

Constitution, Rules and Regulations

Revised and Approved by the Society, 11th February 2017

CONSTITUTION AND OBJECTS

1. The Society shall be called "THE HIGHLAND CATTLE SOCIETY" and shall operate as a charitable organisation for charitable purposes. The expression "charitable purposes" shall mean a charitable purpose under Section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.

2A Its objects shall be:-

- 1 To preserve and safeguard the Highland Cattle Breed and ensure its sustainable continuance as an important icon of rural Scotland's heritage, culture and art.
- 2 To promote, apply, assist and facilitate the advancement of science in all aspects of breeding, management and husbandry of Highland Cattle.
- 3 To promote, advise on and facilitate the unique advantages of Highland Cattle in the preservation and conservation of the natural environment and its wildlife habitats and to furthering the cattle management in meeting the challenges of climate change.
- 4 To promote and advance the physical and mental wellbeing of Highland Cattle and the prevention of suffering and illness.
- 5 To promote, encourage, educate in and organise the development of individual skills, capabilities and understanding in all aspects of Highland Cattle management and breeding amongst stockmen, owners and breeders.
- 6 To foster and to develop the sense of community, social and economic adhesion of all those involved in Highland Cattle, especially in the more remote areas.

2B All the Society's activities are to be in furtherance of the Objects set out in Rule 2A. They will include:

1. Maintenance, updating, control and publication of the Breed Standard;
2. Maintenance and publication of the Herd Book in which to register the births and pedigrees of Highland Cattle;
3. To organise or arrange pedigree Society or affiliated shows and sales;
4. To approve and appoint Society judges and fieldsmen;

5. To use verbal, visual, written, audio and electronic media methods in furtherance of its Objects;
6. Liaising, co-operating with, supporting and sponsoring specialist bodies, organisations or government departments in the fields of animal or agri-sciences, animal welfare, environment conservation and climate change;
7. Keeping abreast of new animal science and animal welfare issues and to disseminate the information through the Society's website, publications, and other means;
8. Facilitating the use of Highland Cattle in genetic advances, conservation grazing and veterinary projects through seminars, open days, teach-ins, regional club activities, fieldsmen, demonstrations, publications, and the website, educate members, owners, breeders, stockmen and other interested parties in the breeding, welfare, husbandry, and showing of Highland Cattle, and the management of grazing land;
9. Through shows, sales, gatherings, social events and publications, assemble together breeders and owners of Highland Cattle and members of local public to engender a sense of social community purpose, togetherness and cohesion.

MEMBERS

3 Any person desirous of becoming a Member shall complete an application for Membership in such form as the Council may determine and deliver the application to the Secretary who shall report the names of applicants to the first Meeting of the Council thereafter and unless the Council shall otherwise decide the applicants shall be admitted as Members of the Society.

4. The Society shall consist of Life Members, Annual Members and Associate Members. Associate Membership shall be open to individuals under the age of 18 years, Herdsmen, Sponsors, and Benefactors. The subscription for each class of Membership shall be laid down by the Society from time to time. Associate Members shall not have the right to vote

5. The subscription of Annual Members shall be payable on the first day of September in each year in advance and if not paid within one month thereafter shall be held to be in arrears. No member who is in arrears with his / her subscription shall be admitted to any meeting of the Society or to any of the privileges of Membership. Any Member who has been erased from the list of Members on falling into arrears with his / her subscription will be re admitted on paying up the total amount of arrears at the time of erasure.

6. The Secretary shall keep an alphabetical register of all the Members, stating whether they are Life, Annual or Associate Members, the date of their election and their postal address. This register shall also contain the date of election in each case and the date on which any person ceased to be a Member.

6A Any member of Council shall automatically vacate office if:

- 1 he/she becomes debarred under any statutory provision from being a charity trustee
- 2 he/she ceases to be a member of the Society
- 3 he/she becomes an employee of the Society
- 4 he/she resigns office by notice to the Society

6B A member of Council who has a personal interest in any transaction or other arrangement which the Society is proposing to enter into, must declare that interest at a meeting of Council; he/she will be debarred (in terms of clause) from voting on the question of whether or not the Society should enter into that arrangement.

