



# Articles of Association of the Ecology Detection Dogs of Britain and Ireland Working Group

## 1. Name

The name of the Group (“the Working Group”) is the Ecology Detection Dogs of Britain and Ireland Working Group.

## 2. National location of principal office

The principal office of the Ecology Detection Dogs of Britain and Ireland Working Group is in England. The principal office is the office address of the secretariat.

## 3. Object[s]

The object of the Working Group is to promote the use of ecology dogs in the conservation, protection and enhancement of the physical and natural environment by:

- Promoting the development of research and evidence-based standards
- **Supporting** the development of a training and accreditation process for ecology dogs and handlers
- Encouraging the development and collaboration of a community of key partners, professional organisations, NGO’s and statutory agencies
- Creating a culture of responsible and ethical dog use

### 3.1 Specific Purposes

Specific purposes are identified and explained below. **These purposes will align with the specific ‘Charitable Purposes’ of an organisation, should charitable status be sought in the future.**

#### 3.1.1 The advancement of education

The Working Group specifically aims **to input to and support** the development of a formalised training and accreditation process for ecology dogs and handlers.

Although training will be provided at a cost by third parties, the Working Group will act as an independent, non-aligned entity to further the objects specified here.

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Dog training and handling is a lifelong learning process. In an ecological context the learning is subsequently often applied in research, thus adding to and advancing our collective knowledge. The advancement of individual capabilities will further the public knowledge base and skills of the wider dog training and handling community, and our group aims to facilitate such community building.

The Working Group will also advance and benefit the education of the public by providing a point of contact and information hub whereby both public and professionals can be educated on the potentials, capabilities and safe use of detection dogs and handler teams.

The use of detection dogs is currently unregulated, and our organisation aims to be at the core of the development and improvement of standards in this arena.

### **3.1.2 The advancement of the arts, culture, heritage or science**

The Working Group specifically aims to promote the use of detection dogs for research purposes and within scientific research projects.

The Working Group contains a specific research 'theme' which will conduct and disseminate suitable research. This will include the development of evidence-based guidance.

In addition, the Working Group provides a hub to link industry requirements with suitably skilled practitioners, such that research and commercial projects can be advanced, and learning outcomes developed and distributed.

Use of dogs is a sustainable, low technology solution to many difficult conservation problems, and use of dogs in research is growing around the world. As an expanding field, use of ecology detection dogs is expected to become more widespread in Britain and Ireland, and the requirement for rigorous standards will be a vitally important component of this progression. The Working Group aims to work closely with statutory and professional bodies in the development of these objects.

The Working Group may become involved directly in research or conservation projects on a non-commercial basis.

### **3.1.3 The advancement of environmental protection or improvement**

The Working Group aims specifically to promote the conservation, protection and improvement of the physical and natural environment via the development of detection dogs as a tool in ecology and conservation.

Ecology detection dogs and handlers are deployed and employed on an enormous variety of ecological projects, all of which are ultimately of significant benefit to our communities. Most are directly related to the conservation of protected flora, fauna or the environment (e.g. detecting rare or cryptic species, helping to map species distributions). Many projects search for invasive species which can have enormous negative effects on native biodiversity or

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significant negative commercial effects (e.g. fouling of aquatic systems). Other projects involve the use of dogs to determine the effects of renewable energy projects on biodiversity and the wider environment (e.g. searching for carcasses of bats and birds at wind turbines, searching for invasive species in relation to development projects).

Use of dogs is a sustainable, low technology tool for many difficult conservation problems, and use of dogs in research is growing around the world. The results of these projects inform conservation decisions and environmental protection for the wider community of humankind and are thus of substantial public benefit.

As an expanding field, use of ecology detection dogs is expected to become more widespread in Britain and Ireland, and the requirement for rigorous standards will be a vitally important component of this progression. The Working Group aims to work closely with statutory and professional bodies in the development of these objects.

### 3.1.4 The advancement of animal welfare

The Working Group is substantially concerned with, and involved in, the development and promotion of high standards of animal welfare for working conservation/ecology dogs.

Through the advancement of training standards and protocols for accreditation, dog safety and welfare will be to the fore. Via the development of such standards, along with the development and promotion of a caring and kind community and the dissemination of community knowledge, we will promote a culture of responsible dog use within the detection dog community. This will include dog comfort and safety at home and when working, canine first aid and identifying when veterinary care is required.

