

General guidance on resolutions proposed by Members for discussion at the Society's AGM

Introduction

The RSPCA Act 1932 provides that the Board 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 Board 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 AGM and provides general guidance on the Board'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 twenty-eight clear days before the date of the AGM and the Board 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 Board 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.

Please note that receipt of the Society's AGM Notice is not the "trigger" date for Member resolution submission. Members may instead propose a resolution giving written notice of the resolution to the Chief Executive at any time during the course of the year, as long as it is at least twenty-eight clear days before the AGM.

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 at the next AGM.

The detriment test

The elements of the detriment test consist of:

- An "opinion" formed by the Board as to whether the proposal or discussion of such resolution
- "will not be detrimental"
- "to the interests of the Society"

Board’s “opinion”

The Board is a body consisting of up to 12 trustees. Board Trustees will have their own individual opinions about the resolution. The Board’s opinion on the resolution is determined by means of a formal vote at a Board meeting taken among the Board Trustees present. Under the Rules, it is the opinion of the Board, as a body, that counts. In reaching an opinion on the resolution, the Board 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 Board considers to be inconvenient, trivial or embarrassing will not be detrimental.

The mere fact that the Board may not agree with the proposal contained in a resolution is not relevant to the application of the detriment test. Rather, the Board 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 Board 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 Board to take the proposer’s views into account when considering the detriment test.

Board decision-making process

After the deadline for giving notice of resolutions has expired, the Board 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 Board’s decision.

Status of this guidance

When applying the detriment test under Rule XVII, 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 in November 2021.

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