



RSPCA RULES

Royal Society for the Prevention of Cruelty to Animals

REGISTERED CHARITY NO. 219099 | 2023 EDITION

RSPCA Rules 2023 edition

Important notice

The Society was founded in 1824. It is presently constituted under the Royal Society for the Prevention of Cruelty to Animals Acts of 1932, 1940, and 1958. The 1932 Act made provision for the Society to have Rules and the original Rules are set out in the Schedule to the Act. The 1932 Act also made provision for the Society to make changes to the Rules in accordance with procedures set out in the Act.

The 2023 edition contains the Society's new Rules approved by special resolution at the Society's Annual General Meeting held on 7 October 2023 and confirmed where required by Order of the Charity Commission for England and Wales.

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1. Definitions and Interpretation

1.1 In these Rules, unless the context requires otherwise, the following terms shall have the following meanings:

Term	Meaning
1.1.1 “AGM”	means the annual general meeting of the members of the Society;
1.1.2 “Board” and “Board of Trustees”	means the Council referred to in section 9 of the Royal Society for the Prevention of Cruelty to Animals Act 1932 being the Society’s governing body, as constituted from time to time;
1.1.3 “Board meeting”	means a meeting of the Board of Trustees;
1.1.4 “Branch”	means a branch of the Society, being a separately registered charity;
1.1.5 “Branch Affairs Committee”	has the meaning given in Rule 13.6;
1.1.6 “Branch network”	means the network of Branches operating throughout England and Wales;
1.1.7 “Branch Rules”	means the rules governing Branches from time to time pursuant to Rule 15.1.1;
1.1.8 “Branch trustee”	means a trustee of a Branch (in some Branches the trustees are known as the Branch Committee members);
1.1.9 “Byelaws”	means the byelaws, as amended from time to time, made pursuant to Rule 19 by the Board of Trustees for the management of the affairs of the Society and the regulation of the proceedings of its Governance Bodies;
1.1.10 “Charity Commission”	means the Charity Commission for England and Wales;
1.1.11 “Chief Executive”	means the chief executive of the Society for the time being;
1.1.12 “clear days”	means, in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
1.1.13 “Committee”	means any committee established by the Board and constituted from time to time in accordance with these Rules and the Byelaws;
1.1.14 “Committee member”	means a member of any Committee;
1.1.15 “Connected Person”	means: (a) a child, parent, grandchild, grandparent, brother or sister of a Trustee; (b) the spouse or civil partner of a Trustee or of any person falling within 1.1.15(a) above; (c) a person carrying on business in partnership with a Trustee or with any person falling within 1.1.15(a) or 1.1.15(b) above; (d) an institution which is controlled:

- (i) by a Trustee or any person falling within 1.1.15(a), 1.1.15(b) or 1.1.15(c) above; or
- (ii) by two or more persons falling within clause 1.1.15(i), when taken together; and
- (e) a body corporate in which:
 - (i) a Trustee or any person falling within 1.1.15(a), 1.1.15(b) or 1.1.15(c) has a substantial interest; or
 - (ii) two or more persons falling within 1.1.15(e)(i) who, when taken together, have a substantial interest.

The meaning of “child”, “spouse”, “civil partner”, “controlled institution” and “substantial interest” in sections 350 to 352 of the Charities Act 2011 shall apply for the purposes of these Rules;

- 1.1.16 **“Co-opted Trustee”** means a person appointed by the Board of Trustees as a co-opted Trustee under these Rules;
- 1.1.17 **“Elected Trustee”** means a member elected as a Trustee in accordance with these Rules, including a member who fills any casual vacancy among the Elected Trustees;
- 1.1.18 **“electronic facility or facilities”** means any form or forms of electronic facility designed to facilitate communication, including, but not limited to, online platforms;
- 1.1.19 **“Fair Process Procedure”** means the procedure in Schedule 1;
- 1.1.20 **“financial benefit”** means a benefit, direct or indirect, which is either money or has a monetary value;
- 1.1.21 **“general meeting”** means a members’ meeting convened in accordance with Schedule 2;
- 1.1.22 **“Governance Body”** means any of the following bodies:
 - (a) the Board of Trustees,
 - (b) a Committee, or
 - (c) a Regional Board;
- 1.1.23 **“independent election scrutineer”** means a reputable provider of election management services appointed by the Board of Trustees;
- 1.1.24 **“joint member”** means a person who, together with their partner, has been accepted into joint membership of the Society in accordance with the conditions applying to such category of membership;
- 1.1.25 **“member”** means a member of the Society for the time being, admitted in accordance with Rule 7, whose name and address appear in the register of members as a current member of the Society;
- 1.1.26 **“Objects”** means the charitable objects of the Society set out in section 4 of the Royal Society for the Prevention of Cruelty to Animals Act 1932 and recited in Rule 3;

- 1.1.27 **“principal office”** means the Society’s contact address recorded on the public register of charities maintained by the Charity Commission;
- 1.1.28 **“Proxy”** means the chair of the meeting appointed by a member to act on their behalf at a general meeting as provided in Schedule 2;
- 1.1.29 **“Proxy Notice”** means a notice in writing given to the Society, in accordance with the provisions of Schedule 2;
- 1.1.30 **“Region”** means a geographic area determined by the Society to help co-ordinate and support the Branch network regionally;
- 1.1.31 **“Regional Board”** means the board established by the Society to help coordinate the work of Branches situated in that region and to administer the Regional Fund in accordance with such authority as may be delegated by the Board of Trustees;
- 1.1.32 **“Regional Fund”** means such fund of money as may be established for a Region under these Rules;
- 1.1.33 **“RSPCA” or “Society”** means the Royal Society for the Prevention of Cruelty to Animals, being the charitable institution incorporated by the Royal Society for the Prevention of Cruelty to Animals Act 1932;
- 1.1.34 **“RSPCA Acts”** means the Royal Society for the Prevention of Cruelty to Animals Act 1932, the Royal Society for the Prevention of Cruelty to Animals Act 1940, and the Royal Society for the Prevention of Cruelty to Animals Act 1958;
- 1.1.35 **“Rules”** means these rules, including their Schedules, as amended from time to time by resolution passed at a general meeting and confirmed, where necessary, as provided in section 10 of the Royal Society for the Prevention of Cruelty to Animals Act 1932;
- 1.1.36 **“speak”** means, for the purposes of Rule 7.8 and Schedule 2, those attending a meeting making evident to others attending the meeting their views on any of the business of the meeting, whether in live or recorded speech (and whether spoken by them or others on their behalf) or in writing which can be seen by such attendees or read aloud and heard by other such attendees;
- 1.1.37 **“Standing Orders”** means the provisions, which form part of the Byelaws, which the Board makes from time to time to govern the conduct of the Society’s proceedings, in particular at general meetings;
- 1.1.38 **“Trustee”** means a person who is either a Co-opted Trustee or an Elected Trustee; and
- 1.1.39 **“working day”** means any day other than Saturday, Sunday, or any public holiday in England.
- 1.2 Except where the context otherwise requires, words in the singular number only shall include the plural number.

