



for all creatures **great & small**

**The Royal Society For The Prevention Of Cruelty To Animals
Western Australia Incorporated**

RSPCA RULES

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Rules

1. **NAME OF SOCIETY**
 - 1.1 The name of the Society shall be "The Royal Society for the Prevention of Cruelty to Animals, Western Australia, Incorporated".
 - 1.2 If Australia becomes a republic, the Board may by resolution change the name of the Society to "The Royal Australian Society for the Prevention of Cruelty to Animals, Western Australia, Incorporated".
2. **REGISTERED OFFICE**

The registered office of the Society shall be at the place in Western Australia as determined from time to time by the Board.
3. **DEFINITIONS AND INTERPRETATION**
 - 3.1 In the interpretation of these Rules, except where excluded by the context:
 - (a) words or expressions contained in these Rules shall be interpreted in accordance with the *Interpretation Act 1984*, but in the case of an inconsistency with an express provision of the Rules or Regulations, the Rules or Regulations will prevail;
 - (b) a reference to any legislation or a provision of any legislation includes any amendment to that legislation or provision, any consolidation or replacement of that legislation or provision and any subordinate legislation made under that legislation;
 - (c) a reference to a Member present at a General Meeting is a reference to a Member present in person or by proxy;
 - (d) the singular (including defined terms) includes the plural and the plural includes the singular;
 - (e) a reference to one gender includes all genders; and
 - (f) a reference to these Rules or the Regulations, or to a provision of these Rules or the Regulations, includes any modification or replacement of them.
 - 3.2 The meanings of the terms used in the Rules and Regulations are set out below.

"Act" means the *Associations Incorporation Act 1987*.

"AGM" means annual general meeting of the Society which is a meeting of Members held each year for declaration of elections and reporting requirements.

"Animal" includes any vertebrate except a human, and any invertebrate.

"Auxiliary" means an auxiliary of the Society established in accordance with the Rules and Regulations.

"Board" means the governing body of the Society constituted by the Rules and Regulations.

"Branch" means a branch of the Society established in accordance with the Rules and Regulations.

"Code of Conduct" means the code of conduct of the Board

- members of the Society which is set out in Regulation 15.
- "Committee" means committee of the Board as set out in Regulation 4.
- "Conflict of Interest" means a situation where a Board Member's personal interests, such as financial or other interests, may conflict with the interests of the Society.
- "Contract Person" means a person, association or body of persons, firm or company engaged by the Society to provide services complementary to those of an Officer.
- "Cruelty" includes, without limiting the scope of the primary meaning, any act or omission referred to in Part 3 of the *Animal Welfare Act 2002*.
- "General Meeting" means a general meeting of Members as defined in Regulation 14.
- "Immediate Past President" means the retiring President who is an Office Bearer for one (1) year following his retirement as President, as described in Rule 14.6.
- "Member" means any member of the Society as defined in Regulation 1.3.
- "Office Bearers" means the President, Vice President, Honorary Treasurer, and subject to Rule 14.6, the Immediate Past President.
- "Officer" means the Chief Executive Officer (CEO) and/or a paid employee of the Society.
- "Ordinary Resolution" means a resolution agreed to by more than 50% of those persons present at a meeting eligible to vote.
- "President" means the person elected as chairman of the Board.
- "Proxy" means a person authorised in writing to vote on a Member's behalf at a General Meeting or a meeting of a class of Members.
- "Purposes" means the purposes of the Society as defined in Rule 4.1.
- "Quorum" means the number of Members, or Board members or Committee which is necessary to be present for the business of the group to proceed.
- "Register" means the register of Members created by Rule 6.5.
- "Regulations" means the regulations to these Rules and the schedules to the Regulations as amended from time to time by the Board.
- "Returning Officer" means the officer appointed under Rule 13.
- "Rules" mean these rules of the Society, as amended from time to time.
- "Society" means the "The Royal Society for the Prevention of Cruelty to Animals, Western Australia, Incorporated" or the name changed in accordance with Rule 1.1.
- "Special Resolution" means a resolution put to a General Meeting of Members to adopt or alter the Rules or for the dissolution of the Society, which requires a three-quarters majority vote of the Members voting.
- "Standing Orders" means procedures relating to the conduct of meetings.

“Vice President” means the person elected by the Board as deputy chairman.

4. PURPOSES AND ACTIVITIES

4.1 Purposes

The Purposes of the Society shall be to:

- promote animal welfare and kindness to animals;
- prevent or suppress cruelty to animals; and
- do all such lawful acts as the Society may consider conducive or incidental to the attainment of these Purposes.

4.2 Activities

Without limiting the activities to which the Society may apply its resources, activities may include the application of resources to:

- ensure the enforcement of laws protecting animals from cruelty and promoting animal welfare;
- take what ever steps are necessary to educate the community with regard to the humane treatment of animals;
- sustain an informed public opinion regarding animal welfare;
- disperse information about the care, protection and treatment of animals;
- procure the passage of such amending or new legislation and policy as is necessary for the protection of animals;
- conduct, manage, operate or encourage clinics, hospitals, homes or shelters for the care, treatment, maintenance and protection of animals; and
- develop and maintain productive relationships with key stakeholders for the benefit of animal welfare.

5. POWERS

5.1 The Society shall have power to do all such lawful things as are necessary, incidental or conducive to the attainment of the Purposes of the Society.

5.2 The Society shall have such additional powers as may be lawfully conferred upon the Society or its Officers for the purposes of the enforcement of laws dealing with:

- the prevention of cruelty to animals;
- animal welfare;
- animal management; or
- other laws not inconsistent with the Purposes of the Society.

6. MEMBERSHIP

6.1 Obligations of Membership

(a) Members of the Society shall be true and loyal to the Purposes of the Society and shall do everything in their power to promote and protect the interests of the Society. Members shall not directly or indirectly do anything calculated to injure or prejudice the interests of the Society.

(b) Any person admitted as a Member of the Society is deemed to have agreed to be bound by the Rules and Regulations.

(c) The rights and privileges of every Member shall:

- be personal; and
- not be capable of transfer.

(d) The rights and privileges of every Member shall cease:

- upon the death of the Member;
- if the Member becomes unfinancial; or
- in the case of group membership, by dissolution of the group.

6.2 Applications for Membership

All applications for membership shall be processed according to the Regulations. (Reg. 1.1)

6.3 Classes of membership

There shall be classes of membership and a person desiring to become a Member shall apply for membership of a class.

The classes of membership consist of:

- Honorary Life Members;
- Life Members;
- Ordinary Members;
- Group Members;
- Junior Members;
- Honorary Ordinary Members; and
- Associate Members.

The qualifications for memberships for each class are set out in the Regulations. (Reg. 1.3)

6.4 Change of Class of Membership

Procedures for changing class of membership are as set out in the Regulations. (Reg. 1.4)

6.5 Maintenance of Register of Members

(a) The CEO shall maintain a Register of all Members in which shall appear the:

- name;
- address; and
- class of membership,

of each Member.

(b) The Register shall be conclusive evidence of whether a person is or is not a Member, and no entry in the Register shall be altered unless by order of the Board.

6.6 Preclusion from Membership

(a) In considering any application for membership from any:

- person;
- association or body of persons; or
- firm or company,

the Board shall not approve that application if within ten (10) years prior to the date of application the applicant has been convicted for an offence for cruelty to an animal in any jurisdiction.

(b) For the purposes of this Rule, a conviction shall not include and the Board must not take into account any conviction which has:

- been discharged; or
- been otherwise relieved of the effect by law, whether by the making of a spent conviction order or otherwise.

1.7 Withdrawal from membership

A Member may withdraw from membership (Reg 1.2)

6.8 Expulsion of Members

(a) A Member of any class of membership may be expelled from membership for a period of up to five (5) years if:

- the conduct of the Member,
- in the opinion of the Board,
- on the balance of probabilities,
- is or has been prejudicial to the interests of the Society.

The Board may resolve at a duly convened meeting of the Board, with more than 50% of the entire Board voting in favour, to agree to the expulsion of the Member.

(b) Prior to the meeting at which the Board is to consider whether the Member’s conduct is or has been prejudicial to the interests of the Society, reasonable notice in writing shall be given to the Member of the intention to consider the Member’s conduct.

(c) The Board shall meet at least fourteen (14) days after the issue of the notice described in Rule 6.8(b).

(d) The Member shall be afforded the opportunity to submit to the Board an explanation, either personally or in writing.

(e) A Member who is convicted of an offence for cruelty to an animal in any jurisdiction shall be automatically expelled as a Member by notification from the Board.

For the purposes of this Rule, a conviction shall not include and the Board must not take into account any conviction which has:

- been discharged; or
- been otherwise relieved of the effect by law, whether by the making of a spent conviction order or otherwise.

(f) Expelled Members shall not be entitled to any refund of membership fees.

6.9 Unfinancial Members

(a) Any Member whose subscription is not paid within two (2) months of the due date shall be deemed “Unfinancial” and will not be entitled to:

- vote; or
- any of the rights and privileges of membership.

(b) A person who is in default under this Rule may, if the Board thinks fit, and upon payment of all arrears, have his rights and privileges reinstated during the then current financial year.

6.10 Protection of Members of the Society

The Board shall take all reasonable steps to protect the privacy of Members of the Society including Honorary Ordinary Members, and the Society in general.

Subject to exceptions required by law, no member of the public shall have any right of access to:

- the record of investigations or prosecutions of the Society; or
- books, records, documents, photographs, agendas or minutes of meetings,

unless the Board in its absolute discretion resolves otherwise in respect of particular matters.

6.11 Protection of the Society’s Records and Documents

Upon application in writing to the CEO, the records and documents of the Society may be made available for perusal

by a Member, except those records and documents specifically excluded in the Regulations. (Reg 1.5)

7. MEMBERSHIP SUBSCRIPTIONS

7.1 Board to Determine Subscriptions

(a) Subscription fees or levies, which are referred to as subscriptions, for all classes of membership shall be determined by the Board from time to time.

(b) Subscriptions may be different for sub-categories in each class, and different subscriptions may apply for persons who hold a Government issued card for aged pension purposes or a Government issued Seniors Card.

7.2 Due Date for Subscriptions

(a) All subscriptions from persons applying for membership shall be due and payable on or prior to the date the application for membership is approved.

(b) Where a person is admitted to annual or multi year membership following the coming into effect of this Rule, the subscription for the first year shall be based on a monthly pro rata system from the date the membership is approved until July 1st next.

(c) The due date for renewal of subscriptions shall be July 1st.

8. GENERAL MEMBERSHIP RULES

1.1 Voting Rights of Members

No person shall have the right to vote at any meeting of the Society, unless he can produce proof of identity which confirms he is a named Member listed on the membership Register.

8.2 Notices to Members

(a) Notices served for disciplinary reasons shall be deemed served by:

- registered post;
- serving in person; or
- leaving the notice at the last known place of residence.

(b) For other matters, all notices or demands shall be deemed served when:

- posted to a Member in a pre-paid letter; or
- emailed to the Member with a request read receipt.

(c) A certificate by the CEO stating that a letter so addressed was posted on a certain date shall be conclusive evidence of that fact.

8.3 Petitions

Petitions, or official representations if directed to Parliament or Government Ministers, shall only be made by authority of the Board.

9. CHIEF EXECUTIVE OFFICER (CEO)

9.1 Appointment of CEO (Reg 10.1(f))

There shall be a CEO who shall be appointed by the Board and employed by the Society.

1.2 CEO to Report to Board

The CEO shall report to the Board through the President who shall be authorised to approve all appropriate travel and expenses incurred by the CEO.

9.3 Duties of the CEO

- (a) It shall be the duty of the CEO to manage the affairs of the Society in accordance with the Rules, Regulations and policies of the Board.
- (b) The CEO shall, unless the Board resolves otherwise from time to time, be entitled to attend all meetings of the Board, but shall not be entitled to vote.
- (c) The CEO shall negotiate all employment agreements covering staff remuneration and conditions of employment. The agreement less salary details shall be subject to ratification by the Board.
- (d) The CEO shall cause a record to be made and kept of accurate minutes of:
 - the proceedings of all meetings;
 - all meetings of the Board; and
 - meetings of Committees of the Board.
- (e) The CEO shall receive on behalf of the Society all:
 - subscriptions;
 - donations; and
 - other monies, property or other assets inclusive of legacies and grants to the Society,
 and his receipt shall be a sufficient discharge. All sums received by the CEO are to be immediately paid into the Society's appropriate bank account.
- (f) The CEO shall ensure that correct accounts and books are kept showing the financial affairs of the Society, and the CEO shall submit the accounts and books to the Board as the Board directs. (Rule 14.7) (Reg. 14.2)

9.4 CEO to Control Staff

The CEO has authority to lawfully employ, suspend or terminate the employment of any officer on behalf of the Society. The CEO may also appoint or terminate the engagement of any Contract Person. (Reg. 2)

10. THE BOARD

10.1 Governing Body

The governing body of the Society shall be the Board.

1.2 Composition of the Board

The Board shall consist of a maximum of thirteen (13) persons consisting of:

- eight (8) elected Board members;
- the Immediate Past President where the provisions of Rule 14.6 apply; and
- four (4) other persons who may be appointed in accordance with Rule 12.

1.3 Code of Conduct (Reg 15)

All Board members must act in accordance with the Code of Conduct for Board members. (Rule 24)

10.4 Powers of the Board

- (a) The Board may exercise all powers and functions as may be exercised by the Society, other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members of the Society.
- (b) Subject to the Act and these Rules, the Board may perform all acts and things as appear to the Board to be necessary for, or

conducive to, the proper governance of the Society.

- (c) The Board may make, vary and repeal Regulations for the governance of the Society provided that they are not inconsistent with the Rules. Where conflict exists between Rules and Regulations, the Rules shall prevail.
- (d) Prior notice of the intention to consider the relevant Regulations has been given to Board members at a previous meeting of the Board.
 - Adoption or amendment of the Regulations requires a vote of more than 50% of the entire Board in favour plus one.
 - Other conditions applicable to the Regulations are as set out in the Regulations. (Reg 3)
- (e) The Board may make, vary and repeal policies provided they are not inconsistent with the Purposes, Rules and Regulations.
- (f) The Board shall decide upon the interpretation of all Rules, Regulations and/or any matter in dispute, and the decision of the Board shall be final.
- (g) The Board may appoint Patrons, Vice-Patrons and Ambassadors for the Society as it sees fit, who are likely to advance the Purposes of the Society.
- (h) The Board shall have power, in its absolute discretion to:
 - invest the funds of the Society;
 - vary the investments of the Society; and
 - realise those investments as it may determine.
- (i) The Board shall have power to protect all assets, staff and Board members of the Society against loss. The Board may insure against any risks that the Board determines it would be appropriate to insure against.

