

**RULES  
OF THE  
BLUEFACED LEICESTER  
SHEEP BREEDERS' ASSOCIATION**

**1. NAME AND CONSITUTION**

The name of the Association shall be BLUEFACED LEICESTER SHEEP BREEDERS' ASSOCIATION.

**2. REGISTERED OFFICE**

The place of office of the Association shall be Riverside View, Warwick Road, Carlisle, CA1 2BS. Notice of any change thereof shall be sent to the Registrar of Friendly Societies within fourteen days thereof in the form prescribed by the Treasury Regulations.

**3. OBJECTS**

The Association is established (pursuant to the Friendly Societies Act 1974 and the special authority of the 11<sup>th</sup> day of December 1967 for the purpose of promoting agriculture by:-

- (a) encouraging the breeding and maintaining the purity of the Bluefaced Leicester sheep;
- (b) establishing and publishing a flockbook of recognised pure-bred stock of the Bluefaced Leicester sheep;
- (c) registering the pure-bred progeny of the Bluefaced Leicester sheep;
- (d) generally advancing the Bluefaced Leicester sheep and maintaining and improving the standard of carcass quality, milking ability and prolificacy of the Bluefaced Leicester sheep and their progeny;
- (e) doing all such other things as incidental or conducive to the attainment of the above objects or any of them.

**4. APPLICATION OF FUNDS**

The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Association. Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association or to any member of the Association in return for any service actually rendered to the Association.

**5. INVESTMENT OF FUNDS**

Within the parameters of these Rules, so much of the funds as may not be wanted for immediate use, or to meet the usual accruing liabilities, shall, with the consent of the Management Trustees, or of a majority of the members present and entitled to vote in general meeting be invested by the Trustees in any of the following ways:-

purchase of land and/or buildings, or in the erection of alteration of offices or other buildings thereon, or in any investment in which Trustees are for the time being by law authorised to invest trust funds.

**6. MEMBERSHIP**

Application for membership may be made by any person and shall be made in writing to the office of the Association and shall be accompanied by the appropriate annual membership fee. The member shall thereupon be deemed to be elected unless the Management Trustees shall refuse the application.

## **7. MEMBERSHIP FEES**

The annual membership fee shall be £25.00 or such sum as the Association Council propose and recommend and is approved by the Management Trustees from time to time. The fee shall be paid of the 1<sup>st</sup> day of January in each year by Banker's Order, Direct Debit, Bank Draft or Cheque. No member shall be entitled to receive a refund of any part of the membership fee for the year in which he becomes or ceases to be a member (or to pay only a proportion of such fee).

## **8. DISQUALIFICATION OF MEMBERS**

- (a) If any member shall not have paid his annual membership fee by the 31<sup>st</sup> day of March in any year or shall in any way fail to observe the rules of the Association then the Management Trustees may at any time thereafter send to him by post at his last known address notice forthwith determining his membership of the Association but without prejudice to the right of the Association to recover any sums due from him to take such proceedings against him as the Association may think fit.
- (b) If any member shall be shown to the satisfaction of the Management Trustees to have been guilty of conduct which in the opinion of the Management Trustees is injurious or likely to prove injurious to the character, reputation or interests of the Association or otherwise renders it undesirable then the Management Trustees may in accordance with the provisions of this rule expel or suspend the member from membership for such a period as the Management Trustees think fit.
- (c) No member shall be expelled, suspended or censured under this rule except after a reasonable opportunity has been given to him of being heard, or, if he so desires of submitting a written statement in his own defence.
- (d) Not less than fifteen Association Council members must be present at the meeting of the Association Council at which the decision to recommend to the Management Trustees to expel, censure or suspend a member is taken. At least two thirds of the Members of the Association Council in attendance at the meeting must be in favour of such recommendation to expel, censure or suspend a member.
- (e) A member under this article shall cease to be a member of the Association forthwith upon the passing of the resolution of the Association Council for his expulsion by the Management Trustees. A member suspended from membership under this rule shall not during the period of his suspension be entitled to exercise or enjoy any of the right and privileges of a member but his obligation to pay to the Association his annual subscription and any other sum from time to time payable to the Association under these rules shall not be affected by his suspension.
- (f) The Management Trustees decision is final.

