

DUTCH SPOTTED SHEEP UK CONSTITUTION and MEMORANDUM

Date of constitution (last amended): 1st April 2019

1. NAME

The name of the Charitable Incorporated Organisation ("the CIO") shall be "Dutch Spotted Sheep UK"

2. NATIONAL LOCATION OF PRINCIPAL OFFICE

Registered English address: Glenfield, Back O'th Fell Road, Lindale, Grange Over Sands, Cumbria, LA11 6NB

Scottish Contact address: Springfield, Lochmaben, Lockerbie, DG11 1RW

3. OBJECTS

The objects of the association shall be to advance such charitable purposes (according to the law of England and Wales) as the trustees see fit. In particular, but not limited to, the promotion of agriculture by the encouragement, promotion and improvement of the breeding of Dutch spotted sheep (hereafter called DSS) and includes sheep known as ônderlands bonte schaaöö and the maintenance of the purity of the breed.

Nothing in this constitution shall authorise an application of the property of the CIO for the purposes which are not charitable in accordance with [section 7 of the charities and trustee investment (Scotland) act 2005] and [section 2 of the charities act (Northern Ireland) 2008]."

4. POWERS

The CIO has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the CIO's powers include power to:

- (1) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- (2) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- (4) employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of those clauses;
- (5) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO to be held in the name of a nominee, 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;
- (6) CIO will raise funds to achieve the purposes as the trustees see fit, from time to time in particular but not limited to:

- (1) Attend Regular Shows/Events/Exhibitions
- (2) Sales of sheep
- (3) Breed promotional material
- (4) Flock Book with educational material
- (5) Advertisements
- (6) Educational Talks from industry experts (Feeding/Trimming)
- (7) Meat tasting events (commercial market)
- (8) Breeding trials
- (9) Registration fees for DSS being registered within the flock book in accordance with clause 9(5)
- (10) Membership fees in accordance with clause 9(5)

5. APPLICATION OF INCOME AND PROPERTY

(1) The income and property of the CIO must be applied solely towards the promotion of the objects.

(a) A charity trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.

(b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

(2) None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO. This does not prevent a member who is not also a charity trustee receiving:

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

(3) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

6. BENEFITS AND PAYMENTS TO CHARITY TRUSTEES AND CONNECTED PERSONS

(1) General provisions

No charity trustee or connected person may:

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

unless the payment or benefit is permitted by sub-clause (2) of this clause, or authorised by the court or the prior written consent of the Charity Commission ("the Commission") has been obtained. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting trustees' or connected persons' benefits

- (a) A charity trustee or connected person may receive a benefit from the CIO as a beneficiary provided that it is available generally to the beneficiaries of the CIO.
- (b) A charity 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 CIO where that is permitted in accordance with, and subject to the conditions in,

section 185 to 188 of the Charities Act 2011.

(c) Subject to sub-clause (3) of this clause a charity trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the charity trustee or connected person.

(d) A charity trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate). The CIO will document the amount of, and the terms of, the trustee's or connected person's loan.

(e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

(f) A charity trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

(3) Payment for supply of goods only – controls

The CIO and its charity trustees may only rely upon the authority provided by sub-clause (2)(c) of this clause if each of the following conditions is satisfied:

(a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the charity trustee or connected person supplying the goods ("the supplier").

(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 charity trustees are satisfied that it is in the best interests of the CIO to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity 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 CIO.

(e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.

(f) The reason for their decision is recorded by the charity trustees in the minute book.

(g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

(4) In sub-clauses (2) and (3) of this clause:

(a) "the CIO" includes any company in which the CIO:

(i) holds more than 50% of the shares; or

(ii) controls more than 50% of the voting rights attached to the shares; or

(iii) has the right to appoint one or more directors to the board of the

- company;
- (b) “connected person” includes any person within the definition set out in clause [30] (Interpretation);

7. CONFLICTS OF INTEREST AND CONFLICTS OF LOYALTY

A charity trustee must:

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

Any charity 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 charity trustees on the matter.

8. LIABILITY OF MEMBERS TO CONTRIBUTE TO THE ASSETS OF THE CIO IF IT IS WOUND UP

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

9. MEMBERSHIP OF THE CIO

(1) Admission of new members

(a) Eligibility

Membership of the CIO is open to anyone who is interested in furthering its purposes, and who, by applying for membership, has indicated his, her or its agreement to become a member and acceptance of the duty of members set out in sub-clause (3) of this clause.

A member may be an individual, a corporate body, or an individual or corporate body representing an organisation which is not incorporated.

(b) Admission procedure

The charity trustees:

- (i) may require applications for membership to be made in any reasonable way that they decide;
- (ii) shall, if they approve an application for membership, notify the applicant of their decision within 21 days;
- (iii) may refuse an application for membership if they believe that it is in the best interests of the CIO for them to do so;
- (iv) shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal;

and

(v) shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

(2) Transfer of membership

Membership of the CIO cannot be transferred to anyone else, except in the case of an individual or corporate body representing an organisation which is not incorporated, whose membership may be transferred by the unincorporated organisation to a new representative. Such transfer of membership does not take effect until the CIO has received written notification of the transfer.