- 1.3 For the purposes of these Rules, the following terms shall have the following application in Wales:
- 1.3.1 “Region” means Wales;
 - 1.3.2 “Regional Fund” means Cymru Wales Fund; and
 - 1.3.3 “Regional Board” means Cymru Wales Board.
- 1.4 A reference to a document or information being sent or supplied by **electronic means** is to a document or information sent and received by means of electronic equipment for the processing or storage of data and entirely transmitted, conveyed and received by wire, by radio or optical means or by other electromagnetic means.
- 1.5 A reference to a document or information being sent or supplied in **electronic form** is to a document or information sent by electronic means (such as by email) or by any other means while in an electronic form (such as a memory stick sent by post).
- 1.6 A Trustee or any other person is **present** at any meeting held for the purposes of these Rules if they attend in person or participate in the meeting by means of an electronic facility or facilities and they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 1.7 A reference to a document being **signed** includes references to it being executed under hand or by any other method and, in the case of a communication in electronic form, such references are to its being authenticated to the satisfaction of the Society.
- 1.8 A reference to **writing** or **written** includes references to any method of representing or reproducing words in a legible and non-transitory form whether sent or supplied in electronic form or otherwise.
- 1.9 Any reference to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

2. Name

As provided in the Royal Society for the Prevention of Cruelty to Animals Act 1932, the Society is to be called the Royal Society for the Prevention of Cruelty to Animals.

3. Objects

As provided in section 4 of the Royal Society for the Prevention of Cruelty to Animals Act 1932, the objects of the Society are to promote kindness and to prevent or suppress cruelty to animals and to do all such lawful acts as the Society may consider to be conducive or incidental to the attainment of those objects.

4. Powers

As stated in Rule 3 above, the Society has power to do all lawful acts which it considers to be conducive or incidental to the attainment of its Objects. In particular, but without limitation, the Society has the power to:

- 4.1 borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed (the Society must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land);

- 4.2 buy, take on lease or in exchange, hire or otherwise acquire any property (by gift or otherwise) and to maintain and equip it for use;
- 4.3 sell, lease or otherwise dispose of all or any part of the property belonging to the Society (in exercising this power, the Society must comply as appropriate with sections 117 and 119–123 of the Charities Act 2011);
- 4.4 employ and remunerate such staff as are necessary for carrying out the work of the Society, and to delegate to such staff such of the powers and duties of the Board of Trustees as may properly be delegated and as the Board of Trustees may decide;
- 4.5 deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the Society to be held in the name of a nominee, in such manner as the Trustees think fit;
- 4.6 raise funds (in doing so, the Society must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations);
- 4.7 cooperate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 4.8 establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 4.9 acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- 4.10 set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 4.11 establish Branches and work with the Branch network to promote the Objects of the Society in local communities throughout England and Wales; and
- 4.12 establish Regions, Regional Boards and Regional Funds to coordinate and support the Branch network in England and Wales.

5. Application of income and property

- 5.1 The income and property of the Society must be applied solely towards the promotion of the Objects.
- 5.2 None of the income or property of the Society may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member. This does not prevent a member (who is not also a Trustee) receiving:
 - 5.2.1 a benefit from the Society as a beneficiary of the Society;
 - 5.2.2 reasonable and proper remuneration for any goods or services supplied to the Society.
- 5.3 Nothing in this Rule 5 shall prevent a Trustee or Connected Person receiving any benefit or payment which is authorised by Rule 6.

6. Benefits and payments to Trustees and Connected Persons

General provision

- 6.1 No Trustee or Connected Person may:
- 6.1.1 buy or receive any goods or services from the Society on terms preferential to those applicable to members of the public;
 - 6.1.2 sell goods, services, or any interest in land to the Society;
 - 6.1.3 receive any remuneration or any other financial benefit from the Society;
- unless:
- (a) the payment or benefit is permitted by Rule 6.2 or authorised by the court or the Charity Commission; and
 - (b) the Trustee concerned (including, in the case of a Connected Person, the Trustee to whom the Connected Person is connected) has complied with such provisions regarding management of conflicts of interest as the Board may from time to time prescribe in the Byelaws and/or Standing Orders.

Scope and powers permitting Trustees' or Connected Persons' payments and benefits

- 6.2 A Trustee or Connected Person may receive the following payments or benefits from the Society:
- 6.2.1 A Trustee is entitled to be reimbursed from the property of the Society, or may pay out of such property, reasonable expenses properly incurred by the Trustee when acting on behalf of the Society.
 - 6.2.2 A Trustee may benefit from trustee indemnity insurance cover purchased at the Society's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
 - 6.2.3 A Trustee or Connected Person may:
 - (a) receive a benefit from the Society as a beneficiary of the Society;
 - (b) receive interest on money lent to the Society at a reasonable and proper rate; and
 - (c) receive reasonable and proper rent for premises let by the Trustee or Connected Person to the Society.
 - 6.2.4 A Trustee or Connected Person may be paid reasonable and proper remuneration by the Society for any goods or services supplied to the Society on the instructions of the Trustees, provided that not more than one half of the Trustees may benefit in this way in any financial year and, for these purposes:
 - (a) this provision shall be treated as applying to a Trustee if it applies to a person who is a Connected Person in relation to that Trustee; and
 - (b) any Trustee who receives remuneration authorised by Rule 6.2.5 in any financial year shall, by reason of such payments, be included for the purpose of calculating whether the 'one half of the Trustees' limit has been reached.
 - 6.2.5 No Trustee may receive remuneration for acting as a Trustee without an order of the court or the prior written consent of the Charity Commission.
 - 6.2.6 A Trustee may not in the same financial year both benefit under Rule 6.2.4 and receive remuneration for acting as a Trustee (following due authorisation) under Rule 6.2.5.

- 6.3 In Rule 6.2 “the Society” includes any company in which the Society:
- 6.3.1 holds more than 50 percent of the shares;
 - 6.3.2 controls more than 50 percent of the voting rights attached to the shares; or
 - 6.3.3 has the right to appoint one or more directors to the board of the company.

7. Membership

- 7.1 The Members of the Society shall be:
- 7.1.1 the members of the Society immediately before the adoption of these Rules; and
 - 7.1.2 such other persons as are admitted to membership in accordance with these Rules.
- 7.2 There shall be such categories and sub-categories of members, which may include annual members and life members, as are prescribed in the Byelaws from time to time. The Byelaws may also prescribe any entitlement of members in a particular category to receive additional information or materials (including publications) from the Society.

Eligibility

- 7.3 Membership of the Society is open to any natural person aged 18 years or older who is interested in furthering its Objects, and who, by applying for membership, has indicated their agreement to become a member.

Admission procedure

- 7.4 The Trustees:
- 7.4.1 may require applications for membership to be made in any reasonable way that they decide;
 - 7.4.2 may refuse an application for membership if they believe that it is in the best interests of the Society for them to do so; and
 - 7.4.3 shall, on accepting an applicant as a member, cause the applicant’s name, address and joining date to be entered on the register of members.
- 7.5 Before the Trustees take any decision to refuse an application for membership under Rule 7.4.2, they must follow the Fair Process Procedure in Schedule 1.
- 7.6 For the purposes of determining any application for joint membership or for determining the rights and privileges of joint membership each person applying for or being a joint member shall be treated as a separate applicant or, as the case may be, a separate member.
- 7.7 Where a person applying for membership of the Society indicates that they also wish to become a Branch member, the Society shall, on accepting the person as a member of the Society, communicate this promptly to the relevant Branch. The Society will credit a Branch with one half of each life membership fee, and such proportion of each annual membership fee accepted by the Society from persons accepted into Branch membership, as the Board of Trustees shall from time to time by resolution determine.

