

BOARD NOTICE 168 OF 2010

CONSTITUTION INCLUDING ALL THE ADDITIONS AND AMENDMENTS FROM BOARD NOTICE 14 OF 1995 UP TO THE DATE OF THIS GOVERNMENT GAZETTE

CONSTITUTION OF THE NATIONAL COUNCIL OF SOCIETIES FOR THE PREVENTION OF CRUELTY TO ANIMALS

1. INTERPRETATION

(1) In this Constitution, unless the context otherwise indicates -

"Act" means the Societies for the Prevention of Cruelty to Animals Act, No.169 of 1993;

"advisory director" means a person appointed as such in terms of article 10 (10) (a);

"article" means the articles of this Constitution;

"associate members" means an associate member of the Council admitted in terms of article 6 (4);

"contribution" refers to all amounts payable by a Society to the Council in terms of the Act;

"Council" means the National Council of Societies for the Prevention of Cruelty to Animals established by section 2 (1) of the Act;

"delegate" means a natural person appointed by a Society in good standing in terms of article 7 (1);

"member" means a Society registered or deemed to be registered in terms of section 8 of the Act;

"in good standing" means that the Society has paid all contributions due and submitted all documents required timeously, and that it is not in breach of any of its obligations in terms of the Act without just cause;

"month" means a calendar month;

"Regional Council" means a regional council established in terms of article 5 (2);

"Chief Executive Officer" means the person appointed in terms of article 11 (13) and includes any person appointed to perform the duties of the Chief Executive Officer;

(2) Other words shall bear the same meaning as are defined in section 1 of the Act, and the provisions of this Constitution shall at all times be subject to the provisions of the Act.

(3) In this Constitution, unless the context otherwise requires-

(a) words signifying the singular will include the plural and *vice versa*;

(b) words signifying one gender will include the other genders;

(c) references to natural persons shall include artificial persons and *vice versa*.

2. OBJECTS OF THE COUNCIL

The objects of the Council are to fulfil the objectives conferred upon them by section 3 of the Act, namely:

(a) to determine, control and co-ordinate the policies and standards of societies, in order to promote uniformity;

(b) to promote co-operation among societies;

(c) to prevent the ill-treatment of animals by promoting their good treatment by man;

(d) to promote the interests of societies;

- (e) to take cognizance of the application of laws affecting animals and societies and to make representations in connection therewith to the appropriate authority;
- (f) to do all things reasonably necessary for or incidental to the achievement of the objects mentioned in this article.

3. SPECIFIC POWERS OF THE COUNCIL

- (1) In the furtherance of its objects, the exercise of its powers, obligations and rights in terms of the Act, the Council shall have, *inter alia*, the following specific powers:
 - (a) to utilise the Council's funds in any such manner as will enable it to comply with its objects, exercise its powers, assert its rights and fulfil its obligations;
 - (b) to take over, purchase, lease or otherwise acquire, hold, develop, improve, manage, let, sell, transfer, exchange, mortgage, pledge, grant servitudes, licences, or other rights over, or otherwise dispose of, or charge or encumber any property or interest therein, whether moveable or immovable, real or personal, corporeal or incorporeal, and in any part of the world, and to accept (with or without conditions) subsidies, grants, legacies, donations, gifts, and devices, and to erect, construct, maintain, enlarge, alter, demolish, or remove any buildings, fences or other erections or works on any immovable property;
 - (c) to enter into any contract whatsoever in regard to the property or rights of the Council;
 - (d) to invest the moneys of the Council in such manner as it may deem expedient;
 - (e) to borrow money for any legitimate purpose on such terms as it may deem expedient, and if necessary to secure the same by mortgage, pledge, charge, debentures, debenture stock or other security charged on all or any of its property; to enter into any guarantee, suretyship or undertaking, and to assume liability for or undertake the debts and engagements of others;
 - (f) to open and operate accounts with banks and draw, make, accept, endorse, discount, execute and issue cheques and other negotiable or transferable instruments or securities;
 - (g) to establish, subsidise, promote, co-operate or affiliate with or act as trustees or agents for, or manage or grant or lend money or other assistance to any Society or association corporate or incorporate, whose objects are similar to those of the Council, and which prohibits the distribution of its income, capital or assets to its members save by way of agreed remuneration for services rendered, or the reimbursement of expenses incurred for its benefit;
 - (h) to investigate, institute and defend proceedings in any court, congress, Parliament, council or other forum in any part of the world, and oppose by any lawful means, any legislation, action, proceeding, application or other process which might endanger, impact upon or prejudice the interests or objects of the Council, directly or otherwise;
 - (i) to enter into any contract of employment or service with any person and to remunerate any person rendering service to the Council in such manner as it may deem fit;

