SHETLAND CATTLE

❖BREEDERS ASSOCIATION❖ CONSTITUTION

1. THE NAME OF THE ASSOCIATION IS THE SHETLAND CATTLE BREEDERS ASSOCIATION.

OBJECT

2. The Association's object is:

(**a**) To encourage and promote the pure breeding and keeping of Shetland Cattle.
(**b**) To promote communication and co-operation between all those interested in (a) above.
(**c**) To collect and publish information and research data relating to the breed and its genetic health.
(**d**) The objects of the association shall be charitable.

In pursuance of the object set out above (but not otherwise) the association shall undertake the following: -

(**e**) All activities associated with the object defined above.
(**f**) To carry on any other activities which further any of the above objects.
(**g**) To purchase, hire, or otherwise acquire any property which are suitable for the association's activities.
(**h**) To sell, hire out or otherwise dispose of, all property or rights of the association.
(**i**) To engage such consultants and advisors as are considered appropriate from time to time.
(**j**) To invest any funds which are not immediately required for the associations activities as may be considered appropriate (and to dispose of, and vary, such investments).
(**k**) To liaise with other bodies with a view to furthering the association's objects.
(**l**) To take such steps as may be deemed appropriate for the purpose of raising funds for the association's activities.
(**m**) To accept subscriptions, grants and donations of all kinds.
(**n**) To do anything which may be incidental or conducive to the furtherance of the Association's object.

GENERAL STRUCTURE

3. The structure of the association shall consist of: -

(**a**) MEMBERS -who have the right to attend all general meetings, to elect members to serve on the management committee, to take decisions in relation to changes to the constitution and to participate in all activities in pursuance of the objects of the Association.

(**b**) MANAGEMENT COMMITTEE -which hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the Association; in particular the management committee is responsible for monitoring the financial position of the association.

APPLICATION FOR MEMBERSHIP

4. Any person who wishes to become a member must sign an application for membership agreeing to abide by the constitution and rules of the association.

5. The management committee may at its discretion, refuse to admit any person to membership. Reasons for refusal will be given in writing.

6. The management committee shall consider each application for membership at the first management committee meeting which is held after the receipt of the application; and within a reasonable time, notify the applicant of the decision.

7. Any person refused membership shall have a right to appeal as under clause 14

MEMBERSHIP SUBSCRIPTION

8. An annual subscription shall be recommended by the management committee of the Association and approved by members of the association at an annual general meeting.

REGISTER OF MEMBERS

9. The management committee shall maintain a register of members, setting out the full name and address of each member, the date on which he/she was admitted to membership and the date on which any person ceased to be a member.

WITHDRAWAL FROM MEMBERSHIP

10. Any member who wishes to withdraw from membership shall do so in writing to the association.

11. Failure to pay the annual subscription within four months of the due date shall be deemed to be resignation on the part of the member.

EXPULSION FROM MEMBERSHIP

12. Any member may be expelled from membership by way of a resolution passed by a two-thirds majority vote at a management committee meeting providing the following procedures have been observed: -

(**a**) at least 21 days notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion.

(**b**) the member concerned is entitled to be heard on the resolution at the meeting at which the resolution is proposed or submit a written representation.

GROUNDS FOR EXPULSION

13. Conduct considered prejudicial to the attainment of the aims of the association.

APPEAL

14. An expelled member shall have the right to request an independent review of the decision by a third party, mutually agreeable to both the member and the management committee. The decision of the third party shall be final.

ANNUAL GENERAL MEETING

15. The management committee shall convene an Annual General Meeting in each year; not more than 15 months shall elapse between one annual general meeting and the next.

16. The business of the meeting shall include:

(**a**) A report on the activities of the association.

(**b**) The consideration of the annual accounts.

(**c**) The election of the management committee for the ensuing year

(**d**) The consideration of any motion which may have been duly proposed and seconded. Not later than 28 days prior to the meeting.

NOTICE OF ANNUAL GENERAL MEETING

17. At least 28 clear days' notice must be given of an annual general meeting; the notice must indicate the general nature of any business to be dealt with at the meeting. Notice of every meeting shall be given to all members of the Association in writing by ordinary post or by prior agreement, electronic mail.

PROCEDURE AT ANNUAL GENERAL MEETING

18. No resolutions may be passed at any meeting unless a quorum, consisting of the lesser of 12 members or two-thirds of the current membership, is present.

19. If a quorum is not present within 15 minutes after the time at which a general meeting is due to commence - or if, during a meeting a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of that meeting.

