

RSPCA branch rules

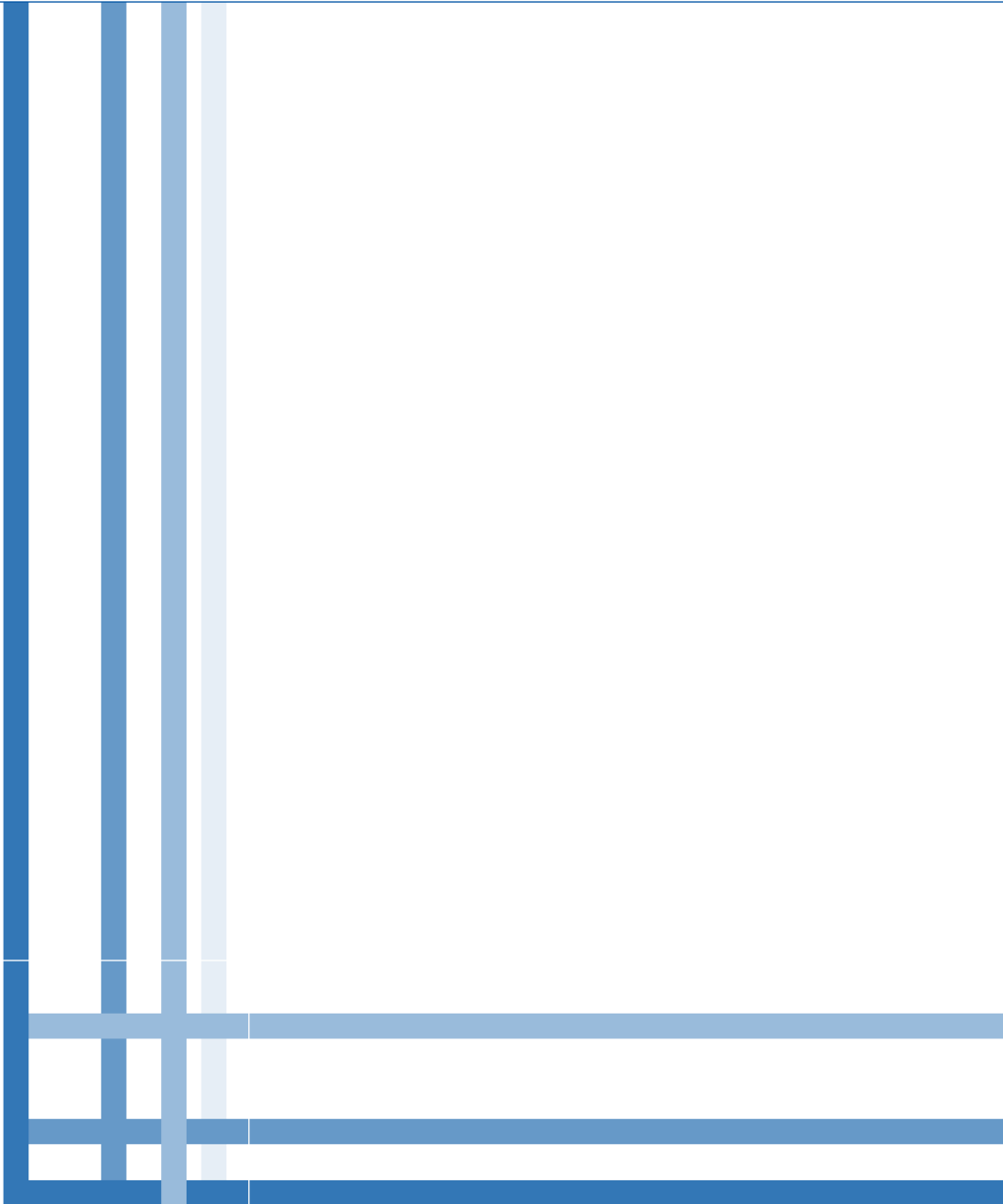


ROYAL SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS
REGISTERED CHARITY NO.219099

2011 EDITION: INCLUDING ALL AMENDMENTS UP TO 5 APRIL 2011



www.rspca.org



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Guidance notes

The guidance notes are intended to provide guidance to users of the rules governing Branches of the Society. The rules may also be referred to as the Constitution for Branches. Words first appearing in the rules in **bold** type are defined in the Glossary at the end of the rules.

The model documents referred to in these notes are set out in the *Forms suggested for branch use* booklet that accompanies this rule book.

Please note that Charity Commission publications (referenced in some of the guidance notes) are reviewed from time to time and it is advisable to check for the latest version on the Commission's website: <http://www.charity-commission.gov.uk/>.

INTRODUCTION

This introduction explains that the Branch is legally a 'charitable unincorporated association'. This means that it is a group or association of individuals who are committed to a purpose which is charitable according to the law, and constituted in a way which does *not* enable the association itself to hold property or bring legal proceedings in its own name. These things must be done in the names of the **Committee members** and/or the trustees who are responsible for the Branch and its property and funds (see rule 7). It also explains that it is set up as a Branch of the Society and states that its legal basis is recognised in the RSPCA Act 1932 (which incorporated the Society but not the branches) and is provided for in more detail in the Society's rules. Rule XI of the Society's

rules contains a number of obligatory provisions regarding Branches, including the requirement that the Branch rules are approved by the Council. This means that the Branch rules may only be amended by a decision of the Council and that Branches have no power to amend the rules themselves.

The Branch operates in its own Area within boundaries agreed with the Society. The Society operates nationally and works co-operatively with its Branches in the provision of animal welfare services throughout England and Wales. This rule book has been updated to include amendments approved by Council on 18 February 2009 and replaces all earlier editions.

Rules

The charity comprised in these rules ('the **Branch**') is an unincorporated charitable association and a branch of the Royal Society for the Prevention of Cruelty to Animals ('the **Society**'). The Society was incorporated by the Royal Society for the Prevention of Cruelty to Animals Act 1932 (as amended) and is governed by that Act and by the rules of the Society. These rules accord with rule XI of the Society's rules and are approved by the **Council**. The relationship between the Society and its network of Branches is regulated by these rules, the Society's rules and the RSPCA Acts. A Branch is required to manage its own affairs and may not pledge the credit of the Society or the Council. Each Branch is bound by the Society's rules and in case of any conflict between these rules and the Society's rules, the Society's rules prevail.

Guidance notes

1 NAME

The words in inverted commas are obligatory, and the Council will need to approve any change in the name of the individual Branch, which is to be inserted in the space.

Branches wishing to use the shortened title 'RSPCA Branch' as a working name may do so provided they comply with the Society's trademark guidelines (see rule 13).

2 OBJECTS

The Society's objects (set out in section 4 of the RSPCA Act 1932) are to *promote kindness and to prevent or suppress cruelty to animals*.

The objects of the Branch reflect the Society's objects but place special importance on the Area of the Branch.

3 POWERS

This rule sets out all the legal powers available to the Branch in furthering the Objects. It is up to the Committee to decide when and how to use them subject to the overall supervision of the Society. It should be noted, however, that the powers are not exercisable *except* in furthering the Objects, i.e. they cannot be exercised for their own sake or without regard to the *purpose* for which they are exercised.

3.1 and **3.2** relate to the animal welfare work which the Branch may carry out. **3.1** covers all sorts of charitable work for the welfare of animals including re-homing, treatment of animals and, where necessary, euthanasia.

In carrying out animal welfare work, the Society's official guidance should always be followed to ensure a consistent standard throughout the country. In some cases, access by the Branch to a national initiative or service will be dependent on compliance with centrally-established procedures. For instance, the Branch may only set up and run an Animal Establishment in accordance with the conditions of the licence from the Society (see rule 15).

Rules

Rule 1

The **Commission** provides operational guidance on names of charities: OG18.

The name of the Branch is the 'Royal Society for the Prevention of Cruelty to Animals

.....
..... Branch'.

The Branch may also use such other name or names as the Society agrees **in writing** from time to time.

Rule 2

This does not prevent the Branch from applying funds in the Areas of other Branches (or supporting the Society's work elsewhere), but it does mean that the main focus of the Branch's attention will be on its own Area.

The objects of the Branch are to promote the work and objects of the Society, with particular reference to the **Area** of the Branch, in accordance with the policies of the Society ('the **Objects**').

Rule 3

The Branch has the following powers, which may be exercised only in promoting the Objects and subject to the overall supervision of the Society:

- 3.1** To arrange for the re-homing, treatment or care of sick, abandoned, ill-treated or unwanted animals (but only in accordance with any relevant regulations made or directions given by the Society);
- 3.2** To establish and maintain one or more **Animal Establishments** or **Animal Advice Centres**;

Guidance notes

3 POWERS (CONTINUED)

The power to raise funds under **3.3** is crucial to the financial success of the Branch. It can also be used in a helpful way to raise awareness of the work of the Society as a whole and the Branch individually, and to increase the commitment and morale of Branch members. There are a number of pitfalls, however, which place practical restrictions on the methods of fundraising used and the way in which they are carried out. For this reason, it is important that the Committee should approve in advance all fundraising activities which are undertaken in the name of the Branch and thereby ensure, for example, that no unnecessary financial risk is taken and that the proposed activities will not jeopardise the Branch or the Society's reputation.

3.3(1) There is a definition of 'taxable trading' in the Glossary. Trading activities which are not undertaken in the direct furtherance of a primary purpose of the Branch will give rise to a tax liability on the profits if they exceed certain statutory limits. Branches may engage in non-primary purpose trading up to the extent of the statutory limits, on which specialist advice may be required. A useful reference document is *Charities and Trading* published by the Commission (CC35).

3.3(2) Many forms of fundraising are subject to legal regulation and both legal and tax advice should be taken where appropriate.

The Charities Act 1992 and The Charitable Institutions (Fund-Raising) Regulations 1994 lay down strict rules governing the agreements which charities may make with professional fundraisers and 'commercial participators' (ie organisations which use contributions to charity to assist in selling their goods or services). There are strict regulations governing house-to-house collections and street collections, where the local authority's permission may be required. Lotteries are illegal unless they comply with the relevant law. In other areas, there may be recognised codes of practice. The Committee must be aware of the legal and regulatory context of all proposed fundraising activities, and should not authorise any activity which does not fully comply with legal and other requirements. The **Branch Support Specialist** can advise the Committee concerning these matters.

