

THE GUERNSEY SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS

RULES

These rules (the "Rules") are created under the powers invested in The Committee by The Guernsey Society for the Prevention of Cruelty to Animals (Incorporation) (Guernsey) Law, 1990 and approved by the Members of the Society at a General Meeting held on **20 July 2023**

1 Name and Status

- a) The name of the Society (hereinafter called the "Society") is "THE GUERNSEY SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS".
- b) The Society was incorporated by The Guernsey Society for the Prevention of Cruelty to Animals (Incorporation) (Guernsey) Law, 1990 as a body corporate with perpetual succession.
- c) The Society shall at all times remain an independent Society not dependent in whole or in part, nor under the control of, the States of Guernsey or any other society or organisation. Nothing in the Rules shall prohibit or enforce the acceptance by the Society of any contribution whether financial or otherwise from any person or body.

2 Definitions

In these Rules:

- a) "Society" shall mean the "The Guernsey Society for the Prevention of Cruelty to Animals",
- b) "Committee" shall mean General Committee as determined in 5 a),
- c) "Committee Meeting" means a meeting of the Committee Members,
- d) "Committee Member" shall mean a Member or Officer appointed to the Committee,
- e) "Rules" shall mean these Rules as amended from time to time,
- f) "Law" shall mean, unless the context otherwise admits, The Guernsey Society for the Prevention of Cruelty to Animals (Incorporation) (Guernsey) Law, 1990,
- g) "General Meeting" shall mean a meeting of the members of the Society and includes an Annual General Meeting and an Extraordinary General Meeting,
- h) "Annual General Meeting" shall mean a General Meeting as required to be held by section 9 of the Law,
- i) "Extraordinary General Meeting" shall mean a meeting of members of the Society called as an Extraordinary General Meeting by the Committee,
- j) "Guernsey" shall mean the Bailiwick of Guernsey,
- k) Words importing the singular number only shall include the plural and vice versa. Words importing the masculine gender only shall include the feminine gender and vice versa.

3 Objectives

- a) The aims and objectives of the Society are to support animals and animal welfare in Guernsey. They include but are not limited to;
 - i) To prevent cruelty to animals in Guernsey,
 - ii) To rescue animals in distress,
 - iii) To foster and encourage by promotional/educational/other means the principle of kindness and consideration in the treatment of all animals, whether domestic or wild,
 - iv) To provide a temporary home for stray or injured animals,
 - v) To provide a shelter for animals in need,
 - vi) To cooperate with kindred and other organisations,
 - vii) To do all such other things as the Society may deem incidental or conducive to the

- attainment of the Society's overall purpose in pursuance of these aims,
- viii) The Society shall employ all means necessary to denounce acts of neglect and cruelty.

4 Powers of the Society

- a) For the purpose of carrying out the above charitable objectives, the Society shall have the following powers;
- i) The Society may provide services which it considers are integral to the Society's objectives such as, but not limited to, the provision of a hospital and clinic service for injured or sick animals, the provision of humane euthanasia when necessary, a cremation service, boarding facilities and quarantine facilities,
 - ii) To accept by gift, covenant, donation or legacy, purchase, take on lease or exchange, hire or otherwise acquire and hold any immovable or moveable property and any rights or privileges connected therewith or interests therein which may in any way further the attainment of the objectives of the Society,
 - iii) To make awards at the discretion of the Committee for any meritorious service in connection with any of the above Objectives,
 - iv) To develop any immovables acquired by the Society and in particular by preparing the same for building purposes, construction, demolition, decorating, maintaining, furnishing, fitting up and improving buildings, or any immovables acquired by the Society,
 - v) To determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorships, government funding, community funding or otherwise; (whether of immovable or moveable estate) and manage all immovable estate and leaseholds so received,
 - vi) To take such lawful steps by appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Society in the form of donations, subscriptions or otherwise,
 - vii) Sell, lease, mortgage, charge or otherwise dispose of any property of the Society and grant such rights and privileges over such property as it considers appropriate,
 - viii) Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences,
 - ix) Control and raise money, including borrow, invest, loan or advance monies and secure the payment of such money by way of mortgage or charge over all or part of any of its property and enter into guarantees, save that the Society shall not enter into accumulative debt, at the time of taking on such debt, that exceeds 50% of its total assets without first obtaining the approval of the Members at a General Meeting of the Society,
 - x) To print and publish or procure to be printed and published or to circulate or procure to be circulated (whether gratuitously or not) any newspapers, periodicals, magazines, books, pamphlets or other documents that may be deemed necessary or desirable for the promotion of the objectives of the Society or any of them,
 - xi) To invest the moneys of the Society not immediately required for its purposes in or upon such investments, securities or property as may be thought fit,
 - xii) To establish and support or aid in the establishment and support or become a Member of or co-operate with any charitable associations or institutions whether incorporated or not and whether in Guernsey or elsewhere and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Society or calculated to further its objectives,
 - xiii) To employ such persons as may be necessary in the carrying out and general implementation of these rules and to provide for, arrange and implement the appropriate training of such persons,
 - xiv) Make, alter, rescind, enforce laws, regulations, policies and procedures for the governance, management and operation of the Society,

