

## GENERAL GUIDANCE ON MEMBERS' RESOLUTIONS

### Introduction

This note focuses on the members' entitlement to submit resolutions for discussion at the Society's AGM and provides general guidance on the Board's duty under the Rules to decide whether such resolutions shall go forward to the AGM for debate.

### Resolutions proposed by Members for discussion at the AGM

#### *Deadline for receipt*

Under RSPCA Rules, the deadline for submitting a resolution for the AGM in any year is 3pm on 1 June (or if 1 June is not a working day, by 3pm on the first working day after 1 June). Any resolution received later in the year will be considered in the following year's AGM cycle.

#### *Submitting your resolution*

A resolution may be submitted to the Society:

- by email to [agmteam@rspca.org.uk](mailto:agmteam@rspca.org.uk); or
- by post to RSPCA, Legal Services, Parkside, Chart Way, Horsham, West Sussex, RH12 1GY.

The member proposing the resolution may also submit a supporting statement not exceeding 500 words at the same time.

#### *What happens after your resolution is submitted*

The Rules require the Board to consider whether it is of the opinion that “...*the proposal or discussion of such resolution will not be detrimental to the interests of the Society*”. This is referred to as the “detriment test” in this note.

The Board is a body consisting of up to 12 Trustees. Whilst Trustees will have their own individual opinions about the resolution it is the opinion of the Board, as a body, that counts. In applying the detriment test, the Board must act reasonably and in good faith.

The phrase “will not be detrimental” means the same as “will not be harmful” or “will not be damaging”. So, a resolution that the Board considers to be inconvenient, trivial or embarrassing will not be detrimental. Furthermore, the mere fact that the Board may not agree with the resolution is irrelevant.

It is impossible to provide an exhaustive list of what constitutes the interests of the Society. However, it is possible to give some examples. The interests of the Society would include all those matters which help or enhance:

- the advancement of animal welfare for the public benefit
- the good administration of the Society's affairs, funds or proceedings (which include the AGM)
- the good governance of the Society

- the reputation of the Society
- the proper application of the Society's funds
- public support for the Society
- the financial well-being of the Society

The Rules provide the Board with an option to discuss modification to the wording of a resolution with the member who proposed it. If such a modification is agreed before 1 July in the year of the AGM, the resolution as so modified will be treated as validly submitted.

It should also be noted that the Board has a separate power to exclude any resolution the subject matter of which has been discussed at any general meeting of the Society during the preceding three years.

### **Notifying the proposer of the resolution about the Board's decision**

When a decision has been taken, the Society will write to the proposer and, if the resolution has been rejected, the Society will give brief reasons explaining the Board's decision. Where the Board accepts a resolution (or modified resolution as the case may be), the Society will inform the proposer and include the resolution on the Agenda for the meeting.

### **Supporting statement**

The agenda for the AGM will be sent to members of the Society with the AGM notice together with the supporting statement (if provided). The Board is not required to circulate the supporting statement if it exceeds 500 words or if, in its opinion, it contains material which is (or might be) defamatory or which would, or might, be otherwise unlawful to publish.

The Board may itself provide a statement commenting on the resolution with the notice of the AGM and may include a recommendation to members as to the manner in which they should cast their vote.

### **Effect of Resolutions passed at the AGM**

Resolutions (other than those which take effect to amend the RSPCA's Rules) passed at an AGM are not binding on the Board. However, the Board will reflect on any resolution passed at the AGM and decide whether it is in the interests of the Society to take action on it. The Board will then report on the outcome of its deliberations no later than the next AGM.

### **Drafting Tips**

Members are encouraged to ensure that the wording of the resolution clearly articulates the proposition that members are being asked to consider – ideally within a few short sentences at most. Longer or multi-part resolutions can be confusing, and it is important to remember that the resolution should present a proposition that members can vote on. The use of images in the published resolution is not permitted.

### **Status of this guidance**

When considering a member's resolution submitted for discussion at the AGM, the Board will take the general guidance in this note into account, along with any other advice available to it at the time.

*This guidance was last reviewed by the Board in December 2023.*