

RSPCA BYELAWS

Royal Society for the Prevention of Cruelty to Animals

REGISTERED CHARITY NO. 219099 | 2024 EDITION

IMPORTANT NOTICE

This edition of the RSPCA Byelaws was approved by the Board of Trustees pursuant to Rule 19 of the RSPCA Rules on 10 July 2024 and replaces all earlier versions. These Byelaws shall remain in force until revoked or varied by the Board of Trustees.

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1. Definitions and Interpretation

- 1.1 Rule 1 of the RSPCA Rules 2023 shall apply to the interpretation of these Byelaws. In addition, the following words and phrases shall, unless the context demands otherwise, have the following meanings:
- 1.1.1 “**Annual Timetable**” means the timetable of scheduled meetings of a Governance body for a calendar year;
 - 1.1.2 “**Policies and Procedures**” means those policies and procedures adopted by, or specified as applying to, a Governance Body to promote the good administration of its affairs;
 - 1.1.3 “**Regional Chair**” means the person who is elected in accordance with these Byelaws as Chair of a Regional Board;
 - 1.1.4 “**Regional Board member**” means a Branch Trustee who has been appointed by their Branch to sit on the Regional Board for that Region;
 - 1.1.5 “**Regional Vice-Chair**” means the person who is elected in accordance with these Byelaws as Vice-Chair of a Regional Board;
 - 1.1.6 “**Scheme of Delegation**” means the document that describes the delegations framework that has been adopted by the Board of Trustees from time to time;
 - 1.1.7 “**Terms of Reference**” means the document that sets out the remit and scope of authority delegated by the Board of Trustees to Committees and Regional Boards; and
 - 1.1.8 “**Written Resolution**” means a decision of a Governance Body taken otherwise than at a meeting in accordance with these Byelaws.

2. The Society’s Byelaws

Application: applies to the Society and each Governance Body.

- 2.1 The Board of Trustees may make Byelaws for the good administration of the affairs and proceedings of the Society, and may subsequently vary or revoke the Byelaws from time to time.
- 2.2 Later decisions of the Board of Trustees will prevail over any earlier decision of another Governance Body to the extent that the Board of Trustees’ decision is contrary or inconsistent with the other body’s decision, but subject to any applicable law or natural justice.

- 2.3 The ruling of the chair of a meeting of a Governance Body as to the interpretation or application of these Byelaws, or as to any proceedings of such bodies, shall be final.

Application of Byelaws

- 2.4 Each Byelaw shall apply in accordance with the “Application” section, subject to anything to the contrary, or to any restriction, limitation or condition stated in the text of that Byelaw. Furthermore, the Board of Trustees may disapply or temporarily suspend the operation of a Byelaw provided that it does not create any inconsistency with the operation of the Society’s Rules.
- 2.5 In the event of any inconsistency between these Byelaws and the Society’s Rules, the Society’s Rules shall prevail.

3. Annual Timetable

Application: applies to Governance Bodies as specified below.

Board of Trustees and Committees

- 3.1 Meetings shall be held in accordance with an Annual Timetable, but subject always to:
- 3.1.1 the chair of the Board or Committee (as the case may be) being able to call an additional meeting at any time; and
 - 3.1.2 the right of members of the Board or a Committee (as the case may be) to requisition a special meeting in accordance with Byelaw 4.8.

Regional Boards

- 3.2 Regional Boards shall hold at least one meeting in any six month period in accordance with an Annual Timetable.

Provisions applying to each Governance Body

- 3.3 The dates and times of meetings in the Annual Timetable are indicative only, and will be confirmed by a formal notice calling the meeting. The Annual Timetable may be varied from time to time with the agreement of the relevant Governance Body.
- 3.4 Without prejudice to the requirement to hold meetings, a Governance Body may take decisions by a Written Resolution passed in accordance with Byelaw 10.

4. Meetings

Application: applies to each Governance Body with the proviso that Byelaws 4.6, 4.8, 4.9 and 4.10 do not apply to Regional Boards.

Format of a meeting

- 4.1 Meetings may be held at a physical venue, virtually by means of an electronic facility or facilities, or by a combination of each (“hybrid meeting”). Members of a Governance body shall be counted in the quorum of that body when:
- 4.1.1 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting; and
 - 4.1.2 the meeting has been called and takes place in accordance with the Rules and these Byelaws.
- 4.2 In determining whether a member of a Governance Body is present at or participating in a meeting, it is irrelevant where they are or how they communicate with each other.
- 4.3 The detailed content and format of the meeting shall be for the chair of the relevant Governance Body to determine, but subject to any decision of the relevant Governance Body to the contrary.

Notices and agendas for meetings

- 4.4 Every meeting of a Governance Body shall be called by the despatch of a formal notice.
- 4.5 Subject to Byelaw 4.6, not less than four clear days before the date of a meeting, notice of a meeting shall be sent to every member of the Governance Body and shall include:
- 4.5.1 the time, date and location of the meeting (and if to be held virtually or as a hybrid meeting, the details or links to join such meeting);
 - 4.5.2 an agenda listing the items of business to be considered; and
 - 4.5.3 a copy of each of the reports for the meeting.
- 4.6 A meeting of a Governance Body may be held on shorter notice than specified in Byelaw 4.5 only with the agreement of all the members of the Governance Body.
- 4.7 If a report is not available at the time an agenda is published, then the agenda will be updated with the report as soon as possible thereafter.

Requisitioning a special meeting

- 4.8 A special meeting may be requisitioned if at least one half of the membership of a Governance Body presents the chair of the relevant Governance Body with a requisition notice. On receipt of a requisition notice, the chair of the Governance Body shall arrange for a formal notice calling a special meeting to be circulated to all those entitled to attend. A special meeting must be held no later than one month from the date that the requisition notice was presented to the chair of the relevant Governance Body.

Requirements of a requisition notice

- 4.9 A requisition notice must be dated and clearly state that it is a formal requisition to call a special meeting of the relevant Governance Body. The notice must be signed by the members requisitioning a special meeting and state the items of business to be considered at the meeting.

Withdrawal of a requisition notice

- 4.10 A special meeting shall be cancelled if the requisition notice is withdrawn before the date of the meeting. The requisition notice may only be withdrawn in writing to the chair of the Governance Body, signed by all those who signed the requisition notice.

- 4.11 The accidental omission to give notice of any meeting to, or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate any resolution passed or proceedings had at any such meeting.

Chair of the meeting

- 4.12 The chair of the Governance Body or, in their absence, the vice-chair (if any) or another member of the Governance Body nominated by the members at the meeting, shall preside as chair of the meeting.

5. Quorum

Application: applies to the Board of Trustees, Committees and Regional Boards as specified.

Board of Trustees

- 5.1 The quorum to enable business to be transacted at a Board meeting is such number of Trustees that is not less than one half of its members.

Committees

- 5.2 The quorum to enable business to be transacted at a meeting is as follows:

5.2.1 in the case of a Committee:

- (i) of five or more members, the quorum is such number that is not less than one half of its members;
- (ii) of four or less members, the quorum shall be two; and

5.2.2 shall include at least one Trustee.

Regional Boards

- 5.3 The quorum to enable business to be transacted at a meeting is the greater of:

5.3.1 four, or

5.3.2 such number of Regional Board members as is nearest to one third (rounding down) of the number of Branches in the Region.

If no quorum present

5.4 If a quorum is not present within fifteen minutes of the time when the meeting of the Governance Body was due to start as stated on the agenda, the meeting shall be abandoned.

5.5 If the chair of the meeting finds that the meeting has become inquorate, the chair may wait for five minutes, following which, if the meeting is still inquorate, the meeting shall end.

6. Required majority for taking decisions at meetings

Application: applies to each Governance Body.

6.1 The chair of a meeting shall seek to reach a consensus and if satisfied that such consensus exists may, unless a vote is taken, treat the matter as agreed by all the members of the Governance Body present.

