

CONSTITUTION  
of  
THE BLUE TEXEL SHEEP SOCIETY

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# CONSTITUTION

OF

THE BLUE TEXEL SHEEP SOCIETY

(Charity Number: 1118056)

(Adopted by a Members resolution passed on (Adopted 20th April 2023)

## 1. INTERPRETATION

1.1 In this Constitution, the following words have the following meanings:

Connected Person: means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the Trustee;
- (b) the spouse or civil partner of the Trustee or of any person falling within provision (a) above;
- (c) a person carrying on business in partnership with the trustee or with any person falling within provision (a) or (b) above;
- (d) an institution which is controlled:
  - (i) by the Trustee or any Connected Person falling within provision (a), (b), or (c) above; or
  - (ii) by two or more persons falling within provision (d)(i), when taken together
- (e) a body corporate in which:
  - (i) the Trustee or any Connected Person falling within provision (a) to (c) above has a substantial interest; or
  - (ii) two or more persons falling within provision (e)(i) who, when taken together, have a substantial interest;
- (f) Section 350 - 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used;

Flock Book: means database of pedigree animals registered with the Society;

Flock Name : means unique flock prefix registered with the Society used to form the first part of the name of all home bred animals;

Grassroots: means Grassroot Systems Ltd, the pedigree database used for the flock book;

Member: means a member of the Society;

Objects: has the meaning as defined in clause 2;

Officer(s): as defined in clause 17.2;

Society: means The Blue Texel Sheep Society, a registered charity with Charity Number: 1118056;

Trustee(s): means the Officers and other members of the Committee as defined in clause 17.1; and

Writing or written: means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.2 Headings in this Constitution are used for convenience only and shall not affect the construction or interpretation of this Constitution.

1.3 A reference in this Constitution to a "clause" is a reference to the relevant clause of this Constitution unless expressly provided otherwise.

1.4 Any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

1.5 Save as expressly provided otherwise in this Constitution, any reference to any statutory provision shall be deemed to include a reference to each and every statutory amendment, modification, re-enactment and extension thereof for the time being in force.

## 2. OBJECT

2.1 The objects of the Society shall be to promote the science and practice of agriculture by encouraging and improving the Blue Texel sheep (the "Blue Texels") by breeding, promotion and management, and by encouraging their use, appreciation, well-being and protection in the UK (Blue Texels include sheep known as "Blauwe Texelaars" in their country of origin or elsewhere) and including (without limitation):

- (a) to support the production and publication of a Flock Book, either in a physical form or on-line, for registration of pedigrees of Blue Texel sheep in the UK;
- (b) to define the correct characteristics of Blue Texels, and aim to ensure that all animals meet these requirements in registration procedures, shows, sales and breed promotions;

- (c) to promote and encourage the keeping of Blue Texels in the UK by means of shows, sales, exhibitions, advertisement, publicity materials or any other appropriate means;
- (d) to provide help, advice and support to members, and to collect and disseminate information by any means beneficial to the Society or its members;
- (e) to promote meetings of members to exchange ideas and information; and
- (f) to co-operate with or affiliate to any organisation in furtherance of the Objects.

### 3. POWERS

3.1 In pursuance of the Object set out in clause 2, The Trustees must manage the business of the Society and have the following powers in order to further the objects (but not for any other purpose):

- (a) promote or assist in promoting activities to further the Society's Object;
- (b) take such steps as may appear to the Trustees to be appropriate to protect, preserve and enhance the object of the Society;
- (c) buy, lease or otherwise acquire and deal with any property real or personal and any rights or privileges of any kind over or in respect of any property real or personal and to improve, manage, develop, construct, repair, sell, lease, mortgage, charge, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the Society;
- (d) borrow and raise money in such manner as the Trustees shall think fit and secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security on the Society's property and assets;
- (e) control the funds of the Society and to make such payments as the Trustees consider reasonable;
- (f) invest and deal with the funds of the Society not immediately required for its operations in or upon such investments, securities or property as may be thought fit;
- (g) subscribe for, take, buy or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority in any part of the world;
- (h) lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter

into guarantees, contracts of indemnity and suretyships of all kinds to receive money on deposit or loan upon such terms as the Society may approve and to secure or guarantee the payment of any sums of money;