10.5 Delegation of Powers

The Board may delegate to any or all of the:

- Office Bearers;
- Board members;
- Committees; and
- CEO,

any authority, power or function as the Board sees fit from time to time.

The Board may rescind any of those authorities, powers or functions as the Board sees fit from time to time.

10.6 Committees of the Board (Reg. 4)

- (a) The Board shall have power to appoint any Committees as may be found necessary or convenient. Committees shall be composed of Board members and any other person or persons as the Board may determine. The President and Vice President shall be ex-officio members of all Committees.
- (b) The Board may appoint a chairman of each Committee, or may direct that the Committee shall appoint its own chairman.

10.7 Casual Vacancies (Reg. 6)

If for any reason a casual vacancy occurs in the Board, the Board shall have power to:

- appoint any eligible person, as defined in Rule 11.2(a), to the Board to fill the casual vacancy for the period remaining to the next election of Board members; or
- may leave the office vacant until the next election.

10.8 Public Statements

No Board member, Officer or Contract Person shall be a spokesperson for the Society unless the person is authorised to do so by:

- the Board; or
 - a person to whom this power has been delegated by the Board,
- and the authority is recorded in the minutes of a meeting of the Board.

10.9 Discipline of Board Members (Reg. 5)

- (a) The Board may by more than 50% of the entire Board voting for the motion, remove a Board member before the expiration of his period of office or impose a lesser penalty if, in the opinion of the Board, such person has:
 - breached the Rules or Regulations of the Society;
 - failed to adhere to the Codes of Conduct for Members or Board members;
 - by his actions come into conflict with the policies of the Society;
 - publicly promoted, either orally or in writing, policies that are in conflict with those of the Society;
 - failed to keep confidential the business of the Society; or
 - in any way brought the Society into disrepute.
- (b) A person who is removed from the Board under Rule 10.9(a) shall also be disqualified from membership of the Society for a minimum period of five (5) years.
- (c) The Board may by ordinary resolution appoint another Member to replace a removed Board member in accordance with Rule 10.7.
- (d) Any Board member who for any reason ceases to be a Member of the Society or who is expelled from membership of the Society shall forfeit his seat on the Board.

11. ELECTED BOARD MEMBERS

(Schedule 1 of Regulations, Part 1)

11.1 Election to be by Postal Ballot

All Board elections shall be conducted by postal vote using the optional preferential system and shall be of no effect until the results are declared at the AGM.

11.2 Eligibility for Election to the Board

- (a) A Member seeking election to the Board must:
 - be a financial Member of the Society of a class eligible to vote;
 - receive a briefing in accordance with section 5.1 of Schedule 1 of the Regulations;
 - be familiar with the Code of Conduct for Board members; and
 - be familiar with the functions, powers and ethics of the Board and the Society. (Rule 10.3)
- (b) A Member shall be eligible for election to the Board, if, at the date of nomination for election, he has been a financial Member of the Society of a class eligible to vote, for at least one (1) year preceding the date of nomination.
- (c) A Member who has been an officer of the Society or a contractor employed by the Society shall only be eligible for

election to the Board one (1) full year after the cessation of his employment or contracted term by the Society.

(d) The Board may nominate, endorse or recommend Board candidates to Members as it sees fit.

11.3 Term of Office

Subject to Rule 11.4(a), the term of office for each elected Board member shall be a period of four (4) years, ending at the conclusion of the AGM at the end of the fourth year.

11.4 Eligibility for Re-election

- (a) The elections shall be conducted so that the two (2) longest serving elected Board members must retire each year, and two (2) Board members must be elected each year.
- (b) Elected Board members who retire at the conclusion of their term of office or in accordance with clause 11.4(a) shall be eligible for re-election provided the Board member has not been disqualified by reason of Rule 15.3(b).

12. APPOINTED BOARD MEMBERS

12.1 Appointed Members

The Board may appoint four (4) further persons to the Board who, by reason of special qualifications, are likely to advance the Purposes of the Society. Those persons shall be limited to:

- (a) A veterinarian registered in Western Australia;
- (b) A qualified accountant registered with a relevant professional accounting body who shall be the Honorary Treasurer;
- (c) The Commissioner of Police, or his nominee; and
- (d) The Director General of the Western Australian Government Department responsible for administering the *Animal Welfare Act 2002* or his nominee.

12.2 Conditions of Appointment and Voting Rights

A person appointed under Rule 12 shall:

- hold office until he resigns or the Board revokes such appointment;
- be eligible for re-appointment;
- be deemed to be a financial Member of the Society while holding office; and
- have the same voting rights as any other voting Member and any other Board member, but shall have no vote:
 - on the Board in respect of the appointment of persons under Rule 12.1; and
 - no vote in the election of Office Bearers under Rule 13.1.

13. RETURNING OFFICER

13.1 Appointment of Returning Officer

(a) The Board shall, at least two (2) months before the date of the AGM, appoint a Returning Officer, who may or may not be the CEO.

(b) The Board by resolution may, at its discretion, allow the Returning Officer to appoint an assistant Returning Officer. In the absence of a CEO, the Board may appoint a Returning Officer.

13.2 Duties of the Returning Officer

The Returning Officer shall conduct the election using the

optional preferential system according to the procedures set out in Parts 1 and 2 of Schedule 1 of the Regulations.

14. OFFICE BEARERS

14.1 The Office Bearers

- (a) The Office Bearers of the Society shall comprise the President, Vice President, Honorary Treasurer, and subject to Rule 14.6, the Immediate Past President.
- (b) Each Office Bearer shall hold office in accordance with 14.2 and subject to Rule 14.6 shall be eligible for re-election as an Office Bearer provided he is an eligible Board member under Rules 11 or 12.
- (c) Each Office Bearer shall hold office in only one (1) Office Bearer position at any time.
- (d) A person appointed under Rule 12.1(a), 12.1(c) or 12.1(d) shall not be eligible for election as an Office Bearer.

14.2 Term of Office

- (a) Office Bearers, apart from the Honorary Treasurer, shall be elected by the Board at its first meeting after the AGM.
- (b) Office Bearers shall be elected for a term not exceeding one (1) year expiring at the conclusion of the AGM following the election of the Office Bearer.

14.3 Election of Office Bearers

(Schedule 1 of the Regulations, Part 3)

Subject to Rule 12.2, Office Bearers shall be elected by the Board from amongst its members using the optional preferential system of voting by secret ballot.

14.4 Casual Vacancies

(Reg 6)

If for any reason a casual vacancy occurs in respect of an Office Bearer, the Board may in its discretion elect a new Office Bearer in accordance with Rule 14.3 for the unexpired period of office, or may leave the office vacant until the next election of Office Bearers.

14.5 Removal from Office

The Board may, by more than 50% of the members of the entire Board voting in favour, remove an Office Bearer from office before the expiration of his period of office. The member shall remain a Board member, provided he has not been disqualified or removed under any other Rule.

14.6 Immediate Past President

- (a) The retiring President, if he is a Board member, shall hold office as Immediate Past President and shall be an Office Bearer for one (1) year following his retirement as President.
- (b) The retiring President, if he is not a Board member, shall:
 - hold the ex-officio office of Immediate Past President;
 - be an ex-officio Board member for one (1) year following his retirement as President; and
 - be entitled to vote.

14.7 Honorary Treasurer

(Reg 7)

- (a) The Honorary Treasurer shall monitor the financial affairs of the Society and report to the Board at regular intervals about the financial health of the Society, and ensure the financial management of the Society is conducted in line with good practice, and in accordance with the Rules, Regulations and

legal requirements.

- (b) The Honorary Treasurer shall work in collaboration with the CEO, but shall be independent of him in his reporting and reporting to the Board. The Honorary Treasurer, as an ex-officio member of the Audit Committee, shall also work in collaboration with the Audit Committee.
- (c) The Board shall, in the exercise of its discretion, each year have the power to pay, vary or terminate the payment of an honorarium to the Honorary Treasurer.

15. MEETINGS OF THE BOARD

15.1 Meetings and Times of Meetings

- (a) The Board may meet at the times and places it decides, but shall meet at least once in every two (2) months.
- (b) A meeting of the Board may also be called at any time by the CEO if requested to do so by the President, or upon the petition of any three (3) elected Board members.

15.2 Notice of Meetings

- (a) Subject to Rule 15.2(b), at least five (5) clear days notice shall be given by the CEO to Board members of each meeting of the Board.
- (b) For meetings to be conducted by electronic means, the notice required shall be at least forty eight (48) hours.
- (c) Failure of any Board member to receive notice will not invalidate any of the proceedings of the meeting.

15.3 Attendance of Board Members

- (a) Every Board member is entitled to attend all meetings of the Board either:
 - personally,
 - by electronic medium; or
 - in writing,
 but attendance by proxy is not permitted. (Reg 8, 9)
- (b) Any Board member who is absent without leave of the Board, or by apology to the Board, for three (3) consecutive meetings shall forfeit his seat on the Board and shall not be eligible to nominate for election to the Board for a period of one (1) year.

15.4 Quorum for Meetings

(Reg. 8)

The quorum for conduct of Board meetings shall be 7.

15.5 Chairman of the Board

The chairman of Board meetings shall be the President, or in the absence of the President, the Vice President. In the event that neither the President nor the Vice President is able to take the chair, the Board members may elect a chairman for that meeting from among the Board members present.

15.6 Decisions of the Board

(Reg 9)

- (a) Unless otherwise required by these Rules, all decisions made by the Board shall be determined by ordinary resolution of Board members.
- (b) All acts done or resolutions passed by any meeting of the Board or a Committee (whether before or after the passing of these Rules) shall, notwithstanding that it is afterwards discovered that:
 - there was some defect in the Rules;
 - there was some defect in the appointment of any

Board or Committee;

- any of the Board members were disqualified;
 - the act was done invalidly; or
 - the resolution was passed invalidly,
- be as valid as if:

- such Rule or appointment was not defective;
- the Board members were regular and qualified; or
- the act done or resolution passed was valid.

15.7 Voting in Board Meetings

Each Board member shall have one (1) vote. In the event of an equality of votes, the chairman of the meeting shall have a casting vote to be exercised at the discretion of the chairman.

15.8 Conflict of Interest

Board members must make a declaration to the Board of any direct or indirect Conflict of Interest. Unless the Board resolves otherwise, any Board member declaring a Conflict of Interest must not participate in the debate and must refrain from voting upon any associated motion.

15.9 Attendance of non-Board Members

Officers or members of the general public may attend a meeting of the Board or Committees by invitation of the Board, but have no power to vote.

16 FINANCIAL AND GENERAL MANAGEMENT (Reg. 10)

16.1 Board to Govern Society

(Reg 10.2)

- (a) The Board must ensure that proper accounts are kept of the:
 - receipts;
 - payments; and
 - records,
 of the Society as may be necessary to properly show the financial position of the Society.
- (b) The Board shall have the power to open and close accounts with banks and other financial institutions authorised by the Board in the name of the Society anywhere in Western Australia and elsewhere.
- (c) The Board shall ensure that all income of the Society is applied solely towards the promotion of the Purposes and subject to these Rules no portion shall be:
 - paid or transferred,
 - directly or indirectly,
 - by way of dividend, bonus or profit,
 to any Member of the Society or Board member other than as provided by Rule 14.7(b).
- (d) Nothing in these Rules shall prevent the payment in good faith of remuneration to any officer of the Society or Contract Person, or to any person other than a Member in return for services rendered to the Society.

16.2 Financial Year

- (a) The financial year of the Society shall, subject to Rule 16.2(b), commence on 1st July and terminate on 30th June of the following year.
- (b) The Board may, by Special Resolution at a General Meeting,

change the dates of the financial year of the Society.

16.3 Correspondence

All correspondence issued by, for or on behalf of the Society shall be signed by the President or the CEO or their nominees. The CEO shall present to the Board all correspondence which the Board may request or direct from time to time.

16.4 Common Seal and Execution of Documents

- (a) The Society shall provide a common seal with the name of the Society inscribed upon it, and the common seal shall be kept in the custody of the CEO.
- (b) Where there is a legal requirement to do so, the common seal may be affixed to documents in the presence of either:
 - the CEO and another Board member authorised by the Board; or
 - two (2) Board members authorised by the Board.
- (c) The CEO shall maintain a register of all documents to which the common seal has been affixed. The use of the seal will, if it has not been authorised in advance of the execution, be ratified at the next subsequent meeting of the Board.
- (d) All formal documents which are not required by legal necessity to be executed under seal, and which the Society is lawfully capable of entering into, shall be legally binding on the Society if signed by either:
 - the CEO and another Board member authorised by the Board; or
 - two (2) Board members authorised by the Board.

17 AUDITOR

17.1 Appointment of Auditor

(Reg. 11)

The Board shall appoint by resolution a person or organisation as auditor for the Society for a term not exceeding three (3) years and shall announce the name of the auditor in the next issue of the Members' newsletter.

17.2 Duties of the Auditor

(Reg. 12)

- (a) At the conclusion of each financial year of the Society, the auditor shall:
 - examine the accounts of the Society;
 - certify as to the correctness of those accounts; and
 - report his findings relating to those accounts to the Board.

(b) The Board may instruct the auditor to conduct interim audits as it sees fit, and to conduct any additional financial investigations the Board may require.

(c) The annual report from the auditor shall be presented to the AGM each year and published in the Society's annual report to Members.

17.3 Right of Access of Auditor

(Reg. 13)

- (a) The auditor has a right of access to the accounts, books, records, vouchers, deeds, securities and other documents of the Society.
- (b) The Honorary Treasurer of the Society will ensure delivery to the auditor of all accounts, books and records of the Society as the auditor may require in order to perform his duties.