6.2 The chair may call for a vote on any decision to be taken by the meeting. A vote shall be taken if requested by a member of the Governance Body before the meeting has moved on to the next item of business.

6.3 Where a vote is taken, the decision of the Governance Body shall be decided by a simple majority of its members present and voting. Decisions shall not be made by a simple majority of votes cast if the Rules or these Byelaws require a different basis for the taking of the decision.

7. Voting

Application: applies to each Governance Body.

7.1 Every member of a Governance Body may cast one vote if a vote is called.

7.2 If equal numbers of votes are cast then, subject to Byelaw 7.3, the chair of the meeting may additionally give a second or casting vote.

7.3 Byelaw 7.2 shall not apply if the chair of the meeting is unable to participate for quorum or voting purposes in the decision-making process.

7.4 The mode of voting will be by show of hands unless the chair of the meeting or a majority of the members of the Governance Body decide that there should be a ballot.

- 7.5 If a recommendation comprises two or more elements then it will be considered as a whole but the chair may allow, on request, the meeting to vote on each element separately if the chair considers this will assist with the conduct of business.

8. Conduct in the meeting

Application: applies to each Governance Body.

- 8.1 Members of a Governance Body shall treat each other, members of the Society's staff and other persons present with respect and comply with the Society's dignity and respect policy.
- 8.2 Members of a Governance Body shall also comply with any other applicable Policies and Procedures.
- 8.3 The Chair presiding at the meeting decides who is permitted to speak and when someone must stop speaking. The Chair has the power to require someone to stop a particular action if it is causing a disturbance to the meeting. These powers apply for any person present at the meeting. If anyone present at the meeting by words or actions causes disturbance or annoyance so as to make orderly business impossible, the Chair will warn the person concerned. If the disturbance or annoyance continues, the Chair may require the person to leave the meeting. If the person refuses to leave, the Chair may adjourn the meeting for as long as they think necessary for good order to be restored.

9. Minutes

Application: applies to each Governance Body as specified.

- 9.1 A Governance Body shall keep minutes of each meeting which shall include a record of the members of the Governance Body present at the meeting.
- 9.2 Subject to Byelaw 9.3, the draft minutes will be circulated to the members of the Governance Body no later than twenty-one days after the date of the meeting to which they relate.
- 9.3 In the case of Regional Boards, draft minutes will be circulated to the Regional Board members no later than fourteen days before the date of the next Regional Board meeting.
- 9.4 At each meeting, the minutes of the preceding meeting shall be confirmed (or confirmed as amended) and be signed by the chair of the meeting as a true record of that meeting.
- 9.5 The signed minutes of the meeting shall be conclusive proof of the proceedings of that meeting.

10. Written Resolutions

Application: applies to each Governance Body.

- 10.1 Without prejudice to the requirement to hold meetings, a Governance Body may 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 members of the Governance Body has signified their agreement) or in electronic form, provided that any such resolution is agreed by not less than two-thirds of the members of the Governance Body.
- 10.2 Subject to Byelaw 10.3, a Written Resolution shall be valid and effectual as if it had been passed at a duly convened meeting of the Governance Body.
- 10.3 A decision cannot be made by Written Resolution where the Rules or these Byelaws require the decision to be considered at a meeting.
- 10.4 Any decision taken by Written Resolution shall be recorded in the Minutes of the next available meeting.

11. Management of conflicts of interest

Application: applies to each Governance Body.

- 11.1 Members of a Governance Body must declare the nature and extent of:
 - 11.1.1 any direct or indirect personal interest which they have in a proposed transaction or arrangement; and
 - 11.1.2 any other duty to which they are subject that may affect the impartiality of their decision-making or may reasonably be regarded as so doing.

Participation in decision-making

- 11.2 If a member of a Governance Body's interest or duty cannot reasonably be regarded as giving rise to a conflict of interest or a conflict of duties, that person is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a person's interest or duty can reasonably be regarded as giving rise to a conflict shall be determined by the non-conflicted members of the Governance Body.
- 11.3 If a member of a Governance Body's interest or duty gives rise (or the non-conflicted members of the Governance Body determine that such interest or duty can reasonably be regarded as giving rise) to a conflict of interest or a conflict of duties, steps to manage the conflict shall be taken in accordance with the Governance Body's applicable Policies and

Procedures. In the absence of any applicable Policy and Procedure, the person subject to the conflict must:

- 11.3.1 take part in the decision-making process only to such extent as (in the view of the other members of the Governance Body) is necessary to inform the debate;
- 11.3.2 not be counted in the quorum for that part of the process; and
- 11.3.3 withdraw during the vote and have no vote on the matter.

Register of interests

- 11.4 A Governance Body must ensure that a register of its members' interests is kept.

12. Membership of the Society

Application: applies to the Society.

- 12.1 The categories of membership are determined by the Board of Trustees from time to time. The current categories of membership are stated in this Byelaw.

Life members

- 12.2 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 of a membership fee of such sum as may from time to time be determined by resolution of the Board of Trustees shall constitute the applicant a life member of the Society as from the date the Board of Trustees decide, in their absolute discretion, to accept the application and to enter the name of the applicant in the register of members.
- 12.3 Joint life membership shall be available on payment of such membership fee as may from time to time be determined by resolution of the Board of Trustees, as from the date the Board of Trustees decide, in their absolute discretion, to accept the application and to enter the names of the applicants in the register of members.
- 12.4 Any person who is accepted as a life member or joint life member shall continue as such from year to year without payment of any further membership fee unless brought to an end under the Rules.

Honorary Life members

- 12.5 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.
- 12.6 Any person who is accepted as an honorary life member shall continue as such from year to year unless their membership is brought to an end under the Rules.

Annual members

- 12.7 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 of an annual membership fee of such sum as may from time to time be determined by resolution of the Board of Trustees shall constitute the applicant an annual member of the Society as from the date the Board of Trustees decide, in their absolute discretion, to accept the application and to enter the name of the applicant in the register of members.
- 12.8 Joint annual membership shall be available on payment of such annual membership fee as may from time to time be determined by resolution of the Board of Trustees, as from the date the Board of Trustees decide, in their absolute discretion, to accept the application and to enter the names of the applicants in the register of members.
- 12.9 Annual members and joint annual members shall, on payment of the relevant annual membership fee, continue to be an annual member from year to year unless their membership is brought to an end under the Rules.

Additional Society publications made available to members

- 12.10 In relation to any category of membership, the Board of Trustees may, from time to time, determine that additional Society publications or literature (other than the formal notices and information the Society is required to send to members under the Rules) shall be provided to members in that category. Any joint members in such a category shall receive, between the two of them, one copy of any such additional publications or literature.

13. Committees

Application: applies to Committees.

- 13.1 Subject to the Rules, the Board may establish or disestablish such Committees as it decides from time to time.
- 13.2 A Committee shall operate in accordance with its Terms of Reference and the Scheme of Delegation.

Composition

Committees (other than the Branch Affairs Committee)

- 13.3 A Committee may consist of Trustees and co-opted Committee members. As a minimum requirement, the number of Trustees serving on a Committee shall not be less than the number of co-opted Committee members. If the number of Trustees serving on a Committee falls below this minimum, the Committee cannot act until an additional Trustee (or Trustees as the case may be) has been appointed to meet the minimum requirement.
- 13.4 Persons who are not Trustees may be co-opted as members of a Committee by that Committee or by the Board, as the Board shall determine, by the agreement of not less

than two-thirds of those present and voting at a meeting of the Committee or the Board (as the case may be).

- 13.5 The procedure for appointing or re-appointing Trustees as Committee members and for appointing co-opted Committee members shall be determined by the Board (if not provided for in the Board's Policies and Procedures).

Branch Affairs Committee

- 13.6 The Branch Affairs Committees shall consist of three Trustees (including the chair of the Branch Affairs Committee) appointed by the Board, and the Regional Chairs.
- 13.7 The Regional Vice-Chair may deputise for the Regional Chair at meetings of the Branch Affairs Committee on occasions when the Regional Chair is unable or unwilling to attend, provided prior notice of this deputising is given on each occasion to the chair of the Branch Affairs Committee.

