



# RSPCA Rules

ROYAL SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS  
REGISTERED CHARITY NO.219099

2019 EDITION



## IMPORTANT NOTICE

The Society was founded in 1824. It is presently constituted under the Royal Society for the Prevention of Cruelty to Animals Acts of 1932, 1940, and 1958.

The 1932 Act made provision for the Society to have Rules and the original Rules are set out in the Schedule to the Act. The 1932 Act also made provision for the Society to make changes to the Rules in accordance with procedures set out in the Act.

The 2019 edition contains the Rules, as amended by the Society since 1932 and, where necessary, confirmed by various Orders of the Charity Commission. It includes the most recent amendments to the Rules passed at the Society's Annual General Meeting held on 29 June 2019.

July 2019

## CONTENTS

I	Name	4
II	Objects	4
III	Constitution	4
IV	Power and duties of the Board of Trustees of the Society	9
V	Composition of the Board of Trustees	14
VI	Procedure for election of Trustees by members and related matters	17
VII	Trustees to act without remuneration	20
VIII	Circumstances under which the office of Trustee is vacated	20
IX	Casual vacancy on the Board of Trustees	22
X	Regional Funds and Regional Boards	23
XI	Rules concerning Branches	24
XII	Receipt and payment of monies on behalf of the Society	31
XIII	Proceedings by and against officers of the Society	31
XIV	Provisions regarding investment of funds	32
XV	Annual statements of Accounts	32
XVI	Annual Review	32
XVII	Annual general meeting	33
XVIII	Chairman of general meetings	34
XIX	Summoning of extraordinary general meeting	34
XX	Notice to members of general meetings	34
XXI	Voting at general meetings	36
XXII	Matters for discussion at general meetings	36
XXIII	Supplying list of members	37
XXIV	Quorum at general meetings	37
XXV	Demand for a poll	37
XXVI	Impartial statement on a poll	38
XXVII	Method of taking a poll	38
XXVIII	Expulsion of members	38
XXIX	Sending notices, information and other documents	39
XXX	Rescinding and altering Rules	41

## I Name

The Society shall be called the Royal Society for the Prevention of Cruelty to Animals.

## II Objects

The objects of the Society shall be to promote kindness and to prevent or suppress cruelty to animals and to do all such lawful acts as the Society may consider to be conducive or incidental to the attainment of those objects.

## III Constitution

The Society shall be under the management of a Council, hereinafter called the 'Board of Trustees' or the 'Board', with the members of the Council being called 'Trustees', or individually 'Trustee'.

The Society shall consist of life members, annual members, ex-officio members and junior members as hereinafter defined or provided and for the purposes of administration the Society shall comprise a central organisation hereinafter referred to as Headquarters and Branches including their Auxiliaries established in accordance with these Rules and the regulations embodied in Rule XI.

### 1. Life members:

---

- (a) Completion of a form of application supplied by the Society for life membership, which form shall contain a declaration of support for the objects of the Society, and payment to Headquarters of a minimum subscription of two hundred and fifty pounds or such higher sum as may from time to time be determined by resolution of the Board of Trustees shall, subject as hereinafter mentioned, constitute the applicant a life member of the Society as from the date his application shall in the absolute discretion of the Board of Trustees have been accepted and his name entered on the register of members maintained at the Headquarters of the Society.
- (b) The Board of Trustees shall have power to appoint as honorary life members persons who have rendered distinguished service in the cause of animal welfare and such honorary life members shall have all the rights and privileges of membership.

- (c) Any person who was on the 22nd June 1979 a life member of the Society or a Branch (other than an honorary Branch life member) shall remain or become a life member as the case may be.
- (d) Joint life membership shall be open to any couple who are both aged 18 or more on payment of a subscription of £475 or such higher sum as may from time to time be determined by resolution of the Board of Trustees and shall, subject to the Rules of the Society, constitute each person in the couple a life member of the Society.

## 2. Annual members:

---

- (a) Completion of a form of application supplied by the Society for annual membership, which form shall contain a declaration of support for the objects of the Society, and payment in whole or committed part\* to the National Charity, Registered Charity No. 219099 of a minimum subscription of eight pounds or such higher sum as may from time to time be determined by resolution of the Board of Trustees shall, subject as hereinafter mentioned, constitute the applicant an annual member of the Society as from the date his application shall in the absolute discretion of the Board of Trustees have been accepted and his name entered on the register of members maintained at the Headquarters of the Society.
- (b) Such person shall continue to be an annual member for twelve months from the date on which his application shall have been accepted and his name entered on the register of members and thereafter from year to year upon payment in whole or committed part\* to the National Charity, Registered Charity No. 219099 of the appropriate annual subscription provided that he shall not be entitled unless otherwise qualified to any of the rights and privileges of membership or to speak or vote at any annual or extraordinary general meeting of the Society until three months after payment in whole or committed part\* (whichever is the case) of his first subscription.

\* where committed part is by regular payment by standing order, direct debit, payroll giving or any other form of automated payment provided that the appropriate annual subscription is fully paid-up within twelve months

- (c) Joint annual membership shall be open to any couple who are both aged 18 or more on payment of a subscription of £20 per annum or such higher sum as shall from time to time be determined by resolution of the Board of Trustees and shall, subject to the Rules of the Society, constitute each person in the couple an annual member of the Society.

### 3. Ex-officio members:

---

Branch Chairmen, Treasurers and Secretaries of Branches and Secretaries of Auxiliaries established in accordance with these Rules and the regulations embodied in Rule XI and holding that office on or before 1 January 1993 shall, as long as they remain in that office, and in any event, not beyond 1 January 1995, be ex-officio members and entitled to the rights and privileges attached to membership and shall be able to preserve continuity of membership by payment to Headquarters of a subscription within three months of the date ceasing to hold that office, or 1 January 1995, whichever is the earlier.

4. The Board of Trustees may establish and maintain an associate membership in accordance with arrangements from time to time approved by the Board of Trustees provided that such arrangements shall not confer any privileges or rights in relation to the conduct of the affairs of the Society.
5. The Society may establish and maintain a junior membership in accordance with the arrangements from time to time approved by the Board of Trustees provided that such arrangements shall not confer any privileges or rights in relation to the conduct of the affairs of the Society.
6. No person shall be eligible for membership, other than junior membership, of the Society who has not attained the age of eighteen years.
7. The Board of Trustees shall have power to refuse and/or to return any membership subscription at any time if the Board of Trustees shall be of the opinion that it would not be advisable to accept or retain it. This power shall be exercised only by resolution of and after full consideration by the Board of Trustees.
8. A member shall cease to be a member of the Society and his name shall be removed from the register of members, and he shall thereupon forfeit all rights and privileges of membership

- (a) if his annual subscription is in arrears for three months
  - (b) if by notice in writing addressed to the Society he resigns his membership
  - (c) if he is removed from membership of the Society by the Board of Trustees under powers conferred by the Rules.
9. The Society shall credit a Branch with one half of each minimum life membership subscription, and such proportion of each minimum annual membership subscription accepted by the Society from persons accepted into Branch membership, as the Board of Trustees shall from time to time by resolution determine, and Branches shall not unreasonably refuse membership to any individual wishing to join.
10. (a) Where two persons apply for and are accepted into joint membership and both of them have expressed the wish as ascertained in accordance with these Rules only to receive one copy of the papers forwarded to members under Rule XX.2(b) as opposed to each of the members concerned receiving a separate copy of those papers, the Society shall forward to those members jointly one copy of the papers which are forwarded to members under the provisions of Rule XX.2(b).
- (b) For the purpose of this Rule and Rule XX to ascertain whether joint members wish to receive only one copy of the papers forwarded to members under Rule XX.2 or to each receive a copy of those papers:
- (i) Any joint member may at any time send to the Chief Executive of the Society a written notice stating that he wishes to receive a separate copy of the papers forwarded to members under Rule XX.2(b) or both persons in the couple may at any time send to the Chief Executive of the Society a written notice signed by both of them stating that they only wish to receive one copy of those papers. Such a written notice shall be effective not less than fourteen clear days after such written notice has been received by the Chief Executive of the Society and after such notice is effective, the Society shall forward to the members concerned either one or two copies of those papers as the member or members concerned may have selected in their notice.
  - (ii) The Society may consult joint members of the Society as to their wishes by sending to any of those members a written notice asking the

members to select whether they wish to each receive a copy of the papers forwarded to members under Rule XX.2(b) or to only receive one copy of those papers. Unless and until the Society receives a reply that the members concerned wish to each receive a copy of the papers forwarded to members under Rule XX.2(b) the members concerned will subject to any notice received by the Society in accordance with Rule III.10(b)(i) only receive one copy of those papers in the future.

