



CHAPTER XXXIX.

An Act to incorporate and confer powers upon the A.D. 1932.
Royal Society for the Prevention of Cruelty
to Animals. —
[16th June 1932.]

WHEREAS in the year one thousand eight hundred and twenty-four at Old Slaughter's Coffee House Saint Martin's Lane in the city of Westminster a society for the prevention of cruelty to animals was established by divers benevolent persons having for its object the mitigation of animal suffering and the promotion and expansion of the practice of humanity towards the inferior classes of animated beings :

And whereas Her most Gracious Majesty Queen Victoria was pleased to grant Her Royal patronage to the Society and in the year one thousand eight hundred and forty graciously permitted the Society to use the title of " the Royal Society for the Prevention of Cruelty to Animals " :

And whereas the Society so formed (hereinafter called " the existing Society ") has from that date down to the present time enjoyed the favour of royal patronage and with such support has grown greatly in size and influence and now consists of upwards of seven thousand five hundred members :

And whereas the existing Society is under the management of a Council elected by the members to control the affairs funds property and proceedings of the Society subject to the rules of the Society :

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— And whereas a committee appointed on the twentieth day of December one thousand nine hundred and twenty-eight by the Council of the existing Society to revise the rules of the existing Society with a view to making therein such alterations and additions as might be considered desirable duly entered upon such revision and in due course submitted to the Council a set of new rules :

And whereas such rules were fully considered and further revised by the Council and the rules so revised are in the form set out in the schedule to this Act :

And whereas the existing Society has been and is being supported by the donations legacies and subscriptions of members of the existing Society and others who sympathise with its objects :

And whereas the existing Society and its branches own or are beneficially entitled to leasehold and freehold land and personal property :

And whereas the Council has from time to time appointed trustees to hold on behalf of the existing Society for the general purposes thereof the property of the Society and whereas the persons appointed as such trustees are at the present time Sir Robert Gower O.B.E. D.C.L. J.P. M.P. Lieutenant-Colonel Thomas Cecil Russell Moore C.B.E. M.P. and Charles Augustus Phillimore Esquire :

And whereas it is expedient that the members of the existing Society should be incorporated and that the property of the existing Society should be transferred to and vested in the Society so incorporated upon the terms upon which it is now held and subject to the like trusts and conditions if any affecting the same :

And whereas the several purposes aforesaid cannot be carried into effect without the authority of Parliament :

May it therefore please Your Majesty that it may be enacted and be it enacted by the King's most Excellent Majesty by and with the advice and consent of the Lords Spiritual and Temporal and Commons in this present Parliament assembled and by the authority of the same as follows :—

Short title.

1. This Act may be cited for all purposes as the Royal Society for the Prevention of Cruelty to Animals Act 1932.

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2. In this Act the following expressions have the following meanings unless the context otherwise requires (that is to say) :—

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Definitions.

“The Society” means the body corporate constituted by this Act by the name of the Royal Society for the Prevention of Cruelty to Animals;

“The existing Society” means the existing unincorporated body known as the Royal Society for the Prevention of Cruelty to Animals;

“The trustees” means Sir Robert Gower O.B.E. D.C.L. J.P. M.P. Lieutenant-Colonel Thomas Cecil Russell Moore C.B.E. M.P. and Charles Augustus Phillimore Esquire;

“Headquarters” means the chief office of the Society for the time being;

“The rules” means the rules of the Society for the time being in force;

“The Council” means the Council of the Society constituted in accordance with the provisions of this Act of which the marginal note is “Council.”

3. The persons who immediately before the passing of this Act were members of the existing Society and all such other persons as shall hereafter become members of the Society in accordance with the rules shall be and they are hereby incorporated for the purposes hereinafter mentioned by the name of the Royal Society for the Prevention of Cruelty to Animals and by that name shall be a body corporate with perpetual succession and a common seal and by that name may sue and be sued.

Incorporation.

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

Objects of Society.

5. From and after the passing of this Act all property real and personal rights easements and choses in action immediately before the passing of this Act vested in or held by or under the control of the existing Society or by or under the control of the trustees or by or under the control of other persons for the purposes of the existing Society or for specific purposes in relation

Transfer of property and liabilities.

