



# British Boer and Meat Goat Association

## Constitution and Memorandum of Association

1. The **Name** of the Organisation shall be the British Boer & Meat Goat Association.
2. The **Object** of the Association shall be to promote the science and practice of agriculture by encouraging and promoting the breeding of British Boer and Meat goats through pedigree breeding, breed promotion and management and by encouraging their use, appreciation, well-being and protection in the United Kingdom.
3. **Powers.**
- 3.1 In furtherance of these objects, but not otherwise, the Association shall have the following powers:
  - a. To establish a herd book.
  - b. To support and promote the herd book for registrations.
  - c. To compile a list of all members of the Association, their addresses, contact details, membership numbers and herd prefixes, subject to GDPR law.
  - d. To promote the Boer Goat & Meat Goat breeds by:
    - (I) Breed & Meat promotion/s.
    - (II) Exhibitions.
    - (III) Organising shows.
    - (IV) Advertisement.
    - (V) Publicity materials and / or any other appropriate means.
  - e. To promote, encourage and contribute to experimental work and scientific research in connection with the breed/s and to promote information with reference to British Boer and Meat goat breeding and meat production, through lectures, discussions, books, pamphlets, correspondences and/or otherwise.
  - f. To provide guidance, advice, support to members and to collect and disseminate information by any means that may prove beneficial to the Association or its members.
  - g. To co-operate or affiliate with any organisation in furtherance of the Associations' objects.

#### **4. Membership.**

**4.1** Membership of the Association shall be open to any person/s without prejudice. A member may be:

- a. An individual Full member, having one vote.
- b. Joint members, having one vote each.
- c. A corporate member having one vote.
- d. **Members not entitled to vote:** Junior members, Overseas and Associate members (Junior members are aged 18 years or under. Overseas Members are those that do not reside in the United Kingdom (United Kingdom is made up of England/Scotland/Wales & Northern Ireland)).

#### **4.2 Admission procedure.**

The Board Members:

- a. Shall, if they approve an application for membership, notify the applicant of the decision within 28 days.
- b. May refuse applications for membership if it is believed that doing so remains in the best interests of the Association and its membership.
- c. Shall, if an application for membership is refused, provide the applicant with their reasons for doing so within 28 days of the decision.

#### **4.3 Termination of Membership.**

Membership of the Association will come to an end if:

- a. The member sends in a notice of resignation to the Association.
- b. The member dies.
- c. If any member shall fail to pay their annual renewal membership subscription within one month after it has become due and payable.
- d. If any member has outstanding money due to the Association which is not paid in full within one calendar month of falling due.
- e. If the actions of any member/s whether by accident or deliberate, brings the Association into disrepute.

#### **4.4 Before the Board Members take any decision to remove or refuse someone of their membership, they must.**

- a. Inform the member of the reason/s why it has been proposed to remove him, her or them from the membership.

- b. Provide the members with at least 28 clear days notice, in which to make representations to the Board Members as to why he, she or they should not be removed from the membership.

## **5. Subscriptions.**

Subscriptions will be payable annually in advance of the payment date to be agreed.

## **6. Annual General Meeting.**

- 6.1
  - a. An AGM will be held annually and kept within a 15 month timescale.
  - b. Paperwork giving notice of the date, time and place, to be sent to members at least 28 working days beforehand.
  - c. State the address at which the meeting is to take place, if in person, or means by which the event shall take place under extenuating circumstances whereby the meeting may not take place in-person.
  - d. Provide particulars of resolutions to be voted on and of the general nature of further matters to be addressed at the meeting.
  - e. The Board Members (committee) shall report on their work during the previous year and present the Association's annual accounts.
  - f. The Board members shall also provide the previous AGM minutes for approval by the membership in attendance who were present at the last AGM.
  - g. To elect Board Members to the committee.