17.4 Remuneration of the Auditor

(Reg. 11.2)

The auditor shall, unless he agrees otherwise, be entitled to remuneration for his services, and prior to the appointment of

the auditor the Board shall reach agreement with the auditor in respect of the remuneration to be paid.

18. GENERAL MEETINGS OF MEMBERS (Reg. 14)

18.1 Notice of Meetings

- (a) Every General Meeting shall be advertised by the Society in a major newspaper circulating in Western Australia at least fourteen (14) days prior to the date on which the meeting is to be held. The notice must state the time, place, and the general purpose of the meeting.
- (b) A copy of the advertisement referred to in Rule 18.1(a) must be posted on the notice board at the Society’s office at least fourteen days (14) prior to the date on which the General Meeting is to be held.
- (c) All General Meetings be conducted in accordance with the Standing Orders. (Schedule 3 of the Regulations)
- (d) No business will be transacted at any General Meeting unless a quorum is present. For all purposes, the quorum shall be:
 - the Members entitled to vote as authorised by these Rules,
 - present in person or present by valid proxy; and
 - at least twenty (20) Members, at least ten (10) of which shall be present in person and entitled to vote, except as specified in Regulation 14.1(c)(2).

18.2 Annual General Meetings

- (a) The Board shall, subject to Rule 18.2. (b) determine the:
 - time;
 - date; and
 - location in Western Australia, of the AGM.
- (b) An AGM must be called not later than four (4) calendar months after 30 June in each and every year.

18.3 Board to Report

- The Board shall furnish to the AGM
- a report on the activities of the Society during the preceding year and,
 - an audited financial statement.

18.4 Extraordinary General Meetings

- (a) An Extraordinary General Meeting of the Society shall be called in accordance with Rule 18.1 by the CEO if:
 - the Board by 50% of the members of the entire Board voting in favour resolve that an Extraordinary General Meeting shall be held; or
 - a written request is received by the Board from at least ten (10) percent of the Members of the Society entitled to vote at an Extraordinary General Meeting stating the lawful purpose for which they desire the meeting to be called.
- (b) The notice calling the meeting shall specify:
 - the particular matter or matters to be discussed at the meeting; and
 - that no business other than that specified shall be conducted.
- (c) It is sufficient if the matters to be discussed at the Extraordinary

General Meeting are referred to generally in the advertisement giving notice of the meeting. The advertisement shall state that the full text of the matters are available for perusal by Members at:

- the registered office of the Society; and
- at any other place as the Board may deem necessary or appropriate.

19 AUXILIARIES, BRANCHES AND EXTENSIONS

19.1 Establishment, Management and Closure

(Schedule 2 of the Regulations)

The Board may from time to time:

- of its own initiative or at the request of Members or other persons,
- establish, oversee, manage or close,
- auxiliaries, branches or other extensions of the Society,
- in any part of the State of Western Australia, as set out in the Regulations.

19.2 Other Extensions of the Society

Other extensions of the Society may be formed, conducted, operated and be closed in accordance with the provisions determined by the Board from time to time. The Board may determine that the provisions of the Rules and Regulations may vary from one extension to another.

20. AFFILIATION WITH OTHER BODIES

20.1 Other Bodies

The Board may by resolution affiliate with any other body having similar Purposes, either within Australia or elsewhere, upon such terms and conditions as the Board may determine.

The Society shall not affiliate with any other body that has Purposes or promotes policies which conflict with those of the Society.

20.2 RSPCA Australia Inc.

- (a) The Society shall, unless the Board by more than 50% of the entire Board determine otherwise, be a member of RSPCA Australia Inc.
- (b) The President and CEO of the Society, or their nominees, shall represent the Society at meetings of RSPCA Australia Inc. and shall report back to the Board on the deliberations and outcomes of such meetings.
- (c) The Society shall, provided the Society is a member of RSPCA Australia Inc., adopt and adhere to policies as published from time to time, so long as any changes to policies or adoptions of new policies continue to require approval by all member bodies.

21 CHANGES TO RULES

- 21.1 These Rules will come into force and have full effect immediately following the adoption of a Special Resolution passed at a General Meeting of Members, and subsequent registration under the Act.
- 21.2 The votes to be aggregated for the purpose of the Special Resolution shall be those cast by:

- Members at the General Meeting;
- proxy at the General Meeting; and
- a postal ballot of Members,

provided however that no Member shall be entitled to more than one (1) vote on the Special Resolution.

21.3 Changes recommended or initiated by the Board

- (a) In order to amend the Rules, the Board may at any time by more than 50% of the Board voting in favour, resolve that:
 - a ballot of the Members of the Society shall be conducted; and
 - a Special Resolution be put to an AGM; or
 - a Special Resolution be put to an Extraordinary General Meeting.
- (b) The Board shall, following the adoption of a resolution in accordance with Rule 21.3(a) arrange for a ballot to be conducted, and a Special Resolution put to:
 - a duly convened General Meeting;
 - AGM; or
 - Extraordinary General Meeting.

21.4 Changes recommended or initiated by the Members

- (a) The Board shall, on receipt of a petition to alter or vary the Rules, move to conduct a ballot of the Members and put a Special Resolution to the next duly convened AGM, provided that the petition is:
 - signed by at least 10% of the Members entitled to vote; and
 - is received at least four (4) calendar months prior to the next AGM.
- (b) In the event of such a petition being received less than four (4) calendar months prior to the next AGM, the Board may in its discretion resolve that the ballot of the Members shall be conducted, and a Special Resolution put to:
 - a duly convened Extraordinary General Meeting on a date to be set by the Board; or
 - to the AGM duly convened in the following year.

22 DISSOLUTION OF THE SOCIETY

- 22.1 The Society may be dissolved at any time by a Special Resolution passed by a postal vote of all Members entitled to vote at a General Meeting.
- 22.2 If upon the dissolution or winding up of the Society there remains, after the satisfaction of all its debts and liabilities, any surplus property whatsoever, that property will not be:
 - paid to,
 - transferred to; or
 - distributed among,
 the Members of the Society.
- 22.3 Any surplus property shall be given or transferred to:
 - one or more incorporated charitable associations having purposes similar in whole or in part to the purposes of the Society; or
 - to some charitable purpose,
 as determined at the General meeting which resolved upon the winding up and dissolution of the Society.

23 STANDING ORDERS

At all meetings, business shall be conducted in accordance with the Standing Orders for the Conduct of Meetings set out in Schedule 3 of the Regulations.

24 CODE OF CONDUCT FOR BOARD MEMBERS(Reg. 15)

24.1 Agreement of Members

Upon election or appointment to the Board, every Board member agrees to be bound by and adhere to the Code of Conduct.

24.2 Principals of the Code

- (a) A Board member must act honestly, in good faith and in the best interests of the Society as a whole.
 - (b) A Board member must recognise that the primary responsibility is to the Society as a whole but should, where appropriate, have regard for the interests of other stakeholders.
 - (c) A Board member must use the powers of office for a proper purpose in the best interests of the Society as a whole.
 - (d) A Board member has a duty to use due care and diligence in fulfilling the functions of office and exercising the powers attached to that office.
 - (e) A Board member has an obligation to be independent in judgment and actions and to take all reasonable steps to promote the soundness of all decisions taken by the Board.
 - (f) A Board member must not take improper advantage of the position held as a Board member.
 - (g) A Board member must not allow personal interests to conflict with the interests of the Society.
 - (h) A Board member must not make improper use of information acquired as a Board member.
 - (i) Confidential information received by a Board member in the course of the exercise of the Board member’s duties remains the property of the Society. It is improper to disclose the confidential information, or allow it to be disclosed, unless:
 - the disclosure has been authorised by the Board or the person from whom the information is provided; or
 - is required by law.
 - (j) A Board member must distinguish between the role of governance and the role of management and act as a Board member, not a CEO, in accordance with the Regulations.
 - (k) A Board member should not engage in conduct likely to bring discredit upon the Society.
- 24.3 A Board member has an obligation at all times to comply with the spirit as well as the letter of the law and the principles of the Code of Conduct.
- 24.4 Rule 10.9 may be invoked by the Board if a Board member breaches the Code of Conduct in such a way that the Board feels compelled to impose the most appropriate disciplinary action against a Board member. The Board may impose the following penalties on Board members for a breach of the Rules and Regulations:
- issue a warning;
 - suspend a Board member for a period of up to six (6) months; or
 - expel a Board member.



for all creatures **great & small**

**The Royal Society For The Prevention Of Cruelty To Animals
Western Australia Incorporated**

RSPCA REGULATIONS

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INTERPRETATION

Any terms defined in the Rules, unless the context otherwise requires, have the same meaning when used in the Regulations.

Reg 1.	<u>MEMBERSHIP</u>	<u>Rule 6</u>
1.1	<u>Applications for membership</u>	<u>Rule 6.2</u>
(a)	Any person or group desiring to become a Member of the Society of a particular class or change class of membership shall deliver or send to the Chief Executive Officer (CEO) a completed application in the form prescribed by the Board from time to time, together with the prescribed fee.	
(b)	Any applications considered by the CEO which require discussion by the Board shall be referred to the Board. The application shall then be placed before the Board at its next meeting. The balance of applications may be approved by the CEO and submitted to the Board quarterly for ratification.	
(c)	A record shall be kept by the CEO, in the minutes of the meeting of the Board or otherwise, of the Board members present and voting on the admission of new Members.	
(d)	No person may hold membership of the Society in more than one class at any time, and no person shall be entitled to more than one (1) vote or hold more than one (1) office at any time.	
(e)	Any person or group approved to become a Member of a particular class of membership shall receive from the CEO notification of their admission as a Member and shall thereupon become entitled to exercise all right and privileges and be subject to the obligations of membership of their particular class and be bound by the Rules of the Society.	
1.2	<u>Withdrawal from Membership</u>	<u>Rule 6.7</u>
	Any Member may withdraw or retire from the Society by giving notice in writing to the CEO which shall have immediate effect.	
1.3	<u>Classes of Membership</u>	<u>Rule 6.3</u>
	Persons may hold the following classes of membership:	
	<ul style="list-style-type: none"> • <u>Honorary Life Members</u> Any person or group other than an officer or Contract Person, nominated by a Board member in recognition of distinguished services rendered or assistance of any kind, including financial assistance, given by the nominee to the Society shall, if the Board considers the service or assistance to be appropriate and of sufficient merit, be awarded an Honorary Life Membership of the Society. An Honorary Life Member shall during the continuance of his life be entitled to the same rights and privileges and be subject to the same rules and obligations as those of an Ordinary Member but shall be exempt from payment of any portion of the annual subscription. 	
	<ul style="list-style-type: none"> • <u>Life Members</u> Any person aged eighteen (18) years or more having paid the prescribed fee shall not be required to pay any further subscriptions. 	
	<ul style="list-style-type: none"> • <u>Ordinary Members</u> Any person aged eighteen (18) years or more. 	
	<ul style="list-style-type: none"> • <u>Group Members</u> Any association, body of persons, firm or company deemed 	

by the Board in its absolute discretion to be eligible to be a Group Member. A Group Member shall be entitled to one (1) representative who shall have one (1) vote only at any meeting of the Society and shall inform the CEO of the name of the representative.

A Group Member may not as a Group Member be elected to the Board or hold office in the Society, and the representative of the Group Member, not being a Member in his own right, may not be elected to the Board or hold office in the Society.

Without limiting the scope of persons forming a group to be eligible to be a Group Member, a family consisting of one (1) adult or two (2) adults and all their children and wards under age eighteen (18) years, all living at the same address, shall be eligible to apply to become a Group Member.

- **Junior Members**

Any person under the age of eighteen (18) years whose signature is witnessed by his parent or guardian on his behalf may apply for junior membership.

A Junior Member shall not be entitled to vote or hold office.

A person who qualifies as a Junior Member at the date of admission by the CEO as a Junior Member, or a Member who qualifies as a Junior Member at the date upon which his periodic renewal subscription is due, shall upon payment of the subscription then due continue as a Junior Member until the expiry of the year of membership for which his subscription as a Junior Member is then paid.

A Junior member who attains age eighteen (18) years and who wishes to become an Ordinary Member or a Member of any other class may apply in the usual manner.

- **Honorary Ordinary Members**

Any person being an Officer of the Society, or a Contract Person:

- shall be granted Honorary Ordinary Membership during the term of his employment as an officer, or the period of engagement as a Contract Person;
- shall be exempt from payment of any portion of the annual subscription; and
- shall not be entitled to vote or hold office.

A person, upon becoming an Honorary Ordinary Member, shall have any other class of membership suspended until the cessation of his employment as an officer, or the termination of his period of engagement as a Contract Person.

- **Associate Members**

The Board may from time to time determine that there may be other classes of membership offered by the Board in its absolute discretion, such classes to be called “Associate Members” with or without the payment of a subscription. Associate Members shall not be entitled to vote or hold office. Associate Members shall hold membership for a period of one (1) year, which may be extended or renewed by resolution of the Board.

1.4 **Change of Class of Membership** **Rule 6.4**

Where a Member changes from one class of membership to another, and the subscription due and payable under the new class of membership is paid within two (2) months of the due date for renewal under the old class of membership, membership

shall be deemed to have been continuous.

1.5 Protection of the Society's Records and Documents

Rule 6.11

- (a) A Member wishing to sight records or documents of the Society shall prepare a written application to the CEO. The written application must specify the documents to be seen and the matters to which the documents relate.
- (b) Certain documents, including, but not limited to:
 - those containing personal details of another Member, sponsor, donor, benefactor or staff, other than what is already included in the membership register;
 - those which are of a commercially sensitive nature;
 - those which have a relationship to or bearing on previous inspectorial actions or inspectorial actions in progress; or
 - those which have a relationship to or bearing on actions which could reasonably be expected to lead to future legal processes,
 will not be released to any Member.
- (c) The CEO shall decide the extent to which the application can be approved, and the material that can be released.
- (d) The CEO's decision shall be final except that where a Member believes the CEO has acted to withhold material without just cause, the Member can appeal to the Board to have the decision reviewed.

