



## **General guidance on resolutions proposed by members for discussion at the Society's AGM**

### **Introduction**

The RSPCA Act 1932 provides that the Council of the Society shall control the affairs, funds, property and proceedings of the Society subject to the provisions of that Act and of the RSPCA's Rules.

The Council is the body that is ultimately responsible and accountable for the good administration of the Society's affairs.

This note focuses on the members' right to propose resolutions at the Society's Annual General Meeting (AGM) and provides general guidance on the Council's duty under the Rules to determine whether such resolutions should be allowed to go forward to the meeting for debate.

### **Resolutions proposed by members of the Society**

Under RSPCA Rule XVII, any member may propose any resolution at the Society's AGM provided they have given written notice of the resolution to the chief executive at least 28 days before the date of the AGM and the Council forms an 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.

Rule XVII requires the Council to consider every resolution submitted and, in each case, to apply the detriment test in deciding whether it should be allowed to go forward to the meeting. If the resolution passes this test, it will be included on the AGM agenda.

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

Resolutions (other than those which take effect to amend RSPCA's Rules) passed at an AGM are not binding on the Council. However, the Council 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 Council will then report on the outcome at the next AGM.

### **The detriment test**

The elements of the detriment test consist of:

- an 'opinion' formed by the Council as to whether the proposal or discussion of such resolution
- "will not be detrimental"
- "to the interests of the Society".

### **Council's 'opinion'**

The Council is a body consisting of up to 25 members. Council members will have their own individual opinions about the resolution. The Council's opinion on the resolution is determined by means of a formal vote at a Council meeting taken among the Council members present. Under the Rules, it is the opinion of the Council, as a body, that counts. In reaching an opinion on the resolution, the Council must act reasonably and in good faith, taking only relevant considerations into account.

### **"will not be detrimental"**

This means the same as 'will not be harmful' or 'will not be damaging'. A resolution which the Council considers to be inconvenient, trivial or embarrassing will not be detrimental.

The mere fact that the Council may not agree with the proposal contained in a resolution is not relevant to the application of the detriment test. Rather, the Council must determine whether the proposal or discussion of the matter will not be detrimental to the interests of the Society.

### **"the interests of the Society"**

It is impossible to provide an exhaustive list of what will constitute 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.

### **Action for members**

When giving written notice of resolutions for the AGM under Rule XVII, the Council encourages members to explain why they consider that their proposal (or the discussion of it) will not be detrimental to the interests of the Society. This would enable the Council to take the proposer's views into account when considering the detriment test.

### **Council decision-making process**

After the deadline for giving notice of resolutions has expired, the Council will consider each resolution individually at a meeting. When a decision has been taken, the Society will write to the proposer of the resolution and, if it has been rejected, will give brief reasons explaining the Council's decision.

### **Status of this guidance**

When applying the detriment test under Rule XVII, the Council will take the general guidance in this note into account, along with any other advice available to it at the time.

This guidance was approved by the Council on 28 April 2010