## **9. MEETINGS**

- (a) The Annual General Meeting of the Association shall be held in the month of May every year;
- (b) Regional Annual General Meetings will be held prior to the Annual General Meeting for the purpose of electing regional representatives to the Association Council After such elections, held as described in Clause 14 and any other formal business, the meetings will be open meetings.
- (c) A special general meeting shall be held whenever the Association Council and Management Trustees think expedient or whenever twenty members of the Association so requests in writing delivered to the Secretary;
- (d) Seven clear days notice of any general meeting stating the time and place thereof and the business to be transacted there at shall be given to every member in writing, left at or posted to his last known address. The accidental omission to give

- notice of a meeting to, or the non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate any resolution passed or proceeding at any meeting;
- (e) At all general meetings the President of the Association shall preside as chairman, but if he be not present at the time appointed for holding the same, the members present shall choose a member of the Association who shall be present to preside;
  - (f) At any general meeting a Resolution put to the vote of the meeting shall be decided on a show of hands of the majority of members present at the meeting and entitled to vote, unless upon the declaration of the result at the show of hands a poll be demanded in writing by at least three members present in person. If a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner as the chairman of the meeting shall direct. Any entry as to the result of a show of hands or of a poll in the Minute Book of the Association shall be conclusive evidence thereof. Every member present (and not disqualified by arrears or otherwise as mentioned in these rules) shall have one vote, and when the votes are equal the then presiding officer shall have an additional or casting vote;
  - (g) No business shall be transacted at any general meeting unless at least five members are personally present. If five members are not present the meeting shall stand adjourned until the same day of the next week when members present shall be a quorum.

## **10. OFFICERS**

- (a) The Association shall have the following officers: seven Management Trustees, a President, Vice – Presidents, a Treasurer and a Secretary
- (b) All the officers shall be over twenty-one years of age. The same person shall not be Secretary or Treasurer and a Trustee of the Association. A member shall not be nominated for office who is three months in arrears with his membership fees. Where there are more applicants than available vacancies a vote will be taken and the person receiving more than 50% of the votes will be elected. Where more than one vacancy arises a second casting of votes will be required and the successful applicant must have achieved more than 50% of votes cast.
- (c) Appointment of officers – the President, President elect and honorary Vice presidents will be appointed at the Annual General Meeting. The four Management Trustees will be appointed at the Annual General Meeting. The three other Managing Trustees being Chairman, Vice Chairman and Past Chairman shall be automatically elected Management Trustees by virtue of their elected positions on the Association Council. The Treasurer and the Secretary will be appointed by the Management Trustees.
- (d) If any Trustee, being removed from his office, refuse or neglect to assign or transfer any property of the Association as a general meeting may direct, such Trustee shall (if he be a member) be expelled, and cease to have any claim on the Association without prejudice to any liability to prosecution.
- (e) In the event of any Trustee dying, resigning, or being removed from the office, another shall be appointed by a Resolution of a majority of the members present and entitled to vote at the Annual General Meeting or at a special general meeting. Every resolution appointing a Trustee shall be entered in the Minutes of the meeting at which he or she is appointed. Management Trustees are appointed to represent all members in all regions.
- (f) A copy of such resolution, signed by a Trustee, shall be forwarded within fourteen days by the Secretary to the Registrar in the form prescribed by the Treasury Regulation.