- (j) to establish and support, or aid in the establishment and support, financially or otherwise, of Societies, associations, funds and trusts calculated to benefit persons who are or have been directors, officials or employees of, or otherwise connected with the Council, or the dependants or the connections of any such persons, and to grant pensions and allowances to any such persons or their aforesaid relatives, dependants, or connections and generally to embark on any scheme or undertaking calculated to benefit any such persons, or their aforesaid relatives, dependants or connections;
 - (k) to do all such other lawful acts and things as may be incidental or conducive to the powers aforesaid;
- (2) The provisions of article 3 (1) are not exhaustive and shall not in any way limit the Council's powers or rights in terms of the Act.

4. SOURCE AND APPLICATION OF COUNCIL'S FUNDS

- (1) The Council shall derive its income from -
- (a) Financial contributions levied in terms of section 10 of the Act, which shall be determined by the Council at a general meeting from time to time. These are currently an amount equivalent to 10% of all benefits received by a Society from bequests, legacies, and other testamentary dispositions, as well as any trust or similar entity of which the Society is a beneficiary (income or capital) upon the death of any person associated therewith. These contributions are payable annually in arrears at least 10 clear days before the annual general meeting of the Council, and shall be accompanied by a typed reconciliation showing how the contribution has been calculated;
 - (b) subscriptions from associate members, as prescribed by the Board from time to time;
 - (c) funds raised by it in such manner it deems appropriate in accordance with the provisions of the Nonprofit Organisations Act, No 71 of 1997, as amended;
 - (d) interest, rental, dividends, profits and returns on its investments or the employment of its property;
 - (e) fees, charges or any consideration payable for services rendered, advice given or property sold by it;
 - (f) donations, gifts, annuities, legacies, bequests, inheritances or other disposition, award or benefit made in its favour, or to which it may be entitled;
 - (g) any other source available to it.
- (2) The Board shall be entitled to compound, waive, abandon, or vary its right to receive contributions.
- (3) The income and property of the Council shall be applied solely towards the promotion of and compliance with the objects of the Council, the exercise its powers, assertion of its rights and fulfilment of its obligations in terms of the Act and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise to its members or employees: Provided however that nothing herein contained shall prevent payment in good

faith or remuneration to any director, officer, member or servant of the Council for any services rendered to the Council or in reimbursement of expenses incurred in carrying out the business or attending to the affairs of the Council.

- (4) If after the winding up or the dissolution of the Council there remains any free residue or property, it shall not be paid to or distributed among the members but shall vest in a trust created on dissolution by the members, or failing them, by the Chief Master of the Supreme Court or his successor in title. The trustees of this trust shall use the income and/or capital for the benefit of Societies or such other institution(s) with similar objects as may be determined either by the members at or before the time of dissolution or, in default thereof, by the Chief Master of the Supreme Court, or his successor in title.
- (5)
 - (a) If a bequest, inheritance or distribution from a trust upon the death of a person is received by, or accrues to the Council in terms of section 5 (2) of the Act, the Council shall, within 30 days thereof, notify all Societies thereof. This notification shall include the last known address of the deceased or donor and the value or estimated value of the benefit or accrual, where this information has been provided.
 - (b) Any Society wishing to claim this benefit shall lodge a written claim with the Council within 30 days of notification from the Council. This claim shall clearly set out the basis upon which the Society considers that it is entitled to the benefit, and whether in whole or in part. In the event that the Council receives competing claims, then the Council shall in consultation with the disputing parties establish a committee, which shall include a person with legal training.
 - (c) Should any Society receive a bequest, inheritance, or distribution from a trust upon the death of a person, where the Will or Trust instrument does not specifically state the name of their own Society, then the recipient Society shall advise the Council and make payment of the full amount received to the Council within 30 days of receipt. The Council shall hold this money until such time as the lawful beneficiary has been identified.
- (6) A committee established in terms of article 4 (5) shall in its absolute discretion-
 - (a) determine to which of the disputing parties, if any, the benefit should be given, and in what proportions or manner;
 - (b) determine the procedures to be followed in the hearing and determination of the dispute, and where the hearing(s) should be held, bearing in mind the convenience of all parties to the matter;
 - (c) require or permit any Society or party to present documentary or oral evidence;
 - (d) appoint any persons(s) to undertake such investigations as they may deem relevant, necessary or appropriate;
 - (e) exercise its discretion in good faith towards the interests of the disputing parties, but shall not be arbitrators;
 - (f) subsist only until a decision has been reached and all interested parties notified thereof in writing.