Delay in exercise of rights on joining the Society as an annual member

- 7.8 A person who is accepted as an annual member shall not be entitled to any of the rights or privileges of membership or to speak or vote at any general meeting until three months after the date the person is entered as a member on the register of members.

Membership non-transferable

- 7.9 Membership cannot be transferred to anyone else.

Termination of membership

- 7.10 Membership comes to an end if:
- 7.10.1 the member dies;
 - 7.10.2 the member sends a notice of resignation to the Society;
 - 7.10.3 the member is convicted of an animal cruelty offence;
 - 7.10.4 the member's membership fee is in arrears for three months; or
 - 7.10.5 the Trustees, after following the Fair Process Procedure, decide that it is in the best interests of the Society that the member in question should be removed from membership.

Membership fees

- 7.11 The Society may require members to pay reasonable membership fees to the Society. The Society may from time to time offer discounted subscription rates for one or more categories of membership as may be determined by resolution of the Board of Trustees (including with a view to encouraging recruitment and retention of members).

8. Register of members

- 8.1 The Society shall maintain a register of members.
- 8.2 There must be entered in the register:
- 8.2.1 the names and addresses of the members;
 - 8.2.2 the date on which each person was registered as a member, and
 - 8.2.3 the date at which any person ceased to be a member.
- 8.3 In the case of joint members, the register of members must state the names of each joint member individually.

9. Associate and other categories of non-voting membership

- 9.1 The Trustees may create associate or other categories of non-voting membership, and may determine the obligations and rights of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.
- 9.2 The names and addresses of associate and other categories of non-voting membership shall not be included in the register of members maintained by the Society under Rule 8.
- 9.3 In the absence of any specific conditions for the termination of membership of such additional categories of member, Rule 7.10 shall apply.
- 9.4 Apart from this Rule 9, all references in these Rules to "members" and "membership" do not include associate and other non-voting categories of membership.

10. The Board of Trustees

Functions and duties of Trustees

- 10.1 The Society shall be under the management of the Board of Trustees, and the Board of Trustees shall, subject to the RSPCA Acts and these Rules, control the affairs, funds, property and proceedings of the Society.
- 10.2 It is the duty of each Trustee:
- 10.2.1 to exercise their powers and to perform their functions in their capacity as a trustee of the Society in the way that Trustee decides, in good faith, would be most likely to further the Objects;
 - 10.2.2 to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances, having regard in particular:
 - (i) to any special knowledge or experience that Trustee has or purports to have; and
 - (ii) if they act as a Trustee of the Society in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession; and
 - 10.2.3 to comply with the Trustees' code of conduct as approved from time to time by the Board of Trustees.

Number of Trustees

- 10.3 The maximum number of Trustees is 12; the Board of Trustees shall consist of:
- 10.3.1 up to nine Elected Trustees; and
 - 10.3.2 up to three Co-opted Trustees.
- 10.4 No Trustee appointment may be made in excess of the maximum numbers stipulated in Rule 10.3.
- 10.5 There must be at least six Trustees. If the number falls below this minimum, the remaining Trustee or Trustees may act only to appoint a Trustee or Trustees.

Eligibility

- 10.6 A person shall not be eligible for appointment as a Trustee if they:
- 10.6.1 are employed by the Society or a Branch, or have been so employed in the previous two years;
 - 10.6.2 have received any other benefit or payment from the Society in the previous two years, unless authorised under Rule 6;
 - 10.6.3 have received payment for their work on behalf of a Branch in the previous two years (unless such payment is authorised under the Branch's governing document or constitutes reimbursement of properly incurred expenses);
 - 10.6.4 are under the age of 18 years;
 - 10.6.5 subject to Rule 10.20, have previously served as a Trustee for all or any part of each year during a period of nine consecutive years; or
 - 10.6.6 (if wishing to stand for election as an Elected Trustee) have not been a member of the Society for a continuous period of at least 12 months immediately preceding the last date for nominations.

Elected Trustees

- 10.7 The Society shall appoint an independent election scrutineer to administer the nomination process and members' ballot (where required) for the appointment of the Elected Trustees. The nomination process and any members' ballot shall be carried out in accordance with the Byelaws.
- 10.8 If there are more candidates than vacancies, a members' ballot shall be held, the results of which shall be announced at the AGM. In the ballot:
- 10.8.1 each member who votes shall be entitled to vote for up to three candidates to fill the vacancies, giving no more than one vote to any candidate;
- 10.8.2 the three candidates with the highest number of valid votes shall be elected; and
- 10.8.3 in the event that the three candidates with the highest number of valid votes cannot be ascertained due to an equality of votes, the independent election scrutineer shall determine the result between the tied candidates by the drawing of lots.
- 10.9 In the event of there being:
- 10.9.1 the same number of candidates as there are vacancies; or
- 10.9.2 fewer candidates than there are vacancies,
- a members' ballot shall not be held, but a resolution shall be proposed at the AGM to approve the candidates' appointment, with each candidate being deemed to be elected only if that resolution approving their appointment is passed at the AGM. If, after this process, any places remain vacant, these shall be treated as casual vacancies to be filled by the Board.
- 10.10 The Board of Trustees may – at its discretion – make recommendations (whether positive or negative) to the members about one or more of the candidates, to assist the members in their decision-making. The Board of Trustees shall not make such recommendations unless due diligence on the candidates has been undertaken.
- 10.11 The term of office of an Elected Trustee shall commence at the conclusion of the AGM where their appointment is announced.
- 10.12 If a casual vacancy occurs among the Elected Trustees, the Board of Trustees may appoint a member of the Society to fill such vacancy. Such appointment shall only be effective if approved by not less than two-thirds of the Trustees.
- 10.13 Subject to Rule 10.4, the Board may act notwithstanding any such casual vacancies among the Elected Trustees.

Co-opted Trustees

- 10.14 The Board may at any time co-opt as a Trustee any person possessing special qualifications or experience (which qualifications or experience shall at the date of the Trustee's first co-option be minuted by the Board).
- 10.15 An appointment of a Co-opted Trustee under Rule 10.14 is only effective if approved by not less than two-thirds of the Trustees.

Automatic retirement

- 10.16 An Elected Trustee shall retire at the conclusion of the third AGM following the AGM at which their appointment was announced. Three Elected Trustees retire by rotation at the AGM each year, in the order of seniority according to the date of their election or last re-election to the Board (the retirement of Elected Trustees of equal seniority being determined by lot).