- (i) lobby, advertise, publish, educate, advise, examine, research and survey in respect of all matters of law, regulation, economics, accounting, governance, science, politics and/or other issues and to hold meetings, events, lectures, exhibitions and other procedures and co-operate with or assist any other body or organisation in each case in such way or by such means as may, in the opinion of the Trustees, affect or advance the principal object in any way;
- (j) pay all or any expenses incurred in connection with the promotion, formation Society and to contract with any person, firm or company to pay the same;
- (k) enter into contracts to provide services to or on behalf of other bodies;
- (l) provide and assist in the provision of money, materials or other help;
- (m) open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- (n) incorporate subsidiary companies to carry on any trade;
- (o) to assist any Member in any legal proceedings of which there may be issues of law or practice affecting the Society or its Object; and
- (p) do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the object set out in clause 2.

#### **4. APPLICATION OF INCOME AND PROPERTY**

- 4.1 The income and property of the Society shall be applied solely towards the promotion of the Objects.
- 4.2 A Trustee is entitled to be reimbursed from the property of the Society or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Society.
- 4.3 A Trustee may benefit from trustee indemnity insurance cover purchased at the Society's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 4.4 None of the income or property of the Society may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of

the Society. This does not prevent a member who is not also a Trustee from receiving:

- (a) a benefit from the Society in the capacity of a beneficiary of the Society;
- (b) reasonable and proper remuneration for any goods or services supplied to the Society.

## 5. BENEFITS AND PAYMENTS TO TRUSTEES AND CONNECTED PERSONS

### 5.1 No Trustee or Connected Person may:

- (a) buy or receive any goods or services from the Society on terms preferential to those applicable to members of the public;
- (b) sell goods, services or any interest in land to the Society;
- (c) be employed by, or receive any remuneration from the Society; and
- (d) receive any other financial benefit from the Society;

unless the payment is permitted by clause 5.2, or authorised by the court or the Charity Commission ('the Commission'). In this clause 5, a '*financial benefit*' means a benefit, direct or indirect, which is either money or has a monetary value.

### 5.2 Scope and powers permitting Trustees' or connected persons' benefits:

- (a) a Trustee or Connected Person may receive a benefit from the Society in the capacity of a beneficiary of the Society provided that a majority of the Trustees do not benefit in this way;
- (b) a Trustee or Connected Person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011;
- (c) Subject to clause 5.3 a Trustee or Connected Person may provide the Society with goods that are not supplied in connection with services provided to the Society by the Trustee or Connected Person;
- (d) a Trustee or Connected Person may receive interest on money lent to the Society at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate);
- (e) a Trustee or Connected Person may receive rent for premises let by the Trustee or Connected Person to the Society. The amount of the rent and the other terms of the lease must be reasonable and proper. The Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion; and

- (f) a Trustee or Connected Person may take part in the normal trading and fundraising activities of the Society on the same terms as members of the public.

5.3 The Society and its Trustees may only rely upon the authority provided by clause 5.2(c) of this Constitution if each of the following conditions is satisfied:

- (a) the amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Society and the Trustee or Connected Person supplying the goods (the "Supplier") under which the Supplier is to supply the goods in question to or on behalf of the Society;
- (b) the amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;
- (c) the other Trustees are satisfied that it is in the best interests of the Society to contract with the Supplier rather than with someone who is not a Trustee or Connected Person. In reaching that decision the Trustees must balance the advantage of contracting with a Trustee or Connected Person against the disadvantages of doing so;
- (d) the Supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Society;
- (e) the Supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting;
- (f) the reason for their decision is recorded by the Trustees in the minute book; and
- (g) a majority of the Trustees then in office are not in receipt of remuneration or payments authorised by this clause 5.

