



SPCA
愛護動物協會

**SOCIETY FOR THE PREVENTION
OF CRUELTY TO ANIMALS (HONG KONG)**

CONSTITUTION AND RULES

(INCLUDING ALL AMENDMENTS TO 26 SEPTEMBER 2003)

Affiliated to:-

**THE ROYAL SOCIETY FOR THE PREVENTION
OF CRUELTY TO ANIMALS, UNITED KINGDOM**

(Founded 1842)

**SOCIETY FOR THE PREVENTION
OF CRUELTY TO ANIMALS (HONG KONG)**

CONSTITUTION AND RULES

Names:

1. The name of the Society shall be the Society for the Prevention of Cruelty to Animals (Hong Kong)

Object:

2. The objects of the Society shall be to promote kindness, and to prevent or suppress cruelty to animals and to do all such lawful acts and things as the Society may consider to be conducive or incidental to the attainment of these objects.

President:

3. At the Annual General Meeting in each year the members shall appoint a President for the ensuing year, and in the event of no such election taking place, then the President previously in office shall continue to be such President until he or she shall resign or another person be elected at a general meeting of the Society in his place.

Committee:

4. (a) The Society shall be managed by an Executive Committee (the "Committee") of members elected at each Annual General Meeting who shall be not less than 6 in number nor more than 12.

(b) Only:-
 - (i) Life Members
 - (ii) Family Members
 - (iii) Honorary Life Members;
 - (iv) Life Family Members; and
 - (v) Adult Annual Members;

in each case, who (subject to paragraph (dd)), have been members of the Society for the period of at least 2 years immediately preceding their proposed election to the Committee shall be eligible for election as members of the Committee. In the case of Family Members, only one member of a family shall be eligible to stand for election and such Family Member shall be over the age of 18.

- (c) The Committee shall have power to fill vacancies that may occur by resignation or otherwise but such appointment shall be effective only until the next Annual General Meeting. The Committee shall also have power to co-opt any other member to act as a member of the Committee (in addition to the members who shall have been elected at the Annual General Meeting or to fill vacancies as aforesaid) but the numbers of such co-opted members of the Committee shall not at any time exceed one-third of the elected members and their appointment shall cease at the next Annual General Meeting. Provided always that the total number of Committee members of all categories shall not exceed twelve.
- (dd) In exercising its power of appointment to fill vacancies or to co-opt members to the Committee, the Committee shall be entitled to appoint or co-opt to the Committee up to 2 persons who are current Adult Annual Members, Life Members, Family Members or Life Family Members, who have not been members of the Society for 2 years, if the Committee is of the opinion that they have either contributed to the Society or to animal welfare. Persons who have been appointed or co-opted on this basis shall be entitled to stand for election at the next Annual General Meeting, provided that they are either a current Adult Annual Member, Life Member, Family Member or Life Family Member, notwithstanding that they have not been a member of the Society for 2 years.
- (d) Co-opted members or members appointed by the Committee to fill vacancies shall not have the right to vote at Committee Meetings. It is intended that only those members of the Committee who are elected at a General Meeting shall be entitled to vote.

- (e) No employee or the spouse or relative of any such shall be eligible for election to any committee or sub-committee of the Society.
- (f) No ex-employee or the spouse or relative of such shall be eligible for election to any committee or sub-committee of the Society until a period of 5 years has elapsed since his or her resignation from the employment of the Society.
- (g) The term of an elected Committee Member shall be until the second Annual General Meeting following that at which he or she was appointed, or their earlier resignation or removal from office, subject to the provisions of sub-paragraph (h) below. In the case of a Committee Member elected at an Extraordinary General Meeting, he or she shall hold office until the next Annual General Meeting.
- (h) With effect from the Annual General Meeting following the adoption of this paragraph 4(h), at each Annual General Meeting half of the Committee (or the nearest number rounded down in the case of an uneven number) shall stand down, but shall be eligible for re-election. Those standing down shall be volunteers, but if there are not sufficient volunteers, those members who have served the longest shall stand down.

Note: This provision is intended to take effect from the Annual General Meeting for year 2003

The Retiring officers:

- 5. The members of the Committee shall be eligible for re-election.