- 10.17 A Co-opted Trustee shall retire at the conclusion of the third AGM following their appointment unless the Board of Trustees in its discretion appointed them for a shorter term.
- 10.18 A member who is appointed to the Board to fill a casual vacancy shall retire at the conclusion of the AGM at which the Elected Trustee they are replacing would have retired by rotation under Rule 10.16.
- 10.19 Subject to Rule 10.20, a Trustee who retires in accordance with Rule 10.16, 10.17 or 10.18 may be re-appointed.
- 10.20 A Trustee who has served as a Trustee for all or any part of each year for nine consecutive years shall retire at the conclusion of the next AGM and shall not be eligible for reappointment, unless the Board of Trustees resolves that there are exceptional circumstances which justify their re-election or co-option (which justification shall, if election or co-option proceeds, be published in the Trustees' annual report). The maximum period for which any Trustee may be re-elected or co-opted pursuant to this exceptional circumstances provision shall be one further year.

Trustees' code of conduct

- 10.21 The Trustees shall approve a Trustees' code of conduct and keep it updated from time to time.
- 10.22 Where a Trustee is found to have breached the Trustees' code of conduct, the Board of Trustees may (without prejudice to its power to remove a Trustee under Rule 10.26):
- 10.22.1 issue of a formal written warning to the Trustee; and/or (if the breach is serious)
- 10.22.2 suspend the Trustee for a fixed period of up to six months.
- 10.23 A decision under Rule 10.22.1 or 10.22.2 shall be taken at a meeting of the Board of Trustees and requires the approval of not less than two-thirds of the Trustees (not counting the Trustee concerned) present at that meeting. Before the Board of Trustees takes such a decision, they must follow the Fair Process Procedure, unless, in relation to Rule 10.22.2 only, they reasonably believe that compliance with any step in the Fair Process Procedure would risk causing damage to the Society.
- 10.24 During the period of suspension, the Trustee must not attend any Board or Committee meetings. Board meetings missed during the period of suspension shall not count for the purposes of Rule 10.25.3.

Circumstances under which the office of Trustee is vacated

- 10.25 The office of Trustee shall be vacated if:
- 10.25.1 the Trustee resigns in writing to the Chair of the Society (but only if enough Trustees would remain to meet the minimum number required in Rule 10.5);
- 10.25.2 the Trustee ceases to be a member of the Society (this does not apply if the Trustee is a Co-opted Trustee);
- 10.25.3 the Trustee is absent without permission from 50 percent or more of the meetings of the Board of Trustees during the space of 12 months and the Board in such circumstances decides to terminate the Trustee's office (such termination occurring automatically upon the Board giving notice of termination to the Trustee);
- 10.25.4 the Trustee dies;
- 10.25.5 the Trustees reasonably believe that the Trustee has become physically or mentally incapable of managing their own affairs and they resolve that the Trustee be removed from office;

- 10.25.6 the Trustee is disqualified under the Charities Act 2011 from acting as a Trustee;
 - 10.25.7 the Trustee is removed by the Board of Trustees in accordance with Rule 10.26;
 - 10.25.8 the Trustee is convicted of an animal cruelty offence; or
 - 10.25.9 the Trustee is continuing to serve as a Branch trustee seven days after the date of their appointment as a Trustee.
- 10.26 A Trustee shall be removed from office if a resolution to remove that Trustee is proposed at a meeting of the Board of Trustees and the resolution is approved by not less than two-thirds of the Trustees (not counting the Trustee who is the subject of the resolution) present at that meeting. Before the Board of Trustees take a decision to remove a Trustee, they must follow the Fair Process Procedure in Schedule 1.
- The Chair of the Society, the Vice-Chair of the Society, the Treasurer of the Society and the Chair of the Branch Affairs Committee*
- 10.27 The Trustees shall, from among their own number, appoint a Chair of the Society, a Vice Chair of the Society, a Treasurer of the Society and a Chair of the Branch Affairs Committee who shall serve in their respective capacities for a term commensurate with their term of office as a Trustee. They shall be eligible for re-appointment to their posts, as long as they remain a Trustee.
- 10.28 The Board may terminate an appointment made under 10.27 by passing a resolution approved by not less than two-thirds of the Trustees (not counting the Trustee concerned) present at a Board meeting. Before the Board of Trustees takes such a decision, they must follow the Fair Process Procedure in Schedule 1.
- 10.29 The Board may, from among their own number, appoint a Trustee to deputise for the Chair, Vice-Chair or Treasurer of the Society in the event that the Chair, Vice-Chair or Treasurer (as the case may be) is unable or unwilling to act.

11. Regulation of the Board's proceedings

The Board of Trustees shall conduct its business in accordance with Byelaws (which shall not be inconsistent with these Rules).

12. Delegation of authority

- 12.1 Subject to the RSPCA Acts and these Rules, the Trustees may delegate:
- 12.1.1 any of their powers or functions to any Committee constituted in accordance with Rule 13;
 - 12.1.2 the implementation of their decisions and day to day management of the affairs of the Society to the Chief Executive. The Trustees may authorise further delegation of the implementation of decisions or day-to-day management by the Chief Executive to other employees of the Society; and
 - 12.1.3 the application of Regional Funds and other functions to Regional Boards in accordance with Rule 14.
- 12.2 Any delegation by the Trustees may be:
- 12.2.1 by such means;
 - 12.2.2 to such an extent;
 - 12.2.3 in relation to such matters or territories; and

- 12.2.4 on such terms and conditions,
as they think fit.
- 12.3 The Trustees may revoke any delegation in whole or part or alter its terms and conditions.
- 12.4 The Trustees may by power of attorney or otherwise appoint any person to be the agent of the Society for such purposes and on such conditions as they determine.
- 12.5 In the case of delegation of the day-to-day management of the Society to the Chief Executive or such further delegation to other employees of the Society:
- 12.5.1 the delegated power shall be to manage the Society by implementing the policy and strategy adopted by and within a budget approved by the Trustees and (if applicable) to advise the Trustees in relation to such policy, strategy and budget; and
- 12.5.2 the Chief Executive must report regularly to the Trustees on the activities undertaken in managing the Society and provide them regularly with such management accounts and other management information as are sufficient to explain the financial position of the Society and the conduct of its affairs.

13. Committees

- 13.1 The Trustees may delegate any of their powers or functions to a Committee or Committees, and determine the terms and conditions on which the delegation is made. The Trustees may at any time alter those terms and conditions or revoke the delegation.
- 13.2 No Committee shall knowingly incur expenditure or liability on behalf of the Society except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees.
- 13.3 The regulation of Committee meetings, composition, appointment and removal of Committee members and the proceedings of a Committee shall be governed by the Byelaws.
- 13.4 Persons who are not Trustees may be appointed as Committee members.
- 13.5 The acts and proceedings of any Committee must be brought to the attention of the Trustees as soon as is reasonably practicable.

Branch Affairs Committee

- 13.6 The Board of Trustees shall establish a Branch Affairs Committee which shall have the following principal functions:
- 13.6.1 to assist the Board of Trustees in providing leadership to the Branch network;
- 13.6.2 to promote the sustainability of the Branch network;
- 13.6.3 to provide strategic advice and guidance to the Board of Trustees on issues affecting the Branch network; and
- 13.6.4 to carry such other functions as may be delegated to it by the Board of Trustees, including, if so delegated, the exercise of all or any of the Trustees' powers in Rule 15.

