



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

CONSTITUTION AND RULES

(INCLUDING ALL AMENDMENTS TO 9 December 2019)

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) (“the Society”).

Object:

2. The objects of the Society shall be to advance education in animal welfare, to promote kindness to animals and to prevent or suppress cruelty to animals for the benefit of the Hong Kong Community, 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. (a) At the Annual General Meeting the members of the Society (“Members”) shall appoint a president of the Society (“President”) for the ensuing year, and in the event of no such appointment 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 Annual General Meeting or an Extraordinary General Meeting of the Society in his or her place.
- (b) Only:-
 - (i) Life Members;
 - (ii) Family Members;
 - (iii) Honorary Life Members;
 - (iv) Life Family Members, and
 - (v) Adult Annual Members.

in each case, have been Members of the Society for the period of at least two (2) years immediately preceding the appointment shall be eligible to act as the President.

- (c) The role and responsibilities of the President shall be to:
 - (i) Represent the Society within the public domain in line with stated objects of the Society and the decisions of the Annual General Meeting;
 - (ii) Officiate at and oversee the election of the Supervisory Committee members at the Annual General Meeting; and
 - (iii) Sit as an ex-officio Trustee for the Society.

Committee:

4. (a) At each Annual General Meeting of the Society, Members shall elect individual persons to join a Supervisory Committee (the “Committee”) of no fewer than seven (7) and no more than twelve (12) persons by majority vote of eligible Members, which vote (for the avoidance of doubt) shall be made in person. Any person standing for election or re-election to the Committee may not vote for himself/herself.
- (b) Only:-
- (i) Life Members;
 - (ii) Family Members;
 - (iii) Honorary Life Members;
 - (iv) Life Family Members; and
 - (v) Adult Annual Members.

in each case, (subject to paragraph (d)) who have been Members of the Society for the period of at least two (2) years immediately preceding their proposed election to the Committee shall be eligible for election (under paragraph 4(a)) or appointment (under paragraph 4(c)) to 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:
- (i) fill vacancies that may occur when elected members leave the Committee, by resignation or otherwise; and
 - (ii) co-opt any other person to join the Committee, but the numbers of such co-opted members shall not at any time exceed one-third of the elected Committee members provided always that the total number of Committee members of all categories shall not exceed twelve (12).

All such appointments shall cease at the next Annual General Meeting.

- (d) In exercising its power of appointment to fill vacancies or to co-opt persons 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 two (2) years, if the Committee is of the opinion that they have either demonstrated a commitment 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 a current Adult Annual Member, Life Member, Family Member or Life Family Member, notwithstanding that they have not been a Member for two (2) years.
- (e) No employee or the spouse or relative of such employee shall be eligible for election to Committee or any other committee or sub-committee of the Society. A “relative” of a person for the purposes of this Constitution shall mean any spouse or partner (which, for the avoidance of doubt, shall include a partner of same sex), parent, grandparent, child or person under 18 years of age for whom such person is guardian, grandchild or sibling (in each case, whether natural or adopted).
- (f) No Committee member, member of any other committee or sub-committee, or member of the governing body of the Society shall be appointed to any salaried office of the Society or to any other office of the Society which is paid by fees, and no remuneration or other benefit in money or money’s worth shall be given by the Society to any Committee member or any member of any other committee or sub-committee or the governing body of the Society.

