

THE NORTH RONALDSAY SHEEP FELLOWSHIP

Our Mission Statement

The NRSF primarily works to conserve and promote the North Ronaldsay sheep breed throughout mainland Britain.

To this end the Fellowship aims:

to establish and maintain helpful links with the Islanders;
to preserve the genetic base of North Ronaldsay Sheep;
to be a source of information and advice to members;
to promote and encourage programmes of study & research in furtherance of the above.

NORTH RONALDSAY SHEEP FELLOWSHIP

RULES

Updated by the Council of the North Ronaldsay Sheep Fellowship June 2023.

GENERAL

1. In these rules the words standing in the first column of the table next hereafter contained shall bear the meanings set opposite to them respectively:

WORDS	MEANING
The Rules	The Rules of the Fellowship as from time to time determined or altered by Special Resolution
The Society	The North Ronaldsay Sheep Fellowship
The Council	The Council of Management for the time being of the Society
The Office	The postal address, or email address, of the Secretary of the Society or other address from time to time determined by the Council
The Bye Laws	The Bye Laws and other Rules and Regulations of the Society as from time to time determined by the Council.
The Flock Book	That section of the Combined Flock Book pertaining to the registration of North Ronaldsay Sheep and for the time being maintained and produced by the Rare Breeds Survival Trust.
Month	Calendar month
Year	Calendar year

In writing	Written or printed, or partly one and other modes of representing or reproducing words in a visible form, including electronic mailing.
Post	Post using the postal service, or otherwise sent by email.
	Words importing the masculine gender only shall include all genders.
	Words importing a singular meaning only shall include the plural meaning.

2. The number of members which the Society proposes to be registered is unlimited.
3. The Society is established for the purposes expressed above.

MEMBERSHIP

4. The following persons shall be members of the Society, namely, all subscribing members of the Society at the date of adoption of these Rules.
5. Every application for membership shall be made in writing in such a form as prescribed by the Council. Any person shall be entitled to become a Supporter Member of the Society and any Flock Keeper shall be entitled to become a Member Flock provided that he satisfy the Council or other body appointed by the Council, that:
 - 5a. such person has a bona fide interest in the objects of the Society as set out above.
 - 5b. such person agrees to abide by these rules, and other regulations from time to time adopted by the Society.
 - 5c. in the event of any decision to refuse an application for membership of the Society, the fact and reason for such refusal shall be noticed in writing to the applicant by the Secretary of the Society within 14 days of such decision. Any person being refused entry to the Society may appeal against this decision within 28 days of that refusal having been posted. The appeal shall be considered by the Council as soon as reasonably practicable. The appellant shall have the right of personal hearing at the meeting convened to discuss that appeal.
6. A member shall cease to be a member of the Society and his name shall be removed from the Register of members accordingly if:
 - 6a. by notice in writing to the Society once he resigns his membership; or
 - 6b. any fee or subscription payable by the member pursuant to these rules shall remain unpaid for three months or more after the same has become due and the Council resolve that his membership be terminated; or
 - 6c. a Supporter Member dies.

SUBSCRIPTIONS

7. Every Supporter Member or Member Flock shall pay to the Society in advance such annual subscription (if any) as may from time to time be recommended by the Council and fixed by the Society in General Meeting and such subscription shall be due and payable on the first day of January of every year.

The Council may levy a Joining Fee or prefix fee or other registration or flock record fee at a rate from time to time determined by the Council in accordance with procedures for flock recording from time to time in place.

GENERAL MEETINGS

8. The Society shall hold a General Meeting in every year as its Annual General Meeting at such time and place as shall be determined by the Council and shall specify such meeting in the notice calling it and provide that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting
9. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
10. 10a. The Council may, whenever they think fit, convene an Extraordinary General Meeting and such meeting may also be requisitioned by such members as provided by these Rules
10b. An Extraordinary Meeting shall be requisitioned in writing to the Secretary of the Society by not less than 20 % (Twenty percent) of the total voting membership.
11. Members shall be given twenty one days notice in writing at least of every Annual General Meeting and of every meeting convened to pass a Special Resolution and fourteen days notice in writing at the least in every other case, both of the day, place and hour of the meeting and in the case of a Special Meeting a note of the general nature of the business to be transacted.
12. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to such notice shall not invalidate any resolution passed or proceeding held at any meeting.

VOTES OF MEMBERS

13. Subject as hereinafter every Supporter Member shall have **one** vote and every Member Flock shall have **two** votes.