14. Regional organisation of the Branch network

- 14.1 The Society may establish Regions and may maintain a Regional Fund for each Region.
- 14.2 Regional Funds shall be held and invested by the Society, and shall be included in the audit of the Society's accounts.
- 14.3 The Board of Trustees may, from time to time, vary the size or number of Regions or make such alternative arrangements to better facilitate the organisation of the Branch network in England and Wales. Before taking such a decision, the Board of Trustees shall consider any recommendation from the Branch Affairs Committee.
- 14.4 In relation to a Region, the Board of Trustees shall establish a Regional Board, and may delegate to the Regional Board such administrative duties as the Board of Trustees thinks fit.
- 14.5 The structure, composition and proceedings of Regional Boards shall be regulated by Byelaws.

15. Rules concerning Branches

Introduction

- 15.1 Branches of the Society can be constituted either:
 - 15.1.1 as charitable unincorporated associations, governed by the Branch Rules from time to time approved by the Board of Trustees, and subject to the relevant provisions in this Rule, in particular Rule 15.7 to 15.10; or
 - 15.1.2 as charitable incorporated organisations, governed by a constitution approved at the outset by the Board of Trustees, operating in accordance with an agreement with the Society (which prescribes their working relationship), and subject to the relevant provisions in this Rule, in particular Rule 15.11 and 15.12.
- 15.2 Branches in existence when these Rules come into force shall be constituted under Rule 15.1.1. Such a Branch is expected, in accordance with the timeline and restructuring procedure approved by the Board of Trustees, to re-constitute as, and otherwise convert to, a Branch constituted under Rule 15.1.2.
- 15.3 Any Branch established after the date these Rules come into force shall be constituted under Rule 15.1.2.
- 15.4 The Board of Trustees shall determine Branch boundaries and may vary such boundaries following consultation with the Branch trustees.
- 15.5 No prosecution shall in any circumstances whatever be instituted by a Branch in the name of the Society except under the authority of the Board of Trustees or its duly authorised officer.
- 15.6 All Branch trustees shall act in pursuance of the Society's Objects and policy and be subject to the relevant Rules and Byelaws of the Society.

Provisions applying only to unincorporated Branches constituted under Rule 15.1.1

- 15.7 Branches shall operate in full accordance with the Branch Rules from time to time approved by the Board of Trustees.

- 15.8 A Branch Committee shall oversee the work of the Branch with the following officers: Branch Chair, Branch Treasurer and Branch Secretary; the details of the individuals in post from time to time (including their names and addresses and the dates of their appointment) shall be provided to the Society as soon as possible and in any event within 28 days of the date of their appointment.
- 15.9 The Board of Trustees shall have, in relation to these Branches, power:
- 15.9.1 to suspend any officer or member of a Branch Committee;
 - 15.9.2 to remove any officer or member of a Branch Committee;
 - 15.9.3 to suspend a Branch Committee;
 - 15.9.4 to disband a Branch Committee;
 - 15.9.5 to dissolve a Branch; and
 - 15.9.6 to take charge of a Branch to the exclusion of any member or former member of the Branch Committee if the Branch does not hold an Annual General Meeting, or there is no Branch Committee, or the Branch Committee is unable or unwilling to act as the charity trustees of the Branch.
- 15.10 The following provisions apply to the powers set out in Rule 15.9:
- 15.10.1 Subject to Rule 15.10.2, the powers in Rule 15.9 may only be exercised in compliance with the Fair Process Procedure.
 - 15.10.2 The requirement in Rule 15.10.1 does not apply to:
 - (a) the power set out in Rule 15.9.6, or where, under Rule 15.10.9, a Branch requests dissolution under Rule 15.9.5;
 - (b) the power in Rule 15.9.1 and 15.9.3, if the Board of Trustees reasonably believes that compliance with any step in the Fair Process Procedure would risk causing damage to the Society or the affairs or funds of the Branch;(and, for the avoidance of doubt, it also does not apply to the exercise of the power of extension under Rule 15.10.12).
 - 15.10.3 A suspension imposed under Rule 15.9.1 can be made for a period of up to six months and is effective from the date of the decision. During the period of suspension, the remaining members of the Branch Committee shall have power to conduct the affairs of the Branch in accordance with the Branch Rules.
 - 15.10.4 Removal under Rule 15.9.2 takes effect upon the date of the decision to remove the officer or member. No officer or member so removed shall be eligible for election or appointment to any Branch Committee or sub-committee of any Branch or to be an officer or official of any Branch unless the Board of Trustees gives its consent in writing. Any vacancy created by removal may be filled by the Branch Committee in accordance with Branch Rules. No person so removed shall be eligible to stand for election to the Board of Trustees for a period of three years.
 - 15.10.5 Suspension under Rule 15.9.3 takes effect upon the date of the decision to suspend, and may be for a period of up to 6 months.
 - 15.10.6 During a period of suspension under Rule 15.9.3, the Board of Trustees may appoint persons who shall have all the powers necessary to administer the affairs, property and funds of the Branch during such period.
 - 15.10.7 Disbandment under Rule 15.9.4 takes effect upon the date of the decision to disband the Branch Committee.

- 15.10.8 When a Branch Committee has been disbanded under Rule 15.9.4:
- (a) a new Branch Committee shall be elected at the next annual general meeting of the Branch;
 - (b) no member of the disbanded Branch Committee shall be eligible for election or appointment to any committee or sub-committee of any Branch or to become an officer or official of any Branch unless the Board of Trustees gives its prior consent in writing;
 - (c) during the period after disbandment and before the election of a new Branch Committee, the Board of Trustees may appoint persons who shall have all the powers necessary to administer the affairs, property and funds of the Branch during such period.
- 15.10.9 A Branch may be dissolved under Rule 15.9.5 if a resolution is passed at an annual or extraordinary general meeting of a Branch requesting that the Society dissolve the Branch. Such dissolution takes effect from the date of the Board's decision to approve the Branch's request for dissolution.
- 15.10.10 A Branch may also be dissolved under Rule 15.9.5 without any request for dissolution having been made by the Branch, and such dissolution takes effect from the date of the decision.
- 15.10.11 When a Branch has been dissolved under Rule 15.9.5 the Board of Trustees shall have all powers necessary to effect the winding-up of the affairs of the Branch. As regards the property of the Branch:
- (a) all property both real and personal belonging to the Branch and previously applicable for its general purposes shall be held at the disposal of the Board of Trustees who shall use or apply such property in the liquidation of the Branch's outstanding liabilities, if any, and shall use and apply any remaining balance in carrying out the objects of the Society in such manner as the Board of Trustees may decide;
 - (b) the disposition of property held under a specific trust for or in connection with the Branch so dissolved, or held by trustees, nominees or any trust corporation appointed by the Branch, shall be applied as directed by the Board of Trustees in accordance with those trusts or in such manner as may be sanctioned by the law relating to trust property.
- 15.10.12 The power to take charge of a Branch under Rule 15.9.6 takes effect upon the date of the decision for a period of up to 12 months. The Trustees may extend the period, upon the expiry of the initial 12 month period, for one or more further periods of up to 12 months each, if the Trustees are not satisfied, on each occasion of extension, that there is an appropriate Branch Committee in place to resume control of the Branch.
- 15.10.13 Where the power in Rule 15.9.6 is exercised, the Board of Trustees shall appoint persons who shall have the general control and management of the administration of the Branch until a general meeting of the Branch is held at which a new Branch Committee is elected.

