

Constitution



International Sheep Dog Society
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Registered Charity No. 209009

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1. Name and Objects

1.1 The International Sheep Dog Society (the Society) is a registered charity and company limited by guarantee. The name "International Sheep Dog Society" and its abbreviation "ISDS" are both used for documentary and operating purposes and have the same meaning.

1.2 The Society operates throughout England and the Channel Islands (hereinafter referred to as England); the Republic of Ireland, Northern Ireland and the Isle of Man (hereinafter referred to as Ireland), Scotland; or Wales.

1.3 The main objects of the Society shall be to promote and foster within and throughout England, Ireland, Scotland and Wales and such other countries as may seem desirable or necessary, the breeding, training and improvement in the interests and for the welfare or benefit of the community of the breeds or strains of sheep dogs, to secure the better management of stock by improving the shepherd's dog, and to achieve such main object by such means as the Society may from time to time determine and in particular (but without limitation on the generality of the foregoing) by:

- (a) The promotion and organisation of sheep dog trials, exhibitions, either competitive or non-competitive and either in association or un-associated with any other societies, bodies or persons, like or suitable occasions or events.
- (b) To actively encourage local Sheep Dog Associations to affiliate to the International Sheep Dog Society, and if requested, assist with the organisation of their Association.
- (c) The keeping and maintenance of a Stud Book for the recording, establishing and verifying of the pedigrees of sheep dogs.
- (d) The encouragement and assistance by advice, guidance or information of shepherds in their calling, farmers or stockbreeders or keepers in regards to all matters pertaining to the sheep dogs and the shepherd's craft in relation to his dog.

1.4 The income and property of the Society, however derived, shall be applied solely towards the promotion of the objects and none shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to the members of the Society, except in the case of:

- (a) The payment, in good faith, of reasonable and proper remuneration and/or expenses to any official or servant of the Society, or to any member of the Society, in return for services actually rendered to the Society, with the express exception of where clauses 3.12 and 3.13 apply.
- (b) The presentation by the Society to any member of the Society of any prize or prize money bona fide competed for and won by such member in any trial or other competitive event duly promoted and held by the Society in accordance with its objects.
- (c) The subscription to or the making of any presentation to anyone who has rendered special services to the Society or any organisation to whom the Society so desires to make such subscription or presentation.

2. Membership

2.1. The members of the Society shall consist of

- a) Home Nations (annual or life)
- b) Special Members (Patrons, International President, Past International Presidents, Honorary Members) (Home Nations only)
- c) The Chair (including Past Chairs) (Home Nations only)
- d) The Vice-Chair and Past Vice Chairs (Home Nations only)
- e) National Presidents, Vice Presidents and Past National Presidents (Home Nations only)
- f) Overseas Members (annual or life)
- g) Affiliated Sheep Dog Associations – (Home nations)
- h) Associated Sheep Dog Societies – (overseas clubs)

2.2 Home Nations Members (annual or life members)

- a) Home Nations Members are those residing in England, Scotland, Ireland and Wales and shall be registered as a member in that country, but in the case of their removal from that Home Nation to any of the other Home Nations shall be entitled to have their membership transferred to the register of members in that Home Nation. Home Nations Members are eligible participants in the governance of the ISDS (see section 3). Home Nation members may be undertaken on an annual renewal or may be life members. Benefits extended to Home Nations Members are set out in (section 2.8 a to f.)

2.3 Special Members (including Patrons, International President, and Honorary Members Home Nation only)

- a) The Special Members (Patrons, International President and Honorary Members includes current and past) of the Home Nations shall be such persons willing to hold such positions with the intention of advancing the objectives and interests of the Society and whom the Council may by resolution nominate and appoint. Such appointees are not liable to pay any subscription for membership.
- b) The current Chairperson, Previous Chairpersons, National Presidents, Vice Presidents, Past National Presidents of the home nations enjoy the same benefits as the Home Nations members and are ongoing consultants for the ISDS.

2.4 Overseas Members (annual or life members)

- a) Overseas members are individuals not residing in the Home Nations. They are not eligible to participate in the governance of the ISDS or compete at the National Trials restricted to the Home Nation Members. They can register dogs in the Society's Stud Books.

2.5 Affiliated Sheep Dog Association (Home Nations)

- a) This membership is extended to and limited to Sheep Dog Associations or clubs in each of the Home Nations. This entitles one member of the Association or Club free admission to the Society's National and International Trials (with the exception of the World Trials). Entitled to receive free publications and other publications on payment of the appropriate fee. Plus, defined inclusion within the ISDS trials insurance policy when applied for and approved.