## 11. Members' rights to receive publications

---

- (a) Where any persons are accepted into joint membership, subject to the rights of those members to receive notices of any general meetings or any papers forwarded to them in accordance with the provisions set out in Rules IV.11, VI.4, XX.2, XXVI or XXVII, joint members shall only receive one copy of any publications or other literature which are sent to members as a consequence of their membership.
- (b) The Board of Trustees may, from time to time, confer upon any member or group of members the right to receive further publications or literature from the Society in addition to any publications or literature received as a consequence of their membership upon payment to the Society of such further sum (beyond any membership subscription normally payable) as the Board of Trustees may determine.

## 12. Definitions and interpretations

---

For the purpose of these Rules:

- (a) 'Couple' means any two people who live together as partners at the same address.
- (b) For the purpose of making or deciding any application for membership or for determining the rights and privileges of membership each person in a couple applying for or being a joint member shall, save as regards any subscription payable and subject to Rules III.10 and III.11, be treated as a separate applicant or, as the case may be, a separate member of the Society and any provision in these Rules shall, subject to as aforesaid, accordingly apply to each person in the couple.

13. The Society may from time to time offer discounted subscription rates for one or more categories of membership as may be determined by resolution of the Board of Trustees to encourage recruitment and retention of members.

## IV Power and duties of the Board of Trustees of the Society

The Board of Trustees shall subject to these Rules control the affairs funds property and proceedings of the Society and without prejudice to such general powers shall in particular have power –

1. To fix the dates of its own meetings. In these Rules, “meeting” includes, except where inconsistent with any legal obligation:
  - (a) a physical meeting;
  - (b) a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation; and
  - (c) telephone conferencing.
2. To appoint a Patron or Patrons of the Society a President and Vice-Presidents of the Society a Chairman and Vice-Chairman of the Board of Trustees a Treasurer and a Deputy Treasurer of the Society and such other officers and bankers as it may think fit.
3. To appoint and dismiss all paid officials of the Society, and to delegate to such officials or to other employees of the Society such of the powers and duties of the Board of Trustees (other than the appointment of the Chief Executive of the Society) as may properly be delegated and as the Board of Trustees may decide (including the imposition of applicable terms and conditions), and to make to such officials and employees in addition to their salaries or fees such other allowances or compensation whether by way of pension or otherwise as the Board of Trustees may deem just or expedient provided that nothing in this sub-clause shall be deemed to refer to officials of Branches.
- 4A. To establish and appoint Committees of the Board consisting of such Trustees as the Board shall from time to time determine and, subject to these Rules, to delegate to any such Committee such of the powers and duties of the Board (other than the appointment of the Chief Executive of the Society) as the Board of Trustees shall decide provided that:

- (a) such committees shall include in particular a committee (the 'Branch Affairs Committee') the principal function of which shall be to assist the Board in providing leadership to the branches of the Society in relation to the governance of the Society; ensuring the Society's strategy is informed by understanding of branch issues; and promoting the sustainability of the branch network;
- (b) in relation to all such committees other than the Branch Affairs Committee:
  - (i) a majority of the members of any committee shall consist of Trustees;
  - (ii) persons who are not Trustees may be co-opted as members of any Committee of the Board by that Committee or by the Board, as the Board may determine, by the agreement of not less than two-thirds of those present and voting at a meeting of the Board or Committee (as relevant); and
  - (iii) members of a committee of the Board shall retire from that role at the conclusion of the annual general meeting of the Society next after the date on which they took up the role, but they may be re-appointed, unless the Rules or the Board of Trustees otherwise provide; in particular, Rule V 5 shall apply to the Honorary Officers when operating as a committee of the Board and their term of office on such committee shall be commensurate with their term as Honorary Officers;
- (c) in relation to the Branch Affairs Committee:
  - (i) its members shall, in addition to the Trustees appointed as members of the Branch Affairs Committee by the Board of Trustees, be the Regional Chairs of the Regional Boards appointed pursuant to Rule X;
  - (ii) the Regional Vice-Chair of each Regional Board (also appointed pursuant to Rule X) may deputise for their Regional Chair on occasions when the Regional Chair is unable or unwilling to participate in the business of the Branch Affairs Committee, provided prior notice of this deputising is given on each occasion to the chair of the Branch Affairs Committee; and
  - (iii) each Regional Chair's term of office on the Branch Affairs Committee shall be commensurate with their term as Regional Chair; and

- (d) in relation to all such committees but without prejudice to Rule IV.5
  - (i) the Board of Trustees may make bye-laws dealing with the composition, functions, terms of reference, management and proceedings of any such Committee, and
  - (ii) any Committee so established shall conform to any bye-laws made or to any direction of the Board of Trustees and shall regularly and promptly report any action taken to the next meeting of Board of Trustees.
- 4B. In addition to and without prejudice to Rule IV.4A, to establish and appoint selection panels from time to time which shall be responsible for the selection and appointment of senior employees of the Society (at such level below that of Chief Executive of the Society as set out in the Board of Trustees' terms of reference from time to time) in accordance with policies and procedures as determined by the Board of Trustees; selection panels shall consist of the Chief Executive of the Society and such Trustees as the Board of Trustees shall from time to time decide.
- 5. To make Bye-Laws (not inconsistent with these Rules) for the management of the affairs of the Society and the regulation of the proceedings of the Board of Trustees and the Committees.
- 6. To arrange for the proper conduct of punitive persuasive educational parliamentary and all other operations and for making such disbursements as may be considered necessary in furtherance of the objects of the Society.
- 7. To establish and re-establish Branches of the Society in the manner hereinafter provided.
- 8. To supervise and control the management of affairs of the Branches in the manner hereinafter provided.
- 9. To dissolve Branches of the Society in the manner hereinafter provided.
- 10. To affiliate to the Society or to enter into any arrangement with any other society or any association or body of persons whether within the British Isles or elsewhere having objects substantially identical with those set out in Rule II on such terms and conditions and subject to such supervision and control as may seem meet to the Board of Trustees.

11. To take a poll of members of the Society –
  - (a) on any matter affecting the Society;
  - (b) on any decision arrived at at an annual or extraordinary general meeting;
  - (c) when a poll has been duly demanded in accordance with Rule XXV hereof.
12. To summon an extraordinary general meeting of the Society on any occasion when the Board of Trustees may deem it necessary.
13. To purchase from the funds of the Society trustee indemnity insurance to cover the Trustees as charity trustees from personal liability for acts either properly undertaken in the administration of the Society or undertaken in breach of trust but under an honest mistake. The Insurers shall not be liable for loss arising from any act or omission which the Board of Trustees knew to be a breach of trust or a breach of duty or which was committed by the Board of Trustees in reckless disregard of whether it was a breach of trust or duty or not.
14. Unless a more restrictive voting requirement is specified in these Rules and without prejudice to the requirement to hold meetings under rule IV.1, to pass a resolution in writing (comprising one or several documents containing the text of the resolution in like form to each of which one or more Trustees has signified their agreement) or in electronic form; provided such resolution is agreed by not less than two-thirds of the Trustees entitled to receive notice of a meeting of the Board, it shall be valid and effectual as if it had been passed at a meeting of the Board duly convened and held (this power only being exercisable between scheduled meetings of the Board and being subject to such further regulation as may be laid down in the bye-laws).
15. (a) To produce and update from time to time a code of conduct ('Code of Conduct') for the Board of Trustees setting out relevant matters including
  - (i) the standards expected of Trustees;
  - (ii) the principles required to govern their individual and collective actions; and
  - (iii) the safeguards deemed by the Board of Trustees to be necessary to protect the Society.

