



# Ouessant Sheep Society of Great Britain

## Constitution

1. NAME  
The name of the society shall be 'The Ouessant Sheep Society of Great Britain' (the 'Society').
2. OBJECTIVES  
The Society is established as a charitable organisation so that breeders of Ouessant Sheep (the 'Breed') in the UK may work together for the benefit of the Breed:
  - 2.1. To encourage the breeding, keeping and welfare of The Breed.
  - 2.2. To maintain a Register of Ouessant Sheep that conform to the Breed Standard (the 'Flock Book').
  - 2.3. To educate Members of the Society and the public in the qualities of the Breed.
  - 2.4. To promote all aspects of the Breed.
  - 2.5. To promote education and research and to organise publicity, fund-raising and social events.
  - 2.6. To train and monitor the Society's Breed inspectors and judges and to encourage use of the Breed Standard by all judges at shows where there are classes for the Breed.
  - 2.7. To co-operate and liaise with other groups in or outside the United Kingdom whose purpose is to preserve (i) The Breed, or (ii) other rare, minority or traditional breeds of sheep.
  - 2.8. To do such things generally as are incidental or conducive to achieving the above Objectives.
3. POWERS  
In furtherance of the Objectives but not otherwise the Society may exercise the following powers:
  - 3.1. To set Membership and other fees, raise funds and invite and receive contributions provided that in raising funds the Society shall undertake trading activities of a minor nature only.
  - 3.2. To buy, take on lease, hire or otherwise acquire any property or equipment necessary to achieve the Objectives.
  - 3.3. Registration.
    - 3.3.1. To register on the Flock Book and issue a pedigree certificate for each sheep whose parentage is verified by its owner/breeder as complying with the Society's Breed Standard set out in Appendix A hereto.
    - 3.3.2. Any Member whose sheep is refused registration shall be entitled to appeal to the Society in accordance with the Society's Complaints Procedure set out in Appendix C hereto.
    - 3.3.3. The Society also has the option to register any sheep whose parentage is not known or uncertain but which is deemed by inspection to conform to the Breed Standard, subject to such conditions as the Society may decide.
  - 3.4. To issue Guidelines for the inspection and approval of such sheep that conform to the Breed Standard and to give Certificates of Approval where appropriate.
  - 3.5. To appoint such Advisory Committees and Regional Representatives as the Society may from time to time think fit.
  - 3.6. To pay such Honoraria and expenses or to make such other payments as are reasonably necessary for the proper pursuit of the Objectives. Such Honoraria to be approved annually by the AGM
  - 3.7. To delegate to The Committee such matters as the Society shall from time to time consider proper.



- 3.8. To publish a Newsletter or other forms of communication for Members.
- 3.9. To liaise with other Ouessant Sheep societies (particularly in Europe) in order to further the Society's Objectives.

#### 4. MEMBERSHIP

- 4.1. Full Membership is open to persons over 18 years old resident in the British Isles who keep or have kept the Breed and who support the Society's Objectives. Full membership may be held by an individual or by more than one named person in the case of joint ownership of flocks. Each Full Member shall be entitled to a single vote for each membership subscription paid. The Committee may from time to time agree categories of Full Membership, including rights, privileges and subscriptions. All such categories to be notified to Members at the next AGM
- 4.2. Associate Membership is open to any other person who supports the Objectives of the Society and persons/institutions whom the Society may invite. Associate Members may speak at an AGM or EGM by invitation of the Chair but shall not be entitled to vote. Associate Members may not register sheep. The Committee may from time to time agree categories of Associate Membership including rights, privileges and subscriptions. All such categories to be notified to Members at the next AGM.
- 4.3. The Society may confer Honorary Membership upon any person it wishes to so honour. An Honorary Member has all the rights of a Full Member.
- 4.4. Members agree to be bound by the Constitution of the Society and its Rules and Regulations.
- 4.5. A Full or Associate Member (together referred to as Members) will cease to be a Member if his/her subscription is more than three months overdue, unless The Committee decides otherwise.
- 4.6. Any Member may be suspended for a specified period or permanently disqualified from membership by The Committee for conduct incompatible with the Objectives of the Society or for conduct likely to bring the Society or the Breed into disrepute. Any such disqualification shall be reported to the next AGM.
- 4.7. MANAGEMENT COMMITTEE
- 4.8. The affairs of the Society shall be managed by a Management Committee ('The Committee') consisting of Chair, Secretary, Registrar, Treasurer and any other members as the Society shall decide.
- 4.9. The Chair of the Society shall be the Chair of the Committee.
- 4.10. Committee members must be Members of the Society and shall be elected for a three-year term by the Society at an AGM. On completion of their term they must stand down but may immediately stand for re-election.
- 4.11. The Committee shall be responsible for determining the Rules and Regulations of the Society. Any changes in the Rules and Regulations shall be reported to the next AGM.
- 4.12. The Committee has all the powers of the Society, unless the Committee's power is limited by this Constitution, or by a majority decision of the Society.
- 4.13. Roles Of Committee Members
  - 4.13.1. The Chair is responsible for ensuring the Rules are followed, Chairing Meetings, deciding who may speak and when, overseeing the operation of the Society, providing a report on the operations of the Society at each Annual General Meeting.
  - 4.13.2. The Secretary is responsible for recording the minutes of Meetings, holding the Society's records, documents and books except those required for the Treasurers function, receiving and replying to correspondence as required by the Committee.
  - 4.13.3. The Registrar is responsible for the registration of new sheep, and entry of same into the flock book, providing registration documents and recording change of ownership of sheep and keeping a register of members.