- (g) No ex-employee or the spouse or relative of such shall be eligible for election to the Committee or any other committee or sub-committee of the Society until a period of one (1) year has elapsed since the cessation of his or her employment by the Society.
- (h) One-third of the Committee members or, if their number is not a multiple of three (3) then the number nearest one-third, shall retire from office at each Annual General Meeting. The Committee members to retire by rotation at each Annual General Meeting shall be those who have been longest in office since their last appointment or re-appointment. As between two (2) or more Committee members who have been in office an equal length of time, the ones to retire shall, in default of agreement between them, be determined by lot. Retiring members of the Committee shall be eligible for re-election and must stand by re-election if they wish to continue as members of the Committee. No member shall serve more than nine (9) years continuously on the Committee, but such members shall become eligible for re-election at the Annual General Meeting in the year following their resignation or retirement.
- (i) The office of any member of the Committee shall become vacant if the member:
 - (i) becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
 - (ii) becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental health; or
 - (iii) resigns his or her office by notice in writing to the Committee; or
 - (iv) for more than six (6) months is absent from meetings of the Committee held during that period without reasonable excuse; or
 - (v) holds any office for profit under the Society; or
 - (vi) ceases to be a Member of the Society.
- (j) The Committee shall provide guidance and supervisory support in respect of the management of the Society. More specifically, it shall have the powers and responsibilities for:
 - (i) setting long range goals and strategic direction of the Society;
 - (ii) approving and monitoring progress towards the annual objectives;
 - (iii) approving the annual budget of the Society;
 - (iv) appointing, as a salaried employee of the Society, and removing an Executive Director, in accordance with paragraph 8(a) hereof, and evaluating his or her management performance;
 - (v) monitoring the financial performance of the Society;
 - (vi) ensuring that the Society's accounts are annually audited; and
 - (vii) ensuring the Society has in place systems to ensure its compliance with applicable laws.

Election of Members of the Committee:

5. The procedure for the election of members of the Committee shall be as follows:

- (a) Nomination forms shall be sent to all Members not less than ten (10) working days before the Annual General Meeting.
- (b) The nomination forms shall specify the date by which nominations are to be received at the headquarters of the Society and this date is not to be less than three (3) working days before the Annual General Meeting. Working days exclude Saturdays, Sundays and public holidays in Hong Kong.

- (c) The nomination of a candidate for election shall be signed by not less than two (2) other Members who are eligible to vote and shall contain the consent and signature of the candidate and the Members. Either original signed or scanned signed copy of nomination form is valid and accepted. The Society reserves the right to validate the identity of the proposer and seconder of the candidate.
- (d) The election shall be conducted in accordance with the voting rules set forth for general meetings at paragraph 14 of this Constitution and with any bye-laws as may be issued from time to time.

Committee Procedures/Conduct:

- 6. (a) Any Committee member may call a meeting by giving reasonable notice of the Committee meeting to the other Committee members or by authorising the Society secretary to give such notice. Notice of a Committee meeting must indicate its date, time and place. Notice must be given to each Committee member, but need not to be in writing.
- (b) At Committee meetings, at least half of the Committee members shall form a quorum (either present in person or by electronic means).
- (c) A decision of the Committee may only be taken by:
 - (i) a majority vote of the Committee members present at a meeting, with the Chairman or other person chairing the Committee meeting holding a casting or additional vote in the event of an equality of votes; or
 - (ii) by written consent in lieu of a meeting when all Committee members indicate to each other that they share a common view and confirm their approval of a decision in writing (including by email or other written means).
- (d) The Committee shall have power to appoint such sub-committees of one or more of their number and other Members as they may consider requisite or desirable for carrying out their duties in the role for which they were appointed PROVIDED THAT no sub-committee member shall be appointed unless he or she is over the age of 18 and is a Member as set out in paragraph 9.
- (e) All Committee members shall sign the Conflict of Interest Policy on an annual basis and act in accordance with its terms. If the Committee member violates the Conflict of Interest Policy then it shall be dealt with in accordance with that Policy and, in addition, any vote by the Committee member on the conflicted issue must not be counted.

Chairman and Other Officers:

- 7. 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 of the Committee.
 - (b) The Committee may from time to time nominate such other officers from the membership of the Committee 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 two (2) years immediately preceding his or her appointment. Honorary Members may not be appointed to hold any office.

