

BOARD NOTICE 223 OF 2022**NATIONAL COUNCIL OF SOCIETIES
FOR THE PREVENTION OF CRUELTY
TO ANIMALS****R U L E S****1 AMENDED RULE 3.10**

All Societies, regardless of income status or size, are required to comply with all the provisions contained in national legislation. This includes, but is not restricted to, the following:

South African Revenue Services - (SARS)

- (a) All Societies are required to deduct PAYE from staff salaries and wages (where this is applicable) and forward payment to SARS before the 7th day of each month;
- (b) Biannual returns also need to be submitted to SARS;
- (c) VAT registered Societies are required to submit either a monthly or bi-monthly return (dependent on registration) to SARS by the 24th of the month;
- (d) Form IRP5 / Form IT3 (a) tax certificates must be submitted for all employees;
- (e) All Societies are to obtain a tax clearance/compliance certificate (TCC) from the South African Revenue Service, annually;
- (f) All Societies to obtain a letter of good standing from the Workmen's Compensation Commissioner, annually.

Unemployment Insurance Fund

All Societies are required to forward deductions from staff salaries and wages for the Unemployment Insurance Fund to the Department of Labour every month.

Minimum Wage

Minimum Wages - All Societies are to adhere to the minimum wage schedules laid down by the Department of Labour.

Workmen's Compensation Fund

All Societies are required to register with the Workmen's Compensation Fund and submit an annual return of earnings to the Workmen's Compensation Commissioner. All Societies are required to obtain a Letter of Good Standing from the Workmen's Compensation Commissioner.

2 AMENDED RULE 6.29

All general managers of Societies shall meet all the requirements necessary to qualify as an Inspector, save for those managers already employed by a Society as at the date of the adoption of this Rule (December 2016), whose contract of employment concluded with the Society in question, does not contain the prerequisite that the manager be qualified, or must qualify, as an Inspector. All managers employed by a Society as at the date of the adoption of this Rule, or subsequent to the adoption of this Rule, shall:

- a) attend an Inspectors Training Course within six months of the date of the adoption of this Rule, alternatively within six months of the date of their employment. The Board may, however, agree to extend the said six month period as it may deem fit, having regard to the particular circumstances of the Society, and after receipt of a written request for such exemption, fully motivated by the Society, however, the said period may not be exceeded beyond twelve months;
- b) managers shall attend an Inspectors Refresher Training Course every five years to ensure that the qualification remains current.