2.6 Associated Sheep Dog Societies (Overseas)

a) This subscription is extended to and limited to one Sheep Dog Association or club in each of the Overseas countries, recognized by the ISDS as representing that country. This subscription allows one member of the individual Sheep Dog Societies in the overseas countries' free admission to the ISDS National and International Trials (with the exception of the World Trials). b) This membership allows you to choose a team to represent the country at the World Sheep Dog Trials organized in association with the ISDS. Entitled to receive free publications and other publications on payment of the appropriate fee.

2.7 Any person being an owner, breeder or trainer of a working sheep dog or working sheep dogs, or a shepherd, or any other persons interested in furthering the Objects, shall be eligible to apply for appropriate membership of the Society.

2.8 Subject to the remaining provisions set out in this Constitution any legitimate local, county or national sheep dog association shall be eligible to apply for annual membership of the Society. This carries the privilege of nominating from time to time one of its own members on its behalf to receive all communications and to attend and vote at National Meetings of the Society if appropriate, or to exercise the privilege of membership, use its privilege admission ticket at any trial or event promoted or organised by the Society (with the exception of a World Trial).

2.9 Every application for membership shall be lodged by the applicant with the ISDS using the appropriate form and accompanied by the relevant fee.

2.10 Each member of the Society shall have or make their permanent place of abode in England, Scotland, Wales or Ireland, shall be registered as a member in that country, but in the case of their removal from that country to any of the other countries shall be entitled to have their membership transferred to the register of members of such other country. Members (including any overseas association which is a member) whose permanent place of abode or establishment is not in any of the said countries shall be registered as Overseas Members. Overseas Members may receive only those benefits set out in clause 2.8b) below but otherwise shall not be treated as a member of the Society for any other purpose.

2.11 Members of the Society shall be entitled as privileges of membership to:

- (a) Receive one free (non-transferable) ticket of admission to any of the Society's National Trials and the Society's International Trials.
- (b) Register any dog (eligible in all respects for registration) in the Society's Stud Book.
- (c) Compete personally or to enter a dog (or dogs) for competition at any of the Society's National Trials in the country in which the member resides, subject to the ISDS 'Rules for Trials' and to such members or dogs being otherwise eligible for entry, and qualified, if qualification is being operated.
- (d) Receive copies of any publication issued free by the Society for the information and/or guidance of members, and receive any other publications on payment of the appropriate sum.
- (e) Be nominated for election as a Director (of the country in which they resides). No person shall be eligible until they have been a member of the Society for three consecutive years. A Director moving from one country to another shall cease to be a Director but shall be eligible for nomination to the Directors of the country to which they have moved, when the elections are next held.
- (f) Any such other privileges as the Council may from time to time direct.

2.12 As part of its membership contract, the Society shall hold member and registered dog owner details on a secure database, for the purpose of carrying out member services and Society functions, as described in the Society's Privacy policy.

2.13 Membership of the Society is personal to the member concerned and is not transferrable to anyone else.

2.14 The Council shall set, and may vary the membership fees, from time to time as they see fit or fix a subscription to be paid by any class of members not previously liable to pay any subscription.

2.15 The annual fees are due within 30 days of the renewal of the variable subscription period and shall be paid to the Society.

2.16 If the annual fees of any member are in arrears and unpaid thirty days following the issue of a reminder letter, such member shall be suspended from all rights, positions of authority and other privileges of membership until the arrears, including a re-joining fee, are paid. A seven-day grace period will be granted at thirty days and if membership is renewed within this period a re-joining fee will not be applied.

2.17 Any member may resign from the Society on giving one month's notice in writing to the CEO, but any member resigning shall remain liable for the payment of any subscription or subscriptions in arrear due at the time of such resignation.

2.18 Membership of the Society comes to an end if:

- (a) the member dies, or;
- (b) the member sends a notice of resignation to the CEO;
- (c) any sum of money owed by the member to the Society is not paid in full within three months of payment being demanded;
- (d) that member is expelled as a member of the Society.

2.19 Any Member who shall be judged to have failed in the observance of any provision of this constitution, any policy, by-law or regulation made by the Council under its powers outlined in clause 3 or any other competent authority, or whose conduct in any respect shall be, deemed by the Council, following and investigation, to be derogatory to the character or prejudicial to the interests of the Society may be sanctioned by, and removed from the Society, in line with the Society's Code of Conduct, Complaints Procedure and any other disciplinary procedures.

3. Council of Trustees

3.1 The affairs of the Society shall be governed by a Council of Trustees and a Directorate. The Society is managed by a Council of Trustees (the Council) held to account by a Directorate (set out in clause 4), made up of a wider representation of the Society's members. The Council is the body with ultimate authority and responsibility for operating, directing, and governing the Society. All properly appointed and elected members of the Council are Charity Trustees in Law, each trustee shares with all members of the Council, equal responsibility for the charity, its conduct and the Society's operations.

