The British Association for Shooting and Conservation Limited

Founded in 1908 by Stanley Duncan FZS (Hon)
as the Wildfowlers' Association of Great Britain and Ireland (WAGBI)

Incorporating the Gamekeepers' Association
of the United Kingdom – founded 1900

CONSTITUTION

INTRODUCTION

The Association was founded in 1908 by Stanley Duncan, FZS (Hon) as the Wildfowlers' Association of Great Britain and Ireland. He became, and remained for 40 years, its first Honorary Secretary. Also responsible for the Association's founding was Sir Ralph Payne-Gallwey, BT, who became its first President. Both men realised that unless steps were taken to form an influential national organisation capable of safeguarding the sport of wildfowling, wildfowl and their habitat, then their future would be in serious jeopardy.

The name of the Association was changed to the British Association for Shooting and Conservation (BASC) in June 1981. The Association is now concerned with and working for all aspects of sporting shooting, conservation of wildlife and the countryside as well as the lawful protection of quarry species, their habitat and the future well-being of the countryside in general.

In January 1975 the Gamekeepers' Association of the United Kingdom became incorporated within WAGBI.

1. TITLE

The name of this Association is The British Association for Shooting and Conservation Limited incorporating The Gamekeepers' Association of the United Kingdom and is hereinafter referred to as "this Association".

2. ROLE AND OBJECTS

The role and objects of this Association are to carry on any industry, business or trade so as to:

(a) Act as a representative national body for all sporting shooting.
(b) Promote and safeguard sporting shooting
(c) Ensure that sporting shooting complies with the principles of environmental, social and economic sustainability
(d) Promote the benefits that sustainable shooting and its associated management delivers for the conservation of the integrity and diversity of wildlife and the environment
(e) Aim at the responsible unification, guidance, education and representation of all engaged in such sport together with the promotion of conservation and scientific research into all aspects of the quarry species and other matters connected with such sport in accordance with the ethics of good sportsmanship and sustainable use.(f) Aim at the responsible unification, guidance, education and representation of all engaged in such sport together with the promotion of conservation and scientific research into all aspects of the quarry species and other matters connected with such sport in accordance with the ethics of good sportsmanship.
(g) Uphold and maintain the legitimate interest of its members in such a manner as this Association in General Meeting and by means of its Council shall decide, in particular with regard to:-
    (i) proposals to restrict by legislation the use of sporting firearms; and
    (ii) the lawful right of every member to shoot at sporting quarry with any firearm which this Association in General Meeting may consider appropriate but notwithstanding the provision of this rule or of any statement of policy expressed by members in General Meeting, the Council may if it considers it in the best interest of the Association, depart from such policy but shall report such departure at the next Annual General Meeting and state its reasons therefor.
(h) Carry on any other activities of a similar nature or any activities which may in the opinion of the Council be conveniently and advantageously carried on by this Association.
(i) In furtherance of this Association's role and objects, the Council have the power to:
    (i) borrow, raise money, contract loans and secure obligations (whether of this Association or of any other person) with or without such security, with such members or others and upon such terms as to priority or otherwise as this Association shall think fit, provided always that the sum borrowed or secured from time to time by the Association and remaining undischarged shall not exceed in aggregate the sum of £20 million;
    (ii) receive monies on deposit from members or others up to a maximum of £400 in accordance with the limitations of the Acts;
    (iii) acquire or hire interests in land of any kind (including sporting rights) for the purpose of providing

members and the wider community with opportunities to shoot to include land acquisition for the purposes of conservation and land management; and

(iv) participate in the direct Debiting Scheme as an Originator for the purpose of collecting subscriptions and / or any other monies due to this Association. In furtherance of this object, this Association may enter into any Indemnity required by the Banks upon which direct debits are to be originated. Such an Indemnity may be executed on behalf of this Association by officers of this Association nominated in an appropriate resolution of the Council of this Association.