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A.D. 1932. — thereto and all property and rights as aforesaid to which the trustees or any of them or any other persons are now entitled as such trustees or for such purposes or any of them shall by virtue of this Act without any conveyance or other instrument be and the same are hereby vested in and transferred to the Society to the same extent and for the like estates and interests as those to or for which the same are now vested in or held by or under the control of the existing Society or the trustees or such other persons or vested in the official Trustee of Charity Lands in trust for the existing Society but subject to all incumbrances charges and liabilities affecting the same immediately before the passing of this Act and the same may subject to the provisions of this Act be held exercised and enjoyed accordingly and all debts liabilities and obligations immediately before the passing of this Act due from and binding upon the existing Society or upon the trustees as such trustees or upon such other persons shall be and the same are to the exclusion of the existing Society or of the trustees or of such other persons as the case may be hereby transferred to and made binding upon the Society All property real and personal rights easements and choses in action vested in and transferred to the Society under this section shall be used for and applied to the purposes of the Society or such specific purposes as aforesaid as the case may be :

Provided that this section shall not extend (1) to any share stock annuity or property which is not transferable by deed or is only transferable in books kept by a company or other body or in manner directed by or under any Act of Parliament but such share stock annuity or property shall be transferred as soon as conveniently may be to the Society or (2) to any share stock annuity or property held by the Official Trustees of Charitable Funds.

Branch
property.

6.—(1) Any branch of the Society may if it so thinks fit appoint the Society either alone or jointly with any other person or persons as trustee of any property real or personal belonging to such branch.

(2) The person or persons empowered under any trust instrument to appoint trustees of property held in trust for the purposes of any branch of the Society may appoint the Society either alone or jointly with any other person or persons as such trustee.

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(3) The Society shall be entitled to act as trustee of any property of which it is appointed trustee jointly with any other person or persons or alone notwithstanding anything contained in the instrument (if any) creating such trust. A.D. 1932. —

7. Every donation gift and disposition of property real or personal lawfully made prior to the incorporation of the Society but not having actually taken effect whether by deed will or otherwise to or in favour of the existing Society shall take effect as if the same had been made to or in favour of the Society. Confirmation of gifts.

3. Every payment to the Society made after the passing of this Act whether by way of subscription donation or legacy or in any other way and the income from or proceeds of sale of any property or investment of the Society shall (unless otherwise provided by the person making such payment or by the trusts express or implied upon which such property or investment is held) be applicable both as to the capital and income thereof either as capital or income for the purposes of the Society. Application of funds.

9.—(1) The Society shall be under the management of a Council and the Council shall subject to the provisions of this Act and of the rules control the affairs funds property and proceedings of the Society. Council.

(2) The members of the Council of the existing Society shall be the members of the first Council of the Society.

(3) Future Councils shall be elected by the members according to the election procedure directed by the rules provided that for the purpose of determining the retirement of members of the first Council under the rules the Society shall be deemed to have been in existence at the date when any member of the Council was elected thereto.

10. The rules of the Society shall be those set out in the schedule hereto Provided that the Society may from time to time by resolution passed in accordance with the rules of the Society make rules in addition to the rules so set out and may in like manner alter amend or revoke any rule so made or so set out but no such additional rule alteration amendment or revocation which affects either directly or indirectly the property or funds of the Rules.

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A.D. 1932. Society shall be valid or effectual unless or until the same
— has been confirmed by an order of the High Court of
Justice or a judge thereof or by an order of the Charity
Commissioners Provided also that no rule so made
and no such alteration or amendment shall be repugnant
to the provisions of this Act or of the general law.

Power to
sell mort-
gage &c.
lands &c.

11.—(1) The Society may from time to time sell mortgage charge let upon lease exchange or otherwise dispose of the lands tenements and hereditaments or any personal estate and property (including moneys secured on mortgage of or charged upon any hereditaments) or any part thereof by this Act vested in it or which shall hereafter be vested in it or any easements rights or privileges to be exercised or enjoyed in over upon or under the same or any part thereof and may do and execute all such matters and things as may be necessary for effectuating and completing any such sale mortgage charge exchange or disposition Provided always that the moneys to arise from any such sale mortgage charge lease exchange or otherwise as aforesaid shall be applied by the Society only for the purposes or some or one of the purposes for which the same are applicable under this Act.

(2) The discharge of any loan raised by means of any such mortgage or charge as in this section is mentioned or of any part thereof may be effected either by payment by instalments or by means of a sinking fund and if the Society at any time think proper to form any such sinking fund all sums paid into the same shall as soon as may be be invested by the Society in any manner in which the Society is by this Act authorised to invest moneys in their hands requiring investment :

Provided that as regards any lands tenements hereditaments estate or property which are subject to the jurisdiction of the Charity Commissioners the powers conferred by this section shall not be exercised except under an order of the High Court of Justice or a judge thereof or with the approval of the Charity Commissioners.