ELECTIONS TO THE COUNCIL

14. 14a. In respect of election to Council, voting shall be by ballot of the voting membership where the numbers of nominations exceeds the number of vacancies for elected members of the Council. The retiring members of Council shall comprise **one third** of the Council membership (or the next whole number upwards, where the number of elected Council members is not exactly divisible by three) and the members of Council to retire shall be those who have been longest serving since their last election but as between members who were last elected members of Council on the same day, those to retire shall be determined by lot. (unless otherwise agreed amongst themselves). A retiring member of the Council shall be eligible for re-election.

14b. A member seeking election to Council shall only be eligible to stand as a candidate if he has been, in writing, duly proposed and seconded by members and has undertaken a willingness to serve if elected.

14c. Nominations must be received by the Secretary of the Society not later than **42 days** prior to the date of the General Meeting and Ballot Papers (if there are more candidates than vacancies) will be posted to all members entitled to vote (the voting membership) and completed Ballot Papers must be received by the Scrutineer, appointed by the Council, **not less than 7 working days** prior to the date of the General Meeting at which the result will be announced.

14d. The Society in General Meeting may, from time to time, increase or reduce the numbers of members of the Council and determine in what rotation such increased or reduced number shall go out of office.

COUNCIL OF MANAGEMENT

15. Until otherwise determined by General Meeting, the Council shall be comprised of **not less than seven and not more than nine members** elected by the membership in accordance with Paragraph 14 above from which Council shall elect its Chairperson and thereafter Council shall have powers to **co-opt up to three** members who may be contributors of specialist knowledge, skills or expertise to the deliberations of the Council. No person who is not a member shall be eligible in any circumstances to hold office in the Society.

POWERS OF COUNCIL

16. The business of the Society shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to the promotion, formation, establishment and registration of the Society as they think fit and may exercise all such powers of the Society and do all such acts on behalf of the Society, subject to these rules and the provisions of any statutes for the time being in force and affecting the Society, but no regulation subsequently made by a General Meeting shall invalidate any prior action of the Council which would have been valid if such regulation had not been made.

17. The members for the time being of the Council may act notwithstanding any vacancy in their body provided always that their number shall be not less than that prescribed by these Rules and it shall be lawful for them to act in respect of all duties of the Council for the time being laid down in these Rules. Without prejudice to the general powers of Council under these rules, it is hereby declared that the Council shall have powers to:
 - 17a. Make, alter and rescind bye-laws for the management of the affairs of the Society except where such actions could only lawfully be taken by a General Meeting.
 - 17b. Fix the exact date, time and place of the Annual General Meeting of the Society.
 - 17c. Determine the Society's policy from time to time in force with regard to the registration of North Ronaldsay Sheep.
 - 17d. **Co-opt** members of the Society to Council to a **maximum of three** who shall have full voting rights as Council members.
 - 17e. Elect a **President** of the Society. Such President need not be an elected member of the Council but shall, if not a member of Council, be entitled to receive all such notices of Council, attend and speak but **not** vote, at all meetings of the Council. The period of office the President is **three years**, after which time, they can be re-elected by Council for a further three year term, but will not be permitted to stand for longer than six years.
 - 17f. From time to time, propose and elect **honorary members** of the Society and waive payment of any subscription referred heretofore in these rules.

DISCIPLINARY PROCEDURES

18. The Chair of Council is hereby empowered to appoint a **Disciplinary Sub-committee**, which shall consist of **four** Council members, one of whom will be the Vice-Chairperson of the full Council, and who shall act as Chairperson for Disciplinary Sub-committee for that purpose and for the duration of the hearing of and ruling upon any complaint against a member regarding conduct which offends against these Rules or which brings the reputation, aims, objectives and standing of the Society into disrepute.
19. The Disciplinary Sub-committee may seek expert advice by co-opting a suitably qualified person to the sub-committee who, in this particular instance need not be a member of the Society, but whose skill, experience or expertise would, in the opinion of the sub-committee, assist in the resolution of the matter under consideration. Such co-option to be valid only for the duration of the investigation and resolution of the matter under consideration.
20. In the event that an allegation be found proven against a member and the fact reported to Council, the Council may either:
 - 20a. Expel the member;
 - 20b. Suspend the member for a specified period;
 - 20c. Suspend the member from participation in Society-approved shows and sales;
 - 20d. Take other such action as may be in accordance with professional advice.