Executive Director

8. (a) The Executive Director (“the Director”) may be appointed by the Committee for such term and at such remuneration and upon such conditions as it thinks fit and the Director so appointed may be removed by the Committee by a vote of at least 75% of the Committee and unanimous approval by the Trustees. If no agreement can be reached, an Extraordinary General Meeting must be called.
- (b) The Executive Director shall have responsibility for managing the day-to-day operation of the Society in accordance with its objects and within such authority and responsibility as may be delegated to the Director by the Committee from time to time.

Membership:

9. The Society shall consist of Members divided into the following classes:
 - (a) Life Members
 - (i) any person who was at the date when these rules take effect a Life Member, shall remain a Life Member;
 - (ii) the appropriate subscription fee 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;
 - (b) Adult Annual Members:

The appropriate subscription fee 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 twelve (12) months from the date of payment;
 - (c) Family Members:

The appropriate subscription fee 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 twelve (12) months from the date of payment;
 - (d) Life Family Member:

The appropriate subscription fee 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 and his or her family Life Family Members from the date of payment;
 - (e) Junior Annual Members:

The appropriate subscription fee 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 twelve (12) months from the date of payment;
 - (f) 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 three (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.
 - (g) 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 subscription attaching to any particular class or membership.

The Committee shall have power to refuse 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:

10. In the event of any Member failing to pay his or her subscription within two (2) months after the date on which it is due as stated in paragraph 9 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:

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

Resignation of Members:

12. A Member wishing to withdraw from the Society must give notice in writing before the date on which his or her subscription is due, otherwise his or her subscription for the ensuing twelve months shall be payable. If the subscription is not paid in accordance with paragraph 10, he or she will be deemed to have resigned in accordance with that paragraph. In the event of any resignation notice being served before membership expiry, there should be no refund of any subscription paid.

Expulsion of Members:

13. The Committee shall have power to request any Member to resign or to terminate 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 paragraph 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 terminate 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 paragraph being terminated, there should be no refund of any subscription paid.

Voting of Members:

- 14.1 Only the following Members, and in each case who have been, Members of the Society for at least two (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 14.2 below); or
 - (e) Life Family Members (subject to paragraph 14.2 below).

- 14.2 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 of the Membership who has reached the age of 18 and been a Member for at least two (2) years immediately preceding the relevant general meeting.
- 14.3 Members who are current employees of the Society, or members of their family in the case of Family Members or Life Family Members, are not permitted to vote at general meetings on the election or removal of the Committee, the Director, Trustees or Officers of the Society, irrespective of their class of membership.
- 14.4 Any resolution submitted for a vote at a general meeting shall be passed by a simple majority of votes cast by the Members as, being entitled to do so in favour of such resolution.

Voting by Proxy or Post:

- 15.1 Voting by proxy is not permitted.
- 15.2 Voting by postal vote is not permitted.

Annual General Meeting:

16. 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 approve any proposed alternation of the Constitution;
 - (c) To appoint the President of the Society;
 - (d) To appoint members of the Committee;
 - (e) To appoint an auditor or auditors;
 - (f) To deal with any special matter which the Committee desires to bring before the Members and to receive suggestions from the Members for consideration by the Committee.

Notice convening the Annual General Meeting shall be sent (including any email or other written means) to all Members not less than fourteen (14) days before the meeting, and shall specify the matters to be dealt with.

Extraordinary General Meeting:

17. An Extraordinary General Meeting may be convened at any time by the Committee and shall be convened within twenty-one (21) days from the receipt of a requisition in writing signed by not less than thirty (30) Members who are entitled to vote specifying the object of the meeting for any of the following purposes:
- (a) To consider and approve any proposed alternation of Constitution;
 - (b) To deal with any special matter which the Committee may wish to place before the Members;
 - (c) To deal with any special matter which the Members requiring the meeting may desire to place before the Society;
 - (d) To receive the resignation of such member or members of the Committee that leaves the Committee without a quorum or remove any member or members of the Committee from office and to fill any vacancy or vacancies caused thereby.

Notice convening an Extraordinary General Meeting shall be sent (including by email or other written means) to the Members not less than fourteen (14) days before the meeting and shall specify the matters to be dealt with.