Such **welfare** standards will also **be applied to** the protection of target and non-target wildlife encountered in the course of projects using dogs in the environment.

### 3.1.5 Any other charitable purposes

A core aim of the Working Group will be to promote the use of ecology detection dogs as an industry in its own right and as a professional tool in the wider sphere of industry and commerce.

## 4. Powers

The Working Group has the power to do anything which is calculated to further its objects, or is conducive or incidental to doing so. In particular, the Working Group's powers include the power to:

- (1) borrow money and charge the whole or any part of its property as security for the repayment of the money borrowed;
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(2) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

(3) sell, lease or otherwise dispose of all or any part of the property belonging to the Working Group;

(4) employ and remunerate such staff as are necessary for carrying out the work of the Working Group. The Working Group may employ or remunerate a board member only to the extent that it is permitted to do so by clause 6 of these articles (“Benefits and payments to board and connected persons”) and provided it complies with the conditions of those clauses;

(5) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the Working Group to be held in the name of a nominee, in the same manner and subject to the same conditions as the board members of a trust are permitted to do by the Trustee Act 2000;

## 5. Application of income and property

The income and property of the Working Group must be applied solely towards the promotion of the objects.

(a) A board member is entitled to be reimbursed from the property of the Working Group or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Working Group.

(b) A board member may benefit from indemnity insurance cover purchased at the Working Group’s expense **in relation to activities undertaken on behalf of and with the approval of the group**

None of the income or property of the Working Group may be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit to any member of the Working Group. This does not prevent a member who is not also a board member receiving:

(a) a benefit from the Working Group as a beneficiary of the Working Group;

(b) reasonable and proper remuneration for any goods or services supplied to the Working Group.

Nothing in this clause shall prevent a board member or connected person from receiving any benefit or payment which is authorised by Clause 6.

## 6. Benefits and payments to the board and connected persons

### 6.1 General provisions

No board member or connected person may:

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- (a) buy or receive any goods or services from the Working Group on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the Working Group **outwith the provisions of Clause 6.2;**
- (c) be employed by, or receive any remuneration from, the Working Group;
- (d) receive any other financial benefit from the Working Group;

unless the payment or benefit is permitted by sub-clause (6.2) of this clause, or authorised by a court. In this clause, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

## **6.2 Scope and powers permitting board members or connected persons’ benefits**

- (a) A board member or connected person may receive a benefit from the Working Group as a beneficiary of the Working Group provided that a majority of the board do not benefit in this way.
- (b) A board member or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Working Group where that is permitted **such as** in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- (c) Subject to sub-clause (6.3) of this clause a board member or connected person may provide the Working Group with goods that are not supplied in connection with services provided to the Working Group by the board member or connected person.
- (d) A board member or connected person may receive interest on money lent to the Working Group at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A board member or connected person may receive rent for premises let by the board member or connected person to the Working Group. The amount of the rent and the other terms of the lease must be reasonable and proper. The board member concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A board member or connected person may take part in the normal trading and fundraising activities of the Working Group on the same terms as members of the public.

## **6.3 Payment for supply of product only – controls**

The Working Group and its board may only rely upon the authority provided by sub-clause (6.2.c) of this clause if each of the following conditions is satisfied:

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- (a) The amount or maximum amount of the payment for the product is set out in a written agreement between the Working Group and the board member or connected person supplying the product (“the supplier”).
- (b) The amount or maximum amount of the payment for the product does not exceed what is reasonable in the circumstances for the supply of the product in question.
- (c) The other board members are satisfied that it is in the best interests of the Working Group to contract with the supplier rather than with someone who is not a board member or connected person. In reaching that decision the board must balance the advantage of contracting with a board member or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or with regard to the supply of product to the Working Group.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of board is present at the meeting.
- (f) The reason for their decision is recorded by the board in the minute book.
- (g) A majority of the board then in office are not in receipt of remuneration or payments authorised by clause 6.

**6.4 In sub-clauses (6.2) and (6.3) of this clause:**

- (a) “the Working Group” includes any company in which the Working Group:
  - (i) holds more than 50% of the shares; or
  - (ii) controls more than 50% of the voting rights attached to the shares; or
  - (iii) has the right to appoint one or more directors to the board of the company;
- (b) “connected person” includes any person within the definition set out in clause [30] (Interpretation);

**7. Conflicts of interest and conflicts of loyalty**

A board member must:

- (a) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Working Group or in any transaction or arrangement entered into by the Working Group which has not previously been declared; and
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(b) absent himself or herself from any discussions of the board in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the Working Group and any personal interest (including but not limited to any financial interest).