(3) Duty of members

It is the duty of each member of the CIO to exercise his or her powers as a member of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO.

(4) Termination of membership

(a) Membership of the CIO comes to an end if:

(i) the member dies, or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist; or (ii) the member sends a notice of resignation to the charity trustees; or

(iii) any sum of money owed by the member to the CIO is not paid in full by 1st March in the current year; or

(iv) the charity trustees decide that it is in the best interests of the CIO that the member in question should be removed from membership, and pass a resolution to that effect.

(b) Before the charity trustees take any decision to remove someone from membership of the CIO they must:

(i) inform the member of the reasons why it is proposed to remove him, her or it from membership;

(ii) give the member at least 21 clear days notice in which to make representations to the charity trustees as to why he, she or it should not be removed from membership;

(iii) at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;

(iv) consider at that meeting any representations which the member makes as to why the member should not be removed; and

(v) allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

(5) Membership fees

The CIO requires members to pay membership fees to the CIO. The CIO shall be open to any person. Individual, joint or corporate members are entitled to a single vote. Associate

membership is available to any person having an interest in the objects of the CIO, without the right to vote.

- a) Application for membership shall be made on the official form, to be obtained from the CIO and returned to the Secretary.
- b) Members shall pay an annual subscription, which shall become due on 1st January each year. The amount of the subscription shall be decided and amended when necessary by the trustees and recommended to members at an AGM
- c) The annual membership fee will be £25 (with no extra charge for partnerships), plus a joining fee of £50, which will include the registering of a flock prefix. An associate membership fee will be £25
- d) Those members who fail to pay the membership fee by 1st March in the current year will be deemed not to be members of the CIO and shall not enjoy the benefits of membership. A rejoining fee equal to the annual membership fee shall be charged over and above the cost of the current membership fee.
- e) New members joining the CIO after the 1st July may be entitled to a reduced initial annual membership fee at the discretion of the secretary and treasurer.
- f) Any member who has been a member for not less than three years may, subject to the consent of the charity trustees, become a life member on payment of a sum of £1000, in lieu of further annual subscriptions.
- g) The charity trustees shall have the power to fix a limit to the number of life members.
- h) The charity trustees shall have the power to elect as honoree life members, without payment of any further subscription, any member, of not less than three years standing who shall in the opinion of the charity trustees have rendered services to the CIO, but such election shall not take effect unless and until confirmed at the AGM next following the date of such election.
- i) There shall not be more than three honoree life members at any-one time.
- j) DSS registration fees: MALES £20 and FEMALES – £6. Registration fees are doubled for lambs not registered within one year of birth.
IMPORTED SHEEP £80 for males and females of any age.
- k) Transfer of ownership of DSS £3 per animal.
- l) Birth notification of DSS lambs carries no charge.

10. MEMBERS' DECISIONS

(1) General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause (4) of this clause, decisions of the members of the CIO may be taken either by vote at a general meeting as provided in sub-clause (2) of this clause or by written resolution as provided in sub-clause (3) of this clause.

(2) Taking ordinary decisions by vote

Subject to sub-clause (4) of this clause, any decision of the members of the CIO 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).

(3) Taking ordinary decisions by written resolution without a general meeting

(a) Subject to sub-clause (4) of this clause, 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:

- (i) a copy of the proposed resolution has been sent to all the members eligible to vote; and

(ii) 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 CIO has specified.

(b) The resolution in writing may comprise several copies to which one or more members has signified their agreement.

(c) Eligibility to vote on the resolution is limited to members who are members of the CIO on the date when the proposal is first circulated in accordance with paragraph (a) above.

(d) Not less than 10% of the members of the CIO may request the charity trustees to make a proposal for decision by the members.

(e) The charity trustees must within 21 days of receiving such a request comply with it if:

(i) The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;

(ii) The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and

(iii) Effect can lawfully be given to the proposal if it is so agreed.

(f) Sub-clauses (a) to (c) of this clause apply to a proposal made at the request of members.

(4) Decisions that must be taken in a particular way

(a) Any decision to remove a trustee must be taken in accordance with clause 15(2).

(b) Any decision to amend this constitution must be taken in accordance with clause 28 of this constitution (Amendment of Constitution).

(c) Any decision to wind up or dissolve the CIO must be taken in accordance with clause 29 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

11. GENERAL MEETINGS OF MEMBERS

(1) Types of general meeting

There must be an annual general meeting (AGM) of the members of the CIO. The first AGM must be held within 18 months of the registration of the CIO, and subsequent AGMs must be held at intervals of not more than 12 months. 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 13.

Other general meetings of the members of the CIO may be held at any time.

All general meetings must be held in accordance with the following provisions:

(2) Calling general meetings

(a) The charity trustees:

(i) must call the annual general meeting of the members of the CIO in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting; and

- (ii) may call any other general meeting of the members at any time.
- (b) The charity trustees must, within 21 days, call a general meeting of the members of the CIO if:
 - (i) they receive a request to do so from at least 10% of the members of the CIO; and
 - (ii) the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.
- (c) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- (d) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- (e) Any general meeting called by the charity trustees at the request of the members of the CIO must be held within 28 days from the date on which it is called.
- (f) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.