- xv) Determine, implement and enforce disciplinary disputes and appeal procedures, conduct hearings and impose sanctions and penalties,
- xvi) Determine who are its Members,
- xvii) Consider and settle disputes between Members,
- xviii) Withdraw, suspend or terminate membership,
- xix) Enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members and other persons or organisations,
- xx) Organise and control competitions, events and programmes,
- xxi) To do all such acts or things which are incidental or conducive to the attainment of the objectives of the Society or any of them,

5 Committee

- a) The governance and management of the Society shall be vested in the General Committee, which may exercise the powers of the Society and do all such things which are not expressly required to be undertaken by the Society at a General Meeting.
- b) The Committee must ensure that there are measures in place to enable the Society to achieve its purpose and mission or objectives effectively, to fulfil its other obligations under its constitution and to discharge any legal obligations to which it is subject.
- c) The Committee shall consist of between 5 and 10 persons to include a President, not more than two Vice-Presidents, a Treasurer (The "Officers") and a Secretary.
- d) The Treasurer and the occupant of at least one of the President, Vice President(s) and Secretary must not be connected to one another.
- e) The Committee Members shall be elected by way of a simple majority vote at an Annual General Meeting for a term of three years, and will be eligible for re-election at the end of said term.
- f) There is no maximum length of service.
- g) All Committee Members must be Members of the Society.
- h) All Committee Members must adhere to the Society's current Conflict of Interest Policy.
- i) A majority of the Committee must be resident in the islands of Guernsey or Alderney.
- j) The Committee Members should be persons of integrity and probity who have suitable and appropriate skills and experience.
- k) The Committee Members have a duty to act in good faith at all times with a general duty of care.
- l) The Committee Members have a duty to act only in accordance with the powers afforded by the Constitution.
- m) Should a Committee Member vacate the office during the year the Committee shall appoint an acting-Officer to serve the remaining portion of the year and/or until confirmation at an Annual General Meeting or Emergency General Meeting.
- n) A Society employee cannot be a Committee Member,
- o) An individual may hold more than one position of office,
- p) Committee Members are not remunerated for attending Committee Meetings. Committee Members may be remunerated for services provided so long as the following conditions are adhered to:
 - i) the maximum amount of the remuneration is set out in a written agreement,
 - ii) the maximum amount of the remuneration is reasonable in the circumstances,
 - iii) the Committee Members are satisfied, before entering the agreement, that it is in the interest of the charity for that person to provide those services for that amount,
 - iv) immediately after entering into the agreement, less than half of the total number of Committee Members are directly or indirectly remunerate.

