be made which would cause the organization to cease to be a charity in law.

### **20. Indemnity**

- 20.1 The Association may indemnify and keep indemnified every Officer, member, volunteer or employee of the Association from, and against, all claims, demands, actions and proceedings (and all costs and expenses in connection therewith or arising there from) made or brought against the Association in connection with its activities, the actions of its Officers, members, volunteers and employees, or in connection with its property and equipment.

### **21. Dissolution**

- 21.1 The Association may be dissolved at any time by a resolution passed by not less than two-thirds majority of those members present and voting at a general and quorate meeting of the Association of which at least twenty-one clear days' notice shall have been given to all members of the Association.
- 21.2 The Executive Management Committee shall then task the Trustees of the Association with the disposal of any assets held by or in the name of the Association, provided that if any property remains after the satisfaction of all debts and liabilities, such property shall not be paid to or distributed among the members of the Association, but shall be given or transferred to such other charitable institution or institutions having objects similar to some or all of the objects of the Association as the Association shall determine. Such distribution shall not take place until three months after the dissolution of the Association.