(j) (i) establish, promote, acquire and hold controlling and other interests in the share or loan capital of any body or bodies corporate and provide financial managerial and administrative advice, services and assistance for any such body or bodies corporate;

(ii) undertake and perform the office and duties of trustee of or for any Trust or pension fund solely or jointly with any other person, corporation or body.

(k) Generally do all such things as may appear to this Association to be incidental or conducive to the attainment of the above objects or any of them.

3. MEMBERSHIP

(a) This Association shall consist of such persons as have been or shall be admitted to membership as hereinafter provided.

(b) Every member shall hold one undivided share only in this Association. The share shall not be withdrawable or transferable, and no interest or dividend shall be paid upon it. Each share shall be of the value of £1 which sum shall be paid or be deemed to have been paid on the enrolment of a member to this Association. Supporters may also be admitted but shall not hold a share nor have voting rights.

(c) Enrolment of members – intending members of this Association shall upon application for membership supply such particulars (if any) as the Council shall from time to time require. Application for membership shall be taken as irrefutable proof of assent to be bound by the Rules and Regulations for the time being of this Association as interpreted by the Council whose directions therein shall be final and binding on members of this Association.

(d) The Council may at its absolute discretion and without giving reasons decline to admit any person to membership of this Association whether or not such person has paid a subscription or membership fee.

(e) Honorary membership may be granted to such person as this Association in General Meeting may decide it wishes to honour.

(f) The Council may at its discretion require subscriptions to be paid by members, and if subscriptions are required

(i) the rate of subscription and membership fees payable by different categories of members shall be in accordance with the Scales prescribed from time to time by the Council;

(ii) a member whose subscription is in arrears for three months shall automatically cease to be a member but the Council may at its absolute discretion re-admit such a person to membership upon payment by that person of the outstanding subscription.

(g) Membership of this Association shall be evidenced by a membership card which shall be issued to each member.

(h) If a member shall infringe any rules, or regulations of this Association or shall conduct himself in a manner which is or is likely to be, in the opinion of the Council, injurious to the character or inconsistent with the objects and well-being of this Association or its individual members or the good name of the sport, the law and the lore of the countryside, the Council may take such disciplinary action (including expulsion) as it considers appropriate in accordance with the disciplinary procedures laid down and published from time to time by the Council for this purpose. A member so disciplined shall have a right of appeal against the decision of the Council by giving written notice to the Chief Executive within ten days of the receipt of the written notice of the disciplinary action taken against the member. Thereupon a meeting of Council (or any Disciplinary Appeals Committee appointed thereby) shall be convened within two months and of which the member in question shall be given notice. At such meeting the member shall be permitted to make representation or to offer an explanation of his conduct and to answer such complaints as may have been made against him. The decision of the Council (or any Disciplinary Appeals Committee appointed thereby) shall be final and binding upon the member. The Disciplinary Appeals Committee shall consist of a minimum of three members of the Association who shall not be officers of the Association, members of staff or members of the Council at the time of the original disciplinary action, nor be so at the time of the meeting of the Committee and the Chairman shall be a Vice-President of the Association.

(i) (i) all disputes between an Officer and the parties recited in Section 137(2)(a) to (d) of the Co-operative and Community Benefit Societies Act 2014 shall unless the Council decide to refer the matter to a General Meeting be settled by the Council (or any disciplinary committee appointed thereby) alone whose decision shall be final and binding;

(ii) all disputes (other than as provided for at 3(h) above) between the Association and the parties recited in Section 137(2)(a) to (d) of the Co-operative and Community Benefit Societies Act 2014 shall be decided either by the membership in General Meeting following a requisition satisfying the conditions mentioned in Rule 7(b) or by such one of the past or present Honorary Vice-Presidents of this Association as the parties agree.