3.3(3) The Society publishes guidance on fundraising for the assistance of Branches, who are also encouraged to seek specific advice from the Society. The Branch must not license the use of the Society's name or logo without the Society's express consent (see rule 13.1) e.g. the Branch cannot allow a company to use the name or logo on its products without the Society's consent. This includes use of the Society's name as part of the Branch name.

Rules

Rule 3 (continued)

3.3(4) If funds are raised for a special purpose the money collected is held by the Branch on trust for that purpose, and even if there is a surplus or the original purpose becomes impossible to fulfil, the funds cannot be used for other purposes without reference to the Commission. In some cases, it is necessary to return funds to the donors. For this reason, Branches are not permitted to raise funds for special purposes without reference to the Society. A great deal of time and trouble can be avoided by a careful choice of wording when the appeal literature is drawn up, on which the Society can offer specific advice.

3.3(5) It would obviously be confusing if several Branches were raising funds in the same area or for the same purposes at the same time (except by agreement). This provision facilitates communication between Branches to assist in co-ordinating their respective fundraising efforts and so ensure the best overall result. Where a Branch raises money at a county or regional event it does not need the approval of the Branch in whose area the event is located but must consult the Regional Manager. There is, of course, no geographical restriction on any form of fundraising undertaken by the Society itself.

3.3 To raise funds in the name of the Branch for the general or any special purposes of the Branch or for any purpose of the Society or another Branch but all fundraising must be authorised by and reported promptly to the Committee and the Branch must:

- (1) not engage in any **taxable trading**;
- (2) comply with all legal requirements and codes of practice applicable to the chosen method of raising funds;
- (3) comply with the relevant policies of the Society and with the guidance provided by the Society from time to time including guidance on the use or licensing of the **Society's name** and **logo**;
- (4) not raise funds or consent to the raising of funds for any special purpose without the prior **written** consent of the Society;
- (5) not raise funds in the Area of another Branch or for the purposes of another Branch without the prior written consent of the Committee of that other Branch or, in the case of fund-raising activities at a county or regional event, without the approval of the **Regional Manager**.

Guidance notes

3 POWERS (CONTINUED)

Rule **3.4** makes it clear that the Branch can, in certain circumstances, operate outside its Area as well as within it, for instance, by aiding the work of other Branches or the Society within England and Wales. It is expected to contribute to the **Regional Fund** for the Region in which it is situated, and may also make voluntary contributions to the Region. The Branch can also support or co-operate with other (external) charities or bodies engaged in animal welfare work, however, only where the activity accords with the Society's objects and policies, and subject to any directions or guidance from the Society. The Society provides a guidance sheet, which also applies to gifts or support for the Society's international work. When considering the exercise of this power, the Branch Committee must bear in mind the primary responsibility of the Branch, which is to carry out animal welfare work in its own Area.

Rules **3.5** to **3.9** deal with financial and property matters. For example, they enable the Branch to buy land on which to build a clinic; or to sell surplus property; or to pay for equipment. There are special legal requirements under the Charities Act 1993 which apply when land or buildings belonging to a charity are to be sold, leased or mortgaged, and these requirements should not be overlooked (see also rules 10.10–10.13).

There are also legal requirements regarding the designation of funds and holding of reserves. For example, the Commission's booklet CCI9 *Charities' Reserves* is highly recommended as a best practice guide for the Committee.

Rules **3.10** and **3.11** confer unrestricted investment powers, which must, however, be exercised responsibly and with professional advice, as required by the Trustee Act 2000. An investment is property which produces an income or capital return, and does not normally include derivatives. There is also an express power to delegate the management of investments to professional investment managers, subject to safeguards which also follow those laid down by the Trustee Act 2000. 'Financial expert' has a specific meaning which is set out in the Glossary. It is prudent to ensure that any agreement with an investment manager provides for the performance of investments to be reviewed regularly (**3.11(3)**). It is not advisable for the Branch to appoint its accountant to act also as a financial expert, because of the conflict of interest that would arise.

Rules

Rule 3 (continued)

- 3.4** To support or co-operate with other Branches, the Society and the **Region** in which the Branch is situated and, subject to any directions or guidance from the Society, with other charities or bodies engaged in animal welfare work both within its own Area and outside its Area;
- 3.5** To accept gifts either for the general purposes of the Branch or for special purposes within the Objects;
- 3.6** To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993);
- 3.7** To acquire or hire property of any kind;
- 3.8** To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993);
- 3.9** To set aside funds for special purposes or as reserves against future expenditure;
- 3.10** To deposit or invest funds in any manner (but to invest only after obtaining advice from a **financial expert** and having regard to the suitability of investments and the need for diversification);
- 3.11** To delegate the management of investments to a financial expert, but only on terms that:
 - (1)** the investment policy is recorded in writing for the financial expert by the Committee;

Guidance notes

3 POWERS (CONTINUED)

3.12 allows insurance policies to be taken out, e.g. to protect against the risk of fire or theft of Branch property. Trustees should ensure, as part of their charity law duties, that charity property is properly insured. Certain kinds of insurance are obligatory (where relevant: employer's liability, public liability and motor insurance). The Society assists the Committee by arranging a block policy. Branches may use the Society's insurance broker and make use of policies negotiated by the Society for property, contents, money etc. The Society charges the Branch annually for the cost of the block insurance cover and any additional cover arranged through the Society's insurance broker. The Branch must co-operate with the Society's insurance broker to provide any information required to establish the risk covered by the block policies. From time to time a booklet detailing the scope of the block and other negotiated policies is issued to the Branch. The Society's insurance broker will provide information and advice to the Committee on insurance matters. The Commission also publishes a booklet *CC49 Charities and Insurance* that provides general information on this subject.

3.13 allows the Committee to take out trustee indemnity insurance at the Branch's expense. This is subject to the Commission's prior written consent because technically, it constitutes a benefit to the Committee members (see rule 10.3). However Branches are advised that the Commission has agreed that where the indemnity insurance is taken out under the block cover arranged by the Society (see guidance note to 3.12), there is no requirement to obtain the Commission's specific consent. Branches choosing not to use the Society's block policy will need to get the Commission's approval before taking out trustee indemnity insurance.

Rules

Rule 3 (continued)

- (2) every transaction is reported promptly to the Committee;
- (3) the performance of the investments is reviewed regularly with the Committee;
- (4) the Committee is entitled to cancel the delegation arrangement at any time;
- (5) the investment policy and the delegation arrangement are reviewed at least once a **year**;
- (6) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are reported promptly to the Committee;
- (7) the financial expert must not do anything outside the powers of the Committee;

3.12 To take out insurance policies to protect the Branch where required;

3.13 Subject to the Commission's prior written authority to insure **Committee members** against the costs of a successful defence to a criminal prosecution brought against them as **charity trustees** or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty (unless the member concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty);

Guidance notes

3 POWERS (CONTINUED)

3.14 covers employees, independent contractors and volunteers, and enables salaries and pensions, or fees, or expenses (or none of these) to be provided. Special care is required if it is proposed to employ a committee member or a **connected person** (see rules 4.6, 10.3 and 14) – the Charity Commission’s guidance is published in *CC11 Trustee expenses and payments (June 2008)*.

3.15 is a general provision which covers any other lawful activities which are designed to further the Objects of the Branch and are permissible under the rules of the Society but are not set out in the previous sub-rules. Prosecutions for animal cruelty are excluded since these are the responsibility of the Society’s inspectorate.

4 BRANCH MEMBERSHIP

4.1 Applicants eligible to join a Branch will generally be allocated to the Branch covering the Area where they normally reside at the time of applying to join the Society and may be asked to clarify the address where they normally reside (see rule 4.4(1) and 4.6(4)). Membership of a Branch cannot be transferred to another person.

4.2 A central database of members showing the Branches to which they belong is kept by the Society. This rule requires the Branch to keep its own list and check it with central records periodically. The Society’s list of members is the definitive one so the Branch must inform the Society of any apparent discrepancy or required changes, including the addition of any Branch members who do not appear on the Society’s list. It is essential, for example, that an up-to-date list of Branch members is available at the Branch AGM.

The list must be kept secure and access to it should be strictly controlled. The Committee must take proper account of the expectations and wishes of Branch members concerning the handling of their personal data. The Committee should take special care in dealing with requests from Branch members to view the list. The Committee should seek advice from the Society, through the Branch Support Specialist, if in any doubt as to how to proceed.

4.3 No provision is made for junior Branch members. The Society publishes *Animal Action* magazine, educational resources for use in schools and organises animal action clubs for young people. Any Branch wishing to organise an event or activity for young people must first obtain advice from the Branch Support Specialist regarding the special legal considerations that apply.

Rules

Rule 3 (continued)

Members are essential to an unincorporated association: it cannot function without them.

- 3.14** Subject to rule 14, to employ paid or unpaid agents, staff or advisers;
- 3.15** Subject to the Society's rules, to do anything else within the law which promotes or helps to promote the Objects: but the Branch must not institute prosecutions for animal cruelty in its own name or in the name of the Society.

Rule 4

- 4.1** **Branch membership** is open to any member of the Society except (i) a member of another Branch or (ii) an employee of the Society or of any Branch of the Society. Branch membership is not transferable.
- 4.2** The Committee must keep a list of **Branch members** which must be checked from time to time against the Society's records. The Committee must keep this list secure and any use of the list must comply with data protection legislation.
- 4.3** There are two classes of Branch members, as follows:
 - (1) Life members, being life members of the Society under rule III.1 of the Society's rules;
 - (2) Annual members, being annual members of the Society under rule III.2 of the Society's rules.

Guidance notes

4 BRANCH MEMBERSHIP (CONTINUED)

4.4 No subscription is payable directly to the Branch but a proportion of the subscription received by the Society is paid to the Branch under Society rule III.9. This rule makes it clear that it is the Branch's responsibility to keep a record of its members, although the Society keeps a central record. A person's name is deemed to have been entered in the central list of Branch members on the date of their joining the Society in the case of a new Society member, or in the case of an existing member, the date allocation to a new Branch is noted on the Society's records, which will be notified to the Branch. Branches should inform new members when they have been accepted as Branch members.

4.4(4) In exceptional cases, the Branch may refuse to accept a particular person as a member of the Branch even though he or she is a member of the Society if it considers this to be in the interests of the Branch. For instance, the Branch might wish to refuse to accept someone who had no connection with – for example did not normally reside in – the area of the Branch. This is an example of a sufficient reason for refusal. Where membership is refused, rules 4.9 and 4.10 will also be relevant.