## **6.2 Other general meetings.**

- a. All general meetings other than AGM shall be known as Extraordinary General Meeting.
- b. Other general meetings of the Association members may be held at any time.
- c. The Board Members must call a general meeting of the members of the Association if:
  - (I) They receive a request to do so from 25% of the members of the Association.
  - (II) The request states the general nature of any business to be handled during the meeting and is authenticated by the requesting member/s.
  - (III) The notice shall state the names of the members requesting the meeting together with a summary of the reason/s why it is being called.
  - (IV) Any resolution/s proposed will only be considered valid if it is lawful, not defamatory, frivolous or vexatious.
  - (V) The EGM must be held within three months (90 days) from the date of receiving the request from at least 25% of the members.

## 7. Postal Voting.

- a. The Board Members must appoint at least two persons independent of the Association to serve as Scrutineers, supervising the conduct of the postal ballot and the counting of votes.
- b. The Scrutineers to be appointed can not knowingly have any connection to the Association, its members or Board Members.
- c. All Board Members must agree the appointment of the Scrutineers.
- d. Postal voting, if allowed, voting forms must be sent to members 28 days prior to the voting deadline.
- e. To include all voting paperwork, clearly explaining the purpose and procedure for the postal vote.
- f. The return of postal votes must be by post to whichever Scrutineers have been selected.
  - (I) Pre addressed envelope to be include to: "The Scrutineers for British Boer & Meat Goat Association" with the postal address specified.
  - (II) They must be returned prior to the cut off time / date specified on the voting paperwork.
  - (III) Any votes received after this cut off time / date will be deemed invalid and will be voided.
  - (IV) Any voting forms received that have not followed the voting procedure as stated on the voting paperwork will also be deemed invalid and voided. All invalid / voided voting forms will not be included in the count.
- g. Votes cast by post must be counted by the Scrutineers present at the AGM / EGM. The Scrutineers to announce the voting results at the beginning of the meeting, or at an appropriate time during the meeting, to be agreed by the Board Members on the Day.
- h. The Scrutineers must provide to the person Chairing the meeting written confirmation of:
  - (I) The number of valid votes received.
  - (II) The number invalid votes received.
- i. The Scrutineers duties for validation of voting paperwork.
  - (I) Check and approve the postal date on the envelopes are valid.
  - (II) All invalid postal envelopes are not to be opened.
  - (III) Valid envelope/s to be opened and the second internal envelope/s with the membership number to be checked against the membership list.
  - (IV) Postal envelopes to be attached to the voting forms, as proof it is a valid voting form.

- (V) The internal envelope that contained the voting form with the membership number is to be discarded.
- j. Any disputes regarding the conduct of a postal ballot.
  - (I) If a dispute arises the Board Members will set up a panel.
  - (II) The panel will consist of two Board Members and two independent persons. (Can be members or non-members of the Association.)
  - (III) If the dispute cannot be satisfactorily resolved by the panel, it must then be referred to the Electoral Reform Service.

## **8. Board Members.**

### **8.1 Function and Duties of Board Members.**

- a. The duty of each Board Member is to manage the affairs of the Association. They may exercise all the power of the Association for that purpose.
- b. Each Board Member should exercise powers and perform functions as a Board Member of the Association in good faith and in a manner most likely to further the purposes of the Association.
- c. Board Members decisions to be taken either:
  - (I) At a meeting of the Board Members.
  - (II) By resolution, made in writing and / or electronically, as agreed by all the Board Members, comprising either a single document or several documents.

### **8.2 Eligibility for Board Members.**

- a. Must be a real person.
- b. Must be 18 years of age or over.
- c. Must agree to a DBS check
- d. Are not eligible if being elected causes a conflict of interest or a conflict of loyalty with existing board members. i.e. partner/spouse/employee-employer/family member.
- e. Are not eligible if partner/spouse/employee-employer/family member has a paid position within the BBMGA.
- f. Only full members of the BBMGA are eligible to be board members.

