



## **JERSEY SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS (INCORPORATED)**

### **1 Name**

(a) The name of the Society (hereinafter called the "Society") is "THE JERSEY SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS (INCORPORATED)".

(b) The Society was incorporated by Act of the States as an Association under the Law entitled 'Jersey Society for the Prevention of Cruelty to Animals Incorporation Law 1936' on 28 May 1936.

### **2 Objects**

(a) The objects of the Society are: -

(i) The prevention of cruelty to animals.

(ii) The promotion of kindness to, and interest in the welfare of animals by lectures to schoolchildren, youth clubs and similar bodies, or by any other method the Committee may decide.

(iii) The provision of a temporary home for stray or injured animals or birds.

(iv) The provision of a hospital and clinic service for injured or sick animals.

(v) The provision of an Animals Shelter for animals.

(vi) The provision of humane euthanasia

(vii) To make Awards at the discretion of the Committee for any meritorious service in connection with any of the above Objects.

(viii) To do all such other things as the Society may deem incidental or conducive to the attainment of any of the aforesaid Objects.

### **3 Powers**

(a) For the purpose of carrying out the above objects, the Society shall have the following powers: -

(i) To accept by gift, covenant, donation or legacy, purchase, take on lease or exchange, hire or otherwise acquire and hold any immovable or moveable property and any rights or privileges connected therewith or interests therein which may in any way further the attainment of the objects of the Society;

(ii) To develop any immoveables acquired by the Society and in particular by preparing the same for building purposes, construction, demolition, decorating, maintaining, furnishing, fitting up and improving buildings, or any immoveables acquired by the Society;

(iii) To sell, let, mortgage, hypothecate, charge, dispose of or turn to account all or any of the property or assets of the Society as may be thought expedient;

(iv) To accept subscriptions and donations; (whether of immovable or moveable estate) and manage all immovable estate and leaseholds so received;

(v) To take such lawful steps by appeals public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Society in the form of donations subscriptions or otherwise;

(vi) To borrow or raise money for the purposes of the Society on such terms and on such security as may be thought fit;

(vii) To print and publish or procure to be printed and published or to circulate or procure to be circulated (whether gratuitously or not) any newspapers, periodicals, magazines, books, pamphlets or other documents that may be deemed necessary or desirable for the promotion of the objects of the Society or any of them;

(viii) To invest the moneys of the Society not immediately required for its purposes in or upon such investments, securities or property as may be thought fit;

(ix) To establish and support or aid in the establishment and support or become a member of or co-operate with any charitable association or institutions whether incorporated or not and whether in Jersey or elsewhere and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Society or calculated to further its objects

(x) To employ such persons as may be necessary in the carrying out and general implementation of the Rules and the objects of the Society and to provide for, arrange and implement the training of such persons;

(xi) To do all such things as are incidental or necessary to the attainment of the above objects or any of them.

#### **4 Definitions**

(a) "The Society" shall mean the "The Jersey Society for the Prevention of Cruelty to Animals (Incorporated)".

(b) "Rules" shall mean the Rules of this Constitution as amended from time to time.

(c) "The Law" shall mean, unless the context otherwise admits, the Law entitled 'Jersey Society for the Prevention of Cruelty to Animals Incorporation Law 1936'.

(d) "The Committee" shall mean the committee established in accordance with clause 9 of these Rules.

(e) Words importing the singular number only shall include the plural and vice versa. Words importing the masculine gender only shall include the feminine gender.

#### **5 Membership**

(a) The Committee may determine the different categories of membership of the Society and such membership shall be open to individuals or organisations who are approved by the Committee

(i) The Committee may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Society to refuse the application.

(ii) The Committee must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

(iii) The Committee will consider any written representations the applicant may make about the decision. The Committee's decision following any written representations must be notified to the applicant in writing but shall be final.

(b) Membership of the Society shall consist of those persons whose names have been enrolled as members and have not subsequently been removed from the Register of Members in accordance with the Rules.

- (c) Membership is not transferable or transmissible to anyone else.
- (d) Subscriptions shall fall due on the first day of January each year, and shall be at the rate fixed at the last Annual General Meeting of members. Payments must clearly be identifiable as Members subscriptions.
- (e) Members who have not paid a subscription by 31<sup>st</sup> March shall have no right to vote at any subsequent General meeting.
- (f) Members may be required to furnish the Society with evidence of payment of dues on request.