Power of
investment.

12.—(1) Any part of the capital or the income of the Society which is not required for the time being for the purposes of the Society may be invested until so required in any investments from time to time authorised by law for the investment of trust money.

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(2) Subject to the provisions of the Mortmain and Charitable Uses Act 1891 the Society may retain any investment or other property real or personal held by the Society or which may from time to time be devised given or bequeathed to the Society though not being investments or property authorised to be acquired hereunder or may disclaim any such investment or property and may accept and retain or refuse any new shares stock debentures or debenture stock in any company which may be offered to it in respect of any investments retained as aforesaid and the Council shall not be liable for any loss which may occur by reason of any such retention acceptance or refusal. A.D. 1932. —

13. Any company or person who shall make or permit to be made any transfer or payment bonâ fide in reliance on any instrument to which the common seal of the Society is affixed shall be indemnified and protected in respect of such transfer or payment notwithstanding any defect or circumstance affecting the execution of the instrument. Payments on transfers in reliance of common seal protected.

14. Meetings of the Society shall be held and the proceedings thereat shall be conducted in accordance with the provisions in that behalf contained in the rules. Meetings and proceedings of Society.

15. The common seal of the Society shall not be affixed to or impressed upon any deed or document except in the presence of two members of the Council and of the chief secretary of the Society or other person appointed by the Council for such purpose who shall sign their names upon such deeds or documents in attestation of such seal having been affixed in their presence. As to common seal

16. This Act shall not extend to Northern Ireland. Extent of Act.

17. All the costs charges and expenses preliminary to and of and incidental to the preparing for obtaining and passing of this Act or otherwise in relation thereto shall be paid out of the funds of the Society. Costs of Act.

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The SCHEDULE referred to in the
foregoing Act.

THE RULES.

- Name. I. The Society shall be called the Royal Society for the Prevention of Cruelty to Animals.
- Objects. II. The objects of the Society shall be to promote kindness and to prevent or suppress cruelty to animals and to do all such lawful acts as the Society may consider to be conducive or incidental to the attainment of those objects.
- Constitution. III. The Society shall consist of life members honorary life members annual members and ex officio members as hereinafter defined and for the purposes of administration the Society shall comprise a central organisation with office in London hereinafter referred to as "headquarters" and branches including their auxiliaries established in accordance with these rules and the regulations embodied in Rule XI.
- (1) Life Members—
- (a) A donation of not less than twenty pounds paid in one amount either to headquarters or to a branch shall constitute the donor a life member as from the date of payment thereof;
 - (b) Upon receipt by headquarters or a branch of a donation of fifty pounds or more paid in the name of a firm or corporation or association of persons or of a donation of a like sum raised by a collection the Council shall have power to appoint as a life member of the Society a person nominated respectively by such firm or corporation or association or by the individual or individuals who paid over the proceeds of such collection to the headquarters or branch and failing such nomination a person nominated by the branch if any which received the donation and if no such person is nominated a person selected by the Council as a fitting representative;
 - (c) Any person who was at the date when these rules take effect a life member shall remain a life member;
 - (d) The Council shall have power to appoint as honorary life members persons who have rendered distinguished service in the cause of animal welfare and such

honorary life members shall have all the rights and A.D. 1932.
privileges of a life member; —

(2) Annual Members—

(a) An annual subscription of not less than one pound paid either to headquarters or to a branch in one sum or by instalments within any financial year ending 31st December shall constitute the subscriber an annual member and such subscriber shall continue to be an annual member for twelve months from the date when the subscription or the final instalment thereof was paid provided that he shall not be entitled unless otherwise qualified to any of the rights and privileges of membership or to speak or vote at any annual or extraordinary general meeting of the Society until three months after payment in full of his first qualifying subscription;

(b) The Council shall have power upon receipt by headquarters or a branch of an annual subscription of not less than five pounds paid in the name of a firm corporation or other body to appoint as an annual member any representative nominated by such firm corporation or other body;

(c) An annual subscription of not less than one pound but under two pounds paid jointly by two or more persons shall entitle one only of such joint subscribers to become an annual member.