Chairman and Other Officers:

- 6. At the first meeting of the Committee after each Annual General Meeting the Committee shall: -
 - (a) Elect from their midst their chairman, honorary treasurer and secretary.
 - (b) The Committee may from time to time nominate such other officers from the membership of the Society as they think appropriate provided that no officer shall be appointed unless he or she is over the age of 18 and in the case of the Chairman has been a member of the Society for the period of at least 2 years immediately preceding his or her appointment. Honorary Members and Staff Members may not be appointed to hold any office in addition to any employment they may have with the Society.

Membership and Subscription:

- 7. The Society shall consist of members divided into the following classes:

Life members

- (a) any person who was at the date when these rules take effect a Life Member, shall remain a Life Member;
- (b) a subscription of not less than HK\$1000 paid in one amount to the Society by a person at least 16 years of age shall constitute the subscriber a Life Member as from the date of payment;

Adult Annual Members:

an annual subscription of not less than HK\$100 paid in one amount to the Society by a person at least 16 years of age shall constitute the subscriber an Adult Annual Member for the period of 12 months from the date of payments;

Family Members:

an annual subscription of not less than HK\$100 paid in one amount to the Society by a person at least 16 years of age on behalf of his or her family shall constitute the subscriber of a Family Member for the period of 12 months from the date of payments;

Life Family Member:

a subscription of not less than HK\$2,000 paid in one amount by a person at least 16 years of age on behalf of his or her family shall constitute the subscriber and his Family Life Family Members.

Junior Annual Members:

an annual subscription of not less than HK\$20 paid in one amount to the Society by a person under the age of 16 years shall constitute the subscriber a Junior Annual Member for the period of 12 months from the date of payment;

Staff Members:

the Committee shall have power to elect employees of the Society who are at least 16 years of age to be Staff Members without payment of any subscription and they shall remain Staff members until such time as they shall cease to be employees of the Society or the Committee so determines;

Honorary Life Members:

The Committee shall have power to elect as Honorary Life members, without payment of any further subscription, any person at least 18 years of age who has been a member of the Society for not less than 3 years and who shall in the opinion of the Committee have value to the Society, but such election shall not take effect unless and until the same is confirmed at the Annual General Meeting next following the date of such election whereupon the Honorary Life Member shall have all the rights and privileges of a Life member.

Honorary Members:

The Committee shall have power to elect as Honorary Members, members of other societies of at least 18 years of age for any limited period without payment of any subscription.

A "Family" for the purposes of eligibility for Family Membership, or Life Family Membership shall comprise the head of a household, his or her partner or spouse and their children or persons under 18 years of age to whom they are in the position of guardian.

The Committee may from time to time revise the amount of donation or subscription attaching to any particular class or membership.

The Committee shall have power to refuse any donation or subscription if at any time the Committee shall be of the opinion that it would not be advisable to accept it having regard to the objects of the Society and the Committee shall not be under any obligation to give any reason for such refusal.

Payment of Subscription:

8. In the event of any member failing to pay his or her subscription within two months after the date on which it is due as stated in clause 7 hereof then such person shall cease to be a member of the Society but may, at any time upon payment of the subscription, be restored to membership by the Committee.

Election of Members:

9. All applications for membership shall be made to the Committee of the Society and upon their acceptance of the same any such applicant shall be deemed to have been duly elected.

Resignation of Members:

10. A member wishing to withdraw from the Society must give notice in writing before the date on which his subscription is due, otherwise his or her subscription for the ensuing twelve months shall be payable.

Expulsion of Members:

11. The Committee shall have power to request any member to resign or to determine any membership, but for the purposes of this rule, the vote of approval of not less than two-thirds of the whole Committee shall be necessary. No resolution under this shall be effective unless the member affected has previously been informed of the intention of the Committee to consider the question of requesting him or her to resign or to determine his or her membership and the grounds on which the proposal will be made and he or she has been invited, should he or she so desire, to be present at that part of any meeting at which such matter shall be discussed. In the event of any membership under this rule being determined the subscription paid for the current year may be repaid wholly or in part at the discretion of the Committee.