## **6 Termination of Membership**

Membership is terminated if:

- (a) the Member dies or, if it is an organisation, ceases to exist;
- (b) the Member resigns by written notice to the Society unless, after the resignation, there would be less than two members;
- (c) the Member has not paid the membership fee by the 31<sup>st</sup> December of the year of the subscription;
- (d) the Member is removed from membership by resolution of the Committee if it is in the best interests of the Society that his or her membership be terminated. A resolution to remove a Member from membership may only be passed if:
  - (i) a Member has been given at least twenty one days' notice in writing of the meeting of the Committee at which the resolution will be proposed and the reasons why it is to be proposed;
  - (ii) the Member or, at the option of the Member, the member's representative (who need not be a member of the Society) has been allowed to make representations to the meeting.

## **7 Officers of the Society**

- (a) There shall be the following Officers of the Society:-
  - (i) a President
  - (ii) not more than two Vice- Presidents
  - (iii) an Honorary Treasurer
  - (iv) an Honorary Secretary

(v) an Honorary Veterinary Surgeon

(b) The Officers shall be elected for a term of three years, and are eligible for re-election, but may not serve for more than two consecutive terms. A person who has previously served two consecutive terms as an officer may be elected for a term of one year only at each subsequent Annual General Meeting.

(c) No one may be elected as an Officer or an Ordinary Committee Member unless twenty-four hours prior to the relevant Annual General Meeting the Society is given a notice that:

- (i) is signed by a Member entitled to vote at that meeting; and
- (ii) states the Member's intention to propose the appointment of a person as an Officer or Ordinary Committee Member; and
- (iii) is signed by the person who is being proposed to show his or her willingness to be appointed.

## **8 Removal of Officer or Committee member**

(a) Any Officer or Committee Member of the Society shall cease to be an Officer or Committee Member: -

(i) If he shall fail to attend three consecutive meetings of the Committee except by leave of the President or a Vice-President;

(ii) If by notice in writing addressed to the Secretary he resigns his office;

(iii) If the Committee by a majority of two-thirds of such of the Committee Members as shall be present at a Meeting duly convened for the purpose shall resolve that an Officer be removed;

(iv) If he is guilty of misconduct;

(v) If he is incapable by reason of mental or physical disability of performing his duties;

(vi) If he becomes "non sui juris";

(vii) If he becomes bankrupt under the laws of Jersey or any other jurisdiction.

## 9 Committee

- (a) The affairs of the Society shall be managed by an executive body (herein referred to as the “**Committee**”) that will carry out the Objects of the Society.
- (b) The Committee shall consist of the Officers of the Society together with up to six Ordinary Committee Members who shall be elected in a similar manner and on similar terms to the Officers. The term Committee Member shall include both Ordinary Committee Member or Officer.
- (c) The President or failing him a Vice-President, shall preside if present at the meetings of the Committee and failing this, the meeting shall elect its own chairman. The chairman of the meeting shall have the casting vote in addition to his ordinary vote.
- (d) The Honorary Secretary shall issue notices for all meetings and keep correct minutes of such meetings.
- (e) A quorum for Committee meetings shall consist of that number of persons attending which shall be at least fifty per cent of all of those persons entitled to attend and vote at such meetings provided that at least one of such persons shall be an Officer.
- (f) The Committee shall have power to fill casual vacancies among the Committee, provided that the person or persons appointed shall hold office until the expiration of the term of office of the person or persons who he or they have replaced.
- (g) The Committee may delegate such of the powers of the Committee as they may determine to a Chief Executive Officer. Such delegated powers shall be set out in writing and minuted by the Committee. The Chief Executive Officer may attend the Committee Meetings if required to do so by a majority of the Committee attending the meeting and shall be permitted to speak at but not vote at such meetings to which he is called.
- (h) The Committee may delegate such of the powers of the Treasurer or Secretary as it may determine to other persons for specific duties. Such delegated powers shall be set out in writing and minuted by the Committee.
- (i) The Committee shall have power to appoint sub committees made up of Committee Members and other persons nominated by the Committee for such purposes and on such terms as the Committee shall decide and minute accordingly, provided that there shall always be a majority of Committee Members on such sub committee.
- (j) The Committee shall have the power to co-opt persons to become additional members of the Committee for such specific purposes as it may

determine; provided always that such persons co-opted shall have no vote at any Committee Meeting.

(k) Questions arising at any Committee meeting shall be decided by a majority of votes of those members present, and in the case of an equality of votes, the Chairman shall have a second or casting vote.

(l) Ordinary Committee members shall be elected initially for a term of three years and will be eligible for re-election but may not serve for more than two consecutive terms. A person who has previously served two consecutive terms as an Ordinary Committee Member may be elected for a term of one year only at each subsequent Annual General Meeting.