6 Duties of the Committee and Officers

- a) The duty of each Committee Member is to pursue the objectives of the Society and to exercise the powers of the Society for fulfilment of the objectives and in doing so a Committee Member must;
- i) regularly attend Committee Meetings and General Meetings of the Society,
 - ii) provide good governance for the Society,
 - iii) regularly review the activities of the Society, as well as its own performance, from time to time to ensure that the Society continues to achieve its purposes and mission or objectives effectively, to fulfil its other obligations under its constitution, and to discharge any legal obligations to which it is subject,
 - iv) act in the best interest of the Society,
 - v) formulate such regulations, policies and procedures as are appropriate for the Society,
 - vi) to take all reasonable measures with the objective of ensuring that the financial position of the Society is satisfactory and prudent for the purposes of the Society's mission or objectives,
 - vii) where appropriate, engage in activities to promote, market, represent and fundraise for the Society,
 - viii) do such other things within these Rules as the Committee agrees to promote the objectives of the Society.
- b) In addition to the President's duties as a Committee Member, the President must:
- i.) Presides at Committee Meetings,
 - ii.) Act as the Committee chair,
 - iii.) Creates meeting agendas,
 - iv.) Appoints sub-committees and sub-committee chairs,
 - v.) Serves as the primary contact for the Committee,
 - vi.) Sets goals and objectives for the Committee,
 - vii.) Holds Committee Members accountable for attending meetings,
 - viii.) Doubles as the executive director of the GSPCA.
- c) In addition to the Vice-President's duties as a Committee Member, the Vice-President must:
- i.) Prepares to assume the Committee chair,
 - ii.) Fulfils Committee chair duties when the President is absent,
 - iii.) Assists the Committee chair in executing duties,
 - iv.) Serves on sub-committees to learn Committee operations.
- d) In addition to the Secretary's duties as a Committee Member, the Secretary must:
- i.) Distributes an agenda and relevant documents before meetings,
 - ii.) Prepares official Committee Meeting minutes,
 - iii.) Assures that documents are filed and accessible,
 - iv.) Schedules Committee Meetings,
 - v.) Holds Committee Members accountable for their tasks.
- e) In addition to the Treasurer's duties as a Committee Member, the Treasurer must:
- i.) Reconciles bank accounts and produces financial statements,
 - ii.) Ensures legal forms are filed on time,

- iii.) Serves as the Finance Committee chair and/or takes the lead in discussions on matters of finance,
- iv.) Assists in preparing the annual budget,
- v.) Reviews the annual audit and presents it to the Committee.

7 Powers of the Committee

The Committee has all powers conferred on the Society under the Law, save those required to be exercised in a General Meeting. These powers include the power:

- a) To fix the dates of its own meetings.
- b) To appoint a Patron or Patrons of the Society.
- c) To appoint a Shelter Manager and other employees as appropriate to the needs of the Society and to fix their terms and remuneration.
- d) To summon an Extraordinary General Meeting of the Society on any occasion when the Committee may deem it necessary.
- e) To implement resolutions passed at a General Meeting.
- f) The Committee shall have power to appoint sub committees made up of Committee Members and other persons for such purposes and on such terms as the Committee shall decide and minute accordingly, provided that there shall always be a majority of Committee Members on such sub-committee.
- g) The Committee may delegate some of the powers of the Treasurer or Secretary to other persons for specific duties. Such power shall be set out in writing and minuted by the Committee.
- h) To appoint a Member to fill any vacancy on the Committee until the next Annual General Meeting. Any Member so appointed shall retire at the next Annual General Meeting but shall be eligible for election as a Member of the Committee or Officer at such a Meeting.
- i) The Committee shall have the power to co-opt persons for specific purposes, such persons co-opted shall have no vote at any Committee Meeting.
- j) To purchase from funds of the Society Officers' indemnity insurance to cover Committee Members from personal liability for acts either properly undertaken in the administration of the Society or undertaken in breach of trust but under an honest mistake in so far as the insurers are prepared to do so.

8 Removal of Officer or Committee Member

- a) Any Committee Member of the Society shall cease to be a Committee Member;
 - i) if he shall fail to attend three consecutive Meetings of the Committee except by leave of the President or a Vice-President,
 - ii) if by notice in writing addressed to the Secretary he resigns his office,
 - iii) if the Committee by a majority of two-thirds shall resolve that a Committee Member be removed,
 - iv) if he brings or is deemed likely to bring the Society into disrepute,
 - v) if he becomes non sui juris or if he is incapable of performing his duties,
 - vi) if he becomes bankrupt under the laws of Guernsey or any other jurisdiction.