3.2 The Council shall consist of the following persons:

- i) The Chair of the Society

- ii) The Vice Chair of the Society
- iii) The four National Presidents; and
- iv) Three Directors from each of: England, Scotland, Wales and Ireland

In addition to the persons mentioned above, in the calendar year in which a National President is due to finish their term, the Senior National Vice President from that country shall be co-opted as an Honorary member to the Council from the 1st January in the year they are due to take office as President. During this period, they will not be a Trustee, nor will they be eligible to vote in Council business, until they take up their office as President.

3.3 The three Directors from each nation appointed to serve as Council Trustees, are selected by the Directors within their nation. The nominations for Council Trustees must be submitted to the CEO by the 1st of November. (Clause 4.9 refers) At every Annual Meeting of the Directorate, the Directors of England, Scotland, Wales, and Ireland will meet together to select one of their number to replace the retiring Trustee Director and maintain their representation of three Directors on the Council. No Trustee may serve for more than three consecutive years. A retiring Trustee will not be eligible for re-election to the Council until the expiry of one year after retirement. (Clause 4.14 refers)

3.4 Any Director, serving as an ordinary member of the Council, who ceases to be a Director during their term of office, for whatever reason, shall also cease to be a Council Trustee with immediate effect.

3.5 Any casual vacancy amongst the ordinary members of the Council may be filled by the Council, but the person appointed shall be a member from the same country as the person ceasing to serve. The person so appointed shall hold office only until such time as their predecessor's term would have expired. The Council shall not co-opt any member removed under clause 4.11.

3.6 Every member of the Council must be a natural person. No one may be appointed as a member of the Council unless:

- (a) they are aged 18 years or more;
- (b) they have expressly agreed to abide by all Society and legal requirements expected of a Council Trustee.
- (c) They have agreed to undertake all necessary induction and training, within a reasonable period after taking office.
- (d) All members of the Council must be able to communicate via email and have access to online meeting facilities, to enable the Council to function effectively.

3.7 The Council shall have full power and authority to administer the affairs of and to transact any business for the Society, and to do all things necessary for the effective carrying out of the Objects, save and except those matters which in accordance with this Constitution must be dealt with by the Directorate, listed in Clause 4.

3.8 The Council may meet to conduct its business as frequently as it thinks fit. The quorum for meetings of the Council shall be five Trustees. Any Council Trustee present at a meeting in relation to a resolution on which they are not entitled to vote, shall not be counted in the quorum.

3.9 A Council Trustee shall be deemed to be present at a meeting of the Council or a Sub-Committee and accordingly shall be included in the quorum if, by the use of any technological means, they are able to participate in the deliberations of a meeting of the Council as they happen.

3.10 On the instructions of the Chair, or at the request of three National Presidents, the CEO shall as soon as possible summon a meeting of the Council.

3.11 At every meeting of the Council, the Society's Chair, or failing them, the Vice Chair, or in their absence, the longest serving National President among the Presidents then present, shall occupy the chair, failing whom the meeting shall appoint a chair.

3.12 The Council, as Charity Trustees, have the following powers in order to further the Objects (but not for any other purpose):

- (a) to raise funds provided that in doing so the Society must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Society provided that in exercising this power, the Society must comply as appropriate with sections 117 - 122 of the Charities Act 2011;
- (d) to borrow money and to charge the whole or any part of the property belonging to the Society as security for repayment of the money borrowed provided that the Society must comply as appropriate with sections 124 - 126 of the Charities Act 2011, if they intend to mortgage land;
- (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (f) to establish or support any charitable trust, associations or institutions formed for any of the charitable purposes included in the Objects;
- (g) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
- (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (i) to obtain and pay for such goods and services as are necessary for carrying out the work of the Society;
- (j) to employ and remunerate such staff as are necessary for carrying out the work of the Society. The Society may employ or remunerate its Trustees only to the extent that it is permitted to do so (clause 1.4 refers).
- (k) to deposit and invest funds; employ a professional fund manager; and arrange for the investments or other property of the Society to be in the name of a nominee; in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (l) to purchase, out of the funds of the Society, insurance designed to indemnify the Trustees or any other officer or employee of the Society in accordance with the terms of, and subject to the conditions in section 189 of the Charities Act 2011;
- (m) to do all such other lawful things as are necessary for the achievement of the Objects.