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- (7) The committee shall, in the absence of evidence of an intention to benefit the Council or a party to the dispute, consider the following factors to be conclusive:
- (a) the donor was a member of a particular Society at the time of his death, and was never a member of any other Society;
 - (b) the donor was a member of a particular Society when the will or trust instrument was executed, and was never a member of any other Society,
 - (c) the donor was once a member of a particular Society for a significant period, and was never a member of any other Society;
 - (d) if the donor, although never a member of any Society, was a regular donor to a particular Society;
 - (e) if the donor, although not a member of any Society, participated significantly in the activities of that Society on a regular basis;
 - (f) failing the above, if the donor utilised the services of that Society on more than one occasion;
 - (g) failing the above, if the donor had at time of making the will or creating the trust instrument had lived within the area for a significant period of time.
- (8) The committee shall, in the absence of evidence of an intention to benefit the Council or a party to the dispute, and in the absence of the evidence referred to in article 4 (7), consider, in its absolute discretion, the following facts sufficient to warrant the benefit being divided between disputing parties:
- (a) the donor was a member of two or more Societies during his life;
 - (b) the donor was a regular donor to two or more Societies during his life;
 - (c) the donor participated significantly on a regular basis in the activities of two or more Societies during his life;
 - (d) if the donor utilised the services of two or more Societies on more than one occasion;
- (9) The committee may, in its absolute discretion, allocate the benefit to the Council where there is no evidence of an intention on the part of the donor to benefit a Society or Societies.
- (10) Any decisions made by a committee established in terms of article 4 (5) (b) shall be final and shall be deemed to constitute a decision by the Board which shall be implemented by the Board.
- (11) All costs and expenses incurred in connection with the establishment, convening and actions of the committee in the fulfilment of its duties shall be paid by the Societies claiming the benefit in such proportions and upon such terms as the committee may determine, which may include the payment of interest at the prevailing legal rate where such costs and expenses are not settled immediately.

5. REGIONAL COUNCILS

- (1) The Council may in its discretion define regions within the Republic from time to time.
- (2) All Societies whose operational jurisdiction falls within such a designated region may establish a Regional Council. Only Societies whose operational jurisdiction falls within the region may become members of the regional Council unless those Societies agree to include other Societies.
- (3) Subject to article 5 (4) below, the members of a Regional Council may prescribe rules which govern the relationships among them.
- (4) These rules -
 - (a) may not be in conflict, directly, indirectly or potentially, with the provisions of the Act or this Constitution or the enforcement thereof;
 - (b) shall advance the objects, rights and obligations of the Council and Societies as contained in the Act, this Constitution, and the Constitutions of the Societies concerned;
 - (c) shall not impair or restrict the rights of member Societies to pursue and fulfil their objects and obligations, and exercise their rights and powers and duties, including their right to appoint a delegate in terms of article 7 (1);
 - (d) shall be approved by the Board.