- (b) To require all Trustees (and candidates for election or co-option) to comply with the Code of Conduct.
  - (c) To require all Trustees (and candidates for election or co-option) to provide to the Society a commitment by themselves in signed writing to comply with the Code of Conduct. (Failure or refusal by a Trustee to commit themselves in writing to observing the Code of Conduct shall be capable of being deemed a serious breach of it for the purposes of Rule IV.16).
16. Subject to the provisos to this power, and in addition to, rather than qualification of, the provisions regarding vacation of the office of Trustee set out in Rule VIII (especially Rule VIII.5), to take the following actions in relation to any of their number proportionate to the breach:
- (a) to issue of a formal written warning to a Trustee who is regarded by the Board of Trustees as having committed a breach of the Code of Conduct or of the Rules; and/or
  - (b) to suspend for a fixed period of up to six months a Trustee who is adjudged by the Board of Trustees to have committed a serious breach, or repeated breaches, of the Code of Conduct or the Rules, or otherwise brought, or be likely to bring, the Society or the office of Trustee into disrepute; and/or
  - (c) to make a formal request that a Trustee who has committed a serious breach, or repeated breaches, of the Code of Conduct or the Rules resigns from office under the procedure outlined in Rule VIII.1.

Provided that in each case:

- (i) before taking any such action the proposal to take such action must be specified as an item of business on the agenda for the meeting of the Board of Trustees;
- (ii) before the vote is taken, the reasons for the proposal must be stated and the Trustee in question given an opportunity to make a statement in response before withdrawing from the meeting; and
- (iii) the action must be approved by not less than two thirds of those present and voting at the meeting;
- (iv) only one period of suspension may be imposed in respect of any one breach, though breaches in respect of which suspensions have been

made may be taken into account as breaches which are repeated for the purposes of Rule IV.16(b) and (c), and, in the case of suspension under Rule IV.16 (b);

- (v) the Trustee shall remain during the period of suspension entitled to receive notices of, agendas and reports or other papers for, and minutes of meetings of the Board of Trustees and Committees of the Board of Trustees; and
- (vi) meetings of the Board of Trustees missed during the period of suspension shall not count for the purposes of Rule VIII 2.

## V Composition of Board of Trustees

1. Subject to Rule VI.9, the Board of Trustees shall consist of:
  - (a) up to nine Trustees elected as hereinafter provided;
  - (b) up to three Trustees co-opted under Rule V.2.
2. Subject to Rule V.9, the Board may at any time, upon the agreement of not less than two-thirds of those present and voting at a meeting of the Board of Trustees, co-opt as a Trustee any person possessing special qualifications or experience (which qualifications or experience shall at the date of the Trustee's first co-option be minuted by the Board) provided that the total number of such co-opted Trustees on the Board shall not at any time exceed three. A member of the Society, who, in the previous 12 months, stood for election to the Board but was not successful, is not eligible for co-option to the Board. Co-opted Trustees shall be eligible for appointment as Honorary Officers, although their term of office shall be as provided in this Rule (not as provided for in Rule V.5). All co-opted Trustees shall retire each year at the annual general meeting but shall be eligible to be again co-opted at the first Board meeting held after the annual general meeting.
3. Subject to and in accordance with the provision of Rule IX, the Board of Trustees shall have power to fill up any casual vacancy occurring among the Trustees including any casual vacancy in the office of any of the Honorary Officers.
4. The Board may act notwithstanding any such casual vacancy among its members.

5. The Board of Trustees shall elect from amongst their number (whether elected or co-opted Trustees) a Chairman and Vice-Chairman, and a Treasurer and Deputy Treasurer of the Society (all together, the 'Honorary Officers' and individually an 'Honorary Officer', with the respective posts being an 'Honorary Office') who shall serve in their respective capacities. The elections shall be effected at the first Board meeting after the Society's annual general meeting when there are vacancies. Each Honorary Officer, who is an elected, rather than co-opted, Trustee, shall serve for a term expiring at the conclusion of the second annual general meeting of the Society after their appointment (provided that, in each case, such Honorary Officers remain Trustees during their respective periods of office). Honorary Officers may be re-appointed. The term of any appointment or re-appointment of an Honorary Officer shall be subject to any limitation in the Rules or bye-laws restricting the number of consecutive years the same person may serve in the same office.
6. No person who is or has been engaged under a contract of employment with the Society or a Branch within the previous three years shall be eligible to be a Trustee.
7. No voluntary worker who at any time within three years prior to the last date for nomination has received, other than by way of reimbursement of authorised expenses, payment for their work on behalf of a Branch shall be eligible to be a Trustee.
8. No person is eligible to serve concurrently as both a Trustee and a member of the governing body of a Branch of the Society (referred to in these Rules as a 'Branch Committee'); accordingly any Trustee (whether elected by the members pursuant to Rule VI or by the Board to fill a casual vacancy pursuant to this Rule V and Rule IX) or co-opted (pursuant to this Rule V), who is also a member of a Branch Committee, is required to resign from the Branch Committee in accordance with Rule VI.6.
9. (a) Trustees who complete nine years' continuous service as Trustees shall not be eligible to stand again for election (whether by the members pursuant to Rule VI or by the Board to fill a casual vacancy pursuant to this Rule V and Rule IX) or co-option (pursuant to this Rule V) unless a period of at least three years will have elapsed by the time they take up

office again as Trustee (the 'offboard period'); provided that the Board of Trustees may resolve that there are exceptional circumstances which justify their re-election or co-option, which justification shall, if the election or co-option proceeds, be published in the Society's annual report;

- (b) the maximum period for which any Trustee may be re-elected or co-opted pursuant to the exceptional circumstances provision above shall be one further year, after which the requirement for the offboard period shall apply; and
- (c) for the purposes of these Rules, 'continuous service' shall:
  - (i) in relation to Trustees who have served all or part of their period in office as co-opted Trustees, denote consecutive years in office, with continuity being deemed to endure through any temporary periods out of office between the Society's annual general meeting and their re-appointment at the first meeting of the Board after that annual general meeting;
  - (ii) in relation to the terms of office of Honorary Officers, also denote consecutive years in office, whether or not of exactly twelve calendar months (with, in particular, the period in Honorary Office from the first Board meeting after the Society's annual general meeting to the subsequent year's annual general meeting constituting a 'year' for these purposes), and with continuity being deemed to endure through any temporary period out of Honorary Office between the Election Announcement (as defined in Rule VI.9) and re-appointment at the first meeting of the Board after the Election Announcement;
  - (iii) in relation to any Trustee suspended pursuant to Rule IV.16, include the period of suspension;
  - (iv) in relation to the Trustees in office during the Transitional Period (as defined in Rule VI.9), include the Transitional Period; and
  - (v) in relation to any Trustee in post pursuant to Rule IX, include the Trustee's term of office in that casual vacancy.
- (d) Trustees whose terms of office end pursuant to Rule VIII.7 and 8 are also ineligible to stand again for election (whether by the members pursuant

to Rule VI or by the Board to fill a casual vacancy pursuant to this Rule V and Rule IX) or co-option (pursuant to this Rule V) until the offboard period has elapsed; in their case, the exceptional circumstances provision set out above shall not apply.

10. The Royal College of Veterinary Surgeons and the British Veterinary Association shall each have the right to nominate one representative to act in the capacity of Honorary Adviser to the Board of Trustees, and for that purpose such nominees shall be entitled to attend all meetings of the Board but not to exercise the right to vote.