6C A member of the Council will not be debarred from entering into an arrangement with the Society in which he/she has a personal interest (or is deemed to have a personal interest) under clause 6B and may retain any personal benefit which he/she gains from his/her participation in that arrangement **provided:**

- 1 he/she has declared his/her interest
- 2 he/she has not voted on the question of whether or not the Society should enter into the relevant arrangement **and**
- 3 the requirements of clause 6G are complied with

6D A Council member shall not vote at a Council meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the Society; he/she must withdraw from the meeting while an item of that nature is being dealt with.

6E For the purposes of clauses 6B and 6D, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter.

6F No member of Council may serve as an employee (full time or part time) of the Society, and no member of Council may be given any remuneration by the Society for carrying out his/her duties as a member of Council.

6G Where a Council member provides services to the Society or might benefit from any remuneration paid to a connected party of such services, then

- 1 the maximum amount of the remuneration must be specified in written agreement and must be reasonable
- 2 Council members must be satisfied that it would be in the interests of the Society to enter into the arrangement (taking account of that maximum amount)
- 3 less than half of Council members must be receiving remuneration from the Society (or benefit from remuneration of that nature).

6H The members of Council may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of Council, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

6I Each of the members of Council shall, in exercising his/her functions as a member of Council of the Society, act in the interest of the Society; and, in particular, must:

- 1 seek, in good faith, to ensure that the Society acts in a manner which is in accordance with its Objects (as set out in this Constitution).
- 2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person.
- 3 in circumstances giving rise to the possibility of a conflict of interest between the Society and any other party
 - (i) put the interests of the Society before that of the other party, in taking decisions as a member of Council
 - (ii) where any other duty prevents him/her from doing so, disclose the conflicting interest to the Society and refrain from participating in any discussions or decisions involving the other members of Council with regard to the matter in question
- 4 ensure that the Society complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.

HONORARY MEMBERS

7 The Society shall be entitled to elect anyone to be an Honorary Member but no one can be elected as such unless:

- 1 their name has been recommended by the Council **and**
- 2 intimation of the recommendation has been given on the Agenda of the Annual General Meeting at which the election is intended to take place.

OFFICE-BEARERS AND COUNCIL

8 The Office-Bearers of the Society shall consist of the President, Vice-President, Secretary and Treasurer; provided always that nothing herein contained shall prevent the same person being appointed both Secretary and Treasurer.

9 The Council shall consist of the President, Vice-President, the Immediate Past President and Twelve other voting Members of the Society.

10 At the Annual General Meeting of the Society the Members present shall appoint the President and Vice-President and these shall hold office for one year but shall be eligible for re-election.

10A In electing Office-Bearers, the Council shall recommend to the Annual General Meeting the names of those eligible members it recommends for election. It shall however be in the option of any voting member to nominate any other member or members as candidates for these Office-Bearer positions.

10B Voting members are able to nominate any other member or members as candidates for election to Council. Such nominations must be proposed and seconded and sent in writing to the Secretary to be received by the 31st December prior to the Annual General Meeting. Should there be more candidates than vacancies, elections shall take place by postal ballot of the whole voting membership conducted prior to the Annual General Meeting at which time the result will be announced. In addition, Council is able to recommend members for election to Council and their names shall be printed on the billet calling the meeting.

10C The four senior members of the Council shall stand down at the Annual General Meeting and the vacancies so created shall be filled by four members of the Society under Rule 10B above. Retiring members shall be eligible for re-election for a second consecutive term. Following a second consecutive term retiring members shall not be eligible for re-election until one year has elapsed from the time they vacate office..

POWERS OF COUNCIL

11 The general, financial and all other business of the Society shall be governed and conducted by the Council who shall have full power to manage and regulate the same in accordance with these Rules and Regulations subject to the directions, if any, given at the Annual General Meeting.

12 In pursuance of its powers under Rule 11 the Council may, from time to time, appoint a sub-committee or sub-committees to assist with various aspects of the running of the Society. Council shall appoint the Chairman and members of each sub-committee, which shall consist of no more than four members of Council. Each sub-committee shall be able to co-opt members from the Society who may have the skills or attributes to help the sub-committee with its deliberations. Council shall give each Sub-Committee its terms of reference at the time of appointment and these will include, where appropriate, the reporting of all proposals and recommendations back to Council for consideration or ratification.