Terms of Office

- 13.8 A Committee member's term of office shall expire as follows:
- 13.8.1 if a Trustee, when their term of office as a Trustee expires;
 - 13.8.2 if a co-opted Committee member, at the conclusion of the third AGM held following their appointment; and
 - 13.8.3 if a Regional Chair (in respect of the Branch Affairs Committee), when their term of office as Regional Chair expires.
- 13.9 Subject to the Rules and the Byelaws, a retiring Committee member is eligible for re-appointment.

Termination of Committee membership

- 13.10 Committee membership automatically terminates if a Committee member:
- 13.10.1 dies;
 - 13.10.2 resigns in writing to the chair of the Committee;
 - 13.10.3 is absent without permission from 50% or more of the meetings of the Committee during the space of twelve months and the Committee in such circumstances decides to terminate their membership of the Committee (such termination occurring automatically upon the Committee giving notice of termination to the Committee member);
 - 13.10.4 (also being a Trustee) ceases to be a Trustee for any reason;
 - 13.10.5 is removed by the Board or the Committee (as the case may be) in accordance with Byelaw 13.11; or

13.10.6 is convicted of an animal cruelty offence.

- 13.11 A Committee member (who has been appointed by the Committee) shall be removed under Byelaw 13.10.5 if a resolution to remove them is approved by two-thirds of the other Committee members present at a Committee meeting. Before the Committee takes a decision to remove a Committee member, the Committee must follow the Fair Process Procedure in Schedule 1 of the Rules. Where a Committee member has been appointed by the Board, they may only be removed under Byelaw 13.10.5 by a resolution approved by two-thirds of the other Board members at a Board meeting, having followed the Fair Process Procedure.
- 13.12 When vacancies arise on a Committee, the Board of Trustees shall be promptly informed.

Committee Chairs

Appointment

- 13.13 A Committee Chair and, where required, a vice-chair, shall be appointed for each Committee, as follows:
- 13.13.1 The chair of the Branch Affairs Committee shall be a Trustee appointed by the Board of Trustees. The vice-chair shall be appointed by the Branch Affairs Committee from among the Regional Chairs;
- 13.13.2 The Treasurer, by virtue of their office, shall be Committee Chair of:
- 13.13.2.1 the Finance, Audit and Risk Committee;
- 13.13.2.2 the Investment Committee; and
- 13.13.2.3 the Remuneration Committee;
- 13.13.3 The chair of the Governance and Nominations Committee shall be a co-opted Committee member appointed by the Board. A Trustee shall be appointed as vice-chair from among the Committee members; and
- 13.13.4 in relation to all other Committees, the Committee shall elect a Committee Chair (and vice-chair where required) from among its own members, unless otherwise directed by the Board.
- 13.14 The procedure for appointing or re-appointing Committee Chairs (and vice-chairs) shall be determined by the Board (if not provided for in the Board's Policies and Procedures). Where a Committee Chair (or vice-chair) has been appointed by the Board, they may only be removed under Byelaw 13.6.5 by a resolution passed by the Board in accordance with Byelaw 13.17. Where a Committee Chair (or vice-chair) has been appointed by a Committee, they may only be removed under Byelaw 13.6.5 by a resolution passed by that Committee in accordance with Byelaw 13.17.

Terms of office of Committee Chair and vice-chair

- 13.15 The term of office of a Committee Chair (and vice-chair) shall expire at the same time as their term of office as a Committee member expires under Byelaw 13.8. Subject to the Rules and the Byelaws, a retiring Committee Chair (and vice-chair) is eligible for re-appointment.

Termination of office of Committee Chairs and vice-chairs

- 13.16 The office of a Committee Chair (and vice-chair) shall automatically terminate if the Committee Chair (or vice-chair):
- 13.16.1 dies;
 - 13.16.2 resigns in writing to the chair of the Board;
 - 13.16.3 ceases to be a member of the Committee for any reason;
 - 13.16.4 (also being a Trustee) ceases to be a Trustee for any reason;
 - 13.16.5 is removed by the Board or the Committee (as determined by Byelaw 13.14) in accordance with Byelaw 13.17; or
 - 13.16.6 is convicted of an animal cruelty offence.
- 13.17 A Committee Chair (or vice-chair) shall be removed under Byelaw 13.16.5 if a resolution to remove them is approved by two-thirds of the other members present at a Committee or Board meeting (as the case may be). Before a decision to remove a Committee Chair (or vice-chair) is taken, the Fair Process Procedure in Schedule 1 of the Rules shall be followed.

14. Regional Boards

Application: applies to Regional Boards.

- 14.1 The Board of Trustees may delegate to Regional Boards such administrative duties as the Board of Trustees from time to time thinks fit.
- 14.2 Regional Boards shall act in accordance with terms of reference issued by the Board of Trustees from time to time.

Membership

- 14.3 The Branch Trustees of each Branch in the Region shall appoint one of their own number as a Regional Board member who is entitled to attend and vote at Regional Board meetings.
- 14.4 Where a Regional Board member is unable to attend a Regional Board meeting, the Branch Trustees may appoint one of their own number as a substitute Regional Board

member to attend and vote at that meeting, provided that prior notice has been given to the Regional Chair.

Observers at Regional Board meetings

- 14.5 Trustees ordinarily resident in the Region and staff employed by the Branches in the Region may request to attend Regional Board meetings as observers. The Regional Chair shall determine such requests and may also invite other persons as observers.

Termination of membership of the Regional Board

- 14.6 Membership of the Regional Board automatically terminates if a Regional Board member:
- 14.6.1 dies;
 - 14.6.2 resigns in writing to the Regional Chair;
 - 14.6.3 is absent without permission from two or more consecutive meetings of the Regional Board during the space of twelve months and the Regional Board in such circumstances decides to terminate their membership of the Regional Board (such termination occurring automatically upon the Regional Board giving notice of termination to the Regional Board member);
 - 14.6.4 ceases to be a Branch Trustee;
 - 14.6.5 ceases to be the Regional Board member for a Branch in the Region;
 - 14.6.6 (being the Regional Chair) ceases to be a member of the Branch Affairs Committee;
 - 14.6.7 is removed by the Regional Board in accordance with Byelaw 14.7; or
 - 14.6.8 is convicted of an animal cruelty offence.
- 14.7 A Regional Board member shall be removed from membership of the Regional Board under Byelaw 14.6.7 if a resolution to remove them is approved by two-thirds of the other Regional Board members present at a Regional Board meeting. Before the Regional Board takes a decision to remove a Regional Board member, they must follow the Fair Process Procedure in Schedule 1 of the Rules.

Society staff attending Regional Board meetings

- 14.8 Representatives of the Society's operational staff and Branch Partnership Managers may attend Regional Board meetings in accordance with arrangements approved by the Assistant Director Branches, Partnerships & Volunteering.

15. Election of Regional Chairs and Regional Vice-Chairs

Application: applies to Regional Boards.

- 15.1 Each Regional Board will elect from its membership a Regional Chair and Regional Vice-Chair.
- 15.2 Regional Chairs and Regional Vice-Chairs elected in 2022 (or to fill a casual vacancy following such election) shall retire on the following dates that apply to their Region:
- 15.2.1 **South Central:** retire on 31 December 2023;
 - 15.2.2 **Yorkshire & North East:** retire on 31 December 2023;
 - 15.2.3 **East:** retire on 31 December 2023;
 - 15.2.4 **East Midlands:** retire on 31 December 2024;
 - 15.2.5 **South West:** retire on 31 December 2024;
 - 15.2.6 **Wales:** retire on 31 December 2024;
 - 15.2.7 **North West:** retire on 31 December 2025;
 - 15.2.8 **West Midlands:** retire on 31 December 2025;
 - 15.2.9 **South East:** retire on 31 December 2025;
 - 15.2.10 **London:** retire on 31 December 2025.
- 15.3 Subject to Byelaw 15.5, all subsequent appointments or reappointments of Regional Chairs and Regional Vice-Chairs shall be for a term of three years, ending on 31 December in the third year.
- 15.4 Subject to Byelaw 15.5, a retiring Regional Chair or Regional Vice-Chair shall be eligible for re-election.
- 15.5 Regional Chairs who complete nine consecutive years' service (whenever this occurred) as a Regional Chair (including periods of service filling a casual vacancy) shall not be eligible for reappointment when their term ends, provided that the Regional Board may resolve that there are exceptional circumstances which justify their re-election. The maximum period for which any Regional Chair may be re-elected pursuant to the exceptional circumstances provision shall be one further year, following which a casual vacancy shall arise.