6. MEMBERS

- (1) The membership of the Council is comprised of Societies and the directors, duly elected.
- (2) The Council shall maintain at its principal place of business a register which records the names of members, and the date when their membership commenced and terminated. It shall also record their chosen address for the delivery of all notices. This register shall be available for inspection during working hours, and upon reasonable notice.
- (3) The members, directors, committee members and other officers and employees of Societies are not members of the Council. Accordingly, they cannot exercise the rights of a member unless appointed in a representative capacity or as a delegate at a general meeting.
- (4) The Board may admit associate members. An associate member shall -
 - (a) not be a member;
 - (b) enjoy such rights and powers as the Council in general meeting may allow;
 - (c) have their membership cancelled by the Council in general meeting.

7. VOTES OF MEMBERS

- (1) Every Society in good standing wishing to be represented at a general meeting of the Council shall lodge with the Council a duly completed delegate form not less than 96 hours before the meeting. The prescribed delegate form, annexed as "A" hereto, shall be signed by at least two members of the Management Committee of the Society concerned.
- (2) At a general meeting only the delegate properly appointed by the Society may vote.
- (3) A delegate shall have one vote for each Society he/she represents.
- (4) At a general meeting a motion put to the vote shall be decided on a show of hands unless a poll is demanded. In the event of an equality of votes, the chairman shall be entitled to a second or casting vote in addition to his deliberative vote.

8. GENERAL MEETINGS

- (1) All meetings of the members shall be called general meetings.
- (2) A general meeting of the Council known as the annual general meeting shall be held once in every calendar year at a time and place determined by the Board.
- (3) The Board may at any time and shall, within 14 days of the receipt of a written requisition by no fewer than 15 members in good standing, give notice to convene a general meeting. This meeting shall be held at such time and place as the Board may determine, within 60 days of receipt of the requisition.
- (4) Members in good standing shall be given at least 28 days notice prior to the holding of a general meeting, which notice shall specify the place, the day and the hour of the meeting. Where special business or resolutions are to be considered at the meeting, the general nature of the business and the full text of the resolutions must be stated. However, the non receipt of such notice by any member shall not invalidate the proceedings at any general meeting.

9. PROCEEDINGS AT GENERAL MEETINGS

- (1) At the annual general meeting, the Council shall report its activities during the preceding year, and identify the newly elected directors. The members shall also consider the annual financial statements, resolutions, if any; the appointment of an auditor, and other business laid before it. All business laid before the meeting shall be deemed to be special business.
- (2) At an annual general meeting 10 delegates shall be a quorum. If within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned for one hour. If at such an adjourned meeting a quorum is not present, the delegates present shall constitute a quorum.
- (3) At a general meeting convened upon a requisition of members in terms of article 8 (3), the fifteen members who requisitioned the meeting shall be personally present and shall form a quorum. If this number is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.

- (4) The chairman of the Board shall preside as chairman at general meetings of the Council.
- (5) If there is no chairman, or if he/she is not present within 15 minutes of the time appointed for the meeting, or he/she is unwilling to act as chairman, the delegates present shall elect a chairman for the meeting.
- (6) The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

10. MANAGEMENT

- (1) Subject to the provisions of the Act and this Constitution, all decisions of the Council shall be enacted, managed, controlled and administered by the Board.
- (2) The Board shall comprise -
 - (a) three directors each of whom shall be the chairman, or failing him/her a nominee of each of the primary Societies;
 - (b) a maximum of two directors nominated by a simple majority of the votes of the delegates of all the Societies in the Provinces of Mpumalanga, Limpopo, North-West and Gauteng, which directors are ordinarily resident in one of those provinces;
 - (c) a maximum of two directors nominated by a simple majority of the votes of the delegates of all the Societies in the Provinces of Eastern Cape, Southern Cape, Northern Cape and Western Cape, which directors are ordinarily resident in one of those provinces;
 - (d) a maximum of one director nominated by a simple majority of the votes of the delegates of all the Societies in the Province of KwaZulu/Natal, which director is ordinarily resident in that province;
 - (e) a maximum of one director nominated by a simple majority of the votes of the delegates of all the Societies within the Province of the Free State, which director is ordinarily resident in that province;
 - (f) one director nominated by the Minister of Agriculture;
 - (g) Except with the consent of the Council in general meeting, the directors elected in article 10 (2) (b) - (g) may not be members of a primary Society. In the event that such consent is given, they may not vote on matters which would directly impact upon their Society;
 - (h) the executive officer of the Council, who may at the discretion of the Board, be a director with full voting rights and entitled: "Executive Director".
- (3) (a) Save for the Chief Executive Officer, and any director nominated by the minister only persons who are members in good standing of a Society in good standing and who are

permanently resident in South Africa, shall be eligible for appointment, or to continue in office as directors;