(3) Notice of general meetings

- (a) The secretary working on behalf of the charity trustees will inform the relevant members of the CIO, and must give at least 28 clear days notice of any general meeting to all of the members.
- (b) If it is agreed by not less than 51% of all members of the CIO, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3) (a) of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.
- (c) The notice of any trustee or general meeting must:
 - (i) state the time and date of the meeting;
 - (ii) give the address at which the meeting is to take place;
 - (iii) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
 - (iv) if a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration;
 - (v) 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, or where allowed under clause 22 (Use of electronic communication).
- (d) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.
- (e) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the CIO.

(4) Chairing of general meetings

The person nominated as chair by the charity trustees under clause 19(2) (Chairing of meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the CIO who are present at a general meeting shall elect a chair to preside at the meeting.

(5) Quorum at general meetings

- (a) No business may be transacted at any general meeting of the members of the CIO unless a quorum is present when the meeting starts.
- (b) Subject to the following provisions, the quorum for general meetings shall be five members. An organisation represented by a person present at the meeting in accordance with sub-clause (7) of this clause, is counted as being present in person.
- (c) If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
- (d) If a quorum is not present within 45 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.

(6) Voting at general meetings

- (a) Any decision other than one falling within clause 10(4) (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting (including proxy and postal votes). Every fully paid full member (ie registered flock name) has one vote.
- (b) On the occasion there may be more than one trustee/member per registered flock name, only 1 vote shall be eligible.
- (c) 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.
- (d) 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.
- (e) A poll may be taken:
 - (i) at the meeting at which it was demanded; or
 - (ii) at some other time and place specified by the chair; or
 - (iii) through the use of postal or electronic communications.
- (f) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.
- (g) 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.

(7) Proxy voting

- (a) Any member of the CIO may appoint another person as a proxy to exercise all or any of that member's rights to attend, speak and vote at a general meeting of the CIO. Proxies must be appointed by a notice in writing (a "proxy notice") which:
 - (i) states the name and address of the member appointing the proxy;
 - (ii) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (iii) is signed by or on behalf of the member appointing the proxy, or is

authenticated in such manner as the CIO may determine; and

(iv) is delivered to the CIO in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.

(b) The CIO may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

(c) Proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

(d) Unless a proxy notice indicates otherwise, it must be treated as:

(i) 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

(ii) 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.

(e) A member 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 CIO by or on behalf of that member.

(f) An appointment under a proxy notice may be revoked by delivering to the CIO a notice in writing given by or on behalf of the member by whom or on whose behalf the proxy notice was given.

(g) 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.

(h) If a proxy notice is not signed or authenticated by the member appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that member's behalf had authority to do so.

(8) Postal Voting

(a) The CIO may, if the charity trustees so decide, allow the members to vote by post or electronic mail ("email") to elect charity trustees or to make a decision on any matter that is being decided at a general meeting of the members.

(b) The charity trustees must appoint at least two persons independent of the CIO to serve as scrutineers to supervise the conduct of the postal/email ballot and the counting of votes.

(c) If postal and/or email voting is to be allowed on a matter, the CIO must send to members of the CIO not less than 21 days before the deadline for receipt of votes cast in this way:

(i) a notice by email, if the member has agreed to receive notices in this way under clause 22 (Use of electronic communications), including an explanation of the purpose of the vote and the voting procedure to be followed by the member, and a voting form capable of being returned by email or post to the CIO, containing details of the resolution being put to a vote, or of the candidates for election, as applicable;

(ii) a notice by post to all other members, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the member; and a postal voting form containing details of the resolution being put to a vote, or of the candidates for election, as applicable.

(d) The voting procedure must require all forms returned by post to be in an envelope with the member's name and signature, and nothing else, on the outside, inside another envelope addressed to 'The Scrutineers for Dutch Spotted Sheep UK, at the CIO's principal office or such other postal address as is specified in the voting procedure.

(e) The voting procedure for votes cast by email must require the member's name to be at the top of the email, and the email must be authenticated in the manner specified in the voting procedure.

(f) Email votes must be returned to an email address used only for this purpose and must be accessed only by a scrutineer.

(g) The voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.

(h) The scrutineers must make a list of names of members casting valid votes, and a separate list of members casting votes which were invalid. These lists must be provided to a charity trustee or other person overseeing admission to, and voting at, the general meeting. A member who has cast a valid postal or email vote must not vote at the meeting, and must not be counted in the quorum for any part of the meeting on which he, she or it has already cast a valid vote. A member who has cast an invalid vote by post or email is allowed to vote at the meeting and counts towards the quorum.

(i) For postal votes, the scrutineers must retain the internal envelopes (with the member's name and signature). For email votes, the scrutineers must cut off and retain any part of the email that includes the member's name. In each case, a scrutineer must record on this evidence of the member's name that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.

(j) Votes cast by post or email must be counted by all the scrutineers before the meeting at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received by post and email and the number of votes received which were invalid.

(k) The scrutineers must not disclose the result of the postal/email ballot until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only at this point shall the scrutineers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.