13 Any casual vacancy occurring in the list of Office-Bearers or Council members may be filled up by the Council from amongst its own members in respect of Office-Bearer and from other voting members in respect of Council. Any person so elected shall take the place of the Office-Bearer or Council Member whose vacancy he has filled and shall retire at the time that the latter would have done. Any Office-Bearer or Member of Council, who shall not have attended a Meeting of the Council for three consecutive meetings, unless prevented by ill-health, shall be held to have vacated office and his position will be filled by Council in accordance with this Rule.

14 Notwithstanding the provisions of Rule 13, the Council shall have power to co-opt an additional 2 members from the Society to redress any imbalance in the representation of the membership as a whole

15 The Council shall meet on the summons of the President or Secretary, at such places as may be considered most convenient, and as often as occasion shall require. Five voting Members shall form a quorum.

16 The Council, by not less than a two-thirds majority, and with the approval of the President, shall have power to suspend any Member for any cause which shall appear to a Meeting of the Council to require such action. It shall not be necessary for the Council to assign any reason for such suspension, and all persons so suspended shall thereupon cease to enjoy the privileges and benefits of Membership for howsoever long the suspension shall remain in force; save that any member under suspension shall nevertheless be permitted to offer pedigree Highland cattle for sale at an official sale held under the auspices of the Society. Any Annual or Associate Member under suspension shall be required to maintain the appropriate subscription up-to-date during the term of the suspension. The Council, by not less than a two-thirds majority, and with the approval of the President, shall have power to expel any Member for any cause which shall appear to a Meeting of the Council to require such action; it shall not be necessary for the Council to assign any reason for such expulsion, and all persons so expelled shall thereupon cease to be Members and to enjoy the benefits of Society membership.

SECRETARY, TREASURER, AND AUDITOR

17 The Secretary and Treasurer shall attend all Council and General Meetings of the Society, and take the Minutes of such Meetings. He/she shall also conduct the correspondence of the Society and pay in all monies received on behalf of the Society to the Society's Bankers. He/she shall be entitled to draw upon the Society's Bank Account for all monies required for the expenditure of the Society. Annually, Council shall set the limit of cheques or internet Bank transfers drawn for and below the set limit that may be signed or authorised by the Secretary/Treasurer alone. Cheques or internet Bank transfers drawn on the Society's Account in excess of the set limit must be signed or authorised by the President or Vice-President and the Secretary/Treasurer. The Secretary, Treasurer and Auditor shall be appointed annually.

18 The Secretary shall generally act under the direction of the President who shall be regarded as his/her supervisor and shall act generally in accordance with the Job Description/Specification agreed by Council.

19 The Secretary and Treasurer shall have custody of all the books and papers belonging to the Society and they shall be kept at the Society's registered office.

GENERAL MEETINGS

20 The Annual General Meeting of the Society shall be held on the day before the Annual Sale of Bulls at or near the place at which the sale is held but the Council shall have power to alter the date and place should it consider it necessary to do so.

21 On a requisition by 10% (ten percent) of members, either annual or life, to the Secretary, he/she shall be bound to call an Extraordinary General Meeting within two months of such requisition or within four months if it can coincide with a major Society sale.

22 Notice of every General Meeting and other relevant papers shall be sent by post or electronically by the Secretary to each Member, at least ten days before the day of Meeting,
with a note of the business to be transacted thereat.

23 At the annual General Meeting of the Society the following items of business shall be considered along with any other competent business, viz:-

- 1 Annual Report of Council
- 2 Annual Statement of Income and Expenditure
- 3 Election of Office-Bearers and Council
- 4 Recommendations and Remits from Council
- 5 Appointment of Auditor.

24 The President of the Society shall (if present and willing to act as Chairman) preside as Chairman of each General or Council meeting. If the President is not present or is unwilling to act as Chairman within 15 minutes after the time at which the meeting was due to commence, the members of Council present at the meeting shall elect from amongst themselves the person who will act as Chairman of that meeting.

