



CONSTITUTION

**BORDER
COLLIE
RESCUE
GAUTENG**

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1. Name

The organisation will be called BORDER COLLIE RESCUE GAUTENG.

Its shortened name will be BCR.

2. Objectives

(a) BCR's main objectives are:

1. To raise funds to cover the operating costs of BCR i.e. Re-homing, sterilization program, advertising, kennelling fees, transport, telephone etc.
2. To educate the public about the Border Collie breed and the difficulties of living with the breed and its characteristics.
3. To find adoptive homes for the ever increasing number of unwanted/improperly placed pure-bred and cross-bred Border Collie dogs according to BCR Methods of Operation.
4. To provide rehabilitation support to owners of Border Collies and Border Collie crosses or directly to dogs in the temporary care of BCR.
5. To promote, encourage, foster and advance the training, well being and interest of the Border Collie.

(b) The organization's secondary objectives will be to:

1. Strive to ensure that all Border Collies registered with BCR as needing homes, find permanent placement, and that the prospective owners are capable of dealing with the challenges and demands of living with these intense and intelligent dogs.
2. Provide counselling/referral services to Border Collie owners.
3. Promote a better understanding and a wider knowledge of Border Collies.

3. Income and Property

- 3.1** BCR will write down and keep a record of everything it owns.
- 3.2** BCR may not give any of its money or property to its office bearers. The only time it can do this is when it pays for work that an office bearer or authorized BCR representative has done for BCR. The payment must be a reasonable amount for the work that has been done.
- 3.3** An office bearer of BCR will only be reimbursed for expenses incurred on behalf of BCR.
- 3.4** Office bearers of BCR do not have rights over BCR property

3.5 If BCR has funds that can be invested, the funds may only be invested with registered financial institutions. These institutions are explained in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984. Or BCR can get securities that are listed on a licensed stock exchange as set out in the Stock Exchange Control Act, 1985.

4. Membership

4.1 Membership to BCR will be recognized through completion of the membership form and annual payments to a membership grouping called “Friends of BCR”. Where a family is registered one person will be identified as a member of BCR per annual payment made.

4.2 A register of all members will be maintained. Membership will retain validity for the current calendar year in which payment is made. Membership is not transferrable. Membership will automatically terminate on the death of a member, on receipt of written resignation or non payment of membership.

4.3 A member who is over the age of eighteen (18) will obtain voting rights to BCR provided they have been noted by BCR as being a member of BCR, for three or more years consecutively, in the current calendar year in which they wish to exercise their voting rights.

4.4 The BCR Management Committee may decide to offer an honorary membership status to any current BCR member or organisation considered worthy of special recognition for services to BCR, to dog affairs, or for an outstanding achievement in connection with dogs. An honorary life member shall enjoy the full privileges of membership to BCR without required annual payment.

4.5 Sponsors shall enjoy the full privileges of membership to BCR without the required annual payment for the applicable calendar year and shall enjoy the same voting rights as other members.

4.6 BCR will in addition have a core management committee whose members will be identified as being “Office Bearers”. Office bearers, whilst serving on the management committee will receive full membership status without the requirement for payment of an annual fee.

PAID Yearly Member	PAID Life Member	Monthly donors Sponsors Committee appointed free yearly members	Committee appointed Honorary Life Members
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Get membership for year paid	Get membership forever	Get free after and whilst regularly donating/sponsoring/helping for 1 year Renewable yearly	Get membership free forever
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4.7 Ending membership: If the management committee has a good reason to do so, and such decision is by majority vote, it can end any individual or member organisation's membership. But the individual or the appointed representative of the member organisation, has the right to be heard by the committee prior to this decision being effected.. When the hearing takes place, the person or member organisation's representative can bring an outside person along if she or he wants to. The hearing must take place before the BCR management committee makes a final decision.

4.8 Members of BCR who are over the age of eighteen (18) will be invited to attend its annual general meeting. At the annual general meeting:

- Members who qualify to vote will elect the management committee for the next term of office. Those elected then become BCR's office bearers.
- Members who qualify to vote will confirm or reject nominations for honorary life members.
- The budget for the next year will be approved.

4.9 Legal Status

BCR shall

- Exist in its own right, separately from its office bearers and patrons.
- BCR will still continue to exist even when its membership changes and there are different office bearers.
- Be able to sign contracts and enter into other relationships. It can sue and be sued in its own name.
- Be able to own property and other possessions.
- Be able to borrow and to use the property or assets of the Association as security for borrowing.