Attendance at General Meetings:

18. (a) All Members of the Society of all classes may attend Annual and Extraordinary 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 14.2, Honorary Life Members and Adult Annual Members who have been members of the Society for less than two (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.

Quorum

19. At Annual and Extraordinary General Meetings, twenty five (25) Members of the Society present in person who are entitled to vote shall form a quorum.

Alteration of Constitution:

20. The Committee shall have power to propose alternations to the Constitution, but no such alteration shall take effect until the same has been confirmed:
- (a) at the next Annual General Meeting or an Extraordinary General Meeting convened for that propose; and
- (b) the approval of the Registrar of Companies and any other relevant regulatory authorities of any such alteration shall have been secured.

Bye-laws:

21. 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 approved at an Extraordinary General Meeting or Annual General Meeting and posted within seven (7) days of their approval at the headquarters of the Society for the time being and on the website 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.

Chair at General Meetings:

22. 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.

Trustee Incorporation and Custody of the Seal:

23. (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 (4) members of the Society appointed at the Annual General Meeting or at any Extraordinary General Meeting convened for that purpose.
- (b) Only:-
- (i) Life Members;
 - (ii) Family Members;
 - (iii) Honorary Life Members;
 - (iv) Life Family Member, and
 - (v) Adult Annual Members.

in each case, who have been Members of the Society for the period of at least two (2) years immediately preceding the appointment shall be eligible to act as Trustees.

- (c) The Trustees who are not ex-officio shall hold office until death or resignation or until removed from office by the General Meeting.
- (d) 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 unless ratified at the next Annual General Meeting.
- (e) Such Trustees shall be incorporated under the provisions of the Registered Trustees Incorporation Ordinance and shall have a corporate Seal previously approved by the Committee and the Registrar of Companies.
- (f) The Seal shall not be affixed to any instrument except at the direction of the Committee and only in the presence of three (3) of the Trustees each of whom shall sign every instrument to which the Seal is so affixed.
- (g) 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.

Application of the Assets of the Society:

24. The income and property of the Society shall be applied solely towards the promotion of the objects of the Society as set out herein. None of the income or property of the Society shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever to any Member of the Society. For the avoidance of doubt, any Employee who renders services to the Society can still receive remuneration for such services despite being Member of the Society.

Keeping Proper Books and Records:

25. True accounts shall be kept by the Committee of the sums of money received and expended by the Society and the matter in respect of which such receipt and expenditure take place and of the property, assets and liabilities of the Society. At least once in every year, the accounts of the Society shall be examined and the correctness of the balance sheet ascertained by one or more qualified auditor or auditors.

Remaining Assets in case of Winding Up or Dissolution of the Society:

26. If upon the dissolution of the Society, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be distributed among the Members; but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property amongst it or their members to an extent at least as great as that imposed on the Society under paragraph 24 and this paragraph of this Constitution, such institution or institutions to be determined by the Members at or before the dissolution of the Society and in default thereof by Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction with regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some other charitable object.

Indemnity:

27. To the fullest extent permissible under applicable law, every member of the Committee and any other committee or sub-committee of the Society and every officer of the Society (including, without limitation, the President and the Director) shall be indemnified and secured harmless out of the assets and funds of the Society against all actions, proceedings, costs, charges, expenses, losses, damages or liabilities incurred or sustained by him or her, otherwise than by reason of such indemnified person's own dishonesty, actual fraud or willful default, in connection with the execution or discharge of his or her duties, powers, authorities or discretions as a committee member or officer of the Society, including, without prejudice to the generality of the foregoing, any costs, expenses, losses or liabilities incurred by him or her in defending (whether successfully or otherwise) any proceedings, whether civil or criminal, concerning the Society or its affairs in any court whether in the Hong Kong Special Administrative Region or elsewhere.

Others:

28. This Constitution was last revised on 9 December 2019 and this version supersedes all previous versions of the Constitution.