Any board member absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the board on the matter.

## 8. Liability of members to contribute to the assets of the Working Group if it is wound up

If the Working Group is wound up, the members of the Working Group have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

## 9. Membership of the Working Group

### 9.1 Admission of new members

#### (a) Eligibility

Membership of the Working Group is open to anyone who is interested in furthering its purposes, and who, by applying for membership, has indicated his, her, or its agreement to become a member and acceptance of the duty of members set out in sub-clause (9.3) of this clause. A member may be an individual, a corporate body, or an individual or corporate body representing an organisation which is not incorporated.

All members of the board of the Working Group shall be members of the Working Group.

#### (b) Admission procedure

The board:

(i) may require applications for membership to be made in any reasonable way that they decide;

(ii) shall, if they approve an application for membership, notify the applicant of their decision within 21 days;

(iii) may refuse an application for membership if they believe that it is in the best interests of the Working Group for them to do so;

(iv) shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and

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(v) shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

## **9.2 Transfer of membership**

Membership of the Working Group cannot be transferred to anyone else except in the case of an individual or corporate body representing an organisation. Such membership may be transferred by the parent organisation to a new representative. Such transfer of membership does not take effect until the Working Group has received written notification of the transfer.

## **9.3 Duty of members**

(a) It is the duty of each member of the Working Group to exercise his or her powers as a member of the Working Group in the way he or she decides in good faith would be most likely to further the purposes of the Working Group.

(b) Every member shall be responsible for updating their own contact details, including email addresses, during the period of membership. Changes notified must be given 14 days to take effect, and members should use other means to monitor for notifications of meetings etc during this period.

## **9.4 Termination of membership**

(a) Membership of the Working Group comes to an end if:

(i) the member dies, or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist; or

(ii) the member sends a notice of resignation to the board; or

(iii) any sum of money owed by the member to the Working Group is not paid in full within six months of its falling due; or

(iv) the board decide that it is in the best interests of the Working Group that the member in question, **or their parent organisation if a representative**, should be removed from membership, and pass a resolution to that effect.

(b) Before the board take any decision to remove someone **or an organisation** from membership of the Working Group they must:

(i) inform the member of the reasons why it is proposed to remove him, her or it from membership;

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- (ii) give the member at least 21 clear days' notice in which to make representations to the board as to why he, she or it should not be removed from membership;
- (iii) at a duly constituted meeting of the board, consider whether or not the member should be removed from membership;
- (iv) consider at that meeting any representations which the member makes as to why the member should not be removed; and
- (v) allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

### 9.5 Membership fees

The Working Group will require members to pay reasonable membership fees to the Working Group. The membership categories and associated fees will be reviewed at each AGM.

As the group is focused on action within the United Kingdom and Republic of Ireland (Éire), members from outside these jurisdictions will not have voting rights (apart from board members who may vote on all matters).

### 9.6 Informal or associate (non-voting) membership

(a) The board may create associate or other classes of non-voting membership and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.

(b) Other references in this constitution to "members" and "membership" do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations, or Dissolution Regulations.

### 9.6 Current Membership Categories and Fees

Membership Fees are currently set as follows

<b>Membership Type</b>	<b>Voting Rights</b>	<b>Annual Fee (£ Stg)</b>
Individual Supporter	No	0
Individual Member	Yes (1 vote)	0
Corporate	Yes (1 vote)	0



## 10. Members' decisions

### 10.1 General provisions

Decisions regarding the operation of the Working Group will primarily be taken by the board in accordance with clause (17). Where the board determine that an issue is more properly taken by the **voting membership as a whole**, such decisions will be put **to the eligible voting members** in accordance with the procedure given in this section. A simple majority of board present at a quorate meeting of the board will be required to decide if any matter is put to wider membership

Except for those decisions that must be taken in a particular way as indicated in sub-clause (10.4) of this clause, decisions of the members of the Working Group may be taken either by vote at a general meeting as provided in sub-clause (10.2) of this clause or by written resolution as provided in subclause (10.3) of this clause.

### 10.2 Taking ordinary decisions by vote

Subject to sub-clause (10.4) of this clause, any decision of the members of the Working Group may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting (including **eligible** votes cast by postal or email ballot, and proxy votes).

