



**Southdown Sheep Society Council meeting
Wednesday 27th May 2020 at 1600h
Held via conference call**

Minutes

Those present:

Sid Cook	(SC)	
Duncan Crundwell	(DC)	
Lindsay Dane	(LD)	
Patrick Goldsworthy MBE	(PG)	
Edward Harmer	(EH)	
Justin Harmer	(JH)	
Jonathan Long	(JL)	Chairman
Tim Morris	(TM)	
Les Newman	(LN)	
Miriam Parker	(MP)	
Michael Sprake	(MS)	President
Neil Stainthorpe	(NS)	Hon. Treasurer
Howard Wood	(HW)	Vice Chairman
Gail Sprake	(GS)	Secretary

<u>Agenda Item</u>	<u>Action by</u>	<u>Due by</u>
<p>1. Welcome The Chairman welcomed all to the conference call meeting.</p> <p>Apologies: received from Paul Humphrey and Stephen Humphrey on May 28th.</p>		
<p>2. Following a small number of corrections, the adoption of the Minutes of Council meeting on 29th April 2020 was proposed by LN, seconded by NS. All in favour. The adoption of the Minutes of Council meeting on 6th May 2020 was proposed by MS, seconded by HW. 11 in favour, 1 abstention. The adoption of the Minutes of Council meeting on 11th May 2020 was proposed by DC, seconded by LN. 11 in favour, 1 abstention.</p>		

<p>3. Matters arising, not covered elsewhere There were no matters arising.</p>		
<p>4. New members were noted and approved: Patrick & Amanda Rolfe, Mr L Tovey, Fleur Morfoot, William Dearing, Rebecca Henderson.</p>		
<p>5. Remote voting procedure The proposal for the management of the remote decision making process between Council meetings was considered. Following discussion relating to the issue of non-response, the procedure below was proposed by JL, seconded by HW, and passed by a majority vote.</p> <ul style="list-style-type: none"> • <i>Where a decision requires the agreement of the Council, the officers will ask the secretary to circulate an email to all Council members (unless a Council member has declared a clear conflict of interest in the matter being discussed), outlining the matter being decided upon and the proposed course of action.</i> • <i>Council members will be given five working days from the date and time the email is sent to respond to the email outlining their agreement or disagreement to the proposal. A non-response will be noted as an abstention to the proposal.</i> • <i>All responses should be made by email and sent to the secretary who will collate the votes and inform the officers and Council of the result. The usual rules of a majority vote will apply.</i> • <i>Any Council member who wishes to propose an alternative course of action or form of words for the proposal should make such a proposal within 48 hours of the original email being sent, having already sought a seconder for their proposal.</i> • <i>Where an alternative proposal is made and duly seconded then the officers will ask the secretary to circulate this to all of Council with a request that they indicate their agreement or disagreement with either proposal by the end of the original five working day timeline.</i> • <i>In any instance where there is a split vote then as per the Society's Articles of Association the chairman shall have a casting vote.</i> • <i>A record of all decisions made by this method will be kept by the Society in accordance with the Society's Articles of Association.</i> 		
<p>6. Update on Communications member survey Vice Chairman HW provided an update: the survey, in two parts, is to be circulated via Survey Monkey on May 29th. Part One entitled "About you and</p>		May 29