(m) All nominees for election to the Committee must be members of the Society. All members of the Committee whether elected or holding office by virtue of being an Officer shall be entitled to vote at all proceedings of the Committee.

(n) In the event that the terms of office of at least two Ordinary Committee Members do not expire in each year, then at least one third (or the nearest number to one third) of the Ordinary Committee Members who have served at least one term of three years shall retire from the Committee. If Committee Members have served the Committee an equal length of time the decision as to which of them shall retire shall be arrived at by mutual agreement or by lot.

## **10 Meetings of the Members of the Society**

(a) An Annual General Meeting of Members of the Society shall be held before 31st May each year to receive the Reports of the Honorary Secretary and Honorary Treasurer, and the audited Balance Sheet and Accounts made up to 31st December preceding the meeting. At this meeting the Officers, Committee Members, and Auditor(s) shall be elected for the ensuing year. The meeting shall fix the amount of subscription for the year.

(b) All General meetings other than Annual General Meetings shall be called Special General Meetings.

(c) Special General Meetings may be called by order of the President, or by resolution of the Committee, or by a requisition signed by not less than 10 percent of the current membership of the Society.

(d) Save as provided in sub paragraph 10(c), only business which has been considered by the Committee and added to an agenda of a General Meeting shall be discussed at such General Meeting.

## **11 Notice**

- (a) Notice of all General Meetings shall be sent to all Members at least fourteen days, prior to the date of the meeting.
- (b) The Honorary Secretary shall issue notices of all meetings and keep correct minutes of such meetings.
- (c) The notice to members shall state the business to be transacted at the meeting.
- (d) The notice of Annual General Meetings shall call for nominations for Officers and Committee Members who are to be declared at such meeting, and the nominations shall be duly proposed and seconded by Members of the Society and delivered to the Honorary Secretary together with the notice required pursuant to the terms of rule 7(c) of the Rules twenty-four hours before the meeting.

## **12 Proceedings at General Meetings**

- (a) The President, or failing him Vice-President, or failing him another Officer of the Society, shall preside as chairman at all General Meetings of the Society.
- (b) A quorum is 20 members entitled to vote upon the business to be conducted at the meeting.
- (c) No business shall be transacted at any general meeting unless a quorum is present.
- (d) Other than as provided otherwise, each Member present at any General Meeting shall have one vote, and in the case of an equality of votes on any question, the chairman shall have a second or casting vote. Members under 16 years of age shall have no vote nor may speak at any Meeting of the Society. Members between the ages of 16 and 18 may speak at a meeting of the Society but shall not have any vote.
- (e) If:
  - (i) a quorum is not present within half an hour from the time appointed for the meeting; or
  - (ii) during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Committee shall determine.
- (f) The Committee must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

(g) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

### **13 Transactions in Real Estate**

~~All transactions in Real Estate occupied and used by the Society in the furtherance of the objects of the Society shall be determined by a majority of votes of those present at any meeting of the Committee at which such transaction falls to be determined.~~(a) All sales of Real Estate occupied and used by the Society in the furtherance of the objects of the Society shall require the authority of a seventy-five percent majority members present and voting at a properly convened General Meeting.

(b) Real Estate coming into the ownership of the Society by legacy, gift or otherwise may be sold by the Committee without reference to a General Meeting.

### **14 Finance:**

(a) The Society's financial year shall end on the 31st December in each year.

(b) The Treasurer shall cause proper books of account to be kept with respect to: -

(i) all sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place;

(ii) all sales and purchases of goods by the Society; and

(iii) the assets, credits and liabilities of the Society.

(c) Proper books shall be kept to give a true and fair view of the affairs of the Society and to explain the transactions.

(d) All funds of the Society shall as soon as possible after receipt be paid into the Bank Accounts to be opened and maintained in its name. Such Accounts shall be under the control of the Committee, which shall from time to time provide for their method of operation but so that the signature of at least two persons shall at all times be required.

(e) All payments of money to be made on behalf of the Society shall be applied towards the objects of the Society and its operational costs as set out in its Constitution. All items of expenditure shall be approved by the Committee or a written policy of the Committee, except that when it is not practicable to obtain the Committee's prior approval, payment may be made on the written authority of

two of the Officers and the payments so made shall be notified to the next meeting of the Committee.

(f) The Committee shall make adequate arrangements for the security and safe custody of all monies and records belonging to the Society.

(g) No single member of the Committee shall have power to commit the Society to any significant project or expenditure unless such an expense has first been approved by the Committee.

## **15 Audit:**

(a) The accounts relating to the Society's affairs shall be audited by such persons as are appointed by the Members of the Society at the Annual General Meeting. The Auditor shall be a firm of Accountants qualified to act under the Companies (Jersey) Law.