4.5 This restriction on the exercise of the privileges of membership prevents people from speaking and voting at a General Meeting (or standing for election to the Committee) immediately after joining. In effect, the three months period starts to run from the date of joining the Society in the case of a new Society member, or in the case of an existing member, the date allocation to a new Branch is noted on the Society's records. See the definition of eligible Branch member in the Glossary.

4.6 This rule sets out the circumstances in which a person ceases to be a member of the Branch. This includes the case of a person failing to provide the Society with a home address when requested. The Society needs to know where a person normally resides in order to allocate him/her to the appropriate Branch (see rule 4.4(1)). A person might request that the Society allocate him/her to another Branch. In this case, he/she will cease to be a member of the original Branch (under 4.6(5)) and rules 4.4(4) and 4.5 will apply in respect of his/her membership of the new Branch.

Rules

Rule 4 (continued)

4.4 In each case:

- (1) unless the person concerned indicates otherwise, the Society will allocate him/her to the Branch in whose Area his/her home address is situated;
- (2) when notified by the Society to the Branch, the name of the person concerned must be entered in the list of Branch members;
- (3) no additional subscription is payable; but
- (4) the Committee may for sufficient reason refuse to accept the person concerned as a Branch member within three **months** of that person's name being entered in the list of Branch members.

4.5 No Branch member may exercise the rights and privileges of a Branch member until three months after his/her name has been entered in the list of Branch members.

4.6 A person ceases to be a Branch member if:

- (1) his/her Branch membership is refused by the Committee under rule 4.4(4);
- (2) in the case of an annual member, his/her annual subscription to the Society (or any part of the subscription) is three months in arrear;
- (3) he/she resigns as a Branch member or as a member of the Society by written **notice**;

Guidance notes

4 BRANCH MEMBERSHIP (CONTINUED)

4.7 This rule deals with what may happen when a Branch member moves house. A member who informs the Society of a change of address to a new Branch Area will be treated as having resigned from their original Branch and as applying for membership of the new Branch. The Society will notify the member of the changes being made to their membership details. A member wishing to preserve continuity of membership with their original Branch must inform the Society's Supporter Care department within twenty-eight days of receipt of the Society's notice. In any event, a member will be entitled to exercise membership rights at their original Branch for a period of twenty-eight days from receipt of the Society's notice.

Rules

Rule 4 (continued)

- (4) he/she has failed to provide the Society with a home address;
- (5) he/she becomes a member of another Branch under 4.7(1) or otherwise;
- (6) he/she is employed by the Society or by any Branch;
- (7) he/she (a) ceases to be a member of the Society through action under rule III. 7 or rule XXVIII of the rules of the Society or (b) is removed from Branch membership by the Committee in accordance with rule 4.8.
- (8) he/she is convicted of an animal cruelty offence.

4.7 Where a Branch member informs the Society of a change of home address and the new address is located in the Area of another Branch, the following rules shall apply:

- (1) subject to rule 4.7(2), his/her Branch membership will cease and the Society will allocate to him/her Branch membership of the Branch in whose Area his/her home address is now situated, provided that he/she may continue to exercise the rights and privileges of a Branch member of the original Branch for twenty-eight days from the date the Society notifies him/her of the reallocation.

Guidance notes

4 BRANCH MEMBERSHIP (CONTINUED)

4.8 It is uncommon for a member of a charity to be removed from membership, but if this happens, it must only be done in the interests of the Branch. The Committee should inform the Regional Manager and Regional Representative prior to each stage of the procedure set out in this rule. The Committee should also consider whether it would be prudent to take legal advice concerning the proper administration of the procedure.

4.8 (2) Occasionally, disputes arise as to whether the appropriate period of notice has been given. To avoid these disputes, rule 19 contains a series of provisions indicating when a notice may be treated as having been received. Reasonable efforts must be made to hold the meeting at a time and place reasonably convenient to the Branch member concerned.

Rules

Rule 4 (continued)

(2) a Branch member may preserve his/her Branch membership of the original Branch if, within twenty-eight days of the date the Society notifies him/her of the reallocation under 4.7(1), he/she informs the Society in writing that he/she wishes to retain his/her Branch membership of that Branch.

4.8 A person whose name has been on the list of Branch members for three months or more may be removed from Branch membership by the Committee in accordance with the following procedure:

(1) the Committee resolve at a meeting that they consider that person's continued Branch membership to be harmful to the Branch; and

(2) written notice of the resolution is given to the Branch member concerned and he/she is invited to put forward any written representations to the Committee within twenty-one days of receiving the notice or attend and/or be represented at a meeting of the Committee for the purpose of making oral representations. If the Branch member concerned or the Committee are to be represented, they must inform the other party of the representative's identity at least seven days before the meeting; and

Guidance notes

4 BRANCH MEMBERSHIP (CONTINUED)

4.8 (3) The Committee must have regard to all the facts and circumstances in considering the case and act with a proper sense of objectivity and proportion.

4.8 (4) The approval of two thirds of all the Committee members is required to authorise the removal of a Branch member.

4.9 It is important that the Committee informs the member promptly in writing of their decision. Model letters of refusal/removal are set out at pages 7 and 8 respectively of *Forms suggested for branch use*.

4.10 sets out an appeals procedure for both refusals under 4.4(4) and removals under 4.8. If a Committee's decision to refuse or remove a Branch member is reviewed, the Adjudicator will decide whether or not the Committee's decision was one that a reasonable Committee, acting on relevant information only, could properly have taken.

The Adjudicator's correspondence address is:

The Adjudicator
c/o RSPCA Legal Department
RSPCA
Wilberforce Way
Southwater
Horsham
West Sussex RH13 9RS

Rules

Rule 4 (continued)

(3) the Committee consider any representations made by or on behalf of the Branch member concerned in response to that invitation; and

(4) a resolution is passed at a meeting of the Committee by a majority consisting of at least two-thirds of the Committee's total number, removing the person concerned from Branch membership.

4.9 Where the Committee refuse to accept a person as a Branch member under rule 4.4(4) or remove a Branch member under rule 4.8, the Branch member must be informed promptly in writing of the decision. The Committee must also inform the Society of their decision.

4.10 Where a person is refused Branch membership under rule 4.4(4) or removed from Branch membership under rule 4.8, he/she may apply to the **Adjudicator** within twenty-eight days of receiving notice of the decision for a review of the decision. The Adjudicator must review the decision after making such enquiries and consulting such persons as he/she thinks fit, and his/her decision, which is final, must be notified promptly in writing to the person concerned and to the Branch.

Guidance notes

5 GENERAL MEETINGS

This rule sets out the framework for holding general meetings of Branch members. General meetings are either the **AGM** (Annual General Meeting) held once a year, or an **EGM** (Extraordinary General Meeting) which may be held at any time. An AGM deals with certain routine matters, e.g. elections to the Committee and receipt of the accounts, but may also deal with other business (e.g. consideration of resolutions) put before the meeting by the Committee. An EGM will deal only with special business which cannot wait for the next AGM.

Rules **5.1–5.6** contain provisions which apply to both AGMs and EGMs.

5.1 All Branch members are entitled to attend general meetings but only eligible Branch members may speak, vote or be counted in the quorum.

5.2 Special care must be taken to notify all persons mentioned in this rule and to give the correct period of notice. Occasionally, disputes arise as to whether members have received the appropriate period of notice. To avoid these disputes, rule 19 contains a series of provisions indicating when a notice may be treated as having been received. If in any doubt about the correct period of notice that should be given, the **Secretary** should consult the Branch Support Specialist for advice. Model notices calling an AGM and EGM are set out at pages 1 and 3 respectively of *Forms suggested for branch use*. See also the guidance note to rule 6.1 below.

5.3 A model notice reconvening a general meeting that has adjourned under this rule is set out on page 4 of *Forms suggested for branch use*.

Rules

Rule 5

- 5.1** The **Regional Representative**, the **Director General**, the **Head of Branches and Animal Centre Support Department**, the Regional Manager, the **Animal Welfare Manager** and the Branch Support Specialist and all Branch members are entitled to attend general meetings in person.
- 5.2** General meetings are called by twenty-one **clear days'** written notice to the Branch members, the Regional Representative, the Head of Branches and Animal Centre Support Department, the Regional Manager, the Animal Welfare Manager and the Branch Support Specialist specifying the business to be transacted.
- 5.3** A quorum at a general meeting is ten **eligible Branch members**. If there is no quorum within 30 minutes from the starting time of the meeting, the meeting must be adjourned to a time and place to be decided by the Committee.
- 5.4** The **President** (if any) or the **Chairman** normally presides at the meeting. If the President (if any) and the Chairman are unable or unwilling to preside, the Committee must appoint a chairman for the meeting from among the following persons who are present: Branch members, the Regional Representative, the Regional Manager, the Animal Welfare Manager and the Branch Support Specialist.

Guidance notes

5 GENERAL MEETINGS (CONTINUED)

5.7 to **5.9** contain provisions relating only to the AGM. It is important that an AGM is held every year – see rule 18.4. An eligible Branch member may propose a resolution for discussion at the AGM subject to certain conditions. Under **5.8(2)** the Committee have a discretion to accept or refuse any resolution for discussion at the AGM. In exercising this discretion, the Committee should normally allow the resolution to be discussed, unless they are satisfied that such discussion would be harmful to the Branch.

Rules

Rule 5 (continued)

- 5.5** Except where otherwise provided in these rules, every issue at a general meeting is determined by a simple majority of the votes cast by the eligible Branch members present.
- 5.6** The Regional Representative, the Director General, the Head of Branches and Animal Centre Support Department, the Regional Manager, the Animal Welfare Manager, the Branch Support Specialist and all eligible Branch members present are entitled to speak at the meeting, and every eligible Branch member present is entitled to cast one vote on each issue.
- 5.7** An AGM must be held in every year before 30 June (except that the first AGM may be held at any time within 18 months after the formation of the Branch).
- 5.8** An eligible Branch member may propose a resolution for discussion at the AGM provided that:
- (1) the resolution is signed by the member and delivered in writing to the Secretary at least ten days before the date of the meeting;
 - (2) the Committee agree to accept the resolution for discussion;
 - (3) the resolution is seconded at the meeting.
- 5.9** At an AGM the eligible Branch members:
- (1) receive the accounts of the Branch for the previous financial year;
 - (2) receive the report of the Committee on

Guidance notes

5 GENERAL MEETINGS (CONTINUED)

5.10 deals with EGMs. It will be noted that the Committee can call an EGM at any time, but an EGM can also be called if 20 per cent or 20 in number, whichever is the greater, of the eligible Branch members makes a written request to the Committee for such a meeting.