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

1. DEFINITIONS AND 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, as amended from time to time and a reference to a particular section means a section of the Act;
- "advisory director"** means a person appointed to the board as such in terms of article 12(15);
- "article"** means the articles of this Constitution;
- "auditor"** means the independent auditor appointed by the Member Societies from time to time;
- "Board"** means the Board established by section 2(3) of the Act;
- "day/s"** means every consecutive day on the calendar, including Saturdays, Sundays and public holidays;
- "Chief Executive Officer"** means the person appointed in terms of article 12(2)(k) and includes any person appointed to perform the duties of the Chief Executive Officer of the Council from time to time;
- "Constitution"** means this Constitution as amended from time to time and a reference to a particular article means an article of this Constitution unless the context determines otherwise;
- "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 unless the context determines otherwise;
- "delegate"** means a natural person being a member of the committee, board member or employee in a supervisory or managerial position of a Society, appointed by a Society in good standing in terms of article 8(1) to represent the Society at the general meeting or adjournment thereof;
- "Director"** means a person appointed as a Director of the Board nominated, elected or deemed to be elected for the time being of the Council (including an Alternate Director) unless the context determines otherwise;
- "general meeting or annual general meeting"** means a meeting of Members;
- "in good standing"** means that the Society has paid all contributions due and submitted all documents required timeously, and has complied with all its obligations in terms of the Act, the rules of the Council, the Society's own constitution and this Constitution and that it is not in breach of any of its obligations in terms of the Act without just cause;
- "Member/s"** means a Society registered or deemed to be registered in terms of section 8 of the Act, unless the context determines otherwise;
- "month/s"** means a period starting on a day in a calendar month and ending on the numerically corresponding day, in the next calendar month;
- "ordinary resolution"** means a resolution reduced to writing and passed by the majority of the societies present at a general meeting of the societies convened in terms of this constitution;
- "regional council"** means a regional council established in terms of article 6(2);
- "Society"** means a Society registered in terms of section 8 of the Act;
- "special resolution"** means a resolution reduced to writing and passed by a majority of at least two-thirds of the societies present at a general meeting of the societies convened in terms of this constitution.
- (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 and/or juristic persons and *vice versa*;
- (d) where a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- (e) a reference to any agreement or other document includes any variation, novation, replacement or supplement to any of them from time to time;
- (f) a reference to an article or schedule is a reference to a clause of or a schedule to this Constitution and a reference to this Constitution includes any schedule;
- (g) a reference to any legislation or to any provisions of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it and any regulations and statutory instruments issued under it;
- (h) an expression defined or given a specific meaning in the Act, has the same definition or meaning in this Constitution unless otherwise specified;
 - (i) When any particular number of days is prescribed for the doing of any act, or for any other purpose, the same shall be reckoned exclusively of the first and inclusively of the last day, unless the last day happens to fall on a Sunday or on any public holiday, in which case the time shall be reckoned exclusively of the first day and exclusively that Sunday or public holiday.

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 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 Members 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) 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;
 - (c) interest, rental, dividends, profits and returns on its investments or the employment of its property;
 - (d) fees, charges or any consideration payable for services rendered, advice given or property sold by it;
 - (e) donations, gifts, annuities, legacies, bequests, inheritances or other disposition, award or benefit made in its favour, or to which it may be entitled;
 - (f) any other source available to it.
- (2) The Board shall be entitled to compound, waive, abandon, or vary its right to receive financial contributions from Societies.
- (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 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, Directors 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, in terms of Article 15.

5. BEQUESTS, INHERITANCES OR DISTRIBUTION FROM A TRUST

- (1) As set out in section 5(2) of the Act, any reference in any will or deed of donation to "the

Association" or "the SPCA" or "a society for the prevention of cruelty to animals" or any abbreviation or translation thereof, which cannot be construed as a reference to a particular society for the prevention of cruelty to animals, shall be deemed to be a reference to the Council.

- (2) 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 deceased donor and the value or estimated value of the benefit or accrual, where this information has been provided to the Council.
- (3) 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 within 30 (thirty) days of receipt:
 - (a) inform the Council in writing;
 - (b) make payment of the full amount received to the Council;
 - (c) furnish the Council with a copy of the Will or Trust Instrument relating to the amount received and paid over to the Council.
- (4) 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.
- (5) A committee established in terms of article 5 (4) 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.
- (6) 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.
- (7) 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 5 (6), 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;
- (8) 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.
- (9) Any decisions made by a committee established in terms of article 5 (4) shall be final and shall be deemed to constitute a decision by the Board which shall be implemented by the Board.
- (10) 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.

6. REGIONAL COUNCILS

- (1) The Council may in its discretion define regions within the Republic from time to time, which is generally based on the lines of the provinces of the Republic.
- (2) All Societies whose operational jurisdiction falls within such a designated region may establish a regional council, which regional council must be approved by the 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 and the Council has approved the inclusion of those other Societies whose operational jurisdiction does not fall within the region of the regional council. The Council may prescribe geographical or other limits of the area from which members of a regional council shall be drawn, from time to time.
- (3) A regional council shall conduct its affairs in accordance with this Constitution, the Council's rules as prescribed by the Council from time to time, and the constitution of the Societies.
- (4) The members of a regional council may prescribe rules which govern the relationships among them. 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 8(1);
 - (d) shall be approved by the Council; and
 - (e) a representative of the Council must serve on the regional council.