<p>your flock”, Part Two “About the Society”. Closing date for receipt of responses is July 31st, and there is a prize draw to win a ‘Southdown Goody Bag’. All members with no email contact to receive a printed copy. HW thanked PG for his input and assistance.</p>		
<p>7. Update on Society sales The Chairman provided an update regarding Society sales: Worcester format may change to comply with current Covid-19 restrictions, but auctioneer Clive Roads remains hopeful that a sale may take place. The organisers of the Melton Mowbray sale are surveying vendors/buyers preferences and we await an update. An eNewsletter to be circulated to members in early June with current update. Society to maintain a ‘business as usual’ approach.</p>		<p>Early June</p>
<p>8. Marketing via the Society website PG presented a paper with proposals to enhance use of Society website and eNewsletters to promote the sale of stock. Following discussion, the proposal was put forward by PG, seconded by JL, and agreed unanimously:</p> <p>The current £10 advert to be enhanced and members may now submit one photograph to accompany their advert.</p> <p>The £10 advert now extends to 475 characters of text, including spaces, and may include any relevant information.</p> <p>Additional lines of text (no more than 125 characters including spaces) may be purchased for £3/line and additional photographs can be added for £3/photograph.</p> <p>The Society reserves the right to modify and/or reject adverts which do not meet the criteria outlined above.</p> <p>Where breeders wish, they may also submit a private catalogue of their animals for sale in pdf format to be included with their advert at a cost of £25. All catalogues must include wording which indemnifies the Society.</p> <p>Details to be included in forthcoming eNewsletter</p> <p>Three further suggestions: facility to purchase advertising space in regular paper newsletters; annual ‘stock for sale’ eNewsletter; monthly Facebook update re stock for sale to be piloted with a view to review in January/February 2021</p>		<p>Early June</p> <p>Jan/Feb 2021</p>

9. Update from Governance Task & Finish Group – review of the Articles of Association

The current Articles of Association, with notes and comments from Council members, were previously circulated, together with the Charity Commission's Model Articles.

Preliminary discussion focused on the need to seek legal advice regarding proposed changes, and whether the Articles should be translated in to plain English. Following debate, and with reference to the paper circulated by PG, it was accepted that no legal advice would currently be sought, not least since much of the update utilises the wording from the Charity Commission guidance, and the Charity Commission would be scrutinising the proposed amendments in due course. On a vote, as to whether it would be advisable to proceed more slowly with the Articles update, 10 in favour of progressing as planned, 1 not in favour of progressing, 3 abstentions.

LD thanked the secretary for the work involved in compiling the Articles to embrace all suggested amendments.

Each proposed amendment was considered individually, and in turn:

8. Council Members' authority

(1) Subject to the articles, the Council Members are responsible for the management of the Society's business, for which purpose they may exercise all the powers of the Society.

(2) Without prejudice to the foregoing provision of this article, the Council shall be entrusted with and perform the following powers and duties:

(a) to admit and register members of the Society ~~including the power to refuse membership to any applicant regarded by the Council as not being a fit and proper person;~~

(i) The directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.

(ii) The directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

(iii) The directors must consider any written representations the applicant may make about the decision. The directors' decision following any written representations must be notified to the applicant in writing but shall be final.

(b) to receive contributions, gifts or subscriptions yearly or otherwise from persons wishing to aid the objects of the Society but without admitting such persons as members;

(c) to fix the amount and frequency of any subscriptions payable by members and to make, amend and revoke from time to time bye-laws, rules and regulations to be observed by members for the government and work of the Society, and for shows held by or in connection therewith;

(d) to impose such reasonable fines or penalties (including **expulsion of the member from membership of the Society**, suspension of the right to vote or any other of the rights or privileges generally conferred on members) for breach of the articles or any bye-laws, rules or regulations made by the Council pursuant to the articles as they think proper, provided that no fine or ~~penalty~~ shall exceed the sum of £20,000;

(e) to make such regulations as to the entry and registration of sheep in the flock book as they think proper;

(f) to establish and support regional groups to run local social and instructional events with a view to promoting the Society's objects; and

(g) to dispose of the funds of the Society for the promotion of the Society's objects, and to pay the costs, charges and expenses incidental to the promotion and operation of the Society.

(3) Each Council Member shall be a director of the Society for the purposes of the Companies Act 2006 and otherwise, and accordingly each Council Member shall be subject to all the duties imposed upon directors pursuant to the Companies Act 2006.

(4) Each Council member shall be a Charity trustee of the Society and must abide by the law relating to Charity functions and take account of guidance issued by the Charity Commission.