Reg 2 CEO TO CONTROL STAFF Rule 9.4

- 2.1 The Society shall not employ any person or engage any Contract Person who for any reason is, or would be, ineligible for admission as a Member of the Society.
- 2.2 The Society shall not employ or may terminate the employment of an officer and shall not engage or may terminate the engagement of a Contract Person if in the opinion of the Board or on the advice of the CEO such officer or Contract Person has by his actions brought him into conflict with the policies of the Society, or has publicly promoted, either orally or in writing, policies that are in conflict with those of the Society, or has in any way brought the Society into disrepute.
- 2.3 All officers and Contract Persons shall report to the CEO, or his nominee.
- 2.4 If for any reason there is no CEO or if at any time the CEO is absent from duty, all officers and Contract Persons shall report to a nominee of the CEO or in his absence a nominee of the Board.

Reg 3. REGULATIONS Rule 10.4

- (a) Regulations must not be inconsistent with the Rules and are only intended to provide further direction or information on matters already contained in the Rules.
- (b) A Regulation when first adopted must be published in the Society's newsletter in the first edition after its adoption.
- (c) A complete record of all Regulations must be available to Members upon request and progressively updated.

Reg 4. COMMITTEES OF THE BOARD Rule 10.6

4.1 The chairman and members of each Committee, with a brief summary of each Committee's function, shall be published in the Board Members' Governance Manual and updated at least once in each calendar year.

4.2 The Board may direct Committees to report their proceedings to the Board as the Board may require, and unless the Board directs that meetings shall be held at particular times and places, Committees may meet at the times and places of their own choosing.

4.3 Any Board member who in carrying out his proper duties on behalf of the Board or the Society shall, upon application, be entitled to reimbursement of expenses necessarily incurred. The reimbursement should first be approved by one (1) Office Bearer and the CEO or two (2) Office Bearers.

Reg 5. TERMINATION OF BOARD MEMBERSHIP

Rule 10.9

- 5.1 In addition to a Board member being expelled under Rule 10.9, a Board member shall also cease to be a Board member if he:
 - ceases to be a financial Member of the Society or resigns from the Board by giving notice in writing to the Board;
 - becomes an officer of the Society or a Contract Person;
 - becomes bankrupt or enters into an arrangement with his creditors;
 - suffers from any legal incapacity to hold office;
 - is directly or indirectly involved in any contract or proposed contract for profit with the Society, provided however that a member should not vacate his office if the member has declared the nature of his interest and has not breached the provisions of Rule 15.9; or
 - is convicted of an offence for cruelty to an animal while holding office.
- 5.2 For the purposes of this Regulation, a conviction shall not include and the Board must not take into account any conviction which has:
 - been discharged; or
 - been otherwise relieved of the effect by law, whether by the making of a spent conviction order or otherwise.

Reg 6. CASUAL VACANCIES Rule 10.7,14.4

- 6.1 An eligible person is one who in all respects fulfills the requirements for election as a Board member, or meets the requirements of appointment under Rule 12.
- 6.2 The appointment of a person to fill an elected Board member vacancy can only be for a period ending not later than the next annual election for Board members.
- 6.3 Each casual vacancy shall be filled, one at a time, in the following order:
 - the first vacancy to be filled shall be the position with the longest unexpired period of its original four (4) year term of office remaining;
 - the next vacancy to be filled shall be the position with the next longest unexpired period remaining; and

- the remaining vacancies shall be filled by continuing in that order until all positions have been filled, or there are no more candidates.

6.4 In the event that there is more than one (1) candidate to fill a casual vacancy and upon the distribution and counting of all votes for the vacant position the count results in an equal number of votes recorded for each candidate and no candidate therefore has more than half of all the votes, then:

- the CEO or his representative shall count the votes a second time.
- If upon the completion of the second count there is still an equal number of votes recorded for each of the candidates, then:
- the CEO or his representative shall conduct a draw from a ballot box in which the CEO shall place the names of the candidates. The candidate whose name is drawn first from the ballot shall be declared the elected candidate.

Reg 7. HONORARY TREASURER Rule 14.7

- 1.1 The Honorary Treasurer shall interpret the financial position of the society to the Board and assist it in understanding the financial statements;
- 1.2 To inform the Board if cash flow projections indicate any immediate future period of financial uncertainty for the Society.
- 1.3 To inform the Board in the event of reserves determined by Board Policy is outside of the Policy limits; and
- 1.4 To ensure the Board appoints an external auditor each year, and to report to the Board any improper or inappropriate financial transactions or practices.
- 1.5 To ensure that
 - Proper accounts and records are kept, and timely reports are presented to the Board;
 - Appropriate internal financial control systems are in place, and working;
 - Expenditure is incurred in accordance with authorized budgets and approved authorisation procedures;
 - Financial reserves are invested in accordance with Board policies, good governance, and legal and regulatory requirements
 - That the assets and property of the Society are protected from loss by appropriate and adequate insurance arrangements; and
 - An audited report of the assets and liabilities is presented to the AGM in a manner consistent with good practice, and in accordance with the Rules and Regulations and legal requirements.

Reg 8 ATTENDANCE OF BOARD MEMBERS Rule 15.3(a) QUORUM FOR BOARD MEETINGS Rule 15.4

- 8.1 Board members participating actively in a Board meeting through a video-link or telephone shall be deemed in attendance to form a quorum for the duration of their participation.
- 8.2 Board members participating in a Board Meeting through other forms of electronic media shall be deemed in attendance to

form a quorum only for the matters for which the Board has received communication from the member.

8.3 Board members participating in a Board meeting through voting in writing shall be deemed in attendance to form a quorum only for the matters for which the Board has received the written vote from the Board member.

Reg 9 DECISIONS OF THE BOARD Rule 15.3(a)

- 9.1 Board members participating in a Board meeting through writing, video-link, email, telephone or any other form of electronic media approved by the Board shall be deemed in attendance for the duration of their participation for the purpose of voting.
- 9.2 Board members not in personal attendance must lodge their vote with the CEO or the chairman of the Board prior to the vote being taken on the matter to be determined by ordinary resolution, and the chairman shall prior to declaring the result announce the voting direction expressed in the written notice.
- 9.3 Rule 15.3 shall not be interpreted to mean or infer that voting in writing includes voting by proxy. Proxies shall not be permitted for the purpose of voting in a Board meeting.

Reg 10 FINANCIAL AND GENERAL MANAGEMENT Rule 16

10.1 Board to Govern Society Affairs

- (a) All payments, whether by:
 - cheque;
 - other negotiable instrument;
 - debit to an account; or
 - electronic transfer of funds,
 shall be made only by the authority of the Board.
- (b) The Board may delegate to the CEO and such Board members as it may determine the power to authorise accounts for payment, provided that the Board at the next subsequent meeting of the Board ratifies such payments.
- (c) Cheques shall be signed and other forms of payment made or authorised only by any two (2) Board members or Officers authorised by the Board, at least one of whom shall be an elected Board member.
- (d) Payments not authorised in advance shall be ratified by the Board at the next subsequent meeting of the Board.
- (e) A separate Petty Cash Account can be operated by the CEO for up to an amount as determined by the Board from time to time. Two (2) authorised officer signatures can authorise payments.
- (f) The President and Vice President shall be responsible for all aspects of the establishment and review of the CEO's remuneration. Rule 9.1

10.2. Preparation of Annual Accounts Rule 16.1

The Board shall ensure that the annual accounts of the Society are prepared in accordance with proper accounting practices appropriate for the Society and shall ensure that the annual accounts are available for presentation to the AGM. The Board shall, unless the Board determines there are circumstances that require otherwise, aggregate the financial affairs of the Society into a consolidated set of accounts, including the financial affairs of branches and auxiliaries.

Reg 11 APPOINTMENT OF AUDITOR Rule 17.1

11.1 The auditor shall:

- be a public practicing accountant;
- be a registered auditor; and
- not be a Member of the Society.

11.2 The Board shall require every prospective auditor to quote a fee for the conduct of the annual audit before choosing an auditor. (Rule 17.4)

11.3 The Board shall in choosing an auditor take into consideration the fee quoted by each prospective auditor, but shall not be bound to choose the auditor quoting the lowest fee. (Rule 17.4)

11.4 If at any time for any reason there is no auditor and no auditor has been appointed within sixty days (60) following the end of the term of office of the previous auditor, the CEO shall:

- within seven (7) days place an advertisement in a major newspaper circulating in Western Australia to invite expressions of interest within fourteen (14) days from registered auditors; and
- table the expressions of interest at the next meeting of the Board.

The Board shall appoint an auditor either from the applications received or otherwise.

11.5 The person or organisation appointed as auditor shall commence office with effect from the end of the term of officer of the previous auditor and shall hold office until the conclusion of the term of his appointment.

11.6 If a casual vacancy occurs in the office of auditor during the course of a financial year of the Society, the Board shall appoint another auditor in accordance with Rule 17.

Reg 12 REPORTING REQUIREMENTS OF AUDITOR Rule 17.2

The auditor in his report and in certifying to the accounts, shall state:

- whether he has obtained all the information required by him;
- whether in his opinion the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Society according to the information at his disposal, and the explanations given to him as shown by the books of the Society; and
- whether the Rules relating to the administration of the funds of the Society have been observed.

Reg 13 RIGHT OF ACCESS OF AUDITOR Rule 17.3

The Auditor may:

- employ persons to assist him in investigating the accounts of the Society;
- require from officers and Contract Persons such information and explanations as may be necessary for the performance of his duties;
- in relation to the accounts of the Society, interview any Board member or any officer or Contract Person; and

- provide advice and assistance to the Honorary Treasurer and Society officers and Contract Persons regarding financial matters.

Reg 14 GENERAL MEETINGS OF MEMBERS Rule 18

The meetings of the Society shall be conducted in accordance with the Standing Orders for conduct of meetings set out in Schedule 3.

14.1 All General Meetings

(a) **Chairman of Meetings**

- (1) The President, or in his absence the Vice President, shall preside at every General Meeting. In the absence of the President and Vice President, the Members shall choose some other Board member to be chairman.
- (2) Unless the chairman in his discretion determines otherwise, only Members shall be entitled to attend General Meetings including the AGM and any Extraordinary General Meeting.

(b) **Proxy**

- (1) An instrument in writing appointing a proxy shall be lodged at the registered office of the Society at least forty-eight (48) hours before the time for holding the General Meeting at which the person appointed as such proxy proposes to vote.
- (2) A proxy must be a Member and must be appointed in writing signed by the Member appointing him.
- (3) The written appointment of a proxy need not be in any special form provided it clearly states the person authorised to vote and the General Meeting at which it is to be used.
- (4) A Group Member may appoint one (1) proxy only.

(c) **Quorum** Rule 18.1(d)

- (1) If within one half of an hour after the time appointed for the holding of a General Meeting a quorum is not present, and if the General Meeting has been convened on the requisition of Members, the meeting shall be aborted.
- (2) In any other circumstances if within half an hour after the time appointed for the holding of a General Meeting a quorum is not present, the General Meeting shall stand adjourned for one (1) hour at the same place during which time the CEO shall take all reasonable steps to obtain the attendance of further Members and if at such adjourned meeting a quorum is still not present the Members present shall be the quorum.
- (3) It shall not be necessary to give notice of any such adjourned meeting.

14.2 Order of Business at Annual General Meetings

The business to be conducted at the Annual General Meeting shall be to:

- confirm the minutes of the previous Annual General Meeting;
- receive the reports of the Board and the Honorary

- receive the accounts and balance sheet, duly certified by the Society’s auditor for the preceding financial year;
- declare the results of the postal ballot of the election of Board Members; and
- decide on any lawful motion received in writing and proper notice of which shall have been given to Members in Notice of Meeting in Rule 18.1(a).

The order in which the business shall be conducted may be determined by the Board, and in the absence of a determination by the Board, by the chairman who shall announce the order of business at the commencement of the AGM.

Reg 15 CODE OF CONDUCT FOR BOARD MEMBERS Rule 24, 10.3

PURPOSE

Propriety, integrity and trust are characteristics essential in any Board. The conduct of the Board and the conduct of the Board members as individuals, reflects upon the organisation. The Society has a Board chosen to govern the Society, either by their election from the general membership of the organisation, or their selection for appointment to specified positions. This Code of Conduct is intended to provide guidance to the Board and to the individual Board members for the governance of the Society with competence, propriety, integrity and trust. The Code of Conduct provides direction and establishes reasonable benchmarks against which conduct may be measured. The Code is also intended to encourage the values of honesty, enterprise, excellence, accountability, justice, and independence. While the Code can define or describe benchmarks against which some forms of conduct can be measured, codes do not teach people how to behave. Standards of behaviour come from within the individual person. Group standards come from the culture established within the group.

INTERPRETATION OF THE CODE OF CONDUCT Rule 24.2

The following Guidelines are intended to assist Board members in complying with the core principles of the Code of Conduct. They are not meant to be exhaustive and may be varied from time to time to address issues of importance as they arise.

A DUTIES

The duty of a Board member for the proper conduct of the Society’s business and affairs is pre-eminent. In every event a Board member’s first duty must be lawful conduct and conduct in the interests of the Society as a whole. These Duties include:

A1 DUTIES TO THE SOCIETY

A1.1 Each Board member should endeavour to ensure that:

- the functions of the Board, Office Bearers and Committees of the Board have been specified clearly, are properly understood, and are competently discharged in the interests of the Society;
- the management of the Society is competent and is devoting its best endeavours to the interests of the Society; and
- the Society is financially viable, properly managed and

constantly improved so as to protect and enhance the interests of the Society.

A1.2 In evaluating the interests of the Society a Board member should take into account the interests of the Society as a whole, but where appropriate or required by law should take into account the interests of creditors and others.

A1.3 A Board member who has an interest that may unduly influence the Board member’s judgment should not confine his participation only to that interest. The Board member has a fiduciary duty to make a contribution in the interests of the Society as a whole. Where an obligation to an interest may preclude a Board member from holding an independent position on an issue the Board member should disclose the position and consider whether the Board member should absent himself or refrain from participating in the consideration of the issue. Before making a decision to be absent or refrain from participation the Board member should consider whether absenting or refraining would deprive the remaining Board members of essential background or experience. The matter should be disclosed to and resolved by the remaining Board members. [See also the Guidelines for Conflict of Interest under “Personal Benefit” in Section D.]