- (5) Subject to the Council's rules, this Constitution and rules of the regional council, the Council shall have power to define the powers and responsibilities of and otherwise exercise control over regional councils.
- (6) A forum may be hosted by a small number of Members of the Council in a geographic area where a regional council is not operating.
- (7) Forums shall not be required to form a committee. Forums must communicate directly with the National Office of the Council on activities and events.

7. MEMBERS

- (1) The Membership of the Council is comprised of Societies.
- (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 as a delegate at a general meeting.

8. VOTES OF MEMBERS

- (1) Every Member 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 (ninety-six) hours (unless otherwise specified in the notice of meeting)] 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, by Society resolution which must be attached to the delegate form.
- (2) At a general meeting only the delegate properly appointed by a Member may vote.
- (3) A delegate shall have one vote for each Member he/she represents.
- (4) An ordinary or special resolution is carried if the votes cast by a show of hands on the resolution are in favour of the resolution in accordance with the definitions of ordinary or special resolution. In the event of an equality of votes, the Chairman of the general meeting shall be entitled to a casting vote in addition to his deliberative vote.
- (5) An ordinary and special resolution put to vote of a meeting is decided on a show of hands unless a secret ballot is demanded.
- (6) Unless a secret ballot is demanded a declaration by the Chairman that an ordinary or special resolution has been carried, by a specified majority, or lost and an entry to that effect in the minutes of the meeting are conclusive evidence of the votes in favour of or against the resolution.
- (7) Holding a secret ballot:
 - (a) A secret ballot may only be demanded in respect of a special or ordinary resolution to amend the rules and/or the constitution.
 - (b) A secret ballot may be demanded by at least 10 (ten) Members entitled to vote at the general meeting.
 - (c) A demand for a secret ballot may be withdrawn at any time before the ballot is taken.
 - (d) A secret ballot must be taken at once when it has been demanded as above.

- (e) Two volunteers from the floor shall count the ballots and an Independent Council Director shall confirm the count.
 - (f) Any blank, spoiled or improperly marked ballot paper will not be counted as a vote duly cast.
 - (g) The result of the secret ballot will be the resolution of the meeting at which the secret ballot was demanded.
 - (h) The Chairman may determine any dispute about the admission or rejection of a vote.
 - (i) The Chairman's determination, will be final and conclusive.
- (8) An objection to the qualification of a voter may only be raised at the general meeting or adjourned meeting at which the voter tendered its vote. An objection must be referred to the Chairman of the general meeting, whose decision is final. A vote is valid for all purposes unless it is disqualified by the Chairman.
- (9) Votes by Proxy: The proxy must be a delegate of another Society.
- (a) If a Member Society appoints a proxy, the proxy may:
 - (i) vote on a show of hands;
 - (ii) demand or join in demanding a secret ballot; and
 - (iii) vote on a secret ballot.
 - (b) A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If a proxy votes at all, the proxy will be deemed to have voted all directed proxies in the manner directed.
- (10) Document appointing a proxy:
- (a) An appointment of a proxy is valid if it is signed by least two members of the management committee of the Society concerned or the Council, making the appointment and a resolution needs to be attached.
 - (b) A proxy's appointment is valid at an adjourned meeting.
 - (c) A proxy may be appointed for all general meetings and/or annual general meetings.
 - (d) Unless otherwise provided for in the proxy's appointment, the appointment of the proxy will be taken to confer authority to vote on all motions before the meeting.
- (11) Lodgement of proxy:
- (a) The written appointment of a proxy must be received by the Council, at least 96 (ninety-six) hours before the meeting (unless otherwise specified in the notice of meeting to which the proxy relates).
 - (b) The Council receives an appointment of a proxy when it is received at:
 - (i) the chosen electronic platform or electronic address specified for that purpose in the notice of meeting.