- (b) The Chief Executive Officer shall send a notice to all Societies requesting that they nominate candidates for election to the Board at least 4 weeks prior to the nomination date;
 - (c) The notice shall state the number of vacancies for which nominations are required, as well as the date by which all nominations are to be received by the Council;
 - (d) Each Society may nominate as many candidates as there are vacancies;
 - (e) A separate nomination form, annexed as Annexure "B" hereto, is to be used for each candidate nominated. The form shall be signed by the candidate and the two Societies nominating him/her;
 - (f) Where the number of persons so nominated does not exceed the number of vacancies available, they shall be deemed elected to the Board;
 - (g) Where the number of nominated candidates exceeds the number of vacancies, the Chief Executive Officer shall call for an election.
 - (h) At any given time there shall be no less than 10 directors serving on the Board of the Council.
- (4)
- (a) Ballot papers shall be in the form set out as Annexure "C" hereto, and shall be emailed and/or telefaxed to all relevant Societies no later than 30 days after the nomination day, and at least six weeks prior to the election date,;
 - (b) If the Chief Executive Officer, after consideration of a written application by the Society concerned, is satisfied that the ballot paper has been lost, he shall issue a fresh ballot paper to that Society;
 - (c) A Society may cast only one vote in favour of their chosen candidates;
 - (d) The ballot paper shall be delivered so as to ensure that it shall reach the Chief Executive Officer before 16h00 on the polling day;
 - (e) The Chief Executive Officer shall prepare a ballot box, which shall be sealed in such a manner that ballot papers can only be removed by breaking the seal;
 - (f) The ballot box shall be kept in a secure place to which access may only be given to place ballot papers in the box;
 - (g) Upon receipt of a ballot paper, the Chief Executive Officer shall place it in the ballot box. If a ballot paper is received by the Chief Executive Officer after 16h00 on the polling day of the election, the ballot paper shall be kept only for verification purposes;
 - (h) A ballot paper shall be rejected by the Chief Executive Officer if -
 - (i) the Society from whom the ballot has been received is not in good standing or has already cast a vote;

- (ii) the number of candidates opposite whose names crosses have been made exceeds the number of candidates to be elected.
 - (i) The Chief Executive Officer shall as soon as possible after 08h30 on the first working day following the election day, break the seal on the ballot box and remove the contents of that ballot box therefrom in a room;
 - (i) in which no unused ballot papers for the election concerned are present; and
 - (ii) to which only himself and an independent third party have access.
 - (j) After the seal on a ballot box has been broken, no person shall -
 - (i) bring any unused ballot paper for the election concerned, or a ballot paper which has been received by the Chief Executive Officer after the closing time on the polling day, into the room; or
 - (ii) remove any ballot paper which has been removed from the ballot box, from the room, before the result of the election has been determined.
 - (k) If the Chief Executive Officer is satisfied that a ballot paper has to be rejected, he/she shall endorse it with the words "Spoilt" and record the basis upon which it has been rejected thereon. The ballot paper(s) shall be retained for verification purposes;
 - (l) Once the Chief Executive Officer has determined the validity of the ballot papers, he/she shall determine the number of votes which have been recorded in favour of each candidate;
 - (m) If an equal number of votes have been recorded for two or more candidates, the Chief Executive Officer shall determine by lot which of those candidates are deemed to be elected;
 - (n) The Chief Executive Officer shall bind all documents relating to the election in separate packages which are suitably marked, and thereafter seal them in a package marked "Election documents", together with the dates of the nomination and polling days. The package shall be retained for three years;
 - (o) The Chief Executive Officer shall as soon as reasonably possible after the counting of the votes notify the relevant persons of their election as directors to the Board;
 - (p) The Chief Executive Officer shall as soon as reasonably possible after the counting of the votes, advise Societies of the candidates who have been elected;
- (5) The Chief Executive Officer shall, as soon as reasonably possible after the election, report to the Board on -
- (a) the number of candidates nominated for the election;
 - (b) the number of nominations which he/she refused to accept and the reasons for each such refusal; and
 - (c) the number of ballot papers issued, submitted and rejected. He/She shall provide reasons for each rejection.

