

**The Companies Acts 1985 and 1989**  
**Company Limited by Guarantee and not having a Share Capital**

**Articles of Association**  
**-of-**  
**The British Alpaca Society**

**Interpretation**

1. In these articles:

“the Society” means the above-named company;

“the Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

“the articles” means these Articles of Association of the Society;

“clear days” in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given, and the day for which it is given or on which it is to take effect;

“executed” includes any mode of execution;

“the memorandum” means the Memorandum of Association of the Society;

“the Board” means the board of directors of the Society;

“the United Kingdom” means Great Britain and Northern Ireland; and

words importing the feminine gender only, shall include the masculine gender and vice versa.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meanings as in the Act.

**Members**

2. (1) The subscribers to the memorandum and such other persons as are admitted to membership in accordance with the rules made under Article 54 shall be members of the Society. No person shall be admitted a member of the Society unless his application for membership is approved by the Board.
- (2) Every person admitted to membership of the Society shall either sign a written consent to become a member or sign the Registry of Members.
- (3) Unless the Board or the Society in general meeting shall make other provision under Article 54, the Board may in its absolute discretion permit any member of the Society to retire, provided that after such retirement the number of members is not less than two.
- (4) The Board shall have the right for good and sufficient reason to terminate or suspend the membership of any member provided that the member concerned shall have a right to be heard before a final decision is made.

## General Meetings

3. The Society shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Society and that of the next: Provided that so long as the Society holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the Board shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
4. The Board may call extraordinary general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Directors to call a meeting, any one Director or any two members of the Society may call an extraordinary general meeting.

## Notice of General Meetings

5. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or for appointing a person as a Director shall be called by at least twenty one days clear notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
  - (1) in the case of an annual general meeting, by all the members entitled to attend and vote; and
  - (2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members.
  - (3) The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
  - (4) The notice shall be given to all the members and to the Directors and (if applicable) the auditors.
6. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## Proceedings at General Meetings

7. No business shall be transacted at any meeting unless a quorum is present. Three (3) persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being up to a maximum of Fifty (50), whichever is greater, shall constitute a quorum.
8. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine.
9. The chairman, if any, of the Board or in his absence some other Director nominated by the Board shall preside as a chairman of the meeting, but if neither the chairman nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chairman and, if there is only one Director present and willing to act, he shall be chairman.
10. If no Director is willing to act as chairman, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
11. The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
12. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
  - (1) by the chairman; or
  - (2) by at least two members having the right to vote at the meeting; or
  - (3) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
13. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
14. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

15. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
16. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
17. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
18. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
19. Subject to the provisions of the Act, a resolution in writing signed by all the members entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if it had been passed at a general meeting of the Society duly convened and held. Any such resolution in writing may consist of 2 or more documents in like form each signed by one or more members.

### Votes of Members

20. Subject to Article 16, every member shall have one vote. All members shall be entitled to vote by proxy on resolutions, or on any ballot, to appoint members of the Board and on all special resolutions.
21. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Society have been paid.
22. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
23. A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Society at its office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

### Board of Directors

24. The number of Directors shall not be less than three and not more than ten.

## Powers of the Board

25. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Society shall be managed by the Board which may exercise all the powers of the Society. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Board by the articles and a meeting of the Board at which a quorum is present may exercise all the powers exercisable by the Board.
26. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Board shall have the following powers, namely:-
  - (1) to expend the funds of the Society in such manner as the Board shall consider most beneficial for the achievement of the objects of the Society and to invest in the name of the Society such part of the funds as the Board may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Society;
  - (2) to enter into contracts on behalf of the Society.

## Election to the Board

27. At every annual general meeting one-third of the Directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but, if there is only one Director who is subject to retirement by rotation, he shall retire.
28. Subject to the provisions of the Act, the Directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
29. If the Society at the meeting at which a Director retires by rotation, does not fill the vacancy the retiring Director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Director is put to the meeting and lost.
30. No person other than a Director retiring by rotation shall be appointed or reappointed a Director at any general meeting unless:
  - (1) not less than twenty-eight nor more than forty-two clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Society of the intention to propose the person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Society's Registry of Directors together with a notice executed by that person of his willingness to be appointed or reappointed.
31. No person may be appointed as a Director:
  - (1) unless he has attained the age of 18 years; or

