

DUTCH SPOTTED SHEEP UK ASSOCIATION CONSTITUTION and MEMORANDUM

1. The NAME of the association shall be the “Dutch Spotted Sheep UK Association”, (hereafter called “the association”)

2. NATIONAL LOCATION OF PRINCIPAL OFFICE

Principal Office for Registrations: Riddings Farm, Reeth North Yorkshire,
DL11 6UR

Principal office for Administration: Strathearn, Ruthwell, Dumfries DG1 4NN

3. The OBJECTS of the association shall be to promote the science and practice of agriculture by encouraging and developing the Dutch Spotted sheep (hereafter called “DSS”) by breeding, promotion and management and by protecting the purity of the breed, encouraging their use, appreciation, well-being and protection in the UK.

DSSUK includes sheep known as “Nederlands Bonte Schaap” in their country of origin or elsewhere.

Nothing in this constitution shall authorise an application of the property of DSSUK, 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 In furtherance of these objects, but not otherwise, the association shall have the following powers:

To support the production and publication of a flock book/register for the registration of pedigrees of DSS within the UK.

To define the correct characteristics of DSS and aim to ensure that all animals meet these requirements in registration procedures, shows, sales and breed promotions.

To promote and encourage the keeping of DSS within the UK by means of shows, sales, exhibitions, advertisement, publicity materials or any other appropriate means.

To provide help, advice and support to members, and to collect and disseminate information by any means beneficial to the association or its members.

To promote meetings of members to exchange ideas and information.

To cooperate with or affiliate to, any organisation in furtherance of the association objects.

Employ and remunerate such staff as are necessary for carrying out the work of the association. The association 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;

Deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the association 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;

5. APPLICATION OF INCOME

(1) The income of the association must be applied solely towards the promotion of the objects.

(a) A charity trustee is entitled to be reimbursed reasonable expenses properly incurred by him or her when acting on behalf of the association. Any such expenses shall be advised to the Trustees.

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

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

(a) a benefit from DSSUK as a beneficiary of DSSUK;

(b) reasonable and proper remuneration for any goods or services supplied to DSSUK.

(3) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 18. (Benefits and Payments to Charity Trustees and Connected Persons)

6. MEMBERSHIP of the association shall be open to any person owning or having an interest in DSS. Individual, joint or corporate members are entitled to a single vote. Associate membership is available to non-owners having an interest in the objects of the association, without the right to vote.

- a) Application for membership shall be made on the official form, to be obtained from the association and returned to the Secretary.
- b) Members shall pay an annual subscription, which shall become due on 1st May each year. The amount of the subscription shall be decided and amended when necessary by the committee 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 August in the current year will be deemed not to be members of the society and shall not enjoy the benefits of membership. A re-joining 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 association after the 31st December, 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 trustees, become a life member on payment of a sum of £1000, in lieu of further annual subscriptions.
- g) The trustees shall have the power to fix a limit to the number of life members.
- h) The trustees shall have the power to elect as honorary life members, without payment of any further subscription, who shall in the opinion of the committee have rendered services to the society but such election shall not take effect unless and until confirmed at the AGM next following the date of such election.

(2) Transfer of Membership

Membership of DSSUK 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 DSSUK has received written notification of the transfer.

3) Duty of Members

It is the duty of each member of DSSUK to exercise their powers as a member of DSSUK in the way they decide, In good faith, would be most likely to further the purposes of DSSUK.

(4) Termination of Membership

(a) Membership of the DSSUK 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 DSSUK is not paid in full in the current financial year; or

(iv) the charity trustees decide that it is in the best interests of DSSUK 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 DSSUK they must:

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

(ii) give the member at least 21 clear days' notice, in which to make representations to the charity trustees as to why they 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.

7. MEMBERS' DECISIONS

Except for those decisions that must be taken in a particular way, as indicated in sub clause 4 of this clause or as advised prior to voting by the trustees, decisions of the members of DSSUK may be taken either by (a) vote in person at a general meeting of members. 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 as previously arranged)

(b) Taking ordinary decisions by written resolution without a general meeting. Such 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, by a statement of their identity accompanying the document, or in such other manner as DSSUK has specified.

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

(d) Eligibility to vote on the resolution is limited to members who are fully paid up members of DSSUK on the date when the proposal is first circulated in accordance with paragraph (b)(ii) above.

(e) Not less than 20% of the members of DSSUK may request the charity trustees to:

make a proposal for decision by the members.

(f) 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.

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

(a) Any decision to remove a trustee must be taken in accordance with clause 19(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 DSSUK 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 association to one or more other associations, must be taken in accordance with the provisions of the Charities Act 2011.