6 ELECTION OF COMMITTEE MEMBERS

These rules set out the procedure for electing the Branch Committee. They should be read in conjunction with rule 5 on general meetings (since elections will take place at the AGM) and rule 7 on the Committee.

6.1 A model nomination form can be found on page 2 of *Forms suggested for branch use*. This should be sent out with the notice convening the general meeting at which the election is to take place. The Committee and/or Branch Support Specialist may

be able to assist those wishing to seek election to find suitable persons to propose and second their nomination.

6.2 and **6.3** A nomination will be invalid if it is not accompanied by the candidate's written consent to stand for election (the model nomination form provides for this consent). Following the deadline for receiving nominations, the Secretary will put together a list of valid nominations, which must be sent to the Branch Support Specialist

Rules

Rule 5 (continued)

the Branch's activities since the previous AGM;

(3) elect from among the eligible Branch members, Committee members to serve until the next AGM;

(4) appoint an auditor or **independent examiner** for the Branch as required;

(5) may consider and decide upon the merger or dissolution of the Branch; and

(6) discuss any issue or deal with any other business put before them by the Committee.

5.10 An EGM may be called at any time by the Committee and must be called within fourteen days after a written request to the Committee from twenty per cent or twenty in number, whichever is the greater, of eligible Branch members.

no later than seven days before the AGM. This will enable the Branch Support Specialist to carry out a further check to ensure that only valid nominations go forward to the AGM.

Rule 6

6.1 Candidates for the **Committee election** must be nominated in writing by at least two eligible Branch members.

6.2 Nominations must be delivered to the Secretary at least ten days before the date fixed for the AGM. They must be accompanied by the candidate's written consent to stand for election.

6.3 The Secretary shall send a list of all nominations to the Branch Support Specialist no later than seven days before the date fixed for the AGM.

Guidance notes

6 ELECTION OF COMMITTEE MEMBERS (CONTINUED)

6.4 At the AGM, the Branch members should be informed of the number of Committee members to be elected i.e. at least seven and not more than 14 persons (see rule 7.2(1)).

6.5 An election cannot be held if fewer than seven candidates come forward. Please note the provisions of rule 18.4. A model ballot paper for use by the Secretary is set out on page 5 of *Forms suggested for branch use*. An eligible Branch member cannot cast more than one vote for each candidate. It is good practice for candidates for election to the Committee to speak to the meeting for up to one minute and/or provide some written words in support of their candidature. The model nomination form (see page 2 of *Forms suggested for branch use*) provides candidates with an opportunity to state in writing why they seek election to the Committee.

6.6 In case there is a need to check the election results afterwards (see in particular 7.2(2) and 7.3), the Secretary should retain voting papers until the following year's Committee election.

7 THE COMMITTEE

This rule sets out the composition of the Branch's governing body, i.e. the Committee. The Committee members are the charity trustees of the Branch and, as such, are subject to special legal responsibilities. Committee members are encouraged to read the guidance set out in the Commission's booklet *CC3 Responsibilities of Charity Trustees*.

7.2 The Committee can consist of at least seven and up to fourteen elected Committee members and up to three co-opted Committee members, giving a maximum number of seventeen.

7.2(1) A new Committee cannot be formed unless at least seven persons stand for election.

Rules

Rule 6 (continued)

- 6.4** Notice of each valid nomination and of the number of vacancies to be filled must be given to Branch members at the AGM.
- 6.5** There must be an election of candidates at the AGM. The Secretary prepares a suitable voting paper. If the Chairman so directs, voting will be by secret ballot. Every eligible Branch member may cast no more than one vote for each vacancy.
- 6.6** A candidate is elected if he/she receives the votes of at least fifty per cent of the eligible Branch members present and voting. If the votes are equal, the available places are to be filled by resubmitting the names of tied candidates to the meeting as often as is required to achieve a clear result.
- 6.7** The result of the Committee election must be announced at the AGM.

Rule 7

- 7.1** The Committee as charity trustees have responsibility for the Branch and its property and funds.
- 7.2** The Committee consists of not more than seventeen individuals, being:
- (1) At least seven and not more than fourteen **elected Committee members**, all of whom must be eligible Branch members, elected at the AGM.

Guidance notes

7 THE COMMITTEE (CONTINUED)

7.2(2) The Committee may co-opt up to three persons to serve (at any one time) as co-opted Committee members. When selecting co-opted Committee members, the Committee should ensure they have skills to contribute. Every Committee member, however appointed, is a charity trustee and owes the same duties towards the Branch. The Committee should note the restrictions contained in this sub-rule regarding any co-options that are made.

7.3 If a Committee member resigns or his/her membership otherwise ceases, a casual vacancy will arise and whoever is appointed to fill it will inherit the term already served and the term remaining of his/her predecessor. This power can also be used if for some reason the appointment of a Committee member is technically defective (see rule 7.9).

7.4 This is an important restriction preventing Society or Branch employees (and those employed in the last three years) from being appointed as Committee members without the Society's written approval in advance. The Society's approval to a Committee member's appointment is also required where a connected person is or has in the last three years been employed by the Society or Branch.

7.5 This provision is important: it is designed to ensure as far as possible that everyone who takes on the task of being a Committee member is aware of the legal responsibilities it entails. A model declaration of willingness to act is set out at page 6 of *Forms suggested for branch use* and must be completed by every member of the Committee before they can be eligible to vote at any Committee meeting.

Rules

Rule 7 (continued)

(2) Up to three **co-opted Committee members** who may be, but need not be Branch members (but who must not be members of another Branch or Branch Committee, nor persons who received less than fifty per cent of the votes at the last Committee election), co-opted by the Committee to hold office until the next AGM.

- 7.3** The Committee may at any time appoint a **replacement Committee member** from among the eligible Branch members to fill a casual vacancy (but this cannot be a person who received less than fifty per cent of the votes at the last Committee election).
- 7.4** Except with the prior approval in writing of the Society, no person may be appointed as a Committee member if he/she, or any connected person is or, has in the previous three years been employed by the Society or the Branch.
- 7.5** Every Committee member must sign a declaration of willingness to act as a charity trustee of the Branch before he or she is eligible to vote at any meeting of the Committee.
- 7.6** Every elected Committee member is elected to serve until the next AGM unless his/her term of office is brought to an end at an earlier date.

Guidance notes

7 THE COMMITTEE (CONTINUED)

7.7 Various events can terminate a Committee member's trusteeship:

- (1)** s72 of the Charities Act 1993 provides a list of circumstances (e.g. bankruptcy) which disqualify a person from acting as a charity trustee. It is a criminal offence to act as a charity trustee whilst disqualified.
- (2)** Problems can arise when a Committee member becomes too ill or infirm to be expected to take full responsibility for the task. This rule is a measure of last resort.
- (3)** To be a charity trustee requires commitment, so the Branch cannot afford to keep on board those who do not attend meetings. Rule 11.2.2 requires the Committee to keep proper records of their meetings, which should include a list of those present.
- (4)** A former Committee member cannot be reinstated under this rule if a replacement Committee member has already been appointed.

(5) The law does not allow Committee members to walk away from their responsibilities leaving no one in charge of the Branch. Trustees doing this would be committing a breach of trust and leaving themselves open to legal action for recovery of Branch funds. An oral resignation is ineffective so any Committee member who does not put their resignation in writing remains personally liable as a trustee.

(6) The Committee should consider whether it would be prudent to take legal advice before attempting to remove a Committee member under this rule.

Rules

Rule 7 (continued)

7.7 A Committee member automatically ceases to be a member of the Committee if he or she:

- (1) is disqualified under the Charities Act 1993 from acting as a charity trustee;
- (2) in the opinion of a registered medical practitioner, is incapable, whether mentally or physically, of managing his/her own affairs;
- (3) is absent from at least fifty per cent of meetings in any period of nine months and the Committee pass a resolution calling upon him/her to resign;
- (4) except in the case of a co-opted Committee member, ceases to be a member of the Branch (but such a person may be reinstated by the Committee on resuming membership of the Branch before the next AGM);
- (5) resigns in writing;
- (6) is removed by a resolution passed by not less than two thirds of the other members of the Committee after inviting the views of the Committee member concerned and considering the matter in the light of any such views;
- (7) is convicted of an animal cruelty offence.

Guidance notes

7 THE COMMITTEE (CONTINUED)

7.8 This rule acts as a reminder of the general rule that trustees (both whilst in office and following retirement) are entitled to recover from the charity whatever funds they may have been obliged to pay out as a consequence of running the charity, e.g. paying for goods or services ordered by them and supplied to the charity. It also extends to continuing liabilities, e.g. covenants to pay the rent and keep the property insured and in good repair, under a lease. Of course the indemnity will be of no value if the Branch does not have the funds to meet it. Since the entitlement to the indemnity arises as a matter of the general law, it does not need to be recorded in writing.

7.9 Occasionally a mistake occurs in appointment procedures. If a mistake of this kind is discovered it does not retrospectively invalidate previous decisions but should be put right before further decisions are taken.

7.10 The details of all members of the Committee (and any changes to them) should be sent promptly to the Branches and Animal Centre Support Department and the Regional Manager.

8 COMMITTEE MEETINGS

This rule deals with the meetings and proceedings of the Committee.

8.1 requires, in effect, that ordinary meetings are held at least every two months. Normally these will be held at the Branch headquarters. It is recommended that a majority of Committee members should agree if – exceptionally – meetings are to be held at a particular member's home. Please note the provisions of rule 18.4.

8.2 Whilst it is common practice at a Committee meeting to arrange the date of the next meeting, it is essential that an agenda is sent out in advance of the meeting to confirm the details and the business to be transacted. A model agenda is set out at page 9 of *Forms suggested for branch use*. It is also good practice for a written report on the Branch's current financial position to be prepared by the **Treasurer** for consideration by the Committee at each meeting.

Rules

Rule 7 (continued)

- 7.8** A retiring Committee member is entitled to an indemnity from the continuing Committee members at the expense of the Branch in respect of any liabilities properly incurred while he/she held office.
- 7.9** A technical defect in the appointment of a Committee member of which the Committee are unaware at the time does not invalidate decisions taken at a meeting.
- 7.10** The Committee must ensure that the Society has an up-to-date list of their names and addresses.