(l) Following the final declaration of the result of the vote, the scrutineers must provide to a charity trustee or other authorised person bundles containing the evidence of members submitting valid postal votes; evidence of members submitting valid email votes; evidence of invalid votes; the valid votes; and the invalid votes.

(m) Any dispute about the conduct of a postal or email ballot must be referred initially to a panel set up by the charity trustees, to consist of two trustees and two persons independent of the CIO. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Services.

(9) Representation of organisations and corporate members

A corporate body that is a member of the CIO may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of the CIO.

The representative is entitled to exercise the same powers on behalf of the corporate body as the corporate body could exercise as an individual member of the CIO.

(10) Adjournment of meetings

The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

12. CHARITY TRUSTEES

(1) Functions and duties of charity trustees

The charity trustees shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO. It is the duty of each charity trustee:

- (a) to exercise his or her powers and to perform his or her functions as a trustee of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO; and
- (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - (i) any special knowledge or experience that he or she has or holds himself or herself out as having; and
 - (ii) if he or she acts as a charity trustee of the CIO in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

(2) Eligibility for trusteeship

- (a) Every charity trustee must be a natural person.
- (b) No one may be appointed as a charity trustee:
 - if he or she is under the age of 16 years; or
 - if he or she would automatically cease to hold office under the provisions of clause 15(1)(f).
- (c) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.
- (d) Only one named person from each fully paid and registered flock can be nominated or stand as a trustee at anyone time.
- (e) The elected chairman, secretary and treasurer may also be appointed as a trustee.
- (f) The secretary and treasurer shall not have a qualifying vote on any CIO matters.

(3) Number of charity trustees

- (a) There should be:

Not less than 5 nor more than 14 elected trustees;
(including the chairman, secretary and treasurer)
- (b) There must be at least five charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.
- (c) The maximum number of charity trustees that can be appointed is as provided in sub-clause (a) of this clause. No trustee appointment may be made in excess of

these provisions.

(4) Charity trustees

The charity trustees of the CIO are –

Keith Harryman

Kath Leivers

Andrew Parker

Pamela Parker

Megan Rowlandson

Penny Troup

Gordon Troup

Nicola Eminson

Fiona Morrison

Alastair Jackson

Ros Baker

Elizabeth Coulson

Alan Smyth

Stephen Plews

13. APPOINTMENT OF CHARITY TRUSTEES

(1) Commencing after the Annual General Meeting held during 2018, at every subsequent Annual General Meeting, one-third of the charity trustees shall retire from office. If the number of charity trustees is not three or a multiple of three, then the number nearest to one-third shall retire from office, but if there is only one charity trustee, he or she shall retire;

(2) The charity trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any trustees were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot;

(3) The vacancies so arising may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in sub-clause (5) of this clause;

(4) The members or the charity trustees may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause 15 (Retirement and removal of charity trustees), or as an additional charity trustee, provided that the limit specified in clause 12(3) on the number of charity trustees would not as a result be exceeded;

(5) A person so appointed by the members of the CIO shall retire in accordance with the provisions of sub-clauses (2) and (3) of this clause. A person so appointed by the charity trustees shall retire at the conclusion of the next annual general meeting after the date of his or her appointment, and shall not be counted for the purpose of determining which of the charity trustees is to retire by rotation at that meeting.

14. INFORMATION FOR NEW CHARITY TRUSTEES

The charity trustees will make available to each new charity trustee, on or before his or her first appointment:

- (a) a copy of this constitution and any amendments made to it; and
- (b) a copy of the CIO's latest trustees' annual report and statement of accounts.

15. RETIREMENT AND REMOVAL OF CHARITY TRUSTEES

(1) A charity trustee ceases to hold office if he or she:

- (a) retires by notifying the CIO in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
- (b) is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;
- (c) dies;
- (d) in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (e) Is removed by the members of the CIO in accordance with sub-clause (2) of this clause; or
- (f) is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

(2) A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 11, and the resolution is passed by a majority of votes cast at the meeting.

(3) A resolution to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the CIO.

16. REAPPOINTMENT OF CHARITY TRUSTEES

Any person who retires as a charity trustee by rotation or by giving notice to the CIO is eligible for reappointment. A charity trustee who has served for three consecutive terms may not be reappointed for a fourth consecutive term but may be reappointed after an interval of at least one year.

17. TAKING OF DECISIONS BY CHARITY TRUSTEES

Any decision may be taken either:

- at a meeting of the charity trustees; or
- by resolution in writing or electronic form agreed by a majority of all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the charity trustees has signified their agreement. Such a resolution shall be effective provided that
 - a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees; and
 - the majority of all of the charity trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustees have previously resolved, and delivered to the CIO at its principal office or such other place as the trustees may resolve within 28 days of the circulation date.

18. DELEGATION BY CHARITY TRUSTEES

(1) The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.

(2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements –

- (a) a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
- (b) the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and
- (c) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

19. MEETINGS AND PROCEEDINGS OF CHARITY TRUSTEES

(1) Calling meetings

- (a) Any charity trustee may call a meeting of the charity trustees.