Voting of Members:

- 12.1 Only the following members, and in each case who have been, members of the Society for at least 2 years immediately preceding the relevant general meeting, shall be entitled to vote at general meetings of the Society:
- (a) Life Members;
 - (b) Honorary Life Members;
 - (c) Adult Annual Members;
 - (d) Family Members (subject to paragraph 12.2 below); or
 - (e) Life Family Members (subject to paragraph 12.2 below).
- 12.2 Each Family holding a Family Membership or Life Family Membership is entitled to exercise only one vote at general meetings of the Society. Any vote shall be made by a family member who has reached the age of 18.
- 12.3 Members who are employees of the Society, or new members of their Family in the case of Family Members or Life Family Members, are not permitted to vote at general meetings of the Society on the election or removal of members of the Committee, Trustees or Officers of the Society, irrespective of their class of membership.

Voting by Proxy:

13. Voting by proxy is not permitted.

Attendance at

14. (a) All members of all classes may attend general meetings of the Society.
- (b) Life Members, Family Members or Life Family Members who have reached the age of 16 and who cannot vote by virtue of paragraph 12.2, Honorary Life Members and Adult Annual Members who have been members of the Society for less than 2 years may attend general meetings of the Society. Such members shall be entitled to speak at such meetings upon any subject within the objects of the Society in accordance with the directions of the Chairman of the meeting but shall have no right to vote at any such meeting,
 - (c) Junior Annual Members, or members of a Family who are Family Members or Life Family Members who are under 16, who are accompanied by an adult may attend general meetings of the Society and shall have a right to speak but shall have no right to vote at any such meeting. The Chairman of the General Meeting shall have the discretion to allow Junior Annual Members or members of a Family who are Family Members or Life Family Members under 16, but are not accompanied by an adult to attend and speak.
 - (d) Honorary Members and Staff Members may attend general meetings of the Society. Such members shall be entitled to speak at such meetings upon any subject within the objects of the Society in accordance with the directions of the Chairman of the meeting but shall have no right to vote at any such meeting.

Employees at the Society:

15. Employees of the Society shall be under the orders of the full Committee only and no individual Committee Member or Member shall interfere with them in the course of their duties unless that Committee member or Member has been specifically appointed to do so by the full Committee.

If a Member has any cause for complaint he or she shall bring the same before the Committee in writing.

Alteration of Rules:

16. The Committee shall have power to alter the rules, but no such alteration shall take effect until the same has been confirmed at the next Annual General Meeting or an Extraordinary General Meeting convened for that purpose and the approval of the Registrar of Companies of any such alteration shall be secured before the confirmation at the Annual General Meeting or an Extraordinary General Meeting convened for the purpose of considering and passing the same. If the Registrar of Companies has approved any alteration he shall be notified if and when it has been adopted.

Bye-laws:

17. The Committee shall have power to make or vary bye-laws for regulating the conduct and affairs of the Society provided the same are not inconsistent with these rules, and may repeal or vary all or any such bye-laws. Such bye-laws and any amendments alterations or repeals shall be posted at the office of the Society for the time being or the offices of the Chairman of the Committee and at such other offices or premises of the Society as the members shall have access to and in the event of trustees of the society being incorporated shall be communicated to such Trustees for their information and shall be posted at any office which is registered as that of the Trustees.

Sub- Committee:

18. The Committee shall have power to appoint such sub-committee of two or more of their number or other members of the Society as they may consider requisite or desirable for carrying on the affairs of the Society and may in such appointment set out the powers of such sub-committees and procedure for the transaction of their business PROVIDED THAT no sub-committee member shall be appointed unless he or she is over the age of 18 and is a member of the Society, or a Family Member or Life Family Member.