Conduct of the election

- 15.6 Where a Regional Chair and Regional Vice-Chair are due to retire at the end of the year, an election shall be held.
- 15.7 An external independent provider of electoral services will be appointed by the Society as the scrutineer for the election of Regional Chairs and Regional Vice-Chairs. The nomination and voting processes shall be conducted using online nomination and voting platforms, or other suitable electronic means approved by the scrutineer.

- 15.8 The Society shall manage the election process as follows:
- 15.8.1 the nomination period shall open on a date to be fixed by the Society which shall be not less than three months before the end of the year in which the Regional Chair and Regional Vice-Chair are due to retire;
 - 15.8.2 the nomination period will close on a date fixed by the Society which shall be not later than 21 days after the nomination period opened;
 - 15.8.3 if a ballot is required the Society shall give notice to Branches in the region of the online voting platform, together with voting instructions not later than 7 days after the date nominations closed;
 - 15.8.4 the voting period shall close on a date fixed by the Society not more than 31 days after the notice referred to in Byelaw 15.8.3 was issued;
 - 15.8.5 the results shall be announced no later than 7 days after the date that the voting period closed;
 - 15.8.6 the newly elected Regional Chair and Regional Vice-Chair shall take up their appointments from 1 January in the following year;
- and the Society shall publish a timetable for the election when the nomination period opens.
- 15.9 The Society shall ensure that notice is given to Branches when the nomination period opens. The notice shall state how nominations can be submitted via the online nomination platform.
- 15.10 All candidates for election as Regional Chair or Regional Vice-Chair shall be members of the relevant Regional Board and have submitted a nomination via the online nomination platform before the nomination period closes.
- 15.11 Nominations submitted after the date/time that the nomination period closes may only be accepted in extenuating circumstances and at the discretion of the scrutineer, whose decision is final. If no candidates are nominated for a particular office, then a casual vacancy shall be deemed to have arisen. If only one candidate is nominated for a particular office, they shall be deemed to have been elected without any vote being taken.
- 15.12 Where more than one candidate is nominated for a particular office, the Society shall ensure notice is given to Branches of a contested election in accordance with Byelaw 15.8.3. The notice shall state how candidate information and voting instructions can be accessed via the online voting platform.
- 15.13 Where notice of a contested election has been issued, Regional Board members shall consult with their Branch to agree which of the candidates the Branch wishes to support.
- 15.14 Regional Board members shall register their vote in the election in accordance with the arrangements for electronic voting approved by the scrutineer.

- 15.15 The candidate receiving the highest number of votes for a particular office shall be elected. In the event of an equality of votes, the scrutineer shall determine the result between the tied candidates by the drawing of lots.

Casual vacancies in the office of Regional Chair and Regional Vice-Chair

- 15.16 Subject to Byelaw 15.17, the nomination period for an election to fill a casual vacancy shall open on a date to be fixed by the Society which shall be not later than three months after the date that the casual vacancy arose. The election to fill the casual vacancy shall be conducted by the Society using appropriate electronic means. The election timetable shall follow Byelaw 15.8.2 to 15.8.5.
- 15.17 Where a casual vacancy arises in the office of Regional Chair in the final six months of their term of office, no election to fill the casual vacancy shall be held. The Regional Vice-Chair shall serve as the Regional Chair for the remainder of the term. If there is no Regional Vice-Chair, the office of Regional Chair shall remain vacant until the end of the term. If a casual vacancy occurs in the office of Regional Vice-Chair in the final six months, it shall remain vacant until the end of the term.
- 15.18 A Regional Board member who is elected to fill a casual vacancy as a Regional Chair or Regional Vice-Chair shall take up their appointment from the date that the result of the election is announced and they shall retire on the date that the person they are replacing would have retired.

16. Procedure for election of Trustees by members

Application: applies to the Board of Trustees

Returning Officer

- 16.1 The Board shall appoint a returning officer for the election. The person appointed as returning officer may be an employee of the Society, but may not be a Trustee. If the returning officer ceases to be able to act for any reason, the Board shall appoint a new returning officer.
- 16.2 The returning officer shall be responsible for the conduct of the election, subject to and in accordance with the provisions of the Rules and these Byelaws, and shall exercise the functions conferred on them.
- 16.3 The returning officer may arrange for the independent election scrutineer or any other person to carry out on their behalf such administrative functions connected with the election as they consider appropriate.

Independent election scrutineer

- 16.4 The Board shall appoint the independent election scrutineer for the election.

16.5 As well as carrying out other functions set out in these Byelaws, and any functions carried out on behalf of the returning officer, the independent election scrutineer shall be responsible for:

16.5.1 receiving nominations for election;

16.5.2 despatching voting papers and election material to the Society's members;

16.5.3 receiving and scrutinising the completed voting papers and the votes cast or recorded electronically in the ballot; and

16.5.4 reporting the result of the ballot in writing to the returning officer.

Nomination period

16.6 The returning officer shall determine the nomination period for an election. In determining the nomination period, the returning officer shall ensure that:

16.6.1 the nomination period shall open on a date not later than twenty-eight days before the last date for nominations; and

16.6.2 the last date for nominations shall be at least sixty days before the last date for return of votes.

Notice of election

16.7. At least sixty days before the last date for nominations, the returning officer shall give notice of the election.

16.8. The notice of election shall be published on the Society's website and through any such other means as the returning officer may consider appropriate from time to time. The notice shall include:

16.8.1 details of the nomination period, including the last date for nominations; and

16.8.2 details of how members can obtain a nomination pack.

Nominations

16.9 Nominations shall:

16.9.1 be made:

(i) in writing on a nomination form approved by the Board;

(ii) using the independent election scrutineer's online nomination service; or

(iii) using such other means authorised by the returning officer where a nominee is unable to submit a nomination under 16.9.1(i) or 16.9.1(ii);

16.9.2 provide such information as is required on the nomination form and shall include a statement to be signed by the nominee that:

(i) the information contained in the form is correct;

(ii) they consent to being nominated for election;

(iii) they are willing to serve on the Board, if elected; and

(iv) they are willing to sign the trustee declaration form if elected; and

16.9.3 be sent to the independent election scrutineer to be received not later than the last date for nominations.

16.10 Each nomination must be signed by the nominee, a proposer and seconder.

16.11 The nominee must be a member of the Society having a continuous period of membership of at least twelve months immediately preceding the last date for nominations.

16.12 The proposer and seconder must be life members or, if annual members, must have at least three months' membership immediately prior to the last date for nominations.

Circumstances in which a nomination or purported nomination shall be rejected

16.13 The independent election scrutineer shall reject any nomination or purported nomination which:

16.13.1 is received after the last date for nominations, save that the returning officer shall have discretion to consider whether to accept the nomination, by exception, if the nominee can demonstrate it was not reasonably practicable to have submitted their nomination prior to the last date for nominations. The returning officer's decision shall be final;

16.13.2 is not made in accordance with Byelaw 16.9.1;

16.13.3 is substantially incomplete;

16.13.4 is not signed by the nominee, the proposer or seconder;

16.13.5 is submitted by a nominee who is not eligible for appointment as a Trustee;

16.13.6 appears to them not to satisfy the requirements of Byelaw 16.12, where applicable.

