



# Rules

Version	Date	Name	Comments
1	20 July 2014	Director of Legal Services	
2	August 2016	Director of Legal Services	A schedule of rule changes and versions will be added – there have been numerous versions and revisions of the rules since 1927.
3	02 June 2018	Director of Legal Services	Alterations to Rule 7.3 on eligibility and clarification of delegations of appeals.
4.	18 August 2020	Director of Legal Services	Draft alterations to disestablish Advisory Council
5.	03 October 2020	Director of Legal Services	Alterations voted for by members at SGM

## RULES

### Interpretation

In this constitution, the words, in the first column of the table below, shall bear the meanings set opposite to them, in the second column, if not inconsistent with the subject or context:

<b>Words</b>	<b>Meanings</b>
<b>Branches:</b>	branches of Cats Protection constituted in accordance with the Rules and bye laws of Cats Protection;
<b>Cats Protection:</b>	the registered charity known as Cats Protection (charity numbers 203644 and SC037711);
<b>The Chairman:</b>	the chairman of the Directors;
<b>The Charities Acts:</b>	the Charities Act 2011 and any modification or statutory re-enactment of those acts for the time being in force;
<b>The Chief Executive:</b>	the Chief Executive of Cats Protection;
<b>Clear day:</b>	24 hours from midnight following the relevant event;
<b>The Commission:</b>	the Charity Commission for England and Wales;
<b>The Deputy Chairman:</b>	the deputy chairman of the Directors;
<b>A Director:</b>	a director of the Trustee and Directors means all the directors of the Trustee;
<b>Electronic communication:</b>	as defined in the Electronic Communications Act 2000;
<b>The Objects:</b>	the objects of Cats Protection as described in Clause 2 of the Rules;
<b>The or these Rules:</b>	the constitution of Cats Protection;
<b>The Trustee:</b>	Cats Protection Trustee Limited (company number [6772997]);
<b>In writing or written:</b>	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

**1. Name**

The name of the charity is Cats Protection.

**2. Objects**

Cats Protection is established to prevent and relieve the suffering and distress of cats and to advance the welfare of cats (“the Objects”).

**3. Powers**

Cats Protection has the following powers in order to further the Objects (but not for any other purpose):

**3.1 Homing**

To establish and maintain centres and facilities for the reception, care, and treatment of cats and to find good homes for cats in need.

**3.2 Neutering**

To encourage, in any way, and pay for the neutering of cats.

**3.3 Education and Information**

To promote, in any way, the spread of knowledge about the welfare of cats.

**3.4 Veterinary Treatment**

To provide and to pay for veterinary treatment for cats and to arrange the painless and humane euthanasia of cats when deemed necessary following advice from veterinary surgeons.

**3.5 Fundraising**

To raise funds (but not by means of taxable trading).

**3.6 Research**

To undertake or support research in furtherance of the Objects and to publish the useful results of such research.

**3.7 Staff and agents**

To employ, paid or unpaid agents, staff or advisers and to make provision for the payment of pensions and superannuation to or on behalf of employees and former employees and their spouses, civil partners, widows, widowers and other dependants and to provide life, health, accident and other insurances and other benefits (financial or otherwise) to or for the benefit of any of them.

**3.8 Subsidiary companies**

To establish or acquire subsidiary companies to assist or act as agents for Cats Protection.

### **3.9 Acquiring property**

To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges which may be necessary for the promotion of the Objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of Cats Protection.

To purchase or otherwise acquire and undertake all or such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by Cats Protection of any one or more of the charitable organisations, institutions, societies or bodies having objects altogether or in part similar to the Objects.

### **3.10 Insurance**

To insure the property of Cats Protection against any foreseeable risk and take out, and pay the premiums of, such other insurance policies as shall be considered appropriate from time to time.

### **3.11 Disposing of Property**

To sell, lease or otherwise dispose of all or any part of the property belonging to Cats Protection. In exercising this power the Trustee must comply as appropriate with the Charities Acts.

### **3.12 Borrowing**

To borrow money and to charge the whole or any part of the property belonging to Cats Protection as security for repayment of the money borrowed. In exercising this power the Trustee must comply as appropriate with the Charities Acts.