(3) Provided always that the Council shall have power to refuse any donation or annual subscription at any time if the Council shall be of the opinion that it would not be advisable to accept such donation or subscription having regard to the objects of the Society and the Council shall not be under any obligation to give any reason for such refusal to the individual firm corporation association of persons or other body presenting the same;

(4) Ex officio members—

Secretaries of branches and auxiliaries of branches established in accordance with these rules and the regulations embodied in Rule XI shall during their tenure of office be ex officio members and entitled to the full privileges attached to membership.

(5) All subscriptions or donations referred to in this rule whether received by headquarters or by a branch shall be duly paid into the appropriate banking account and shall also be entered and published in the Society's annual report or branch report as the case may be.

IV. The Society shall be under the management of a Council hereinafter called "the Council" who shall subject to these rules control the affairs funds property and proceedings of the Society

Powers and
duties of
Council of
Society.

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A.D. 1932. and without prejudice to such general powers shall in particular
— have power—

- (1) To fix the date of their own meetings :
- (2) To appoint a patron or patrons of the Society a president and vice-presidents of the Society a chairman of the Council and vice-chairman of the Council a treasurer of the Society and trustees of the Society (not more than six or less than three in number) and such other officers and bankers as they may think fit :
- (3) To appoint and dismiss all paid officials of the Society and to make to such officials in addition to their salaries or fees such other allowances or compensation whether by way of pension or otherwise as the Council may deem just or expedient :
- (4) To appoint committees and to entrust to such committees such powers and duties as the Council think fit The chairman of the council and the vice-chairman of the Council for the time being shall be ex officio members of each committee :
- (5) To make byelaws (not inconsistent with these rules) for the management of the affairs of the Society and the regulation of the proceedings of the Council and of the committees :
- (6) To arrange for the proper conduct of punitive persuasive educational parliamentary and all other operations and for making such disbursements as may be considered necessary in furtherance of the objects of the Society :
- (7) To establish branches of the Society in the manner hereinafter provided :
- (8) To affiliate to the Society or to enter into any working arrangements with any other society or any association or body of persons whether within the British Isles or elsewhere having objects substantially identical with those set out in Rule II on such terms and conditions and subject to such supervision and control as may seem meet to the Council :
- (9) To take a poll of the members of the Society—
 - (a) on any matter affecting the Society ;
 - (b) on any decision arrived at at an annual or extraordinary general meeting ;
 - (c) when a poll has been duly demanded in accordance with Rule XXV hereof :
- (10) To summon an extraordinary general meeting of the Society on any occasion when the Council may deem it necessary.

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Composi-
tion of
Council.

V. (1) The Council shall consist of forty members of whom twenty-four shall be members of the Society elected as hereinafter provided and sixteen (hereinafter called "branch representatives") shall be elected as representatives of the sixteen groups of branches as hereinafter provided.

(2) The Council may at any time co-opt as a member of the Council any member of the Society possessing special qualifications provided that the total number of such co-opted members shall not at any time exceed three. All co-opted members shall retire each year at the first Council meeting held after the annual general meeting but shall then be eligible to be again co-opted.

(3) Subject to and in accordance with the provisions of Rule IX the Council shall have power to fill up any casual vacancy occurring among their members including any casual vacancy in the office of chairman vice-chairman or treasurer.

(4) The Council may act notwithstanding any such casual vacancy among their members.

(5) The Council shall at their first meeting after the annual general meeting of the Society elect a chairman of the Council a vice-chairman of the Council a treasurer of the Society and committees for the ensuing year.

VI. (1) The members of the Council other than the branch representatives and co-opted members shall be elected by postal vote of the members of the Society as hereinafter provided.

Method of
election of
Council.

(2) One-third of the members so elected shall retire annually at the annual meeting and they shall retire in the order of seniority according to the date of their election or last re-election to the Council the retirement of members of equal seniority being determined by lot.

(3) The retiring members of the Council shall be eligible as candidates for re-election without any further nomination but no other persons shall be eligible as candidates unless they are members of the Society and have been duly nominated as candidates as hereinafter appearing.

(4) The Council shall prepare and circulate a form of nomination paper and no member shall be eligible for election as member of the Council unless his nomination paper is signed by the proposer and seconder and ten or more other members of the Society. A copy or copies of the form of nomination paper shall on request be supplied to any member of the Society. This form shall provide space for the insertion of all necessary particulars as to the candidate including the date when he first became and how long he has been a member of the Society and for a brief statement of the work he has done for animals and his other qualifications if any for membership of the Council. The form shall also provide for a statement to be signed by the candidate of his willingness, if elected to serve on the Council.