3.13 No Trustee or any person connected to a Trustee may:

- (a) buy or receive any goods or services from the Society, or receive any other benefit from the Society, on terms preferential to those applicable to members of the Society;
- (b) sell goods, services or any interest in land to the Society;
- (c) be employed by, or receive any remuneration from, the Society;
- (d) receive any other financial benefit from the Society; unless the payment is permitted by clause 3.12 or is authorised by the court or the Charity Commission. In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

3.14 Trustees:

- (a) are entitled to be reimbursed from the income and property of the Society or may pay out of such property reasonable expenses properly incurred by Trustees when acting on behalf of the Society.
- (b) may benefit from trustee indemnity insurance cover purchased pursuant to clause 3.12 (l)

3.15 A Trustee or persons connected to a Trustee:

- (a) 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 Society where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011;
- (b) subject to clause 3.13(b), may provide the Society with goods that are not supplied in connection with services provided to the Society by the Trustee or person connected to that Trustee;
- (c) may receive interest on money lent to the Society at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate);
- (d) may receive rent for premises let by the trustee or person connected to that Trustee to the Society. The amount of the rent and the other terms of the lease must be reasonable and proper. The Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (e) The Society and its Trustees may only rely upon the authority provided by clause 3.12 (b) if each of the following conditions is satisfied:
 - i) the amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Society and the Trustee or person connected to that Trustee supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the Society.
 - ii) the amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
 - iii) the other Trustees are satisfied that it is in the best interests of the Society to contract with the supplier rather than with someone who is not a Trustee or person connected to that Trustee. In reaching that decision the Trustees must balance the advantage of contracting with a Trustee against the disadvantages of doing so (and that decision should be voted on and the result documented).
 - iv) 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 it with regard to the supply of goods to the Society.
 - v) the supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.
 - vi) the reason for their decision is recorded by the Trustees in the minute book.
 - vii) a majority of the Trustees then in office are not in receipt of remuneration or payments authorised by clause 3.13 b).

3.16 Council Trustees may not decide to extend their own terms of office beyond the three year term without prior consent from the Directorate. This consent may be sought and given by an email or postal ballot of all Directors, where a simple majority are in favour.

Financial Control

3.17 The Council Trustees must comply with their obligations under the Charities Act 2011 with regards to:

- (a) the keeping of accounting records for the Society;

- (b) the preparation of annual statements of account for the Society;
- (c) the transmission of the statements of account to the Commission;
- (d) the preparation of an annual report and its transmission to the Charity Commission;
- (e) the preparation of an Annual Return and its transmission to the Commission.

3.18 The Council shall have power to use the funds of the Society as it shall think fit in accordance with the Objects and other clauses in this Constitution, and in line with the Society's agreed policies. The Council may from time to time invest any sums of money, not immediately required for the purposes of the Society, in any such form of investment (not being a mere loan without security) as the Council may from time to time decide. All such investments so made shall be in the name of the International Sheep Dog Society or their nominees or a trust corporation to be nominated or from time to time appointed by the Council.

3.19 The CEO shall keep true accounts of the assets and liabilities of the Society and accurate records of all moneys received and expended by the Society. The CEO shall present to the Council from time to time and to the Annual Meeting of the Directors, such financial statements prepared in such form as the Council may determine and require.

3.20 Accounts must be prepared and submitted in accordance with the provisions of any Statement of Recommended Practice issued by the Charity Commission, and any other relevant legal requirement.

3.21 All funds of the Society shall as soon as possible after receipt thereof, be paid into the banking accounts of the Society. All budgeted costs incurred in carrying on the business of the Society shall be paid by cheque, direct debit instruction or electronic transfer from such banking accounts, authorised by the CEO. The CEO is also authorised to pay any single item of unbudgeted costs, properly incurred, up to a maximum value of one thousand pounds per item. Any one-off unbudgeted costs above this figure must be approved by the Council.

3.22 The accounts of the Society shall be made up to the last day of May in each year, and shall be submitted by the Council to the Directors at their Annual Meeting and a copy of the Annual Accounts, Balance Sheet along with reports of the independent auditors (Clause 4.7(b) refers) shall be sent to every Director at least fourteen days before the date fixed for such meeting, together with a notice convening such meeting.

3.23 The Council shall each year direct the appointment of auditors and at any time require the CEO to produce reports on any matter of the Society finances. It should routinely review on a quarterly basis, financial reports of the Society's income and expenditure against its annual budget.

Policies, Code of Conduct and Discipline

3.24 The Council shall have full power to set policies, make regulations or by-laws for the sound management of the Society's affairs, including the good conduct of members of the Society. This also extends to the good conduct and discipline of all persons (whether Members of the Society or not) taking part in any of the activities of the Society or in any activities with which the Society may be associated.

3.25 The Council may from time to time make such rules, policies or byelaws, terms of reference and codes of conduct as it deems necessary or expedient for the proper conduct and management of the Society. Such rules or byelaws, policies, terms of reference and codes of conduct may include, but are not limited to:

- (a) the conduct of Members in respect of one another;

- (b) the conduct of Council Trustees and Directors in relation to one another, to Members and to the Society's employees, whether by way of codes of conduct or otherwise;
- (c) The conduct of Trustees and Directors in relation to any conflicts of interest either real or perceived, they may have in managing to Society's affairs (including but not limited to any financial interest);
- (d) the procedures to be followed at any ISDS meetings in so far as such procedure is not regulated by this constitution;
- (e) To provide guidelines or documents to accompany the Society's Rules for Trials to facilitate the proper conduct of ISDS Trials;
- (f) the terms and reference of any Sub-Committee of the Council;
- (g) generally, all such matters as are commonly the subject matter of company rules.