(b) The Auditor shall make a report to the Members of the accounts examined by him, and on every balance sheet and profit and loss account laid before the Members of the Society in General Meeting during his tenure of office.

(c) The report shall state whether in the Auditor's opinion the Society's balance sheet and profit and loss account have been properly prepared and whether in his opinion a true and fair view is given: -

(i) In the case of the balance sheet, of the state of the Society's affairs as at the end of its financial year.

(ii) In the case of the profit and loss account, the state of the Society's profit and loss for its financial year.

(d) It shall be the duty of the Auditor, in preparing his report, to carry out such investigations as will enable him to form an opinion as to the following matters: -

(i) Whether proper books of account have been kept by the Society.

(ii) Whether the Society's balance sheet and profit and loss account are in agreement with the books of account and returns.

(e) If the Auditor is of the opinion that proper books of account have not been kept by the Society or if the balance sheet and profit and loss account are not in agreement with the books of account and returns, the Auditor shall state that fact in his report.

(f) The Auditor shall have a right of access at all times to the books and accounts and vouchers of the Society, and shall be entitled to require from the

Committee such information and explanations as he thinks necessary for the performance of the duties of the Auditor.

(g) If the Auditor fails to obtain all the information and explanations that, to the best of his knowledge and belief, are necessary for the purposes of his audit, he shall state that fact in his report.

(h) The Auditor shall be entitled to attend any General Meeting of the Society and to receive all notices of, and other communications relating to, any General Meeting which any member of the Society is entitled to receive, and to be heard at any General Meeting which he attends on any part of the business of the Meeting which concerns him as Auditor.

## **16 Liability and Indemnity:**

(a) No Officer or Committee Member shall be liable to make good any deficit on any property of the Society arising for any reason whatsoever save where there is wilful and individual fraud or wrong doing on the part of the Officer or Committee Member whom it is sought to make liable.

(b) In the performance of their functions and duties hereunder no Officer or Committee Member shall be liable for any loss to the Society arising:-

(i) in consequence of the failure, depreciation or loss of any investment or investments made in good faith or by reason of any mistake or omission in good faith; or

(ii) by reason of any improper investment made in good faith or for the negligence or fraud of any agent employed by the Society although the employment of such agent was not strictly necessary or expedient; or

(iii) by reason of any mistake or omission made in good faith by any Officer or Committee Member or by reason of any other matter or thing.

(c) The Persons, Committee Members, persons co-opted onto the Committee and Members of sub committees (the "**Indemnified Persons**") and their respective heirs, personal representatives and estates at all times shall be fully and effectually indemnified by the Society in respect of all liabilities, actions, proceedings, claims, demands, costs and expenses whatsoever arising for or in respect of which the Indemnified Persons and their respective heirs, personal representatives and estates may become liable in connection with the affairs of assets of the Society or their role for the Society, provided that the indemnity shall not extend to liabilities, actions, proceedings, claims, demands, costs and expenses arising from any fraud or wilful misconduct on the part of the relevant Indemnified Person.

## **17 Dissolution:**

(a) If the Society resolves by a majority of seventy-five percent of the Members present and voting at a meeting of the Society that the Society shall be dissolved, any assets remaining after the satisfaction of all proper debts and liabilities shall be transferred to such other society or charities (preferably having objects similar to those of the Society) as the Society may decide, or in the absence of such choice shall be transferred to The Association of Jersey Charities for its general Charitable purposes, provided that no resolution to dissolve the Society shall be considered unless it has prior approval of the Committee and notice in writing setting out the terms of the resolution has been sent to every Member of the Society not less than eight weeks before the date of the meeting at which it is to be considered.

## **18 Alteration to this Constitution:**

Any provision contained in this constitution may be amended provided that:

(i) no amendment may be made that would have the effect of making the Society cease to be a society;

(ii) any resolution to amend a provision of this constitution is passed by not less than seventy-five percent of the Members present and voting at a general meeting; and

(iii) no resolution shall be considered unless it has had the prior approval of the Committee and notice in writing setting out the terms of the resolution has been sent to every Member of the Society not less than fourteen days before the date of the meeting at which it is to be considered.

## **19 Representation:**

(a) The President or a Vice-President duly authorised by a Resolution of the Committee shall represent the Society before the Royal Court of Jersey and before all tribunals whatsoever.

## **20 Address:**

The address of the Society shall be 89, St Saviours Road, St Helier, Jersey, or such other address in Jersey as may from time to time be determined by a simple resolution of the Committee.