9. 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 date, time and place determined by the Board.
- (3) The Board may in its discretion convene a general meeting virtually and determine the technology that will be used to facilitate this and may further utilise or select an electronic platform for purpose of any matters or proceedings relating to the general meeting including but not limited to the delegate appointments, voting, proxy submissions and resolution considerations and submissions.
- (4) Members in good standing shall be given at least 28 (twenty-eight)] days notice, in writing, prior to the holding of a general meeting, which notice shall specify the place, day and time 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.

- (5) Where special business or resolutions relating to business of a general meeting other than the ordinary business of the annual general meeting are to be considered at the meeting, the general nature of the business and the full text of the resolutions must be stated, where it is relevant to all Members. The Council will consider the special business or resolutions for inclusion in a general meeting.
- (6) The failure or accidental omission to send a notice of a General Meeting (including a delegate/proxy appointment form) to any Member or the non-receipt of a notice (or form) by any Member does not invalidate the proceedings at or any resolution passed at the General Meeting.

10. ROCEEDINGS 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 15 (fifteen)] Members represented by a delegate shall constitute 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 number of Members represented by a delegate present shall constitute a quorum. For the purpose of a quorum a Member includes a Member present in person or by proxy.
- (3) The Chairman of the Board shall preside as Chairman at general meetings of the Council.
- (4) If there is no Chairman, or if he/she is not present within 15 (fifteen) 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.
- (5) 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. Notice of an adjourned meeting must only be given if a meeting has been adjourned for more than 60 days.

11. SPECIAL GENERAL MEETINGS

- (1) A Special General Meeting may be convened on a written requisition to the Board, by no fewer than 15 (fifteen) Members in good standing.
- (2) The Members that wishes to bring any business before the Special General Meeting must give notice in writing of the business and reasons for the Board to convene a Special General Meeting.
- (3) The Board shall, within 14 (fourteen) days of the receipt of a written requisition, give notice to convene a Special General Meeting. This meeting shall be held at such day, time and place as the Board may determine, within 60 (sixty) days of receipt of the requisition.
- (4) The Board may in its discretion convene a Special General Meeting virtually and the technology

that will be used to facilitate this and may further utilise or select an electronic platform for purpose of any matters or proceedings relating to the Special General Meeting including but not limited to the delegate appointments, voting, proxy submissions and resolution considerations and submissions.

- (5) At a Special General Meeting convened upon a requisition of Members in terms of article 11(1), the 15 (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.
- (6) The Chairman of the Board shall preside as Chairman at Special General Meetings of the Council.
- (7) If there is no Chairman, or if he/she is not present within 15 (fifteen) 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.
- (8) 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. Notice of an adjourned meeting must only be given if a meeting has been adjourned for more than 60 (sixty) days.

12. 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) 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) 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 12(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) There will not be less than 10 (ten) Directors unless the Council in general meeting by resolution changes the maximum or minimum number of Directors.