3.26 The Council of Trustees shall bring to the notice of Members all such rules, policies or byelaws or codes of conduct or terms of reference, which shall be binding on all Members.

3.27 The Council may revoke the appointment of any office holder if they are satisfied that the holder has acted in a manner prejudicial to the interests of the Society, or if for any reason they consider the holder is no longer worthy to hold such office, following a proper investigation in accordance with the Society's agreed codes of conducts and other relevant policies and procedures.

Sub-Committees

3.28 The Council may delegate any of its powers or functions to a committee of two or more Trustees to act as a Sub-Committee. The terms of any such delegation must be recorded in the minute book of the Society. It may impose such Regulations as they see fit when delegating these powers.

3.29 The Council may revoke or alter any delegation made under clause 3.28.

3.30 All acts and proceedings of any Sub-Committee must be reported to the Council at such times and in such manner as the Council shall require.

3.31 No Council Sub-Committee shall exercise any power which should properly be exercised by the Council. All Sub-Committee recommendation must be approved by the Council and any decisions must be ratified by the Council.

3.32 All Sub-Committee meetings should be properly minuted and a copy of the minutes should be submitted to the CEO within seven days of the meeting if the CEO is not present at the meeting.

4. Directorate

4.1 At an Annual Meeting, the Directorate scrutinises decisions taken by the Council and the overall performance of the Society. It has specific responsibilities for the governance of the Society and also for holding the Council to account for the performance of the Society and for achieving its Objects.

4.2 The Directorate shall consist of:

- (a) The Chair of the Society
- (b) The Vice Chair
- (c) Past Chairs
- (d) Past National Presidents

- (e) The National Presidents of each country
- (f) Not more than 120 Directors of whom not more than 30 each shall be elected by England, Ireland, Scotland and Wales.

4.3 The members of the Directorate are known as Directors. The Directors, save those who are Council members, shall not be charitable trustees of the Society.

- (a) The term of office to begin for a Director will be from the 1st October in the year of the nomination to the Directorship.

4.4 No member may be appointed as a Director unless:

- (a) They have been a member of the Society and resided in that country for at least three years, except in the case of an existing Director who moves into the country from another, as set out in clause 2.8(e).
- (b) They have expressly agreed to abide by all Society and legal requirements expected of a Director.
- (c) They have attested to their understanding of the role and its responsibilities and has agreed to avail themselves of all appropriate induction and guidance within a reasonable period after taking office.

4.5 A Director who has failed to attend a Directors meeting for the three consecutive years of their term of office, may not be eligible for re-election as a Director until a period of two years has elapsed.

4.6 No member may be nominated for election as a Director if he or she is a member of, or affiliated to, any Society, organisation, body or group, whose operations or objectives are incompatible with the aims and the Objects of the Society.

4.7 The functions of the Directorate shall be:

- (a) To elect the Chair and Vice-Chair of the Society at the annual general meeting (Clause 4.9 refers). The appointment of the Chair and Vice Chair should not run concurrently, to ensure continuity.
- (b) To receive and consider reports or recommendations from the Council concerning the activities and affairs of the Society, to enable Directors to have sufficient oversight and scrutiny, and hold the Council to account for its decisions and ISDS performance. This will include the accounts and reports of the independent auditors.
- (c) To consider and determine upon any resolutions from the National Meetings.
- (d) To consider proposals for and confirm the dates and places of the Society's National and International Trials.
- (e) To provide the Rules for Trials to facilitate the proper conduct of ISDS Trials. Any amendments proposed to Rules for Trials shall only be competent if notice of proposed amendment is given in terms of clause 4.9 of this Constitution.

4.8 The Directorate shall meet at least once in each year. Fourteen days' notice of such meeting (the Annual Meeting) with a full agenda of the business, shall be provided to the Directors.

4.9 Every notice of motion must be proposed in writing signed by the member of the Directorate giving the notice and seconded by one other member of the Directorate. Motions may be submitted electronically to the CEO, with one email from the proposer, setting out the motion and one email from the seconder, supporting the proposal. Each notice of motion to be included must be given to the CEO on or before 1st November in each year. Any motion so permitted shall be included in the agenda of business for the meeting and may be moved either by the member giving notice or in their absence and with their prior written consent by

any other member of the Directorate. If not so moved it shall, unless postponed by leave of the meeting, be considered as dropped and shall not be moved again without notice as aforesaid. (See Clause 10.2).

4.10 Directors representing the views of their national members, shall be given sufficient time at the Annual Directors Meeting to discuss any concerns raised by those members.