### **3.13 Co-operation with other organisations**

To co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them.

To subscribe to, establish, support, affiliate, become a member of, amalgamate with or co-operate with, any other charitable organisation, institution, society or body not formed for, or established for, purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are, wholly or in part, similar to those of Cats Protection and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on Cats Protection.

To acquire, merge with or enter into any partnership or joint venture agreement with any other charity formed for any of the charitable purposes included in the Objects.

### **3.14 Reserves**

To set aside funds for special purposes or as reserves against future expenditure

### **3.15 Goods and services**

To obtain and pay for such goods and services as are necessary for carrying out the work of Cats Protection.

To enter into contracts to provide services to or on behalf of other bodies.

### **3.16 Investment**

To open and operate such bank and other accounts as the Trustee considers necessary to invest funds and to delegate the management of funds 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.

### **3.17 Miscellaneous**

To do all such other lawful things as are necessary for the achievement of the Objects or which promote or help to promote the Objects.

## **4. The Trustee, the Directors, the Chairman and the Deputy Chairman**

### **4.1 The Trustee**

The Trustee is the corporate body having the general control and management of the administration of Cats Protection (as from the date of adoption of these Rules).

### **4.2 The Directors**

4.2.1 The Directors will administer the Trustee in accordance with the Memorandum and Articles of Association of the Trustee.

4.2.2 The Board of Directors shall consist of not fewer than four but not more than nine Directors appointed in accordance with the Articles of Association and any regulations made by the Trustee from time to time in this respect.

### **4.3 The Chairman and the Deputy Chairman**

The Chairman and the Deputy Chairman will be appointed in accordance with the Articles of Association of the Trustee.

## **5. Membership**

5.1 Membership of Cats Protection shall be open to those interested in furthering the work of Cats Protection and the Objects.

### **5.2 Classes of Membership, Rights and Subscriptions**

The Trustee may by means of regulations from time to time:

5.2.1 establish different classes of membership;

5.2.2 determine which class of membership any applicant for membership should be admitted to;

5.2.3 determine the amounts of any subscriptions; and

- 5.2.4 determine the respective rights (including voting rights) and privileges attached to each class of membership – provided that no member shall have voting rights until they have been a member of Cats Protection for one year since attaining the age of 18.

### **5.3 Refusal of Membership**

The Trustee may refuse an application for membership if, acting reasonably and properly, the Trustee considers it to be in the best interests of Cats Protection to refuse the application. If an application for membership is refused:

- 5.3.1 The Trustee will inform the applicant in writing of the reasons for the refusal within 21 clear days of the decision;
- 5.3.2 The applicant may appeal against any such decision by submitting written representations to the Chief Executive within 7 clear days of receipt of the decision; and
- 5.3.3 The Trustee will consider any such written representations and will inform the applicant in writing of its decision in respect of the appeal.

### **5.4 Termination of Membership**

Membership is terminated if a member:

- 5.4.1 dies;
- 5.4.2 resigns by written notice to Cats Protection;
- 5.4.3 is six months in arrears of payment of any subscription due (but a member may be reinstated on payment of the amount due);
- 5.4.4 is suffering from mental disorder and either is admitted to hospital in pursuance of an application for admission for treatment under any statute for the time being in force relating to mental disorder or an order is made in relation to his or her personal welfare or property and affairs under legislation relating to mental health or mental capacity;
- 5.4.5 is removed from membership by a resolution of the Trustee that it is in the best interests of Cats Protection that his or her membership is terminated. A resolution to remove a member from membership will only be passed if the member has been given at least 21 clear days' notice in writing of:
  - (a) the date of the meeting of the Trustee at which the resolution will be proposed;
  - (b) the reason(s) why the resolution will be proposed; and
  - (c) the right to make written representations to the meeting provided that any such written representations are received by the Chief Executive at least 7 clear days before the date of the meeting.

The Trustee will consider any such written representations and will inform the member in writing of its decision.

### **5.5 Transfers of Membership**

Membership of Cats Protection is not transferable.

## **6. General Meetings**

### **6.1 Annual General Meetings**

An annual general meeting of Cats Protection shall be held and no more than 15 months shall elapse between successive annual general meetings.