IT WAS AGREED UNANIMOUSLY TO REPLACE TEXT WITH CHARITY COMMISSION MODEL ARTICLES 10.3

19. Conflicts of interest

~~19.—(1) The Council may (subject to such terms and conditions, if any, as the Council may think fit to impose from time to time, and subject always to its right to vary or terminate such authorisation) authorise, to the fullest extent permitted by law any matter which would otherwise result in a Council Member infringing his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Society and which may reasonably be regarded as likely to give rise to a conflict of interest (including a conflict of interest and duty or conflict of duties).~~

~~(2) The authorisation is only effective if:~~

~~(a) any requirement as to the quorum at the meeting at which the matter is considered is met without counting the Council Member in question or any other interested Council Member; and~~

~~(b) the matter was agreed to without their voting or would have been agreed to if their votes had not been counted.~~

~~(3) Unless the Council otherwise directs, a Council Member may vote at a meeting of the Council or of a committee of the Council on any resolution concerning a matter in relation to which he has an interest, if the Council has authorised the conflict or possible conflict to which that interest gives, or may give, rise.~~

~~(4) The foregoing provisions of this article shall not apply to a conflict of interest which arises in relation to an existing or proposed transaction or arrangement with the Society, to which the following provisions shall apply.~~

~~(5) Any Council Member may be interested in an existing or proposed transaction or arrangement with the Society provided that he complies with his obligation to declare any such interest in accordance with the Companies Act 2006. Having duly declared any such interest or duty, a Council Member may vote at a meeting of the Council or of a committee of the Council on any resolution concerning a matter in which he has an interest, which relates to a transaction or arrangement with the Company, or in relation to which he has a duty~~

Declaration of directors' interests

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

Conflicts of interests and conflicts of loyalties

(1) If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:

(a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

(b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and

(c) the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.

(2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

IT WAS AGREED UNANIMOUSLY TO REPLACE TEXT WITH CHARITY COMMISSION MODEL ARTICLES PARAGRAPH 8 AND PARAGRAPH 9

22. Appointment of Council Members

(1) The Council shall consist of such number of Council Members as the Council shall decide from time to time provided that such number shall be not less than twelve nor more than eighteen.

(2) Any member who has been a member for two consecutive years and is aged eighteen years or over shall be eligible for election as a Council Member irrespective of his or her age and no Council Member shall be required to vacate his or her office by reason of attaining the age of 70 or any other age.

Three options were considered: two consecutive years, three consecutive years, and five consecutive years

On a vote:

two consecutive years, proposed by EH – nine votes

three consecutive years, proposed by MP – five votes

five consecutive years, proposed by DC - not considered

Any Council member who has served for four consecutive terms shall be required to vacate his or her office and shall not be eligible for election until one further year has passed.

Three options were considered: two consecutive terms, three consecutive terms, and four consecutive terms

On a vote:

two consecutive terms, proposed by JH – one vote

three consecutive terms, proposed by MP – five votes

four consecutive terms, proposed by NS – eight votes

(3) The following shall be ex officio members of the Council, if not elected Council Members: the President, the President-Elect, and the Honorary Treasurer. The President, President Elect and Honorary Treasurer shall be appointed by the Council at a meeting prior to the annual general meeting in each year and they shall hold office from the conclusion of that annual general meeting until the conclusion of the next annual general meeting when they shall retire, but shall then be eligible for re-appointment. No Vice President shall be a member of the Council unless elected as a Council Member.

(4) The Chairman and Vice-Chairman shall be nominated by the Council at their meeting immediately following the annual general meeting in each every other year and they shall hold office until the first Council meeting following the next but one annual general meeting when they shall retire, but shall then be eligible for re-appointment. On completing three consecutive terms in office the Chairman and Vice-Chairman will not be eligible for re-appointment until two further years have passed.

Three options were considered: two consecutive terms, three consecutive terms, and four consecutive terms

On a vote:

two consecutive terms – three votes

three consecutive terms – ten votes

one abstention

(5) At each annual general meeting one third of the elected members of the Council, or, if their number is not a multiple of three, the number nearest to, but not exceeding one third shall retire from office and be eligible for re-election. The one third, or other nearest number to retire, shall be those who have been longest in office. As between two or more Council Members who

have been in office an equal length of time, the Council Member or members to retire shall, in the absence of agreement between them, be determined by ballot of the members on such terms and subject to such rules as the Council shall decide, acting reasonably and fairly as between each candidate. The length of time a member has been in office shall be computed from his most recent election or appointment. A retiring member shall be eligible for re-election and shall act as a Council Member throughout the meeting at which he retires.