## 6. LIABILITY OF MEMBERS TO CONTRIBUTE TO THE ASSETS OF THE SOCIETY IF IT IS WOUND UP

6.1 If the Society is wound up or dissolved, the members of the Society have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

## 7. VOLUNTARY WINDING UP OR DISSOLUTION

7.1 As provided by the Dissolution Regulations, the Society may be dissolved by resolution of its members. Any decision by the Members to wind up or dissolve the Society can only be made:



- (a) at a general meeting of the Members of the Society called in accordance with clause 15 (General meetings of members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
  - (i) by a resolution passed by a 75% majority of those voting, or
  - (ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
- (b) by a resolution agreed in writing by all Members of the Society.

7.2 Subject to the payment of all the Society's debts:

- (a) any resolution for the winding up of the Society, or for the dissolution of the Society without winding up, may contain a provision directing how any remaining assets of the Society shall be applied.
- (b) if the resolution does not contain such a provision, the Trustees must decide how any remaining assets of the Society shall be applied.
- (c) in either case the remaining assets must be applied for charitable purposes the same as or similar to those of the Society.

7.3 The Society must observe the requirements of the Dissolution Regulations in applying to the Commission for the Society to be removed from the Register of Charities, and in particular:

- (a) the Trustees must send with their application to the Commission:
  - (i) a copy of the resolution passed by the Members of the Society
  - (ii) a declaration by the Trustees that any debts and other liabilities of the Society have been settled or otherwise provided for in full; and
  - (iii) a statement by the Trustees setting out the way in which any property of the Society has been or is to be applied prior to its dissolution in accordance with this constitution;
- (b) the Trustees must ensure that a copy of the application is sent within seven days to every Member and employee of the Society, and to any Trustee of the Society who was not privy to the application.

7.4 If the Society is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

**8. AMENDMENT OF CONSTITUTION**

8.1 The Society may amend any provision contained in clauses 2 to 8 of this Constitution

provided that:

- (a) no amendment may be made that would have the effect of making the Society cease to be a charity at law;
- (b) no amendment may be made to alter the Objects if the change would undermine or work against the previous Objects of the Society; or
- (c) no amendment may be made to clause 2 (Objects), 4 (Application of income and property), clause 5 (Benefits and payments to charity trustees and connected persons), 7 (Voluntary Winding Up or Dissolution) or this clause without the prior consent in writing of the Commission.

8.2 Any resolution to amend any provisions contained in clauses 2 to 8 of this Constitution is passed by not less than two thirds of the members present and voting at a general meeting.

8.3 Any provision contained in clauses 9 to 32 of this Constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.

8.4 A copy of any resolution amending this Constitution shall be sent to the Commission within twenty-one days of it being passed.

## 9. MEMBERSHIP

9.1 Membership is open to individuals over eighteen or organisations, who owns or are interested in Blue Texel Sheep and who are approved by the Trustees.

9.2 Junior Membership is open to individuals under eighteen, who owns or are interested in Blue Texel Sheep and who are approved by the Trustees. When applying a parent /guardian name must be supplied. The Junior Member will not have any voting rights.

9.3 The Trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Society to refuse the application.

9.4 The Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

9.5 The Trustees must consider any written representations the applicant may make about the decision. The Trustees' decision following any written representations must be notified to the applicant in writing but shall be final.

- 9.6 Membership is not transferable to anyone else.
- 9.7 The Trustees must keep a register of names and addresses of the members. A list of Members names only, must be made available to any Member upon request.
- 9.8 Application for membership shall only be made on the official form obtained from the Society on-line and returned to its website.
- 9.9 The Initial Joining membership fee is at the Society's discretion.