### **6.2 Special General Meetings**

6.2.1 The Trustee may call a special general meeting at any time.

6.2.2 The Trustee will call a special general meeting within 21 clear days of receiving a written request to call a special general meeting signed by not less than 1% of the members of Cats Protection. The request to call a special general meeting must state the nature of the business to be discussed and give reasons for the request.

### **6.3 Notice of General Meetings**

6.3.1 At least 21 clear days' notice of general meetings shall be given either in *The Cat* magazine, on the Cats Protection website or in the National Press.

6.3.2 The notice will specify the date, time and place of the meeting and the general nature of the business to be transacted as well as any arrangements in respect of admission.

### **6.4 Rules of Procedure at General Meetings**

#### **6.4.1 Attendance and Admission**

6.4.1.1 All members of Cats Protection are entitled to attend annual and special general meetings of cats Protection

6.4.1.2 The trustee may make such arrangements as it sees fit in respect of tickets and admission to annual and special general meetings and details of any such arrangements will be published in the Notice of the meeting.

#### **6.4.2 Quorum**

6.4.4.1 No business shall be transacted at any general meeting unless a quorum is present;

6.5.4.2 A quorum at general meetings of Cats Protection is 30 members entitled to vote upon the business to be conducted at the meeting;

6.5.4.3 If:

(i) a quorum is not present within half an hour from the time appointed for the meeting; or

- (ii) during a meeting a quorum ceases to be present,

The meeting shall be adjourned to such time and place as the Trustee shall determine.

6.5.4.4 The Trustee will re-convene the meeting and will give at least clear days' notice of the re-convened meeting stating the date, time and place of the meeting.

6.5.4.5 If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the number present at that time shall constitute the quorum for that meeting.

#### **6.4.3 Chairman of General Meetings**

General meetings will be chaired by the Chairman but if the Chairman is unable or unwilling to act as chairman of the meeting:

- (i) the Deputy Chairman will chair the meeting but if the Deputy Chairman is unable or unwilling to chair the meeting:
- (ii) the meeting will be chaired by such other Director as the Trustee shall decide.

#### **6.4.4 Business transacted at Annual General Meetings**

The business to be transacted at the annual general meeting includes:

6.4.4.1 receiving and considering the audited annual report and accounts of Cats Protection;

6.4.4.2 the appointment or re-appointment of auditors;

6.4.4.3 any other business put before members by the Trustee.

#### **6.4.5 Adjournments**

6.4.5.1 The members present at a general meeting may resolve that the meeting shall be adjourned.

6.4.5.2. The Trustee will decide the date, time and place at which the meeting is to be re-convened.

6.4.5.3 No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

6.4.5.4 If a meeting is adjourned by a resolution of the members for more than 7 days, at least 7 clear days' notice shall be given of the re-convened meeting stating the date, time and place of the meeting

#### **6.4.6 Voting and Resolutions**

6.4.6.1 Voting rights are conferred by some classes of membership but not by others. Only those members with voting rights can vote upon the business to be conducted at general meetings.



6.4.6.2. All questions arising at general meetings shall be decided by a simple majority of those present and entitled to vote.

6.4.6.3. The Trustee may at its discretion make arrangements for proxy voting from time to time but only with regard to alterations to the Rules or dissolution of the charity.

6.4.6.4 Each voting member shall have one vote but if there is an equality of votes the chairman of the meeting shall have a second or casting vote.

#### **6.4.7 Minutes**

The Chief Executive shall keep minutes of general meetings.

#### **6.4.8 Regulations**

The Trustee may from time to time make such regulations as it sees fit for the conduct of or procedures to be followed in respect of general meetings (including the method of voting to be adopted) in so far as such procedure or conduct is not already regulated by these Rules.

### **7. Advisory body**

7.1 The Trustee shall establish an advisory body and the name, composition and procedures in respect of the advisory body will be set out in regulations approved by the Trustee from time to time.

7.2 The role of the advisory body shall be to advise the Trustees in the exercise of its powers.

### **8. Application of Income and Property**

#### **8.1 Application**

The income and property of Cats Protection shall be applied solely towards the promotion of the objects.