- (6) Only the particulars referred to in articles 10 (4) (o) and (5) may be disclosed in regard to the election, except under law, or unless directed thereto by a competent court.
- (7) Subject to the provisions of article 12 or unless removed from office at a general meeting convened in terms of article 8 (3), directors shall hold office for a period of 2 years from the Annual General Meeting.
- (8) Directors shall be eligible for re-election.
- (9) At its first meeting the Board shall elect by a majority vote -
 - (a) a chairman from amongst the directors, No director shall be eligible for election as chairman if he has held this position for the past four consecutive years;
 - (b) a vice chairman and a financial director;
 - (c) a management committee of no less than five directors, which shall include the chairman, the vice-chairman, the financial director and the Chief Executive Officer. The management committee shall be responsible for the affairs of the Council and shall possess all the necessary rights and powers required to enable it to fulfil this responsibility. The management committee may co-opt additional directors to serve on the management committee;
 - (d) These persons shall hold this appointment until the close of the next annual general meeting.
- (10) The Board may in its discretion -
 - (a) appoint advisory directors to fulfil such duties as the Board may direct, subject to such conditions as it may determine, including whether they should have a vote at Board meetings;
 - (b) invite to its meetings any person to attend and speak thereat;
 - (c) appoint a person(s) by way of a power of attorney signed by the chairman to act on its behalf where necessary, subject to such terms and conditions as it may determine;
- (11) The primary Societies referred to in article 10 (2) (a) are the three Societies whose individual annual audited income from legacies/inheritances is the greatest during the financial year preceding the election: Provided that -
 - (a) if there is a dispute regarding the value of any legacies/inheritances, then the Council's auditors shall investigate the matter, and their expert decision shall be final; and
 - (b) no Societies shall be considered eligible for election as a primary Society if it has not been a member in good standing for 24 months prior to the first annual general meeting following the election of new directors. If a primary Society falls into bad standing during its two year appointment, then the director appointed by that Society shall stand down and be replaced by a person appointed by the Society next to qualify in terms of this article. The new director shall serve for the remaining period subject to the same conditions.

- (12) Directors may not hold any position in any organisation or entity, other than a Society registered with the Council in terms of Section 8 of the Act, which is, in the opinion of the Board, an animal welfare organisation.
- (13) Directors are required to sign and adhere to a Code of Conduct.

11. PROCEEDINGS OF THE BOARD

- (1) The Board shall meet for the despatch of business whenever necessary and may otherwise adjourn or regulate its meetings as it deems fit.
- (2) Decisions of the Board shall be determined by a simple majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote.
- (3) Upon receipt of a written request by three directors, the Chief Executive Officer shall convene a meeting of the Board to be held within 21 days. The notice of such meeting shall state the particular business to be transacted thereat.
- (4) Five directors shall constitute a quorum for any meeting of the Board.
- (5) In the event of that a vacancy arises on the Board for whatsoever reason, the remaining directors may, should they deem it necessary, invite a suitably qualified person to accept office until the next annual general meeting following an election.
- (6) If the number of directors is reduced below 10, the directors shall take the necessary steps to increase that number, either by inviting a suitably qualified person to accept a position on the Board, or by calling for nominations from Societies.
- (7) If the chairman of the Board is not present within 15 minutes of the time appointed for a meeting of the Board, the directors shall appoint one of the vice-chairmen to preside over the meeting.
- (8) The Board may delegate any of its powers to committees consisting of such directors as they deem fit. This committee shall fulfil its mandate upon such terms and conditions as may be imposed by the Board.
- (9) A committee shall elect a chairman of its meetings; if at any meeting the chairman is not present within five minutes after the time appointed for commencing the meeting, the members of the committee present may choose one of their number to be the chairman of the meeting.
- (10) The committee may meet and adjourn as thought proper. Motions put to any meeting of the committee shall be decided by a simple majority of votes of those present.
- (11) All acts done by the Board or by a committee thereof, or by any director, notwithstanding that it shall be afterwards discovered that there was some defect in the appointment of such Board, committee or director or that they or any of them were disqualified, be as valid as if such Board or committee were properly constituted or such person had been duly appointed and was qualified to be a director or committee member.

