

# **CONSTITUTION OF THE WICKLOW SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS**

## **1 TITLE**

The name of the Society is The Wicklow Society for the Prevention of Cruelty to Animals, hereinafter referred to as the Society.

## **2 AREA OF OPERATIONS**

The area of operations comprises County Wicklow and other areas by arrangement with other animal welfare organisations.

## **3 OBJECTS**

The objects of the Society are:

- 1) to promote kindness and prevent cruelty to animals, including that inflicted through blood sports;
- 2) to foster knowledge of the psychology and care of animals amongst the public, and particularly the youth;
- 3) to provide treatment to injured and sick animals, including those owned by persons who cannot afford veterinary fees;
- 4) to provide food, shelter and treatment for stray, abandoned, unwanted or rescued animals; to rehabilitate and rehome them in an environment that suits their needs and temperaments; and only in cases of severe or irreversible suffering or behavioural problems, subject to veterinary advice, to provide humane euthanasia.

## **4 POWERS**

The Society shall be empowered to take lawful steps in pursuit of the above objects, and shall be competent to:

- 1) raise money by collections or other means;
- 2) accept, acquire, hold, transfer, or assign real property of any description subject to any title or conditions;
- 3) carry on anything conducive to the achievements of the objectives, including the construction and maintenance of premises;
- 4) receive, accept, hold, manage, invest, and expend all monies, gifts, grants, donations, devises, bequests, and endowments that accrue to the Society;
- 5) enter into legal obligations on behalf of the Society acting through its Trustees;
- 6) borrow or raise monies that are deemed necessary to achieve objectives, and provide security for such borrowings;
- 7) make financial provision for employees required for the running of premises, functions, and Society objectives;
- 8) take legal action against those responsible for acts or omissions constituting cruelty to animals;
- 9) amend this Constitution by two thirds majority at a General Meeting of members.

## **5 MEMBERSHIP**

### **1) Qualification**

Any person who supports the objects of the Society and who pays the annual subscription is deemed to be a member.

### **2) Life Membership**

It is within the power of a General Meeting to grant life membership with all the privileges and obligations of ordinary membership.

### **3) Register**

A register shall be kept showing the names of members which will be available for inspection.

### **4) Termination**

Membership shall be terminated by resignation and failure to pay fees due.

### **5) Voting Rights**

Only those who have been in full membership for one year prior to a General Meeting have the right to vote.

## **6 ANNUAL GENERAL MEETING**

### **1) The Annual General Meeting shall be held in the period mid-April to mid-May.**

All members shall be entitled to attend.

Quorum for the meeting shall be 20% of the membership.\*

In the absence of the Chairperson the attendees may appoint a chairperson for the meeting.

### **2) The following shall appear on the agenda:**

Minutes of the previous AGM, business arising therefrom, discussion of Annual Report, discussion of accounts for the year ending on December 31<sup>st</sup>, motions properly proposed for the meeting, and election of management committee.

### **3) Reserved subjects for the meeting shall be constitutional amendments, annual subscription, and appointment of Trustees. The appointment of the auditor shall be left to the discretion of the management committee at an appropriate time of the year in line with good practice.**

## **7 MANAGEMENT COMMITTEE**

### **1) Election of Management Committee**

The management committee is elected at the Annual General Meeting.

The committee shall assume responsibility for the affairs of the Society.

The committee shall include Chairperson, Vice Chairperson, Honorary Secretary, Honorary Treasurer, and six others.

Each member is entitled to propose up to two members and second up to two members for election to the management committee.

### **2) Staff Employer**

The committee will be the staff employer, and must accept all the responsibilities of an employer.

### **3) First Meeting**

At its first meeting the committee will elect the Chairperson, Vice Chairperson, Honorary Secretary, and Honorary Treasurer.

Two committee signatures must appear on all Society cheques.

### **4) Occasion of Meetings**

Committee meetings will normally be monthly, and at least once a quarter.

Quorum will be 40%. Any six members by written request to the Chairperson shall be entitled to a committee meeting within 10 days of notice.

### **5) Absentees**

A member absent from three consecutive meetings without acceptable reason will be deemed resigned.

### **6) Co-Option**

In the event of a vacancy the committee will co-opt a suitable replacement with all the rights and obligations of a member elected at an AGM.

### **7) Sub Committees**

Sub committees shall be subject to the management committee.

## **8 EXTRAORDINARY GENERAL MEETING**

The committee may convene an Extraordinary General Meeting, or by request with the original signatures of at least thirty members.

The meeting will be confined to the agenda subject/s.

No second meeting will be convened on substantially the same issue within 12 months.

## **9 PROCEDURE FOR ANNUAL GENERAL MEETING**

### **1) Minutes**

The Honorary Secretary shall record the Minutes.

Minutes of the AGM shall be accessible to members.

Minutes of the previous AGM shall be read, motion to adopt same shall be put, and if passed shall be signed by the Chairperson as a true record.