16.14 A nomination may be withdrawn at any time before the last date for nominations by a written notification signed by the nominee and addressed to the returning officer.

Last date for nominations

- 16.15 The returning officer shall determine a date ("the last date for nominations") which shall be at least sixty clear days before the last date for return of votes, by which nominations for election must be received by the independent election scrutineer in the election.
- 16.16 Subject to Byelaw 16.13.1, any nomination which is received after the last date for nominations shall be invalid.

Due Diligence process relating to candidates

- 16.17 The returning officer will undertake (or make arrangements for undertaking) appropriate due diligence to ensure there are no additional facts or circumstances that are relevant to any background information about a candidate, or statements provided by a candidate, and their eligibility or suitability to be a Trustee generally.
- 16.18 Such additional facts or circumstances shall, among other things, include:
- 16.18.1 (where relevant) any disciplinary sanction imposed by the Board in respect of a breach of the Trustees' code of conduct in relation to a candidate who has been a Trustee during the three years immediately prior to the last date for nominations; and
 - 16.18.2 the candidate's skills and experience in respect of any skills gap identified by the Board.
- 16.19 Where the Board considers there is additional information that:
- 16.19.1 conflicts with or raises questions regarding any information or statement supplied by a candidate supplied in their nomination, or about a candidate;
 - 16.19.2 in the interests of fairness and transparency of the election process, it considers should be disclosed to members;

these matters shall be raised with the candidate.

- 16.20 The Board retains the right to include such additional information and also to make a recommendation - whether positive or negative - about the candidate to the members:
- 16.20.1 in the election material, where there is a ballot; or
 - 16.20.2 (where there is no ballot) at the AGM prior to any resolution to appoint the candidate is voted on.

- 16.21 The returning officer shall report to the Governance and Nominations committee on the conduct of the nomination process and the results of the due diligence undertaken.

Last dates for despatch of voting papers and return of votes

- 16.22 The returning officer shall determine:

- 16.22.1 a date ("the last date for despatch of voting papers") by which a voting paper and election material must be sent to each member entitled to vote in the election. The last date for despatch of voting papers and election material shall be at least twenty-eight days prior to the date appointed for the AGM; and
- 16.22.2 a date ("the last date for return of votes") by which completed voting papers and electronic votes must be received by the independent election scrutineer in the election.

Conduct of the ballot

- 16.23 If more than three candidates have been nominated by the last date for nominations, the returning officer shall not later than the last date for despatch of voting papers, send a voting paper and election material to each member entitled to vote in the election. A member shall be entitled to vote in the election if they are:
 - 16.23.1 a life member of the Society; or
 - 16.23.2 an annual member of the Society having not less than three months' period of membership immediately prior to the last date for return of votes.
- 16.24 The election material shall include the following:
 - 16.24.1 the name of each candidate and their county of residence;
 - 16.24.2 the names of each candidate's proposer and seconder;
 - 16.24.3 information provided by the candidates in their nomination for use in the election material;
 - 16.24.4 voting instructions to enable members to register their votes validly;
 - 16.24.5 any additional information about the candidate determined by the Board under Rule 10.10;
 - 16.24.6 the address of the independent election scrutineer to which a completed voting paper should be returned and details of the independent election scrutineer's online voting service; and
 - 16.24.7 the last date for the return of votes,

Postal voting

- 16.25 A member entitled to vote in the election who wishes to vote by post shall:
 - 16.25.1 record their votes on the voting paper in accordance with the instructions on how to complete the voting paper; and

- 16.25.2 return it, without making any distinguishing mark on the return envelope, so that it is received by the independent election scrutineer by the last date for return of votes.

Duplicate voting papers

- 16.26 The independent election scrutineer may, on being satisfied by a request from a member entitled to vote in the election that the original voting paper sent to that member has been lost, destroyed or damaged, send a duplicate voting paper to that member.

Electronic voting

- 16.27 A member entitled to vote in the election who wishes to vote electronically shall do so using the independent election scrutineer's online voting service:

16.27.1 in accordance with the arrangements for electronic voting approved by the independent election scrutineer; and

16.27.2 by the last date for return of votes.

- 16.28 The independent election scrutineer may take such steps as they consider appropriate to satisfy themselves that a vote cast electronically is valid.

Prohibition against double voting

- 16.29 A member who has returned a voting paper in an election shall not vote electronically in that election, and a member who has voted electronically in an election shall not return a voting paper in that election.

- 16.30 If a member votes both by returning a voting paper and by casting an electronic vote, the independent election scrutineer shall take into account only the first vote received.

Scrutiny of votes

- 16.31 The independent election scrutineer shall reject any voting paper which:

16.31.1 is ambiguous;

16.31.2 has not been completed in accordance with the voting instructions;

16.31.3 is spoiled or mutilated in such a manner that no clear voting intention may be discerned; or

16.31.4 has been received by the independent election scrutineer after the last date for return of votes.

- 16.32 The independent election scrutineer shall reject any purported electronic vote which:

16.32.1 is ambiguous;

- 16.32.2 has not been registered in accordance with the arrangements for electronic voting approved by the independent election scrutineer; or
 - 16.32.3 has been received by the independent election scrutineer after the last date for return of votes.
- 16.33 The independent election scrutineer shall report the result of the ballot to the returning officer in writing, giving the following information:
- 16.33.1 the total number of voting papers despatched;
 - 16.33.2 the total number of voting papers and electronic votes received by the last date for return of votes;
 - 16.33.3 the total number of voting papers and electronic votes which were rejected and the reasons for rejection; and
 - 16.33.4 the total number of valid votes recorded for each candidate.
- 16.34 The independent election scrutineer shall keep securely the voting papers and records of electronic votes for a period of three months from the date of their report on the result of the ballot, following which in the absence of any challenge, they may be destroyed.
- Conduct of the election if circumstances arise that would create a casual vacancy if a candidate is elected*
- 16.35 If, after the last date for nominations but before any voting papers have been circulated to the members, the returning officer is notified of circumstances that would create a casual vacancy if a candidate (referred to as the “candidate affected” in this Byelaw) was elected, the procedure to be adopted shall be as follows:
- 16.35.1 if more than three candidates remain, the name of the candidate affected shall be removed from the voting paper and the election shall proceed in all respects as if the candidate affected had never been nominated;
 - 16.35.2 if three or fewer candidates remain, the candidate affected shall be treated in all respects as if they had never been nominated and any remaining candidate or candidates shall only be deemed to be elected if a resolution approving their appointment is passed at the AGM.
- 16.36 If, after voting papers have been circulated to the members but before the conclusion of the election, the returning officer is notified of circumstances that would create a casual vacancy if the candidate affected was elected, the procedure to be adopted shall be as follows:
- 16.36.1 if more than three candidates remain, the election shall continue and the votes recorded for the candidate affected shall be disregarded;
 - 16.36.2 if three or fewer candidates remain, the candidate affected shall be treated in all respects as if they had never been nominated and any remaining

candidate or candidates shall only be deemed to be elected if a resolution approving their appointment is passed at the AGM.

Declaration of result

- 16.37 The returning officer shall, on receipt of the independent election scrutineer's report on the result of the ballot, inform the candidates and the Board of the result.
- 16.38 The result of the ballot shall be announced at the AGM, following which the returning officer shall publish the result of the ballot on the Society's website.

General

- 16.39 Any requirement for any nomination, vote or other material to be received by the independent election scrutineer by a date fixed by the returning officer or calculated in accordance with this Byelaw shall be construed as a requirement that it shall be received by not later than 3.00pm on that date.

Postal disruption and civil contingencies

- 16.40 In the event of a significant disruption to postal services or internet facilities or of any other civil contingency arising, the returning officer may defer the last dates set out in these Byelaws and otherwise adjust the procedures at their discretion, having sought the advice of the independent election scrutineer.

17. AGM and General meetings

Standing Orders applying to general meetings

- 17.1 The proceedings at general meetings shall be regulated by Standing Orders approved by the Board from time to time. The Standing Orders currently approved for use at hybrid and virtual general meetings are set out in Appendix 1 and 2 respectively.