### 10.3 Taking ordinary decisions by written resolution without a general meeting

(a) Subject to sub-clause (10.4) of this clause, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:

(i) a copy of the proposed resolution has been sent to all the members eligible to vote, and

(ii) a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature (or in the case of an organisation which is a member, by execution according to its usual procedure), by a statement of their identity accompanying the document, or in such other manner as the Working Group has specified.

(b) The resolution in writing may comprise several copies to which one or more members has signified their agreement.

(c) Eligibility to vote on the resolution is limited to members who are voting members of the Working Group, **whose fees are paid by** the date when the proposal is first circulated in accordance with paragraph (a) above.

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(d) Not less than 10% of the members of the Working Group may request the board to make a proposal for decision by the members.

(e) The board must, within 21 days of receiving such a request, comply with it if:

(i) The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;

(ii) The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and

(iii) Effect can lawfully be given to the proposal if it is so agreed.

(f) Sub-clauses (a) to (c) of this clause apply to a proposal made at the request of members

#### **10.4 Decisions that must be taken in a particular way**

(a) Any decision to remove a board member must be taken in accordance with clause [15.2.]

(b) Any decision to amend this constitution must be taken in accordance with clause [28] of this constitution (“Amendment of Constitution”).

(c) Any decision to wind up or dissolve the Working Group must be taken in accordance with clause [29] of this constitution (“Voluntary winding up or dissolution”).

(d) Any decision to amalgamate or transfer the undertaking of the Working Group to one or more other groups or entities must be taken such as in accordance with the provisions of the Charities Act 2011.

## **11. General meetings of members**

### **11.1 Types of general meeting**

There must be an annual general meeting (AGM) of the members of the Working Group. The first AGM must be held within 18 months of the registration of the Working Group, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the board’ annual report, and must elect board as required under clause [13] (“Appointment of Board”). Other general meetings of the members of the Working Group may be held at any time. All general meetings must be held in accordance with the following provisions.

### **11.2 Calling general meetings**

(a) The board:

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(i) must call the annual general meeting of the members of the Working Group in accordance with sub-clause (11.1) of this clause, and identify it as such in the notice of the meeting; and

(ii) may call any other general meeting of the members at any time.

(b) The board must, within 14 days, call a general meeting of the members of the Working Group if:

(i) they receive a request to do so from at least 10% of the members of the Working Group; and

(ii) the request states the general nature of the business to be dealt with at the meeting and is authenticated by the member(s) making the request.

(c) If at the time of any such request, there has not been any general meeting of the members of the Working Group for more than 12 months, then sub-clause (b)(i) of this clause shall have effect as if 5% were substituted for 10%.

(d) Any such request may include particulars of a resolution that may properly be proposed and is intended to be proposed, at the meeting.

(e) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.

(f) Any general meeting called by the board at the request of the members of the Working Group must be held within 28 days from the date on which it is called.

(g) If the board fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.

(h) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.

(i) The Working Group must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the board to duly call the meeting, but the Working Group shall be entitled to be indemnified by the board who were responsible for such failure.

### **11.3 Notice of general meetings**

(a) The board, or, as the case may be, the relevant members of the Working Group, must give at least 14 clear days' notice of any general meeting to all of the members.

(b) If it is agreed by not less than 90% of all members of the Working Group, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (11.3.a) of this clause have not been met. This sub-clause does not apply where a specified

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period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.

(c) The notice of any general meeting must:

(i) state the time and date of the meeting:

(ii) give the address at which the meeting is to take place (or include a link to the meeting if it is to be online);

(iii) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and

(iv) if a proposal to alter the constitution of the Working Group is to be considered at the meeting, include the text of the proposed alteration;

(v) include, with the notice for the AGM, the annual statement of accounts and board' annual report, details of persons standing for election or re-election as board member, or where allowed under clause [22] ("Use of electronic communication"), details of where the information may be found on the Working Group's website.

(d) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

(e) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the Working Group.

(f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the board but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

#### **11.4 Chairing of general meetings**

The person nominated as chair by the board under clause [19.2] ("Chairing of meetings"), shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the Working Group who are present at a general meeting shall elect a chair to preside at the meeting.

#### **11.5 Quorum at general meetings**

(a) No business may be transacted at any general meeting of the members of the Working Group unless a quorum is present when the meeting starts.