(j) A member shall cease to be a member on his death, resignation, non-payment of subscriptions under Rule 3(f)(ii) or expulsion under rule 3(h)

(k) A member shall on ceasing to be a member of this Association for whatever cause forfeit his share and the sum paid up thereon, together with all rights to claims upon this Association, its Officers, employees and property and shall no longer have the right to wear or display any badge or motif that signifies membership of this Association.**4.**

OFFICERS

(a) The officers of this Association shall consist of:
   (i) a Patron who shall hold office at the pleasure of the Council or until his resignation.
   (ii) a President who shall be elected at an Annual General Meeting and shall hold office for five years. A retiring President shall be eligible for re-election for further terms of three years.
   (iii) a Chairman, who shall, when necessary, be elected by the Council from their number. The Chairman shall be elected for an initial four-year term and may be re-elected for a second term of four years and a third term of two years. Following completion of his third term his re-election is subject to Rule 4(b).
   (iv) a Vice-Chairman and a Chairman of the Executive and Finance Committee who shall, when necessary, be elected by the Council from their number. The Vice-Chairman and the Chairman of the Executive and Finance Committee shall be elected for an initial term of three years and may be re-elected for a second term of three years and a third term of two years. Following completion of his third term his re-election is subject to Rule 4(b).
   (v) a Chief Executive who shall be appointed by the Council for such term at such remuneration and upon such other conditions as the Council shall think fit. The Chief Executive so appointed may be removed by the Council.
   (vi) three solicitors, for England and Wales, Scotland and Northern Ireland respectively, who shall be appointed and removed by the Council.

(b) Upon completion of three terms of office the Chairman, Vice-Chairman and Chairman of the Executive and Finance Committee shall not be eligible to stand for office again until he or she has been re-elected to Council pursuant to Rule 5(a), (iii). For the avoidance of doubt, “three terms of office” means any three consecutive terms of office to which a Council member is elected by Council to serve in any of the following offices: Chairman, Vice-Chairman or Chairman of the Executive and Finance Committee.

(c) The Chairman, Vice-Chairman and Chairman of The Executive and Finance Committee may be removed from holding these positions of office by a simple majority of all Council members entitled to vote.

(d) Council members must serve at least one year on Council before being eligible for election as Chairman, Vice-Chairman or Chairman of the Executive and Finance Committee.

(e) The Council has the power to fill a casual vacancy in the office of Chairman, Vice-Chairman, Chairman of the Executive and Finance Committee.

(f) The Council may from time to time appoint such Honorary Officers as it shall deem necessary. Any Honorary officer so appointed may be removed by the Council.

(g) All Officers and Honorary Officers shall be members of this Association.

(h) The Council shall appoint a person for the purposes of the Acts who shall be designated the Secretary of this Association. That person shall not be an Officer of the Association.

5. COUNCIL

(a) The affairs of this Association shall be managed by a council (“the Council”) which shall unless and until otherwise determined by this Association in General Meeting consist of:
   (i) ex-officio members – the President, the Chief Executive and such other Officers and members of staff as the Council may from time to time decide provided that any member of staff shall not be entitled to vote;
   (ii) elected members – not more than nineteen and not less than ten elected members. At each Annual General Meeting of this Association those elected members of the Council who have completed five years’ service, shall retire from office with effect from the close of the Meeting but a member so retiring shall be eligible for immediate re-election to the Council for a further term of five years, unless he or she has already served two consecutive terms of office, whatever their duration. An elected member of Council who has served two consecutive terms as a Council Member shall not be eligible for re-election to Council until the Annual General Meeting nearest the fifth anniversary of the end of the second consecutive term. For the purposes of this Rule 5(a)(ii):
   (aa) a term of office that starts before the fifth AGM after the end of the Council member’s previous term of office shall be regarded consecutive upon the previous term of office.
   (bb) if the Council member’s term has been extended pursuant to Rule 5(a)(iii), the period during which he is ineligible for re-election to Council starts on the date on which his term of office as the Chairman, Vice Chairman or Chairman of Executive and Finance Committee expires (the “Expiry Date”) (unless he is re-elected in accordance with rule 5(a)(iii)) and ends on the date of the Annual General Meeting nearest the fifth anniversary of the Expiry Date; and.
   (cc) if a Council member’s first term as Council member has been extended pursuant to Rule 5(a)(iii) then this extended term shall count as one term for the purposes of this Rule 5(a)(ii). He shall therefore be eligible for re-election to Council for a second term as a Council member, save that if his first term as Council member has been extended so that in total he has served ten years or more as a Council member, he shall not be eligible for re-election to Council until his period of ineligibility has ended in accordance with this Rule 5(a)(ii)(bb).