Provisions applying only to incorporated Branches constituted under Rule 15.1.2

- 15.11 The Board of Trustees may exercise any power available to the Society under the constitution of a Branch, including the power to give (or withhold) consent for certain changes to the Branch's constitution and the power to remove a Branch trustee where the Board of Trustees reasonably believe that it is in the best interests of the Branch for the Branch trustee to be removed. In relation to the power of removal of a Branch trustee under the Branch constitution, the Fair Process Procedure will be followed.

15.12 A Branch trustee removed pursuant to the Society's power of removal in the Branch constitution referred to in Rule 15.11 shall not be eligible for a period of three years (commencing with the date of their removal):

15.12.1 for appointment or election as a Branch trustee;

15.12.2 for election or appointment to any Branch Committee of a Branch constituted under Rule 15.1.1; or

15.12.3 to be an officer or official of any Branch (however constituted);

unless the Board of Trustees gives its prior written consent in each case.

16. AGM and general meetings

An AGM shall be held once a year for the purpose of receiving the annual statement of accounts and the Trustees' annual report, and transacting such other of the Society's business as may be necessary. The detailed Rules relating to the AGM and other general meetings are in Schedule 2 to these Rules.

17. Accounting records, annual reports and returns

The Trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the Society, within 10 months of the financial year end.

18. Minutes

The Trustees must keep minutes of all:

18.1 proceedings at general meetings;

18.2 Board meetings and committee meetings, including:

18.2.1 the names of the Trustees (and committee members) present at the meeting;

18.2.2 the decisions made at the meetings; and

18.2.3 where appropriate the reasons for the decisions;

18.3 resolutions and decisions made by the Trustees otherwise than in meetings.

19. Byelaws

The Trustees may from time to time make such Byelaws as they may deem necessary or expedient for the proper conduct and management of the Society, its proceedings and affairs, including the regulation of the Board, Committees and Regional Boards, but such Byelaws must not be inconsistent with any provision of the RSPCA Acts or these Rules.

20. Disputes

If a dispute arises between members about the validity or propriety of anything done by the members under these Rules, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

21. Sending notices, information and other documents required by these Rules

Communications to the Society

- 21.1 Any member or Trustee may send documents or information to the Society, delivering them by hand or by post, to the Society's principal office or any other address specified by the Society for this purpose.
- 21.2 Any member or Trustee may send documents or information to the Society in electronic form or by electronic means (for example by email), provided the Society has agreed (generally or specifically) to receive documents or information in that form (and has not revoked that agreement), or is treated as having agreed to receive documents or information in that form under Rule 21.9.
- 21.3 Documents or information sent by electronic means must be sent to either:
- 21.3.1 an address specified by the Society for the purpose; or
 - 21.3.2 an address to which Rule 21.9 applies.
- 21.4 Communications sent by electronic means must be authenticated in a manner which is satisfactory to the Society.

Communications by the Society

- 21.5 The Society may send documents or information (including notices) to any member or Trustee by hand or by post, by handing the document or information to them or by sending it to:
- 21.5.1 an address specified for the purpose by the intended recipient;
 - 21.5.2 their address as shown in the register of members; or
 - 21.5.3 where the Society is unable to obtain an address falling within Rules 21.5.1 or 21.5.2, the intended recipient's last address known to the Society.
- 21.6 The Society may send or supply documents or information (including notices) to any member or Trustee in electronic form or by electronic means (including by email or by making it available on a website), provided:
- 21.6.1 the intended recipient has agreed (generally or specifically) to receive documents or information in that form (and has not revoked that agreement); or
 - 21.6.2 (in the case of documents or information sent in electronic form) the intended recipient is treated as having agreed to receive documents or information in that form under Rule 21.7;
- 21.7 Any member who provides the Society (whether on becoming a member, on renewal of their membership, or on any other occasion) with their email address is taken to have agreed to receive communications from the Society in electronic form at that address, unless the member indicates, at any point, to the Society their unwillingness to receive such communications in that form. The same applies to any Trustee.

- 21.8 When communicating any notice or proposal via a website, the Society must take reasonable steps to ensure that members are notified of the publication of any such notice or proposal without undue delay.

Society's deemed agreement to electronic communications

- 21.9 If the Society sends or supplies documents or information to another person in electronic form:
- 21.9.1 the Society is treated as having agreed to accept a response in electronic form; and
- 21.9.2 where the document or information is sent or supplied by the Society by electronic means from an electronic address, or the Society has given such an address in the document or information (subject to any limitations specified when providing that address), the Society is treated as having agreed to the response being sent by electronic means to that address.

Deemed delivery

- 21.10 Where any document or information is sent or supplied by the Society or on the Society's behalf under these Rules:
- 21.10.1 where it is sent by post it is deemed to be received 48 hours after it is posted;
- 21.10.2 where it is sent or supplied by electronic means (for example by email) it is deemed to be received on the same day that it is sent;
- 21.10.3 where it is sent or supplied by means of a website, it is deemed to be received:
- (i) when the material is first made available on the website; or
- (ii) if later, when the intended recipient received (or is treated as having received) notice of the fact that the material is available on the website.
- 21.11 The intended recipient of a document or information may agree generally or specifically with the Society that it is deemed to be received within a shorter period than that specified in Rule 21.10.

22. Execution of deeds and other documents

Execution of deeds

- 22.1 The Society may execute deeds by affixing or impressing its common seal (which may be in physical or electronic format) in the presence of:
- 22.1.1 two Trustees; and
- 22.1.2 the Chief Executive, or such other person who has been authorised by the Trustees to attest to the seal's application,
- who shall sign the deed in attestation of the seal having been affixed or impressed in their presence.
- 22.2 For the purpose of Rule 22.1:
- 22.2.1 the attestors to the seal's application may be in each other's presence physically or by means of video conference call; and
- 22.2.2 the signatures of the attestors may be in physical or electronic form.

Execution of other documents

- 22.3 Documents which are not deeds may be executed on behalf of the Society in accordance with such policies or procedures as may be approved by the Trustees from time to time.

23. Saving provisions

Validity of Trustee actions

- 23.1 All acts done by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in that person's appointment or that they were disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Trustee.

Irregularities

- 23.2 The proceedings at any Board meeting, committee meeting, general meeting or the passing of a written resolution or the making of any appointment shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

24. Rescinding and altering Rules

These Rules shall take effect on 1 November 2023. All Rules in force immediately before that date shall be revoked as from that date, but without prejudice to anything done under those Rules. These Rules shall remain in force until revoked or varied by resolution passed at a general meeting and confirmed where necessary as provided by section 10 of the Royal Society for the Prevention of Cruelty to Animals Act 1932.