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(b) Subject to the following provisions, the quorum for general meetings shall be the greater of 5%, or three members, with at least one board member of the Working Group present. An organisation represented by a person present at the meeting in accordance with sub-clause (11.7) of this clause, is counted as being present in person.

(c) If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.

(d) If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time, and place at which the meeting will resume must either be announced by the chair or be notified to the members at least seven clear days before the date on which it will resume.

(e) If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.

(f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the board but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

### **11.6 Voting at general meetings**

(a) Any decision of the members other than one falling within clause [10.4] (“Decisions that must be taken in a particular way”) shall be taken by a simple majority of votes cast at the meeting (including proxy and postal votes). Every member has one vote unless otherwise provided in the rights of a particular class of membership under this constitution.

(b) A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person or by proxy at the meeting.

A show of hands may be accepted on digital platforms if such a facility exists, **it is clear who is casting the vote** and it is unambiguous within the software.

(c) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.

(d) A poll may be taken:

(i) at the meeting at which it was demanded; or

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- (ii) at some other time and place specified by the chair; or
- (iii) through the use of postal or electronic communications.

(e) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.

(f) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

### **11.7 Representation of organisations and corporate members**

An organisation or a corporate body that is a member of the Working Group may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of the Working Group. The representative is entitled to exercise the same powers on behalf of the organisation or corporate body as the organisation or corporate body could exercise as an individual member of the Working Group. The nomination of an individual to act as a representative must be supplied in writing or by email, allowing a period of 14 days **prior to the meeting in question** for such nomination to come into effect.

### **11.8 Adjournment of meetings**

The chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

## **12. The Board**

### **12.1 Functions and duties of the board**

The board shall manage the affairs of the Working Group and may for that purpose exercise all the powers of the Working Group including deciding whether decisions should be taken by the board or put to a vote of members. It is the duty of each board member:

(a) to exercise his or her powers and to perform his or her functions as a board member of the Working Group in the way he or she decides in good faith would be most likely to further the purposes of the Working Group; and

(b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:

- (i) any special knowledge or experience that he or she has or holds himself or herself out as having; and



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(ii) if he or she acts as a board member of the Working Group in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

## 12.2 Eligibility for membership of the board

(a) Every board member must be a natural person.

(b) No one may be appointed as a board member:

- if he or she is under the age of 16 years; or
- if he or she would automatically cease to hold office under the provisions of clause 15.1.f.

(c) No one is entitled to act as a board member, whether on appointment or on any re-appointment, until he or she has expressly acknowledged, in whatever way the board decide, his or her acceptance of the office of board member.

(d) At least one of the board of the Working Group must be 18 years of age or over. If there is no board member aged at least 18 years, the remaining board may act only to call a meeting of the board, or to appoint a new board member.

## 12.3 Number of board members

There must be at least three board members. If the number falls below this minimum, the remaining board may act only to call a meeting of the board, or appoint a new board member.

A maximum of 12 board members will be elected.

## 12.4 First board members

The **founding** board of the Working Group are:

1. XXX
2. XXX
3. XXX

## 13. Appointment of board

13.1 At the first annual general meeting of the members of the Working Group all the board shall retire from office;

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13.2 At every subsequent annual general meeting of the members of the Working Group, one-third of the board shall retire from office. If the number of board is not three or a multiple of three, then the number nearest to one-third shall retire from office, but if there is only one board member, he or she shall retire;

13.3 The board to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any board were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot;

13.4 The vacancies so arising may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in sub-clause (13.5) of this clause;

13.5 The members or the board may at any time decide to appoint a new board member, whether in place of a board member who has retired or been removed in accordance with clause [15] (Retirement and removal of board) or as an additional board member, provided that the limit specified in clause [12(3)] on the number of board would not, as a result, be exceeded;

13.6 A person so appointed by the members of the Working Group shall retire in accordance with the provisions of sub-clauses (13.2) and (13.3) of this clause. A person so appointed by the board shall retire at the conclusion of the next annual general meeting after the date of his or her appointment, and shall not be counted for the purpose of determining which of the board is to retire by rotation at that meeting.

## **14. Information for new board**

The board will make available to each new board member, on or before his or her first appointment: (a) a copy of this constitution and any amendments made to it; and (b) a copy of the Working Group's latest board' annual report and statement of accounts.