(iii) An elected member of Council who at the time of completion of his term as a Council member is serving as Chairman, Vice-Chairman or Chairman of the Executive and Finance Committee shall have his term as a Council member extended to allow him to complete up to a total of three terms of office, if elected as such by Council. In such a case, he shall retire as an elected member of Council with effect from the Expiry Date. If he continues to be eligible for re-election to Council pursuant to Rule 5(a)(ii), he shall be able to stand for immediate re-election to the Council. (b) The Council may exercise all powers of this Association save such as by these rules are required to be exercised by this Association in General Meeting. No resolution passed by this Association in General Meeting shall invalidate any prior act of the Council which would otherwise have been valid.

(c) The Council shall have absolute discretion in administering, expending and applying or in directing the administration expenditure and application of the funds of this Association for the protection and advancement of the interests of this Association and its members and in a carrying out and furthering the objects of this Association. Without prejudice to the generality of the foregoing the Council shall have power in the name of this Association or that of a nominee to:
   (i) invest or lay out the funds of this Association in the acquisition by purchase or otherwise or upon security of such stocks, funds, shares, securities or other investments or such property of whatever nature and wherever situated as the Council shall in its absolute discretion think fit to the intent that the Council shall have the same full and unrestricted power of investing this Association's funds and transposing investments as if it were an absolute owner beneficially entitled; and
   (ii) delegate upon such terms with such remuneration as the Council shall in its absolute discretion think fit to professional investment managers the exercise of this power of investment.

(d) The Council may co-opt as additional members persons who in the opinion of the Council will contribute to the well-being of this Association. Save that he shall not vote, the co-opted member shall have the same rights and duties as an elected member and may serve until the commencement of the first meeting of the Council after the Annual General Meeting next following his co-option. Such co-opted members may be removed by Council.

(e) The Council may delegate its authority to committees to the extent set out in this Rule:
   (i) the Council may delegate any of its powers to an Executive and Finance Committee consisting of such members of this Association as the Council shall from time-to-time think fit. The members of the Executive and Finance Committee shall include at least two members of Council, one of whom shall be appointed Chairman by the Council in accordance with rule 4(a)(iii). Additional members need not be members of the Council but shall be members of this Association.(ii) the Council may appoint Advisory Committees to operate for such periods and with such powers as the Council shall from time to time think fit. The members of Advisory Committees shall include two members of Council, one of whom shall be appointed Chairman by the Council, additional members need not be members of the Council;
   (iii) the Chairmen of Advisory Committees shall be appointed by the Council from its members and shall hold office for such period as the Council shall from time to time think fit;
   (iv) the Executive and Finance Committee and Advisory Committees shall meet and adjourn as they think fit; Such Committees shall exercise their powers in accordance with regulations laid down by the Council from time to time. Meetings and proceedings shall otherwise be governed by the provisions in these Rules for regulating the meetings and proceedings of meetings of the Council; and
   (v) the Chairman of this Association and the Chief Executive shall be ex-officio members of all Committees, with the exception of the Disciplinary Appeals Committee.

(f) All Honorary Officers and elected members of the Council shall be entitled to reimbursement of their reasonable expenses properly incurred whilst in the course of their duties. The Chairman, Vice-Chairman and Chairman of the Executive and Finance Committee of BASC may be paid an honorarium as determined from time to time by the Council. All other Honorary, elected and co-opted members of Council and Executive and Finance Committee may be paid an allowance for their attendance at Council and Executive and Finance Committee meetings. However, payment of all honorariums and allowances are only paid if the Honorary, elected and co-opted members of Council and Executive and Finance Committee meet the conditions and duties of office as determined by Council.