4.11 Special Meetings of the Directorate shall be held from time to time as required, if the Chair and two of the National Presidents agree to this. Fourteen days' notice in writing of every such meeting shall be given to each member of the Directorate. Such notice shall specify the nature of the business to be transacted at such meeting, and no other business shall or may be then dealt with.

4.12 Following the findings of a proper investigation, that there has been a breach of any of the Society's agreed policies, procedures, or codes of conduct. The Directorate may by written Resolution passed by a simple majority of its members, remove any one or more members of the Council in which case the vacancy thus created shall be a casual vacancy to which clause 3.5 hereof shall be applicable, save that any appointment to fill a casual vacancy shall be ratified by the majority of the Directorate at the next meeting thereof.

4.13 At every meeting of the Directorate, the ISDS Chair or in their absence the Vice Chair will take the chair. If either are unavailable it shall be the most senior National President present. Proper Minutes and records of the proceedings of the Directorate shall be kept by the CEO and forwarded to the Directors within one month.

4.14 No business shall be transacted at a meeting of the Directorate unless a quorum is present. A quorum shall be fifty Directors.

4.15 At each Annual Meeting of the Directors, the English, Scottish, Welsh and Irish Directors shall separately elect one of their members to serve on the Council for a period of three years to replace the Director retiring that year. Nominations must be in compliance with clause 4.9 and nominees must have been a Director for at least three years prior to such nomination. The retiring member shall not be eligible for re-election to the Council for a period of one year, but at the expiration of this period will again be eligible for re-election as a member of Council. If an ordinary member of the Council, for any reason whatsoever, ceases to be a Director, they shall also cease to be a member of the Council. Council members shall take up office immediately after the close of the Annual General Meeting of the Directors.

5. ISDS Chair and Vice Chair

5.1 The Chair and Vice Chair shall be appointed by the Directorate at the Annual Meeting. The appointment of the Chair and Vice Chair should not run concurrently. They will hold office from the close of the Annual Meeting at which they are appointed, for a three year term. At the end of their three year term the Chair and Vice Chair may stand for re-election at the General Meeting for a further term. Neither the serving Chair or Vice Chair may be eligible for re-election to those positions after serving two consecutive three-year terms, unless they have taken a break in service of at least one year.

5.2 Only members who have served a period of three years as a Council Trustee shall be eligible for election to the office of Chair or Vice Chair. During their term of office the Chair shall not be eligible to judge at any National or International Trials.

5.3 In the absence of the Chair, the Vice Chair will assume all responsibilities for chairing the Society for the remainder of the original Chair's term of office. If the Vice Chair is unavailable at any time during the absence of a Chair, the most senior national President will assume the responsibility.

5.4 The Chair and the Vice Chair do not have the right to vote in the ordinary business of the meeting. Save when the tally results in an equality of votes, in which case the Chair will have a casting vote to decide the outcome.

5.5 Should the Chairman for any reason be unable to, or fail to carry out his duties to the satisfaction of the Council, the Council may suspend him and appoint one of their number (or such Experienced Member of the Society) who shall be a Past Chairman or National President of the Society or such other member of the Society as the Council may in their absolute discretion determine, save same which may have been removed by disciplinary proceedings contained in the Rules herewith, to take his place until the earliest opportunity of a new appointment being made by the Directors providing there is a majority of 2 to 1 of those members of Council attending the meeting at which the vote is taken.

6. National Section Meetings

6.1 A separate Meeting of the Members of the Society resident in England, Scotland, Wales and Ireland respectively, (a National Meeting), shall be convened and held annually at the time of each country's National Trial. The National Sections of the Society allow each of the constituent countries to have due representation in the governance of the Society.

6.2 The business of the National Meeting is to:

- (a) Elect a National President if required in that year (see clause 6.7).
- (b) Elect a Senior and a Junior Vice-President, if required in that year.
- (c) Appoint at least ten Directors each year to maintain a national representation of elected thirty Directors from each country to serve on the Directorate, commencing on the 1st September following that election.
- (d) Consider any motion duly proposed by one member, seconded by another, and lodged with the CEO not later than 1st April. If approved, this motion must be submitted to the Annual Meeting of Directors for decision.

6.3 Fourteen days' notice convening each National Meeting, along with the agenda of the business shall be posted on the Society's website to be available to all members residing in that Country.

6.4 At every National Meeting, the National President, or failing them, the Senior National Vice-President then present shall be the Chair, failing whom the meeting shall appoint a Chair.

6.5 Nominations for election to the Directorate shall be made in writing by any member from that country and seconded by another member and lodged with the CEO not later than 1st April in the year of election. The election of Directors shall be by ballot of all members resident in that country. In the event of the death or resignation of a Director of the Society during their term of office, a replacement can be appointed at the next election of Directors for the period remaining of the deceased/retired Director's term of office.