## **15. Retirement and removal of board**

15.1 A board member ceases to hold office if he or she:

- (a) retires by notifying the Working Group in writing (but only if enough board will remain in office when the notice of resignation takes effect to form a quorum for meetings);
  - (b) is absent without the permission of the board from all their meetings held within a period of six months and the board resolve that his or her office be vacated;
  - (c) dies;
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(d) in the written opinion, given to the Working Group, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a board member and may remain so for more than three months;

(e) where, in the written opinion, given to the Working Group, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a board member and may remain so for less than three months, the board member will be suspended from duty and may not for part of a quorum for future meetings until deemed medically fit. They will be eligible to resume their place on the board once certified medically fit, but if their suspension lasts more than 3 months they must be removed from office in accordance with subclause [15.1.d] above;

(f) is removed by the members of the Working Group in accordance with sub-clause (15.2) of this clause; or

(g) is disqualified from acting as a board member **such as** by virtue of section 178-180 of the Charities Act 2011

15.2 A board member shall be removed from office if a resolution to remove that member is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause [11], and the resolution is passed by a two-thirds majority of votes cast at the meeting.

15.3 A resolution to remove a board member in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the Working Group.

## **16. Reappointment of board**

Any person who retires as a board member by rotation or by giving notice to the Working Group is eligible for reappointment. A board member who has served for three consecutive terms may not be reappointed for a fourth consecutive term but may be reappointed on election after an interval of at least one year.

## **17. Taking of decisions by board**

Any decision may be taken by the board either:

(a) at a meeting of the board when the board have determined that such a decision is not required to be put to the general membership; or

(b) by resolution in writing (including electronically) agreed by a majority of all of the board, which may comprise either a single document or several documents containing the text of

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the resolution in like form to which the majority of all of the board has signified their agreement. Such a resolution shall be effective provided that:

- (i) a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the board; and
- (ii) the majority of all of the board has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the board have previously resolved, and delivered to the Working Group at its principal office or such other place as the board may resolve within 28 days of the circulation date.

## **18. Delegation by the board**

18.1 The board may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The board may at any time alter those terms and conditions, or revoke the delegation.

18.2 This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the board, but is subject to the following requirements -

- (a) a committee may consist of two or more persons, but at least one member of each committee must be a board member;
- (b) the acts and proceedings of any committee must be brought to the attention of the board as a whole as soon as is reasonably practicable; and
- (c) the board shall from time to time review the arrangements which they have made for the delegation of their powers.

## **19. Meetings and proceedings of the board**

### **19.1 Calling meetings**

- (a) Any board member may call a meeting of the board.
- (b) Subject to that, the board shall decide how their meetings are to be called, and what notice is required.

### **19.2 Chairing of meetings**

The board may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no one has been so appointed, or if the person appointed is

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unwilling to preside or is not present within 10 minutes after the time of the meeting, the board present may appoint one of their number to chair that meeting.

### **19.3 Procedure at meetings**

- (a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is three board members, or the number nearest to one third of the total number of the board, whichever is greater, or such larger number as the board may decide from time to time. A board member shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- (b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- (c) In the case of an equality of votes, the chair shall have a second or casting vote.

### **19.4 Participation in meetings by electronic means**

- (a) A meeting may be held by suitable electronic means agreed by the board in which each participant may communicate with all the other participants.
- (b) Any board member participating at a meeting by suitable electronic means agreed by the board in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- (c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

## **20. Saving provisions**

20.1 Subject to sub-clause [20.2] of this clause, all decisions of the board, or of a committee of the board, shall be valid notwithstanding the participation in any vote of a board member:

- who was disqualified from holding office;
- who had previously retired or who had been obliged by the constitution to vacate office;
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without the vote of that board member and that board member being counted in the quorum, the decision has been made by a majority of the board at a quorate meeting.

20.2 Sub-clause (20.1) of this clause does not permit a board member to keep any benefit that may be conferred upon him or her by a resolution of the board or of a committee of the board

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if, but for clause (20.1), the resolution would have been void, or if the board member has not complied with clause 7 (“Conflicts of interest”).

## **21. Execution of documents**

20.1 The Working Group shall execute documents either by signature or by affixing its seal (if it has one).

20.2 A document is validly executed by signature if it is signed by at least two of the board.

20.3 If the Working Group has a seal:

- (a) it must comply with the provisions of the General Regulations; and
- (b) it must only be used by the authority of the board or of a committee of board duly authorised by the board. The board may determine who shall sign any document to which the seal is affixed and unless otherwise determined it shall be signed by two board members.