**10. INFORMAL OR ASSOCIATE (NON-VOTING) MEMBERSHIP**

- 10.1 The Trustees may create associate or other classes of non-voting membership and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members as further set out in accordance with clause 13.
- 10.2 Other references in this constitution to "Members" and "Membership" do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

**11. SUBSCRIPTIONS**

- 11.1 Subscriptions are payable by the Members annually in advance on 1 January each year.
- 11.2 The amount to be paid is decided by the Committee from time to time as set out in the Subscription Fee - Bye Law.
- 11.3 New Members joining the Society after 1 October in each year will be entitled to a membership extension to 1 January the following year (15 months' Membership). However, if the new member is to register newborn sheep, full Membership will be expected for the year the sheep was born.

**12. TERMINATION OF MEMBERSHIP**

- 12.1 Membership is terminated if:
- (a) the Member dies or, if it is an organisation, ceases to exist;
  - (b) the Member resigns by written notice to the Society unless, after the resignation, there would be less than two Members;

- (c) any sum due from the Member to the Society is not paid in full within three months of it falling due;
- (d) the Member is removed from Membership by a resolution of the Trustees that it is in the best interests of the Society that his or her membership is terminated. A resolution to remove a Member from Membership may only be passed if:
  - (i) the Member has been given at least twenty one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed; and
  - (ii) the Member or, at the option of the Member, the Member's representative (who need not be a Member of the society) has been allowed to make representations to the meeting.

12.2 Notwithstanding the generality of clause 12.1(c) the Committee shall be entitled to enter into an arrangement with any Member regarding an extension of the applicable deadline for payment of any subscription.

12.3 A Member may resign his Membership from the Society at any time by giving notice of the same to the Secretary (if any) or, in the absence of a Secretary, to the Chairman. A Member who resigns shall not be entitled to a refund of any part of any subscriptions and shall remain liable to pay any subscription or other sum owed by him.

### **13. BYE-LAWS**

13.1 The Trustees may, from time to time, establish rules and byelaws governing matters relating to Society's administration that are required from time to time for the effective operation of the Society, for example, but not limited to:

- (a) the provisions relating to membership fees;
- (b) admission of Members and the rights and privileges of such Members, and the entrance fees, subscriptions and other fees or payments to be made by Members, including, when necessary, the classification of Members, such as Family membership;
- (c) conduct of Members;
- (d) the contents and layout of the Flock Book;
- (e) requirements relating to DNA testing, registration of Blue Texel Sheep; and

- (f) the procedure at AGM, SGM, Committee meetings and subcommittee meetings of the trustees in so far as such procedure is not regulated by this Constitution.

13.2 The Society in general meeting has the power to alter, add to or repeal the rules or bye-laws.

13.3 The Trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of Members of the Society and all new and amended rules and bye-laws shall be reported to the Members at the next following AGM.

13.4 The rules or bye-laws shall be binding on all members of the Society. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this Constitution.

#### 14. MEMBERS DECISION

14.1 Except for those decisions that must be taken in a particular way as indicated in clause 14.9, decisions of the members of the Society may be taken either by vote at a general meeting as provided in clause 14.2 or by written resolution as provided in clause 14.3.

##### *Taking ordinary decision by vote*

14.2 Subject to clause 14.9, any decision of the members of the Society may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting (including votes cast by postal or email ballot, and proxy votes).

##### *Taking ordinary decision by written resolution without a general meeting*

14.3 Subject to clause 14.9, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:

- (a) a copy of the proposed resolution has been sent to all the Members eligible to vote; and
- (b) a simple majority of Members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a Member's agreement must be authenticated by their signature (or in the case of an organisation which is a Member, by execution according to its usual procedure), by a statement of their identity accompanying the document, or in such other manner as the Society has specified.

- 14.4 The resolution in writing may comprise several copies to which one or more Members has signified their agreement.
- 14.5 Eligibility to vote on the resolution is limited to Members who are Members of the Society on the date when the proposal is first circulated in accordance with clause 14.3 above.
- 14.6 Not less than 10% of the Members of the Society may request the Trustees to make a proposal for decision by the members.
- 14.7 The Trustees must within 21 days of receiving such a request comply with it if:
- (a) The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;
  - (b) The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the Members; and
  - (c) Effect can lawfully be given to the proposal if it is so agreed.
- 14.8 Clause 14.7, sub-clause (a) to (c) apply to a proposal made at the request of Members.