6.6 Special National Meetings may be held at such time and place as the National President, with the approval of the Chair, may decide. The business to be transacted at such meetings shall be settled by the Chair and the National President and the notice calling the meeting shall be sent to the members of the country concerned fourteen days before the meeting and shall include details of the business to be transacted. No other business shall be conducted.

National Presidents and Vice Presidents

6.7 The election of a National President shall be for a period of four years or until they have had an International Trial in their country. They shall take up office on the first day of November next succeeding such election. No person shall be eligible for election unless they have held the office of National Vice-President of that country. A retiring National President shall not be eligible for re-election, except in special circumstances (e.g. a National emergency), when the National President's term of office may be extended by the Council.

6.8 National Presidents and Vice Presidents are not eligible to judge an International or National Trial during their period of office. This does not preclude them from judging supplementary competitions at these events, for example, Young Handlers at the International Trial.

6.9 In the event of a National President dying, resigning, or being suspended from membership during their term of office, the Senior Vice-President shall become Acting National President for the unexpired period of the National President's term of office and shall be eligible for election as National President at the National Meeting preceding the International Trial in that country.

6.10 If past Presidents and Directors of any particular country are of the view that the incumbent President or Senior Vice President is not fulfilling their duties to the required standard then the Directors of that country may move a vote of no confidence. If this vote is carried by a simple majority the incumbent President or Senior Vice President must resign their position forthwith.

6.11 If the National President ceases to serve (under Rule 6.9) upon the appointment of the Senior National Vice-President becoming Acting National President, the Junior National Vice-President will become Senior National Vice-President irrespective of whether they have served three years in that office or not and an election for Junior Vice-President will be held at the first available National Meeting.

6.12 If a National President resigns or is removed from office before completing their four year term, they will forfeit all rights and benefits associated with this post. If they resign due to health reasons, they may still have the right to be appointed as a Past President and maintain an honorary place on the Directorate.

6.13 At a Vice-Presidential election the Vice-President with the least service as a Vice-President will be known as the Junior Vice-President and the one with the greater service as the Senior Vice-President. In the event of two Vice-Presidents, with identical service being elected at the same time, the Vice-President gaining the larger number of votes will be designated Senior Vice-President. On becoming a Senior Vice-President that person will automatically be elected annually until they attain the office of National President.

6.14 All nominations for the office of National Vice President shall be made in writing to the CEO not later than 1st April previous to the meeting at which the election is to take place. The nomination must be signed by two members who have obtained the consent of the nominee.

All nominees must have served as Directors for not less than three years. A retiring National Vice-President shall be eligible for re-election and shall be deemed to be nominated for such.

7. General Meetings of the Membership

7.1 General Meetings of all the members of the Society wheresoever resident may be held from time to time as and when occasions may require, if the Chair and each of the four National Presidents (or the majority of such five persons) shall so determine and at such place or places, time or times, as they (or such majority) shall appoint. Fourteen days' notice in writing of every such meeting shall be given to each member of the Society. Such notice shall specify the nature of the matters to be considered at such meeting and no other matters shall be considered.

7.2 At every General Meeting, the Chair, or in their absence, the Vice Chair; or failing them, the longest serving National President present, shall chair the meeting.

7.3 The members present at any such general meeting shall not be entitled to pass any resolution that is binding upon the Society or upon the Council or the Directorate.

8. Conduct of Meetings and Voting

8.1 At every meeting convened and held under this Constitution:

- (a) The Chair of the meeting is not eligible to vote, save where the vote results in an equality of votes, in which case the chair will have the casting vote to determine the decision. In all circumstances, the chair will decide upon all questions or order, relevancy and competency and their ruling shall be final and not open to further discussion.
- (b) Any vote at an in-person meeting shall be decided by a show of hands or in some cases a written ballot, if a virtual meeting is held with members attending via electronic means, then the chair shall require members to individually declare their vote.
- (c) A decision will be reached by a simple majority of votes, unless otherwise stated. The result of the vote must be counted and recorded in the minutes of the Society.
- (d) The Chair of that meeting shall ensure minutes of that meeting are taken and submitted to the Society's Chief Executive Officer within 14 days following the meeting.

8.2 A Trustee or Director must declare the nature and extent of any interest, direct or indirect, which they have in a matter under consideration at a meeting, or in a proposed transaction or arrangement with the Society which has not previously been declared.

8.3 A Trustee or Director must absent themselves from any discussions of the Society's Trustees or Directors in which it is possible that a conflict will arise between their duty to act solely in the interests of the Society and any personal interest (including but not limited to any personal financial interest).

8.4 Any Trustee or Director absenting themselves from any discussions in accordance with clause 8.3 must not vote or be counted as part of the quorum in any decision on the matter.

