

## **DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS OF ANIMALS ASIA FOUNDATION LIMITED**

August 2019

- I. **Composition:** The Board of Directors (the Board) shall consist of a minimum of 5 members and not more than 12 members.
- II. **Election of the Board:** Members of the Board are elected at the Annual General Meeting by the members of Animals Asia Foundation (Animals Asia).
- III. **Nomination of Members of the Board:** Prospective members of the Board may be nominated by current Board members or by any member of Animals Asia. The Board may appoint a member to serve on the Board subject to confirmation at the Annual General Meeting.
- IV. **Terms:** The term of office of members of the Board shall be 3 years. After expiry of their term, members shall be eligible for re-election.
- V. **Officers:** The officers shall include a Chairman, Vice-Chairman, Secretary and Treasurer. Terms of office shall be 3 years. Officers shall be nominated and elected by members of the Board. After expiry of their term, office holders shall be eligible for re-election.
- VI. **Membership of Animals Asia:** Each member of the Board shall be a member in good standing of Animals Asia, which includes paying an annual subscription fee of HK\$100.
- VII. **Quorum:** The quorum for meetings shall be a majority of the members of the Board.
- VIII. **Frequency and Location of Meetings:** The Board normally meets at least once every month. Board meetings are usually held on a Fridays at 1pm Hong Kong local time. Meetings are held at Animals Asia's Head Office in HK. Strategic planning meetings are usually held once or twice per year and the location varies between Hong Kong, Chengdu and Hanoi. There is usually a minimum of 2-3 months notice given before these meetings and they typically take up 2-3 working days. Accommodation costs are covered by Animals Asia, but board members are asked to pay their own travel costs. Board members can call in to regular monthly Board meetings via Zoom but must attend at least two meetings per year in person, inclusive of Strategic planning meetings.
- IX. **Notice of Meetings:** Notice of meetings of the Board shall be given by e-mail at least 7 days in advance of such meetings, although it is usually considerably earlier than this. The Chairman may at any time request a meeting. The Secretary upon the request of at least a quarter of the members of the Board shall convene a meeting. An emergency meeting of the Board can be held without 7 days' notice if all Board members waive the notice requirement. Notice of a meeting should include a copy of the draft agenda for the meeting. Any member of the Board may request in writing (via email) the Chairman to add items to the agenda with copies provided via email to all members of the Board.

- X. **Annual General Meeting:** One of the regular meetings of the Board shall be deemed the Annual General Meeting. The Secretary shall be responsible for inviting members of Animals Asia to this meeting.
- XI. **Legal Responsibilities of the Board:** The Board is responsible for ensuring that Animals Asia adheres to applicable legal standards and ethical norms. All members of the Board must exercise reasonable care, skill and diligence. (Refer to Chapter 622, Section 465 of the Hong Kong Companies Ordinance.)
- XII. **General Responsibilities of the Board:**
- A. Determine the mission and purpose of Animals Asia.
  - B. Select, support and review the performance of the CEO.
  - C. Participate in an overall planning process and assist the CEO and staff in implementing and monitoring the plan's goals.
  - D. Monitor and strengthen the programmes and services of Animals Asia.
  - E. Ensure that Animals Asia has adequate resources to fulfill its mission.
  - F. Review and approve Animals Asia's annual budget.
  - G. Protect the assets of Animals Asia and provide financial oversight, including proper financial controls.
  - H. Ensure that the Board performs its role in a competent manner and regularly evaluates its own performance.
  - I. Enhance the organisation's public standing by promoting Animals Asia's mission, accomplishments and goals to the public.
  - J. Establish standing or ad hoc committees as needed to carry out the responsibilities of the Board.
  - K. Evaluate and help manage risk.
- XIII. **Responsibilities of the Officers of the Board:**
- A. Chairman: The Chairman shall represent Animals Asia, direct the office-holders of Animals Asia in their work, take overall charge of the work of Animals Asia and preside over the meetings of the Board and at the Annual General Meeting.
  - B. Vice-Chairman: The Vice-Chairman shall act in the absence of the Chairman and shall also be responsible for membership administration and recruitment.
  - C. Secretary: The Secretary shall be responsible for ensuring that proper minutes are recorded for all meetings and that all statutory documents are kept under safe custody.
  - D. Treasurer: The Treasurer shall be responsible for all financial matters of Animals Asia and, in particular, shall be responsible for the preparation of the annual statement of accounts.
- XIV. **General Duties of the Board:**
- A. Attend Board and other committee meetings and participate in Animals Asia functions, such as special events. Board members must attend at least one regularly scheduled Board meeting and one strategic planning meeting per year in person. In addition, Board members are expected to attend at least one Animals Asia function per year whenever possible.
  - B. Stay informed about Animals Asia's mission, policies and programmes.
  - C. Review the agenda and supporting materials prior to Board and other committee meetings.

- D. Serve on committees and actively offer to take on special projects that utilise their skill sets and add value to the organisation.
- E. Donate to Animals Asia according to personal means and actively leverage their personal networks to fundraise through building connections, sourcing gifts in kind, generating corporate support, soliciting new donors and promoting Animals Asia's activities to raise funds.
- F. Promote the Board role as part of their public identity.
- G. Actively network to source potential new nominees to the Board who can make meaningful contributions to the work of the Board and Animals Asia.
- H. Follow conflict of interest and confidentiality policies.
- I. Refrain from making special requests of the staff unless such requests follow up on the business of the Board.