*Decision that must be taken in a particular way*

- 14.9 Decisions that must be taken in a particular way:
- (a) Any decision to remove a Trustee must be taken in accordance with clause 21.
  - (b) Any decision to amend this Constitution must be taken in accordance with clause 8 of this Constitution (Amendment of Constitution).
  - (c) Any decision to wind up or dissolve the Society must be taken in accordance with clause 7 of this Constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the Society to one or more other Society must be taken in accordance with the provisions of the Charities Act 2011.

**15. GENERAL MEETINGS**

- 15.1 The Society must hold a general meeting within twelve months of the date of the adoption of this Constitution.
- 15.2 An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings (an "AGM"). The AGM must receive the annual statement of accounts (duly audited or examined

where applicable) and the Trustees' annual report, and must elect Trustees as required under clause 19.

- 15.3 All general meetings other than annual general meetings shall be called special general meetings (an "SGM").
- 15.4 The Trustees may call a special general meeting at any time.
- 15.5 The Trustees must call a special general meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the Trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this Constitution.

#### *Notice*

- 15.6 The minimum period of notice required to hold any general meeting of the Society is fourteen clear days from the date on which the notice is deemed to have been given.
- 15.7 A general meeting may be called by shorter notice, if it is so agreed by all the Members entitled to attend and vote.
- 15.8 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted .If a proposal to alter the constitution of the Society is to be considered at the meeting, include the text of the proposed alteration.
- 15.9 If the meeting is to be an annual general meeting, the notice must say so include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee and details of where the information may be found on the Society's website.
- 15.10 General meeting may take place in person or by electronic means as further set out in the General Meeting Byelaws.
- 15.11 The notice must be given to all the Members and to the Trustees.

#### *Quorum*

- 15.12 No business shall be transacted at any general meeting unless a quorum is present.
- 15.13 A quorum for general meetings shall be the lesser of 12 Members or 5% of the total membership, present and entitled to vote upon the business to be conducted at the

meeting.

- 15.14 The authorised representative of a member organisation shall be counted in the quorum.
- 15.15 If:
- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
  - (b) during a meeting a quorum ceases to be present,
- the meeting shall be adjourned to such time and place as the Trustees shall determine.
- 15.16 The Trustees must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.
- 15.17 If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

#### *Chair*

- 15.18 General meetings shall be chaired by the person who has been elected as Chair.
- 15.19 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a trustee nominated by the Trustees shall chair the meeting.
- 15.20 If there is only one Trustee present and willing to act, he or she shall chair the meeting.
- 15.21 If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

#### *Adjournments*

- 15.22 The Members present at a meeting may resolve that the meeting shall be adjourned.
- 15.23 The person who is chairing the meeting must decide the date time and place at which meeting is to be re-convened unless those details are specified in the resolution.
- 15.24 No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.



15.25 If a meeting is adjourned by a resolution of the Members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date time and place of the meeting.

*Votes*

15.26 Any decision other than one falling within clause 14.9 (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting.

15.27 Each Member shall have one vote, where a membership is held jointly by two or more persons, only the first vote received shall be counted. If there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

15.28 Notwithstanding the generality of clause 15.26, a Member shall not be entitled to vote at any time during which any subscription is overdue for payment by him.

15.29 A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person or by proxy at the meeting.

15.30 A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.

15.31 A poll may be taken:

- (a) at the meeting at which it was demanded; or
- (b) at some other time and place specified by the chair; or
- (c) through the use of postal or electronic communications.

15.32 Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

15.33 A resolution in writing signed by each Member (or in the case of a Member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more Members.

15.34 A Member can vote at a general meeting in person, by post, by email, fax or by a proxy.

*Proxy*

15.35 A Member who wishes to vote by post or email must ensure that their vote has been delivered to the Society at its registered address not less than 48 hours before such general meeting.