- 4.13.4. The Treasurer is responsible for keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained, preparing annual financial statements for presentation at the Annual General Meeting, providing a financial report draft budget for the following year at each AGM, providing financial information to the Committee as the Committee determines
- 4.14. The Committee may co-opt members to members to fulfil specific roles that the Committee believes will further the Society's Objectives. Any co-opted Committee member shall serve until the next AGM and be eligible for election.
- 4.15. The quorum for a Committee meeting shall be 50% of the voting members of the committee.
- 4.16. The Committee may appoint Regional Representatives for the Society to cover such geographical areas as the Committee or Society may think fit.
- 4.17. The Committee shall hold Meetings not less than three times in any year. The Committee may from time to time invite individual Members with a particular expertise to present papers.
- 4.18. Any decision of the Committee shall require a simple majority and may be made either: (a) at a meeting of the Committee; or (b) by resolution in writing or electronic form. In the event of an equal vote, the Chair shall have a casting vote.
- 4.19. A meeting may be held face to face or by suitable electronic means agreed by the Committee in which each participant may communicate with all the other participants.
- 4.20. Minutes of Committee meetings shall be made available to Members via the Society's web site.
- 4.21. The Committee may reimburse Committee members and Sub-Committee members appointed under Section 5 such expenses actually and reasonably incurred by them in connection with officially approved duties
- 4.22. The Committee shall ensure that all the activities of the Society are within its Objectives.
- 5. SUB-COMMITTEES**
- 5.1. The Committee may appoint a Judges and Inspectors Panel with terms of reference agreed by the Society, which is to be treated as a sub-committee for the purposes of Paragraphs 5.3 to 5.7 below.
- 5.2. The Committee may appoint such other Sub-Committees as they think fit to undertake specific projects or tasks relating to the activities of the Society.
- 5.3. A Sub-Committee shall comprise not less than three people, of which at least one shall be a Committee Member. The Sub-Committee may invite persons to assist and advise it. These persons shall not be entitled to vote.
- 5.4. The quorum for a Sub-Committee shall be three.
- 5.5. A Sub-Committee may formulate advice and make recommendations to The Committee following written, oral or electronic exchanges of views: the Sub-Committee need not hold a meeting provided all its members so agree in writing.
- 5.6. The advice and recommendations of a Sub-Committee shall be reported to the next Committee Meeting in writing: copies of such advice and recommendations shall form part of the Minutes of that Meeting.
- 5.7. Any Sub-Committee advice or recommendations concerning changes to this Constitution, the Registration Regulations or the Rules shall be made available to Members for information before such recommendations for change are put to an AGM or EGM, subject to Section 7.
- 6. FINANCIAL YEAR AND SUBSCRIPTIONS**
- 6.1. The financial year shall end on the 31st August in each year.