## **VI Procedure for election of Trustees by members and related matters**

1. The provisions in this Rule VI shall govern the election of the Trustees elected by the members of the Society. In addition, the Board of Trustees may from time to time make bye-laws governing elections prescribing amongst other things, the voting mechanisms available to members.
2. One third of such Trustees elected by the members of the Society shall retire annually at the annual general meeting, in the order of seniority according to the date of their election or last re-election to the Board (the retirement of Trustees of equal seniority being determined by lot).
3. The Board of Trustees shall prepare a form of nomination paper and no member shall be eligible for election as a Trustee unless his nomination paper is signed by the proposer and seconder and ten other members of the Society. A copy or copies of the form of nomination paper shall on request be supplied to any member of the Society. This form shall provide space for the insertion of all necessary particulars as to the candidate including the date when he first became and how long he has been a member of the Society and for a brief statement (not to exceed nine hundred words) of the work he has done for animals and his other qualifications if any for Trusteeship. The form shall also provide for a statement to be signed by the candidate of his willingness if elected to serve on the Board of Trustees.

4. The voting papers containing the names and addresses of all the candidates and instructions on how members may register their vote shall not later than twenty-eight clear days before the annual general meeting be sent to all members of the Society entitled to vote together with a memorandum containing particulars referred to in Rule VI.3 and the names of their respective proposers seconders and ten nominators. If a candidate has at any point in the previous three years received a formal written warning under Rule IV.16(a), been temporarily suspended from attending meetings of the Board of Trustees under Rule IV.16(b), received a formal request to resign under Rule IV.16(c), or vacated office as a Trustee under Rule VIII, this information may be disclosed to the members of the Society in the memorandum.
5. Votes shall be returned to scrutineers appointed by the Board (not being paid officials of the Society, Trustees, or candidates in the relevant election) within twenty-eight days after the voting papers shall have been issued to the members and the votes shall be counted by the scrutineers under arrangements to be made by the Chief Executive of the Society and the names of the successful candidates shall be announced by or on behalf of the scrutineers at the annual general meeting. In the event of there being more candidates than vacancies each member shall be entitled to vote for not more candidates than the number of vacancies, nor less than two candidates giving no more than one vote to any candidate. In the event of there being the same number of candidates as there are vacancies all the candidates shall be deemed to have been elected without any vote having been taken. In the event of there being fewer candidates than there are vacancies all the candidates shall be deemed to have been elected and the vacant places shall be regarded as casual vacancies to be filled up by the Board under the provision of Rule IX.
6. Any individual elected or co-opted as a Trustee, who is also a member of a Branch Committee shall, within seven days of election or co-option as a Trustee, resign from such Branch Committee with immediate effect, save only that, if such resignation would cause the Branch Committee to become inquorate, the time requirement for the individual to resign shall be extended to three months.

7. Candidates for election to the Trustees shall not be eligible unless they have been members of the Society for not less than three consecutive years immediately preceding nomination, and have been duly nominated as candidates. The provisions of this clause shall not apply to:
  - (a) candidates proposed to fill a casual vacancy under Rule IX, and
  - (b) co-opted Trustees whose nominations satisfy the requirements of rule VI.8.
8. Subject to Rules V.6, V.7 and V.9, a co-opted Trustee shall be eligible for subsequent election to the Board of Trustees in accordance with this Rule VI provided that:
  - (a) his or her nomination as a candidate is supported by the Board (such support requiring the agreement of not less than two-thirds of those present and voting at a Board meeting); and
  - (b) he or she becomes a member of the Society.
9. The following provisions shall apply for the period (the 'Transitional Period') from the Society's annual general meeting in June 2019 until the announcement by the Chief Executive of the Society on the Society's website of the results of the second 2019 election of Trustees (the 'Election Announcement') which election shall be run in accordance with the process outlined below; Rule VI.9(d) below shall continue to apply until the end of the first Board meeting after the Election Announcement:
  - (a) In the Transitional Period:
    - (i) the Board of Trustees shall consist of
      - (aa) the up to twenty-five Trustees elected (whether by the members of the Society or as Regional Representatives) under the Rules in force prior to the Society's annual general meeting in June 2019 (including the Trustees elected in the election process run immediately prior to that annual general meeting); and
      - (bb) the up to three Trustees co-opted under Rule V.2;
    - (ii) Rules V.8, VI.6, and VIII.9 shall not apply;
    - (iii) Rule VI.2 shall not apply; rather, the term of office of all the elected Trustees described in paragraph (a)(i)(aa) above (but not the co-opted

Trustees described in paragraph (a)(i)(bb) above) shall cease at the end of the Transitional Period; and

- (iv) the provisions in Rule IV.4 relating to the establishment of the Branch Affairs Committee and in Rule X relating to the ex officio appointments of the Regional Chairs shall not apply.
- (b) Not later than four months after the Society's annual general meeting in June 2019 an election process for the up to nine Trustees referred to in Rule V.1(a) shall be run in accordance with these Rules, varied by the substitution in Rule VI.4 of 'four months after the annual general meeting in June 2019' for 'twenty-eight days before the annual general meeting' and the substitution in Rule VI .5 of 'by the Chief Executive of the Society publishing a notice of the result on the Society's website' for 'at the annual general meeting'.
- (c) The term of office of the Trustees elected by this process shall commence on the day of the Election Announcement.
- (d) Rule V.5 shall be varied by the substitution of 'after the Election Announcement' for 'after the Society's annual general meeting'.

## VII Trustees to act without remuneration

Trustees shall act without remuneration provided that the Board may defray the reasonable expenses incurred by Trustees to and from their homes to Board and Committee meetings and all Trustees when deputed to travel on the Board's business shall be entitled to reasonable expenses.

## VIII Circumstances under which office of Trustee is vacated

The office of a Trustee shall be vacated –

1. if by notice in writing to the Chief Executive of the Society he resigns his office or he ceases to be a member of the Society;
2. if he is absent from 50% or more of the meetings of the Board of Trustees during the space of twelve months and if the Board in such circumstances decide to terminate his office (such termination occurring automatically upon the Board giving notice of termination to the Trustee);

3. if he is suffering from mental disorder within the meaning of the Mental Health Act, 1959, or such other Act as may be in force;
4. if he becomes bankrupt and the Board in such circumstances decide to terminate his office (such termination occurring automatically upon the Board of Trustees giving notice of termination to the Trustee);
5. if by an affirmative vote of not less than two thirds of the Trustees a resolution is passed terminating such Trustee's office as a Trustee on the grounds of grave misconduct or unfitness to remain a Trustee. No such resolution shall be considered unless notice is served upon the Trustee by recorded delivery post not less than fourteen days before the meeting of the Board of Trustees at which his conduct is to be considered, stating the reasons for such a resolution and the resolution shall appear on the Agenda for the meeting. The Trustee shall have the opportunity of submitting any explanation either personally or in writing to the Board of Trustees. If the Trustee appears personally he may be accompanied or represented, at his own expense, by a legal adviser or other accredited person. A Trustee removed from office under this Rule shall not be eligible to stand for election to or to serve on the Board of Trustees for a period of three years.
6. at the Society's annual general meeting following completion of nine years' continuous service as Trustee, or completion of such further period (no more than one further year, resulting in a maximum period of ten years' continuous service) as the Board shall determine pursuant to Rule V.9;
7. at the first Board meeting after the Society's annual general meeting, if, being the immediate past Chair, the Trustee is not re-appointed as such; or, being the immediate past holder of one of the other Honorary Offices, the Trustee is not re-appointed as an Honorary Officer;
8. at the Society's annual general meeting following completion of six years' continuous service as an Honorary Officer (in one or more capacities), unless the Trustee notifies the Chief Executive of the Society at least four weeks in advance of the annual general meeting that, being the Vice-Chairman, they wish to seek election as the Chairman; or, being the Treasurer, they wish to seek election as the Vice-Chairman or Chairman;

or, being the Deputy Treasurer, they wish to seek election as the Treasurer, Vice-Chairman or Chairman; in which case they may continue as a Trustee until the first Board meeting after that annual general meeting and the following provisions shall apply:

- (a) if the Trustee fails to be so elected at that Board meeting, their office as Trustee shall be vacated immediately; and
  - (b) if the Trustee is so elected, their office of Trustee shall be vacated immediately on the expiry of the term of office of that further Honorary Officer role; and
9. immediately on expiry of the time limit prescribed in Rule VI.6, if, being a member of a Branch Committee when elected or co-opted as Trustee, the Trustee fails to resign from that post within that time limit.