5. BCR Management

- 5.1** A management committee will manage BCR. The management committee will be made up of no less than 5 members who will be referred to as Office Bearer who are not connected persons in relation to each other and who accept the fiduciary responsibility of the organization. The management committee will ensure that no single person directly or indirectly controls the decision making powers of BCR. Any objections must be noted in writing.
- 5.2** A voting member of BCR who wishes to become an Office Bearer will put their name forward (hereafter referred to as applicant) to the current management committee for nomination. Should the majority of current Office Bearers agree to the applicant's nomination, the applicant's nomination shall be put forward for membership vote at the subsequent AGM. The management committee shall have complete and absolute discretion to accept, refuse or refer any applicant without having to disclose any reason for its decision.
- 5.3** An Office Bearer will remain in office for up to one year from election.
- 5.4** An Office Bearer can request nomination for re-election for an additional year of service once elected provided the majority of current Office Bearers agree to the nomination being put forward for vote at the subsequent AGM.
- 5.5** An Office Bearer may resign from the management committee at any time. Upon such resignation being accepted the remaining Office Bearers will vote in a temporary replacement Office Bearer from the eligible voting membership of BCR, who will serve as a temporary Office Bearer until the subsequent AGM is held.
- 5.6** Upon the event of any Office Bearer being convicted of any offence and sentenced to imprisonment without the option of a fine, or being convicted of any offence relating to cruelty towards or neglect of an animal, that Office Bearer will be immediately removed from Office and the remaining Office Bearers will vote in a temporary replacement Office Bearer from the eligible voting membership of BCR, who will serve as a temporary Office Bearer until the subsequent AGM is held.
- 5.7** If an Office Bearer fails to attend three successive formal management committee meetings, that Office Bearer will automatically be removed from office and the remaining Office Bearers will vote in a temporary replacement Office Bearer from the eligible voting membership of BCR, who will serve as a temporary Office Bearer until the subsequent AGM is held.
- 5.8** The management committee will meet formally at least once every three months, telephonic attendance is allowable for Office Bearers who are unable to be present personally, however delegation is not allowable. A quorum will require two thirds or more of the serving Office Bearers to be present at any management committee meeting. A quorum is required before any decisions made in a meeting can be carried forward as accepted.

- 5.9** Minutes will be taken at every meeting to record the management committee's decisions. The minutes of each meeting will be electronically distributed to all Office Bearers within 10 working days of any management committee meeting that is held.
- 5.10** The management committee will take on the power and authority that it believes it needs to be able to achieve the objectives that are stated this constitution. The management committee shall have full power and authority to raise funds and shall be able to invite and receive contributions. But in raising funds, it may not start doing any ongoing trading activities that would change BCR from being non-profit in its work. Its activities must abide by the law. The management committee does however, have the power to buy, hire or exchange any BCR property that it needs to achieve its objectives.
- 5.11** The management committee has the right to form sub-committees from the current BCR membership. The decisions that sub-committees take must be given to the management committee in writing. The management committee must decide whether to agree to them or not at its next scheduled meeting. By agreeing to decisions the management committee ratifies them.
- 5.12** All members of BCR have to abide by decisions that are taken by the management committee.
- 5.13** Conflicting interests: Any actual, potential or perceived conflict of interest on the part of any member of the management committee, on a matter pertaining to BCR, must be disclosed in writing to the management committee which shall record such conflict of interest in the minutes of the meeting. Such member shall not vote or use his/her influence in any decision that is required to be made.

All matters pertaining to litigation, security measures, contractual negotiations, employment matters and any other matters deemed confidential by the management committee must be treated as confidential and only the actual decisions may be disclosed to the general public.

- 5.14** All activities will be carried out according to this Constitution and Border Collie Rescue methods of operations. (See Addendum).

6. Finances

- 6.1** One Office Bearer shall be appointed as BCR treasurer at the annual general meeting (AGM).
- Amongst the Treasurer's duties shall be overall control of BCR's finances in conjunction with at least two other Office Bearers.
 - All BCR finances will be required to be formally placed within the nominated BCR bank account which will have at least 2 authorising office bearers signature.

- Any financial transaction (money withdrawals, transfers or payments) from the nominated BCR bank account will require the approval of 2 office bearers before being effected.
- BCR will not distribute any of its funds to any person (except if in the course of its stated objectives) and will utilize its funds solely for the object for which it has been established.
- BCR will not accept any donation which is revocable at the instance of the donor. A donor may not impose conditions which could enable such donor or any connected person in relation to such donor to obtain some direct or indirect benefit from the application of such donation.
- BCR will ensure that it is not knowingly a party to, and does not knowingly permit itself to be used as part of any transaction, operation or scheme of which the sole or main purpose is or was the reduction, postponement or avoidance of liability for any tax, duty or levy.
- BCR will comply with all reporting requirements for income tax as may be determined by the SARS Commissioner.