### **8.3 Number of Board Members.**

- a. There must be at least three Board Members of the Association, in cases where this number falls below this minimum, the remaining Board Member/s may only act to call a meeting of the Board Members, or appoint a new Board Member by co-opting.
- b. The maximum number of the Board Members is 11. The Board Members may not appoint any new Board Member/s if such would exceed the maximum number of Board Members.

- c. The Board Members shall consist of the Chairperson, Vice Chairperson, Secretary, Treasurer and up to seven further Board Members additionally.
- d. Non Board Member positions can be the Secretary or Treasurer. These positions can be appointed to a volunteer (must be a member) or contractor.

#### **8.4 Appointment of Board Members.**

- a. At every subsequent AGM of the members of the Association starting from the third AGM held of the BBMGA being set up, at least one fifth of Board Members must retire from office. If the number of Board Members is not two, then the nearest to one fifth shall retire from office. For example, if the maximum number of 11 Board Members is reached, 2 (the closest integer of 2.2 recurring) shall retire.
- b. The Board Members to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any Board Members were last appointed or reappointed on the same day, those to retire shall be determined by lot.
- c. Any vacancies arising due to mid year resignations may be filled by co-opting board members. New co-opted board members to stand down at the next AGM for election.
- d. Candidates for the position of Board Members must be voting members of the BBMGA and shall be nominated by one, and seconded by another voting member of the Association, in such form as the Board Members shall approve, and notified to the Board Members not less than 60 days prior to the Annual General Meeting.

#### **8.5 Retirement and removal of board Members.**

A Board Member ceases to hold office if they:

- a. Retire by notifying the Association in writing.
- b. Are absent without the majority Board Members permission and without extenuating circumstances from all consecutive meetings held within a period of six months, following which, the Board Members resolve that the office be vacated.
- c. Die or are otherwise physically or mentally incapable of acting as a Board Member.
- d. Are removed by a resolution passed by no less than an 80% majority of the Board Members passed at a meeting of which not less than 28 day's notice has been given.

#### **8.6 Duration of Board Members.**

- a. One term's duration is 3 consecutive years (between AGMs starting from the third AGM) or for retired Board Members the duration between appointment and notification of retirement.
- b. Each Board Member can stand for 2 consecutive terms only.

- c. Ex Board Members are eligible for reappointment a full 12 months after retiring so long as they are still eligible (ref. 8.2).

## **8.7 Delegation by Board members.**

- a. The Board Members may delegate any functions to a subcommittee or subcommittees, in such scenarios, they must determine the terms and conditions on which the delegation is made. The Board Members may alter such terms and conditions or revoke the delegation at any time without appeal.
- b. All subcommittees approved by the Board Members are subject to the following:
  - (I) Delegated subcommittee/s may consist of two or more persons, of whom at least 1 member of each subcommittee must be a Board Member.
  - (II) The acts and proceedings of any delegated subcommittee must be notified to the Board Members in their entirety by the delegated subcommittee as soon as is reasonably practicable.

## **8.8 Meetings and Proceedings of Board Members.**

- a. Calling Meetings.
  - (I) Any Board Member may call for a meeting of the Board Members.
  - (II) Subject to calling of a meeting, the Board members in their entirety shall decide how the meeting is to be called and what notice is required.

- b. Chairing of meetings.

The Chairperson (if any) of the Board Members shall preside as Chairperson at every General meeting, but if there be no such Chairperson, or if at any meeting he / she shall not be present within 15 minutes after the time appointed, the Board Members present may appoint either the Vice Chairperson or a board member to chair that meeting.

- c. Procedures at meetings.
  - (I) No decision can be taken at a meeting unless a quorum is present at the time when the decision is taken. The minimum quorum of 11 board members is Five.  
A Board Member shall not be counted in the quorum present when any decision is made regarding a matter upon which they are not entitled to vote.
  - (II) Question arising during a meeting shall be decided by a firm majority of over, but not equal to 50% of those eligible to vote.
  - (III) In cases of an equal vote of 50%, the elected Chair for the meeting shall have a second or casting vote.