(b) Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

(c) There will be a minimum of 2 meeting for charity trustees per year

(2) Chairing of meetings

The charity trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

(3) Procedure at meetings

(a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is five charity trustees. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.

(b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.

(c) In the case of an equality of votes, the chair shall have a second or casting vote.

(4) Participation in meetings by electronic means

(a) A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.

(b) Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

(c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

20. SAVING PROVISIONS

(1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

- who was disqualified from holding office;
- who had previously retired or who had been obliged by the constitution to vacate office;
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

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

(2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

21. USE OF ELECTRONIC COMMUNICATIONS

(1) General

The CIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- (b) any requirements to provide information to the Commission in a particular form or manner.

(2) To the CIO

Any member or charity trustee of the CIO may communicate electronically with the CIO to an address specified by the CIO for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the CIO.

(3) By the CIO

- (a) Any member or charity trustee of the CIO, by providing the CIO with his or her email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member has indicated to the CIO his or her unwillingness to receive such communications in that form.
- (b) The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website –
 - (i) provide the members with the notice referred to in clause 11(3) (Notice of general meetings);
 - (ii) give charity trustees notice of their meetings in accordance with clause 19(1) (Calling meetings); and
 - (iii) submit any proposal to the members or charity trustees for decision by written resolution or postal vote in accordance with the CIO's powers under clause 10 (Members' decisions), 10(3) (Decisions taken by resolution in writing), or the provisions for postal voting, 11(8)
- (c) The charity trustees must:
 - (i) take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal;
 - (ii) send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.

22. KEEPING OF REGISTERS

The CIO must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and charity trustees.

23. MINUTES

The charity trustees must keep minutes of all:

- (1) appointments of officers made by the charity trustees;
- (2) proceedings at general meetings of the CIO;
- (3) meetings of the charity trustees and committees of charity trustees including:
 - the names of the trustees present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions;

(4) decisions made by the charity trustees otherwise than in meetings.

24. ACCOUNTING RECORDS, ACCOUNTS, ANNUAL REPORTS AND RETURNS, REGISTER MAINTENANCE

(1) The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the CIO, within 10 months of the financial year end.

(2) The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

25. RULES

The charity trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the CIO on request.

1) The BREED STANDARD

The breed standard of DSS shall be as appended. (Most recent update 4th September 2016)

The Breed standard will be reviewed by the membership of the CIO yearly at the AGM

2) THE FLOCK BOOK

The purpose of the flock book is to record and register the pedigrees of male and female DSS owned by members of the CIO.

A certificate of registration will be issued to the new owner for each animal accepted.

All forms and certificates issued and received by, or on behalf of, the association shall remain the property of the association

Registration fees will be decided by the charity trustees.

The following will be admitted to the Flock Book:

The registration grade of the sheep will be at the full discretion of the CIO's charity trustees.

a) DSS sired by a fully registered DSS ram out a fully registered DSS ewe which has been bred by a fully registered member of the CIO.

b) DSS with a pedigree certificate and/or pedigree history from the Nederlands Bonte Schaap (NLBS) or other similar organisation in the country of origin and after inspection by the charity trustees.

c) DSS 'Grade 0' males and females after inspection by the charity trustees.

d) For an imported animal, its parents as a minimum must be recorded by a bona-fide Dutch Spotted Sheep breeder and/or member of the NLBS (Nederlands Bonte Schaap) or association in their country of origin. (This may be more than 1 country). If the said paperwork carries the correct information, and the sheep is from a recognised breeder, the sheep shall be eligible for registration only after inspection by the CIO's charity trustees. If the said paperwork doesn't carry all the correct information, the sheep may only be eligible (after inspection) for registration up to and including at 75% or grade 3 at the trustees discretion.

e) The breeder of an imported animal to be registered must consent or otherwise to our GDPR terms (that can be found on our website)

The following will be discussed with the trustees:

a) Where no paper work or pedigree exists and the breeder is not a member of the NLBS (Nederlands Bonte Schaap) or association in their country of origin – then the animal will be registered as 50% or grade 4.

b) If an application for registration is refused or withdrawn, the owner of the said sheep shall have the right of appeal to the charity trustees, which will appoint three charity trustees to inspect the animal again and advise the remaining charity trustees. Any decision then made by the charity trustees will be final.

3) GRADING UP REGISTER

The CIO will maintain a grading up register to record the grading of females. A certificate of registration will be issued along with a grade number and percentage for every female entered into the plan. See appendix for further details on grading up.

a) Grades of DSS are defined as follows:

Grade 0 – over 96.875% DSS genes

Grade 1 – over 93.75% DSS genes

Grade 2 – over 87.5% DSS genes

Grade 3 – over 75% DSS genes

Grade 4 – 50% DSS genes

The grade and percentage will be shown on the registration certificate.

b) The CIO may, at its discretion, upgrade to 100% those female Grade 0 DSS with over 96.875% DSS genes into the "Pure" flock book.

c) All percentage female DSS are eligible for registration within the register.

d) Only Male DSS that are 96.875% or over (grade "0") are eligible for registration and at the discretion of the CIO, upgrade to 100% DSS and entry into the "Pure" flock book.

e) On acceptance of a registration by the CIO, owners will be issued with a pedigree certificate for each DSS showing its registered number and indicating the grade and percentage.

f) All forms and certificates issued and received by, or on behalf of, the CIO shall remain the property of the CIO.

g) All Grade 0 DSS will be subject to inspection by a charity trustee of the CIO on a random basis. If any sheep is found not to conform to the relevant breed standard on inspection its registration may be changed or withdrawn.