Requisitioning a general meeting

- 17.2 Subject to paragraph 13.2 of Schedule 2 of the RSPCA Rules, a general meeting shall be held within three months of a request requisitioned by 500 members. The process by which members may requisition such a meeting is set out in Appendix 3.

Members' resolutions submitted for discussion at the AGM

- 17.3 A member may give notice to the Chief Executive of a resolution by email to agmteam@rspca.org.uk or by post addressed to RSPCA, Legal Services, Parkside, Chart Way, **Horsham**, West Sussex, RH12 1GY provided that such notice is received by 3pm on 1 June (or, if 1 June is not a working day, by 3pm on the first working day after 1 June) in

the year of the AGM. Any resolution received after this deadline will be considered in the following year's AGM cycle.

- 17.4 When giving notice of a member's resolution, the proposer may also provide a supporting statement.
- 17.5 Subject to Byelaw 17.6, a member's resolution submitted by the deadline specified in Byelaw 17.3 shall be included on the agenda for the AGM in that year where the Board:
- 17.5.1 is of the opinion that the proposal or discussion of such resolution will not be detrimental to the interests of the Society; and
- 17.5.2. has not excluded the resolution under Rule 13.2.
- 17.6 If, on or before 30 June in the year of the AGM, the Board of Trustees and the proposer of the resolution agree a modification to the resolution, the resolution as so modified shall be treated as a resolution of which valid notice has been given.
- 17.7 Subject to Byelaw 17.8, where a member's resolution has been included on the agenda for the AGM the Society shall provide a copy of any supporting statement submitted under Byelaw 17.4 to members together with the notice of the AGM at which the resolution is to be proposed.
- 17.8 The Board of Trustees shall not be required to provide any supporting statement submitted under Byelaw 17.4 if:
- 17.8.1 it is received after the deadline specified in Byelaw 17.3;
- 17.8.2 it is longer than 500 words; or
- 17.8.3 in the opinion of the Board of Trustees it contains material which
- (i) which is, or might be, defamatory; or
- (ii) which it would, or might, be otherwise unlawful to publish.
- 17.9 The Board of Trustees may itself provide a statement commenting on the resolution with the notice of the AGM at which the resolution is to be proposed and may include in such a statement a recommendation to the members as to the manner in which they should cast their votes.
- 17.10 The Board shall provide general guidance to members on the process for submitting and considering members' resolutions submitted for discussion at the AGM. The current guidance is set out in Appendix 4.

18. Patrons, President and Vice-Presidents

Application: applies to the Board of Trustees

Patron

- 18.1 A Patron or Patrons may be appointed (and removed) by the Board and shall have such rights and responsibilities as decided by the Board from time to time.

Royal Patron

- 18.2 The appointment of a Royal Patron (or Patrons) is at the discretion of the Royal Family and is governed by the terms of Royal Patronage.

President and Vice-Presidents

- 18.2 A President may be appointed (and removed) by the Board and shall have such rights and responsibilities as decided by the Board from time to time.
- 18.3 One or more Vice-Presidents may be appointed (and removed) by the Board and shall have such rights and responsibilities as decided by the Board from time to time.

APPENDIX 1: STANDING ORDERS FOR HYBRID GENERAL MEETINGS

Registration and admission to the meeting:

1. The Society will circulate an invitation for members to apply for registration to attend the meeting. Members shall apply for registration using the email address given in the invitation, indicating whether they wish to be registered for attendance:
 - 1.1 in person at the meeting venue shown on the notice of meeting; or
 - 1.2 virtually via the online meeting platform.
2. The Society will process applications for registration in accordance with these Standing Orders and will inform members whether they are registered to attend the meeting at the venue or virtually via the online meeting platform.

The meeting venue

3. The seating capacity at the meeting venue is finite and places will be allocated on a 'first come, first served' basis. Registration for attendance at the meeting venue will be closed when the number of members registered reaches the seating capacity available at the meeting venue and, at that point, any further registrations will automatically be allocated to attend virtually via the online meeting platform. Only members who have been registered by the Society to attend the meeting at the meeting venue will be admitted, irrespective of whether the venue is at capacity or not on the day (e.g. if there are seating spaces due to "no shows").
4. In the interests of everybody's safety, a security check will be undertaken at the meeting venue, including a routine bag search prior to admittance to the meeting. Any items deemed to be inappropriate will be removed and stored until the end of the meeting. In addition, as the venue may be a hired venue, it may have its own further security arrangements in place that must be complied with at all times.
5. Admittance will be refused where a member:
 - 5.1 refuses to comply with the security check or any other security requests; or
 - 5.2 has not been registered to attend the meeting venue.

Members who have appointed a Proxy in relation to a general meeting shall not, unless the appointment has been validly revoked in accordance with the Rules, be entitled to attend that meeting themselves, but may be admitted to observe the meeting.

The online meeting platform

6. Members who have been registered to attend virtually via the online meeting platform will be able to gain access to the meeting platform by using access credentials supplied to them in advance of the meeting. If they lose or forget their access credentials, instructions will be made available on the log-in landing page to enable them to obtain replacement credentials at any point before or during the meeting.
7. Access credentials will only be supplied where a member has been registered to attend virtually. A member who has appointed a Proxy for the meeting is not entitled to register to

attend the meeting virtually unless the proxy appointment has been validly revoked (but may be admitted to observe the meeting).

Member participation at a hybrid meeting via the online meeting platform:

8. The technology commissioned by the Board will be developed so as to enable the members attending the meeting via the online meeting platform:
 - 8.1 to see and hear both the chair of the meeting ('Meeting Chair') and any other presentations given or shown during the meeting;
 - 8.2 to submit comments or questions both before the meeting and online during the meeting; and
 - 8.3 vote on any matter where a vote is called for by the Meeting Chair.
9. When members have been registered to attend via the online meeting platform, they will be provided with information prior to the meeting as to how they may submit comments or questions during the meeting, vote, and otherwise participate in the meeting.
10. A member joining the meeting via the online platform is responsible for ensuring they have access to and can use the facility. An active internet connection is required in order to allow the member to vote, submit questions and view the broadcast. It is the member's responsibility to remain connected for the duration of the meeting.

Proxy Notices:

11. A member who is unable to attend the meeting may appoint the Meeting Chair as their Proxy, by delivering a Proxy Notice to the Society (via its independent scrutineers who have responsibility for voting under Standing Order 31 below) in accordance with the directions provided in the notice of meeting.
12. A Proxy Notice must be delivered to the Society (via its independent scrutineers) in accordance with the directions provided in the notice of meeting not less than seven days before the general meeting or adjourned meeting to which it relates.
13. An appointment under a Proxy Notice may be revoked by delivering to the Society (via its independent scrutineers) a notice in writing given by, or on behalf of, the member by whom, or on whose behalf, the Proxy Notice was given.
14. A notice revoking the appointment of a Proxy only takes effect if it is delivered in accordance with the designated delivery means outlined in the notice of the general meeting being not less than seven days before the start of the meeting or adjourned meeting to which it relates.

Meeting Chair:

15. The Meeting Chair is responsible for the proper conduct of the proceedings and, without prejudice to any other power deriving from the office of the Chair, has the following duties and powers:
 - 15.1 to act impartially;

- 15.2 to ensure the orderly conduct of the proceedings;
- 15.3 to ensure so far as is practicable that adequate time is permitted for consideration of business on each item on the agenda;
- 15.4 to facilitate the participation of members (at the meeting venue and via the online meeting platform), ensuring where practicable a balance of differing member's views are communicated (where applicable);
- 15.5 to ensure that all votes are counted and recorded accurately, and announced at the meeting;
- 15.6 to determine the validity of any points of order which may be raised (on which the Meeting Chair's determination shall be final);
- 15.7 to deal with questions and comments and other such matters;
- 15.8 to suspend or adjourn the meeting;
- 15.9 to call on any member to cease speaking and/or to resume their seat. If a member declines to comply with the request, the Meeting Chair may give a warning that the member will be asked to leave the meeting and if the member fails to comply, may direct the member to be removed; and
- 15.10 to suspend the provisions of Standing Orders 21 and 22 if, at any time during the meeting, it appears to the Meeting Chair that it will not be practicable for the business of the meeting to be completed within the period specified in the agenda. In the event of this power being exercised, the Meeting Chair will proceed to call on the meeting to vote on each outstanding resolution in the order in which they appear on the agenda without speeches to move or second and without debate or questions.