21. In respect of any actions taken under the powers conferred by Paragraphs 20a to 20d above, the affected member shall have the right of personal appeal to the **Disciplinary Appeal Sub-committee**, formed from **another four** members of the Council and chaired by the Chairperson of the full Council. Any action to initiate such right shall be made within 28 days of the decision having been dispatched to him by recorded postage. The appeal shall be considered by the Disciplinary Appeal Sub-committee as soon as reasonably practicable, and the decision of that sun-committee is final. The appellant shall have the right of personal hearing at the meeting convened to discuss that appeal.

SECRETARY

22. The **Secretary** of the Society shall be appointed by the Council for a term of office of **three years**. After such time, they may stand for re-election for a further period of three years, but no more than six years in total. A Council member must act in place of the Secretary at a meeting, if there is no Secretary present or he is not capable at that time of acting.

DISQUALIFICATION OF COUNCIL MEMBERS

23. Council members shall be disqualified if:
 - 23a. he becomes bankrupt;
 - 23b. he is or may be suffering from mental disorder and in connection with which is made subject of a court order;
 - 23c. he resigns his office by notice to the Society;
 - 23d. his eligibility for membership ceases under provision of these Rules.

COUNCIL TERM

24. At the first Annual General Meeting of the Society and at each subsequent AGM, **one third** of members of Council shall retire from office in accordance with Rule 14a. written heretofore and **all co-opted** members shall be subject to re-appointment **annually** (excepting those co-opted to a sub-committee whose specific business is conducted and completed over a lesser period).

PROCEEDINGS OF THE COUNCIL

25. The Council may meet, dispatch business, adjourn or otherwise regulate meetings as they think fit. Unless otherwise determined, **five** of their number shall constitute a **quorum** for the purposes of conducting valid and lawful business of the Society within these Rules.
26. A member of the Council, supported by at least one other Council member may, and on the request of those Council Members, the Secretary shall, at any time, summon a meeting of Council by notice in accordance with these Rules.

27. The Council shall from time to time elect a **Chairperson**, who will act for a period of not exceeding **three** years from the date of the first Annual General Meeting.

Within his period of Office, and in the absence of the Chairperson at a Council meeting, the Vice Chairperson will act as Chairperson for the duration of that meeting, or in the absence of both Chairperson and Vice-Chairperson, the members there present may elect from amongst their number a person to act as Chairperson for the duration of that meeting.

28. The Council may delegate any of their powers to a sub-committee of its members to expedite the business of the Society.

29. All acts bona fide by any meeting of Council or its sub-committee or by any person acting as a member of Council shall, notwithstanding a later discovery of some defect in that appointment or continuance in one of any persons acting as aforesaid, will be as valid as if such person had been duly appointed or had duly continued in office and was qualified so to act as a Council member.

30. The Council shall cause proper minutes to be made of all appointments and of all proceedings of meetings of the Society and of the Council and any of its sub-committees and any minutes of such meetings duly signed by the Chairperson of such meeting or by the Chairperson of the next succeeding meeting shall be sufficient evidence without further proof of the facts therein stated.

31. A resolution in writing signed by each and every Council member for the time being or its sub-committees who are entitled to receive notice of Council meetings shall be as valid as if it had been passed at a meeting of the Council or sub-committee.

ACCOUNTS

32. The Council shall appoint a **Treasurer** who shall be **elected annually** at the AGM and through him will cause proper accounts to be kept with respect to:

32a. all sums of money received and expended by the Society;

32b. all sales and purchase of goods by the Society;

32c. the assets and liability of the Society.

33. The books of account shall be kept at a place determined by Council to be appropriate and shall be open to inspection by any Council member at all reasonable times.

34. Members shall have the right to inspect the accounts at any General Meeting of the Society and other times and places as may be from time to time determined by Council.

VERIFICATION OF ACCOUNTS

35. Once in every year the accounts shall be examined to ascertain the correctness of the income and expenditure account and balance by a suitably qualified independent Person.

GENERAL

36. If any part of these Rules is held by a competent authority to be invalid or unenforceable in whole or part, the validity of other provisions shall not be affected thereby.

DISSOLUTION

37. In the event of the winding up of the Society, the Society's assets shall be transferred to the Rare Breeds Survival Trust (RBST) or other body as determined by Council.

Updated by the Council of the North Ronaldsay Sheep Fellowship June 2023.