8. An ANNUAL GENERAL MEETING (“AGM”) will be held in each calendar year, at which the Trustees shall report on the work of the association, during the previous year, and present audited accounts.

a) There shall be an AGM held for the association within 15 months of the previous AGM.

b) A qualifying member is a member who has a fully paid up current full membership of the association. The member can vote at meetings personally or by post or by proxy.

c) A qualifying member who is unable to attend the AGM in person or any other meeting called by the association and wish to register a vote, shall submit their postal vote or proxy vote 14 days before such meeting, indicating their vote on such matters or indicate the name of the person, as they wish, to act on their behalf. In default of a proxy vote, without an identified person nominated, then the Chairman will vote on their behalf.

d) The rules of the association shall only be changed by a motion proposed by not less than 5, fully paid up and qualifying members of the association and approved by a majority of qualifying voting members counted at an AGM.

e) Indication and details of such proposed changes shall be sent to the Secretary, not less than 40 days, before an AGM.

f) The secretary shall, if the proposal is in the correct form, notify the whole membership not later than 28 days before an AGM of the proposed rule changes to be put to the membership at an AGM, such notification shall contain the details of the proposal and is to be included in the notice and agenda for the AGM.

g) There will be a 51% vote from the qualifying voting membership in favour for any motion to change the rules or to resolve any other proposition put to the association.

h) The applications for positions of additional responsibility for the association shall be nominated by one and seconded by another of the qualifying members of the association and notified to the Secretary not less than 60 days before the AGM.

i) There will be a Chairman and Deputy Chairman, duly nominated by the Trustees, to stand at each official meeting.

j) Uncontested positions will be determined at the AGM.

- k) A Secretary shall be appointed by the members at the AGM and carry out such duties as requested by the trustees. The secretary may be a member of the association or may be another person or may be an organisation that shall be employed by the association to carry out the duties of the association's Secretary. The remuneration, if any, of such office holder as secretary, shall be at a rate agreed by the association's trustees.
- l) A Treasurer shall be elected at the AGM, to hold securely, on behalf of the association, the monies of the association. Shall pay and receive, record and report such monies and transactions required and report at the trustees' meetings and present final accounts at the AGM, reporting the transactions and the audited financial position of the association.
- m) The secretary shall maintain a register of each uniquely numbered sheep and the register of the owner of each registered sheep, on behalf of the members of the association.
- n) A maximum committee of twelve members shall be elected by majority vote of all qualifying members and to hold office for a maximum of three years.
- o) Only one named person from each flock name, can be nominated or stand on the council at any one time.
- p) Four trustees shall retire annually in rotation. In case of three or more members who have served the same three years in office, lots are to be drawn to decide which of such retiring members shall stand for re-election.
- q) Those retiring committee members shall be eligible, if duly proposed and seconded, for re-election as a trustee at the AGM.
- r) The trustees shall have the power to fill any casual vacancy for office that may occur during the year but such person appointed, shall only hold office until being considered and ratified by election at the next AGM. This committee member if ratified by the AGM shall serve for the remainder of period of office of the person they replace would have served – then seek re-election.

9. A SPECIAL GENERAL MEETING may be convened by the Trustees, or by the Secretary at the request of not less than one-fifth of the membership, providing at least 28 days' notice is given of the date, time and place of the meeting. The notice shall state the names of the members requesting the meeting together with a summary of the reasons why it is being called.

10. ALTERATIONS TO THE CONSTITUTION shall receive the assent of a two-thirds majority of members present and voting at an AGM or Special General

Meeting. At least 28 days' notice of any proposed change must be given to members, including the text of the proposed alteration.

11. 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 DSSUK or in any transaction or arrangement entered into by the association, which has not previously been declared;
- (2) absent themselves 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 DSSUK and any personal interest (including but not limited to any financial interest).

Any charity trustee absenting themselves 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.

12. MANAGEMENT OF THE ASSOCIATION

- a) The association shall be managed in the interest of and on behalf of the members and in the associations name, by the elected twelve trustees, not including the secretaries and treasurer.
- b) A quorum for a committee meeting shall be seven.
- c) There will be one vote for each trustee. All matters to be resolved by a majority vote. If an equal vote, the chairman of the meeting shall have a second and casting vote.
- d) The committee shall meet at least twice per year, either in person or by virtual meetings held electronically or by telephony.
- e) The committee shall be notified, by the Secretary, not less than seven days before of such a committee meeting, of the means of communication, the date and time of the meeting and an agenda of what is to be discussed, together with any relevant pre meeting information relating to that meeting.