A2 DUTIES TO OTHERS

A2.1 The Board members and the Board must comply with the legal framework governing their operations and must be conscious of the impact of their activities both internally, and externally on the wider community. Without limiting in any way the nature of the issues with which a Board member must be concerned, particular attention should be paid to questions of:

- occupational health and safety;
- industrial relations;
- equal opportunity for employees;
- the environment;
- the impact of competition and consumer protection rules; and
- other legislative initiatives that may arise from time to time.

A2.2 Although the Board member owes a primary duty to the Society as a whole, the responsibilities imposed on the Board members and the Board under various Acts of Parliament clearly demands that the Board member must evaluate actions in a broader social context. For example, whilst there are primary obligations to the Society, there are circumstances imposed by law in which it is necessary to evaluate the interests of others, such as creditors. This is particularly so where the Society’s financial position is uncertain or where insolvency may be pending, and the Board as a whole and each Board member has clear legal obligations which must be satisfied. In cases of doubt a Board member should seek professional advice.

B DUE DILIGENCE

It is vital that a Board member ensures the Society’s practices are based on informed decisions, and that the Board member strives for the highest standards of business and ethical conduct. It is only by understanding

many of the regulatory requirements upon the organisation that a Board member becomes sufficiently informed to discharge the duties of office.

Diligence includes the following matters:

B1 KNOWLEDGE OF THE SOCIETY

B1.1 Board members must know their own organisation. They must know its Purposes and its Vision Statement, and be familiar with the Mission Statement established by the Board.

B1.2 Board members must be familiar with the work undertaken by the Society. This does not mean the detailed duties of individual officers but rather the range of activities in which the organisation participates.

B1.3 Board members must be familiar with the range of government agencies with which the Society has routine contact and interaction, and the nature of the relationship.

B1.4 The Corporate Governance Manual held by Board members provides important information about the Society and its operations and is provided as a reference guide for Board members.

B2 SYSTEMS AND REPORTING TO THE BOARD

Board members should endeavour to ensure that systems are established within the Society to provide the Board, on a regular and timely basis, with the necessary information to enable reasoned judgments to be exercised to discharge the duties of care and diligence.

B3 AUDIT RELATIONSHIPS

Board members should endeavour to ensure that the relations between the Board and the external auditors are open, unimpeded and constructive. The auditors must have direct and unimpeded access to the Board. Board members must be satisfied that the scope of the audit is adequate and that it is carried out thoroughly and with the full co-operation of all officers.

B4 EXPERT ADVICE

Board members may from time to time need expert advice (whether legal, financial, industrial, veterinary, or some other professional advice, whether it relates to fiduciary or other duties) in order to discharge their duties properly. Board members should ensure that to the extent possible any advice obtained is independent of the Society. It may be necessary for a procedure to be agreed upon for Board members or the Board in the furtherance of their duties to take independent professional advice as necessary.

B.5 RULES, REGULATIONS AND POLICIES

In the consideration of all matters the Board members and the Board shall be bound by the provisions of the Rules, Regulations, Policies and Positions adopted by the Society from time to time, and the application of all laws applicable to the conduct of the Society’s affairs and governance.

C ATTENDANCE AT MEETINGS

C1 COMMITMENT

A Board member makes a commitment to participate in the professional governance of the Society’s affairs and cannot do so without participating in the governance meetings.

C2 MEETINGS OF THE BOARD

C2.1 Attendance at all meetings of the Board is essential for a Board member to be able to exercise proper due diligence in the performance of the Board member’s duties. Board members have an obligation to be informed about the affairs of the Society and to participate in the decisions of the Board that bind the Board members. A Board member who is absent may be unable to exercise the proper diligence required for informed decision making.

C2.2 Board members who, for any reason, are unable to attend any meeting of the Board have an obligation to the chairman and their fellow Board members to tender an apology for their absence as early as possible. Apologies are recorded in the minutes. Board members who do not tender an apology are normally deemed to be absent without cause.

C2.3 Board members who, for any reason, expect to be absent from more than one (1) meeting of the Board, should apply in advance to the Board for leave of absence for the relevant meetings. Leave of absence granted by the Board is recorded in the minutes. An application for leave of absence for the defined period is essential. The Rules provide potential sanctions against a Board member absent for three (3) consecutive meetings without approved leave of absence or apologies.

C3 MEETINGS OF MEMBERS OF THE SOCIETY

Board members are expected to attend all meetings of Members of the Society, including the AGM and any Special or Extraordinary General Meeting.

C4 ATTENDANCE AT FUNCTIONS

It is important for Society Members, staff and volunteers to see Board members in attendance at functions. Board members are expected to represent the Society at official functions, and to participate in the other Society events whenever possible.

D PERSONAL BENEFIT

D1 FINANCIAL INTERESTS AND CONFLICTS OF INTEREST

D1.1 A Board member must not improperly take advantage of the position as a Board member to gain, financially or otherwise, either directly or indirectly, a personal advantage for himself or others associated with the Board member.

D1.2 The personal interests of a Board member or those associated with the Board member must not be allowed to prevail over those of the Society generally. A Board member must declare any interests which would give rise to a reasonable belief that the impartiality of the Board member would be affected in making a decision.

D1.3 A Board member should seek to avoid Conflicts of Interest wherever possible.

D1.4 In considering these issues account should be taken of the significance of the potential conflict for the Society and the possible consequences if it is not handled properly.

D2 DISCLOSURE OF FINANCIAL INTERESTS

D2.1 Subject to the provisions below regarding “Managing Conflicts of Interest” it is fundamental that a Board member who may directly or indirectly enjoy favour or benefit from a decision of the Board should not participate in the debate leading to a decision of the Board or in the decision making process itself.

D2.2 It is therefore incumbent upon every Board member to declare and disclose any direct or indirect financial interest that the Board member may have arising from the affairs of the Society, or in any matter brought before the Board.

D2.3 It is good practice for the Board to seek a written declaration of potential interests from each Board member at the commencement of each year, and for each Board member to disclose any other conflict that arises during the year in respect of any matter before the Board. The Rules provide potential sanctions against a Board member who fails to declare to the Board any contract for profit with the Society.

D3 MANAGING CONFLICTS OF INTEREST

D3.1 Where a Conflict of Interest arises the Board member must declare the interest at the start of the meeting or before the matter goes to the Board, and consider whether to refrain from participating in the debate and/or from voting on the matter. The Board may determine whether the Board member should be excluded from the debate, or whether the Board member should be absented from the meeting. In respect of very serious Conflicts of Interest, the Board may determine that future Board papers on the matter are to be withheld from the member, or in the most serious circumstances may determine whether the Board member should resign from the Board.

D3.2 Where a Board member is to be absented from the meeting, because of a Conflict of Interest, consideration should be given as to whether expertise that could be contributed by the Board member will, in the absence of the Board member, be available from others. The Board should not deny itself information or input which would enable it to make a better-informed decision.

D4 PROFESSIONAL SERVICES

A Board member who, or the business of a Member which, may provide professional services to the Society on a commercial basis must be careful to reveal that there is a potential for Conflicts of Interest, or at least potential for perceived Conflicts of Interest. The provision of professional services may or may not be sufficient to cause a Conflict of Interest. In the case where a member provides professional services to the Society on a commercial basis, the CEO will monitor the conduct of this contract with particular concern for Conflicts of Interest. In the event of any Conflict of Interest occurring in the provision of professional services, the nature of the conflict must be reported to the Board by the CEO. The discussion leading to a contract for services and the basis of reward for the services may require the Board member to refrain from participating in matters dealing with the contract and the basis for reward. The Rules provide direction in respect of a Board member who has any contract or proposed contract with the Society.

E CONFIDENTIALITY

An open and “transparent” Society is very important for public confidence to be established and retained by the Society. There must always be a balance between the proper and free availability of information and the privacy of specific information that is sensitive and has the potential to harm.

E.1 EXPOSURE OF INFORMATION

E1.1 The Rules impose an obligation for confidentiality to be maintained by Board members.

E1.2 Board members must respect the confidence of many Society matters of which they become aware. Breaches of confidence in respect of sensitive issues may have detrimental impacts upon the Society, its Officers, or the proper conduct of its affairs. Examples of detriment to the Society may include:

- **Commercial Contracts** - Possible loss of competitive advantage, or an action for breach of contract;
- **Investigations** - Possible prejudice to negotiations for improved animal conditions, particularly in animal industries, or the revelation of prospective legal action to the detriment of evidence collection;
- **Prosecutions** – Possible prejudice to the lawful position, or an impediment to the introduction of evidence; and
- **Staffing Issues** - Possible compromise to negotiations for employment agreements, union discussions, salaries, promotions, restructuring, training, disciplinary actions and terminations.

E1.3 The unauthorised release of confidential information by a Board member in whole or in part, either directly or indirectly, may result in serious and damaging outcomes for the Society, and may be deemed by the Board to be a serious breach of the Code of Conduct.

E2 USE OF INFORMATION

E2.1 A Board member must not make improper use of information acquired by virtue of the Board member’s position. This prohibition applies irrespective of whether the Board member would gain directly or indirectly a personal advantage to himself or to others associated with the Board member.

E2.2 Matters such as trade secrets, processes, methods, advertising and promotional programs, sales and statistics affecting financial results are particularly sensitive and must not be disclosed.

E2.3 A Board member with interests in an outside party or organisation must recognise the particular sensitivity of the position and should be especially careful not to disclose to those parties or organisations matters that are confidential, unless the prior agreement of the Board has been obtained.

F ONE VOICE

F1 REPRESENTATION AND PUBLIC STATEMENTS

F1.1 The Rules provide for the appointment of spokespersons for the Society. Thus the Board has resolved that the President or any other person delegated by the Board or the President shall be the media spokesperson for the Society. Other Board members

- must not represent the Society to the media.
- F1.2 In practice the President will deal with policy matters, and operational matters will be delegated to the CEO, and through the CEO to appropriate officers authorised by the CEO.
- F1.3 Unauthorised representations to the media by a Board member are regarded as a serious breach of this Code of Conduct.

G THE BOARD RELATIONSHIP WITH THE EXECUTIVE

The separation of powers and responsibilities is vital to good management. The Board has its role, and the CEO has his or her role, and neither should cross the lines of responsibility. It is a fundamental principle that the functions of the Board and the functions of the CEO and staff are different.

G1 SOCIETY GOVERNMENT

G1.1 The Board has a duty to establish direction for the Society and to determine the outcomes or ends it requires. The CEO has a duty to drive the organisation in the direction determined by the Board and to manage the Society’s affairs and business to achieve the agreed outcomes or ends.

G1.2 All policy decisions and determinations of the Board should be recorded in writing. The recorded policies and agreed outcomes then provide benchmarks against which the CEO is required to perform, and against which the CEO is measured by the Board. The Rules provide for the conduct of the Society in this manner.

G1.3 The CEO is accountable to the Board as a whole and not to any Committee or to any individual Board member. The provisions of the Rules directing the CEO to report to the Board through the President does not imply any special relationship with the President but it intended to ensure the orderly transfer of information between the Board and the CEO.

G1.4 There can be only one “boss”. While the CEO is responsible to the Board, his daily reporting and accountability is to the President and he must take instructions from the President on behalf of the Board. That does not preclude contact at any time by any Board member. There are matters that may require an interaction between Board members and the CEO, but his direction must come from the President.

G2 SOCIETY MANAGEMENT

G2.1 The Board shall not involve itself with the staff or management operations for which the CEO is responsible. Accountability for management of the Society’s affairs, within the provisions of the Rules, policies of the Board and any executive restraints or limitations imposed by the Board, rests wholly with the CEO.

G2.2 All relationships between the Board with the staff are to be strictly observed through the CEO. The CEO is the conduit through which all directions are transmitted both to and from the Board.

G2.3 There can only be one “boss”. In relation to employees, the CEO is their reporting officer and no employee should be permitted to interact in respect of their work with any Board members.

No Board member should approach employees directly with regard to any operational or management issues.

G2.4 Apart from the important separation of duties that must not only exist but must be seen to exist, there are always potential industrial issues at risk. All members of the staff are engaged under employment contracts or awards and the responsibility for the employer-employee relationship is managed by the CEO, not by any Board member.

G3 OPERATIONAL MANAGEMENT

G3.1 Board members must not interfere in any investigations or other operational matter, or prosecutions being considered or in progress. Board members should refer all information or concerns about investigations or operational matters through the CEO.

G3.2 The management of the animal shelter and the management of animals generally must be left to the CEO and the staff. Board members should refer all information or concerns about the management of the animal shelter or the management of animals generally through the CEO.

G3.3 Board members who have concerns about any other management matter must direct their concerns through the CEO. If the concerns of a member do not appear to be dealt with in the first instance, and if after further discussions with the CEO the Board member still fails to have the matter resolved to the Board member’s satisfaction, the Board member may then consider raising the issue with the President to discuss with the CEO if the President cannot resolve the matter. The president may refer it to the Audit Committee or as a last resort raise it in the Board. That is the proper process for concerns about the operational management of the Society.

H PERFORMANCE OF BOARD MEMBERS

H1 Performance appraisal of the Board and its members

H1.1 The Board has a duty to conduct a periodic self-appraisal of its performance and the performance of its Board members.

H1.2 Realistic self-assessments should identify areas of discomfort to which the Board and the Board members may need to renew their commitment to performance in the interests of the Society.

H1.3 During performance reviews of the Board and the Board members, any matters identified by the Board for self-criticism must never result in the transfer of that criticism to others outside the Board. The Board and the Board members must accept their own shortcomings and deal with them constructively.

H1.4 Board Members are expected to participate in performance reviews when the Board resolves that a review shall be undertaken.

I LOYALTY

I1 The principles of loyalty

I1.1 The Board shall at all times conduct itself with dignity and decorum.

I1.2 The Board members shall at all times conduct themselves with

dignity and decorum.

I1.3 Board members shall respect the right of each Board member to have and express, within the Board, views which are personal and different from the views of other Board members.

I1.4 Board members shall:

- respect the group consensus or resolution as a Board;
- be loyal to the consensus or resolution; and
- not deprecate the group position.