- h) For an imported animal, its parents as a minimum must be recorded by a bona-fide Dutch Spotted Sheep breeder and member of the NLBS (Nederlands Bonte Schaap) or association in their country of origin. (This may be more than 1 country). If the said paperwork carries the correct information, and the sheep is from a recognised breeder, the sheep shall be eligible for registration only after inspection by the CIO's charity trustees. If the said paperwork doesn't carry all the correct information, the sheep may only be eligible (after inspection) for registration at 75% or grade 3.
- i) Where no paper work or pedigree exists and the breeder is not a member of the NLBS (Nederlands Bonte Schaap) or association in their country of origin – then the animal will be registered as 50% or grade 4.
- j) The registration grade of the sheep will be at the full discretion of the CIO's charity trustees.
- k) If an application for registration is refused or withdrawn, the owner of the said sheep shall have the right of appeal to the charity trustees, which will appoint three charity trustees to inspect the animal again and advise the remaining charity trustees. Any decision then made by the charity trustees will be final.

4) INSPECTION METHODS

The inspection methods for DSS shall be as appended. Most recent update 16th November 2016.

5) REQUIREMENTS FOR REGISTRATION OF DSS

- a) Registrations may only be made by a fully paid up member of the CIO with a registered prefix.
- b) Applications should be made by the breeder – that is the owner of the dam at the time of the birth – of the animals to be registered.
- c) Where this is not possible the CIO may at its discretion accept an application from an owner other than the breeder so long as the breeder is a fully paid member or the CIO. In such cases the owners prefix shall be used as a suffix and additional charges may be necessary.
- d) No two flocks will be allowed to register the same prefix, (so check with the secretary that your chosen prefix is available).
- e) Registration applications shall be made on the appropriate form obtainable from the secretary
- f) Registered sheep should comply with the breed standards.
- g) All forms and certificates issued and received by, or on behalf of, the CIO shall remain the property of the CIO.
- h) All registered sheep may be subject to inspection by a charity trustee of the CIO on a random basis. If any sheep is found not to conform to the relevant breed standard on inspection its registration may be withdrawn.
- i) For an imported animal, its parents as a minimum must be recorded by a bona-fide Dutch Spotted Sheep breeder and/or member of the NLBS (Nederlands Bonte Schaap) or association in their country of origin. (This may be more than 1 country). If the said paperwork carries the correct information, and is from a recognised breeder, the sheep shall be eligible for registration only after inspection by the CIO charity trustees and the GDPR consent has been granted or otherwise from the breeder. Registration is subject to the correct fee.
Imported animals registered into the DSS UK flock book will have “(Import)” and the year of importation marked on their registration card and alongside their entry in the flock book.
- j) If an application for registration is refused or withdrawn, the owner of the said sheep shall have the right of appeal to the charity trustees, which will appoint three trustees to inspect the animal and advise the remaining trustees. Any decision then made by the committee will be final.
- k) Registration fees: MALES £20 and FEMALES – £6. Registration fees are

doubled for lambs not registered within one year of birth.
IMPORTED SHEEP £80 for males and females of any age.
Transfer of ownership £3. These sums are payable to Dutch Spotted Sheep UK at the time of application.

l) Prefix Registration included in the joining fee – £50.

m) Registrations to be included in the current year flock book to be received before 31st December of that year.

n) Pedigree certificates - Certificates should be preserved and if the sheep named thereon is sold the card must be returned to the CIO, accompanied by a transfer form completed by the seller and the appropriate fee. No Alteration should be made to the card other than by the CIO. The registration card for any registered dead animals must be returned to the secretary.

o) Both MV & Non MV sheep may be registered

p) Lambs should not be submitted for registration under the following circumstances:-

Abnormalities including but not restricted to:

i) Over/Under shot jaws

ii) Twisted feet

iii) Poor conformation

iv) Blindness, blue, china or wall eyes, either total or partial.

v) Sexual defects - i.e. rams without two sufficiently developed testicles apparent in a single scrotum

Sections 7, 8 & 9 will be reviewed by the membership of the CIO at yearly AGM's.

6) RULES REGARDING ARTIFICIAL INSEMINATION

a) All processes connected with AI to be performed by qualified persons and to be completed in accordance with current legislation.

b) Any males used for artificial insemination shall be registered with the CIO.

c) Pedigree certificate of service is to accompany the registration forms for lambs born by this method.

d) Lambs born by this method will have AI marked on their registration card and alongside their entry in the flock book.

e) The CIO reserves the right to reject an application to register lambs born by artificial insemination.