(g) Nominations for election at the Annual General Meeting of a President (if appropriate) and for election to the Council (pursuant to Rule 5(a)(ii)) shall be signed by a proposer and seconder who shall be members of BASC at the time the nomination is made and until the election process is complete. The nomination shall be signed by the nominee (to signify his consent) who shall be a member of BASC at the time the nomination is made and until the election process is complete and forwarded to the Chief Executive by such dates as Council shall determine. Nominees to a country seat and their proposer and seconder must all be resident in that country at the time the nomination is made. No person may be nominated for election pursuant to both Rule 7(i)(i) and Rule 7(i)(ii).

(h) The Council may from time to time fill any vacancy among the Honorary Officers.

(i) In addition to the provisions in these Rules for retirement by rotation an elected member of the Council shall vacate his office in any of the following events:
   (i) if he resigns his office by notice delivered to the Chief Executive;
   (ii) if he becomes bankrupt or compounds with his creditors or becomes of unsound mind and the Council resolves that his office be vacated;
   (iii) if he is voted out of office at a General Meeting of this Association;

(iv) if he ceases to be a member of the Association;
(vi) if he is in breach of the provisions of Rule 6(g) and the Council has resolved by a two-thirds majority of all Council members entitled to attend and vote at the meeting at which the resolution is considered that his office shall be vacated.

(j) The Secretary shall:
(i) keep a register of members;
(ii) file with the FCA on or before 31st March or such other date as allowed by the FCA an annual return in such form and accompanied by such accounting information as the Registrar and the Acts shall from time to time prescribe;
(iii) at the request of any member or other person interested in the funds of this Association provide free of charge a copy of the last filed annual return and accompanying accounting information;
(iv) display a copy of the latest balance sheet of the Association and the Auditor's report thereon in a conspicuous position at its registered office.

(k) A member shall give to the Chief Executive at the registered office at least two weeks' notice in writing of his intention to exercise his rights under Section 103(1) of the Co-operative and Community Benefit Societies Act 2014.

6. MEETINGS OF THE COUNCIL

(a) The Council shall meet a minimum of twice a year and shall be presided over by the Chairman or Vice-Chairman of this Association or in their absence members of the Council present at the meeting shall appoint a Chairman for that meeting from amongst their number. The quorum necessary for the transaction of the business of the Council shall be seven elected members. Questions arising at any meeting shall be determined by a majority of votes. In the case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

(b) The Chief Executive shall summon routine meetings of the Council on such dates and at such places as the Council in meeting shall decide and shall summon other meetings upon receipt of a request signed by the Chairman or by seven or more members of the Council stating the nature of the business to be transacted.

(c) A meeting of the Council may be held either in person or by suitable electronic means agreed by the Council in which all participants may communicate with all the other participants.

(d) Notice of all meetings of the Council shall be given to each member of the Council either orally or in writing to his last known address provided that it shall not be necessary to give notice to a member who is absent from the United Kingdom. Notice of a meeting of the Council shall be given at least fourteen days before the meeting provided that if not less than seventy five percent of the Council so agree in writing this requirement shall be waived. Such notice shall state the business to be transacted at the meeting. Any business not so stated shall only be taken at the meeting with the consent of the Chairman of the meeting.

(e) All acts done by any meeting of the Council or any committee derived therefrom or by any person acting as a member of the Council or such committee shall notwithstanding that it be afterwards discovered there was a defect in the appointment of any member of the Council or such committee or that any of them was disqualified be valid as if every such person had been duly appointed and qualified to be a member of the Council or such committee as appropriate.

(f) A Council member or a member of any committee shall declare an interest in any contract or matter in which he or she (or any person connected to such member) has a personal material or financial interest, whether directly or indirectly, and shall not vote in respect of such contract or matter. For the purposes of this paragraph (f) a person connected to a Council member or member of any committee shall include:
(i) a child, parent, grandchild, grandparent, brother or sister of such member;
(ii) the spouse or civil partner of such as member or of anyone falling within (i) above
(iii) a person carrying on business in partnership with such a member or with any person falling with (i) or (ii) above
(iv) an institution which is controlled by such a member or by any person falling within (i), (ii) or (iii) above or which is controlled by any two or more such persons when taken together;
(v) a body corporate in which such a member or any person falling within (i), (ii) or (iii) above has (or in which two or more such persons, taken together, have) more than one-fifth of the voting rights.