## **11. MANAGEMENT TRUSTEES**

- (a) Trustees shall consist of four elected persons (one standing down at each Annual General Meeting but able to stand for re-election for a further period of four years). The Chairman, Vice Chairman and immediate past Chairman of the Association Council (who will be Management Trustees whilst holders of these offices along with the four other Management Trustees)
- (b) The Trustees will provide overall day to day management of the Association and affairs and assets and deliver where possible the policies and objectives recommended by Association Council. The Trustees will report material details as appropriate from time to time to the Association Council. The Trustees will act in the best interests of all members of the Association and having due regard to the views and opinion of the Association Council. A Trustees report will be given at each Annual General Meeting.
- (c) All deeds, documents of title and securities for money shall be held by the Management Trustees, who shall take such measures for the safe custody and preservation thereof at the expense of the Association as they may think fit, and they shall be responsible for the safe custody of all such documents and securities as are placed in their hands or under their control, and shall produce them for inspection by the auditors or Independent Examiners when required by them, and whenever else required by a resolution of a general meeting or of the Association Council
- (d) The Trustees shall be the persons to sue and be sued on behalf of the Association.
- (e) Nominations proposing someone as Trustee must be received 21 days prior to the relevant meeting, supported by four paid up members and signed by the applicant. Any officer other than a Trustee may be removed by a Resolution of the Association Council and Management Trustees
- (f) Any applicant must have served on the Association Council for a minimum of four years and act in accordance with best practices and comply with the requirements of the Charity Commission Regulations

## **12. TREASURER**

The Treasurer shall take charge of the funds of the Association which are not invested and pay all demands when ordered to do so by the Association, or Management Trustees for the time being. He shall produce all books, documents, property and money of the Association in his possession and render a full and clear account at each audit or independent examination, and whenever required by resolution of the Association or of the Association Council or by the Trustees. He shall also give up all books, documents, money and property of the Association in his possession when required to do so by a resolution of the Association or of the Association Council or by the Trustees. His remuneration shall be at the discretion of the Association Council approved by Management Trustees

## **13. SECRETARY**

The secretary shall attend all meetings of the Association and of the Association Council; he/she shall record correctly the names of the officers there present, and the Minutes of the proceedings, which shall be authenticated by the signature of the Chairman as the proceedings of the meeting; he/she shall produce all books, documents and property and money of the Association in his/her possession and render a full and clear account at each audit or independent examination and whenever required by resolution of the Association or Association Council or by the Trustees. He/she shall also pay over all moneys and give up all books, documents and property belonging to the Association when ordered to do so by a resolution thereof by the Management Trustees. He/she shall summon and give due notice of all meetings of the Association and the Association

Council and keep the accounts, documents and papers of the Association in such manner and for such purposes as the Management Trustees direct. The Secretary shall prepare all statutory returns and other documents required by Act or the Treasury Regulations within normal course or relevant stipulated time limit. The Secretary shall on all occasions, in the execution of his/her office, act under the superintendence, control and direction of the Management Trustees. His/her remuneration shall be at the discretion of the Management Trustees.

#### **14. ASSOCIATION COUNCIL**

- (a) The Association Council which will Consist of (a) not less than seven nor more than seventy elected members of the Association elected at the Regional Annual General Meetings, (b) the trustees (maximum number seven) of the Association and (c) the Treasurer of the Association. For practical working purposes Regional Annual Meetings should be held prior to the Association's Annual General Meeting
- (b) The Association Council will decide the area to be included in each Region and also the number of members of the Association Council to be elected at the Regional Annual General Meeting. In doing so it shall take account from time to time of the number of members of the Association residing in each region. Each regional member will have one vote. The Chairman, Vice Chairman and immediate past Chairman will remain members of the Association Council regardless of their position in their regions until the end of their term of office.
- (c) At each General Meeting, one third (or the nearest number to one third) of the members of the Association Council shall retire from office. The members to retire shall be those who have been in office for the longest time since their last election or appointment. The decision as to which are to retire as between members of equal seniority shall be taken by lot. A retiring member shall be eligible for re-election.
- (d) The election of members of the Association Council to fill vacancies shall take place at the Regional Annual General Meetings. The number of members of the Association Council to be elected by each Regional General Meeting shall equal the number of members due to retire who are members of the Association residing in such region. No member of the Association Council shall be elected unless his name has been proposed and seconded by a member of the Association. Not more than one name shall be included in each proposal. If more persons are proposed and there are vacancies the election shall be by paper ballot. Those eligible to vote shall be those members of the Association who reside within the area of that Region and shall have one vote per membership.
- (e) The Chairman of each Region will be elected by a majority vote of the Regional Council Members. The chairman of each region shall be a member of the Association Council serving during his/her term of office which will commence or terminate immediately after conclusion of National Annual General Meeting
- (f) The Association Council may meet together, adjourn and otherwise regulate their meetings. Any five members of the Association Council shall form a quorum. Questions arising at any meeting shall be decided by a majority of votes and in case of an equality the Chairman shall have a second or casting vote. The Association Council may delegate any of their powers to Committees consisting of such members of the Association Council as they think fit. Any three members of the Association Council may call a special such meeting no other business than that specified in the notice shall be taken into consideration.
- (g) All acts done bona fida by any meeting of the Association Council or of any Sub-Committee of the Association Council, or by any person acting as a member of the Association Council, shall not withstanding it be afterwards discovered that there was some defect in the appointment of any member or person acting as aforesaid, or that they