9 Committee Meetings

- a) A quorum for Committee Meetings shall be that number of persons attending in person or by telephone or video call which shall be a majority of all those persons entitled to attend and vote at such Meetings.
- b) A minimum of four Committee Meetings per annum should be held.
- c) All Committee Members whether elected by the Members or appointed by the Committee shall

be entitled to participate and to vote at all proceedings of the Committee save where the Committee Member has a conflict of interest as registered under the Society's Declaration of Interests Code of Practice,

- d) The President or failing him a Vice-President, shall preside if present at the Meetings of the Committee and failing this, the Meeting shall elect its own Chairman,
- e) Questions arising at any Committee Meeting shall be decided by a majority of votes of those Members present, and in the case of an equality of votes, the Chairman shall have a second or casting vote save where the Chairman has a conflict of interest or for the question of a Committee Member being removed. In the event of the Chairman having a conflict of interest the most senior Officer present and able to participate and vote shall have a second or casting vote.
- f) The Secretary, or such other Committee Member as from time to time decided, shall issue notices for all Meetings and keep correct minutes of such Meetings.
- g) The Shelter Manager shall attend these Meetings (unless not required to do so by a majority of the Committee attending the Meeting) and shall be permitted to speak but not vote at such Meetings.

10 Management of the Shelter

- a) Duties of the Shelter Manager are as detailed under the terms set out in the Manager's Contract of Employment.
- b) The Manager shall have responsibility for the conduct and day-to-day operations of the Shelter.
- c) The Manager shall take all measures necessary for the welfare and safety of the animals in residence and in care.
- d) The Manager is authorised to engage and dismiss staff.

11 Membership

- a) The Committee may determine the different categories of Membership of the Society and such Membership shall be open to individuals or organisations that are approved by the Committee. An organisation will be treated as an individual and be entitled to one vote.
- b) The Committee shall keep under its powers a register of Members.
- c) An application for Membership must be in such format as required by the Committee from time to time.
- d) An application for Membership may only be refused, if acting reasonably and properly, it is considered it to be in the best interests of the Society to refuse such application.
- e) The Committee must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- f) The Committee will consider any written representations the applicant may make about the decision. The Committee's decision following any written representations must be notified to the applicant in writing but shall be final.
- g) Membership of the Society shall consist of those persons whose names have been enrolled as Members and have not subsequently been removed from the Register of Members in accordance with the Rules of the Society, and have paid their Membership subscription for the current year,
- h) In order to receive or continue to receive Membership entitlements, Members must meet all requirements of Membership set out in these Rules or as otherwise set out by the Committee, including payment of any Membership subscriptions or other fees within a required time period.
- i) Members are bound by these Rules and by the regulations by laws, policies and procedures of the Society. The failure of a Member to comply with these Rules may result in withdrawal of Membership entitlements.
- j) Membership enables the Member to;
 - i) Participate in the Society's activities,
 - ii) Receive notices and papers and be able to attend, speak and exercise a vote (where

aged 16 and older) at the General Meeting providing that they have been a Member for a period in excess of three months immediately prior to the General Meeting,

- iii) Nominate a person for election to the Committee or as an Officer of the Society.
- k) Membership is not transferable or transmissible to anyone else.
- l) Subscriptions shall fall due on the first day of January each year, and shall be at the rate fixed at the last Annual General Meeting of Members. Payments must clearly be identifiable as Members subscriptions.
- m) Members may be required to furnish the Society with evidence of payment of dues on request.
- n) Members who have performed exceptional services on behalf of the Society may be appointed to honorary Life Membership by a majority of Members present at an Annual General Meeting and shall enjoy all the benefits and privileges attaching to the Membership.
- o) Any person ceasing to be a Member of the Society shall relinquish any position on the Committee and all benefits and privileges attaching to Membership.
- p) Employees of the Society will be Members but will not be required to pay a subscription whilst they are employed by the Society.