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(5) The voting papers containing the names and addresses of all the candidates shall not earlier than the date of the circulation of the annual report and not later than twenty-eight clear days before the annual meeting be sent by the chief secretary to all the members of the Society entitled to vote together with a memorandum containing particulars referred to in the foregoing paragraph and the names of their respective proposers seconders and nominators.

(6) The voting papers shall be returned to the chief secretary signed by the members voting within fourteen days after the same shall have been issued to the members and may be sent through the post or otherwise and the votes shall be counted by the chief secretary and the names of the successful candidates announced at the annual general meeting. In the event of there being more than eight candidates for election each member shall be entitled to vote for eight candidates and no more but shall not give more than one vote to any candidate. In the event of there being eight candidates for election and no more all the candidates shall be deemed to have been elected without any vote being taken and in the event of there being fewer than eight all the candidates shall be deemed to have been elected and the vacant places to make up eight shall be regarded as casual vacancies to be filled up by the Council under the provisions of Rule IX.

(7) The branch representative members shall be elected triennially and for such purpose the branches throughout the country shall be divided into sixteen groups as the Council shall from time to time determine. Each group shall be entitled to elect one representative. Each group may fill up a casual vacancy occurring in its representation by electing another representative who shall hold office for the same time as the representative whose place he fills would have held it but he shall not thereby become entitled to succeed to any other office or sit on any committee unless and until duly elected thereto. The Council may draw up and from time to time vary regulations for the grouping of the branches and the election of the branch representatives.

Council members to act without remuneration.

VII. The members of the Council shall act without remuneration provided that the Council may defray the reasonable travelling expenses incurred by members of the Council to and from their homes to Council and committee meetings and all members of the Council when deputed to travel on the Council's business shall be entitled to reasonable travelling expenses.

Circumstances under which office of Council member is vacated.

VIII. The office of a member of the Council shall be vacated—

(1) if by notice in writing to the chief secretary he resigns his office or if he ceases to be a member of the Society ;

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- (2) if he absents himself from the meetings of the Council for the space of twelve months (reckoned from the date of his last attendance) and if the Council in such circumstances call on such member to resign ; A.D. 1932.
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- (3) if he becomes bankrupt and the Council call upon such member to resign or if he is certified as a lunatic or of unsound mind or placed under restraint.

IX. Whenever a casual vacancy occurs amongst the members of the Council (other than branch representatives) the chief secretary shall report such vacancy at the next meeting of the Council but the said vacancy shall not be filled up at that meeting No candidate shall be proposed for election at a Council meeting unless notice in writing with the name and address of the candidate and also of the proposer and seconder who must both be members of the Council have been sent to the chief secretary at least fourteen clear days prior to the date of the meeting and the names of all candidates with their proposers and seconds shall be added to the notice convening the meeting A candidate shall not be elected unless he receives the votes of the majority of all the members present and voting at the meeting A member so elected to the Council shall hold office for the same time as the member whose place he fills would have held it but he shall not thereby become entitled to succeed to any other office or to sit on any committee unless and until duly elected thereto. Casual vacancy on Council.

X. The Council shall have power to appoint triennially a humane education advisory committee consisting of members of the Society or otherwise to advise the Council on all matters appertaining to humane education. Humane education committee.

XI. Branches of the Society whether in existence when these rules come into force or to be established hereafter shall comply with and be subject to the following regulations :— Rules concerning branches.

- (1) The branch shall subject to the provisions in this rule contained adopt a set of rules :
- (2) A committee shall be formed to carry on the work of the branch and the following officers of the branch shall be appointed and all such appointments shall be forthwith notified by the branch secretary to the chief secretary for registration chairman treasurer auditor and secretary :
- (3) The branch committee shall act in conformity with the declared policy and objects of the Society in the branch area, and be subject to the rules and byelaws of the Society Branch boundaries shall be fixed by the Council after consultation with the branch committee but the Council shall at all times have power to vary such boundaries after further consultation with the branch

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committee for the purpose of ensuring that districts do not overlap and are conveniently placed in petty sessional divisions :

