



GOZO SPCA Constitution

1. NAME

- 1.1 The name of the Society shall be "Gozo Society for the Protection and Care of Animals". Moreover, the Society shall also be referred to as "Gozo SPCA". The Society is autonomous and entirely separate from any other organisation.

2. OBJECTS

- 2.1 The objects for which Gozo SPCA is established are:
- 2.1.1 to actively rescue and shelter abandoned and stray animals and seek to re-home them in a safe environment.
 - 2.1.2 to promote humane treatment of animals through education, legislation, publicity and any other lawful means at its disposal.
 - 2.1.3 to work closely with the community and the authorities to remove animals from a non-humane environment.
 - 2.1.4 to actively co-operate with like minded organisations.
- 2.2 The assets of Gozo SPCA shall be applied solely towards the promotion of its objectives. The Organisation shall be a non-profit organisation as defined in the Voluntary Organisations Act (Chapter 492 of the Laws of Malta)

3. MEMBERSHIP

- 3.1 Membership is open for application by any person of any age upon acceptance by the Committee. Membership runs from the 1st January each year irrespective of the actual date of joining.
- 3.2 Life Membership is for a single person and will be one subscription of twelve times the current annual subscription.
- 3.3 Membership cards shall be issued to all members
- 3.4 Every person admitted to the membership of Gozo SPCA shall comply with the Constitution and all Regulations of Gozo SPCA.
- 3.5 The Committee shall have the power to accept or reject any application for membership without the need of explanation. Such decision can be over-ruled by a majority of at least two thirds of the members attending either an Annual General Meeting (AGM) or Extraordinary General Meeting (EGM)
- 3.6 The Committee may confer Honorary Membership in recognition of exceptional service to the Society.
- 3.7 Names and addresses of the members shall be held by the Society and will not be disclosed to any other third party outside the Society. Individual's details will be made available to that individual as dictated by the relevant Data Protection Acts.



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4. SUBSCRIPTIONS

- 4.1 Membership to the Society is by subscription or in exceptional circumstances by Honorary Membership (3.6 above).
- 4.2 Types of Membership and Membership fees shall be reviewed annually by the Committee and ratified by a simple majority vote at the AGM. The prevailing fees will be published in the Gozo SPCA Newsletter and/or the Society Web Site.
- 4.3 Any new annual member joining after the 1st September will be entitled to full membership for the following year
- 4.4 A Member will only remain a member providing that any subscription due is fully paid within the first quarter of any year.
- 4.5 All Members are entitled to at least one copy of the Society's Constitution free from charge.
- 4.6 A Member who is in arrears after a year will be removed from the Gozo SPCA Newsletter circulation list. If they remain in arrears after 18 months then they will be suspended from the Register of Members by the Membership Secretary. Membership will be reinstated on payment of the arrears due.

5. GENERAL MEETINGS

- 5.1 The Society will hold an AGM, normally in April but no later than the 15th May at such time and place as may be determined by the Committee. At least one months advance notice shall be given to all Members through a circular either by post, email or in the Newsletter. The accidental omission to give notice of a meeting to or the non-receipt of such notice by any Member or person entitled to receive the notice shall not invalidate any resolution passed or proceeding held at any meeting. Copies of the Minutes of the last meeting and Financial Report will be available at the meeting or in advance on request to the Honorary Secretary. The AGM will be held for the following purposes:
 - 5.1.1 to receive from the Committee a full audited financial statement of account for the preceding financial year together with a financial forecast for the current financial year.
 - 5.1.2 to receive a report from the Committee containing a review of the activities of Gozo SPCA since the previous AGM.
 - 5.1.3 to ratify the annual membership fees.
 - 5.1.4 to appoint the auditor/s for the current financial year.
 - 5.1.5 to transact any other business brought before the AGM as defined under this Constitution.
- 5.2 All general meetings other than the AGM will be called Extraordinary General Meetings (EGM).
- 5.3 In the absence of a quorum half an hour after the advertised meeting time the meeting will continue to receive the minutes and reports and at an AGM to pass the accounts. No other business can be conducted.
- 5.4 Members of the Society over 18 years of age are entitled to one vote at the General Meeting.
- 5.5 Each Member and the Committee shall be entitled to place items on the Agenda of an AGM, these should be received by the Honorary Secretary in writing, at least 14 days prior to the date of the Annual General Meeting.