Rule 8

- 8.1** The Committee must hold at least six meetings each year and at least one in any three month period.
- 8.2** At least seven days before the date fixed for the Committee meeting (or later, in urgent cases, with the approval of the Regional Manager), the Secretary must deliver an agenda (specifying the time and date of the meeting and the business to be transacted) to each Committee member, the Regional Representative, the Regional Manager, the Animal Welfare Manager, and the Branch Support Specialist.

Guidance notes

8 COMMITTEE MEETINGS (CONTINUED)

8.4 It should be noted that the quorum is only the legal minimum required to hold a Committee meeting. Committee members should attend Committee meetings wherever possible. Regular non-attendance may result in removal from the Committee under rule 7.7 (3).

8.5 This rule allows for meetings to be held electronically, where Committee members have access to the appropriate equipment. They must still be 'meetings', however. It should be borne in mind that (i) a telephone conference call (which is a meeting) is not the same as a series of separate telephone calls; and (ii) the same rules about notice of meetings, the quorum, chairmanship, voting, minutes etc. apply to a meeting held by electronic means as to a meeting in person. The Committee are encouraged to meet in person wherever possible.

8.9 Occasionally, points of accuracy concerning the minutes produced by the Secretary may be raised. These should be considered at the Committee meeting (a vote may be taken if they cannot be readily agreed) before the minutes are approved by the Committee and signed by the Chairman as a correct record.

Rules

Rule 8 (continued)

- 8.3** The Regional Representative, the Regional Manager, the Animal Welfare Manager and the Branch Support Specialist may attend Committee meetings but are not entitled to vote on any issue.
- 8.4** A quorum at a Committee meeting is four Committee members.
- 8.5** A Committee meeting may be held either in person or through electronic means agreed by the Committee in which all participants may communicate with all other participants.
- 8.6** The Chairman or (if the Chairman is unable or unwilling to do so) some other member of the Committee chosen by the members present presides at each Committee meeting.
- 8.7** Every issue may be determined by a simple majority of the votes cast at a Committee meeting unless the rules expressly provide otherwise.
- 8.8** Except for the Chairman of the meeting, who has a second or casting vote in the event of a tie, every Committee member has one vote on each issue.
- 8.9** The Secretary must prepare minutes of each Committee meeting and deliver them to Committee members, the Animal Welfare Manager and the Branch Support Specialist at least seven days before the date of the next meeting. The Chairman must sign as a correct record the minutes of the previous meeting as approved by the Committee.

Guidance notes

9 POWERS OF COMMITTEE

9.1(1) The Chairman, Secretary and Treasurer are collectively referred to as 'the Branch Officers'. Where a Branch has a paid administrator, it may be appropriate for the office of Secretary to be combined with another office. Except for the post of Treasurer, for which there is a special exemption, a co-opted Committee member must also be a member of the Branch in order to be eligible for appointment as a Branch Officer.

9.1(2) Appointment as an Auxiliary Secretary does not make the appointee a Committee member or give him/her a vote at Committee meetings in that capacity, nor does it entitle him/her to stand for any other office in the Branch. An Auxiliary Secretary must however be a member of the Branch.

9.1(5) The Committee may typically appoint a **Homing Co-ordinator** and make such other appointments as they see fit. Appointments made under this rule do not confer membership of the Committee.

9.2 The Committee may find it convenient to divide the area of the Branch into separate geographical units, traditionally called Auxiliary Areas, for administrative purposes.

Rules

Rule 9

The Committee have the following powers in the administration of the Branch:

9.1 To appoint

- (1) the **Branch Officers** being a Chairman, Secretary and Treasurer, who must at the time of appointment all be Committee members. Only one may be a co-opted Committee member (and that person must also be a Branch member, except for the Treasurer);
- (2) one or more **Auxiliary Secretaries**, who need not at the time of appointment be members of the Committee but must be Branch members;
- (3) a Branch representative on the **Regional Board** of the Region in which the Branch is situated, who must be a Committee member but if a co-opted Committee member need not be a Branch member;
- (4) a President, **Vice Presidents** and/or one or more **Patrons**, who need not be Branch members but must confirm in writing that they support the objects and policies of the Society;
- (5) such other persons as they think fit to undertake duties in support of the Branch's work;

9.2 To divide the Area of the Branch into **Auxiliary Areas** for ease of administration;

Guidance notes

9 POWERS OF COMMITTEE (CONTINUED)

9.3 A specific provision is essential if the Committee is to be able to delegate to sub-committees. The Committee will be legally responsible for the sub-committee's acts, and for this reason it is necessary for at least one Committee member to be a member of each sub-committee and to attend all of its meetings. The Committee should also define the terms of reference of each sub-committee with care. It is essential in all cases to provide for reporting back, and this may have to be in writing. Whilst the power to delegate is not limited to any particular functions, it is usually appropriate for the final decision on matters of policy or questions of special sensitivity to be reserved to the full Committee.

9.4 The responsibility for finding a solution to internal disputes within the Branch lies with the Committee. It is strongly recommended that the Committee adopt the dispute resolution procedure established by the Society.

10 PROPERTY AND FUNDS

10.1 This rule reflects the legal position that the property of a charitable unincorporated association is held *on trust for the Objects* rather than belonging to the members.

10.2 This provision requires every Branch to make an annual contribution to the Society. This will generally be payable to the Region in which the Branch is situated. The Branch's relationship with the Society is fundamental, and it must give priority to this payment over all its other obligations. The Council determines the amount of the contribution and it may vary from time to time.

Rules

Rule 9 (continued)

- 9.3** To delegate any of their functions to sub-committees consisting of two or more persons appointed by them (but at least one member of every sub-committee must be a Committee member and all proceedings of sub-committees must be reported promptly to the Committee);
- 9.4** To resolve, or establish procedures approved by the Society to assist the resolution of, disputes within the Branch;
- 9.5** To take part in the election of a Regional Representative to the Council for the Region in which the Branch is situated;
- 9.6** To exercise any powers of the Branch which are not reserved to a general meeting.

Rule 10

- 10.1** The property and funds of the Branch must be used only for promoting the Objects and do not belong to the Branch members.
- 10.2** Every Branch must make an annual contribution to the Society at such rate and in such manner as the Society requires from time to time, and this sum is to have priority over all other payments out of Branch funds.

Guidance notes

10 PROPERTY AND FUNDS (CONTINUED)

10.3 It is an important principle of charity law that a charity trustee is not allowed to benefit financially from his/her position unless expressly permitted by the terms of the charity's constitution, the court or the Commission. An indirect benefit may arise where the Branch makes a payment to a connected person who is **financially interdependent** with a Committee member or trustee for the Branch. The Commission has published a booklet *CC11 – Trustee expenses and payments (June 2008)* providing general guidance in this area. This rule provides a list of limited circumstances where a Committee member or connected person who is financially interdependent may properly receive payments of money or other material benefits from the Branch. The Committee are under a strict legal duty to ensure that no Committee member receives a material benefit either directly or indirectly from Branch funds otherwise than as expressly authorised under this rule.

10.3(2) Such expenses are merely a refund of amounts which it was reasonably necessary for a Committee member or connected person who is financially interdependent to meet personally in order to carry out his/her duties.

10.3(3) A Committee member or connected person who is financially interdependent may receive a reasonable fee for hiring equipment or premises to the Branch, on a temporary basis. Any long term arrangement (e.g. such as a lease of premises) would require special approval under rule 10.3(7).

10.3(5) With regard to a Committee member or connected person who is financially interdependent offering particular services to the Branch, no payments of money or other material benefits may be made by the Branch unless all the requirements of this rule are met.

Rules

Rule 10 (continued)

- 10.3** No Committee member or connected person who is financially interdependent with either a Committee member or trustee for the Branch may receive any payment of money or other **material benefit** (whether direct or indirect) from the Branch except:
- (1) under rule 3.13 above (indemnity insurance) and 10.3(5) (fees) below;
 - (2) reimbursement of reasonable out-of-pocket expenses to any such person (including hotel and travel costs) properly incurred in the performance of their duties;
 - (3) a reasonable hiring fee for property hired to the Branch;
 - (4) an indemnity in respect of any liabilities properly incurred in running the Branch (including the costs of a successful defence to criminal proceedings);
 - (5) where any Committee member or connected person who is financially interdependent with either a Committee member or trustee for the Branch possesses specialist skills or knowledge, such as a veterinarian, he/she and any firm or company of which such a person is a member or employee, may charge and be paid reasonable fees for work carried out for the Branch on the instructions of the other Committee members (but only (i) with the Society's written approval in advance and (ii) if the procedure prescribed by clause 10.4 below is followed in selecting the person, firm or company concerned and setting the fees). This provision may not apply to more than one third of the Committee members in any financial year;

Guidance notes

10 PROPERTY AND FUNDS (CONTINUED)

10.3(6) This allows a Committee member or connected person who is financially interdependent to receive a material benefit as a 'user' of the services provided by the Branch to the general public (e.g. subsidised veterinary treatment for people on low incomes). However, the Committee must ensure that payments under this rule are made on the same terms as would apply to ordinary members of the public.

10.3(7) This provision is intended to cover other situations where it may be felt desirable in the interests of the Branch for a Committee member to be able to receive some benefit, whether directly (e.g. becoming an employee of the Branch) or indirectly (e.g. where the Branch employs a connected person who is financially interdependent with a Committee member).

10.4 It can sometimes be difficult to identify in advance the circumstances where a Committee member has a personal interest affected by this rule. Accordingly, it is good practice for the Committee to maintain a 'register of interests' in which Committee members may record their business and other personal interests that are likely to be relevant to the performance of their duties as charity trustees. The issue is not the integrity of the Committee member concerned, but the management of any potential to profit from a person's position as a charity trustee.

10.6 It is obvious that prudent trustees do not allow significant amounts of money to be kept as cash, or leave funds on current account unless they are likely to be applied in the near future. Guidance on the principles governing the placement of charity funds on deposit is provided in the Commission's booklet *CC14(a) Depositing Charity Cash*. For investment powers, see rule 3.10 (and the related guidance note) above.

Rules

Rule 10 (continued)

- (6) charitable benefits in his/her capacity as a member of the public;
- (7) in exceptional cases, other payments or material benefits (but only with the prior written approval of the Commission).