#### **8.2 Expenses of the Trustee**

The Trustee may pay out of, or be reimbursed from, the property of Cats Protection reasonable expenses properly incurred by the Trustee when acting on behalf of Cats Protection.

#### **8.3 Remuneration of the Trustee**

For the avoidance of doubt, the Trustee shall not be remunerated for its services as a trustee.

#### **8.4 Legacies**

All legacies bequeathed to Cats Protection shall be received by the Trustee. The Trustee shall apply such legacies in accordance with any special trusts. Where the relevant special trusts are for the benefit of a named Branch, the Trustee

shall consult with that Branch before deciding on any particular proposed application of that trust property.

## **9. Statutory Requirements**

The Trustee must comply with its obligations under relevant statutory provisions in relation to accounting and filing requirements and other relevant matters.

## **10. Property**

10.1 The Trustee will ensure that the title to:

10.1.1 all land held by or in trust for Cats Protection is vested either in the Trustee or the Official Custodian of Charities; and

10.1.2 all investments held by or on behalf of Cats Protection are vested in the Trustee

## **11. Dissolution**

11.1 If the Trustee resolves to dissolve Cats Protection on the ground of expense, or if it otherwise resolves that it is necessary or advisable to dissolve Cats Protection, it shall call a general meeting of the members.

11.2 If the members resolve that Cats Protection shall be dissolved, the Trustee will remain in office as charity trustee and will be responsible for winding up the affairs of Cats Protection in accordance with this clause.

11.3 The Trustee must collect in all the assets of Cats Protection and must pay or make provision for all the liabilities of Cats Protection.

11.4 The Trustee must apply any remaining property or money:

(i) directly for the Objects;

(ii) by transfer to any charity or charities for purposes the same as or similar to cats Protection; or

(iii) in such other manner as the Commission or any other relevant regulator may approve in writing in advance.

11.5 The members may pass a resolution before or at the same time as the resolution to dissolve Cats Protection specifying the manner in which the Trustee is to apply the remaining property or assets of Cats Protection and the Trustee must comply with the resolution if it is consistent with paragraphs (i)-(iii) inclusive in sub-clause (10.4) above.

11.6 In no circumstances shall the net assets of Cats Protection be paid to or distributed among the members of Cats Protection (except to a member that is itself a charity).

11.7 The Trustee must notify the Commission or any other relevant regulator promptly that Cats Protection has been dissolved and comply with the relevant requirements.

## **12. Amendments**

- 12.1 Cats Protection may amend any provision contained in these Rules provided that:
  - 12.1.1 no amendment may be made that would have the effect of making Cats Protection cease to be a charity at law;
  - 12.1.2 no amendment may be made to alter the Objects without the prior written consent of the Commission and any other relevant regulator;
  - 12.1.3 no amendment may be made to clause 8 without the prior written consent of the Commission and any other relevant regulator;
  - 12.1.4 any amendment is first approved by the Trustee; and
  - 12.1.5 any amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.
- 12.2 A copy of any resolution amending these Rules shall be sent to the Commission and any other relevant regulator within 21 days of it being passed.

### **13. Notices**

- 13.1 Any notice required by these Rules to be given to or by any person must be:
  - 12.1.1 in writing; or
  - 12.1.2 given using electronic communications.
- 13.2 The Trustee may give any notice to a member either:
  - 13.2.1 personally;
  - 13.2.2. by sending it by post in a prepaid envelope addressed to the member at his or her address;
  - 13.2.3. by leaving it at the address of the member; or
  - 13.2.4 by using electronic communications to the member's address.
- 13.3 A member who does not register an address with Cats Protection or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from Cats Protection.
- 13.4 A member present in person at any meeting of Cats Protection shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 13.5
  - 13.5.1 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
  - 13.5.2 Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

13.5.3 A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of any electronic communication, 48 hours after it was sent.

## **14. Regulations**

14.1 In addition to regulations referred to elsewhere in these Rules, the Trustee may from time to time make regulations for the conduct of its business.