25 All questions and matters brought before a General or Council Meeting shall be decided by a majority of the votes of the Members actually present (each Member having one vote) and in the case of an equality of votes the Chairman of the Meeting shall have a casting vote in addition to his own vote as a Member. No Members in arrears of their subscriptions are entitled to vote.

26 The Chairman may, with consent of the Meeting, adjourn any Meeting from time to time and place to place but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place, unless notice of such business shall have been given.

PANEL OF JUDGES

27 The Council shall at least annually at their Meeting each year appoint the recognised or Official Panel of qualified Judges to number not less than ten.

HERD BOOK

28 The fees for the entry of each animal in the Herd Book shall be those laid down by the Council from time to time. Only Life and Annual Members shall be entitled to enter animals.

29 Anyone may apply to the Secretary for a copy of any Volume of the Herd Book and shall pay for the same. The price thereof shall be as fixed by the Council from time to time.

30 The Secretary will ensure that a complete set of Herd Books is retained in the Society's office, and the Secretary may supply extracts from such Herd Books to Members at Fees to be fixed by the Council from time to time.

31 Council shall be responsible for the scrutiny of entries and for the publication of the Herd Book, and shall have power from time to time to draw up Rules embodying the qualifications which animals must possess to entitle them to entry, and otherwise regulate the matters concerning the Herd Book. The Council shall each year consider the regulations concerning the registering of entries therein and shall cause regulations to be kept up to date and, if thought desirable, shall issue instructions to Members and breeders from time to time. Council is authorised to regulate the form of the Herd Book, the rules governing acceptance of entries, its time of issue and the nature of its contents.

PROPERTY

32 The whole property and effects, heritable and moveable, of the Society including the copyright of the Herd Books, shall be vested for the benefit of the Society in the names of the President, Vice-President and Secretary, for the time being: who shall act as Trustees for the same.

ACCOUNTS

33 The Council shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.

34 The Council shall prepare annual accounts, complying with all relevant statutory requirements; they shall ensure that an audit of such accounts is carried out by a qualified auditor.

35 The Accounts ended 31st August in each year shall be submitted to the Auditor, President and Vice-President as soon as practicable after the close of that financial year. Copies of the Financial Statement and the Annual Report shall be sent by post or electronically to the Members before the Annual General Meeting, or be available for uplifting by Members at said Annual General Meeting.

36 In pursuance of the Objects set out in Rule 2A (but not otherwise), Council shall have the power to invest any funds which are not immediately required for the Society's activities in such investments as may be considered appropriate and to dispose of, or vary, such investments.

WINDING UP

37 If the Council determines that it is necessary or appropriate that the Society be dissolved, it shall convene a meeting of the members; not less than 21 days' notice of the meeting (stating the terms of the proposed resolution) shall be given. If the proposal by the Council to dissolve the Society is confirmed by a three-fourth's majority of those present and voting at the general meeting convened under clause 38, the Council shall have power to dispose of any assets held by or on behalf of the Society – and any assets remaining after satisfaction of the debts and liabilities of the Society shall be transferred to some other charitable body or bodies having objects similar to those of the Society; the identity of the body or bodies to which such assets are transferred shall be determined by the members of the Society at, or prior to, the time of dissolution.

NB ("Charitable body" shall mean a body on the Scottish Charity Register, or on the Charity Register for England and Wales, which is also regarded as a charity in relation to the application of the Taxes Acts).

ALTERATION OF CONSTITUTION AND RULES

38 Subject to the requirements of the Charities & Trustee Investment (Scotland) Act 2005, the Society shall have power at its Annual General Meeting or any adjournment thereof to enact, renew, alter or add to the foregoing Constitution, Rules and Regulations, but no change either by way of addition or alteration, shall be made unless with the approval of not less than two-thirds of the Members attending such Meeting, and no motion having for its object the enacting, renewing, altering, or adding to the foregoing Constitution, Rules and Regulations shall be competent unless one month's previous notice in writing has been given to the Secretary who shall in the circular calling the Meeting intimate such motion.

APPENDIX

N.B. The Appendix does not form part of the Rules and is intended for historical information, interest or reference only.