- 6.2. The Annual Subscriptions of the Society and Registration fees shall be determined at each AGM. Subscriptions shall be payable in advance on 1st January following the relevant AGM..
  - 6.3. The Committee shall be able to offer discounts for, eg, prompt payment, payment by electronic means and bulk registration of large flocks.
  - 6.4. All monies received by the Society shall be paid into an account or accounts in the name of the Society at bankers appointed by The Committee. All cheques and other instruments drawn on the Society's accounts shall be signed by a Committee member authorised by The Committee in writing.
  - 6.5. No expenditure in the name of or on behalf of the Society or undertaking that would commit the Society to any expenditure or liability shall be made without the prior approval of The Committee.
  - 6.6. As soon as practical after the end of a financial year the Treasurer shall prepare a Statement of the Society's Assets and Liabilities together with a Statement of Income and Expenditure for the past financial year. These Statements shall be verified by a properly qualified person who shall endorse the Accounts in writing before the Accounts are presented to the AGM.
7. ANNUAL GENERAL MEETING.
- 7.1. An Annual General Meeting ('AGM') shall be held each autumn.
  - 7.2. Not less than 28 days' notice of an AGM shall be given to each Member in writing, electronically or by notice in the Society's Newsletter.
  - 7.3. Nominations for the Chair and Committee members shall be sent to the Secretary signed by the candidate, proposer and seconder (all being Full Members). Nominations shall reach the Secretary not less than 14 days before the relevant AGM and shall be accompanied by a short statement by the candidate for circulation to Members with the agenda for the AGM.
  - 7.4. Existing Committee Members, as long as willing and eligible under Paragraphs 4.10 will automatically stand for re-election and do not require nomination.
  - 7.5. The Agenda for the AGM shall be given to each Member in writing, electronically or by notice in the Society's Newsletter not less than seven days before the AGM.
  - 7.6. The quorum for the AGM shall be the greater of 5% of the membership or three members.
  - 7.7. Voting at an AGM on any nominations or resolutions shall be determined by a simple majority of votes, except where a Resolution makes changes to this Constitution, in which case a two-thirds majority is required. Provision may also be made for postal and/or electronic voting but the lack of such provision shall not invalidate the proceedings of the AGM.
  - 7.8. Where practicable, provisions may be made for taking part in the AGM by electronic means but the lack of such provision shall not invalidate the proceedings of the AGM.
8. EXTRAORDINARY GENERAL MEETINGS.
- 8.1. An Extraordinary General Meeting ('EGM') may be convened by The Committee or on the submission of one or more written Resolutions signed by not less than ten Full or Honorary Members of the Society and sent to the Secretary. Within 14 days of receiving such Resolution(s) the Secretary shall give notice in writing, electronically or by notice in the Society's Newsletter to Members of an EGM at which these Resolutions will be discussed. Members shall be given not less than 28 days' notice of the date, time and venue of the EMG. Members will receive copies of the Resolution(s), and any brief supporting information lodged with them. The Secretary shall use reasonable endeavours to ensure that the date, time and venue of the EGM is such as to encourage attendance by Members. Provision may be made for electronic attendance as set out in Paragraph 7.8.
  - 8.2. Voting at an EGM shall be in accordance with the provisions of Paragraph 7.7 above.
9. CONFLICTS OF INTEREST.



9.1. Any conflicts of interests upon matters relating to the Society that arise for Members (including Committee members) shall be notified to the Secretary in writing.

9.2. Where such a conflict exists the Member may speak but not vote on the matter under discussion.

#### 10. INDEMNITY.

10.1. In the absence of fraud or dishonesty the members of The Committee and the Society Members of any duly appointed Sub-Committee shall not be liable otherwise than as Members for any loss suffered by the Society as a result of their discharge of their duties on its behalf. They shall be entitled to an indemnity out of, but not exceeding, the balance of the bank account mentioned in Paragraph 6.4 for all liabilities incurred by them in discharge of their respective duties.

#### 11. AUTHORITY OF THIS CONSTITUTION.

11.1. For the avoidance of doubt, any acts done in the Society's name outside the powers given by this Constitution are ultra vires and of no effect.

#### 12. LAWS APPLYING.

12.1. The Law of England shall apply to this Constitution.

#### 13. DISSOLUTION.

13.1. The Society may be dissolved by a resolution at an AGM or EGM on a simple majority vote by all those voting.

13.2. The Society may be dissolved by a resolution of the Committee if the number of Members falls below 10 for a period of twelve consecutive months.

13.3. The dissolution shall take effect from the date the resolution is passed and The Committee shall be responsible for winding up the assets of the Society. The remaining assets shall be transferred to an appropriate organisation, which has an interest in the future of the Ouessant sheep. The beneficiary organisation shall have no responsibility for the Society's liabilities.

#### 14. TRANSITIONAL PROVISION.

14.1. This Constitution replaces all earlier Constitutions of the Ouessant Sheep Society of Great Britain except that the Committee members appointed under the most recent previous constitution shall serve under this new constitution.

#### 15. DECLARATION

15.1. This Constitution was adopted at the Annual General Meeting held on 23<sup>rd</sup> October 2016 and amended at the Annual General Meeting held on 21<sup>st</sup> October 2018.

<b>Name</b>	<b>Antonia Clements</b>	<b>Position</b>	Chair
<b>Signature</b>		<b>Date</b>	

<b>Name</b>	<b>Carolyn Southern</b>	<b>Position</b>	Secretary
<b>Signature</b>		<b>Date</b>	



## List of Appendices

Appendix A: Ouessant Sheep Society Breed Standards

Appendix B: Ouessant Sheep Society Rules and Regulations

Appendix C: Ouessant Sheep Society Complaints procedure