7) RULES REGARDING EMBRYO TRANSPLANT

a) All processes connected with embryo transplant (ET) to be performed by qualified persons and to be completed in accordance with current legislation.

b) All donors and sires shall be registered with the CIO prior to entering an embryo transplant program.

c) The ET technician is to provide a signed and dated certificate of implantation to the owner of the recipient ewe with ET clearly marked upon it. Details must include those of the recipient ewe and the number and parentage of the embryos implanted, and the contact details of technician.

d) Certificate of implantation is to accompany the registration forms for lambs born by this method.

e) Lambs born by this method will have ET marked on their registration card and alongside their entry in the flock book.

g) The CIO reserves the right to reject an application.

8) RULES REGARDING THE IMPORT OF FROZEN EMBRYOS AND SEMEN

a) All rules regarding AI and ET above must be complied with.

b) Donor ewes must be registered with an appropriate breed society. (It is

advised that an importer of DSS embryos or semen seeks confirmation of the ability to register any resulting offspring with the secretary prior to the importation.)

c) Any members making an application to register offspring from imported frozen embryos or semen shall provide a copy to the CIO of all information relating to the donor animals. The pedigree must include at least parents and grandparents as per an imported live animal.

d) The CIO reserves the right to reject an application.

9) IDENTIFICATION

As from 2020 all Pedigree and Graded sheep must be tagged using our standardised society tags available from Caisley.

Sheep put forward for registration must be uniquely identifiable as per the CIO guidelines and by a method decided by DEFRA.

a) Electronic Identification or EID - All DSS will need to carry double ID tags, one of which must be electronic and must be the appropriate colour for your region. The UK number and individual ID are recorded on the chip and also printed on the tag. The secondary tag should be a different colour for each year. The secondary tag will show the UK number and individual ID but will also contain management information, e.g. Flock number, logo and year letter. All stock destined for breeding must be identified in this way and any animal that is kept longer than one year of age. It is not necessary to buy the equipment that reads the electronic tags.

Missing and replacement tags can be replaced with an identical tag. If still on the holding of birth it will be acceptable to replace both tags with new ones and to record this in the holding register. If the animal loses both tags and cannot be identified, or if it is not on the holding of birth, the replacement tags must be red. (It is worth checking DEFRA rules on identification on a regular basis)

b) Naming of Males is Compulsory.

c) Rams can only be given a name if there is a Flock Name registered with the CIO.

d) Rams can only have the Flock name of the "Breeding" Flock.

e) Pedigree certificates will not be changed retrospectively i.e. the Rams name will only appear on Pedigree certificates printed after the date of naming.

f) A rams name, which cannot consist of more than 21 characters including the Flock name, must start with the Year Letter.

g) Ram names cannot be used more than once within a Flock.

h) Ram names will not be issued by the CIO if thought to be inappropriate.

i) The naming of females is optional at the discretion of the breeder and by following the above rules 10 c) – h)

j) Flocks will also be issued with a DSS number, e.g. 0001, 0002, 0003, etc. by the CIO.

k) The CIO requires all registered sheep to be tagged with a Year Letter, Individual unique Number and CIO Flock Number and logo supplied by Caisley.

All sheep must be tagged before an application is made for registration.

Members should check with DEFRA, or their equivalent Government organisation, that they also comply with current government tagging regulations.

The annual year letter is: 2017=A, 2018=B, 2019=C, 2020=D, 2021=E etc.

l) All sheep to be tagged with EID in the left ear (as viewed from behind) and second tag in right ear in accordance with Government legislation.

m) In the event of any sheep losing its tag it must be re-tagged with the original number.

10) SHOWS AND SALES

- a) Trimming is freestyle but the use of artificial colouring, paint, sprays, chalk, etc. are not permitted.
- b) Any members attempting to produce a more permanent change to the appearance of a sheep may be barred from membership of the CIO.
- c) Members exhibiting at shows must obey the rules of the Show Society and CIO rules.
- d) Both MV and Non MV sheep may be shown in their appropriate classes as per the show society rules.
- e) Only sheep of compliance with the CIO breed standard may be shown or presented for CIO sales.
- f) All sheep forward at Breed Sales must be registered with the CIO six weeks prior to sale.
- g) All sheep forward will be the property of members of the CIO. If the governing body of the sale accepts sheep from non-members they shall be sold at the end of the CIO's Members' run in their appropriate ring.
- h) Excessive entries at sales: Charity trustees reserves the right to govern the number of entries at Breed Sales (by means of reduction based on the percentage of registered stock within the seller's flock). This will be adequately described in the appropriate Sale Schedule.
- i) Substitute entries must be notified no later than 7 days before the sale unless the appropriate Sale Schedule gives a different time limit.
- j) All entries to be made available for inspection at the sale: sheep which, in the opinion of the Breed Inspectors, fail to meet the breed standards for characteristics and conformation or are unhealthy or injured will be excluded from the sale. No refund of entry fees will be made for sheep excluded from the Sale. Sheep which have been excluded shall be returned to their transport forthwith and not further exhibited for sale.
- k) Charity trustees may set minimum reserve (upset) prices for sale entries.
- l) At the Championship line-ups the sheep that were placed second to the Champions in their classes should be brought forward when judging of the Reserve Champion takes place.
- m) Should the champion in any class not meet its reserve and therefore not be sold it will not be permitted to enter the show classes at other Official Breed Sales in the same calendar year if shown by the same vendor.
- n) Only rosettes awarded at the relevant sale can be on display.
- o) Rams and Ram Lambs:
All rams, including ram lambs, are warranted by the seller to be capable of natural and effective service within 100 days of the Sale. If at the expiration of the warranty period a ram is proven incapable of natural and effective service and within 14 days of the expiration of the warranty period a Veterinary Certificate is lodged with the Official Auctioneers confirming:
 - i) The ram is incapable of performing a natural effective service;
and
 - ii) The Veterinary Surgeon has inspected the Purchaser's ewes and found them to be in normal, responsible breeding condition; then the Purchaser may return the animal to the Seller and be fully reimbursed.
- p) In-Lamb Ewe Sales:
All rams specified as being the 'sire of' or 'having run with the ewe' must be registered with the DSS in order for the progeny to be registered. Ewes running with unregistered rams shall be excluded from the sale.
- q) "Trotting up prices" is not permitted, members risk removal if found to be doing this.
- r) Showing sheep not for sale is not permitted – realistic reserve prices must