Election of Members of the Executive Committee:

19. The procedure for the election of Members of the Executive Committee shall be as follows:
- (a) Nomination forms shall be sent to all members who are eligible to vote, together with notice of the Annual General Meeting, not less than 14 days before the Annual General Meeting.
 - (b) The nomination forms will specify the date by which nominations are to be received by the Secretary and this date is not to be less than three working days before the Annual General Meeting.
 - (c) The nomination of a candidate for election shall be signed by not less than two other members who are eligible to vote and shall contain the consent and signature of the candidate.
 - (d) If the number of valid candidates is no greater than the number of vacancies to be filled the Chairman of the Annual General Meeting shall declare such candidates duly elected.
 - (e) If there are more candidates than vacancies to be filled the election shall be by ballot of those members who are eligible to vote and who are present at the Annual General Meeting.
 - (f) The ballot of eligible members shall be conducted in the following manner;
 - (1) The Secretary shall cause ballot papers to be prepared, prior to the Annual General meeting, containing the names of the candidates in alphabetical order.
 - (2) Each member who is eligible to vote shall be handed a ballot paper when he/she signs the annual General Meeting attendance register.
 - (3) when the time for the election is announced, eligible members are to record their vote in accordance with the voting directions printed on the ballot paper and return the completed ballot paper to the previously appointed independent counter.
 - (4) When the counting of votes is completed the independent counter is to hand the list of elected Executive Committee members to the Secretary who is to read out the names of the newly elected members of the Executive Committee.

Annual General Meeting:

20. An Annual General Meeting of the Society shall be held in every calendar year not more than fifteen (15) months after the previous Annual General Meeting to transact the following business:
- (a) To receive and, if approved, to adopt a statement of the Society's accounts to the end of the preceding 31st March.
 - (b) To consider and, if approved, sanction any duly made alteration of the rules.
 - (c) To appoint the President and members of the committee

- (d) To appoint an auditor or auditors.
- (e) To deal with any special matter which the committee desire to bring before the members and to receive suggestions from the member for consideration by the committee.

Notice convening the Annual General Meeting shall be sent to all members not less than fourteen days before the meeting, and shall specify the matters to be dealt with.

Extraordinary General Meeting:

21. An Extraordinary General Meeting may be convened at any time by the committee and shall be convened within twenty-one days from the receipt of a requisition in writing signed by not less than thirty members who are entitled to vote specifying the object of the meeting for any of the following purposes:

- (a) To consider and, if approved, sanction any duly made alteration, of the rules.
- (b) To deal with any special matter which the committee may desire to place before the members, including the expulsion of a member.
- (c) To receive the resignation of the committee or to remove any member or members thereof from office and to fill any vacancy or vacancies caused thereby.
- (d) To deal with any special matter which the members requiring the meeting may desire to place before the Society.

Notice convening an extraordinary general meeting shall be sent to the members not less than fourteen days before the meeting and shall specify the matters to be dealt with.

Chair at Meetings:

22. At committee meetings and at General Meetings the Chairman of the committee shall be entitled to take the Chair or in his or her absence such other person as the meeting may elect, and he or she shall have a casting or additional vote in the event of an equality of votes.

Quorum

23. (a) At Committee Meetings, except for the purposes of Rule 11, three shall form a quorum.
 (b) At General Meetings ten members who are entitled to vote shall form a quorum.

Trustee Incorporation and Custody of the Seal:

24. (a) The Society shall appoint Trustees of all its properties and assets. Such Trustees shall consist of the President, Chairman of the committee and Honorary Treasurer, whose appointments shall be "exofficio" and in addition of not more than four members of the Society appointed at the Annual general Meeting or at any Extraordinary General Meeting convened for that purpose.
- (b) The Trustees shall hold office until death or resignation or until removed from office by the General Meeting
- (c) In the case of any such death or resignation, the Committee may appoint from members of the Society any trustee or trustees to fill the vacancy or vacancies arising therefrom, but the appointment of such trustee or trustees shall cease at the next Annual General Meeting.
- (d) Such Trustees shall be incorporated under the provisions of the Registered Trustees Incorporation ordinance 1982 Section 4 and shall have a corporate Seal previously approved by the Committee and the Registrar of Companies.
- (e) The Seal shall not be affixed to any instrument except at the direction of the Committee and only in the presence of three of the Trustees each of whom shall sign every instrument to which the Seal is so affixed.

- (f) The said Seal shall be secured by two different locks and keys and the Trustees shall from time to time make regulations for the custody of the said keys but so that both keys shall never be in the custody of the same person.

26 September 2003