(6) At each annual general meeting, the members present shall elect by ballot such number of Council Members as may be required to replace the elected Council Members who are retiring at such annual general meeting. Alternatively the Council may determine that the election of Council Members shall be determined by postal ballot of the members, on such terms and subject to such rules as the Council shall decide, acting reasonably and fairly as between each candidate.

The Council may require proxy notices and postal votes to be delivered in a particular form, and may specify different forms for different purposes.

IT WAS AGREED UNANIMOUSLY, PROPOSED BY NS, TO INCLUDE FINAL SENTENCE ABOVE (22.6) FROM CHARITY COMMISSION MODEL ARTICLES, IN ORDER TO DEFINE MORE PRECISELY THE ARRANGEMENTS FOR PROXY VOTING AND POSTAL BALLOTS.

23. Termination of Council Member's appointment

A person ceases to be a Council Member as soon as—

- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (b) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have; or
- (c) notification is received by the Society from the Council Member that the Council Member is resigning from office, and such resignation has taken effect in accordance with its terms.

(d) on completion of the disciplinary procedure if the Council decision is the individual's expulsion from membership of Council.

IT WAS AGREED UNANIMOUSLY, PROPOSED BY TM and MP, TO INCLUDE FINAL SENTENCE ABOVE (23.d).

24. Council Members' remuneration

- (1) Council Members may undertake any services for the Society that the Council decides.
- (2) Save as provided in article 6 and the following provisions of this article 24, Council Members are not entitled to receive remuneration for their services to the Society.

(3) The Secretary from time to time, provided that he or she has not been elected as a Council Member, may be remunerated for their services as Secretary and in respect of his or her duties in relation to the administration of the Society, as the Council may reasonably decide.

EH PROPOSED THAT IT SHOULD BE STATED THAT THE SECRETARY SHOULD NOT BE ELECTED AS A COUNCIL MEMBER. FOLLOWING DISCUSSION, IT WAS AGREED TO LEAVE ORIGINAL STATEMENT (24.3) AS IT CURRENTLY STANDS.

30. Termination of membership

(1) A member may resign his membership of the Society by giving 7 days' notice to the Society in writing.

(2) Membership is not transferable.

(3) A person's membership terminates when that person dies or ceases to exist.

(4) The Council shall have a right (but not an obligation) to exclude from the Society any member who fails to pay any subscription amount or fine which has been overdue for a period of at least twelve calendar months (provided that the member in question has been given a reasonable opportunity to pay such amount) and the member in question shall have no right of appeal the decision of the Council. The Council shall procure that the member in question is promptly notified following a decision to exclude him, upon which the Council may cause the excluded member's name to be removed from the register of members.

Membership is terminated if:

(1) the member dies or, if it is an organisation, ceases to exist;

(2) the member resigns by written notice to the charity unless, after the resignation, there would be less than two members;

(3) any sum due from the member to the charity is not paid in full within six months of it falling due;

(4) the member is removed from membership by a resolution of the directors that it is in the best interests of the charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:

(a) the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed;

(b) the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.

IT WAS AGREED UNANIMOUSLY TO REPLACE TEXT WITH CHARITY COMMISSION MODEL ARTICLES PARAGRAPH 12.

<p>10. 2020 AGM</p> <p>The Chairman provided an update which would be circulated to all members via the eNewsletter. He favoured retaining the advertised AGM on September 19th and proceeding with a virtual AGM using Zoom or Teams if a physical meeting is not possible within the current pandemic restrictions. Newly elected Council members would then be able to join the Autumn Council meeting. He confirmed that the annual fleece competition would be held if the AGM and Field were able to take place physically.</p>		<p>September 19</p>
<p>11. Correspondence</p> <p>Zootech – 3rd Country Listing following EU Exit – confirmation received from Defra that Southdown Sheep Society is included within the request for 3rd Country Listing of Zootech recognised breeding bodies sent to the Commission on February 2th 2020. Further information to be submitted to Defra by June 10th 2020</p>		<p>June 10</p>
<p>12. Any Other Business</p> <p>There was no AOB</p>		
<p>CLOSE</p> <p>The meeting closed at 1819h</p>		

Date of next meeting:

Wednesday October 21st 2020