## IX Casual vacancy on the Board of Trustees

Whenever a casual vacancy occurs amongst the Trustees the Chief Executive of the Society shall report such vacancy at the next meeting of the Board of Trustees but the said vacancy shall not be filled up at that meeting.

No candidate shall be proposed for election to fill a casual vacancy at the Board meeting if they are ineligible under Rule V.9, unless the exceptional circumstances criterion set out in that Rule applies. In addition, no candidate shall be proposed for election at a Board meeting unless notice in writing with the name and address of the candidates and also of the proposer and seconder who must both be Trustees has been sent to the Chief Executive of the Society at least fourteen clear days prior to the date of the meeting and the names of all candidates with their proposers and seconders shall be added to the notice convening the meeting. A candidate shall not be elected unless he receives the votes of two-thirds of all the Trustees present and voting at the meeting. A Trustee so elected to the Board shall hold office for the same time as the Trustee whose place he fills would have held it but he shall not thereby become entitled to succeed to any other office or to sit on any Committee unless and until duly elected thereto.

## X Regional Funds and Regional Boards

1. The Society shall establish and maintain in each region a Regional Fund based on voluntary Branch contributions and such contributions as the Board of Trustees may allocate from time to time which may be applied in pursuance of the objects of the Society within the Region. Such funds shall be held and invested by the Society and the Board of Trustees shall be appointed as the Managing Trustees. The Regional Funds shall be included in the audit of the accounts of the Society.
2. The Branches throughout the country shall be divided into ten Regions with such boundaries as the Board of Trustees shall from time to time determine. In relation to each Region, the Board of Trustees shall establish a Regional Board, and shall delegate to the Regional Boards such administrative duties relating to their respective Regions as the Board of Trustees thinks fit. The Board of Trustees shall determine the remit of the Regional Boards so established by Terms of Reference and may make Bye-Laws for the regulation of their proceedings. The Board of Trustees has the right to withdraw without notice such delegated duties.
3. Under the delegated authority of the Board of Trustees, each Regional Fund shall be administered by the relevant Regional Board and utilised strictly in accordance with the Terms of Reference issued by the Board of Trustees from time to time.
4. Branches of the Society, having met any contributions to the Regional Budget required by these Rules and Rules for Branches, may transfer funds to the Regional Fund or make transfers subject to such conditions as may be agreed with the Regional Board.
5. Each Branch Committee in a Region shall be able to nominate one member of that Branch Committee to the Regional Board. Each Regional Board shall appoint from amongst their number a Regional Chair and a Regional Vice-Chair, who shall each serve for a three year term. The Regional Chair shall also serve 'ex officio' as a member of the Branch Affairs Committee (pursuant to Rule IV 4), with his or her Regional Vice Chair deputising in accordance with Rule IV.4A(b)(ii).
6. The Regional Director shall service the Regional Board, with staff attending as necessary.

## XI Rules concerning Branches

Branches of the Society whether in existence when these Rules come into force or to be established hereafter shall comply with and be subject to the following regulations –

1. (a) A Branch shall be constituted as either –
  - (i) a charitable unincorporated association and shall operate in accordance with this Rule and with the Rules for Branches from time to time approved by the Board of Trustees; or
  - (ii) a charitable incorporated organisation and shall operate in accordance with a constitution from time to time approved by the Board of Trustees(b) A Branch constituted under Rule XI.1 (a)(i) may, with the prior written consent of the Board of Trustees, re-constitute as a charitable incorporated organisation under Rule XI.1 (a)(ii).
2. A Committee shall be formed to carry on the work of the Branch and the following officers of the Branch shall be appointed and all such appointments shall be forthwith notified by the Branch Secretary to the Chief Executive of the Society for registration: Chairman Treasurer and Secretary.
3. The Branch Committee shall act in pursuance of the policy and objects of the Society and be subject to the Rules and bye-laws of the Society. Branch boundaries shall be fixed by the Board of Trustees after consultation with the Branch Committee but the Board of Trustees shall at all times have power to vary such boundaries after further consultation with the Branch Committee.
4. A Branch may for the purpose of facilitating its working divide its area into 'Auxiliaries' and every Auxiliary shall for the purpose of these Rules be regarded as forming an integral part of the Branch. A Branch may also arrange for the appointment of district collectors for any areas not served by an existing Auxiliary.
5. Inspectors properly trained and qualified to the satisfaction of the Board of Trustees will be deployed under Board Authority to do duty within Inspectorate groups.
6. Each Branch shall contribute at such rate as the Board of Trustees may from time to time determine to the Region's operating costs.

7. The work conduct and administration of Inspectors shall be the responsibility of Headquarters from which source all necessary directions and instructions will be issued, provided always that it will be the responsibility of all Inspectors to maintain good working relationships with Officials of the Branch or Branches in the locality in which they operate.
8. The wages uniforms and travelling and other reasonable expenses of all Inspectors and also the costs charges and all other expenses incurred in or incidental to the conduct of all prosecutions and all legal responsibility arising out of the work of the Inspectors within the scope of their duties shall be borne by Headquarters.
9. Any complaint of substance as to the conduct of a Headquarters employee shall be reported forthwith by the Branch Secretary or other official to the Regional Director.
10. No prosecution shall in any circumstances whatever be instituted in the name of the Society except under the authority of the Board of Trustees or its duly authorised officer.
11. All monies received by a Branch or by an Auxiliary of a Branch shall be placed in a local bank to the credit of an account in the name of such Branch.
12. The Secretary of each Branch shall furnish the Chief Executive of the Society with the names and addresses of all the Branch officers within twenty-eight days of the annual general meeting of the Branch and with any changes connected therewith within twenty-eight days of such change.
13. A Branch may publish literature solely in the name of the Branch for local purposes but such literature shall not contain any statement contrary to the Society's objects or declared policy.
14. The Policy of the Society is determined from time to time by the Board of Trustees and may be ascertained from the Chief Executive of the Society. No Branch has any power to change amend or alter the policy of the Society and it shall be deemed conduct prejudicial to the interest of the Society if any officer or member of the Society or of any Branch at any time publicly misrepresents the said policy in any communication of a public nature unless the said officer or member satisfies the Board of Trustees that such misrepresentation was unintentional or accidental. For the purposes

of this Rule a communication of a public nature shall include any speech, statement to the press or upon the wireless or television or written communication by letter or article in any journal magazine newspaper or publication to which the public have access.

15. All legacies bequeathed to the Society (except those specifically bequeathed to a particular Branch) shall be received by the Treasurer, Deputy Treasurer or Chief Executive of the Society but subject to any special trusts by which such legacies may be affected the Board of Trustees (or any Committee or official or employee of the Society to whom the power has been properly delegated under Rule IV) shall have power to direct that any legacy or the income therefrom shall be paid to a particular Branch or to the Regional Fund.
16. Each Branch shall hold within six months of the close of its financial year an annual general meeting for the adoption of its report and accounts and for the election of the Committee for the ensuing year and notice of such meeting shall be given to the Chief Executive of the Society at least fourteen days prior to the holding of such meeting and the Board of Trustees shall be entitled to send a representative to attend.
17. (a) The Board of Trustees shall have power to suspend any officer or member of a Branch Committee in any circumstances in which it may appear desirable to the Board of Trustees and subject to sub-rule 18. for such period as it may decide. During this period the remaining members of the Branch Committee shall have power to conduct the affairs of the Branch in accordance with its Rules.  
  
(b) The Board of Trustees shall have power to suspend a Branch Committee in any circumstances in which it may appear desirable to the Board of Trustees and subject to sub-rule 18. for such period as it may decide. During this period the Board of Trustees by its duly authorised officers shall have all the powers necessary to administer the affairs and funds of the Branch, including the power to convene meetings of the Branch and to appoint a temporary Committee which may be given such powers as the Board of Trustees considers necessary in the circumstances including power to convene its own meetings and to elect temporary officers but not to convene meetings of the Branch.