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5 GENERAL MEETINGS (Contd.)

- 5.6 An EGM may be convened at any time by the Committee or on the receipt of a written request signed by a minimum of 6 members of the Society. The request must state the reason for the meeting and any resolution or motion to be proposed at the meeting and will be signed by each member requesting the meeting. The Committee has the right to add further items to the agenda as they see fit
- 5.7 One months advance notice of the EGM together with the agenda shall be given to all Members through a circular either by post or email or in the Newsletter.

6. PROCEEDINGS AT GENERAL MEETINGS

- 6.1 The Chairman of Gozo SPCA Committee will preside as chairman of each General Meeting. If the Chairman is not present within fifteen minutes of the time appointed for holding the meeting, the Meeting shall elect a temporary Chairman from the Committee Members present.
- 6.2 A General meeting is open to Members only and any guest's that the Committee may have specifically sanctioned. Guests will not have the right to vote but may be asked to speak by the Chairman. A Quorum will consist of a quorate Committee (section 8) and a total of no less than 15 Members present who are eligible to vote, which shall include the Committee Members
- 6.3 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall be dissolved or adjourned to such day, time and place as the Committee may determine. If at such adjourned meeting a quorum is still not present within half an hour from the time appointed for holding the meeting then the Membership present shall be deemed a quorum.
- 6.4 At General Meetings no amendment will be permitted to alter or add to any ordinary resolution unless, in the opinion of the Chairman of the meeting (whose decision shall be final), the amendment is one of form and not of substance and no amendment shall be permitted to alter or add to any special or extra resolution unless the amendment is in the opinion of the Chairman of the meeting to correct a typographical or grammatical error.
- 6.6 At any General Meeting, a resolution put to the vote shall be decided by a simple show of hands, unless immediately prior to the vote, a poll is demanded. A poll may be demanded by:
- 6.6.1 the Chairman of the meeting.
- 6.6.2 at least two Members present entitled to vote at the meeting.
- 6.7 In a poll, every voting Member present shall have one vote.
- 6.8 A poll will be taken as directed by the Chairman of the meeting, who may appoint scrutineers and will declare the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting.

7. AMENDMENTS TO THE CONSTITUTION

- 7.1 Gozo SPCA may alter its Constitution at a duly convened EGM of which not less than one month's notice, specifying the intention to propose the resolution has been duly given.
- 7.2 The Committee shall convene an EGM to be held immediately after the AGM if written notice is received proposing an amendment or amendments to the Constitution by not less than three months before the date of the AGM and providing such notice is proposed by one Member and seconded by another Member.



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8. THE COMMITTEE

- 8.1 The Committee shall consist of the Chairman, Honorary Secretary and Honorary Treasurer, there may not be less than six or more than ten Members
- 8.2 Each Committee Member will only remain elected so long as they are a fully paid up member of the Society
- 8.3 A minimum of five members of the Committee shall form a quorum of the Committee for the purposes of any official meeting.
- 8.4 The Committee will convene at least once a month at such time and place as determined by the Chairman. Additional meetings may be held either if called for by the Chairman or if a request is received by the Secretary from not less than five members of the Committee.
- 8.5 A Committee member shall be required to attend all meetings. Any member absent for two consecutive meetings without a prior explanation to the Committee shall automatically forfeit his/her place on the Committee.
- 8.6 A vacancy on the Committee, which occurs between elections, may be filled by invitation from amongst the members of the Society and co-opted by the simple majority vote of the remaining Committee members.
- 8.7 The Committee may co-opt no more than two additional members. Such co-option must be open for election at the next General Meeting.
- 8.7 If the members of the Committee shall at any time be reduced such that it is in-quorate it will be lawful for them to act as the Committee for the purpose of filling vacancies or of summoning an AGM or an EGM.
- 8.8 If any dispute shall arise on the interpretation of this Constitution on any matter not provided for in this Constitution, the Committee shall have the power to resolve the dispute or provide for the matter, and their decision shall be final.
- 8.9 The Management of the affairs of the Society shall be invested in the Committee, which, inter alia, shall have the following powers: -
- 8.9.1 To purchase, lease, sell property or construct buildings and to maintain or alter them as necessary for the Society's purpose subject to the agreement of members at an AGM or EGM before such purchases, leases and sales of property and buildings take place,
- 8.9.2 To receive donations and bequests, which may be used in furtherance of 8.9.1.
- 8.9.3 To invest money not immediately required for the purpose of the Society in accordance with 10.5 and to borrow raise or secure the payment of money all on such terms or conditions as shall be deemed expedient.
- 8.9.4 To raise funds through member's subscriptions or other means.
- 8.9.5 To print and publish periodicals or other items for the spreading of information on matters relating to the objects of the Society,