12 Prohibition on personal benefits

- a) No Member or person associated with a Member may participate in or materially influence any decisions by the Society in respect of payment to or on behalf of that Member or associated person of any income, benefit or advantage.
- b) Any such income paid or benefit or advantage conferred must be reasonable and relative to that which would be received at an arms length transaction (being the open market value). This provision and its effect must not be removed from these Rules and must be included in any alteration of, addition to or revision of these Rules.

13 Termination of Membership

- a) Membership is terminated if;
 - i) the Member dies or, if it is an organisation, ceases to exist,
 - ii) the Member resigns by written notice to the Society unless, after the resignation, there would be fewer than ten Members,
 - iii) at the discretion of the Committee, if the Member has not paid the Membership fee within 5 months of a request for payment,
 - iv) the Member is removed from Membership by resolution of the Committee if it is deemed to be in the best interests of the Society that his or her Membership be terminated.
- b) A resolution to remove a Member from Membership may only be passed if;
 - i) a Member has been given at least twenty one days' notice in writing of the Meeting of the Committee at which the resolution will be proposed and the reasons why it is to be proposed,
 - ii) the Member or, at the option of the Member, the Member's representative (who need not be a Member of the Society) has been allowed to make representations to the Meeting.

14 Meetings of the Members of the Society

- a) An Annual General Meeting of Members of the Society shall be held each year for the following purposes;
 - i) to receive from the Committee, a report and audited statement of financial position and statement of financial performance for the preceding year if available,
 - ii) to elect the Officers and Committee Members to replace those resigning by rotation and to fill vacancies on the Committee,
 - iii) to appoint the auditor for the Society for the ensuing year. The Committee shall have the

- power to set the Auditors terms and remuneration,
- iv) to decide on any motion which has been properly submitted to the Committee for consideration at the Annual General Meeting,
- v) to fix the amount of subscription for the following year.
- b) At the Annual General Meeting, the President shall present a general statement of affairs of the Society and the Treasurer will submit, and report on, the audited accounts.
- c) Extraordinary General Meetings may be called by resolution of the Committee, or by a requisition signed by not less than 10 percent of the current Membership of the Society.
- d) Save as for Extraordinary General Meetings called by a requisition of Members only business which has been considered by the Committee and added to an agenda of a General Meeting shall be discussed at such General Meeting.

15 Notice of General Meetings

- a) Notice of all General Meetings shall be published in the Guernsey Press and Star at least 28 days prior to the date of the Meeting, or by such method as to be determined by the Committee and made known to the Members,
- b) The Secretary, or such other Committee Member as decided, shall issue notices of all General Meetings and keep accurate minutes of such Meetings,
- c) The notice to Members shall state the business to be transacted at the General Meeting.
- d) The notice of Annual General Meetings shall call for nominations for Officers and Committee Members who are to be declared at such Meeting, and the nominations shall be duly proposed and seconded by Members of the Society and delivered to the Secretary at the registered address of the Society at least 7 days before the Meeting.

16 Proceedings at General Meetings

- a) Full minutes should be kept of all General Meetings and made available upon request by Members.
- b) The President, or failing him Vice-President, or failing him another Officer of the Society, shall preside as Chairman at all General Meetings of the Society.
- c) A quorum is 10 Members or 10% of the Membership (whichever is the smaller) entitled to vote upon the business to be conducted at the Meeting.
- d) No business shall be transacted at any General Meeting unless a quorum is present either in person or via telephone/video conferencing.
- e) A simple majority shall be sufficient to pass a resolution.
- f) Individual Members shall each have one vote (subject to having been a Member for a requisite period etc.) but must be present and proxy votes ad postal votes are not permitted.
- g) Voting shall be conducted by voices or a show of hands (unless a secret ballot is called for and approved) and that elections of Officers should be undertaken by secret ballot, unless there are the same number of nominations as positions available.
- h) Other than as provided otherwise, each Member present at any General Meeting shall have one vote, and no individual shall cast more than one vote irrespective of how many interests he may represent. In the case of an equality of votes on any question, the Chairman shall have a second or casting vote save where the Chairman has a conflict of interest when the most senior Officer with no conflict of interest shall have a second or casting vote.
- i) Members under 16 years of age shall have no vote at any Meeting of the Society.
- j) Where a personal interest is involved, Members must abstain from voting.
- k) If a quorum is not present within half an hour from the time appointed for the Meeting or during a Meeting a quorum ceases to be present, the Meeting shall be adjourned to such time and place as the Committee shall determine.
- l) The Committee must reconvene the Meeting within 3 months and must give at least 28 clear days' notice of the reconvened Meeting stating the date, time and place of the Meeting.