## **9.0 Participation in meetings by electronic means.**

- a. Meetings may be held by any suitable electronic means agreed by the Board Members.

- b. During electronic meetings, all participants, including audiences, must be freely able to communicate with all the other participants unless removed from the meeting for harassment or any other such inappropriate behaviour, as voted by all members present.
- c. Any Board Member participating in a meeting by suitable electronic means and capable of freely communicating, as confirmed by the Board Members, shall qualify as being present at the meeting.
- e. Any meetings held electronically must comply with the regular rules for meetings, expressed in 8.8, including Chairing and the taking of minutes.

**9.1 AGM, EGM and Board Meetings that are recorded are to be made available, if requested, to all Board Members.**

**10. Execution of Documents.**

- a. The Association shall execute documents either by signature, Association Seal or stamp.
- b. A document is validly executed by signature if it's by at least (but no not limited to) two active Board Members.

**11. Keeping Registers.**

The Association must comply with all applicable obligations regarding registers of members and Board Members, under the General GDPR Regulations, relating to the keeping of and provision of access to such documents.

**12. Minutes.**

- a. The Association and Board Members must keep minutes of the following:
  - (I) Appointments of Board Members made by the Association.
  - (II) All general meetings of the Association and meetings of the Board Members including the names of all present at the meetings and the decisions made at the meetings.
  - (I) All meeting minutes are to be made available to all members where practicable.
  - (II) Minute-takers for the AGM, EGM must provide minutes within a maximum of 28 day's following the date of the meeting, with the exception of extenuating circumstances, which should be notified at the first practicable opportunity to the Board Members.
  - (III) Board Member meetings must be provided within 2 weeks of the meeting taking place.
  - (VI) AGM, EGM and Board Member meetings can be recorded for minute purposes only.



**13. Accounting records, accounts, annual and returns, register maintenance.**

The Association must comply with Inland Revenue's rules and regulations for a Limited Company By Guarantee by keeping of all accounting records and to the preparation of annual reports and returns. All Statements of accounts, reports, and returns must be sent to Inland Revenue by their due dates.

**14. Rules.**

As the Board Members deems appropriate and with suitable justification, but not regularly, make any reasonable and proper rules or bylaws as necessitated or deemed valuable in allowing the thorough, fair, and proper conduct and management the Association. Any rule changes must be notified to the members on the same day as they are officially implemented by suitable means, any such rules and bylaws must retain consistency with all provisions within this constitution and must not be open to interpretation.

**15. Disputes.**

In the event of disputes between members of the Association relating to personal matters or matters deemed unrelating to the functioning of the Association, the Association will not provide intermediary support.

If disputes arise regarding the contents of this Constitution between members, members must first attempt to resolve disputes privately and in good faith before contacting the Association.

**16. Constitutional Alterations.**

- a. A resolution, passed by a minimum two-thirds majority of the members voting by postal vote, may permit an alteration to the Constitution.
- b. Members must be provided with a minimum of 28 days notice of proposed changes.

**17. Liabilities.**

Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he / she is a member, or within one year after he / she ceases to be a member, for payment of debts and liabilities of the Association contracted before he / she ceases to be a member, and the costs, charges and expenses of winding up, and for the adjournment of the rights of the contributories amongst themselves such amount as may be required, not exceeding £0.25 ( Twenty Five Pence ).

**18. Dissolution.**

- a. The Association may dissolve by a resolution passed by two-thirds majority of those members present and voting at a special general meeting convened solely for the purpose of dissolution. Notice of at least three weeks shall have been given to members.
- b. Any Association assets remaining after the discharge of due debts shall be transferred to a charitable organisation, to be identified by majority votes of the outgoing board Members, having some or all Association objects. If this cannot be effected, assets should be transferred to another charitable purpose, ideally with goals similar to the original goals of the Association.