20. The chair of the Association shall preside as chairperson of each general meeting; if the chair is not present within 30 minutes after the time at which the meeting was due to commence, the members of the management committee present at the meeting shall elect from themselves the person who will act as chairperson of that meeting.

21. The chairperson, with consent of the meeting, may adjourn the meeting to such time and place as the chairperson may determine.

22. Every member shall have one vote.

23. In the case of an equal vote, the chairperson shall be entitled to a casting vote.

24. A resolution put to the vote shall be decided on a show of hands unless a secret ballot is demanded by the chairperson, or at least two members present.

25. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct, the result of such a ballot shall be declared at the meeting at which the ballot was demanded.

EXTRAORDINARY GENERAL MEETING
26. All other meetings shall be called extraordinary and conducted in accordance with clauses 17 to 25.
27. An EGM may be called at any time by the management committee.
28. An EGM may be requested in writing to the management committee by not less than twenty ordinary members of the association, stating the general business of the proposed meeting.

MANAGEMENT COMMITTEE
29. The maximum number of elected members of the management committee shall be 9. The number of co-opted members may not exceed one third of the number of elected members.

ELIGIBILITY
30. (a) A person shall not be eligible for election unless he/she is a member of the Association.
(b) A person shall be eligible for election to the Committee if willing and able to work via e-mail.

ELECTION
31. Members may elect any member to be a member of the management committee.
32. The management committee may at any time co-opt any member to be a member of the management committee.
33. At each annual general meeting one third of the elected and all co-opted members of the management committee shall retire from office, but shall be eligible for re-election or re-co-option.

TERMINATION OF OFFICE
34. A member of the management committee shall automatically vacate office if: -
(**a**) they cease to be a member of the association.
(**b**) they resign office by notice to the association.
(**c**) they are absent from more than two consecutive meetings of the management committee and the management committee resolve to remove them from office.

OFFICE BEARERS
35. The management committee members shall elect from among themselves a chair, a treasurer and a secretary, and such office bearers (if) any as they consider appropriate.
36. All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election.

POWERS OF MANAGEMENT COMMITTEE
37. Except as otherwise provided in this constitution, the association and its assets and undertaking shall be managed by the management committee, who may exercise all the powers of the association.

REMUNERATION OF COMMITTEE MEMBERS
38. No committee member shall receive any remuneration other than reimbursement of expenses incurred in connection with officially approved duties.

PROCEDURE AT MANAGEMENT COMMITTEE MEETINGS
39. Any member of the management committee may request a meeting of the management committee or request the secretary to call a meeting of the management committee.
40. Questions arising at a meeting of the management committee shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote
41. No business shall be dealt with at a meeting of the management committee unless a quorum is present. A quorum shall be 5.
42. The chair of the Association shall be the chairperson of the management committee. In his/her absence the management committee members may elect a chairperson from amongst themselves.

MINUTES
43. The management committee shall ensure that minutes are made of all proceedings at general meetings and management committee meetings. A minute of any meeting shall include the names of those present

ACCOUNTING RECORDS AND ANNUAL ACCOUNTS
44. The management committee shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
45. The treasurer shall prepare annual accounts.
46. A person who is not a member of the association will scrutinise the accounts prior to the AGM.

OPERATION OF ACCOUNTS
47. The signatures of two out of three signatories appointed by the management committee shall be required in relation to all operations on the bank accounts held by the association.

NOTICES
48. Any notice which requires to be given to a member under this constitution shall be in writing by ordinary post.

RECEIPT OF NOTICES
49. Any member may opt to receive communications from the association by electronic mail.
50. All members must inform the secretary of the association promptly of any change of postal or electronic address.

ALTERATIONS TO THE CONSTITUTION
51. The constitution may be altered by a resolution passed by not less than two-thirds of those present and voting at a general meeting, providing due notice of the meeting and of the resolution, is given in accordance with clause 18.

DISSOLUTION
52. If the management committee determines that it is necessary or appropriate that the Association be dissolved, it shall convene a meeting of the members; not less than 21 days notice of the meeting (stating the terms of the proposed resolution) shall be given.
53. If a proposal to dissolve the association is confirmed by a two-thirds majority of the total membership, the management committee shall have the power to dispose of any assets held by the association. Any assets remaining after the settling of outstanding expenses shall be transferred to some other body having objects similar to those of the association.; the identity of this body to be determined by the members of the association at, or prior to, the time of dissolution.