be set.

s) Any interference with natural tooth growth is not permitted.

11) SHEARING

All adult sheep for showing to be shorn between 1st January to the date of the show at which they are to be shown.

12) LAMBING CALENDAR

Lambs must be born after 1st February of the current year.

13) SOCIAL MEDIA

All members should be aware that the use of Social Media in a way that may be deemed as deliberate or inadvertent misuse may lead to disciplinary action, as above. Such Social Media breaches include anything that could be considered discriminatory against the CIO, or bullying or harassment of, any individual, for example by:

- i) Making offensive or derogatory comments relating to sex, gender reassignment, race (including nationality), disability, sexual orientation, religion or belief, age or to bully another individual or posting images that are discriminatory or offensive or links to such content.
- ii) Bringing the CIO into disrepute by criticising or arguing with members, making defamatory comments about individuals or other organisations or groups or posting images that are inappropriate or links to inappropriate content.
- iii) Breaching of copyright by using someone else's images or written content without permission or failing to give acknowledgement where permission has been given to reproduce something.

26. DISPUTES

If a dispute arises between members of the CIO about the validity or propriety of anything done by the members under this constitution, the following process shall occur *if* the dispute cannot be resolved by agreement.

The parties relating to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

Written acknowledgement of receipt of the dispute shall be sent by return.

Confirmation in writing of how the dispute will be dealt with shall be sent within 15 working days. Written confirmation of the outcome of the dispute and any appeal procedures shall be sent within 15 working days of the outcome.

Defra/SG reserves the right to review and undertake an audit if a complaint is received.

- a) Any complaint against a member or other person for having failed to observe any of the rules or regulations of the CIO, or for being guilty of discreditable conduct may be investigated by the charity trustees.
- b) Such complaint must be made in writing by a member and due notice of its nature must be given to each charity trustee and a copy of the complaint posted to the person against whom the complaint is made, at least seven days before the same is heard by the charity trustees.
- c) The persons concerned shall be informed of the date and about the time when the complaint will be considered, and they shall have the right of being present with any witnesses or representation should they desire, otherwise any evidence they wish to place before the committee must be submitted in writing.
- d) The committees' decision in the matter shall be final.
- e) Every such complaint, unless made by an official of the association, having no personal interest in the matter, must be accompanied by a deposit of two hundred and fifty pounds, which shall be liable to forfeiture should the committee consider the complaint to be a frivolous one or one which should not have been made.

f) The committee shall be empowered, should the complaint be upheld, to suspend the person whom the complaint is made from exhibiting at, or taking part in, any show held under the rules and regulations of the DSS association for such a reasonable period as they decide, and no entries for the herd book, or advertisements in the "newsletter" or "for sale list" or other publications shall be accepted from anyone suspended during the period of suspension.

g) In the event of a complaint against a member of the association being upheld, such member shall cease to enjoy any privileges as a member from the date of and during the period of suspensions, and may be removed from the association by a resolution passed by a majority of the committee present, not less than seven days' notice of such intended action having been given to the member and to each member of the committee.

h) A member removed from the association under this rule shall have no claim to the return of his or her subscription or any part thereof, or to the return of any money or monies paid to the association.

i) The committee shall be empowered to cancel, or reduce the period of any suspension.

27. AMENDMENT OF CONSTITUTION

As provided by clauses 224-227 of the Charities Act 2011:

(1) This constitution can only be amended:

(a) by resolution agreed in writing by all members of the CIO; or

(b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO.

(2) Any alteration of clause 3 (Objects), clause 28 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.

(3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

(4) A copy of any resolution altering the constitution, together with a copy of the CIO's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

28. VOLUNTARY WINDING UP OR DISSOLUTION

The CIO may be dissolved by a resolution passed by a two-thirds majority of those members present and voting at a Special General meeting convened for the purpose, of which at least 28 days notice shall have been given to members. Assets of the CIO remaining after the discharge of due debts shall be transferred to a charitable organisation, to be identified by a majority vote of the outgoing trustees, having some or all of the objects of the CIO, or if this cannot be effected, to some other charitable purpose.