6.2 The financial year of the organisation starts on:

1 March and

ends on:

28/29 February

7. Office Bearers

The Office Bearers of BCR shall be allocated to one of the following roles:

- Chairperson
- Vice-chairperson
- Treasurer
- Secretary
- Fund raising officer
- Rehoming Officer

All Office Bearers shall be elected at an annual general meeting of BCR. They shall hold office until the next annual general meeting where, if they have been successfully nominated to do so

by the other serving Office Bearers, they can stand for re-election via the normal voting process.

8. Duties of the Office Bearers

8.1 Chairperson

The chairperson, as leader of BCR, will chair all meetings that she or he attends and will:

- See that the members stick to the rules and guidelines that are in their constitution.
- Chair meetings in such a way as to keep good order.
- Sign minutes of meetings after members have agreed that the minutes are accurate.
- Check that the accounts show correct spending of BCR's funds, and agree to the accounts being paid.
- Approve payments on BCR's banking account or accounts.
- Sign all funding agreements.
- Generally supervise and keep a check on BCR's affairs.
- Fulfill any other duties that BCR expects of its chairperson.
- Make sure that all officials and committees complete assigned tasks correctly and timeously.
- Use his or her power to ask other officials and members of BCR and its committees to do certain duties and tasks if needs be.
- Work in a team spirit with other members of BCR.
- Serve as ex-officio on all sub-committees. Being ex-officio means she or he can attend all meetings and take part in the discussions. But when it comes to voting on issues in the sub-committees, he or she may not vote.
- Report on the activities of BCR during the last year at the annual general meeting (AGM).
- See that the annual report is written.
- Further the interests of BCR at all times.

8.2 Vice-chairperson

The vice-chairperson takes over the chairperson's tasks and duties when he or she is not available or able to. The vice-chairperson should keep in close contact with the chairperson.

The vice-chairperson must:

- Take on duties and functions that have been passed on to him by the Chairperson and serve as ex-officio on all sub-committees.

If neither the chairperson nor the vice-chairperson attend a meeting the Office Bearers present must elect a chairperson from amongst themselves for that meeting.

8.3 Treasurer

The treasurer keeps a formal record of all the money that flows in and out of BCR including all donations and money raised from fundraising. The treasurer must:

- Attend all general meetings of BCR and all meetings of the committee. In the event of the Treasurer being unable to be present at any meeting, he or she shall ensure that the financial books and any financial statement or report required at the meeting are handed to the chairman or another Office Bearer prior to the meeting. In such event it shall be the duty of the secretary to inform the treasurer of all decisions relating to financial matters taken at the meeting.
- Keep proper records of what BCR receives and spends.
- Keep a proper list of the names of members and donors and forward to the Secretary for actioning.
- Record and receipt all money that BCR receives.
- Pay BCR's accounts timeously if required.
- Make sure that BCR does not spend more money than it has.
- Prepare BCR's annual financial statements to present at the AGM and to the Director of non-profit organisations within six months after the end of the financial year.
- Keep the committee informed at all times of the general financial position of BCR.
- Issue tax certificates when requested to do so.
- Provide projected budget each year.

8.4 Secretary

The secretary is responsible for making sure that BCR's administration runs smoothly. She or he must work closely with the chairperson and the vice-chairperson. The secretary must:

- Keep proper records and minutes of all meetings, in the event of the secretary being unable to be present at any meeting she or he shall ensure that the books, correspondence etc. required at the meeting are handed to the chairman or another Office Bearer prior to the meeting. In such event the meeting shall nominate one of the Office Bearers present to act as secretary at the meeting.
- Deal with letters and other correspondence that BCR receives and sends.
- Make sure that meetings take place regularly, as set down in the constitution.
- Prepare and send out all notices of formal BCR meetings timeously.
- Nominate BCR Newsletter distribution date and proactively monitor members for relevant content receipt.
- Update Friends of BCR and Volunteers database for communication purposes.
- Ensure that required sponsor letters are sent out timeously.

8.5 Fund Raising Officer

Responsibility for management of fundraising related activities shall be allocated to one Office Bearer. This Officer shall:

- Define and take overall responsibility for all identified fund-raising activities.
- Manage BCR property including all stock items for resale.
- Manage fundraising database content.
- Manage and record BCR awareness and educational activities.
- Comply with BCR Methods of Operation.

8.6 Re-homing Officer

Responsibility for management and oversight of all dog rehoming related activities shall be allocated to one Office Bearer. This Office Bearer shall:

- Oversee management of website, facebook and other approved technologies and make sure that the relevant information is on and up to date.
- Keep up to date records of dogs homed with all relevant information, including microchips and send backups monthly to the Secretary.
- Communicate the need for kennel maintenance and any other kennel related needs when necessary.