- (4) A person is not eligible for election as a Director or to continue in office as a Director, unless the person:
- (a) is over 18;
 - (b) permanently resides in South Africa;
 - (c) has no criminal record;
 - (d) has never been declared a delinquent director by a court of law; and
 - (e) subject to such other conditions determined by the Board.
- (5) If the conduct or position of any Director, is such that continuance in office appears to the other Directors to be prejudicial to the interests of the Council, the Directors at a meeting of Directors specifically called for that purpose may suspend that Director, if 75% (seventy five percent) of the Directors at that meeting vote in favour of suspending that Director. The confirmation of the suspension, annulment of the suspension, reinstatement of the Director or removal of the Director from office must be voted on at the next general meeting.
- (6) In the event a person is appointed in a Director's place following the removal of a Director under Article 12(5), the person will hold office for the period for which the Director replaced would have held office if the Director had not been removed.
- (7) The Council may by resolution passed in a meeting of the directors of the Board:
- (a) remove any Director before the end of the Director's period of office; and
 - (b) appoint another person in the Director's place.
- (8) The Director nomination process is as follows:
- (a) The Chief Executive Officer shall send a notice to all Societies requesting that they nominate candidates for election to the Board at least 4 (four) weeks prior to the nomination date;
 - (b) 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;
 - (c) Each Society may nominate as many candidates as there are vacancies;
 - (d) A separate nomination form, annexed as Annexure "B" hereto, is to be used for each candidate nominated. The forms shall be signed by the candidate/nominee and the two Societies nominating him/her, include a brief resume of the nominee.
 - (e) Where the number of persons so nominated does not exceed the number of vacancies available, they shall be deemed elected to the Board;
 - (f) Where the number of nominated candidates exceeds the number of vacancies, the Chief Executive Officer shall call for an election, which election shall be done by ballot.
- (9) The process in voting for a Director is as follows:
- (a) Ballot papers shall be in the form and/or format as set out as Annexure "C" hereto, including but not limited to an electronic submission format;
 - (b) A Society may cast only one vote in favour of their chosen candidates.
 - (c) The ballot paper shall be delivered, uploaded, or submitted in such format and/or manner as determined by the Council from time to time and/or as stipulated on the Ballot paper and ensure that same is submitted to the Council by such date and time as stipulated on the Ballot paper or system used for submission of the Ballot paper. In the event there are issues with an electronic submission of the ballot, technical or otherwise, then the Board may request a resubmission or a revote.
 - (d) A ballot paper submitted 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.
 - (e) The Chief Executive Officer shall within 7 (seven) days as soon as possible after 08h30 on the first working day following the election day, access the ballot system or ballot submissions to firstly determine the validity of the ballot paper submissions.
 - (f) If the Chief Executive Officer is satisfied that a ballot paper has to be rejected, he/she shall endorse, record or mark it in any format that it is spoilt or rejected and record the basis upon which it has been rejected thereon. The ballot paper(s) or ballot paper submission shall be retained for verification purposes;
 - (g) 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;
 - (h) 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;
 - (i) The Chief Executive Officer shall print and bind all documents or keep an electronic format and thereafter seal them in a package marked "Election documents", together with the dates of the nomination and polling days, which shall be retained for three years.
 - (j) 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.
 - (k) 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.
- (10) 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.
- (11) Only the particulars referred to in articles 12(9)(j) and 12(10) may be disclosed in regard to the election, except under law, or unless directed thereto by a competent court.
- (12) Subject to the provisions of article 12(5), 12(7) or 14, or unless removed from office at a general meeting, Directors shall hold office for a period of 2 (two) years from the annual General Meeting.
- (13) Directors shall be eligible for re-election.
- (14) 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.
- (15) 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;
- (16) The primary Societies referred to in article 12(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 (twenty-four) 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.
- (17) 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.
- (18) Directors are required to sign and adhere to a Code of Conduct.

13. PROCEEDINGS OF THE BOARD

- (1) The business of the Council is managed by the Board who may exercise all powers of the Council in terms of this Constitution, the Council's rules and any applicable legislation. The Board may further make any decisions relating to the Council in all matters that need not be resolved or exercised at a general meeting.
- (2) The Board may meet for the despatch of business whenever necessary and may otherwise adjourn or regulate its meetings as it deems fit.
- (3) A Board meeting may be held by the Directors communicating with each other by any telephonic, electronic, technological or other communication means by which all Directors can communicate adequately, they are able simultaneously to hear each other and to participate in discussion. The Directors need not all be physically present in the same place for a Board meeting to be held.
- (4) Notice of a Board meeting may be given in writing, or the meeting may be otherwise called using any technology consented to by all the Directors.
- (5) 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.
- (6) Upon receipt of a written request by 3 (three) Directors, the Chief Executive Officer shall convene a meeting of the Board to be held within 21 (twenty-one) days. The notice of such meeting shall state the particular business to be transacted thereat.
- (7) Sixty percent of the members of the Board shall constitute a quorum for any meeting of the Board.