### **2) Agenda**

Agenda shall be prepared by the Honorary Secretary, and subject to Chairperson's directions.

Agenda shall be forwarded to members at least 14 days prior to meeting.

Notice of motions or agenda items by members must be sent to the Honorary Secretary 28 days before the meeting.

### **3) Amendments**

An amendment to a motion before a meeting must be proposed and seconded before it is debated, but no prior notice shall be required. No amendment to an amendment may be proposed, and only one amendment shall be considered at a time. The amendment, if not withdrawn, shall be put, and if it is carried the original motion as amended shall become the resolution before the meeting, and may be the subject of further amendment.

### **4) Conduct of Meeting**

The Chairperson shall control meetings with the power to expel any person/s to maintain order. Remarks must be addressed to the chair. No-one may speak more than once on a proposal except the proposer and seconder who may have the right to reply.

Three minutes will be allowed to each speaker. Chair may allow a person to speak again on a point of information.

### **5) Voting Procedure**

Voting will be by simple majority, except constitutional changes, rescinding a motion, or appointment of Trustees, all of which will require two thirds majority.

Voting will be by show of hands or secret ballot, and a poll may be taken and recorded if requested by six attendees. In the event of a tie the Chairperson will have the casting vote additional to his/her original vote.

## **10 FINANCIAL PROVISIONS AND SAFEGUARDS**

### **1) Trustees and Assets**

The AGM shall appoint and maintain a body corporate of three Trustees to invest the Society's assets as follows:

a) Investments including stocks and shares shall be in/a nominee account/s designated to the Society and maintained by the Society's stockbrokers.

b) All monies in the designated account/s will be maintained by the Society's bankers.

c) Property shall be in the names of Trustees for the time being.

### **2) Accounts**

a) Proper up to date accounts of monies received and expended, liabilities and assets, including real property, shall be undertaken by an officer of the Society.

Accounts shall be given at any committee meeting if required.

A balance sheet shall be drawn up showing the financial position of the Society on December 31<sup>st</sup> each year.

Audited accounts shall be circulated to members with the AGM agenda.

Annual accounts shall be made available to the Revenue Commissioners on request.

b) The Society shall keep a bank account and as far as is practical payments shall be by cheque and subscriptions by bankers orders.

## **(10 FINANCIAL PROVISIONS AND SAFEGUARDS CONTINUED)**

### **3) Indemnification**

Committee members and employees acting under direction of or within the scope of authorised duty by the committee shall be indemnified at the Society's expense against loss, damage and expense which may arise in legal proceedings arising from bona fide exercise of such duties and responsibilities.

Permission from the Society will be required to enter any legal proceedings.

### **4) Use of Funds**

The property and income of the Society shall be used exclusively for the promotion of the objects set out in Clause 3 and no part thereof shall be paid out to or shared among members of the Society. No member of the Society shall be appointed to any salaried office or employment in the Society.

### **5) Legacies**

Legacies shall normally be invested in real property or securities as may be authorised by the Commissioners for Charitable Donations and Bequests for Ireland, but by resolution of a General Meeting a legacy may, subject to the over-riding guidance of any directions it contains, be used for current revenue. Purchase or realisation of real property or securities requires consent of a General Meeting, but this shall not preclude switching investments within limits set down in the Charities Act 1961 when this course is considered by the committee to be in the Society's interests.

## **11 INCOME AND PROPERTY**

The income and property of the Society shall be applied solely for promoting its aim objects as set out in its Constitution. No portion of the Society's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Society. No Trustee/Officer shall be appointed to any office of the Society paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Society. However nothing shall prevent any payment in good faith by the Society of:

- a) reasonable and proper remuneration to any member, officer, or servant of the Society (not being a Trustee/Officer) for any services rendered to the Society;
- b) interest at a rate not exceeding 5% per annum on money lent by Trustees/Officers or other members of the Society to the Society;
- c) reasonable and proper rent for premises demised and let by any member of the Society (including any Trustee/Officer) to the Society;
- d) reasonable and proper out of pocket expenses incurred by any Trustee/Officer in connection with their attendance to any matter affecting the Society;
- e) fees, remuneration or other benefit in money or money's worth to any Company of which a Trustee/Officer may be a member holding not more than one hundredth part of the issued capital of such Company.

## **12 ADDITIONS, ALTERATIONS OR AMENDMENTS**

No additions, alterations or amendments shall be made to or in the provisions of the Constitution for the time being in force unless the same shall have been previously submitted to and approved in writing by the Revenue Commissioners.

## **13 WINDING UP**

If upon winding up or dissolution of the Society there remains, after satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Society. Instead, such property shall be given or transferred to some other charitable institution/s having main objects similar to the main objects of the Society. The institution/s to which the property is to be given or transferred shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of Clause 11 e) hereof. Members of the Society shall select the relevant institution/s at or before time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object.