18. (a) A suspension imposed under sub-rule 17. shall lapse after a period of nine months unless the Board of Trustees shall resolve to extend the suspension for a further period not exceeding three months.
- (b) The Board of Trustees shall give notice of its intention to consider an extension of suspension imposed on a Branch officer or member and the notice shall be deemed to be sufficiently given if it is despatched by recorded delivery post addressed to the officer or member at his address last known to the Board of Trustees not later than 24 clear days prior to the meeting at which the resolution is to be considered and the officer or member shall be afforded an opportunity of being heard as to why the suspension should not be continued.
- (c) The Board of Trustees shall give notice of its intention to consider an extension of suspension imposed on a Branch Committee and the notice shall be deemed to be sufficiently given if it is despatched by recorded delivery post addressed to all persons known to the Board of Trustees to be members of the suspended Committee at their addresses last known to the Board of Trustees not later than 24 clear days prior to the meeting at which the resolution is to be considered and the Committee and its members shall be afforded an opportunity of being heard as to why the suspension should not be continued.
19. The Board of Trustees shall have powers to require any officer or member of a Branch Committee in any circumstances in which it may appear to it desirable to resign from his office and/or from the Committee. The Board of Trustees shall give notice of its intention to consider a resolution requiring such resignation and the notice shall be deemed to be sufficiently given if it is despatched by recorded delivery post addressed to the officer or member at his address last known to the Board of Trustees not later than 24 clear days prior to the meeting at which the resolution is to be considered and the officer or member shall be afforded an opportunity of being heard as to why he should not be required to resign. A resignation required under this sub-rule shall be deemed to take effect on the day following despatch by recorded delivery post of notice to the officer or member of the Trustees' decision to require resignation. No such officer or member shall be eligible for election or appointment to any Committee or sub-committee of any Branch or to be an officer or official of any Branch unless the Board of Trustees gives its consent in writing. Any

vacancy created by operation of this sub-rule may be filled by the Branch Committee in accordance with Branch Rules. No person required to resign under this Rule shall be eligible to stand for election to the Board of Trustees for a period of three years unless the Board of Trustees gives its consent in writing.

20. The Board of Trustees shall have power to disband a Branch Committee in any circumstances in which it may appear to the Board of Trustees to be desirable. The Board of Trustees shall give notice of its intention to consider a resolution to disband the Committee and this notice shall be deemed to be sufficiently given by the Board of Trustees if it is despatched by recorded delivery post addressed to all persons known to the Board of Trustees to be members of the Committee at their addresses last known to the Board of Trustees not later than 24 clear days prior to the meeting at which the resolution is to be considered and the Committee and its members shall be afforded an opportunity of being heard as to why the Committee should not be disbanded.
21. When a Branch Committee has been disbanded by the Board of Trustees in accordance with the provisions of the previous sub-rule a new Committee shall be elected at the next annual general meeting of the Branch. No member of the disbanded Committee shall be eligible for election or appointment to any committee or sub-committee or to become an officer or official of any Branch unless the Board of Trustees gives its consent in writing. During the period after disbandment and before the election of a new Committee the Board of Trustees by its duly authorised officers shall have all the powers necessary to administer the affairs and funds of the Branch including the power to convene meetings of the Branch and to appoint a temporary Committee which may be given such powers as the Board of Trustees considers necessary in the circumstance including power to convene its own meetings and to elect temporary officers but not to convene meetings of the Branch.
- 22.(a) A Branch may be dissolved by the Board of Trustees either on the Board of Trustees' own initiative or after consideration of a resolution duly passed at an annual or extraordinary general meeting of such Branch requesting the Board of Trustees to dissolve the same. Notice of the resolution to be proposed at such Branch meeting shall be circulated by the Secretary of the Branch or some other responsible Branch officer to all persons entitled

to vote thereat. A copy of the resolution so passed at the meeting shall be sent by the Secretary of the Branch or some other responsible Branch officer to the Chief Executive and such Secretary or other officer shall certify in writing that the meeting was called in accordance with this Rule and Branch Rules and the Board of Trustees shall thereupon if they think fit dissolve the Branch.

- (b) Save when acting pursuant to a Branch resolution under para (a) of this sub-rule the Board of Trustees shall give notice of its intention to consider a resolution to dissolve the Branch and such notice shall be deemed to have been sufficiently given if it is despatched by recorded delivery post addressed to all persons known to the Board of Trustees to be members of the Committee of the Branch at their addresses last known to the Board of Trustees not later than 24 clear days prior to the meeting at which the resolution is to be considered. The Branch shall be afforded an opportunity of being heard through its officers and Committee or, if there are none in office, through a meeting of members of the Branch as to why the Branch should not be dissolved.
23. When a Branch has been dissolved in accordance with the provisions of the previous sub-rule the Board of Trustees shall have powers necessary to effect the winding-up of the affairs of the Branch. All property both real and personal belonging to the Branch and previously applicable for its general purposes shall be held at the disposal of the Board of Trustees who shall use or apply such property in the liquidation of the Branch's outstanding liabilities, if any, and shall use and apply any balance thereafter remaining in carrying out the objects of the Society in the area of the dissolved Branch in such manner as the Board of Trustees may decide after full consideration and after consulting such persons (if any) as the Board of Trustees may consider useful to consult. The disposition of property held under a specific trust for or in connection with the Branch so dissolved or by Trustees sanctioned or appointed by the Branch shall be applied by the Board of Trustees in accordance with those trusts or in such manner as may be sanctioned by the law relating to trust property.
24. Prior to exercising any of the powers contained in sub-rules 18.19.20. and 22(b) the Board of Trustees shall ensure that there is supplied in writing not later than the date upon which notice of the Board of Trustees'

intention to consider a resolution is served an indication of the matters of which complaint is made together with copies of or sufficient extracts from documents to be considered by the Board of Trustees and the name of any persons whom it is intended shall give oral evidence to the Board of Trustees at the meeting. The Chief Executive shall be supplied not less than ten days prior to the Board of Trustees meeting with a copy of any document or statement, or with a reference to any document or statement already in the Chief Executive's possession, proposed to be used in connection with the proceedings by the Committee, officer or member, and with the names of any other persons whom the Committee, officer or member wishes to call to give oral evidence at the meeting.

25. The procedure contained in the previous sub-rule shall also be followed when action under sub-rule 17. is proposed save where the Board of Trustees is satisfied that to do so may prejudice the reputation of the Society or the affairs or funds of the Branch.
26. The powers contained in sub-rules 17.18.19.20. and 22. above shall be exercised only by resolution of and after full consideration by the Board of Trustees. The members of any Committee of the Board of Trustees which has recommended the Board of Trustees to exercise any such power in a particular case shall not be entitled to vote when any resolution in that case is put to the Board of Trustees.
27. A Branch shall be empowered to receive donations and legacies and (subject to these Rules and to any special trust by which such money may be affected) any money received by it may be expended by the Branch either directly or indirectly or through contribution to the Regional Fund for the purposes laid down by the Society. A Branch may subject to these Rules generally manage its own affairs and shall be solely responsible for its own debts and liabilities but shall not pledge the credit of the Society or the Board of Trustees.
28. a) The Board of Trustees shall have power for a period of not more than 12 months to take charge of a Branch to the exclusion of any member or former member of the Branch Committee if the Branch does not hold

an Annual General Meeting or there is no Branch Committee or the Branch Committee is unable or unwilling to act as charity trustees of the Branch.

- (b) Where this power is exercised, the Board of Trustees shall appoint temporary officers who shall have the general control and management of the administration of the Branch until a general meeting of the Branch is held at which a new branch committee is elected.
- (c) Notice that the Board of Trustees has taken charge of a Branch shall be given to the Regional Director, the Branch Support Specialist, those who were last acting as members of the Branch Committee and any trustees for the Branch.
- (d) All or any of the powers conferred by this sub-rule may be delegated to a duly authorised Committee of the Board of Trustees.

## **XII Receipt and payment of monies on behalf of the Society**

All monies received on behalf of the Society at the Headquarters shall be paid into accounts in the name of the Society at its bank for the time being and all payments shall be made by cheques drawn on such accounts. Official receipts of the Society signed by the Treasurer, Deputy Treasurer, Chief Executive or other duly authorised official of the Society shall be regarded as a sufficient acknowledgement and discharge in regard to all payments made to the Society at Headquarters.