- (4) The title of the branch shall be as follows :—
“Royal Society for the Prevention of Cruelty to
Animals Branch.”
- (5) A branch may for the purpose of facilitating its working divide its areas in subsidiary branches to be called “auxiliaries” and every auxiliary shall for the purpose of these rules be regarded as forming an integral part of the branch. A branch may also arrange for the appointment of district correspondents for any area not served by an existing auxiliary :
- (6) One or more inspectors properly trained and qualified to the satisfaction of the Council will be sent where possible to do duty in the district of each branch as and when requested by such branch subject to the approval of the Council but the Council shall have power after consultation with the committee of the branch or branches concerned to transfer or change such inspectors :
- (7) Each branch shall contribute to headquarters at the rate of not less than £200 per annum or such other rate as the Council may from time to time determine towards the cost of the services of each inspector sent to or stationed in the area covered by that branch :
- (8) Every inspector shall be under the control of the Council except that subject to any directions given by the Council the branch secretary or his authorised representative may direct the inspector as to when and where he shall perform duty :
- (9) The wages uniforms and travelling expenses of all inspectors and also the costs charges and all other expenses incurred in or incidental to the conduct of all prosecutions and all legal responsibility arising out of the work of the inspectors within the scope of their duties shall be borne by headquarters :
- (10) Any complaint of substance as to the conduct of an inspector shall be reported forthwith by the branch secretary or other official to the chief secretary :
- (11) No prosecution shall in any circumstances whatever be instituted in the name of the Society except under the authority of the Council or its duly authorised officer :
- (12) All moneys received by a branch and when practicable by an auxiliary of a branch shall be placed in a local bank to the credit of an account in the name of such branch or auxiliary :

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- (13) The secretary of each branch shall inform the chief secretary of the names and addresses of all the branch officers and of any changes connected therewith : A.D. 1932. —
- (14) The secretary of each branch shall furnish the chief secretary not later than the 31st January each year with the names and addresses of all members of the branch who are members of the Society under Rule III The secretary of the branch shall notify to the chief secretary the names and addresses of every new member joining during the year within 28 days from the receipt of the subscription of such new member and the decease or resignation of any member within 28 days from the occurrence thereof :
- (15) A branch may publish literature solely in the name of the branch for local purposes but such literature shall not contain any statement contrary to the Society's objects or declared policy :
- (16) Petitions memorials or official representations if directed to Parliament Government offices or departments shall only be made through or with the sanction of the Council :
- (17) All legacies bequeathed to the Society (except those specifically bequeathed to a particular branch) shall be received by the treasurer of the Society but subject to any special trusts by which such legacies may be affected the Council shall have power to direct that any legacy or the income therefrom shall be paid to a particular branch :
- (18) Each branch shall publish an annual report showing a list of all subscriptions donations and legacies received by such branch during the year ended 31st December together with a properly audited financial statement and shall forward copies of the same to all its subscribers of 5s. and over and to the local press and also send two copies to the chief secretary :
- (19) Each branch shall hold within six months of the close of its financial year an annual general meeting for the adoption of its report and accounts and for the election of the committee and officers for the ensuing year and notice of such meeting shall be given to the chief secretary at least fourteen days prior to the holding of such meeting and the Council shall be entitled to send a representative to attend :
- (20) A branch may be dissolved by the Council either on their own initiative or after consideration of a resolution duly passed at an annual or extraordinary general meeting of such branch requesting the Council to dissolve the same Notice of the resolution to be proposed at such branch

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meeting shall be circulated by the secretary of the branch or some other responsible branch officer to all persons entitled to vote thereat. A copy of the resolution so passed at the meeting shall be sent by the secretary of the branch or some other responsible branch officer to the chief secretary and such secretary or other officer shall certify in writing that the meeting was called in accordance with this rule and the Council shall thereupon if they think fit dissolve the branch. The Council shall give one month's notice of their intention to dissolve the branch and such notice shall be deemed to have been sufficiently given by the Council if forwarded by registered post and addressed to the chairman secretary or other officer of the branch :

- (21) All property both real and personal belonging to a branch so dissolved and previously applicable for the general purposes of the branch shall be held at the disposal of the Council and the Council shall use or apply such property in the liquidation of the branch's outstanding liabilities and shall use or apply any balance thereafter remaining in carrying out the objects and declared policy of the Society in the area of the branch so dissolved in such manner as the Council shall after consideration of all the circumstances of the case and after consulting such persons locally interested as they deem advisable in their absolute discretion think fit provided that nothing in this rule shall affect the disposition of property held under a specific trust and not forming part of the property held for or in connection with the branch so dissolved :
- (22) A branch shall be empowered to receive subscriptions donations and legacies and (subject to these rules and to any special trust by which such money may be affected) any money received by it may be expended by the branch in its area as it may see fit. A branch may subject to these rules generally manage its own affairs and shall be solely responsible for its own debts and liabilities but shall not pledge the credit of the Society or the Council.