I2 THE PRINCIPLES OF INTEGRITY

I2.1 A Board member should recognise that the position as a Board member can be sensitive. A Board member should be prepared, if necessary to express disagreement with colleagues including the CEO. However, in the absence of a genuine need to express disagreement, a Board member should be prepared to implement the decisions of the Board as a loyal Board member.

I2.2 When a Board member feels so strongly as to be unable to acquiesce in a decision of the Board, some or all of the following steps may be considered:

I2.2.(a) making the extent of the dissent and its possible consequences clear to the Board as a means of seeking to influence to decision;

I2.2.(b) asking for additional professional advice;

I2.2.(c) asking that the decision be postponed until the next meeting to allow time for further consideration and informal discussion;

I2.2.(d) Tabling a statement of dissent and asking that it be minuted, and if necessary asking that the statement of dissent be filed with the minutes; and

I2.2.(e) if necessary, resign from the Board.

J DISCIPLINARY ACTION AGAINST BOARD MEMBERS

The Rules provide for the circumstances in which a Board member of the Society acts improperly with an outcome likely to bring discredit upon the Society. While this code is intended to help Board members fulfill their desires with propriety and honour, there may be sanctions for those who fail to do so resulting in a breach of the Society’s Rules. Consistent with the intent of the Rules, the Board may take disciplinary action against a Board member who is in serious breach of the Code of Conduct.

J1 UNDERSTANDING THE SOCIETY’S RULES OF CONDUCT

J1.1 The Board shall not seek to impose sanctions against a Board member lightly. The Board should exercise the greatest care and consideration before forming a view that a breach of the Code of Conduct is so serious as to warrant the application of the Rules.

J1.2 A Board member against whom it is determined that the application of the Rules may be justified must be given the opportunity to respond to the determination of the Board and should do so in writing. The Board member should also be presented with an opportunity to address the Board and may

offer any explanations the Board member believes justify the breach of the Code by the Board member.

Rule 24.4

(The Code of Conduct is based on the Australian Institute of Company Directors Code of Conduct.)

Schedule 1**PROCESS OF ELECTIONS: ELECTION OF BOARD MEMBERS, OFFICE BEARERS AND THE PROCEDURE FOR CONDUCT OF THE BALLOT****PART 1****1 Duties of Returning Officer****(Rule 13)**

The Returning Officer shall:

- ensure that the Register is properly compiled, current, and that it contains the names of all Members eligible to vote;
- mark and certify the Register used in the conduct of the election;
- be responsible for the dispatch of ballot papers;
- be responsible for the safekeeping of the ballot papers for 90 days after the AGM, at which time they shall be destroyed;
- certify that the ballot was conducted according to the Society's Rules;
- make a certified reconciliation to the Society by written statement in regard to the number of ballot papers issued, the number returned, and of those returned, the number representing formal votes and informal votes; and
- maintain the secrecy of the ballot and refrain from disclosing the results of the election prior to the AGM.

2 Scrutineers**2.1 Scrutineers Appointed by the Board**

The Board shall when appointing the Returning Officer, or within seven (7) days thereafter appoint two (2) formal scrutineers for the purpose of the election.

2.2 Scrutineers Appointed by a Candidate

Any Member who is a candidate in the election may also appoint his own scrutineer for the purpose of the election, but only one (1), and no candidate for election shall act in such office.

2.3 CEO May be a Scrutineer

The CEO or his nominee may, if he is not appointed as Returning Officer, also act as a formal scrutineer in addition to all other scrutineers, as if the Board appointed him.

2.4 Attendance of Scrutineers

- (a) The formal scrutineers appointed by the Board shall be present at all stages of the proceedings for examining the ballot papers and counting the votes. In the event of any dispute as to the adequacy of marking or otherwise as to the validity of any ballot paper the decision of the Returning Officer shall be binding and conclusive and no correspondence will be entered into regarding his decision.
- (b) The scrutineer appointed by a candidate must not assist with the unfolding or counting of ballot papers during the scrutiny, or otherwise touch ballot papers.
- (c) Any scrutineer appointed by a candidate may be present at any or all stages of the proceedings, but if a candidate's scrutineer leaves the proceedings he may not return without

the approval of the Returning Officer.

3 Close of Membership Register

The Register of Members for the purpose of elections shall close at the conclusion of the last Board meeting preceding the date that ballot papers are issued.

4 Nominations for Election

- 4.1 The CEO shall cause to be advertised a notice that nominations are called for election to the Board.
- 4.2 The notice shall be advertised by the Society in a major newspaper circulating in Western Australia not less than at least twenty-one (21) days before the date on which nominations shall close.
- 4.3 The notice shall indicate that:
- any candidate for election to the Board must be an eligible Member pursuant to Rule 11 at the date nominations close, and must not be subject to disqualification by virtue of Rule 15.3(b);
 - each nomination must be in writing and signed by the candidate and two (2) other persons, each of whom shall at the date of nomination be financial voting Members of the Society; and
 - each nomination must be in the hands of the Returning Officer by twelve (12) o'clock noon on the date nominations close and such date shall be specified in the notice.

4.4 A passport size photograph of the nominee may accompany each nomination.

4.5 Close of Nominations

- (a) The date for the close of nominations shall not be less than forty two (42) days prior to the date of the AGM.
- (b) A Member who by his signature has agreed to his nomination shall not be permitted to withdraw the nomination after the date and time for the close of nominations. However, the name of a nominated candidate who dies prior to the printing of the ballot papers may be omitted from the ballot paper.

5 Nominees to Meet**Rule 11**

5.1 A Member who is considering nominating for election to the Board, who has not previously been a Board member of the Society, or has not previously been subject to this condition, is required to meet with a panel comprising the President (or Vice President), one (1) appointed Board member and the CEO, at a mutually acceptable place and time, being at least five (5) working days before the close of nominations.

5.2 The purpose of the meeting is so the nominee, if successfully elected, will have a working knowledge of the Society and the Board. It will also give the panel of Board members an opportunity to acquaint the nominee with the composition of the Board, its ethics and what is expected of a Board member under the Code of Conduct for Board members.

5.3 With this knowledge the nominee will be better able to assess his possible contributions to the Board and whether or not to progress his nomination.

6 Procedures for Conduct of Election

6.1 The election shall be conducted according to the procedures as outlined in these Regulations under the optional preferential

system.

6.2 The Returning Officer shall immediately, following the close of nominations, verify that each nominee is an eligible candidate for election, and shall sign a certificate to that effect.

6.3 The CEO shall, following the certification of eligible candidates by the Returning Officer, immediately cause a list of the nominated eligible candidates to be posted on a notice board at the registered office of the Society, together with the photograph described in Section 4.4 of this Schedule.

6.4 If the number of candidates is not greater than the number of vacancies to be filled, there shall be no requirement to conduct a postal vote and the Returning Officer shall provide a certificate to that effect to the CEO. The names of the successful candidates shall be drawn by Ballot to determine their order of election. The chairman at the AGM shall then declare such candidates duly elected and they shall take office at the conclusion of such meeting.

6.5 If the number of candidates is less than the number of vacancies to be filled, the candidates shall be declared elected in accordance with this section 6 of this Schedule and the Board shall, following the AGM, regard any remaining vacancies as casual vacancies under Rule 10.7.

PART 2**7 Procedure for Conduct of Ballot**

7.1 If the number of candidates is greater than the number of vacancies to be filled an election shall be conducted by postal ballot in the manner described in this Schedule.

7.2 The Returning Officer shall cause ballot papers to be prepared.

7.3 The ballot papers shall list the names of the candidates in an order determined by ballot conducted by the Returning Officer.

7.4 The Returning Officer shall, at least fourteen (14) days prior to the time declared for the close of the ballot, post to each Member eligible to vote:

- a list of candidates with their photographs (if provided);
- a brief biography in respect of each candidate, which shall:
 - (1) be in English language;
 - (2) contain no more than 150 words;
 - (3) be confined to biographical information about the candidate and statements of the candidate's policies and beliefs. It is not to contain information that the Returning Officer considers to be false, misleading, offensive or defamatory;
 - (4) is to be hand written, typed or printed on a single A4 size page, or it is delivered electronically; is to be capable of being printed on a single A4 size page; and
 - (5) may, if the candidate so chooses, include details of an address where the candidate may be contacted or other contact details such as telephone numbers or e-mail address; and
- a ballot paper appropriately marked by the Returning

7.5

Officer or his nominee, together with two (2) envelopes. The larger of such envelopes shall be a reply paid envelope addressed to the Returning Officer. The smaller envelope shall be clearly marked "Ballot Paper".

The Returning Officer shall cause directions to be issued with the ballot papers as to the method of voting and such directions shall advise the Member that:

- the ballot paper shall be completed by marking numbers in the squares against the names of the candidates, commencing with the number one for the Member's first choice, and then consecutively in order of the Member's preference;
- it is not essential to number every square on the ballot paper, and if a Member fails to mark every square on the ballot paper, the paper will not be invalid for that reason alone;
- the completed ballot paper shall be placed in the smaller envelope supplied and marked "Ballot Paper", and sealed, and that this envelope shall then be placed in the larger envelope supplied and addressed to the Returning Officer upon the outside of which the Member shall place his signature and, if not already pre-printed, legibly write his name and address; and
- the outer envelope addressed to the Returning Officer enclosing the smaller envelope shall be sealed and either posted or delivered so as to be received by the Returning Officer not later than the time declared for the close of the ballot.

7.6

Non Receipt of Notices and Ballot Papers

No election shall be invalidated by reason of the fact that any notice or paper required by these Regulations shall not have been received by a Member, or returned by the close of the ballot, provided that the notice referred to in section 7.4 of this Schedule shall have been duly issued.

7.7

Close of Ballot

(a)

The ballot shall close at twelve (12) noon on the date nominated by the CEO but at least seven (7) days and not more than ten (10) days before the date fixed for the AGM.

(b)

The Returning Officer shall check the validity of the ballot papers by verifying the names on the envelopes against the Register of Members entitled to vote, and mark off their names against the Register. The Returning Officer shall reject any envelope with a name not recorded on the Register of Members entitled to vote.

(c)

The Returning Officer shall then proceed to open each envelope addressed to him and remove the smaller envelope containing the ballot paper. The Returning Officer shall then deposit the smaller envelope into the ballot box. This procedure shall continue until all the eligible smaller envelopes are in the ballot box.

8**Procedure for Counting the Votes**

8.1

The Returning Officer shall remove the ballot papers from each ballot envelope and shall count the votes recorded therein.

8.2

The Returning Officer may in his or her discretion use or authorise the use of electronic devices or facilities to assist in

8.3 the counting of votes.
In the event that the elections include the two (2) rotating positions, each for a term of four (4) years, together with any casual vacancies for unexpired periods of their original four (4) year terms, the order in which the positions will be filled shall be:

- first, each of the two (2) rotating positions, each for a term of four (4) years;
- second, the next vacancy to be filled shall be the position with the longest unexpired period of its original four (4) year term of office remaining; and
- then any remaining vacancies shall be filled by continuing in that order until all positions have been filled, or there are no more candidates.

8.4 The Returning Officer shall, for the purpose of counting votes recorded on the ballot papers, use the following procedure:

- the Returning Officer shall count all the first preference votes recorded on the ballot papers for each candidate;
- if any candidate receives more than one half of the first preference votes he is elected;
- if no candidate receives more than one half of the first preference votes, the candidate with the fewest first preference votes shall then be eliminated;
- votes allocated to the eliminated candidate shall then be re-allocated between the remaining candidates according to the next preference on the ballot paper;
- if any candidate has then received from the first preference votes and the allocated next preference votes from the eliminated candidate, more than one half of all the votes, he is elected; and
- if no candidate is thereupon elected, the procedure of eliminating the candidate with the fewest first preference votes and allocating his next preference votes shall continue until one candidate has more than one half of all votes and is thereupon elected, or until the number of remaining candidates is equal to the number of vacancies to be filled in which case the remaining candidates are elected.

8.5 The Returning Officer shall then proceed in the manner described above for the election of the next candidate.

8.6 For the election of the second and subsequent candidates, the Returning Officer shall on each occasion again conduct the count, treating the previously elected candidate(s) as the first eliminated candidate(s) whose next preference votes are to be re-allocated between or amongst the remaining candidates, and shall proceed in the manner described for the election of the first candidate until a candidate has more than one half the votes, and is elected on each occasion.

8.7 In the event that upon the distribution and counting of all the votes for a position on the Board the count results in an equal number of votes recorded for each of the two (2) remaining candidates, and neither candidate therefore has more than one half of all the votes, then:

- the Returning Officer shall count the votes a second time and

if upon the completion of the second count there is still an equal number of votes recorded for each of the candidates; the Returning Officer shall then conduct a draw from a ballot box in which the names of the two (2) candidates shall be placed by the returning officer. The candidate whose name is drawn from the ballot box shall be declared the elected candidate; and

- the Returning Officer shall, after the counting of the votes, then declare the result of the ballot by signing an appropriate certificate in the presence of the formal scrutineers and the result of the ballot so certified shall then be declared at the AGM.

PART 3

9. Election of Office Bearers Rule 14.3

9.1 Nominations

- (a) Any elected Board member may nominate himself or another Board member for election as an Office Bearer.
- (b) The Returning Officer may invite nominations orally or in writing.
- (c) When the Returning Officer is satisfied that no further nominations are forthcoming he shall declare nominations closed.

9.2 Election for Each Position

- (a) If there is one (1) candidate for the position the Returning Officer shall declare the candidate elected.
- (b) If there is more than one (1) candidate for the position the Returning Officer shall, in respect of that position, conduct an election using the optional preferential system of voting by secret ballot of the Board members eligible to vote.
- (c) The Returning Officer shall, after counting the votes on the ballot papers, including any votes received by electronic communication or properly recorded in writing and received by the Returning Officer prior to the conduct of the ballot, declare the result of the ballot.
- (d) In the event that upon the distribution and counting of all the votes for office the count results in an equal number of votes recorded for each of the two (2) remaining candidates, and no candidate therefore has more than one half of all the votes, then:

- the Returning Officer shall count the votes a second time and if upon the completion of the second count there is still an equal number of votes recorded for each of the candidates, then
- the Returning Officer shall conduct a draw from a ballot box in which the Returning Officer shall place the names of the remaining candidates. The candidate whose name is drawn from the ballot box shall be declared the elected candidate.