## **22. Use of electronic communications**

### **22.1 General**

The Working Group will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- (b) any requirements to provide information to the Commission in a particular form or manner.

**Whilst acting as a working group, the group retains the right to charge reasonable expenses to fulfil this provision where the board deems it necessary.**

## **23. Keeping of Registers**

The Working Group must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and board.

## **24. Minutes**

The board must keep minutes of all:

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- (a) appointments of officers made by the board;
- (b) proceedings at general meetings of the Working Group;
- (c) meetings of the board and committees of the board including:
  - the names of the board members present at the meeting;
  - the decisions made at the meetings; and
  - where appropriate the reasons for the decisions;
- (d) decisions made by the board otherwise than in meetings.

## **25. Accounting records, accounts, annual reports and returns, register maintenance**

25.1 The board **must keep thorough and complete accounting records**, including the preparation and scrutiny of statements of accounts, and the preparation of annual reports and returns. **The statements of accounts, reports, and returns must be provided to members at least one month in advance of the AGM**

## **26. Rules**

The board may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Working Group, but such rules or bye laws must not be inconsistent with any provision of this constitution. **Copies of any such rules or bye laws must be notified to the membership within 14 days** and copies of any such rules or bye laws currently in force must be made available to any member of the Working Group on request.

## **27. Disputes**

If a dispute arises between members of the Working Group about the validity or propriety of anything done by the members under this constitution, and the dispute **cannot be resolved by mutual agreement of the parties directly involved in the dispute**, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation. **Such mediation may be decided by the parties to be appropriately mediated by a public meeting of the group members or the board, in accordance with normal group meeting conditions.**

## **28. Amendment of constitution**

28.1 This constitution can only be amended:

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- (a) by resolution agreed in writing by all members of the Working Group; or
- (b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the Working Group.

28.3 No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

## 29. Voluntary winding up or dissolution

29.1 As provided by the Dissolution Regulations, the Working Group may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the Working Group can only be made:

(a) at a general meeting of the members of the Working Group called in accordance with clause [11] (“Meetings of Members”), of which not less than 14 days’ notice has been given to those eligible to attend and vote:

- (i) by a resolution passed by a 75% majority of those voting, or
- (ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or

(b) by a resolution agreed in writing by all members of the Working Group.

29.2 Subject to the payment of all the Working Group’s debts:

(a) Any resolution for the winding up of the Working Group, or for the dissolution of the Working Group without winding up, may contain a provision directing how any remaining assets of the Working Group shall be applied.

(b) If the resolution does not contain such a provision, the board must decide how any remaining assets of the Working Group shall be applied.

(c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the Working Group.

29.3 The Working Group must **pay due cognisance** to the requirements of the Dissolution Regulations and in particular:

(a) the board must send to all members:

- (i) a copy of the resolution passed by the members of the Working Group;
  - (ii) a declaration by the board that any debts and other liabilities of the Working Group have been settled or otherwise provided for in full; and
  - (iii) a statement by the board setting out the way in which any property of the Working Group has been or is to be applied prior to its dissolution in accordance with this constitution;
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(b) the board must ensure that a copy of the application is sent within seven days to every member and employee of the Working Group,

### 30. Interpretation

In this constitution:

“connected person” means:

- (a) a child, parent, grandchild, grandparent, brother, or sister of the board member;
- (b) the spouse or civil partner of the board member or of any person falling within sub-clause (a) above;
- (c) a person carrying on business in partnership with the board member or with any person falling within subclause (a) or (b) above;
- (d) an institution which is controlled –
  - (i) by the board member or any connected person falling within sub-clause (a), (b), or (c) above; or
  - (ii) by two or more persons falling within sub-clause (d)(i), when taken together
- (e) a body corporate in which – (i) the board member or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 applies for the purposes of interpreting the terms used in this constitution.

“**General Regulations**” means the Working Groups (General) Regulations 2012.

“**Dissolution Regulations**” means the Working Groups (Insolvency and Dissolution) Regulations 2012.

The “**Communications Provisions**” means the Communications Provisions in [Part 9, Chapter 4] of the General Regulations.

“**board member**” means a board member of the Working Group.

A “**poll**” means a counted vote or ballot, usually (but not necessarily) in writing.

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