(g) A Council member shall abide by standards of conduct set out in published rules of governance, operation and procedure decided from time to time by the Council for the time being.

7. ASSOCIATION MEETINGS

(a) Annual General Meeting – the Annual General Meeting of this Association shall be held between 15th May and 15th July in each year at such time and place as the Council shall determine.

(b) Special General Meeting – The Chief Executive shall upon the signed requisition of the Council or of not less than one percent of the members of this Association for the time being entitled to vote at General Meetings convene a special General Meeting of this Association for such time and place as the Council shall determine being not more than fifty-six days from the date of the receipt by the Chief Executive of the requisition. Every such requisition shall state the purposes of the meeting.

(c) Notices – Not less than twenty-eight days' written notice shall be given of an Annual General Meeting and not less than twenty-one days' notice shall be given of a Special General Meeting. Any notice to which a member of this Association may be entitled under these Rules shall be sufficiently given if sent through the

post to a member's last known address, or either emailed to an email address provided by a member or sent by electronic means to a mobile telephone number provided by a member, and shall be deemed to have been given on the day of posting or sending of the email or electronic message. The notice shall specify the date, place and time of the General Meeting and in the case of a Special General Meeting the general nature of the business to be transacted at the meeting. Notice of a General Meeting shall be given to such members of this Association as are then entitled to vote at a General Meeting. Accidental omission to give notice of the meeting to or non-receipt of a notice by any member entitled to receive one shall not invalidate the proceedings of the meeting.

(d) All members of this Association shall be entitled to attend and vote at a General Meeting of this Association with the exception of supporters who may attend and speak but may not vote.

(e) The business to be transacted at an Annual General Meeting shall include the following:
   (i) address by the President;
   (ii) receipt of the Council's report of the general condition and progress of this Association and the adoption thereof;
   (iii) presentation and adoption of the audited accounts of this Association at and for the year ending 31st December last;
   (iv) election of Vice-Presidents and Honorary members (if any);
   (v) appointment of the Auditor for the ensuing year pursuant to Rule 10;
   (vi) resolutions brought forward in accordance with these Rules;
   (vii) such other business as the Council may determine but the general nature of such business must be indicated in the notice convening the Annual General Meeting.

(f) The business to be transacted at a Special General Meeting shall be strictly limited to the purposes set out in the requisition requiring the convening of the meeting.

(g) No business shall be transacted at a General Meeting of this Association unless a quorum of members is present. The quorum shall be twenty members of this Association present and entitled to vote.

(h) The elected members of Council (referred to in Rule 5(a)(ii)) shall be chosen by ballot. Such a ballot may occur by post (with ballot papers accompanying the notice of meeting at which the election of Council Members forms part of the business to be transacted) or electronically by online voting. Council shall make all appropriate arrangements for conducting the ballot (including the form of ballot paper to be used, if relevant, and the appointment of scrutineers). Council may direct that completed ballot papers be lodged at the offices of the Scrutineer of this Association for the time being or electronic votes be cast no later than seventy-two hours before the time appointed for the meeting. The results of the ballot shall be announced by the Scrutineer at the meeting.

(i) Regarding the election of Council members by members resident in different areas of the United Kingdom:
   (i) subject to Rule 7(i)(iii), the members of this Association resident in each of England, Scotland, Wales and Northern Ireland respectively that are entitled to attend and vote at an Annual General Meeting shall be entitled to elect one of their number to be a member of Council. In the event only one person is nominated to a vacant country seat no ballot shall be required and the person so nominated shall be offered for election at the Annual General Meeting. If no nominations are received the seat shall remain vacant until the next following Annual General Meeting.
   (ii) the other elected members of Council shall be elected by all of the members of this Association entitled to attend and vote at the Annual General Meeting. In the event that the number of nominations for election to Council does not exceed the number of vacancies (disregarding vacant country seats) a ballot shall not be required and those so nominated shall be offered for election at the Annual General Meeting.
   (iii) Council may determine as it thinks fit the residency of members of this Association holding more than one membership.