- (8) 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.
- (9) If the number of Directors is reduced below 10 (ten), 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.
- (10) If the Chairman of the Board is not present within 15 (fifteen) minutes of the time appointed for a meeting of the Board, the Directors shall appoint the Vice-Chairman to preside over the meeting. The Directors present may elect a Chairman of a Director's meeting if the Chairman or Vice-Chairman are not present.
- (11) The Board may delegate any of its powers to a person, a committee or committees as they deem fit. This person or committee shall fulfil its mandate upon such terms and conditions as may be imposed by the Board.
- (12) The Board may at any time revoke any delegation of power to a delegate.
- (13) At least one member of each delegate committee must be a Director, which Director shall be chosen as the Board deem fit.
- (14) A delegate must exercise its powers in accordance with any directions of the Board and a power exercised in that way is taken to have been exercised by the Board.
- (15) 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.
- (16) 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.
- (17) 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 and/or such person had been duly appointed and was qualified to be a Director or committee member.
- (18) The Board, or any committee appointed by it, may decide any question or pass any resolution telephonically, electronically, virtually or by the submission by electronic mail, as the case may be, of a proposal in writing couched in identical terms, and a written minute of any such telephonic, electronic or virtual 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.
- (19) The Board or a committee may further pass a resolution without a Board meeting being held if at least 75% of the Directors or committee members entitled to vote on the resolution sign a document or electronically reply or vote and the reply or vote contains a statement that they are in favour of the resolution set out in the document. The round robin resolution is passed when the last Director signs, replies or votes in favour of the resolution. For purpose of such resolution, separate copies of a document may be used for signing, replying or voting by Directors if the wording of the resolution and statement is identical in each copy, other means of communication including but not limited to intranet, internet, e-mail, or cell phone text

message such as sms or Whatsapp may also be used as determined by the Chairman or in his/her absence the Vice-Chairman. Any document referred to in this article may be in the form of an electronic transmission. The minutes of Board or committee meeting must be recorded that a meeting was held in accordance with this clause.

- (20) The Board shall be solely responsible for the appointment of a Chief Executive Officer and such other executives as it sees fit to provide support for the Chief Executive Officer to the Council and all other paid employees, including officers and inspectors and shall adopt rules regulating their duties and conditions of service, and may in its discretion vary such rules and terminate such appointments in accordance with the Labour Relations Act 66 of 1995, as amended and any other labour laws applicable.

14. 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 a 30 (thirty) day period;
- (d) is the nominee of a Society, and the Society either withdraws its nomination or is deregistered;
- (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;
- (g) is prohibited by the Companies Act, other legislation or a court order from holding office or continuing as a Director in any capacity or at any juristic entity;
- (h) has a direct or indirect interest in any contract or proposed contract with the Council or any Society and fails to declare the nature of this benefit.

15. PAYMENTS TO DIRECTORS

No payment will be made to Directors of the Council other than:-

- (a) out of pocket expenses incurred by the Director in the performance of any duty as Director of the Council where the amount payable does not exceed an amount previously approved by the Board;
- (b) for any service rendered to the Council by the Director in a professional or technical capacity, where the nature and value of the service has the prior approval of the Board and where the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the service.

16. RECORDS

- (1) The Council shall keep records in accordance with legislative requirements:
- (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/her name in an attendance register.

17. ACCOUNTS

- (1) The Board 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.
- (2) 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 and the accounting standards applicable to such an Organisation.
- (3) The annual financial year of the Council shall terminate on the 31 March.
- (4) The Council's accounting records shall be kept at its principal place of business for such period as required by legislation and shall be available for inspection by the Directors at all reasonable times.
- (5) The Directors shall determine under what conditions such records shall be open to inspection by Societies.
- (6) 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 payments, 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.
- (7) 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.
- (8) The audited financial statements of the Council shall be examined and passed by the Directors before circulation to the Members.
- (9) 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 (twenty eight) clear days prior to the annual general meeting.