15.36 Proxies may only validly be appointed by a notice in writing (a "Proxy Notice") which:

- (a) states the name and address of the Member appointing the proxy;
- (b) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and
- (d) is delivered to the Society not less than 48 hours before the time appointed for holding the general meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate.

15.37 Unless a proxy notice indicates otherwise, it must be treated as:

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

15.38 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Society by or on behalf of that person.

15.39 An appointment under a proxy notice may be revoked by delivering to the Society a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

15.40 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

**16. REPRESENTATIVES OF OTHER BODIES**

16.1 Any organisation that is a Member of the Society may nominate any person to act as its representative at any meeting of the Society.

16.2 The organisation must give written notice to the Society of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Society. The nominee may continue to represent the organisation until written notice to the contrary is received by the Society.

16.3 Any notice given to the Society will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Society shall not be required to consider whether the nominee has been properly appointed by the organisation.

**17. OFFICERS, TRUSTEES AND MANAGEMENT COMMITTEE**

17.1 The management of the Society's and its property shall be administered by a Management Committee (the "Committee"). The Officers and any other members of the Committee shall be the trustees (the "Trustees").

17.2 The Society shall have the following Officers:

- (a) a Chairman;
- (b) a Vice Chairman;
- (c) a Treasurer; and
- (d) a Secretary.

17.3 The number of Trustees shall be not less than five but (unless otherwise determined by a resolution of the Society in a general meeting) shall not be more than thirteen. For the avoidance of doubt an Officer is a Trustee.

17.4 Subject to clause 17.8, a Trustee must be a Member of the Society or the nominated representative of an organisation that is a Member of the Society.

17.5 No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of clause 21.

17.6 A Trustee may not appoint anyone to act on his or her behalf at meetings of the trustees.

- 17.7 One third of the Trustees shall retire annually, in rotation, but be eligible for re-election at the AGM.
- 17.8 A Secretary shall be appointed by the Management Committee and carry out such duties as requested by the Committee. The Secretary may be a member of the Society or may be another person or may be an organisation that shall be employed by the Society to carry out the duties of the Society's Secretary. The remuneration, if any, of such office holder, as Secretary, shall be at a rate agreed by the Management Committee.
- 17.9 A Treasurer shall be elected from the Committee to hold securely on behalf of the Society the monies of the Association. They shall pay and receive, record and report such monies and transactions required, and report at the Committee meetings and present final accounts at the AGM reporting the transactions and the audited financial position of the Association.
- 18. MANAGEMENT COMMITTEE MEETINGS**
- 18.1 The Trustees may regulate their proceedings as they think fit, subject to the provisions of this Constitution.
- 18.2 Any Trustee may call a meeting of the Committee (the "Committee Meeting").
- 18.3 The Secretary must call a Committee Meeting if requested to do so by a Trustee.
- 18.4 Questions arising at a Committee Meeting must be decided by a majority of votes.
- 18.5 In the case of an equality of votes, the person who chairs the Committee Meeting shall have a second or casting vote.
- 18.6 No decision may be made by a Committee Meeting unless a quorum is present at the time the decision is purported to be made.
- 18.7 The quorum shall be two or the number nearest to one-third of the total number of Trustees, whichever is the greater or such larger number as may be decided from time to time by the Trustees.
- 18.8 A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- 18.9 If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.