- (2) in circumstances such that, had he already been a Director, he would have been disqualified from acting under the provisions of Article 36; or
- (3) in circumstances where the appointment of that person would result in more than one member from a sole trader firm, partnership, company or group of companies, serving on the Board at the same time and where their relevant business undertaking is involved with the owning, breeding, rearing of or trading in alpacas; PROVIDED that this restriction does not apply where several members enter into a joint venture business (whether incorporated or not) which is not the principal alpaca business of the members' undertakings."
32. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person in respect of whom notice has been duly given to the Society of the intention to propose him at the meeting for appointment or reappointment as a Director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Society's Registry of Directors.
33. Subject as aforesaid, those to be appointed shall be decided by way of ballot of all members entitled to vote at the meeting. Those persons receiving the greatest number of votes sufficient to fill the number of vacancies, shall (subject to the number of votes against where relevant) at the Annual General Meeting, be declared duly appointed as members of the Board.
34. The Board may appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the articles as the maximum number of Directors. A Director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Directors who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.
35. Subject as aforesaid, a Director who retires at an annual general meeting may, if willing to act, be reappointed.

#### Disqualification and Removal of Directors

36. A Director shall cease to be a member of the Board if:-
- i) he ceases to be a member of the Board by virtue of the provisions of the Acts or he becomes prohibited by law from being a director of any company or of any charitable body; or
    - a) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
    - b) he is, or may be, suffering from a mental disorder and either:-
  - c) he is admitted to hospital in pursuance of an application for admission under the Mental Health (Scotland) Act 1960; or
  - d) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
  - e) he resigns his office by notice to the Society; or

- f) he ceases to be a member of the Society or to be eligible for membership of the Board by virtue of the provisions of these Articles of Association and any decision of the Board pursuant thereto; or
- g) he shall for more than six consecutive months have been absent without permission of the Board from meetings of the Board held during that period and the Board resolves that his membership of the Board be vacated;
- h) he be found to have not declared an interest in accordance with these Articles or Rules made from time to time pursuant to Article 54, and by resolution passed by a majority of two thirds of those present at the meeting discussing the dismissal or suspension, he be dismissed from the Board or suspended from it for a specified period of time.

#### Directors' Expenses and Remuneration

37. The Directors may be paid all reasonable travelling, hotel or other expenses properly incurred by them in connection with their attendance at meetings of the Board or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

#### Directors' Appointments and Interests

38. Subject to the provisions of the Act and to Clause 5 of the memorandum, the Board may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Society. Any such appointment may be made upon such terms as the Board determine. Any appointment of a Director to an executive office shall terminate if he ceases to be a Director. A managing director and a Director holding any other executive office shall not be subject to retirement by rotation.
39. Except to the extent permitted by clause 5 of the memorandum, no Director shall take or hold any interest in property belonging to the Society or receive remuneration from the Society.
40. (1) No director may be interested otherwise than as a director in any contract to which the Society is a party except in relation to contracts set out in Article 40(2). In entering into any such contract (whether on behalf of himself or of any company or organisation of which he is an owner/director/employee or partner) the terms of the contract must be on terms no more favourable than entered into by the Society with any other member, in like circumstance.
- (2) (i) Import screening agreements.  
(ii) All usual arrangements regarding entries on the Registry and for showing alpacas at the Society's shows.  
(iii) Any other form of contract that may be approved by the Society through a change to the rules authorised under Article 54 provided that such contract is then considered to be in the normal course of Society business.

#### Proceedings of the Board

41. Subject to the provisions of the articles, the Board may regulate its proceedings as they think fit. A Director may, and the secretary at the request of a Director shall, call a meeting of the Board. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. Questions arising at a meeting

shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.

42. The quorum for the transaction of the business of the Board may be fixed by the Board but shall not be less than one third of their number or two Directors, whichever is the greater.
43. The Board may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
44. The Board may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the person so appointed shall preside at every meeting of the Board at which he is present. But if there is not a Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chairman of the meeting.
45. The Board may appoint one or more Committees consisting of one or more Directors for the purpose of making any enquiry or supervising or performing any function or duty which in the opinion of the Board would be more conveniently undertaken or carried out by a Committee: provided that all acts and proceedings of any such Committees shall be fully and promptly reported to the Board.
46. All acts done by a meeting of the Board, or of a Committee, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.
47. A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of the Board or of a Committee, shall be as valid and effective as if it had been passed at a meeting of the Board or (as the case may be) a Committee duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Directors.