18. CHANGES AND AMENDMENTS TO THE CONSTITUTION

- (1) 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 of the Act or the implementation thereof;
 - (b) it is passed by at least a two thirds majority of the vote;
 - (c) written notice of the proposed changes to the Constitution must be circulated to Members 28 (twenty eight) days prior to the meeting where they will be voted upon;
 - (d) the amendment shall come into effect 60 (sixty) days after the publication of a notice to this effect in the Government Gazette.

19. LIABILITY

- (1) No Director, committee member or employee of the Council shall be answerable for, or liable to make good any loss occasioned or sustained by any cause, howsoever arising, save and except such loss as shall arise from or be occasioned by his/her own personal and wilful dishonesty.
- (2) No Director, committee member or employee of the Council shall be liable for any act of dishonesty committed by another Director, committee member or employee of the Council unless he/she was privy thereto or could reasonably been privy thereto.

- (3) The Directors, committee members and employees of the Council shall be indemnified by the Council against all claims and demands of whatsoever nature that may be made upon them arising out of the exercise or purported exercise of any of the powers conferred upon them by the Constitution.

20. NOTICES

(1) Serving of Notices

- (a) Notice may be given by the Council to any person who is entitled to notice under this Constitution:
- (i) by serving it on the person; or
 - (ii) by sending it by electronic mail to the person; or
 - (iii) if the notice is to be sent to a Member, then by serving it on the Member's business address according to the Council's records or by sending it to the Member's e-mail address according to the Council's records, or the address supplied by the Member to the Council for sending notices to the person.
- (b) For the purposes of delivery and/or services of any notices by a Member on the Council, the Council chooses the following physical address and electronical e-mail address:
6 Clark Road, Florentia, Alberton, 1449
E-mail: nspca@nspca.co.za
- (c) All notices will be presumed, unless contrary is proved to have been given:
- (i) if hand delivered during normal business hours on a business day, on the date of delivery;
 - (ii) if sent by electronic mail, on the date the text is transmitted.

21. INTERPRETATION OF CONSTITUTION AND RULES

If any provision of this Constitution or Rules are in direct conflict with any provision of the Act, the provision of the Act shall prevail.

Annexure "A"**APPOINTMENT OF DELEGATE TO VOTE**

We, the undersigned, duly authorised by resolution dated _____,

(which resolution is attached or the vote will be invalid) and adopted by the Committee of

_____SPCA, do hereby appoint

_____ or

failing him/her, a proxy in terms of Article 8(9) and 8(10)

_____ or

failing him/her, the Chairman of the meeting, to attend, act and vote on our behalf at the above-mentioned 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** _____ **20**_____

1 _____
CHAIRMAN/SECRETARY

2 _____
COMMITTEE MEMBER

PLEASE NOTE :

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

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

In terms of Article 12 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 : _____
(Signed resolution to be attached to this document, or the nomination will be invalid)

Name of Proposer : _____

Capacity : _____ Signature : _____

NOTE : Article 12 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.
- 3 The Nomination and Acceptance form shall be lodged with the Chief Executive Officer of the National Council of SPCAs on or before _____, **via the relevant Jotform link.**

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** Place your cross in the square opposite the name on the ballot paper to register 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	SPCA MEMBERSHIP	PROVINCE

2 The ballot paper must reach the Chief Executive Officer by no later than _____, via the relevant Jotform link.**Please note that ballot forms that are NOT sent via the above procedure, will not be counted. Please do not send your ballot form to any email address at the National Council.****3** If a Society is in breach of any of obligations in terms of the SPCA Act 169 of 1993 and rules, their vote will not be considered.**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_____
NAME_____
DESIGNATION