## **XIII Proceedings by and against officers of the Society**

If with the sanction of the Board of Trustees any prosecution action or other legal proceeding shall be commenced by any officer or official of the Society or if any prosecution action or other legal proceeding is commenced against any officer or official of the Society for anything properly done by him under a general or specific direction or with the sanction of the Board of Trustees or in pursuance of his general duty such officer or official shall be indemnified against all loss damage and expenses attending such prosecution action or other legal proceeding by and at the expense of the Society.

## XIV Provisions regarding investment of funds

1. All real and leasehold property and investments belonging to the Society other than property belonging to and retained by a Branch shall be held in the corporate name of the Society or by the Official Custodian for Charities.
2. Every payment to the Society whether by way of subscription donation or legacy or any other way shall (unless otherwise expressly provided by the person making such payment) be deemed applicable both as to the capital and income thereof either as capital or income for the purposes of the Society.
3. Any part of the capital or the income of the Society which is not required for the time being for the purposes of the Society may be invested until so required in any investments from time to time authorised or approved by law for the investment of trust money.

## XV Annual statements of Accounts

The Board of Trustees shall prepare in respect of each year up to 31 December (or such other date as may from time to time be determined by the Board of Trustees) a statement of accounts complying with the requirements of the Charities Act 2011 and for that financial year shall also draw up and prepare an annual report on the work of the Society containing such information as is necessary to comply with that Act's requirements in connection with the preparation of annual reports. The Society may for administrative purposes combine any such statement of accounts and annual report in a single document. A copy of the statement of accounts and annual report shall be transmitted to the Charity Commissioners in accordance with the requirements of that Act.

## XVI Annual Review

1. The Board of Trustees may at a meeting preceding the annual general meeting draw up and prepare an annual review in accordance with the provisions of this Rule.
2. An annual review drawn up and prepared in accordance with Rule XVI.1 shall contain a report on the work of the Society for the preceding financial year

and a summary of its financial affairs for that year. Any such summary of the financial affairs of the Society shall cover the income, expenditure and other financial affairs of the Society and shall in particular:

- (a) state that the financial statement is only a summary of the information in the statement of accounts referred to in Rule XV;
  - (b) contain a statement by the auditors of their opinion as to whether it is consistent with the statement of accounts referred to in Rule XV;
  - (c) state whether the auditors' report on the statement of accounts was unqualified or qualified and, if it was qualified, set that qualification out in full together with any further material needed to understand the qualifications;
  - (d) state the name of the person who signed the summary on behalf of the Board of Trustees;
  - (e) include a statement in a prominent position to the effect that the summary does not contain sufficient information to allow as full an understanding of the financial affairs of the Society as would be provided by the full annual accounts and that any members requiring more detailed information have the right to obtain a copy of the Society's statement of accounts;
  - (f) state the date on which the full accounts of the Society were approved by the Board of Trustees and state whether or not those accounts have been submitted to the Charity Commissioners; and
  - (g) contain a clear and conspicuous statement of how members of the Society can obtain a copy of the Society's full accounts and how they may elect to receive those full accounts for future financial years.
3. An annual review drawn up in accordance with Rule XVI.1 may, in addition to those matters referred to in Rule XVI.2, also contain such further financial or other information as the Board of Trustees shall determine is necessary or expedient to be included in that review.

## XVII Annual general meeting

An annual general meeting of the Society shall be held each year in respect of the preceding year for the purpose of receiving and if thought fit adopting the statement of accounts and the annual report referred to in Rule XV. and

transacting such other of the Society's business as may be necessary. Any member of the Society shall be at liberty to propose at the annual general meeting any resolution including any resolution for the amendment of the report provided that notice thereof shall have been given in writing to the Chief Executive of the Society not less than twenty-eight clear days before the day of the meeting and that in the opinion of the Board of Trustees the proposal or discussion of such resolution will not be detrimental to the interests of the Society. The Board of Trustees shall have power to invite persons who are not members of the Society to attend and speak.

## **XVIII Chairman of general meetings**

The President shall preside at the annual or any extraordinary general meeting of the Society. If the President is unable or unwilling to preside at such meeting the Board of Trustees may appoint the Chairman of the Board of Trustees or any other persons whatsoever to preside at such meeting.

## **XIX Summoning of extraordinary general meeting**

1. In accordance with Rule IV.12. the Board of Trustees may summon an extraordinary general meeting of the Society on any occasion when the Board of Trustees may deem it necessary.
2. An extraordinary general meeting shall also be called on a requisition signed by not less than five hundred members of the Society. The requisition shall specify the purpose for which the meeting is demanded and it shall be the duty of the Board of Trustees to summon an extraordinary general meeting of the members without unnecessary delay. No business other than that specified in the requisition shall be transacted.

## **XX Notice to members of general meetings**

1. The annual or any extraordinary general meeting of the Society shall be summoned by advertisement inserted in at least three of the principal London daily newspapers. The advertisements shall be inserted not less than thirty-five days prior to the date appointed stating as far as possible the business to be transacted at the meeting and such advertisements shall for all purposes be deemed sufficient notice to all members.

2. Not less than twenty-one days prior to the date appointed for any annual or extraordinary general meeting:
  - (a) The Chief Executive shall give notice of any such meeting to each member whose name and address are recorded at Headquarters which notice shall include the same information as the advertisement referred to in Rule XX.1; and
  - (b) in the case of an annual general meeting the Society shall subject to the provisions set out in Rule III.10, forward to each member the statement of accounts and annual report referred to in Rule XV, or, if such an annual review has been drawn up and the wish of the member concerned as ascertained in accordance with these Rules is to receive it, the annual review referred to in Rule XVI.
3. For the purposes of this Rule XX to ascertain whether a member wishes to receive either the statement of accounts and annual report referred to in Rule XV or any annual review drawn up in Rule XVI:
  - (a) a member of the Society may at any time send to the Chief Executive of the Society a written notice stating that he wishes to receive the statement of accounts and annual report referred to in Rule XV or that he wishes to receive the annual review referred to in Rule XVI. Such a written notice shall be effective in relation to any papers to be forwarded to members under Rule XX.2(b) not less than 14 clear days after such written notice has been received by the Chief Executive of the Society and provided that such an annual review has been drawn up, the Society shall in the future after such notice is effective forward to the member concerned the document which he has selected in his notice, subject to any further notice under this Rule XX.3(a) and the entitlement referred to in Rule XVI.2(g).
  - (b) the Society may consult members of the Society as to their wishes in either or both of the following ways:
    - (i) by sending to any member a written notice informing the member that the annual review would be a report on the work of the Society and a summary of the income, expenditure and other financial affairs of the Society and asking the member to select whether he wishes to receive the statement of accounts and annual report of the Society or the annual review;

- (ii) by sending to any member an annual review together with a written notice asking the member to select whether he wishes to receive the statement of accounts and annual report of the Society or the annual review.

Unless and until the Society receives a reply that the member concerned wishes to receive the statement of accounts and annual report referred to in Rule XV, he will, subject to any notice received by the Chief Executive of the Society in accordance with Rule XX.3(a) and the entitlement referred to in Rule XVI.2(g), only receive an annual review in the future.

4. The Chief Executive of the Society shall send not less than fourteen days before the holding of an annual general meeting to those members who have applied for admission tickets an agenda stating the business to be transacted at such meeting; such an agenda to be sent also to those members expressly asking to be furnished with same. Such agenda shall be settled by the Board of Trustees and the Board of Trustees shall, subject to rule XXI.2, have the absolute power to decide whether any resolution submitted to a meeting is to be treated as a special resolution.

## **XXI Voting at general meetings**

1. None but members of the Society as defined in Rule III shall be competent to vote at any annual or extraordinary general meeting and the voting at each meeting shall be personal. In the event of equality of votes the Chairman of the meeting shall have a second or casting vote.
2. At an annual general meeting of the Society any resolution to revoke alter or vary the Rules of the Society which affects the rights and privileges of members of the Society as members (but not otherwise) is to be treated as a special resolution.