- 18.10 The person elected as the Chairman shall chair the Committee Meeting.
- 18.11 If the Chairman is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.
- 18.12 The person appointed to chair Committee Meeting shall have no functions or powers except those conferred by this Constitution or delegated to him or her in writing by the Trustees.
- 18.13 A resolution in writing signed by all the Trustees entitled to receive notice of a Committee Meeting and to vote upon the resolution shall be as valid and effectual as if it had been passed at a Committee Meeting duly convened and held.
- 18.14 The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.
- 18.15 The Committee shall meet at least three times per year either in person or by virtual meetings held electronically or by telephone. The Committee shall be notified, by the Secretary, not less than seven days before of such a Committee meeting, of the means of communication, the date and time of the meeting and an agenda of what is to be discussed along with any relevant pre-meeting information relating to that meeting. If more than three consecutive Committee meetings have not been attended by a Trustee then their position on the Committee may be removed.
- 18.16 The Committee shall have powers to investigate any claims of misconduct or disrepute, and to sanction any members so involved. If appealed, a bond of £250.00 shall be set and the dispute arbitrated by an independent body e.g. NSA (National Sheep Association). If unsuccessful, bond will be forfeited.
- 18.17 The Committee shall have the power to fill any casual vacancy for office that may occur during the year, but such person appointed shall only hold office until being considered and ratified by election at the next AGM.
- 18.18 All Committee discussions must remain confidential unless agreement is made to release any information to the membership. If a member of the Committee is found to be in contravention of this rule, he or she will be asked to leave the Committee with immediate effect.

**19. APPOINTMENT OF TRUSTEES**

- 19.1 The Society in general meeting shall elect the Officers and the other Trustees.

- 19.2 The Trustees may appoint any person who has been nominated by two members and who is willing to act as a Trustee. Subject to clauses 19.5 and 19.6, they may also appoint Trustees to act as Officers.
- 19.3 Each of the Trustees shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting.
- 19.4 No-one may be elected a Trustee or an Officer at any annual general meeting unless prior to the meeting the Society is given a notice that:
- (a) is signed by a member entitled to vote at the meeting;
  - (b) states the member's intention to propose the appointment of a person as a Trustee or as an Officer;
  - (c) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- 19.5 The appointment of a Trustee, whether by the Society in general meeting or by the other Trustees, must not cause the number of trustees to exceed any number fixed in accordance with this Constitution as the maximum number of Trustees.
- 19.6 The Trustees may not appoint a person to be an Officer if a person has already been elected or appointed to that Office and has not vacated the office.
- 19.7 Only one named Member from each Flock Name can be nominated and appointed as Trustee on the Committee at any one time.

**20. POWERS OF TRUSTEES**

- 20.1 The Trustees must manage the business of the Society and have the following powers in order to further the Objects (but not for any other purpose):
- (a) to raise funds. In doing so, the trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
  - (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Society. In exercising this power, the Trustees must comply as appropriate with sections 117- 122 of the Charities Act 2011;

- (d) to borrow money and to charge the whole or any part of the property belonging to the Society as security for repayment of the money borrowed. The Trustees must comply as appropriate with sections 124 - 126 of the Charities Act 2011, if they intend to mortgage land;
- (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (g) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
- (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (i) to obtain and pay for such goods and services as are necessary for carrying out the work of the Society;
- (j) to open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000; and
- (k) to do all such other lawful things as are necessary for the achievement of the objects.

20.2 No alteration of this Constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.

20.3 Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

## **21. DISQUALIFICATION AND REMOVAL OF TRUSTEES**

21.1 A Trustee shall cease to hold office if he or she:

- (a) is disqualified from acting as a Trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- (b) ceases to be a member of the Society;
- (c) in the written opinion, given to the Society, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;

- (d) resigns as a Trustee by notice to the Society (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
- (e) is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated.

**22. CONFLICTS OF INTERESTS AND CONFLICTS OF LOYALTIES**

**22.1 A Trustee must:**

- (a) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the charity which has not been previously declared; and
- (b) absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Society and any personal interest (including but not limited to any personal financial interest).

22.2 Any Trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Trustees on the matter.

**23. SAVING PROVISIONS**

23.1 Subject to clause 23.2, all decisions of the Trustees, or of a Committee, shall be valid notwithstanding the participation in any vote of a Trustee:

- (a) who is disqualified from holding Office;
- (b) who had previously retired or who had been obliged by this Constitution to vacate Office; or
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if, without the vote of that Trustee and that Trustee being counted in the quorum, the decision has been made by a majority of the Trustees at a quorate meeting.