- or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be a member of the Council.
- (h) The Management Trustees shall cause proper minutes to be made of the proceedings of all meetings of the Association and of the Association Council and of Committees of the Association Council, and all business transacted at such meetings and any such minutes of any meeting, if purporting to be signed by the Chairman of such meetings or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.
  - (i) Where Sub-Committees are appointed e.g Breed Development, Publicity these can make recommendations to the Association Council for further recommendation to the Management Trustees
  - (j) A member of the Association Council may be removed from office by resolution of the Annual General Meeting. A member of the Association Council shall be deemed to have resigned if he does not attend a meeting of the Association Council between any two Annual General Meetings. In either case the Annual General Meeting may proceed to fill the vacancy (electing if possible a member from the same region).
  - (k) Should any member of the Council resign, for whatever reason, during his term of office (except under sub-clause (j) above) the members of the Association Council appointed from the relevant Region shall elect a new member immediately. Due note should be taken of the voting pattern from the Annual Regional Meeting, if known. The elected member will serve to the end of the term of office of the resigning member.

## **15. ACCOUNTS**

The Management Trustees shall cause proper account of the Association to be kept by the Secretary and/or Treasure in accordance with the requirements of section 1 of the Friendly and Industrial and Provident Society Act, 1974.

## **16. INSPECTION OF BOOKS**

- (a) The Management Trustees shall cause the books to be available for the inspection of any member or person having an interest in the funds of the Association at all reasonable hours, at the registered office or at any place where the books are kept, and it shall be the duty of the Secretary to produce them accordingly.
- (b) It shall be the duty of the Management Trustees to keep a copy of the last annual balance Sheet, together with the special report of the auditors or Independent Examiner, always available for inspection at the registered office.

## **17. AUDIT**

- (a) The Association Council and Management Trustees shall in each year propose a qualified auditor or Independent Examiner, in order to meet the requirements of the Charities Act 1993. For the purposes of this rule "qualified auditor" means a person who is a qualified auditor under section 7 of the Friendly and Industrial and Provident Societies Act, 1974.
- (b) Every appointment of an Auditor or Independent Examiner shall be made by resolution of a general meeting of the Association
- (c) The Management Trustees in conjunction with Association Council may appoint an Auditor or Independent Examiner to fill any casual vacancy occurring between general meetings of the Association. Any auditor or Independent Examiner appointed by the Management Trustees who is not a qualified auditor shall hold the appointment until the conclusion of the next annual general meeting.
- (d) A qualified auditor or Independent Examiner appointed to audit/examine the accounts and

balance sheet of the association for the preceding year of account (whether or not any resolution expressly re-appointing him has been passed) unless (i) a resolution has been passed at a general meeting of the Association appointing somebody instead of him or providing expressly that he shall not be re-appointed or (ii) he has given to the Association notice in writing of his unwillingness to re-appointed or (iii) he is ineligible for appointment as auditor or Independent Examiner of the Association for the current year of account or (iv) he has ceased to act as auditor or Independent Examiner of the Association by reason of incapacity. Provided that a retiring auditor shall not be automatically re-appointed by virtue of this rule if notice of an intended resolution to appoint another person in his place has been given in accordance with paragraph (f) of this rule and the resolution cannot be proceeded with because of the death or ineligibility of that other person.