## **XXII Matters for discussion at general meetings**

1. The Board of Trustees shall have power to exclude from discussion at any annual general meeting any resolution or matter the subject matter

of which has been discussed at any extraordinary general meeting of the Society held during the preceding three years.

2. The Board of Trustees shall have power to refuse to convene an extraordinary general meeting called under Rule XIX.2 to discuss any resolution or matter the subject matter of which has been discussed at any meeting of the Society or has been the subject matter of a poll held during the preceding three years.
3. The Board of Trustees shall have absolute discretion to decide whether the subject matter of any proposed resolution or matter falls within that Rule.

### **XXIII Supplying list of members**

A list of names and addresses of all the members entitled to a vote shall be kept at Headquarters and any member of the Society when a poll is taken or an extraordinary general meeting is called shall be entitled to receive a copy on payment of the sum of 150 pounds.

### **XXIV Quorum at general meetings**

No business shall be transacted at an annual or at an extraordinary general meeting unless at least fifty members are present. No special resolution at any annual meeting and no resolution at any extraordinary general meeting shall be deemed to be carried unless at least three-fifths of the members present vote in favour thereof.

### **XXV Demand for a poll**

In respect of any resolution passed at an annual or extraordinary general meeting five hundred members of the Society may by notice in writing to the Chief Executive of the Society within twenty-one days of such meeting demand a poll of all the members in respect of such resolution and thereupon a poll shall be taken forthwith by the Board of Trustees. Upon a poll being taken no resolution shall be deemed to be carried unless at least

three-fifths of the members voting, vote in favour thereof. This Rule shall not prejudice the power of the Board of Trustees to take a poll of all the members of the Society under Rule IV. 11.

## **XXVI Impartial statement on a poll**

When a poll of the members is taken under these Rules the Board of Trustees shall draw up and issue to the members a statement of facts setting out the circumstances under which the poll is to be taken and including a brief summary of the arguments advanced on both sides signed by the Chairman.

## **XXVII Method of taking a poll**

A poll of the members under these Rules shall be taken by means of polling papers forwarded from Headquarters and returned within such time and addressed to such person as the Board of Trustees may direct. The Board of Trustees will notify the members the result of the poll as soon as possible after the poll has been taken.

## **XXVIII Expulsion of members**

A member of the Society as defined by Rule III shall cease to be a member and shall thereupon forfeit all rights and privileges as such if his conduct, in the opinion of not less than two thirds of the members of the Board of Trustees present and voting at a meeting of the Board of Trustees, has been prejudicial to the interests of the Society provided that prior to such meeting reasonable notice in writing shall have been given to the member of the intention of the Board of Trustees to consider his conduct and an opportunity afforded him to submit any explanation either personally or in writing at the option of such member to the Board of Trustees. Notice shall be deemed sufficient and reasonable if despatched by recorded delivery post to the last known address of the member not later than 24 clear days before the meeting of the Board of Trustees at which the conduct is to be considered, and shall contain an indication of the matters of which complaint is made together with copies of or sufficient extracts from documents to

be considered by the Board of Trustees. The member shall supply the Chief Executive not less than 10 days prior to the Board of Trustees meeting with a copy of any document or statement to be used in connection with the proceedings by the member and with the names of any persons whom the member wishes to call to give oral evidence and/or to act as his friend or advocate at the meeting. The members of any Committee of the Board of Trustees which has recommended the Board of Trustees to exercise the power contained in this Rule in any particular case shall not be entitled to vote when any resolution in that case is put to the Board of Trustees.

## **XXIX Sending notices, information and other documents required by these Rules**

1. Without prejudice to Rule XX.1, the Society can serve, send, circulate, forward or deliver any notice, information or other document required by these Rules on or to a member:
  - (a) personally;
  - (b) by posting it in a letter (with postage paid) to the address recorded for him on the list of members;
  - (c) by delivering it to that address;
  - (d) if the member is also an employee of the Society or one of its subsidiaries, through the internal mail system of the Society or that subsidiary; or
  - (e) by making it available on a website, provided that the requirements in Rule XXIX.2 are satisfied.

To avoid doubt, the method of delivery adopted by the Society on any one occasion shall not in any way restrict the Society from using an alternative method of delivery on a different occasion.

2. The requirements referred to in Rule XXIX.1 relating to websites are that:
  - (a) the member has agreed (generally or specifically) that the notice, information or other document may be sent or supplied to him by being made available on a website (and has not revoked that agreement);

- (b) the member is sent a notification by email or any of the methods specified in Rule XXIX.1 of the presence of the notice, information or other document on a website, the address of that website, the place on that website where it may be accessed, and how it may be accessed (“notification of availability”). In relation to joint members, where both persons in a couple have supplied the Society with the same email address, a notification of availability addressed jointly to them and sent to that email address shall be deemed to constitute separate notification to each of them for the purposes of this Rule;
  - (c) in the case of a notice of meeting, the notification of availability states that it concerns a notice of a general meeting, specifies the place, time and date of the meeting, and states whether it will be an annual general meeting; and
  - (d) the notice, information or other document continues to be published on that website, in the case of a notice of meeting, throughout the period beginning with the date of the notification of availability and ending with the conclusion of the meeting and in all other cases throughout the period of 28 days beginning with the date on which the notification of availability is sent to the member, save that if the notice, information or other document is made available for part only of that period then failure to make it available throughout that period shall be disregarded where such failure is wholly attributable to circumstances which it would not be reasonable to have expected the Society to prevent or avoid.
3. The Society may at any time and from time to time, at its sole discretion, choose to give, send or forward notices, information or other documents only in hard copy form to some or all members.
  4. If a notice, information or other document is made available on a website it is treated as being sent on the date on which notification of availability on the website is sent or, if later, the date on which it is first made available on the website.
  5. If a member is present at any general meeting he shall be deemed to have received notice of the meeting and the reason why it was called.

#### If documents are accidentally not sent

6. If a notice, or other document relating to any meeting or other proceeding (including but not limited to a notice of availability), is accidentally not sent, or is not received, the meeting or other proceeding shall not be invalid as a result.

#### Validation of document

7. Where these Rules require a document to be signed by a member or any other person, if the document is in electronic form, then in order to be valid the document must either:
  - (a) incorporate the electronic signature or personal identification details of the member or other person, in a form approved by the Society; or
  - (b) be accompanied by such other evidence as the Society may require in order to be satisfied that the document is genuine.

#### Availability of document or information

8. Any notice, information or other document sent or supplied by means of a website must be made available in a form, and by a means that the Society reasonably considers will enable the recipient to read it and to retain a copy of it. For this purpose any notice, information or other document can only be read if:
  - (a) it can be read with the naked eye, or
  - (b) to the extent that it consists of images (for example photographs), it can be seen with the naked eye.

## XXX Rescinding and altering Rules

These Rules shall take effect as from the 13th January, 1932 and all Rules then in force shall be and the same are hereby rescinded as from that date but without prejudice to anything done thereunder and shall remain in force until revoked altered or varied either by resolution passed at an annual or extraordinary general meeting or by a poll of the members under Rule IV. (11) or Rule XXV. and confirmed where necessary as provided by Section 10 of the Royal Society for the Prevention of Cruelty to Animals Act, 1932.



## Royal Society for the Prevention of Cruelty to Animals

Wilberforce Way, Southwater, Horsham, West Sussex RH13 9RS 0300 1234 999 [www.rspca.org.uk](http://www.rspca.org.uk)

 [facebook.com/RSPCA](https://facebook.com/RSPCA)  [twitter.com/RSPCA\\_official](https://twitter.com/RSPCA_official)  [www.instagram.com/official\\_rspca](https://www.instagram.com/official_rspca)

The RSPCA helps animals in England and Wales. Registered charity no. 219099. The RSPCA only exists with the support of public donations. ©RSPCA 2019. All rights reserved. This material must not be reproduced or used in any manner whatsoever without the express written permission of the RSPCA. SP01 719