- 10.4** Whenever a Committee member has a **personal interest** in a matter to be discussed at a Committee meeting, the Committee member must:
- (1) declare an interest before discussion begins on the matter;
 - (2) withdraw from the meeting for the item unless expressly invited to remain in order to provide information;
 - (3) not be counted in the quorum for that part of the meeting;
 - (4) withdraw during the vote and have no vote on the matter.
- 10.5** Any **trust corporation**, other than the Society, which is appointed as a **holding trustee** or **custodian trustee** or any nominee for the Branch may be paid reasonable fees.
- 10.6** Cash belonging to the Branch must be placed in a suitable account in the name of the Branch at its authorised bank or building society. The opening of accounts must be authorised by the Committee. Funds which are not required for immediate use or which will be required for use at a future date must be placed on deposit or invested until needed.

Guidance notes

10 PROPERTY AND FUNDS (CONTINUED)

10.7 The Branch is not a legal person and cannot therefore hold the legal title to the Branch's property or investments in its own name. This rule sets out the different methods by which the title to Branch property may be held. Experience has shown that difficulties can arise where title is held in the names of individual Committee members. These problems are particularly acute in relation to land, and the Committee should seek their own legal advice concerning which of the methods set out in this rule would best suit the Branch's circumstances.

10.7(1) The Commission publishes a booklet *CC43 Incorporation of Charity Trustees* that provides general information about how to incorporate the Committee. Incorporation of the Committee should not be confused with incorporation of the Branch, which is not possible under the Branch constitution.

10.7(5) The services provided by the Official Custodian are free and are more fully described in the Commission's booklet *CC13 The Official Custodian for Charities land holding service*.

Rules

Rule 10 (continued)

- 10.7** Investments and other property of the Branch may be held:
- (1) in the names of the Committee members for the time being (or in the name of the Committee if incorporated under the Charities Act 1993);
 - (2) in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Committee or of a financial expert acting on their instructions;
 - (3) in the name of at least two and up to four holding trustees for the Branch who must be appointed (and may be removed) by the Committee by resolution;
 - (4) in the case of land, in the name of the Society or some other trust corporation as a holding or custodian trustee for the Branch. Any holding or custodian trustee must be appointed (and may be removed) by deed executed by the Committee and the trust corporation concerned;
 - (5) in the case of land, by the **Official Custodian for Charities** under an order of the Commission or the Court.
- 10.8** A written record must be kept of the issue of all books of vouchers for veterinary treatment and a limit placed on the value of each individual treatment voucher (the limit being subject to increase in special cases at the discretion of the Committee).

Guidance notes

10 PROPERTY AND FUNDS (CONTINUED)

10.9 To protect against abuse, the Committee should follow the best practice guidance set out in the Commission's booklet *CC8 Internal Financial Controls for Charities*.

10.10 The Committee are responsible for the prudent use of Branch funds and should not therefore pay more than a reasonable amount to acquire or hire property. Special considerations apply to the acquisition of land and buildings (or taking a lease) and the Committee should follow the guidance set out in the Commission's booklet *CC33 Acquiring land* and obtain their own legal advice.

10.11 Similarly, the Branch must obtain the best price or rent which it reasonably can when disposing of Branch property (or granting a lease). In the case of land and buildings, there are specific procedures and requirements laid down by section 36 and section 37 of the Charities Act 1993. The Committee should follow the guidance set out in the Commission's booklet *CC28 Disposing of Charity Land* and obtain their own legal advice.

10.12 This rule reminds the Committee that they must take proper care of Branch property and ensure that if it is not used, it is either let to produce an income for the branch or, if it is unlikely to be required in future for Branch use, otherwise disposed of.

10.13 Sections 38–39 of the Charities Act 1993 lay down a specific procedure when land or buildings are to be used as security for a loan.

Rules

Rule 10 (continued)

- 10.9** All cheques and orders for money must be signed by two or more persons authorised by resolution of the Committee but blank cheques or orders for money must not be signed.
- 10.10** When the Branch acquires or hires property it must not pay more than a reasonable price, rent or hiring fee.
- 10.11** When the Branch disposes of, lets or hires out property it must obtain the best price, rent or hiring fee which it reasonably can, and in the case of land or buildings must comply with sections 36–37 of the Charities Act 1993.
- 10.12** All land and buildings belonging to the Branch must be kept in repair and insured and should either be used for the purposes of the Branch or let to produce income for the Branch or, if not needed for either purpose, disposed of.
- 10.13** If the Branch proposes to borrow money on the security of its land or buildings it must comply with sections 38–39 of the Charities Act 1993.

Guidance notes

11 RECORDS AND ACCOUNTS

11.1 The keeping of adequate records is essential if the Branch is to be properly run. There is detailed legislation in Part VI (sections 41 to 49) of the Charities Act 1993 and the regulations made under it, as well as guidance on accountability in the Charity SORP (the Statement of Recommended Practice *Accounting by Charities* approved by the Accounting Standards Board and published by the Commission). For example, it is a legal requirement that charity trustees preserve accounting records for at least six years from the end of the financial year to which they relate.

11.1(3) The Committee should consider whether it may be advisable to use a qualified accountant to examine the accounts, even where this is not an obligation under charity accounting requirements.

11.2(5) It is essential that the Committee maintain accurate records of all appointments (ie elected Committee members, co-opted Committee members and replacement Committee members) to and discharges (ie resignations, removals, deaths) from the Committee. There will be occasions when the Committee may need to prove conclusively that such appointments/discharges have occurred. This is especially the case where Branch property is held in the names of individual Committee members.

11.3 Copies of the annual report and statements of account should be sent to the Regional Manager as soon as they have been approved by the Committee. This rule is also designed to ensure that Branch members have easy access to the annual report and statements of account.

Rules

Rule 11

- 11.1** The Committee must comply with the requirements of the Charities Act 1993 as to the keeping of financial records, the audit or independent examination of accounts and the preparation and transmission to the Commission of:
- (1) annual reports;
 - (2) annual returns; and
 - (3) annual statements of account.
- 11.2** The Committee must keep proper records of:
- (1) all proceedings at general meetings;
 - (2) all proceedings at Committee meetings;
 - (3) all reports of sub-committees;
 - (4) all professional advice obtained;
 - (5) all appointments to and discharges from membership of the Committee; and
 - (6) all formal communications with the Society concerning the management of the Branch's affairs.
- 11.3** Annual reports and statements of account relating to the Branch must be transmitted to the Society and made available for inspection by any Branch member and must also be sent to any Branch member on written request free of charge.

Guidance notes

11 RECORDS AND ACCOUNTS (CONTINUED)

11.4 This rule (which covers persons other than Branch members) reflects section 47(2) of the Charities Act 1993. A copy of the latest statements of account must be sent within two months to anyone who asks for them in writing and pays a reasonable fee to cover the Branch's costs, including copying and postage.

11.6 The responsibility of appointing an auditor or independent examiner, which belongs to the AGM, may exceptionally fall to the Committee.

12 OFFICIAL AND PUBLIC COMMUNICATIONS

12.1 This rule applies (among other things) to any public statement or statement which is liable to be made public, any press release, the content of a branch web-site, participation in any radio or television broadcast, lectures to the public, audio or visual recordings made for distribution and the publication of books, newsletters, articles and other printed material. It is extremely important that anything said publicly on behalf of the Branch should not be allowed to confuse or undermine official communications from the Society itself. In particular, the Society's policies should

not be misrepresented. The Society's rules provide that any member or officer of any Branch who publicly misrepresents the Society's policy shall be taken to have acted in a manner which prejudices the Society and this may result in the termination of their membership under the Society's rules.

12.2 The restrictions in this rule are necessary to protect the interests of the Society as a whole, and require the Committee to obtain the prior approval of the Regional Manager before making any public statements in

Rules

Rule 11 (continued)

- 11.4** A copy of the latest available statements of account must be supplied to any other person who makes a written request and pays the Branch's reasonable costs.
- 11.5** Records other than annual reports and statements of account must be sent to the Society on request and, at the discretion of the Committee, may be made available to Branch members for inspection.
- 11.6** The appointment of an auditor or independent examiner is the primary responsibility of the AGM, but in the event of a failure to appoint or resignation of the auditor or independent examiner, the Committee must make the appointment.

Rule 12

relation to the sensitive issues listed. The restrictions in 12.2 do not apply to any public statements made by the Committee purely in relation to the domestic affairs of the Branch.

- 12.1** Subject to rule 12.2, the Committee may publish announcements, advice, information or other material in any form on behalf of the Branch provided that all such publications are consistent with the Society's objects and policies.
- 12.2** The Committee must not make:
- (1) representations on matters of policy or proposed legislation to Parliament, Government departments or other official bodies;
 - (2) public statements concerning the national affairs of the Society;

Guidance notes

12 OFFICIAL AND PUBLIC COMMUNICATIONS (CONTINUED)

12.3 The Commission's booklet *CC9 Political activities and campaigning by charities* provides guidance on the extent to which charities may be involved in such activities. Charities are not permitted to engage in such activities without restraint and Branches must take very considerable care to ensure that the Commission's guidance is followed. The Society also provides detailed guidance which is tailored to the needs of Branches, and covers local campaigns by Branches as well as national campaigns which Branches may wish to support.

12.4 There are numerous pitfalls in dealing with the media. The Society offers specially designed training courses and is always ready to provide guidance in specific cases. It is the responsibility of the Committee to ensure that any person authorised to contact the media on the Branch's behalf has either undertaken a training course or is otherwise authorised by the Regional Manager for the purposes of this rule.

Rules

Rule 12 (continued)

(3) public statements concerning a fundraising promotion run by the Society;

(4) public statements concerning a campaign run by the Society; without the prior approval of the Regional Manager.

12.3 All campaigns undertaken or supported by the Branch must comply with the Commission's guidance on political activities and the Society's policy on campaigning.

12.4 The only persons who may contact the media, including making representations on the World Wide Web, on behalf of the Branch are those Committee members, members of staff or volunteers who have completed a course of training provided or approved by the Society or who are individually authorised by the Regional Manager.

Guidance notes

13 USE OF THE SOCIETY'S INTELLECTUAL PROPERTY

13.1 Intellectual property, which includes trademarks, know-how, design right and copyright, is a valuable asset for any charity. The Society owns a number of rights including the rights to its name, logo and various trademarks and copyright in all its publications. It gives every Branch permission to use that intellectual property only under strict conditions, which are explained and set out in guidance materials (in particular the Society's trademark use guidelines).