- (12) The Board, or any committee appointed by it, may decide any question telephonically or by the submission by registered post, hand delivery or telefax to every director or committee member, as the case may be, of a proposal in writing couched in identical terms, and a written minute of any such telephonic decision verified as such by the signature of the chairman of the Board or the committee, or Chief Executive Officer as the case may be, or the signed acceptance of such proposal by a majority of such directors or committee members shall be deemed to be a decision taken at a duly constituted meeting and shall be recorded as such in the minutes of the next meeting of the Board or of the committee.
- (13) The Board shall be responsible for the appointment of a Chief Executive Officer to the Council and all other paid officers, inspectors, servants; and shall adopt rules regulating their duties and conditions of service, and may in its discretion vary such rules and terminate such appointments.

12. DISQUALIFICATION OF DIRECTORS

The office of a director shall be vacated if he -

- (a) is or has been found guilty of any offence involving dishonesty;
- (b) resigns his office in writing to the Council;
- (c) is absent from three consecutive meetings of the Board without prior consent of the Board, provided that the three meetings are not all held within one month;
- (d) is the nominee of a Society, and the Society either withdraws its nomination or is deregistered; or
- (e) not being the nominee of the Minister, or executive director, ceases to be a member in good standing of a Society, or the Society of which he is either a member of staff or of the management committee falls into bad standing;
- (f) is removed from office by a majority vote of 75% of the directors of the Board, as a result of a contravention of the Code of Conduct signed by him.

13. RECORDS

(1) The Council shall keep records -

- (a) of the names and addresses of all Societies;
- (b) of all officers and inspectors appointed by the Board;
- (c) of the directors present at each meeting of the Board, and of any committee of the directors;
- (d) of all resolutions and proceedings at meetings of the Board, and of any committee of the directors.

(2) Every director attending a Board meeting shall sign his name in an attendance register.

14. ACCOUNTS

- (1) (a) The directors shall cause true accounts to be kept of all moneys and property received, expended or otherwise disposed of by the Council. They shall also stipulate the manner in which such receipts, expenditure and disposition takes place;
- (b) The accounting records of the Council shall comply with the relevant provisions of both the Act and the Nonprofit Organisations Act, No 71 of 1997 as amended from time to time;
- (c) The annual financial year of the Council shall terminate on the 31 March.
- (2) The Council's accounting records shall be kept at its principal place of business, and shall be available for inspection by the directors at all reasonable times.
- (3) The directors shall determine under what conditions such records shall be open to inspection by Societies.
- (4) The signature of the Chief Executive Officer or such other person authorised by the Board shall be sufficient receipt for the money received by the Council. All cheques, negotiable instruments and contracts requiring signature in the ordinary course of business of the Council shall be signed by at least two persons authorised thereto by the directors. In the absence of such authority, then they shall be signed by the chairman and Chief Executive Officer and/or a director.
- (5) The auditors appointed to audit the accounting records of the Council at the annual general meeting shall be registered under the Public Accountants and Auditors Act and shall not be a director or hold any office under the Council other than that of auditor.
- (6) The accounts of the Council shall be examined and passed by the directors before circulation to the members.
- (7) An annual report of the operations of the Council, together with the audited balance sheet and statement of accounts representing the Council's financial position at the close of the preceding year shall be sent to members at least 28 clear days prior to the annual general meeting.

15. AMENDMENTS

This Constitution may be amended at a general meeting by special resolution, provided that -

- (a) the amendment does not conflict with or limit the provisions at the Act or the implementation thereof; and
- (b) it is passed by at least a two thirds majority of the vote; and
- (c) the amendment shall come into effect only 30 days after the publication of a notice to this effect in the Government Gazette.