8.5 Subject to clause 8.6, if a conflict of interests arises for a Trustee or Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in these articles, the Trustees or Directors unaffected by such conflict of interests may authorise such conflict where the following conditions apply:

- (a) the conflicted Trustee or Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- (b) the conflicted Trustee or Director does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at such a meeting; and
- (c) the Trustees or Directors unaffected by such conflict of interests consider it is in the interests of the Society to authorise the conflict of interest in all the circumstances known to them.

8.6 In clause 8.5, a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Trustee or to a connected person.

8.7 Depending on the circumstances and severity of the conflict, failure by a Trustee or Director to declare an interest, real or perceived, will result in disciplinary action which may include being removed from office.

8.8 All office holders are required to respect the confidentiality of the information to which they are exposed because of their role; and are required to act with discretion and care when dealing with difficult and confidential issues. Any breaches of confidentiality will be the subject of a disciplinary investigation and could result in the removal of an office holder.

9. Dissolution of the Society

9.1 The Society shall not be dissolved except by a vote of a General Meeting of the Directorate especially called for the purpose upon the recommendation of the Council and at which shall have been passed by seventy five percent of the Directors present and eligible to vote thereon a resolution.

9.2 Notwithstanding that a vote approving a dissolution of the Society is carried, the Council shall remain in office until the Society's affairs are finally wound up by them. In winding them up, the Council shall meet together to determine how to dispose of the Society's funds and property. The Council will present these as recommendations to the Directorate. The Directorate will ratify and settle all other questions as they think fit at a meeting specially called by the CEO for the purpose on fourteen days' notice to the Directorate and held at such time and place as the Chair and the four National Presidents or a majority of them shall decide, or any adjournments of such meeting.

9.3 If in the event of winding up, any assets, remain after settlement of all outstanding debts and liabilities, these shall not be paid or transferred to members of the Society but shall be paid or transferred to such charitable institutions or institution having objects similar to the Society or for such charitable purposes as the Council with the approval of both the Directorate and the Charity Commission shall decide.

10. Alteration of the Constitution

10.1 This Constitution shall be regularly reviewed to ensure it remains fit for purpose. Alteration of the Constitution shall be a standing item considered at each annual meeting of the Directorate. The Constitution may be altered, amended or varied in any respect by resolution duly received in accordance with clause 4.9. The resolution must then be presented at the next properly constituted Annual meeting of the Directorate and duly passed by a sixty-six percent majority of those persons present and entitled to vote. Any change required to the Constitution to ensure the Society can continue to operate lawfully may, by exception, be

considered and agreed under the standing item at an annual meeting of the Directorate without having been previously moved as a motion.

10.2 Any alteration or amendment made or any motion for alteration or amendment defeated shall not be discussed again until at least three years have elapsed, unless it has been presented, with proper notice to a meeting of the Council and received two thirds support of that Council Meeting. In which case such motion may be referred to the next meeting of the Directorate.

10.3 No amendment shall be made which will cause the Society to cease to be a Charity at law.

11. General

Execution of Documents

11.1 A document is validly signed by the Society if it is signed by both the Chair and CEO. In the absence of a CEO, the Chair may select a second Trustee to co-sign. A document is validly executed as a deed by the Society if it is signed by the Chair and CEO or the Chair and another Trustee whose signatures have been witnessed by an adult person who is unrelated to them.

Means of Communication

11.2 Any notice or other communication to be sent or supplied by the Society to a Trustee, Director or member in accordance with this constitution must either be in writing or (where the recipient has indicated that they are willing to accept communications via an electronic form of communication) may be sent via the electronic form of communication that such Trustee, Director or member may specify from time to time for that purpose. For the purposes of this constitution an 'electronic form of communication' means fax, email and such other electronic form of communication as the Council may approve from time to time and notify to the members.

11.3 Notices or other communications in written form may be delivered to the recipient either:

- (a) by delivering it to them personally; or
- (b) by sending it to the recipient by first class post in a prepaid envelope to the address noted for that recipient in the Society's records; or
- (c) by leaving it at the address of the recipient as mentioned in 11.3b) above; or
- (d) by sending it through electronic means.

11.4 Proof that an envelope containing a notice or other communication was properly addressed, prepaid and posted shall be conclusive evidence that the notice or communication was sent.

11.5 Notices and other communications sent to a Trustee, Director or member via the electronic form of communication that such Trustee, Director or member, or the Society, has specified for that purpose shall be conclusively deemed to have been delivered where the sender can demonstrate that it was properly addressed and sent and no 'non-delivery' or similar automated response has been received.

11.6 Notice shall be deemed to have been delivered:

- (a) in the case of a notice sent by post, on the third working day after the envelope containing it was posted; or
- (b) in the case of an electronic form of communication, on the next working day after sending.

11.7 For the purposes of clause 11.6 a working day shall exclude Saturday and Sunday and any day which is a public holiday anywhere in the United Kingdom or the Republic of Ireland.