8.7 Other officers

The duty of any other officer appointed by the committee shall be laid down by the appointing body. Members can be nominated by an office bearer to assist with certain tasks assigned und the office bearer's role.

9. Indemnity

- Subject to the provisions of any relevant law, members and office bearers shall be indemnified by BCR for all acts done by them in good faith on its behalf.
- Subject to the provisions of any relevant law, no member or office bearer shall be liable for the acts, receipts, neglects or defaults of any other member or office bearer, or for any loss, damage or expense suffered by the Association, which occurs in the execution of the duties of his or her office, unless it arises as a result of his or her dishonesty, or failure to exercise the degree of care, diligence and skill required by law.

10. Meetings and procedures of the committee

10.1 The management committee must hold at least four ordinary meetings each year.

10.2 The chairperson, or two other Office Bearers jointly, can call a special meeting if required. In doing so at least 21 days written notice of such a meeting being called must be given to all other Office Bearers. In addition a full agenda must be circulated to all invitees, along with any relevant documentation or supporting material that will be presented at the meeting. If,

however, one of the matters to be discussed is appointing a new management committee member, then those calling the meeting must give the other committee members not less than 30 days notice.

- 10.3** The chairperson shall act as the chairperson of the management committee meetings. If the chairperson does not attend the meeting, then the other Office Bearers present shall elect a chair for that meeting prior to the meeting commencement.
- 10.4** There shall be a quorum when such a meeting is held.
- 10.5** When necessary, the management committee will vote on issues. If the votes are equal on an issue, then the chairperson has either a second or a deciding vote.
- 10.6** Minutes of all meetings must be kept safely and always be on hand for members to consult.
- 10.7** If the management committee thinks it necessary, then it can decide to set up one or more sub-committees to complete BCR related activities. A sub-committee must be represented by at least three (3) current BCR members. The sub-committee must report back in writing to the management committee on its activities on a regular basis.

11. Annual general meetings

The annual general meeting shall be held once every year, not later than six months after the close of BCR's financial year. At least 21 days written notice will be given to members stating the date, time, place and business of the AGM.

- Members who qualify to vote will elect the management committee for the next term of office. Those elected then become BCR's office bearers.
- Members who qualify to vote will confirm or reject nominations for honorary life members.

The budget for the next year will be approved.

The agenda for such a meeting will include the following:

- Confirmation of the AGM agenda.
- Recording of members present.
- Confirmation of the previous AGM minutes, including matters arising.
- Presentation of the chairperson's report.
- Presentation of the Treasurer's report.
- Presentation of changes to the constitution that the management committee wish to make.
- Election of new office bearers.
- Appointment of an auditor.
- General.
- Meeting closure.

12. Changes to the constitution

- 12.1** The constitution can be changed by a resolution. The resolution has to be agreed upon and passed by not less than two thirds of the eligible voting members present at the AGM or specially convened meeting.
- 12.2** A written notice must go out not less than twenty-eight (28) days before the meeting at which changes to the constitution are going to be proposed. The notice must say that proposed changes to the constitution will be discussed at the meeting.

13. Quorums at Meetings

- (a) Except where elsewhere provided, the quorum at any:
- i) Annual or Special General Meeting shall be eight members with voting rights;
 - (ii) Special General Meetings shall be four members with voting rights which must include at least three of the requisitioning members in person.
 - (iii) Committee meeting - one half of the full Committee.
- (b) If at the expiration of twenty minutes after the scheduled time of commencement of the meeting a quorum is not present, the meeting shall:-
- i) If it is a Special General Meeting called on the requisition of members - be abandoned;
 - ii) In all other cases be adjourned for a further ten minutes on the same date and place, and at such adjourned meeting those members with voting rights present shall constitute a quorum and shall proceed with the business of the meeting, and all decisions taken shall have to be ratified at the next general meeting of the club at which there is a quorum.

14. Dissolution of BCR

BCR may close down if at least two thirds of the Members are present and vote accordingly at a special meeting convened solely for consideration of such a matter.

When BCR closes down it must first pay off all outstanding debts. After doing this, any remaining assets may not be distributed to office bearers or members.

Remaining assets must be given by donation to another non-profit organization that has the same or nearly the same objectives. BCR's management committee shall take responsibility for this

action. If however the management committee cannot unanimously agree on the distribution of remaining funds and property, then the Department of Welfare's Directorate for Non-profit Organisations will decide.

No amendments may be made which would have the effect of making the organisation cease to exist.

15. Adoption of the Constitution

The constitution was approved and accepted by members of Border Collie Rescue Gauteng

At a special meeting held on

Date _____ Month _____ Year _____

Chairperson

Vice-chairperson

Secretary