13.2 This rule reflects the requirements laid down in the Charities Act 1993 for registered charities with a gross income in excess of £5,000 in their last financial year.

Rules

Rule 13

- 13.1** The Branch may use the Society's name, logo and a **domain name** incorporating the Society's name respectively, but only in conjunction with the use of the Branch name in furthering the Objects and in accordance with the conditions laid down from time to time by the Society. The Branch is not permitted to allow other persons or bodies to use the Society's intellectual property except in accordance with conditions laid down by the Society and with the Society's prior consent. This rule applies to the use of intellectual property on (among other things) shop signs and fascias and promotional items and to electronic communications as well as to notices, correspondence and other documents.
- 13.2** All documents issued by or on behalf of the Branch, including cheques, must give the correct title of the Branch and state that the Branch is a registered charity. Where possible, and in particular where required in guidance issued by the Society, the Branch must also state its registered charity number.

Guidance notes

14 EMPLOYEES AND VOLUNTEERS

14.1 The management function of the Branch is vested in the Committee. The law regards the Committee members from time to time as the employer of any Branch staff. The law distinguishes between employees and volunteers and it is important the Committee understands the differences in status between them.

The law relating to employment is highly technical and complex. The Society provides personnel support and guidance on the main requirements of employment law and best practice. This includes a personnel handbook and an outline health and safety manual which provide advice for use by Branches. The Society also provides support and guidance to Branches concerning best practice in managing relationships with volunteers.

The Society's role is advisory only. The Society cannot direct or instruct the Committee as to how it should exercise its management function in relation to Branch employees. Where the Committee intends to recruit senior members of staff for an Animal Centre, it is encouraged to invite the Society to send a representative to attend interviews in an advisory capacity only.

14.2 Remuneration for work done or services provided can only be paid to a Committee member or connected person who is financially interdependent in the strictly limited circumstances set out in rule 10.3, which are explained in the related guidance notes. The reason for the restriction is the general rule that charity trustees are not allowed to derive financial benefits whether directly or indirectly from the charity or to be in a position where their personal interests may conflict with their duty to the charity. It should be noted that this rule cannot be avoided simply by resignation from the Committee: the Commission's prior written approval is required even where the Committee member concerned has resigned.

Rules

Rule 14

- 14.1** The Committee as constituted from time to time is the employer of any Branch staff and is also responsible for the volunteers of the Branch.
- 14.2** The Committee must not pay any remuneration to a Committee member or a connected person who is financially interdependent with either a Committee member or trustee for the Branch, whether for services to or as an employee of the Branch, except as provided in rule 10.3.

Guidance notes

15 ANIMAL ESTABLISHMENTS

15.1 The term 'Animal Establishment' refers to an Animal Centre or an Animal Clinic. It is of vital importance to the work and reputation of the Society that all Animal Establishments conform to minimum national standards, and that any failure to meet those standards is corrected as quickly as possible. Conformity with the Society's policy, and in particular its manuals of operational guidance, is therefore essential. The Branch should co-operate with Society employees, in particular, inspectors and animal collection officers, in receiving ill-treated, sick or injured animals. Rules 10.10–10.13 (concerning Branch property) are also relevant to Animal Establishments and Animal Advice Centres.

15.2 The Society's consent is required to the setting up or closure of any Animal Centre or Animal Clinic, or to any major alteration, e.g. an extension to the building or the provision of additional facilities. If the Branch is in any doubt as to whether such consent is required, it should ask the Branch Support Specialist to obtain the Society's advice on the matter. The Society will normally be pleased to consent to a new establishment being set up if the Branch submits a satisfactory business plan and architect's drawings and shows that there is a local need for the establishment, that the necessary funding is available for both setting up the establishment and running it, that the necessary staff are

available, that the chosen site is suitable and that any necessary planning permission has been obtained. In the case of closure, the Branch will need to demonstrate how the remaining animals will be cared for. In the case of an Animal Clinic, there is an additional requirement to notify the Society's veterinary department. This is to enable the Society to inform the British Veterinary Association (BVA) of the proposals in conformity with the *Memorandum of Understanding* between the Society and the BVA.

15.3 Complications can arise where the site of an Animal Establishment or other types of animal accommodation (see rule 16 below) belongs to another person or body. It is then necessary to take considerable care to ensure that the interests of the Branch are protected both (i) in ensuring that the agreement or lease entered into with the owner of the land enables the Branch to carry on the establishment without undue cost or restrictions and (ii) in ensuring that, where Branch funds will be used to meet capital expenditure e.g. on the provision or improvement of buildings, the Branch will retain the benefit of the expenditure even if the agreement or lease is terminated. For example, there will often be a condition that the buildings or structure (e.g. a cattery) should be removable, or an agreement may provide that the owner of the site will

Rules

Rule 15

compensate the Branch for its expenditure if the arrangements are terminated before the end of the building's useful life. It would be prudent for the Committee to take legal advice concerning the form of the agreement to be entered into between the Committee and the site owner. In addition, the Regional Manager must approve the terms of the agreement before it is entered into.

- 15.1** The Branch may provide and operate, subject to the requirements and policies of the Society, one or more Animal Establishments being either:
Animal Centres for the reception and accommodation of ill-treated, lost or unwanted animals or **Animal Clinics** for the treatment of sick or injured animals.
- 15.2** The Committee must obtain the written consent of the Council (or the relevant committee of Council) before any Animal Establishment is set up or closed or undergoes any major alteration and ensure that any conditions attached to the Council's consent are observed. In addition, when a Branch proposes to establish an Animal Clinic, the Committee must also notify the Society's veterinary department in advance.
- 15.3** Where the site of a proposed Animal Establishment or other accommodation for animals under rule 16 belongs to someone other than the Branch, the arrangements for the use of the site and any proposal to meet capital expenditure from Branch funds must be the subject of a written agreement between the Committee and the owner of the site, and the terms of the agreement must be approved in writing in advance by the Regional Manager.

Guidance notes

15 ANIMAL ESTABLISHMENTS (CONTINUED)

15.4 It is essential that all Animal Centres and Animal Clinics conform to the Society's licensing and operational requirements. These are available from the Society. The Society carries out regular inspections of Animal Establishments to ensure that the licensing and operating requirements are met.

16 ACCOMMODATION AND REHOMING

16.1 Branches may use private boarding establishments and foster homes for the care and accommodation of lost or unwanted animals. The use of any other type of care/ accommodation is subject to the prior approval of the Council (or appropriate Committee of Council). It is essential that such out-placements comply with the Society's policies.

16.2 Private boarding establishments are not allowed to use the Society's name but must comply with the Society's licensing requirements and be licensed by the local authority, and the Branch should check the position through the Society's Branches and Animal Centre Support Department before using such an establishment.

Rules

Rule 15 (continued)

15.4 The Committee must ensure that every Animal Establishment at all times complies with all legal requirements, the current licensing requirements established by the Council and the relevant policies of the Society including the policies relating to operational procedures, almoning, charges for veterinary services and euthanasia.

Rule 16

16.1 The Branch may make arrangements to accommodate lost or unwanted animals, either in an Animal Centre conducted by the Branch or in private boarding premises, and to find new homes for them. It may also make arrangements for animals to be temporarily fostered with private individuals.

16.2 Where the Branch proposes to make arrangements for the accommodation of animals in private boarding premises which it does not control, or to arrange for the re-homing of animals from such premises, the Committee must first obtain confirmation from the boarding premises owner that the premises have an appropriate local authority licence and from the Society that the premises concerned comply with the current regulations established by the Council for such premises.

Guidance notes

16 ACCOMMODATION AND REHOMING (CONTINUED)

16.3 This rule adds a requirement to enter into a written agreement with the responsible person at a private boarding establishment or the foster carer. The advice of a solicitor may be required, but for straightforward cases the Society produces a model agreement available from the Branch Support Specialist.

16.4 The Society produces specific guidance on re-homing which should be followed whether the re-homing is to be carried out from an establishment belonging to the Branch or elsewhere.

17 ANIMAL ADVICE CENTRES

Rules 10.10–10.13 (concerning Branch property) are also relevant to Animal Establishments and Animal Advice Centres.

18 INTERVENTION BY THE SOCIETY

The Society rules enable the Society to intervene in the affairs of Branches in certain circumstances. There are various safeguards in the Society's rules that govern the proper exercise of these intervention powers. The purpose of every such intervention is to protect the interests of the Society, the

Branch or the Society and its Branches viewed collectively. There may be times when it becomes necessary for the Society to step in or take charge. It is then the clear duty of the Committee members to co-operate with the Society on administrative matters (e.g. handing over of Branch documents etc).

Rules

Rule 16 (continued)

16.3 Where the Branch proposes to arrange for the accommodation of animals either in private boarding premises or in a foster home, the Committee must enter into a written agreement with the person responsible and ensure that the agreement covers (as a minimum) the issues in the model documents issued by the Society.

16.4 The Committee must in all cases ensure that the procedures for fostering and re-homing animals comply with the Society's rules, policies and guidance.

Rule 17

The Branch may also run Animal Advice Centres for the provision of leaflets and basic advice (and some financial help) concerning the care and treatment of animals, and must ensure that all advice given is sound and reliable and conforms to the Society's policies and guidance.

Rule 18

It is the duty of the Committee to co-operate with the Society in all interventions by the Society in the affairs of the Branch in accordance with the rules of the Society.

Guidance notes

18 INTERVENTION BY THE SOCIETY (CONTINUED)

18.1(1) The legal effect of suspending a Committee member is to prevent him/her from attending meetings, signing cheques or otherwise acting as a charity trustee of the Branch during the period of the suspension. During the suspension, the rest of the Committee take responsibility for the running of the Branch. The Committee member who has been suspended must hand over any Branch property (e.g. equipment or cash) or documents in his/her possession to the remainder of the Committee.

18.1(2) The Society may give notice to a Committee member requiring him/her to resign. This is equivalent to removal as a charity trustee, since on receipt of such a notice the person concerned ceases to be a Committee member and a vacancy arises which the remaining Committee members should then fill. All property and documents in the possession of the person who has been required to resign must be handed over to the Committee, and he/she cannot be elected or appointed to the Committee or any sub-committee of any Branch in future, except with the Society's written consent.

Rules

Rule 18 (continued)

18.1 Action in relation to Individuals

(1) Where a Committee member is suspended by the Society, he/she must immediately hand over any Branch documents or other Branch property to the Committee and must not attend Committee meetings or act as a charity trustee of the Branch until the suspension is lifted or expires. The remaining members of the Committee take responsibility for managing the affairs of the Branch to the exclusion of the member who has been suspended.