SCHEDULE 1: FAIR PROCESS PROCEDURE

- 1.1 Before any decision is made under these Rules to exercise any of the following powers:
 - 1.1.1 to refuse an application for membership under Rule 7.4.2;
 - 1.1.2 to remove a member from membership under Rule 7.10.5;
 - 1.1.3 to issue a formal warning to a Trustee under Rule 10.22.1;
 - 1.1.4 to suspend a Trustee under Rule 10.22.2, save as otherwise provided in Rule 10.23;
 - 1.1.5 to remove a Trustee under Rule 10.26;
 - 1.1.6 to terminate the appointment of the Chair or Vice-Chair of the Society, the Treasurer of the Society or the Chair of the Branch Affairs Committee under Rule 10.28; or
 - 1.1.7 to exercise any intervention power in relation to a Branch under Rule 15, save where otherwise provided in that Rule,

the steps set out in paragraph 1.2 shall be followed save that, in relation to a decision to refuse an application for membership under Rule 7.4.2, paragraph 1.2.5 shall not apply. In relation to a decision to remove a Branch trustee of a Branch constituted under Rule 15.1.2, the provisions set out in paragraph 1.4 shall also apply.

- 1.2 For the purposes of this Schedule, the relevant Governing Body that is exercising a power to which this procedure applies is referred to as “the decision-maker” and the person who is the subject of the decision is referred to as “the Respondent”. Before a decision is taken, the decision-maker shall:
 - 1.2.1 inform the Respondent of the reasons why the exercise of the power is proposed;
 - 1.2.2 give the Respondent at least 21 clear days’ notice in which to make representations as to why the power should not be exercised;
 - 1.2.3 consider whether or not the power should be exercised;
 - 1.2.4 consider any representations which the Respondent makes as to why the power should not be exercised; and
 - 1.2.5 allow the Respondent to make those representations in person, if the Respondent so chooses.
- 1.3 The ‘Respondent’, in relation to the exercise of the powers in Rule 15.9.3 to 15.9.5 (the suspension or disbanding of a Branch Committee and the dissolution of a Branch), shall be the Branch Committee members.
- 1.4 If the Society decides to remove a Branch trustee of a Branch constituted under Rule 15.1.2, the following provisions shall apply:
 - 1.4.1 the Society shall give notice of its decision in writing (“Decision Notice”) to the Branch trustee;
 - 1.4.2 this will take effect on receipt as an immediate removal of the Branch trustee;
 - 1.4.3 the Branch trustee will have 14 days from receipt of the Decision Notice to file an appeal (“Appeal Notice”) with the Society against the decision to remove them;
 - 1.4.4 if an Appeal Notice is filed in time, the Society will arrange for the Branch trustee’s appeal to be considered by persons who were not involved in making the decision set out in the Decision Notice;
 - 1.4.5 if the Branch trustee’s appeal is upheld after due consideration, they will be reinstated as a Branch Trustee and their term of office shall continue as if there has been no break in it.
- 1.5 The Fair Process Procedure shall also be followed where indicated in the Byelaws.

SCHEDULE 2: AGM AND OTHER GENERAL MEETINGS

1 Convening general meetings

- 1.1 The Board may, whenever it thinks fit, convene a general meeting in accordance with the provisions of these Rules, and must convene an AGM in each calendar year.
- 1.2 Subject to paragraph 13.2, the Board must, on the written request of at least 500 members, convene a general meeting within three months of such request, in accordance with the provisions of this Schedule.

2 Standing Orders

The Board shall prepare, and make available to the members on request, Standing Orders, which must not be inconsistent with the provisions of the Rules, for the proper regulation of the proceedings of general meetings.

3 Attendance at general meetings

- 3.1 Subject to paragraphs 3.2 and 10.3, members are entitled to attend and participate in general meetings physically and/or virtually, themselves or via a Proxy.
- 3.2 The Board shall determine in relation to each general meeting the format and means of attendance at, and participation in, the meeting, including whether the meeting will be:
 - 3.2.1 a physical meeting (whether held in one location only, or involving a principal meeting place linked together with one or more 'satellite' locations); or
 - 3.2.2 a virtual meeting (attended by means of any electronic facility or facilities); or
 - 3.2.3 a meeting that is partially physical and partially virtual (a 'hybrid' meeting).

4 Giving notice of general meetings

- 4.1 At least 28 days prior to the date appointed for any general meeting:
 - 4.1.1 the Society will give notice of the meeting to the members in accordance with the provisions of these Rules; and,
 - 4.1.2 in the case of an AGM, provide details of how members can access the annual statement of accounts and annual report on the Society's website (or in a suitably accessible format where relevant).
- 4.2 The notice to be given under paragraph 4.1 shall specify:
 - 4.2.1 whether the meeting is an AGM;
 - 4.2.2 the place, date and time of the meeting;
 - 4.2.3 the agenda for the meeting;
 - 4.2.4 the administrative arrangements with which members must comply in order to be able to attend and vote at the meeting (including how to register for attendance, how to appoint a Proxy, and how to deliver a Proxy Notice validly); and
 - 4.2.5 the fact that a member has the right to ask questions at the meeting.

5 Postponement of a general meeting

- 5.1 If the Board, in its absolute discretion, considers that it is impracticable or unreasonable for any reason for the meeting to be held at the time, on the date, in the place, or in the format specified in the notice calling the meeting, whether this is

- 5.1.1 after the sending of the notice of a general meeting, but before the meeting is held; or
- 5.1.2 after the adjournment of a general meeting, but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required);

the Board may postpone the general meeting to another date, time, place or places, and/or format in accordance with the provisions of the Standing Orders, notifying the members of the postponement.

- 5.2 Notice of the postponement of the general meeting under paragraph 5.1, and notice of the new time, date, place or places and/or format, shall be published on the Society's website and may be given in such additional manner as the Board may, in its absolute discretion, determine.
- 5.3 No business shall be transacted at any postponed meeting other than business which might properly have been transacted at the meeting, had it not been postponed. Notice of the business to be transacted at such postponed meeting shall not be required.

6 Quorum and adjournment relating to quorum

- 6.1 No business shall be transacted at any general meeting unless a quorum is present. Save in the circumstances described in paragraph 6.3, 50 members present and entitled to attend and to vote on the business to be transacted shall be a quorum. A member who has appointed a Proxy shall be counted in the quorum.
- 6.2 If a quorum is not present within 30 minutes (or such longer interval as the chair in their absolute discretion thinks fit) from the time appointed for holding a general meeting, or if a quorum ceases to be present during a meeting (including as a result of major technological disruption in the case of a virtual or hybrid meeting):
 - 6.2.1 the meeting shall be dissolved if it had been convened on the requisition of members; and, in any other case,
 - 6.2.2 the meeting shall stand adjourned to such day (at least 10 clear days after the date of the original meeting), time, place or places, and/or format as the chair (or, in default, the Board) may determine.
- 6.3 If, at such adjourned meeting, a quorum of at least 50 members is not present within 15 minutes from the time appointed for holding the meeting, one member entitled to vote on the business to be transacted shall become the required quorum and any notice of an adjourned meeting shall state this.

7 Chair of general meeting

- 7.1 The Chair of the Society shall preside at every general meeting. If there is no such Chair, or if, at any meeting, the Chair shall not be present within five minutes after the time appointed for holding the meeting, or shall be unable or unwilling to act as chair, their deputy (if any) shall, if present and able and willing to act, preside at such meeting. If no chair or deputy shall be so present and able and willing to act, the Trustees present shall choose one of their number to act.
- 7.2 In addition to the powers given to the chair of the meeting by the Society's Rules, Byelaws or Standing Orders, the chair shall be entitled to exercise the powers and rights which are given by the Companies Acts or otherwise by law to a chair of a meeting.
- 7.3 The decision of the chair of the meeting on points of order, matters of procedure or on matters arising incidentally from the business of the meeting shall be final and conclusive, as shall their determination as to whether any point or matter is of such a nature.