9. APPOINTMENT AND RETIREMENT OF THE COMMITTEE

- 9.1 At each Annual General Meeting, all members of the Committee will retire from office and automatically if willing to stand be eligible for re-appointment.
- 9.2 The last or outgoing Chairman of the Committee shall chair the General Meeting and will remain Chairman until the end of the proceedings. If there is no such Chairman then a temporary Chairman will be appointed from the Committee early in the proceedings by proposal, seconding and if necessary a simple majority vote by the showing of hands.



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9 APPOINTMENT AND RETIREMENT OF THE COMMITTEE (Contd.)

- 9.3 Nominations for Committee Members must be with the Honorary Secretary 14 days prior to the AGM.
- 9.4 If the number of nominated candidates for election together with the continuing members of the Committee does not exceed ten then all candidates shall be deemed elected without the necessity for further electoral procedure.
- 9.5 The first meeting of the Committee will determine the roles to be fulfilled by the members.

10. ACCOUNTS

- 10.1 The Committee shall cause accounting records of Gozo SPCA to be kept.
- 10.2 Accounting records shall be kept at such place or places as the Committee shall deem fit.
- 10.3 At the AGM in every year the Committee shall lay before the Membership a proper income and expenditure account for the period since the last preceding account together with a proper balance sheet made up to the end of the same period.
- 10.4 Accounts shall be examined and duly certified by the Auditors appointed as defined under this Constitution.
- 10.5 All monies belonging to the Society will be placed in local bank accounts in the name of the Society. No monies shall be invested in any financial instrument that carries a risk of loss. Any change in the status of these accounts will require all the signatures of the Honorary Treasurer, Honorary Secretary and the Chairman.
- 10.6 With the exception of small petty cash payments, all instruments of money transfer will require the signature of the Honorary Treasurer and the co-signature of the Chairman or the Honorary Secretary.
- 10.7 The Honorary Treasurer may be granted internet access to view these accounts, print statements or to transfer monies internally such as from a current account to a deposit account. The facility to transfer money out of the account to pay bills etc. must not be available since this would violate the co-signatory regime.

11. INDEMNITY

- 11.1 Every Committee Member shall be indemnified so far as is possible from the assets of Gozo SPCA against any liability incurred by said person in defending any third party proceedings, whether civil or criminal, in which judgement is given in favour of said person, or in which said person is acquitted, or in connection with any application in which relief is granted to said person by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of Gozo SPCA.
- 11.2 Such person shall also be indemnified against all costs, charges, losses, expenses and liabilities incurred by said person in the execution and discharge of their duties and responsibilities relating to Gozo SPCA unless they happen from said persons own wilful default or by virtue of said persons fraud or dishonesty.



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12. DISSOLUTION

In the event of it being necessary or expedient to wind up *Gozo SPCA*, *Gozo SPCA* shall have the power in its uncontrolled discretion to realise its assets in any manner it may deem expedient and to take the necessary steps to pay or settle any liabilities there may be. Any assets remaining after meeting all debts, liabilities and expenses shall be made over to a board of Trustees appointed by the Committee.