(2) Where a Committee member receives notice from the Society to resign as a Committee member, he/she automatically ceases to be a charity trustee and must immediately hand over any Branch documents or other Branch property to the Committee. A vacancy in the Committee therefore arises. The Committee member who has been required to resign is from then onwards ineligible for election or appointment as a member of the committee of any Branch or appointment to any sub-committee of any such committee without the written consent of the Society.

Guidance notes

18 INTERVENTION BY THE SOCIETY (CONTINUED)

18.2(1) In the case of a suspension, which is a temporary measure, the Committee members are precluded (for the period of the suspension) from attending meetings, signing cheques or otherwise acting as charity trustees. They must hand over all Branch property and documents to the Branch Support Specialist or to such other person designated by the Society.

18.2(2) Where the Society takes the more serious step of disbanding the Committee, the Committee members immediately cease to be charity trustees and must hand over to the Branch Support Specialist (or to such other person designated by the Society) all documents and property belonging to the Branch. From then onwards they cannot be elected or be appointed to the Committee or any sub-committee of any Branch except with the Society's written consent. The Branch remains in existence, however, and even though the Society may take over its running or appoint officers to run it on a temporary basis, a new Committee should be elected in due course.

18.3 Dissolutions usually occur for structural reasons, e.g. to facilitate a merger between Branches (where one Branch is dissolved and the area of another is enlarged to fill the gap). However, the dissolution power may also be exercised by the Society as a sanction of last resort to deal with a Branch that is considered to pose a significant risk to the interests of the Society.

Rules

Rule 18 (continued)

18.2 Action in relation to the Committee

(1) Where the Committee are suspended by the Society, the Committee members must immediately hand over any Branch documents or other Branch property to the Society. The Society takes over responsibility for managing the affairs of the Branch to the exclusion of the members of the Committee which has been suspended until the suspension expires or is lifted.

(2) If the Committee are disbanded by the Society, the members of the disbanded Committee must immediately hand over any Branch documents or other Branch property to the Society. The Society takes over responsibility for managing the affairs of the Branch to the exclusion of the disbanded Committee members. The members of the disbanded Committee are from then onwards ineligible for election or appointment as a member of the committee of any Branch or appointment to any sub-committee of any such committee without the written consent of the Society.

18.3 Dissolution of the Branch

Where the Branch is dissolved by the Society, the Committee members cease to be charity trustees and must immediately hand over any Branch documents or other Branch property to the Society.

Guidance notes

18 INTERVENTION BY THE SOCIETY (CONTINUED)

18.4 It is essential that the Branch is under active management at all times. Occasionally, the management of the Branch may fail due to nobody's fault (e.g. a new Committee is not elected because of a lack of sufficient numbers) and the administration of the Branch falters. The Council may appoint temporary officers so as to ensure that the affairs of the Branch continue to be administered if any of the events specified in 18.4(1) occur.

Rule 18 (continued)

18.4 Administrative action in relation to the Branch

(1) In the event that:

- (a) the AGM is not held before 30 June in any year; or
- (b) no Committee is elected at the Committee election; or
- (c) four months have passed without a Committee meeting being held;

and

(2) the Council appoints temporary officers to take over the management of the Branch;

the existing Committee members (if any) cease to be charity trustees and must immediately hand over any Branch documents or other Branch property to the temporary officers. The written consent of the Council is then required before any of the existing Committee members may be elected or appointed as members of the committee of any Branch or any sub-committee of any such committee.

Guidance notes

19 NOTICES

Reference is made to 'notice' in various places in these rules (e.g. rule 5.2). Occasionally, disputes arise as to whether the appropriate period of notice has been given. To avoid these problems, this rule contains a series of provisions indicating when a notice may be treated as having been received. If in any doubt about the operation of this rule, the Committee should consult the Branch Support Specialist.

19.1 'Electronic means' is defined in the glossary as fax or e-mail but not a text message.

19.3 Where a number of clear days' notice is required, each 'day' starts at midnight, and the day on which notice is given does not count.

19.4 For the purposes of this rule, Branch members and Committee members will be deemed to be aware of all matters contained in these rules and guidance notes.

Rules

Rule 19

- 19.1** Notices under these rules may be sent by hand, by post, or by suitable **electronic means** and may be included in any newsletter distributed by the Branch.
- 19.2** The address at which a Branch member is entitled to receive notices is the address noted in the list of members (or, if none, the last known address).
- 19.3** Any notice given in accordance with these rules is to be treated for all purposes as having been received:
- (1) twenty-four hours after being sent by electronic means or delivered by hand to the relevant address;
 - (2) two clear days after being sent by first class post or document exchange to that address;
 - (3) six clear days after being sent by second class post or overseas airmail post to that address;
 - (4) on being handed to the addressee personally; or, if earlier,
 - (5) as soon as the addressee acknowledges actual receipt.
- 19.4** A technical defect in the giving of notice of which the Branch members or the Committee members are unaware at the time does not invalidate decisions taken at a meeting.

Rules

GLOSSARY

In these rules:

AGM means an annual general meeting of the members of the Branch.

Adjudicator means the Council or such committee or delegation of Council members as it nominates from time to time.

Animal Advice Centre means premises used for the provision of information and advice to the general public (and not used directly for the care or treatment of animals).

Animal Centre means premises staffed and equipped for the reception and accommodation of ill-treated, lost or unwanted animals.

Animal Clinic means premises staffed and equipped for the treatment of sick or injured animals.

Animal Establishment means premises owned and/or operated by the Branch where animals are cared for, being an Animal Centre or an Animal Clinic.

Animal Welfare Manager means the Officer of the Society with special responsibility for co-ordinating and developing animal welfare services in the Region in which the Branch is situated.

Area means the geographical area for which the Branch is responsible.

Auxiliary Area means a subdivision of the Area of the Branch.

Auxiliary Secretary means a Branch member appointed by the Committee to act as secretary in relation to an Auxiliary Area.

The Branch means the charity comprised in these rules.

Branch Support Specialist means the Branch Support Specialist appointed by the Society to help advise and assist the Committee with its work.

Branch member means a member of the Branch.

Branch membership means membership of the Branch.

Branch Officer means the Chairman, Secretary or Treasurer of the Branch.

The Chairman means the chairman of the Branch, being the most senior Branch Officer.

Charity trustees means the persons having general control of the administration of the charity.

Clear day means 24 hours from midnight following the triggering event.

Commission means the Charity Commissioners for England and Wales.

Committee means the Branch Committee or the governing body of the Branch.

Committee election means the election of the Committee held in accordance with rule 6.

Committee member means a member of the Branch Committee.

Connected person is defined at s.73B(5) and in Schedule 5 of the Charities Act 1993 and broadly means family, relatives or business partners of a trustee. It also covers businesses in which a trustee has an interest through ownership or influence. The term includes a trustee's spouse or unmarried or civil partner, children, siblings,

grand-children and grand-parents, as well as businesses where a trustee or family member holds at least one-fifth of the shareholding or voting rights. If in doubt about whether a person or business is a connected person, refer to the Charities Act 1993 for the full definition.

Co-opted Committee member means a person appointed to the Committee under rule 7.2(2).

Council means the Council or governing body of the Society.

Custodian trustee has the meaning prescribed by the Public Trustee Act 1906.

Director General means the Director General or chief executive of the Society.

Domain name means the name which locates an organisation or other entity on the Internet (in the case of the Society: www.rspca.org.uk).

EGM means a general meeting of the members of the Branch which is not an AGM.

Elected Committee member means a member of the Committee elected at the AGM.

Electronic means means fax or email but not a text message.

Eligible Branch member means a Branch member who is not disqualified from exercising the rights and privileges of Branch membership under rule 4.5.

Financial expert means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services and Markets Act 2000.

Financial interdependence means any arrangement where the finances of two or more persons are shared or where a person may

receive a material financial benefit from another as a consequence of a personal or business relationship.

Head of Branches and Animal Centre Support Department means the officer of the Society who is in charge of the department which is concerned with Branches and Animal Centres.

Holding trustee means an individual or corporate body responsible for holding the title to property but not authorised to make any decisions relating to its use, investment or disposal.

Homing Co-ordinator is the Branch volunteer with responsibility for overseeing the rehoming of animals for the Branch in its Area.

Independent examiner has the meaning prescribed by the Charities Act 1993 (see section 43(3)(a)).



Logo (as shown) or any other mark used officially to identify the Society.

Material benefit means a benefit which may not be financial but has a monetary value.

Member and **membership** refer to members of the Branch.

Month means a calendar month.

Notice means formal notification under these rules.

Official Custodian for Charities has the meaning prescribed by the Charities Act 1993.

Objects means the charitable objects of the Branch set out in rule 2.

Rules

GLOSSARY (CONTINUED)

Patron is one of the honorary appointments the Committee may make under rule 9.1(4) not being a Committee member.

Personal interest means any interest likely to put a Committee member in a position where his/her duty as a charity trustee conflicts with his/her interests as a private individual.

President is one of the honorary appointments the Committee may make under rule 9.1(4) not being a Committee member.

Region means the region of the Society in which the Branch is situated.

Regional Board means the body which is delegated the responsibility for administering the Regional Fund under the rules of the Society.

Regional Fund means the fund of money established by the Society for the Region under the rules of the Society.

Regional Manager means the officer of the Society responsible for the management of the Region in which the Branch is situated.

Regional Representative means the person who is elected to the Council to represent the Region in which the Branch is situated.

Replacement Committee member means a Branch member appointed to the Committee to fill a casual vacancy under rule 7.3.

Secretary means the secretary of the Branch, being the Branch Officer with special responsibility for the administration of the Branch.

Society means the charity called the Royal Society for the Prevention of Cruelty to Animals.

Society's name means 'Royal Society for the Prevention of Cruelty to Animals' and 'RSPCA'.

Taxable trading means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are chargeable to tax.

Treasurer means the treasurer of the Branch, being the Branch Officer with special responsibility for the finances of the Branch.

Trust corporation has the meaning prescribed by the Law of Property Act 1925 but does not include the Public Trustee.

Vice President is one of the honorary appointments the Committee may make under rule 9.1(4) not being a Committee member.

Written or **in writing** refers to a legible document which may be handwritten, typed, printed or otherwise reproduced and includes a fax and email message but not a text message.

Year means calendar year.

Note: references to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