9.3 Taking Office

At the conclusion of the elections the Office Bearers shall thereupon take office.

9.4 Scrutineers

- (a) A candidate may appoint a scrutineer for the conduct of the

- (b) election of the candidate.
- (b) The Returning Officer may appoint up to two (2) scrutineers for the conduct of the elections.
- (c) No Board member eligible to vote in the election may be a scrutineer.
- (d) Each scrutineer shall leave the meeting at the conclusion of the ballot for which the scrutineer was appointed, unless the Board resolves otherwise or the scrutineer is a Board member ineligible to vote in the election.

9.5 Declaration of the Elections

The results of the elections shall be recorded in the minutes of the meeting of the Board at which the elections were conducted.

Schedule 2

AUXILIARIES, BRANCHES AND EXTENSIONS

Auxiliaries, Branches or other extensions of the Society shall be subject to and comply with the provisions of the Rules and Regulations, as the Board may determine from time to time.

The Board shall determine boundaries within the State within which each Auxiliary, Branch or extension of the Society operates and the decision of the Board shall be final and conclusive.

The Board shall rule on any disputation regarding the establishment, conduct or close of any Auxiliary, Branch or extension of the Society and the decision of the Board shall be final and conclusive.

Auxiliaries and Branches shall be formed, operated and be closed in accordance with Schedule 1 of the Regulations.

Formation

An Auxiliary or Branch may be formed only by a resolution of the Board, and the adoption by the Auxiliary or Branch of the Regulations.

Conduct

An Auxiliary or Branch shall operate in accordance with Rules of the Society, and the Regulations.

First Meeting and First Elections

The first formal meeting of an Auxiliary or Branch shall be held at a time and place determined by the Board, and the first election of an Auxiliary or Branch committee shall be conducted at that meeting.

Closure

An Auxiliary or Branch may be dissolved by the Board in accordance with the Regulations.

Description of Extension

In the Schedule set out below, the word “Branch” may be substituted for the word “Auxiliary” when a Branch is formed under these Rules.

RULES FOR OPERATION OF AUXILIARIES BRANCHES AND EXTENSIONS

1 Name

The Auxiliary shall be known as:
“The Royal Society
for the Prevention of Cruelty to Animals,

Western Australia, Incorporated
(Location) Auxiliary”.
or by a resolution of the Auxiliary at its first meeting it may be known as:
“The Royal Society
for the Prevention of Cruelty to Animals,
Western Australia, Incorporated
Friends of the RSPCA (Location)”.

2 Purposes

The purposes of the Auxiliary shall be to promote the Purposes of the Society and to raise funds for the Society and to do such complementary things as are consistent with the purposes of the Auxiliary.

3 Auxiliary Members

The Auxiliary shall consist of persons who are Members of the Society recorded in the Society’s Register of Members.

4 Auxiliary Committee

4.1 A committee shall be elected to carry on the work of the Auxiliary.

4.2 The committee shall consist of:
• chairman;
• secretary;
• Honorary Treasurer; and
• two (2) other members of the Auxiliary.

4.3 The first committee shall be elected at the first meeting of the Auxiliary, and thereafter the committee shall be elected at each annual general meeting of the Auxiliary.

4.4 The election of the committee may be conducted by a procedure adopted by the Auxiliary, but in the event of failure to adopt a procedure, or in the event of a dispute as to the procedure, the Auxiliary shall conduct the election in accordance with the procedure for the election of Board members of the Society.

4.5 Each member of the committee shall hold office until the close of the annual general meeting of the Auxiliary following the annual general meeting at which he is elected.

4.6 In the event of a member of the Auxiliary committee being absent from three (3) consecutive meetings without reasonable excuse his office shall be declared vacant.

4.7 In the event of a casual vacancy in the committee arising at any time, for any reason, the committee may appoint another member of the Auxiliary to fill the casual vacancy for the unexpired period remaining to the next annual general meeting of the Auxiliary.

4.8 The Secretary shall immediately inform the CEO of the Society of the names and addresses of each of the Auxiliary members elected or appointed to the committee, and any changes made at any time.

5 Powers of the Auxiliary

The Auxiliary shall, unless otherwise resolved by the Board, have the following powers:

- to promote the Purposes of the Society;
- to procure membership applications on behalf of the Society;
- to promote and conduct fund raising events for the Society;

<ul style="list-style-type: none"> • to conduct competitions and award prizes, and conduct other activities in the interest of the Society; • to collect or receive donations on behalf of the Society; • to make recommendations to the Board in respect of local conditions; • to establish and operate animal shelters and related activities, but subject always to prior approval of the Board; and • any other powers, duties and functions as may from time to time be expressly conferred on the Auxiliary by the Board. 	<p>8.5 For the purposes of paying expenses incurred by the Auxiliary the Board may, at its discretion, grant a repayable advance of a sum of money to the Auxiliary. Upon submission to the CEO from time to time of a list of payments made by the Auxiliary, together with the supporting receipts and vouchers, the Board will advance sums to reimburse the Auxiliary for the amounts expended.</p> <p>8.6 The Auxiliary shall not borrow funds without the specific authority of the Board and shall not at any time pledge the credit of the Society or the Board.</p> <p>8.7 The Auxiliary shall not deal in any way with a sum of money up to \$2,000 for any purpose without first gaining the permission of the Board or the CEO.</p> <p>8.8 The Auxiliary must not plan or hold an event of any kind without first receiving budget approval from the Board for the event.</p>	<p>(c) The Board may determine, extend or modify the scope of the annual audit, and may instruct the honorary auditor to conduct interim audits as it sees fit, and to conduct any additional financial investigations the Board may require.</p> <p>(d) The annual report from the honorary auditor shall be published in the Auxiliary's annual report to the auxiliary members.</p>	<p>account of the Auxiliary and shall prepare a report for the Society and the members of the Auxiliary;</p> <ul style="list-style-type: none"> • the books of account and the report from the auditor shall be forwarded to the Auxiliary following the conduct of the audit and the preparation of the report; • the report from the auditor shall be tabled at the annual general meeting of the Auxiliary; and • the cost of the audit by the Society's auditor shall be paid by the Society as a general accounting expense and not charged back against the funds of the Auxiliary.
<p>6 <u>Meetings of the Auxiliary</u></p> <p>6.1 The Auxiliary may convene meetings including Extraordinary General Meetings of the Auxiliary at the times and places of its choice, but shall hold at least one (1) meeting in each three (3) month period, and shall hold an annual general meeting within one (1) calendar month following the return of the audited annual accounts to the Auxiliary.</p> <p>1.2 Notice of the annual general meeting of the Auxiliary and of any Extraordinary General Meeting of the Auxiliary shall be sent to each member of the Auxiliary and to the CEO fourteen (14) days prior to the date of the meeting.</p> <p>7 <u>Minutes</u></p> <p>7.1 The Auxiliary shall keep minutes of all meetings of the Auxiliary.</p> <p>7.2 The Secretary shall forward to the CEO of the Society a copy of the minutes of each meeting, and the financial statement adopted therein, within fourteen (14) days of such meetings. The Board may, in its discretion, extend this period.</p> <p>8 <u>Financial Management</u></p> <p>8.1 The Auxiliary may open a bank account in the name of the Auxiliary, and the signatories to that account shall be not less than:</p> <ul style="list-style-type: none"> • any two (2) members of the Auxiliary committee; and • any two (2) persons authorised by the Board and representing the Society. <p>All payments from the bank account shall be made or authorised only by any two (2) of the persons who are the signatories to the account.</p> <p>8.2 All money, property of any kind including land, buildings, securities, goods or valuables of other kind from any source shall be received by the Auxiliary in trust for and on behalf of the Society.</p> <p>8.3 All monies, bank account statements, securities, goods and valuables so received shall be remitted or the documents of title shall be forwarded to the Board once in every calendar month, or within fourteen (14) days after each Auxiliary committee meeting, together with full particulars thereof including the names, descriptions and addresses of new Members and donors. The Board may, in its discretion, extend this period.</p> <p>8.4 All monies received from the Auxiliary together with all other monies received by the Society from new Members and donors who reside within the boundaries of the Auxiliary location shall be banked in the general funds of the Society.</p>	<p>9 <u>Annual Report</u></p> <p>9.1 The Auxiliary shall publish an annual report including an audited financial statement and shall forward two (2) copies of the annual report and audited financial statement to the CEO not less than fourteen (14) days prior to the annual general meeting of the Auxiliary.</p> <p>10 <u>Audit of Accounts</u></p> <p>The Auxiliary shall each financial year cause the accounts of the Auxiliary to be audited by an honorary auditor appointed in accordance with section 11 of this Schedule and for the report from the honorary auditor to be published in the Auxiliary's annual report to Members, or if there is no honorary auditor or no timely audit, then an audit shall be conducted in accordance with Rule 17.</p> <p>11 <u>Honorary Auditor</u></p> <p>11.1 <u>Appointment of Honorary Auditor</u></p> <p>The Auxiliary shall appoint by resolution a person or organisation as honorary auditor for the Auxiliary and the name and address of the honorary auditor shall be sent to the CEO within one (1) calendar month following the appointment.</p> <p>If at any time for any reason there is no honorary auditor and no honorary auditor has been appointed prior to the close of the financial year, or within one (1) calendar month following the end of the term of office of the previous auditor, the accounts of the auxiliary shall be audited by the Society auditor appointed by the Board.</p> <p>11.2 <u>Qualifications of Honorary Auditor</u></p> <p>The honorary auditor shall be a public practicing accountant and shall not be a Member of the Society.</p> <p>11.3 <u>Duties of the Honorary Auditor</u></p> <p>(a) At the conclusion of each financial year of the Auxiliary, the honorary auditor shall:</p> <ul style="list-style-type: none"> • examine the accounts of the Auxiliary; • certify as to the correctness of the accounts of the Auxiliary; and • report thereon to the Auxiliary and to the Board of the Society. <p>(b) The Society's auditor may instruct the honorary auditor in relation to the conduct of the audit or any aspect of the audit and the honorary auditor may communicate with the Society's</p>	<p>11.4 <u>Reporting Requirements of Honorary Auditor</u></p> <p>The honorary auditor in his report and in certifying to the accounts, shall state:</p> <ul style="list-style-type: none"> • whether he has obtained all the information required by him; • whether in his opinion: <ul style="list-style-type: none"> (1) the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Auxiliary according to the information at his disposal; and (2) the explanations given to him and as shown by the books of the Auxiliary; and • whether the Rules relating to the administration of the funds of the auxiliary have been observed. <p>12 <u>Rights of Access of Honorary Treasurer</u></p> <p>The honorary treasurer of the Auxiliary shall cause to be delivered to the honorary auditor all accounts, books and records of the Auxiliary as the honorary auditor may require in order to perform his duties.</p> <p>13 <u>Rights of Honorary Auditor</u></p> <p>The Auxiliary auditor:</p> <ul style="list-style-type: none"> • has a right of access to the accounts, books, records, vouchers, deeds, securities and other documents of the Auxiliary; • may require from Auxiliary committee members such information and explanations as may be necessary for the performance of his duties; • may in relation to the accounts of the Auxiliary, interview any member of the Auxiliary or any committee member; and • may provide advice and assistance to the Honorary Treasurer and Auxiliary committee members regarding financial matters. <p>14 <u>Society Auditor</u></p> <p>The Society auditor shall have ultimate authority in respect of the process for the audit of all Auxiliary accounts and may intervene in the conduct of any audit and may issue directions to the honorary auditor including directions in respect of the scope of the audit.</p> <p>15 <u>No Honorary Auditor or No Timely Audit</u></p> <p>15.1 If there is no honorary auditor or if no audit has been completed within twenty-one (21) days following the close of the financial year, then:</p> <ul style="list-style-type: none"> • the books of account of the Auxiliary shall be forwarded immediately to the CEO, and not later than one (1) calendar month following the close of the financial year; • the Society's auditor shall conduct an audit of the books of 	<p>15.2 <u>Interim Audits</u></p> <p>The books of account of an Auxiliary may be audited by the CEO or his nominee at any time.</p> <p>16 <u>Annual General Meeting</u></p> <p>16.1 The Auxiliary shall within one (1) calendar month following the return of the audited accounts to the Auxiliary hold an annual general meeting of the members of the Auxiliary for:</p> <ul style="list-style-type: none"> • the adoption of the Auxiliary annual report and audited financial statements for the year; • the election of the Auxiliary committee for the ensuing year; and • the appointment of the honorary auditor for the ensuing year. <p>16.2 Notice of the AGM of the Auxiliary shall be given to the CEO at least fourteen (14) days prior to the date of the meeting.</p> <p>16.3 The chairman of the committee shall be the chairman of the annual general meeting, except if the Board decides that the President of the Society, or his nominee, shall instead be the chairman of the annual general meeting of the Auxiliary. In the event that neither the chairman of the Auxiliary nor the President of the Society is able to take the chair, the members of the Auxiliary shall elect a chairman from amongst the members present.</p> <p>17 <u>Specific Rules of Operation</u></p> <p>17.1 Officers of the Society, including inspectors and authorised collectors of funds, may from time to time be directed to perform duties in the location of the Auxiliary. Such Officers shall be appointed, directed and supervised by the CEO of the Society and shall report to the CEO, and shall not be directed or supervised by the Auxiliary.</p> <p>17.2 If at any time the Auxiliary may have any complaint of substance as to the conduct of an Officer of the Society in the location of the Auxiliary, the complaint shall be reported immediately by the Auxiliary Secretary or other member of the committee to the CEO.</p> <p>17.3 All costs, charges and other expenses including salaries, uniforms and traveling expenses of Officers working in the location of the Auxiliary, and all costs incurred in or incidental to the conduct of prosecutions in the location of the Auxiliary, shall be paid by the Society, and not the Auxiliary.</p> <p>17.4 No prosecution shall, in any circumstance whatsoever, be instituted in the name of the Society by an Auxiliary except by express authority in writing of the Board of the Society, or an Officer authorised by the Board.</p> <p>17.5 In the event that the Board authorises the Auxiliary to establish</p>

- and conduct any animal shelter, veterinary service or other commercial venture, the operating procedures and standards of conduct of such animal shelter, veterinary service or commercial venture shall be in accordance with those determined by the Society.
- 17.6 All animal shelters, veterinary services and other commercial ventures operated by an Auxiliary shall be conducted under the direction and supervision of, and shall report to the CEO, or his nominee.
- 18 Dissolution of the Auxiliary**
- 18.1 An Auxiliary may be dissolved by the Board either of its own initiative, or after consideration of a resolution duly passed at an annual general meeting of the Auxiliary or an Extraordinary General Meeting of the Auxiliary requesting the Board to dissolve the Auxiliary.
- 18.2 Notice of any resolution to request the Board to dissolve the Auxiliary shall be given to all members of the Auxiliary and the CEO not less than fourteen (14) days prior to the date of the meeting.
- 18.3 A copy of the resolution if passed at the annual general meeting or Extraordinary General Meeting, shall be sent forthwith by the secretary or any other member of the committee of the Auxiliary to the CEO.
- 18.4 The Board shall, unless the Board determines that a different course of action is appropriate, thereafter give at least one (1) calendar month notice to the Auxiliary of the intention of the Board to dissolve the Auxiliary.
- 18.5 The notice shall certify in writing that the Board has resolved of its own initiative to dissolve the Auxiliary, or that the annual general meeting of the Auxiliary or the Extraordinary General Meeting of the Auxiliary, was convened in accordance with these Regulations and that the Board has resolved to dissolve the Auxiliary.
- 18.6 The notice shall be deemed to have been sufficiently given by the Board if forwarded by registered post and addressed to the chairman, the Secretary, the Honorary Treasurer or other member of the committee of the Auxiliary.
- 18.7 Unless the Board determines within seven (7) days thereafter not to dissolve the Auxiliary, the Auxiliary shall be dissolved seven (7) days after the notice is issued.
- 18.8 The Board may make such arrangements as it may determine to be appropriate to liquidate any outstanding liabilities of the Auxiliary so dissolved.