(j) Except as provided in these rules no resolution may stand on the agenda of a General Meeting of this Association except in the name of the Council, signed by the Chairman of Council, or in the names of a proposer and seconder, signed by them, who must be members of this Association entitled to vote at that General Meeting. Resolutions intended to appear on the agenda of an Annual General Meeting must be sent to the Chief Executive by the date fixed by the Council. A resolution put to the vote of a General Meeting shall be decided by a show of hands of the members present and entitled to vote. Proxy or block votes shall not be allowed but any corporation firm or other body which is a member of this Association may by resolution of its directors or other governing body authorise one of its members or employees to act as its representative and vote at any General Meeting of this Association provided that such authorisation shall be delivered in writing to the Chief Executive before the General Meeting. Subject to Rule 7(d) above each member of this Association shall have one vote and to be passed a resolution shall require a simple majority of the votes cast.

(k) At every General Meeting of this Association the President, Chairman or Vice-Chairman shall (in that order) if present act as Chairman of the meeting. In case of equality of votes at a General Meeting the Chairman of the meeting shall have a second or casting vote. The Chairman of a General Meeting of this Association may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from 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. When a meeting is adjourned for thirty days or more the notice of the adjourned meeting shall be

given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. The Chairman at every General Meeting of this Association shall, subject to these rules, have an absolute and final discretion as to the conduct of the business and as to the validity of votes cast at the meeting and in particular may at the commencement of or at any time during the meeting decide the order of proceedings and impose a limit on the length of time for which any member of this Association shall be permitted to speak and on the maximum number of speakers permitted to speak to any resolution. The Council shall cause minutes of all General Meetings of this Association to be taken and entered in books to be kept for the purpose. Minutes of a General Meeting signed by the Chairman of the meeting shall be irrefutably presumed to be correct.

(l) Council shall have the authority but without prejudice to the procedures for the resolution of disputes set out in Rule 3 to refuse to accept any resolution for inclusion on any order paper for decision at a General Meeting if any such resolution in the opinion of the Council seeks to re-open business which has been decided at a General Meeting held in the preceding two and a half years (30 months).

8. AMENDMENT OF RULES

These rules apart from Rule 12 may be amended only by resolution of this Association in General Meeting. Rule 12 may be amended only by a resolution supported by no less than three/fourths of the members of this Association. No amendment of these Rules is valid until registered with the FCA in accordance with the section 16(1) of the Co-operative and Community Benefit Societies Act 2014

9. FINANCIAL STATEMENTS

The financial statements of this Association shall be prepared in accordance with the provisions of the Co-operative and Community Benefit Societies Act 2014 and shall be audited by the Auditor of this Association and shall be presented at the Annual General Meeting of this Association in each year.

10. AUDITOR

(a) The Association shall in each year of account appoint one or more qualified auditors who fulfil the requirements of section 91 of the Co-operative and Community Benefit Societies Act 2014 to audit its financial statements for that year.

(b) Save as provided in paragraph (c) of this Rule every appointment of an auditor shall be made by resolution of a General Meeting of the Association.

(c) The first appointment of an auditor shall be made within three months of the registration of the Association and shall be made by the Council if no General Meeting of the Association is held within that time. The Council may appoint an auditor to fill any casual vacancy occurring between General Meetings of the Association.

(d) An auditor appointed to audit the financial statements of the Association for the preceding year of account (whether by a General Meeting or by the Council) shall be re-appointed as auditor of the Association for the current year of account (whether or not any resolution expressly re-appointing him as been passed) unless:

(i) a resolution has been passed at a General Meeting of the Association appointing somebody instead of him or providing expressly that he shall not be re-appointed; or

(ii) he has given to the Association notice in writing of his unwillingness to be re-appointed; or

(iii) he is ineligible for the appointment as auditor of the Association for the current year of account; or

(iv) he has ceased to act as auditor of the Association by reason of incapacity.