Annexure "A"**APPOINTMENT OF DELEGATE**

We, the undersigned, duly authorised by resolution dated _____ and adopted by the Committee of _____ SPCA, do hereby appoint _____ or failing him/her _____ or failing him/her, the Chairman of the meeting, to attend, act and vote on our behalf at the above-mentioned Annual General Meeting. We further instruct our delegate as follows :-

Special Instructions :

failing which the delegate may vote or abstain at his/her discretion.

SIGNED AT _____ THIS _____ DAY OF _____ 2010

1 _____
CHAIRMAN/SECRETARY

2 _____
COMMITTEE MEMBER

PLEASE NOTE :

IMPORTANT This Letter of Appointment **must** be lodged at the office of the National Council of SPCAs by no later than **96 (ninety six) hours** ie _____ before the Annual General Meeting, otherwise your representative will not be able to act on your behalf.

***PLEASE CHECK TIMEOUSLY TO SEE THAT THE FORM HAS BEEN RECEIVED,
OR YOU WILL NOT HAVE A VOTE***

Annexure 'B'**NOTICE FOR NOMINATIONS FOR CANDIDATES FOR ELECTION TO THE NATIONAL COUNCIL OF SPCAs BOARD OF DIRECTORS**

In terms of Clause 10 of the Constitution we request nominations for candidates to serve on the Board of the National Council for the year _____. Nominations are sought for the following -

Eastern Cape and Southern Cape Province	1 Candidate
Western Cape and Northern Cape Province	1 Candidate
Free State Province	1 Candidate
KwaZulu Natal Province	1 Candidate
Mpumalanga and Limpopo Province, Gauteng and North/West Province	2 Candidates

I, the undersigned, being duly authorised by resolution of the Committee of :-

Name of Society : _____

Hereby Nominate : _____

Resolution Dated : _____

Name of Proposer : _____

Capacity : _____ Signature : _____

NOTE : Clause 10 of the Constitution provides that –

- 1 A separate form shall be used for each candidate nominated. The form shall be signed by both the candidate and the Society nominating the candidate.
- 2 Each candidate requires 2 nominations and acceptance by Societies.
- 3 The Nomination and Acceptance form shall be lodged with the Chief Executive Officer of the National Council of SPCAs on or before _____ and may be faxed, emailed or posted to :P O Box 1320 Alberton 1450 (Fax) : 011 907 4013 email : nspca@nspca.co.za

ACCEPTANCE OF NOMINATION

I, the undersigned, hereby consent to accept nomination as a candidate for election to the Board of Directors of the National Council of SPCAs for the _____ year.

NAME : _____ SIGNATURE : _____

ADDRESS : _____

TELEPHONE NO : HOME : _____ OFFICE : _____

DATE : _____

Annexure "C"**BALLOT PAPER****THE NATIONAL COUNCIL OF SPCAs
ELECTION OF DIRECTORS TO THE NSPCAs BOARD**

NAME OF SOCIETY : _____

PROVINCE IN WHICH YOUR
SOCIETY IS SITUATED : _____**PLEASE READ THE FORM CAREFULLY BEFORE FILLING IN ANY INFORMATION**

- 1** Mark with a cross in the square opposite the name on the ballot paper your vote -
1 Vote - Eastern Cape Province and Southern Cape Province
1 Vote - Western Cape Province and Northern Cape Province
1 Vote - Free State Province
1 Vote - KwaZulu Natal Province
2 Votes - Mpumalanga and Limpopo Province; Gauteng and North/West Province

(MARK WITH X IN THE SPACE PROVIDED)**

** VOTE	SURNAME AND FORENAMES OF NOMINATED CANDIDATES

- 2** The ballot paper must reach the Chief Executive Officer by no later than _____
and may be faxed, emailed or posted to P O Box 1320 Alberton 1450 (Fax) 011 907 4013
email : nspca@nspca.co.za

It is incumbent on the Society to check that the ballot paper has been received by the National Council.

- 3** If a Society is not in good standing or is in breach of any of its other obligations in terms of the SPCA Act 169 of 1993, their vote will be considered spoilt.

Members are hereby cautioned in terms of the provisions of the Constitution that, should a member vote for more than the stipulated persons or fail to sign the ballot paper, the ballot paper will be invalid.

I, the undersigned, hereby declare that I have not already voted in this election.

SIGNATURE OF MEMBER_____
DATE