Receipt and
payment of
moneys on
behalf of
Society.

XII. All moneys received on behalf of the Society at the headquarters shall be paid into an account in the name of the Society at its bank for the time being all payments shall be made by cheques drawn on such account and all such cheques shall be signed by any two members of the finance committee and countersigned by the chief secretary. Official receipts of the Society signed by the treasurer of the Society or chief secretary shall be regarded as a sufficient acknowledgment and discharge in regard to all payments made to the Society at headquarters.

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XIII. If with the sanction of the Council any prosecution action or other legal proceeding shall be commenced by any member of the Society or by any officer employed by the Council or if any prosecution action or other legal proceeding is commenced against any member of the Society or any officer employed by the Council for anything properly done by him under a general or specific direction or with the sanction of the Council or in pursuance of his general duty such member or officer shall be indemnified against all loss damage and expenses attending such prosecution action or other legal proceeding by and at the expense of the Society.

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Proceedings
by and
against
members and
officers of
Society.

XIV.—(1) All real and leasehold property and investments belonging to the Society other than property belonging to and retained by a branch shall be held by the Society or the Official Trustees of Charitable Funds or the Official Trustee of Charity Lands.

Provisions
regarding
investment
of funds.

(2) Every payment to the Society whether by way of subscription donation or legacy or in any other way shall (unless otherwise expressly provided by the person making such payment) be deemed applicable both as to the capital and income thereof either as capital or income for the purposes of the Society.

(3) Any part of the capital or the income of the Society which is not required for the time being for the purposes of the Society may be invested until so required in any investments from time to time authorised by law for the investment of trust money.

(4) Subject to the provisions of the Mortmain and Charitable Uses Act 1891 and subject to any direction by the Council the Society may retain any investment or other property real or personal which may from time to time be devised given or bequeathed to the Society though not being investments or property authorised to be acquired hereunder or may disclaim any such investment or property and may accept and retain or refuse any new shares stock debentures or debenture stock in any company which may be offered to them in respect of any investments retained as aforesaid and the Council shall not be liable for any loss which may occur by reason of any such retention acceptance or refusal.

XV. The accounts of the Society shall be audited annually and a financial statement shall be prepared annually by the auditor of the Society who shall be a public practising accountant showing the financial position of the Society and the receipts and payments up to the 31st December last past and the auditor shall prepare annually a list of securities held by the Society and shall certify that such securities have been examined by him and found intact.

Auditing
accounts.

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Annual
report.

XVI. The Council at a meeting preceding the annual general meeting shall draw up a report of the work of the Society for the preceding financial year to be presented to the annual general meeting accompanied by the financial statement referred to in Rule XV.

Annual
meeting.

XVII. An annual general meeting of the Society shall be held within the first six months of each year in respect of the preceding year for the purpose of receiving and if thought fit adopting the report referred to in Rule XVI together with the financial statement referred to in Rule XV and transacting such other of the Society's business as may be necessary. Any member of the Society shall be at liberty to propose at the annual general meeting any resolution including any resolution for the amendment of the report provided that notice thereof shall have been given in writing to the chief secretary not less than twenty-one clear days before the day of the meeting and that in the opinion of the Council the proposal or discussion of such resolution will not be detrimental to the interests of the Society. The Council shall have power to invite persons who are not members of the Society to attend and speak.

Chairman
of annual
and extra-
ordinary
general
meetings.

XVIII.—(1) The president shall preside at the annual or any extraordinary general meeting of the Society.

(2) If the president is unable or unwilling to preside at such meeting the Council may appoint the chairman of the Council or any other person whatsoever to preside at such meeting. Provided that the meeting may by special resolution disapprove of the chairman so appointed by the Council. If the meeting so resolve or if the chairman appointed by the Council be not present at the commencement of the meeting the chairman shall be appointed by the members present at the meeting.

Summoning
of extra-
ordinary
general
meetings.

XIX. In accordance with Rule IV (10) the Council may summon an extraordinary general meeting of the Society on any occasion when the Council may deem it necessary. An extraordinary general meeting shall also be called on a requisition signed by not less than one hundred and fifty members of the Society. The requisition shall specify the purpose for which the meeting is demanded and it shall be the duty of the Council to summon an extraordinary general meeting of the members without unnecessary delay. No business other than that specified in the requisition shall be transacted.