Schedule 3

STANDING ORDERS FOR CONDUCT OF MEETINGS

1 Order in Meetings

- 1.1 Whenever the chairman calls “Order” all other Members shall cease speaking and shall be seated.
- 1.2 Whenever the chairman commences to address a meeting all other Members shall cease speaking.
- 1.3 A Member wishing to speak shall address the chairman. A Member shall not address other Members.
- 1.4 The form of address shall be “Madam Chairman” or “Mister

- Chairman”.
- 1.5 A Member shall not address other Members. Any questions to another Member shall be asked through the chairman.
- 1.6 The chairman may decide to select alternate speakers supporting and opposing a motion, and will determine the order of speaking.
- 2 Motions**
- 2.1 Every proposal put forward at a meeting by a Member shall be in the form of a motion commencing “I move that”.
- 2.2 The chairman may require any motion or any amendment to a motion to be committed to writing and handed to him by the mover.
- 2.3 Every motion shall be seconded except where stated otherwise in these Standing Orders.
- 2.4 A motion or an amendment which has been accepted by the chairman shall not be withdrawn except with the consent of the mover, the seconder and the meeting without dissent.
- 3 Amendments to Motions**
- 3.1 An amendment to a motion may be moved by a Member and seconded by another Member, neither of whom shall have moved or seconded the original motion.
- 3.2 No amendment shall be moved until the chairman has accepted the original motion and opened the matter for discussion.
- 3.3 An amendment shall be relevant and appropriate to the motion. It shall change, add to or omit words from the original motion. It may not be a direct negation of the motion, that is, it may not produce the same effect as a vote against the motion.
- 3.4 No motion or amendment shall be moved which is the same in substance as a motion or amendment which has already been lost when voted on at the meeting.
- 3.5 Only one (1) amendment shall be considered at a time and no further amendment shall be moved until an amendment which is before the meeting has been voted on and thus disposed of.
- 3.6 The chairman may permit one (1) or more further amendments to be foreshadowed by Members, but without any discussion at the time.
- 3.7 If several amendments are foreshadowed, the chairman may request all proposed amendments to be placed in writing and submitted to him. Then he shall decide the order in which they shall be moved.
- 3.8 If an amendment is carried the motion is thereby amended, and the motion, now embodying the amendment, becomes the substantive motion. This amended motion shall be open to discussion and to further amendment.
- 3.9 If an amendment is lost the original motion shall remain open to discussion and to further amendment.
- 4 Speaking to Motions**
- 4.1 A Member shall have the right to speak only once on any motion, and only once on any amendment, with the exception of the mover of the original motion or amendment who shall also have the right of reply in respect of his original motion or amendment, but only

- once.
- 4.2 The mover of the original motion when speaking in his reply may not introduce any new information or fresh argument not raised in the debate on the original motion, or in the debate on any amendment.
- 4.3 The mover’s right of reply shall be exercised at the close of the debate immediately before the vote is taken on the motion.
- 4.4 If an amendment to the motion is moved and debated the right of reply of the mover of the original motion shall be exercised immediately before the amendment is put to the vote.
- 4.5 The mover or seconder need not necessarily vote in favour of the motion when a vote is taken.
- 4.6 The seconder of the original motion (but not the seconder of an amendment) may reserve his speech in the discussion to a later stage, provided he states this when seconding the motion.
- 4.7 A Member may not speak on any motion or amendment after it has been put to the vote.
- 4.8 A Member shall move or second only one (1) amendment to a motion, but may speak to any other amendments to it.
- 4.9 The mover of an amendment has no right of reply.
- 4.10 A Member who is speaking shall not be interrupted except by the chairman or as provided in these Standing Orders.
- 4.11 The chairman of every meeting shall limit any speaker on any motion to a maximum time of five (5) minutes and this time may only be extended once for a period of three (3) minutes, by a majority of the Members present and voting to approve the extension.
- 5 Personal Explanations**
- The chairman may permit an earlier speaker to give a personal explanation of what he said previously but this shall be strictly limited to overcoming some misunderstanding or misinterpretation. Such an explanation shall not interrupt another speaker.
- 6 Motions on Notice**
- 6.1 A notice of motion (ie a notice of intention to move a particular motion at a meeting) shall be given in writing within the time prescribed and in accordance with the Rules.
- 6.2 Where more than one (1) notice of motion is received in writing, the order in which the notices of motion were received shall be stated in the notice of the meeting at which the motions on notice are to be dealt with, but the order in which the motions shall be dealt with at the meeting shall be determined by the chairman unless the meeting by resolution determines otherwise.
- 6.3 The chairman shall not accept at any meeting an amendment to a motion of which notice of motion has been given. The chairman will only accept such an amendment where the amendment, in the opinion of the chairman who shall be the sole arbiter, is within the scope of the notice and does not affect the general intention and nature of the motion.
- 6.4 A motion to rescind a previous resolution shall require that notice be given in accordance with the Rules.

- 7 Formal Motions**
- 7.1 “That the minutes be signed as a correct record.” The only discussion on the motion shall be as to the accuracy of the minutes as a record of the proceedings of that meeting.
- 7.2 “That the speaker no longer be heard.” This motion may be moved while a Member other than the chairman is speaking. The motion shall be seconded. The motion shall not be debated and shall be put to a vote immediately it is accepted by the chairman. The chairman shall have discretion in accepting or rejecting the motion when it is first moved. If the chairman rejects the motion and after a reasonable interval the motion is again moved and seconded, the chairman shall accept it and put it to the vote immediately without debate.
- 7.3 “That (a named person) shall now be heard.” The motion shall be seconded. The chairman shall accept the motion if seconded. The motion shall not be debated and shall be put it to a vote immediately.
- 7.4 “That the question be now put.” This “closure motion” may be moved during debate on a motion or debate on an amendment. It may be moved while a Member other than the chairman is speaking. It may not be moved by a Member who has moved, seconded or spoken during the debate on the motion, or the amendment as the case may be. If the closure motion is moved on an amendment it relates only to the amendment. The closure motion does not need to be seconded. The motion shall not be debated and shall be put to a vote immediately it is accepted by the chairman. The chairman shall have discretion in accepting or rejecting the closure motion. If the closure motion is carried, the motion or amendment being debated shall be put to the vote immediately subject only to the right of reply by the mover of the original motion, if applicable.
- 7.5 “That the question be not now put.” This “previous question” motion may be moved during debate on an original or a substantive motion but not on an amendment. It may not be moved by a Member who has moved or seconded or spoken during the debate on the motion. It may be debated. If the previous question motion is carried there shall be no further debate on the motion being debated. If the previous question motion is lost, the motion being debated shall be put to the vote immediately subject only to the right of reply of the mover of the original motion, if applicable.
- 7.6 “That the meeting proceed to the next business.” This motion may be moved during debate on a motion or an amendment. The motion shall be seconded. The motion shall not be debated and shall be put to a vote immediately it is accepted by the chairman. The chairman shall have discretion in accepting or rejecting the motion. If the motion is carried it disposes of the whole question before the meeting, ie. the original motion as well as any amendment to the motion being debated are abandoned and shall have no effect.
- 7.7 “That the meeting be adjourned to (a specified time and place).” and “That the motion being debated be adjourned to (a specified time and place).” The chairman may at any time adjourn a meeting for the purpose of taking a poll. The chairman may declare a meeting adjourned to a specified time and place if disorder is

arising and he is of the opinion that adjournment is desirable in the interests of maintaining order.

7.8 Subject to Standing Order 7.5 a meeting or a debate on a motion shall not otherwise be adjourned except as a consequence of a resolution passed at the meeting. Either of these motions may be moved by a Member. The motion shall be seconded. The motion may be debated. The mover shall have no right of reply. Amendments as to time or place of adjournment, but no other amendments, may be moved. At an adjourned meeting no business shall be transacted other than the business unfinished at the meeting at which the adjournment took place.

7.9 Notice of an adjourned meeting need not be sent to the Members unless the chairman, or the meeting by resolution, determines that notice of the adjourned meeting is to be given to the Members, in which event the CEO shall cause a notice to be issued.

7.10 "That the chairman leave the chair." This motion shall be seconded. The chairman shall accept the motion if seconded. The mover may speak to the motion, but no other Member, and the mover shall have no right of reply. The chairman may respond. The motion shall then be put to a vote immediately. The motion, if passed, shall have the effect of immediately closing the meeting.

8 Points of Order

8.1 A Member who is speaking shall not be interrupted except by the chairman or as provided in the Standing Orders. A Member may be interrupted otherwise only on a point of order. A point of order means that a breach of the Standing Orders has occurred.

8.2 A point of order, if raised, shall be raised immediately the apparent breach of procedure or mistake occurs or is noted by the Member who wishes to bring it to attention.

8.3 A Member wishing to raise a point of order must stand and any Member who is speaking at the time shall cease speaking. The Member raising the point of order shall state his reason concisely, referring to the Standing Order which has been breached, or the mistake which has occurred. The chairman, without any further discussion, shall give his ruling.

8.4 A Member who is dissatisfied with the chairman's ruling on any matter may move a motion of dissent "That the chairman's ruling be disagreed with.". Thereupon the chairman shall appoint a deputy to take the chair.

8.5 The mover shall speak to his motion of dissent but no other Member may speak and the mover shall have no right of reply. The chairman shall then explain why he gave the particular ruling. There shall be no discussion. The acting chairman shall immediately put the motion 'That the chairman's ruling be upheld' to the vote.

9 Voting on Motions

9.1 Other than is provided in the Rules, a Member personally present at a meeting and entitled to vote, or by proxy entitled to vote, shall have one (1) vote.

9.2 Every question at a meeting, other than is provided for in the Rules, shall be decided by a majority of Members entitled to vote

being present in person, or by proxy.

9.3 In the case of an equality of votes being cast, the chairman shall have a casting vote in addition to his vote as a Member, ie. in addition to the deliberative vote which he may have cast in the first instance. The chairman may decline to exercise the casting vote and, instead, declare that "The voting being equal, the motion is not carried". In either case the circumstances shall be recorded in the minutes.

9.4 Voting on a motion or on an amendment shall be decided on the voices, ie. 'ayes' and 'no's', unless a show of hands is called for by the chairman, or a poll is required by the chairman.

9.5 In the event of a vote on the voices, a Member may immediately after a declaration of the result by the chairman call for a show of hands.

9.6 Following a declaration by the chairman of the result of the voting by voices or a show of hands, a poll may be demanded by not less than five (5) Members personally present and entitled to vote.

9.7 The poll shall be taken at a place and time determined by the chairman and announced forthwith. The chairman may take the poll immediately, or may adjourn the meeting for the purpose.

9.8 At the taking of a poll, a vote may be cast by every Member who is present at the time of the poll and entitled to vote.

9.9 The decision to take a poll shall not prevent the continuance of a meeting for the conduct of other business on the agenda other than the question on which the poll was demanded.

9.10 No poll shall be demanded on the election of a chairman for a meeting or on any question of adjournment.

9.11 A declaration by the chairman that a resolution has been carried or lost shall be conclusive.

9.12 Should any question arise at a meeting as to an entitlement to vote by a particular person present, the chairman, after conferring with the CEO, shall give a ruling, which shall be final and conclusive.

10 Minutes of Meetings

10.1 Minutes of meetings shall record the name of the person who presides over the meeting, the number of persons present, and the number of valid proxies received.

10.2 The precise words of each motion which is voted on shall be recorded including motions which are not carried.

10.3 Motions which are not seconded and not accepted by the chairman shall not be recorded.

10.4 A record in the Minutes of the declaration of a vote shall be conclusive evidence of the result without recording the proportion or number of votes either in support of or against such resolution.

1.4 Minutes shall include such other detail as determined by the CEO or desired by the chairman.

Transitional Arrangements

In order to reduce the number of elected Board members from

twelve under the old Rules to eight under these new Rules-

- the two casual vacancy positions on Council at the time these new Rules are adopted shall forthwith become defunct and the number of elected Board members will thereby be reduced to ten

- From, and including, the 2009 annual Board elections the number of vacancies to be filled shall reduce from three under the old Rules to two under these new

Rules. Elected members on the Board will as a result reduce to nine following the 2009 elections and then to eight following the 2010 elections and remain at eight thereafter



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RSPCA RULES AND REGULATIONS