Procedure at the meeting:

Resolutions

- 16. No resolution shall be debated or put to a general meeting unless it has appeared on the agenda of that meeting and has been seconded. A resolution presented on behalf of the Board shall be treated as proposed and seconded by the members of the Board.
- 17. A resolution appearing on the agenda of the meeting cannot be subject to amendment.
- 18. A members' resolution can only be put to the meeting if proposed and seconded by members in attendance at the meeting venue.

Procedural motions

- 19. The following procedural motions may be moved without notice:
 - 19.1 to adjourn the meeting;
 - 19.2 to proceed directly to the next business; or
 - 19.3 that the proposal be put to the vote.

20. If a procedural motion is seconded, the Meeting Chair shall call for a vote to be taken without any discussion.

Speeches at the meeting venue

21. The proposer of a resolution may speak for not more than 5 minutes and a seconder for not more than 3 minutes. The proposer has the right to make a reply not exceeding 2 minutes at the end of the debate and immediately prior to the vote being taken.
22. No other speech may exceed 4 minutes.
23. The Meeting Chair may call attention to continued irrelevance, repetition, unbecoming language, or any breach of order on the part of a member and may direct the member to discontinue their speech.

Questions/comments prior to the meeting

24. These must be no longer than 250 words in length and submitted to the email address provided in the notice of meeting; they will either be: responded to in writing prior to the meeting (and a list of all pre-meeting questions so responded to, and the relevant responses, will be made available to members at the meeting) or passed to the Meeting Chair at the meeting.

Questions/comments raised by those in attendance at the meeting venue

25. There will be a dedicated question point located in the auditorium. Ushers will be available to direct members to the question point or be otherwise equipped with a roving microphone.

Questions/comments raised by those in attendance virtually via the online platform

26. Members attending virtually may submit questions or comments using the designated question/comment function on the online platform. Questions or comments submitted online will be assessed by a moderator to ensure that they are:

26.1 relevant to the business of the meeting;

26.2 not abusive;

26.3 not specific only to that member; and

26.4 not repetitive of an earlier question or comment already answered or presented on at the meeting.

27. Subject to their meeting these tests, the questions or comments will be passed to the Meeting Chair at the relevant section of the meeting to which they relate; (for example, a question or comment relating to the accounts will be passed to the Meeting Chair for this item of business, and a question or comment relating to a resolution proposed by the Board will be passed to the Meeting Chair for that item of business).

28. Following receipt of a question or comment from a moderator, the Meeting Chair, subject to Standing Order 30, will share the question or comment with the meeting; (this may be in speech or writing, and the Meeting Chair may rephrase or summarise the question or comment at their discretion). If multiple questions on the same topic are received, the Chair may choose to provide a single answer to address member queries on the same topic.

29. The Meeting Chair may answer or respond to the question or comment personally, or another appropriate person (such as a member of Society staff) may respond to the question or comment.
30. Any questions which cannot be dealt with at the meeting due to time, volume or capacity constraints, will be noted by staff of the Society, and responses provided in due course after the meeting. In addition, where the Meeting Chair feels that there have been sufficient comments and/or questions in relation to an item of business, the Meeting Chair may, at the Meeting Chair's discretion, direct a limit to further comments or questions (for example, three further questions/comments only), after which no more comments or questions on that item of business will be taken at the meeting.

Voting

31. Each member shall be entitled to one vote. Voting will be by electronic means (or such other means directed by the Meeting Chair) by physical presence at the meeting, by Proxy and via the online platform. Votes will be counted and overseen by the independent election scrutineer.

Points of Order

32. A point of order may relate only to an alleged breach of a byelaw, standing order or statutory provision and the alleged breach must be specified.

Participation by staff

33. The Chief Executive is entitled to speak at the meeting and the Meeting Chair may also call on other members of the Society's staff to speak (whether or not members) in order to provide information or otherwise to facilitate the good administration of the meeting provided that, in relation to members' resolutions, staff shall not be called to speak either (a) before speeches by the proposer and seconder or (b) after the proposer has exercised a right of reply.

Technical issues; suspension and adjournment of meeting:

34. Technical support will be available during the meeting to respond to queries from members attending virtually about how to navigate or operate the online meeting platform; these can be raised by members via the relevant section of the platform relating to troubleshooting.
35. The Meeting Chair has discretion to suspend the meeting for a period not exceeding 30 minutes if the Meeting Chair believes that it has become necessary to do so in order to:
 - 35.1 secure the proper and orderly conduct of the meeting;
 - 35.2 give all persons entitled to do so a reasonable opportunity of attending, speaking and voting at the meeting;
 - 35.3 ensure the safety and security of participants at the meeting; and/or
 - 35.4 ensure that the business of the meeting is properly addressed.

36. If the issues giving rise to the temporary suspension are not resolved within 30 minutes of a meeting having been suspended under Standing Order 35, the Meeting Chair will adjourn the meeting.

Minutes:

37. The Board will arrange for Minutes to be prepared of proceedings at general meetings and will review and approve the Minutes on behalf of the membership.
38. The Board will ensure that the approved Minutes are made available to members as soon as practically possible.

APPENDIX 2: STANDING ORDERS FOR VIRTUAL GENERAL MEETINGS
(to be held via online platform)

Registration and admission to the meeting:

1. The Society will circulate with the notice of meeting an invitation for members to attend the meeting which shall include the administrative arrangements with which members must comply in order to be able to attend.
2. Members will be able to gain access to the meeting platform by using access credentials supplied to them in advance of the meeting. If they lose or forget their access credentials, instructions will be made available on the log-in landing page to enable them to obtain replacement credentials at any point before or during the meeting. Members who have appointed a Proxy in relation to a general meeting shall not, unless the appointment has been validly revoked in accordance with the Rules, be entitled to attend that meeting themselves, but may be permitted to observe the meeting.

Proxy Notices:

3. A member who is unable to attend the meeting may appoint the chair of the meeting ('Meeting Chair') as their Proxy, by delivering a Proxy Notice to the Society (via its independent scrutineers who have responsibility for voting under Standing Order 20 below) in accordance with the directions provided in the notice of meeting.
4. A Proxy Notice must be delivered to the Society (via its independent scrutineers) in accordance with the directions provided in the notice of meeting not less than seven days before the general meeting or adjourned meeting to which it relates.
5. An appointment under a Proxy Notice may be revoked by delivering to the Society (via its independent scrutineers) a notice in writing given by, or on behalf of, the member by whom, or on whose behalf, the Proxy Notice was given.
6. A notice revoking the appointment of a Proxy only takes effect if it is delivered in accordance with the designated delivery means outlined in the notice of the general meeting not less than seven days before the start of the meeting or adjourned meeting to which it relates.

Meeting Chair:

7. The Meeting Chair is responsible for the proper conduct of the proceedings and, without prejudice to any other power deriving from the office of the Chair, has the following duties and powers:
 - 7.1 to act impartially;
 - 7.2 to ensure the orderly conduct of the proceedings;
 - 7.3 to ensure so far as is practicable that adequate time is permitted for consideration of business on each item on the agenda;
 - 7.4 to facilitate the participation of members in the meeting, ensuring where practicable a balance of differing member's views are communicated (where applicable);
 - 7.5 to ensure that all votes are counted and recorded accurately, and announced at the meeting;

- 7.6 to determine the validity of any points of order which may be raised (on which the Meeting Chair's determination shall be final);
- 7.7 to deal with questions and comments and other such matters; and
- 7.8 to suspend or adjourn the meeting.