- m) If no quorum is present at the reconvened Meeting within half an hour of the time specified for the start of the Meeting the Members present at that time shall constitute the quorum for that Meeting.

17 Transactions in Real Estate

- a) Save as set out below, all transactions in Real Estate occupied and used by the Society in the furtherance of the objectives of the Society shall require the authority of a seventy-five percent majority Members present and voting at a properly convened General Meeting.
- b) Real Estate coming into the ownership of the Society by legacy, gift or otherwise may be sold by the Committee without reference to a General Meeting.
- c) Investments in Real Estate may be made without reference to a General Meeting.

18 Finance

- a) The Committee shall ensure correct accounting records are kept at the offices of the GSPCA or at such place as the Committee may determine.
- b) The annual accounts shall;
 - i) include an income and expenditure account and a balance sheet,
 - ii) be in accordance generally accepted accounting practice and state which practice has been adopted, and
 - iii) be approved by the Committee and signed on its behalf by at least one of them,
 - iv) Any member shall have the right to see the annual accounts within 12 months following the end of the accounting period.
- c) The Committee has overall responsibility for the receipt and banking of all monies received by the Society. All funds shall be paid into bank accounts in the name of the Society and must be operated in accordance with the policy determined by the Committee.
- d) The Committee shall make adequate arrangements for the security and safe custody of all monies and records belonging to the Society.
- e) No single Member of the Committee shall have power to commit the Society to any significant project or expenditure unless such an expense has first been approved by the Committee or at a General Meeting, in the event that this relates to Real Estate occupied and used by the Society, the whole as aforesaid.

19 Audit

- a) The Committee shall be responsible for the preparation of annual accounts relating to the Society's affairs which shall be drawn up in accordance with The Guernsey Society for the Prevention of Cruelty to Animals (Incorporation) (Guernsey) Law, 1990 and these rules and which shall be audited by such persons as are appointed by the Members of the Society at the Annual General Meeting. The Auditor shall make a report to the Members of the accounts examined by him, and on the balance sheet and income and expenditure account in the annual accounts laid before the Members of the Society in General Meeting during his tenure of office.
- b) The report shall state whether in the auditor's opinion the annual accounts;
 - i) give a true and fair view of the Society's state of affairs as at the year-end of its net income or net expenditure for the year then ended,
 - ii) have been properly prepared in accordance with the generally accepted accounting practice adopted by the Society, and
 - iii) have been prepared in accordance with The Guernsey Society for the Prevention of Cruelty to Animals (Incorporation) (Guernsey) Law, 1990.
- c) It shall be the duty of the Auditor, in preparing his report, to carry out such investigations as will enable him to form an opinion as to the following matters;
 - i) whether proper books of account have been kept by the Society,
 - ii) whether the Society's balance sheet and income and expenditure account are in agreement with the books of account and returns.

- d) If the Auditor is of the opinion that proper books of account have not been kept by the Society or if the balance sheet and income and expenditure account are not in agreement with the books of account and returns, the Auditor shall state that fact in his report.
- e) The Auditor shall have a right of access at all times to the books and accounts and vouchers of the Society, and shall be entitled to require from the Committee such information and explanations as he thinks necessary for the performance of the duties of the Auditor.
- f) If the Auditor fails to obtain all the information and explanations that, to the best of his knowledge and belief, are necessary for the purposes of his audit, he shall state that fact in his report.
- g) The Auditor shall be entitled to attend any General Meeting of the Society and to receive all notices of, and other communications relating to, any General Meeting which any Member of the Society is entitled to receive, and to be heard at any General Meeting which he attends on any part of the business of the Meeting which concerns him as Auditor.