23.2 Clause 23.1 does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a Committee if, but for clause 23.1, the resolution would have been void, or if the Trustee has not complied with clause 22 (Conflicts of interests and conflicts of loyalties).



**24. DELEGATION**

24.1 The Trustees may delegate any of their powers or functions to a subcommittee of two or more Trustees but the terms of any such delegation must be recorded in the minute book.

24.2 The Trustees may impose conditions when delegating, including the conditions that:

- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate; and/or
- (b) no expenditure may be incurred on behalf of the Society except in accordance with a budget previously agreed with the Trustees.

24.3 The Trustees may revoke or alter a delegation.

24.4 All acts and proceedings of any sub committees must be fully and promptly reported to the Trustees.

**25. IRREGULARITIES IN PROCEEDINGS**

25.1 Subject to sub-clause (2) of this clause, all acts done by a meeting of Trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a Trustee:

- (a) who was disqualified from holding Office;
- (b) who had previously retired or who had been obliged by the Constitution to vacate Office;
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if, without:

- (d) the vote of that Trustee; and
- (e) that Trustee being counted in the quorum,

the decision has been made by a majority of the Trustees at a quorate meeting.

25.2 Clause 25.1 does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of trustees if the resolution would otherwise have been void.

25.3 No resolution or act of:

- (a) the Trustees;

- (b) any committee of the trustees;
- (c) the Society in general meeting

shall be invalidated by reason of the failure to give notice to any Trustee or Member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a Member or the beneficiaries of the Society.

**26. MINUTES**

**26.1 The Trustees must keep minutes of all:**

- (a) appointments of Officers and Trustees made by the Trustees;
- (b) proceedings at meetings of the Society;
- (c) meetings of the Committee, Trustees and sub committees of trustees including:
  - (i) the names of the Trustees present at the meeting;
  - (ii) the decisions made at the meetings; and
  - (iii) where appropriate the reasons for the decisions.

**27. ACCOUNTS, ANNUAL REPORT, ANNUAL RETURN**

**27.1 The Trustees must comply with their obligations under the Charities Act 2011 with regard to:**

- (a) the keeping of accounting records for the Society;
- (b) the preparation of annual statements of account for the Society;
- (c) the transmission of the statements of account to the Commission;
- (d) the preparation of an Annual Report and its transmission to the Commission; and
- (e) the preparation of an Annual Return and its transmission to the Commission.

**27.2 Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the Trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.**

**28. REGISTERED PARTICULARS**

**28.1 The Trustees must notify the Commission promptly of any changes to the Society's entry on the Central Register of Charities.**

**29. PROPERTY**

29.1 The Trustees must ensure the title to:

- (a) all land held by or in trust for the Society that is not vested in the Official Custodian of Charities; and
- (b) all investments held by or on behalf of the Society, is vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees.

29.2 The terms of the appointment of any holding trustees must provide that they may act only in accordance with lawful directions of the Trustees and that if they do so they will not be liable for the acts and defaults of the Trustees or of the Members of the Society.

29.3 The Trustees may remove the holding trustees at any time.

**30. REPAIR AND INSURANCE**

30.1 The Trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings of the Society (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

**31. NOTICES**

31.1 Any notice required by this constitution to be given to or by any person must be:

- (a) in writing; or
- (b) given using electronic communications.

31.2 The Society may give any notice to a Member either:

- (a) personally; or
- (b) by sending it by post in a prepaid envelope addressed to the Member at his or her address; or
- (c) by leaving it at the address of the Member; or
- (d) by giving it using electronic communications to the Member's address.

31.3 A Member who does not register an address with the Society or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Society.

- 31.4 A member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 31.5 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 31.6 Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- 31.7 A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

**32. DISPUTES**

- 32.1 If a dispute arises between members of the Society about the validity or propriety of anything done by the members under this Constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.