Procedure at the meeting:

Resolutions

- 8. No resolution shall be considered or put to a general meeting unless it appears on the agenda of that meeting and has been seconded. A resolution presented on behalf of the Board shall be treated as proposed and seconded by the members of the Board.
- 9. A resolution appearing on the agenda of the meeting cannot be subject to amendment.

Procedural motions

- 10. The following procedural motions may be moved without notice:
 - 10.1 to adjourn the meeting;
 - 10.2 to proceed directly to the next business; or
 - 10.3 that the proposal be put to the vote.
- 11. If a procedural motion is seconded, the Meeting Chair shall call for a vote to be taken without any discussion.

Member participation at the meeting

- 12. The technology commissioned by the Board will be developed so as to enable the members attending the meeting:
 - 12.1 to see and hear both the Meeting Chair and any other presentations given or shown during the meeting;
 - 12.2 to submit comments or questions both before the meeting and online during the meeting; and
 - 12.3 vote on any matter where a vote is called for by the Meeting Chair.
- 13. Each member joining the meeting via the online platform is responsible for ensuring they have access to and can use the facility. An active internet connection is required in order to allow the member to vote, submit questions and view the broadcast. It is the member's responsibility to remain connected for the duration of the meeting.

Questions/comments prior to the meeting

- 14. These must be no longer than 250 words in length and submitted to the email address provided in the notice of meeting; they will either be: responded to in writing prior to the meeting (and a list of all pre-meeting questions so responded to, and the relevant responses, will be made available to members at or before the meeting); or passed to the Meeting Chair at the meeting.

Questions/comments during the meeting

15. These must be submitted using the designated question/comment function on the online platform, and will be assessed by a moderator to ensure that they are:
 - 15.1 relevant to the business of the meeting;
 - 15.2 not abusive;
 - 15.3 not specific only to that member; and
 - 15.4 not repetitive of an earlier question or comment already answered or presented on at the meeting.
16. Subject to their meeting these tests, the questions or comments will be passed to the Meeting Chair at the relevant section of the meeting to which they relate; (for example, a question or comment relating to the accounts will be passed to the Meeting Chair for this item of business, and a question or comment relating to a resolution will be passed to the Meeting Chair for that item of business).
17. Following receipt of a question or comment from a moderator, the Meeting Chair, subject to Standing Order 19, will share the question or comment with the meeting; (this may be in speech or writing, and the Meeting Chair may rephrase or summarise the question or comment at their discretion). If multiple questions on the same topic are received, the Chair may choose to provide a single answer to address member queries on the same topic.
18. The Meeting Chair may answer or respond to the question or comment personally, or another appropriate person (such as a member of Society staff) may respond to the question or comment.
19. Any questions which cannot be dealt with at the meeting due to time, volume or capacity constraints, will be noted by staff of the Society, and responses provided in due course after the meeting. In addition, where the Meeting Chair feels that there have been sufficient comments and/or questions in relation to an item of business, the Meeting Chair may, at the Meeting Chair's discretion, direct a limit to further comments or questions (for example, three further questions/comments only), after which no more comments or questions on that item of business will be taken at the meeting.

Voting

20. Each member shall be entitled to one vote. Voting will be via the online platform and by Proxy. Votes will be counted and overseen by the independent election scrutineer.

Points of Order

21. A point of order may relate only to an alleged breach of a byelaw, Standing Order or statutory provision, and the alleged breach must be specified.

Participation by staff

22. The Chief Executive is entitled to speak at the meeting and the Meeting Chair may also call on other members of the Society's staff to speak (whether or not members) in order to provide information or otherwise to facilitate the good administration of the meeting.

Presenting members' resolutions at the meeting:

23. The proposer may, at least fourteen days in advance of the meeting, submit to the Board, via the email address provided in the notice of meeting a video or audio file proposing the resolution, of no more than 5 minutes in length.
24. Provided the Board is satisfied that any such video/audio files do not contain offensive, defamatory or otherwise unacceptable material, then, at a point during the relevant item of business (to be determined by the Meeting Chair) the video or audio file will be shared with the meeting.
25. The Board may, at its discretion, cause to be prepared a video or audio file of no more than 5 minutes in length in response to the resolution, which will be shared with the meeting immediately following the sharing of the proposer's video or audio file.

Technical issues; suspension and adjournment of meeting:

26. Technical support will be available during the meeting to respond to queries from members about how to navigate or operate the online meeting platform; these can be raised by members via the relevant section of the platform relating to troubleshooting.
27. The Meeting Chair has discretion to suspend the meeting for a period not exceeding 30 minutes if the Meeting Chair believes that it has become necessary to do so in order to:
 - 27.1 secure the proper and orderly conduct of the meeting;
 - 27.2 give all persons entitled to do so a reasonable opportunity of attending, speaking and voting at the meeting;
 - 27.3 ensure the safety and security of participants at the meeting; and/or
 - 27.4 ensure that the business of the meeting is properly addressed.
28. If the issues giving rise to the temporary suspension are not resolved within 30 minutes of a meeting having been suspended under Standing Order 27, the Meeting Chair will adjourn the meeting.

Minutes:

29. The Board will arrange for Minutes to be prepared of proceedings at general meetings and will review and approve the Minutes on behalf of the membership.
30. The Board will ensure that the approved Minutes are made available to members as soon as practically possible.

APPENDIX 3: REQUISITIONING A GENERAL MEETING

Initiating the process

1. A member may, at any time, present a requisition request to the Society at RSPCA, Legal Services, Parkside, Chart Way, **Horsham**, West Sussex, RH12 1GY or by email to legal-services@rspca.org.uk.

Requisition request

2. A requisition request must state the general nature of the business to be dealt with at the general meeting and include the text of any resolution (if any) to be moved at the meeting.
3. Within forty days of receiving a requisition request, the Board shall determine whether to publish it on the Society's website or reject it. A requisition request may be rejected where the Board reasonably concludes that its content:
 - 3.1 is defamatory, libellous, vexatious or contains false statements;
 - 3.2 refers to a case where there are active legal proceedings;
 - 3.3 contains material that may be protected by an injunction or court order;
 - 3.4 contains material that is confidential or commercially sensitive;
 - 3.5 could cause personal distress or loss. This includes material that could intrude into someone's personal grief or shock without their consent;
 - 3.6 accuses an identifiable person or organisation of wrongdoing, such as committing a crime;
 - 3.7 asks for someone to be given a job, or to lose their job. This includes requests calling for someone to resign or asking for a vote of no confidence in an individual Trustee or the Board as a whole;
 - 3.8 contains party political material;
 - 3.9 is nonsense or a joke;
 - 3.10 is an advert, spam, or promotes a specific product or service;
 - 3.11 contains swearing or other offensive language;
 - 3.12 is offensive or extreme in its views. This includes content that attacks, criticises or negatively focuses on an individual or a group of people because of characteristics such as their age, disability, ethnic origin, gender identity, medical condition, nationality, race, religion, sex, or sexual orientation; or
 - 3.13 covers the same subject matter that has been discussed at any general meeting during the preceding three years and the Board exercises its power under

Paragraph 13.2, Schedule 2 of the RSPCA Rules to refuse to convene a general meeting.

4. Where a requisition request is rejected, the Board shall explain its reasons to the member who presented it.
5. Where the Board decides to publish a requisition request, the Society shall:
 - 5.1 publish it on its website for a period of up to nine months in a manner that enables members of the Society to signify their support for it; and
 - 5.2 give notice of the requisition request in the next available edition of the Society's members' magazine, with details as to how members can signify their support for it.
6. If, within six months of the date of publishing the requisition request on the Society's website, 500 members signify their support, the Board shall convene a general meeting in accordance with the Society's Rules.
7. If, after the expiry of six months from the date of publishing the requisition request on the Society's website, fewer than 500 members have signified support for it, the requisition request shall lapse and be removed from the website.

APPENDIX 4: 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; 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 July 2024.