20 Liability and Indemnity

- a) No Officer or Committee Member shall be liable to make good any deficit on any property of the Society arising for any reason whatsoever save where there is wilful and individual fraud or wrongdoing on the part of the Officer or Committee Member whom it is sought to make liable.
- b) In the performance of their functions and duties hereunder no Officer or Committee Member shall be liable for any loss to the Society arising;
 - i) in consequence of the failure, depreciation or loss of any investment or investments made in good faith or by reason of any mistake or omission in good faith; or
 - ii) by reason of any improper investment made in good faith or for the negligence or fraud of any agent employed by the Society although the employment of such agent was not strictly necessary or expedient; or
 - iii) by reason of any mistake or omission made in good faith by any Officer or Committee Member or by reason of any other matter or thing.
- c) The Persons, Committee Members, persons co-opted onto the Committee and Members of sub committees (the "Indemnified Persons") and their respective heirs, personal representatives and estates at all times shall be fully and effectually indemnified by the Society in respect of all liabilities, actions, proceedings, claims, demands, costs and expenses whatsoever arising for or in respect of which the Indemnified Persons and their respective heirs, personal representatives and estates may become liable in connection with the affairs of assets of the Society or their role for the Society, provided that the indemnity shall not extend to liabilities, actions, proceedings, claims, demands, costs and expenses arising from any fraud or wilful misconduct on the part of the relevant Indemnified Person.

21 Removal of the Committee in its Entirety

- a) If the Society resolves by a majority of seventy-five percent in a referendum of the Members that the Committee should be removed in its entirety, the Shelter Manager shall manage the Society in a caretaker position, with spending powers limited to the ordinary day-to-day running expenses, until a new Committee is formed. Should a new Committee not be formed from the Membership within 6 months the Society shall be dissolved.

22 Dissolution

- a) If the Society resolves by a majority of seventy-five percent of the Members ordinarily resident in Guernsey present and voting at a Meeting of the Society that the Society shall be dissolved, any assets remaining after the satisfaction of all proper debts and liabilities shall be transferred to a charity registered under The Charities etc. (Guernsey and Alderney) Ordinance, 2021 or any future Guernsey law that repeals and replaces it. The chosen charity will preferably have objectives similar to those of the Society. In the absence of such choice assets shall be transferred to The Association of Guernsey Charities or its successor for its general Charitable purposes, provided that no resolution to dissolve the Society shall be considered unless it has prior approval of the Committee and notice in writing setting out the terms of the resolution has been sent to every Member of the Society not less than eight weeks before the date of the Meeting at which it is to be considered.

23 Alteration to these Rules

- a) Any provision contained in these Rules may be amended provided that;
 - i) No alteration, addition to or revision of these Rules must diminish the animal welfare objectives nor affect the non-profit objectives,
 - ii) No amendment may be made that would have the effect of making the Society cease to be a society for the charitable objectives set out herein,
 - iii) Any resolution to amend a provision of these Rules is passed by not less than seventy-five percent of the Members present and voting at a General Meeting; and no resolution to amend the provision of these Rules shall be considered unless it has had the prior approval of the Committee and notice in writing setting out the terms of the resolution has been sent to every Member of the Society not less than 28 days before the date of the Meeting at which it is to be considered.

24 Representation

- a) Such person or persons duly authorised by a Resolution of the Committee shall represent the Society before the Royal Court of Guernsey and before all tribunals whatsoever.

25 Address

- a) The address of the Society shall be GSPCA Shelter, Rue Des Truchots, St Andrews, Guernsey, GY6 8UD or such other address in Guernsey as may from time to time be determined by a resolution of the Committee.