13. CHARITY TRUSTEES

(1) Functions and duties of charity trustees

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

(a) to exercise their powers and to perform their functions as a trustee of the association in the way they decide, in good faith, would be most likely to further the purposes of the association; 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 association 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: they are under the age of 16 years; if they would automatically cease to hold office under the provisions of clause 19(1)(f); if they are not a fully paid up member for three years: if they are currently in dispute with the association or any of its members.

(c) No one is entitled to act as a charity trustee whether on appointment or on any reappointment, until they have expressly acknowledged, in whatever way the charity trustees decide, their 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 any one 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 association matters.

(3) Number of charity trustees

(a) There should be: Not less than five nor more than fourteen elected trustees, including the Chairman.

(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) A person so appointed by the members of the association, 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

(1) 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 association's latest trustees' annual report and statement of accounts.

15. 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 two meetings 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 seven charity trustees. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which they are 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.

16. 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.

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 association at its principal office or such other place as the trustees may resolve within 28 days of the circulation date.

18. 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 DSSUK on terms preferential to those applicable to members.
- (b) sell goods, services, or any interest in land to the DSSUK;
- (c) receive any other financial benefit from DSSUK; 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 DSSUK as a beneficiary provided that it is available generally to the beneficiaries of the DSSUK.
- (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 DSSUK with prior consent of the trustees.
- (c) A charity trustee or connected person may provide DSSUK, with goods that are not supplied in connection with services provided to DSSUK by the charity trustee or connected person.
- (e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to DSSUK. 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 DSSUK on the same terms as members.

(3) Payment for supply of goods only – controls

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

19. RETIREMENT AND REMOVAL OF CHARITY TRUSTEES

(1) A charity trustee ceases to hold office if they:

(a) retire by notifying the association 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) are absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that their office be vacated;

(c) die;

(d) in the written opinion, given to the company, of a registered medical practitioner treating that person, have become physically or mentally incapable of acting as a trustee and may remain so for more than three months;

(e) are removed by the members of the association in accordance with sub-clause (2) of this clause; or

(f) are 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 clauses 8 & 9 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 association.

20. REAPPOINTMENT OF CHARITY TRUSTEES

Any person who retires as a charity trustee by rotation or by giving notice to the association, 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.

21. USE OF ELECTRONIC COMMUNICATIONS

(1) General

The association 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 other than in hard copy form;
- (b) any requirements to provide information to the Commission in a particular form or manner.

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

(3) By the Association

- (a) Any member or charity trustee of the association, by providing the association with their email address or similar, is taken to have agreed to receive communications from the association in electronic form at that address, unless the member has indicated to the association, their 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 8(f) (Notice of general meetings);
 - (ii) give charity trustees notice of their meetings in accordance with clause 15(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 association's powers under clause 7 (Members' decisions), 7(c) (Decisions taken by resolution in writing), or the provisions for postal voting, 7 (a)

(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 association 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 association;
- (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 association, 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 association 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 association 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 association on request.

26. 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 11 (Conflicts of interest).

27. DISPUTES

If a dispute arises between members of the association 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 association, or for being guilty of discreditable conduct may be investigated by the Trustees.

b) Such complaint must be made in writing by a member and due notice of its nature must be given to each 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 Trustees .

c) The persons concerned shall be informed of the date and the time when the

complaint will be considered and they shall have the right to be present with any

witnesses or representation should they desire, otherwise any evidence they wish to place before the Trustees must be submitted in writing.

d) The Trustees' decision in the matter shall be final.

e) Every such complaint, unless made by an official of the society, 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 Trustees consider the complaint to be a frivolous one or one which should not have been made.

f) The Trustees shall be empowered, should the complaint be upheld, to suspend the person about whom the complaint is made from exhibiting at, or taking part in, any show held under the rules and regulations of association, 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 suspension and may be removed from the association by a resolution passed by a majority of the Trustees present, not less than seven days' notice of such intended action having been given to the member and to each Trustee.

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 Trustees shall be empowered to cancel, or reduce the period of any suspension.

j) 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 association, or bullying or harassment of, any individual, for example by:

l) 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 association 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.

28. LIABILITY OF MEMBERS TO CONTRIBUTE TO THE ASSETS OF THE ASSOCIATION IF IT IS WOUND UP

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

29. DISSOLUTION The association 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 association remaining after the discharge of due debts shall be transferred to a charitable organisation, to be identified by a majority vote of the outgoing Committee, having some or all of the objects of the association, or if this cannot be effected, to some other charitable purpose