8 **Entitlement to attend, speak and otherwise participate**

- 8.1 The Chief Executive (and any other person invited by the chair to do so) may attend and speak at any general meeting, whether or not also a member.
- 8.2 All members seeking to attend and participate in (including speaking and voting) a general meeting by way of electronic facility or facilities shall be responsible for having access to and maintaining adequate technical capabilities (including but not limited to internet connectivity) to enable them to do so.
- 8.3 Unless it gives rise to adjournment under paragraphs 6 or 9, the inability of a member or members to attend, speak, participate in or vote in a general meeting by way of electronic facility or facilities shall not, of itself, invalidate the proceedings of that meeting.

9 **Adjournment of a general meeting by the chair**

- 9.1 The chair may, with the consent of a simple majority of members at a meeting at which a quorum is present, adjourn a meeting for a temporary period or indefinitely.
- 9.2 Without prejudice to any other power which the chair may have under these Rules or at common law, the chair may, without the need for the consent of the meeting and before or after it has started and irrespective of whether a quorum is present, adjourn a meeting for a temporary period or indefinitely, if the chair believes that it has become necessary to do so in order to:
- 9.2.1 secure the proper and orderly conduct of the meeting;
 - 9.2.2 give all persons entitled to do so a reasonable opportunity of attending, speaking and voting at the meeting;
 - 9.2.3 ensure the safety and security of participants at the meeting; and/or
 - 9.2.4 ensure that the business of the meeting is properly addressed.
- 9.3 All business conducted at a meeting up to the time of any adjournment shall be valid.

10 **Administrative provisions relating to capacity, security and orderly conduct at general meetings**

- 10.1 The Board may, for the purpose of managing the level of attendance or ensuring the safety of those attending at any place specified for the holding of a general meeting, ensuring the security of the meeting and ensuring the future orderly conduct of the meeting, from time to time make such arrangements as it shall in its absolute discretion consider to be appropriate and may from time to time vary any such arrangements or make new arrangements as it thinks fit.
- 10.2 If a general meeting is held partly or wholly by means of an electronic facility or facilities, the Board and the chair may make any arrangement and impose any requirement or restriction which they regard as proportionate so as to
- 10.2.1 ascertain the identity of those taking part; and
 - 10.2.2 ensure the security of the electronic communication.
- 10.3 The Board, which may act through the chair, shall be entitled in its absolute discretion to authorise or direct the refusal of physical or electronic entry to, or the ejection (physically or electronically) from, any meeting of any person who fails to provide such evidence of their identity, or otherwise to comply with such security arrangements or safety restrictions, as may be required pursuant to the Rules, or who causes, or whom the Board believes may cause, the meeting to become disorderly.

11 **Decisions at general meetings**

Ordinary or special resolutions

- 11.1 Decisions at a general meeting shall be taken either by ordinary resolution or special resolution:
- 11.1.1 an ordinary resolution is a resolution that is passed by a majority of the votes cast by members present at the meeting or by Proxy; and
 - 11.1.2 a special resolution is a resolution that is passed by a majority of at least 60 percent of the votes cast by members present at the meeting or by Proxy
- 11.2 A resolution proposing to make additions to, revoke, alter or vary the Rules of the Society in a manner which affects the rights and privileges of members of the Society as members (but not otherwise) is to be treated as a special resolution.
- 11.3 Subject to this, the Board shall have the power to decide whether any resolution submitted to a general meeting is to be treated as a special resolution.
- 11.4 A special resolution shall be specified as such on the agenda of the meeting.

Members' resolutions

- 11.5 Subject to paragraph 13.1, any member shall be at liberty to propose at the AGM any resolution, provided that:
- 11.5.1 they give written notice of the resolution to the Chief Executive 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; and,
 - 11.5.2 in the opinion of the Board of Trustees, the proposal or discussion of such resolution will not be detrimental to the interests of the Society.
- 11.6 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.

12 **Voting at general meetings**

- 12.1 A member, directly or via a Proxy, may vote at a general meeting in accordance with the voting procedures approved from time to time by the Board for use in physical, virtual or hybrid meetings.
- 12.2 A declaration by the chair of the meeting that a resolution has been carried (unanimously or by a particular majority), or lost, or not carried by a particular majority, and a record to that effect in the minutes of the meeting, shall be conclusive evidence of the fact, without further proof of the number or proportion of the votes recorded in favour of or against such resolution.

13 **Matters for discussion at general meetings**

- 13.1 The Board of Trustees shall have power to exclude from discussion at any AGM any resolution or matter, the subject matter of which has been discussed at any general meeting of the Society held during the preceding three years.
- 13.2 The Board of Trustees shall have power to refuse to convene a general meeting requisitioned under paragraph 1.2 to discuss any resolution or matter, the subject matter of which has been discussed at any general meeting during the preceding three years.

14 **Appointment of a Proxy**

- 14.1 A member may appoint the chair of the meeting as their Proxy.

- 14.2 The chair of the meeting may act for as many members as choose to appoint the chair as Proxy.
- 14.3 The appointment of a Proxy can only be made by completing a Proxy Notice, which shall be in such form as the Board of Trustees may specify from time to time (and they may require different forms for different purposes), and which:
- 14.3.1 states the name and personal details of the member appointing the Proxy, and the general meeting in relation to which the Proxy is being appointed;
 - 14.3.2 is signed by or on behalf of the member appointing the Proxy, or authenticated in such manner as the Board may determine; and
 - 14.3.3 is delivered to the Society in accordance with these Rules and any instructions contained in the notice of the general meeting to which it relates.
- 14.4 A Proxy Notice will enable the member to give the Proxy discretion or direction as to how to vote (or abstain from voting) in relation to each item of business at the meeting. If the member fails to give such discretion or direction explicitly in relation to any item of business, the Proxy will be deemed to have discretion.
- 14.5 Unless a Proxy Notice indicates otherwise, it will be treated as authorising the Proxy to act on the member's behalf at any adjournment of the meeting to which it relates, as well as at the meeting itself.

15 **Delivery of Proxy Notices**

- 15.1 Any notice of a general meeting must specify the means of validly delivering a Proxy Notice relating to that meeting, or any adjournment of it, to the Society. The delivery of a Proxy Notice to the Society by means other than those designated in the notice of the general meeting shall not constitute valid delivery of the Proxy Notice.
- 15.2 A Proxy Notice must be delivered to the Society in accordance with the designated delivery means outlined in the notice of the general meeting not less than seven days before the general meeting or adjourned meeting to which it relates.
- 15.3 An appointment under a Proxy Notice may be revoked by delivering to the Society a notice in writing given by, or on behalf of, the member by whom, or on whose behalf, the Proxy Notice was given.
- 15.4 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.
- 15.5 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.

16 **Errors and disputes**

- 16.1 No objection may be raised to the qualification of any person voting at a meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 16.2 Any such objection must be referred to the chair of the meeting, whose decision is final.



Royal Society for the Prevention of Cruelty to Animals

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