Notice to
members of
annual and
extra-
ordinary
general
meetings.

XX. The annual or any extraordinary general meeting of the Society shall be summoned by advertisement inserted in at least three of the principal London daily newspapers. The advertisements shall be inserted not less than twenty-eight days prior to the date appointed stating as far as possible the business to be transacted at the meeting and such advertisement shall for all

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purposes be deemed sufficient notice to all members The chief secretary shall also give not less than twenty-eight days' notice of such meeting with the same information to each member whose name and address are recorded at headquarters and at the same time in the case of an annual general meeting shall forward to each member a copy of the report and financial statement referred to in Rules XVI and XV The chief secretary shall send not less than 14 days before the holding of an annual general meeting to each member an agenda stating the business to be transacted at such meeting Such agenda shall be settled by the Council and the Council shall have the power to decide whether any resolution submitted to a meeting is to be treated as a special resolution and therefore coming under the provision in Rule XXIV.

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XXI. None but members of the Society as defined in Rule III shall be competent to vote at any annual or extraordinary general meeting and the voting at each meeting shall be personal In the event of equality of votes the chairman of the meeting shall have a second or casting vote.

Voting at annual and extraordinary meetings.

XXII. Subscribers to the Society who are not members as defined by Rule III may attend the annual general meetings of the Society but to obviate confusion in voting they shall be provided with seating accommodation apart from those entitled to vote.

Subscribers (not members) attending annual meeting.

XXIII. A list of names and addresses of all the members entitled to a vote shall be kept at headquarters and any member of the Society when a poll is taken or an extraordinary general meeting is called shall be entitled to receive a copy on payment of the sum of five guineas.

Supplying list of members' names and addresses.

XXIV. No business shall be transacted at an annual general meeting unless at least one hundred and fifty members are present and no business shall take place at an extraordinary general meeting unless at least two hundred members are present No special resolution at any annual meeting and no resolution at any extraordinary general meeting shall be deemed to be carried unless at least three-fifths of the members present vote in favour thereof.

Quorum at annual and extraordinary general meetings.

XXV. In respect of any resolution passed at an annual or extraordinary general meeting one hundred and fifty members of the Society may by notice in writing to the chief secretary within twenty-one days of such meeting demand a poll of all the members in respect of such resolution and thereupon a poll shall be taken forthwith by the Council Upon a poll being taken no resolution shall be deemed to be carried unless at least three-fifths of the members voting vote in favour thereof.

Demand for a poll.

XXVI. When a poll of the members is taken under these rules the Council shall draw up and issue to the members a statement of facts setting out the circumstances under which the poll

Impartial statement on a poll.

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Method of taking a poll.

XXVII. A poll of the members under these rules shall be taken by means of polling papers forwarded from headquarters and returned within such time and addressed to such person as the Council may direct.

Expulsion of members.

XXVIII. A member of the Society as defined by Rule III shall cease to be a member and shall thereupon forfeit all rights and privileges as such if his conduct in the opinion of not less than two-thirds of the members of the Council present and voting at a meeting of the Council held after due notice of the intention to consider such member's conduct has been prejudicial to the interests of the Society provided that prior to the meeting of the Council at which the member's conduct is to be considered reasonable notice in writing shall be given to the member of the intention to consider his conduct and an opportunity afforded him to submit any explanation either personally or in writing at the option of such member to the Council. Notice shall be deemed sufficient and reasonable if sent by registered post to the last known place of abode of the member fourteen days before the meeting of the Council at which his conduct is to be considered.

Definitions.

XXIX. The expressions in these rules "treasurer of the Society" and "chief secretary" shall mean the treasurer of the Society appointed by the Council and the chief secretary at headquarters appointed by the Council respectively.

Rescinding and altering rules.

XXX. These rules shall take effect as from 13th January 1932 and all rules then in force shall be and the same are hereby rescinded as from that date but without prejudice to anything done thereunder and they shall remain in force until they are revoked altered or varied either by resolution passed at an annual or extraordinary general meeting or by a poll of the members under Rule IV (9) or Rule XXV and confirmed where necessary as provided by section 10 of the Royal Society for the Prevention of Cruelty to Animals Act 1932.

PRODUCED IN THE UK FOR W. J. SHARP
Controller and Chief Executive of Her Majesty's Stationery Office
and Queen's Printer of Acts of Parliament
LONDON: PUBLISHED BY HER MAJESTY'S STATIONERY OFFICE