14.2 The regulations may regulate the following matters but are not restricted to them:

14.2.1 the conduct of members of Cats Protection in relation to one another, and to Cats Protection's employees and volunteers;

14.2.2 the setting aside of the whole or any part or parts of Cats Protection's premises at any particular time or times or for any particular purpose or purposes;

14.2.3 the keeping and authenticating of records. (If regulations made under this clause permit records of Cats Protection to be kept in electronic form and require the Trustee to sign the records, the regulations must specify a method of recording the signature that enables it to be properly authenticated); and

14.2.4 generally, all such matters as are commonly the subject matter of the regulations of an unincorporated association.

14.3 The Trustee will adopt such means as it thinks sufficient to bring any relevant regulations to the notice of members of Cats Protection

## **15. Branches and Volunteers**

The Trustee shall have power to establish Branches for the furtherance of the Objects. Each branch so established and volunteers in general shall comply with, and be subject to:

15.1 the following regulations contained in these Rules; and

15.2 such other regulations and bye laws in respect of Branches and volunteers as may be prescribed by the Trustee from time to time. Any such regulations and bye laws may prescribe the composition and role of branch committees, the roles of branch officers and such other matters and procedures in respect of Branches and volunteers as the Trustee sees fit.

Subject to these regulations and bye laws each branch may generally manage its own affairs.

### **15.3 Objects and Policies**

Branches and volunteers shall act in accordance with the Objects and the policies prescribed by the Trustee from time to time

### **15.4. Branch Committees and Branch Officers**

Branches shall be led by a committee normally consisting of the following branch officers:

- (i) a coordinator;
- (ii) a secretary;
- (iii) a treasurer; and
- (iv) such other branch officers as the Committee shall decide.

All the members of a branch committee must be members of Cats Protection.

#### **15.5 Annual Declaration**

Branches will be deemed to have adopted bye laws and regulations prescribed from time to time in respect of Branches. All members of the branch committee will be required to sign an annual declaration confirming that they have read these Rules and the bye laws and have understood them and agreed to be bound by them.

#### **15.6 Accounts and Records**

Branches will ensure that accounting and other records are kept in such form as the Trustee shall from time to time prescribe and that they are, if so required, audited and made available for inspection in such manner, at such place and at such time as directed by the Trustee.

#### **15.7 Entering into Contracts and Credit**

Branches and volunteers cannot enter into contracts on behalf of, or in the name of, the Trustee or Cats Protection unless express delegated authority to do so has been provided by the Trustee and Branches shall not pledge the credit of Cats Protection or of the Trustee

#### **15.8 Bank and Building Society Accounts**

Branches and volunteers may not in any circumstances open or conduct a bank or building society or similar account without the prior written consent of the Trustee and such accounts must comply with any bye laws and regulations laid down from time to time by the Trustee.

#### **15.9 Litigation**

Branches and volunteers shall not commence or defend any litigation on behalf of, or in the name of, the Trustee or Cats Protection.

#### **15.10 Branch Members and Branch Subscriptions**

Subject to Clause 15.9 below, Branches may recruit their own branch members who, unless they are branch committee members, do not have to be Cats Protection members.

Branches may levy an annual subscription of a sum as fixed from time to time by the branch committee.

Branch members shall not be entitled to vote at any annual or special general meeting of Cats Protection unless they are also Cats Protection members with voting rights.

#### **15.11 The Trustee's Right to Approve or Terminate Branch Membership**

The Trustee shall have the right, which may be delegated, for good and sufficient reason:

15.11.1 To approve or reject applications to be branch officers; and

15.11.2 To terminate the office of any branch officer;

15.11.3 To approve or reject applications for branch membership; and

15.11.4 To terminate the membership of any branch member.

Anyone who has been:

- (i) rejected as a branch officer; or
- (ii) had their office as a branch officer terminated; or
- (iii) been rejected as a branch member; or
- (iv) had their branch membership terminated

may appeal against the decision in accordance with policies and procedures approved by the Trustees from time to time.

#### **15.12 The Trustee's Right to Dissolve any Branch**

The Trustee shall have the right for good and sufficient reason to dissolve any branch.

Any branch which has been dissolved by the Trustee may appeal against the decision by submitting written representations to the Chief Executive within 7 clear days of the decision.

The Trustee will consider any such written representations and will notify the branch concerned in writing of its decision in respect of the appeal.