## Accounts

48. Any bank account in which any part of the assets of the Society is deposited shall be operated by the Board and shall indicate the name of the Society. All cheques and orders for the payment of money from such account shall be signed by at least two Directors.
49. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

## Notices

50. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting to the Directors need not be in writing.
51. The Society may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his Registry address or by leaving it at that address. A member whose Registry address is not within the United Kingdom and who gives to the Society an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Society.
52. A member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
53. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

## Rules

54. The Board may from time to time make such rules or by-laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Society and for the purposes of prescribing classes of and conditions of membership, provided that no rule or by-law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles of the Society, and in particular but without prejudice to the generality of the foregoing, they may by such rules or by laws regulate:
  - (i) the admission and classification of members of the Society (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.
  - (ii) the conduct of members of the Society in relation to one another, and to the Society's servants;
  - (iii) the setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes;
  - (iv) the procedure at general meetings and meetings of the Board and of any Committees in so far as such procedure is not regulated by the articles;

- (v) generally, all such matters as are commonly the subject matter of company rules.

Before any amendment to the rules (whether by addition, alteration or deletion) is to come into effect the Board must give notice to the members of such amendment stating the date when it is proposed to become operative and giving the members fourteen days in which to comment. If at least ten percent of the membership give notice in writing to the Secretary before the end of the fourteen day consultation period, that they are opposed to or object to such amendments and the opposition or objection is not withdrawn by the operative date, then the Board must either withdraw the amendment or forthwith call a General Meeting to consider and if thought fit, adopt, the amendment.

55. The Society in general meeting shall have power to alter, add to or repeal the rules or bye laws and the Board shall adopt such means as they think sufficient to bring to the notice of members of the Society all such rules or bye laws, which shall be binding on all members of the Society. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles of the Society.

### Complaints

56. Any complaint or dispute between members (relating to Society regulated matters) or between the Society and a member (which cannot be resolved between the members or, as appropriate, with an officer of the Society) must be referred to the Board.

### Secretary

57. Subject to the provisions of the Act, the secretary shall be appointed by the Board for such term, at such remuneration (if not a Board Member) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

### Minutes

58. The Board shall keep minutes in books kept for the purpose:
- (1) of all appointments of officers made by the Board; and
  - (2) of all proceedings at meetings of the Society and of the Board and of any committee or sub-committee meetings including the names of the Directors or Committee members present at each such meeting.

### Indemnity

59. Subject to the provisions of the Act every Director or other officer or auditor of the Society shall be indemnified out of the assets of the Society against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.

## Limitations on the Board's Power of Management. – The Alpaca Registry and Import Screening

60. The BAS Pedigree Register and the BAS European Alpaca Directory is managed by the Board under the Board's Power of Management of the business of the Society. The procedure by which Register regulations are added to, amended or deleted is defined within the document 'BAS Pedigree Register Administration Rules' and all such amendments, additions and deletions to the Pedigree Register Regulations and the European Directory Regulations proposed by the Board shall be in accordance with the details of procedure contained in that document.

Amendments to all details contained within the document 'BAS Pedigree Register Administration Rules' attached to these Articles (but not the Pedigree Register Regulations themselves) shall be made only by special resolution at an Annual General Meeting or at an Extraordinary General Meeting.

- 61 All policy, procedure, contracts and rules pertaining to the Import Screening of alpacas for registration with the BAS Pedigree Register or BAS European Directory are managed by the Board under the Board's Power of Management of the business of the Society. All details of policy, management, standards and procedures pertaining to import screening are contained within the document 'BAS Import Screening Manual and Regulations'. The procedure by which all import screening policy, procedure and conditions relating to the import screening of alpacas as defined within the BAS Import Screening Manual may be amended, added to or deleted is defined within the BAS Document 'Import Screening Administration Rules' attached to these Articles.

All amendments, additions and deletions to the Import Screening Manual proposed by the Board shall be in accordance with the details of procedure contained in that document.

Amendments to all details contained within the document 'Import Screening Administration Rules' shall be made only by special resolution at an Annual General Meeting or at an Extraordinary General Meeting.