Provided that a retiring auditor shall not be automatically reappointed by virtue of this Rule if notice of an intended resolution to appoint another person in his place has been given in accordance with paragraph (e) of this rule and the resolution cannot be proceeded with because of the death, incapacity or ineligibility of that other person.

(e) A resolution at a General Meeting of the Association (i) appointing another person as auditor in place of a retiring auditor or (ii) providing expressly that the retiring auditor shall not be re-appointed shall not be effective unless notice of the intention to move it has been given by its proposer and seconder to the Chief Executive not less than 28 days before the meeting at which it is moved. On receipt of notice of the intention to move any such resolution, the Association shall give notice of the resolution to the members and to the retiring auditor in accordance with Section 94 of the Co-operative and Community Benefit Societies Act 2014 and shall give notice to the members in accordance with that section of any representation made or intended to be made by the retiring auditor. Where it proves impracticable for notice of such a resolution to be included in the written notice of the General Meeting at which it is intended the resolution is to be moved, notice may be given to the members by advertisement in such national newspapers as the Council has named in the written notice of the General Meeting.

(f) Neither of the following persons shall be appointed as auditor of the Association:

(i) an Officer or servant of the Association;

(ii) a person who is a partner of or in the employment of or who employs an officer or servant of the Association.

(g) The Auditor shall as part of his audit and in accordance with Section 87 of the Co-operative and Community Benefit Societies Act 2014, make a report to the Association on the accounts examined by him and on the revenue account or financial statements of the Association for the year of account in respect of which he is appointed.

(h) The auditor shall have a right of access at all times to the books, deeds and accounts of the Association and to all other documents relating to its affairs and shall be entitled to require from the Officers of the Association such information and explanations as he thinks necessary for the performance of the duties of auditor.

11. APPLICATION OF FUNDS

Except on winding-up of this Association no profits, assets or funds of this Association shall be distributed among the members.

12. WINDING UP

This Association may only be wound up or dissolved in a manner provided by the Acts. In the event of this Association being dissolved and ceasing to exist, the assets shall be realised and after the payment of all debts and expenses the balance of the monies realised (if any) shall be distributed towards such exclusively charitable purposes as shall be resolved by the members in General Meeting.

13. REGISTERED OFFICE

The registered office of this Association is at Marford Mill Rossett Wrexham LL12 0HL. Notice of any change in the situation of the registered office shall be sent by the Chief Executive within 14 days thereafter to the FCA in manner and form provided by the Treasury regulations.

14. THE SEAL

This Association shall have its name engraved in legible characters on a seal which shall be kept in such custody as the Council may from time to time direct. The seal shall only be used under the authority of a duly recorded resolution of the Council and shall be attested by the signatures of the Chief Executive and the Secretary for the time being.

15. INTERPRETATION

In these Rules unless the context otherwise requires:

(i) Words importing the singular shall also import the plural and vice versa.
(ii) Words importing the masculine gender shall also import the feminine and vice versa.
(iii) The residency of a member shall be determined by reference to their address in the register of members.
(iv) “Country seat” means the position occupied on the Council by a person elected pursuant to Rule 7(i)(i).
(v) "electronic means" has the meaning given to it in section 148 of the Co-operative and Community Benefit Societies Act 2014.
(vi) "FCA" means the Financial Conduct Authority (or its successor or replacement body acting as the registering authority for societies under the Acts).
(vii) "financial statements" includes the accounts and balance sheet.
(viii) "in writing" refers to a legible document on paper including a fax message or in electronic form, such as but not limited to email.
(ix) "person" shall be deemed to mean an individual, firm, company or an unincorporated association.
(x) “The Acts” shall mean the Co-operative and Community Benefit Societies Act 2014, the Industrial and Provident Societies Act 1965, the Friendly and Industrial and Provident Societies Act 1968, and any amendment, modification or re-enactment thereto.

Revised May 2024