- (e) A resolution at a general meeting of the Association (i) appointing another person as Auditor or Independent Examiner in place of a retiring qualified auditor or Independent Examiner (ii) providing expressly that a retiring auditor or Independent Examiner shall not be re-appointed shall not be effective unless notice of the intention to move it has been given to the Association not less than twenty-eight days before the meeting at which it was moved. On receipt by the Association of notice of the intention to move any such resolution the Association shall give notice of the resolution to the members and to the retiring auditor or Independent Examiner in accordance with section 6 of the Friendly and Industrial and Provident Societies Act, 1974, and shall give notice to the members in accordance with that section of any representations made or intended to be made by the retiring auditor or Independent Examiner. None of the following persons shall be appointed as auditor of the Association (i) an Officer or servant of the Association; (ii) a person who is a partner of or in the employment of or who employs an officer or servant of the Association; (iii) a body corporate. The auditor or Independent Examiner shall in accordance with section 9 of the Friendly and Industrial and Provident Societies Act, 1974 make a report to the Association on the accounts examined by him and on the revenue account or accounts and the balance sheet of the Association for the year of account in respect of which he is appointed.

### **18. ANNUAL RETURN**

- (a) Every year before the 31<sup>st</sup> July the Secretary of the Association shall send to the Registrar under Friendly Societies Act 1974 an annual return relating to its affairs for the period required to be included in the return. The return shall be made up for the period beginning with the 1<sup>st</sup> January of the year preceding the year in which the return is required to be sent and ending with the 31<sup>st</sup> December then last inclusively. The return must be made in the form prescribed and contain such particulars as may from time to time be required by the form. A copy of the report of the auditor or Independent Examiner on the accounts and balance sheet contained in the return must be sent with the annual return. Additionally, an Annual return should be forwarded by the Secretary to the Charity Commission no later than 31<sup>st</sup> October each year.
- (b) The Association shall supply gratuitously to every member or person interested in the funds of the Association on his application either a copy of the last annual return or a balance sheet or other document duly audited or independently examined containing the same particulars relating to the affairs of the Association as are contained in the annual return together with a copy of the report of the auditor or Independent Examiner on the annual return or his report on the balance sheet or other document supplied in lieu of the annual return.

## **19. DISPUTES**

If any dispute shall arise between a member or person claiming through a member or under the rules, or any person aggrieved who has ceased to be a member, or any person claiming through such person aggrieved, and the Association, or any officer of the Association, it shall be decided by reference to a single arbitrator

## **20. DISSOLUTION**

The Association may at any time be dissolved by the consent of three-fourths of the members testified by their signatures to an instrument of dissolution in the form prescribed by the Treasury Regulations. If upon such dissolution there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other Institution or Institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed upon the Association by rule 4 hereof, such Institution or Institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to some charitable object.

## **21. NOTICES**

All summons and notices shall be deemed to have been duly served if delivered at or sent by post addressed to the last known address of the member or person for whom they are intended.

## **22. AMENDMENT OF RULES**

- (a) No new rule shall be made, nor shall any of the rules herein contained or hereafter to be made be amended or rescinded unless with the consent of a majority of those members present at a general meeting of which notice has been given specifying the intention to propose such new rule or amendment.
- (b) No new rule or amendment of rule is valid until registered.

## **23. COPIES OF RULES**

The Association shall deliver to every person on demand a copy of the rules.

## **24. INSPECTION AND REGISTRATION OF SHEEP**

The Association may from time to time make and alter regulations providing for the inspection, registration, tagging and description of sheep and flocks.

15<sup>th</sup> March, 2011