

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

**Rules
-of-
The British Alpaca Society
Adopted 16th November, 2002 Issue 2.0**

1.0 Membership

1.1 There are three categories of membership:-

1. Voting members - entitled to vote under the following Classifications:
 - i) Ordinary Members
 - ii) Joint Members
 - iii) Corporate Members
 - iv) International Members
2. Trade Members – not entitled to vote
3. Honorary Members appointed by the Board

Where appropriate the expression 'member' or 'members' includes voting, trade and honorary members.

1.2 Any person is entitled to become a member of the Society provided he is able to satisfy the Board or any membership approval committee of the Society that:-

- i) he has a bona fide interest in the objects of the Society
- ii) he will agree to and abide by the Articles and the Bye Laws and any other rules and regulations from time to time adopted by the Society
- iii) he has not been refused membership of or been disciplined by the appropriate Complaints Committee of any other breed society: and
- iv) there are no other known facts or circumstances relating to him which, in the reasonably held opinion of the Board or any membership approval committee, would be likely to make his membership of the Society inconsistent with the objects or the orderly conduct of the affairs of the Society.

1.3 Voting members have the following rights:-

- i) to register qualifying alpacas on the Society's Registry and to have access to the Society's registration system
- ii) to vote at any general meeting
- iii) to serve as a director of the Society if elected
- iv) to receive all circulated information or literature

1.4 Classifications of voting members are as follows:

- i) Ordinary Members shall be individual, natural persons resident in the UK.

- ii) Joint Members shall be two individual, natural persons sharing the same address in the UK. Joint Members are both entitled to vote but will receive only one copy of BAS membership information and of the BAS magazine.
 - iii) Corporate Members shall be incorporated Companies or incorporated Partnerships registered in the UK. A Corporate Member shall appoint a single person to act as its nominee who is authorised to act on its behalf to exercise all rights as a member. A Corporate Member may not be appointed to the Board but this shall not prevent any ordinary member who is also a Corporate Member's nominee from being appointed to the Board in his/her own right. A Corporate Member shall be entitled to one vote.
 - iv) International Members shall be individual persons resident outside of the UK.
- 1.5 Trade members are those providing goods and services to alpaca businesses, but do not own, breed, rear or trade in alpacas in their own right. They:
- i) have the right to receive all information or literature circulated by the Society and the right to attend and speak, but not to vote, at General Meetings of the Society.
 - ii) are not eligible to serve as a director but are eligible to be appointed to committees and to a complaints panel.
 - iii) may not register alpacas on the Society's Registry.
- 1.6 The Board may appoint Honorary Members who are members who have made a significant contribution to the Society. An Honorary Member pays no subscription and has no vote unless he was previously a voting member.
- 1.7 Every application for membership must be made in writing in such form as the Board from time to time prescribes or approves.
- 1.8 In the event that any application for membership of the Society is refused, the fact of and reasons for such refusal must be notified in writing by the Secretary of the Society to the applicant within fourteen days of such refusal. At the time of receiving notification of that refusal the applicant must also be notified of his right to appeal to the Board.
- 1.9 A member will cease to be a member of the Society (and his name will be removed from the Registry of members accordingly) if:-
- i) by notice in writing to the Society he resigns his membership : or
 - ii) any subscription or any fee payable by the member to the Society pursuant to the Articles or the Rules remains unpaid for three months or more after the same became due and payable and the Board resolves that his membership be terminated : or
 - iii) being an individual person he dies or calls a meeting of his creditors or:
 - a) he is expelled or ceases to be a member pursuant to any of the provisions of the Articles or the Rules and in accordance with Rule 1.10.
- 1.10 A meeting of the Directors may expel a member of the Society or suspend his membership for a period as determined by the Board if:-
- (i) notice of the resolution calling for the expulsion or suspension has been given to the member concerned;
 - (ii) a majority of at least three quarters of the directors present pass the resolution; and

(iii) one or more of the following apply:-

- a) the member's annual subscription is more than three months in arrears (without the directors prior agreement).
- b) the member is, in the Board's opinion, in breach of any obligation or duty under the Articles or these Rules;
- c) the member has, in the Board's opinion, been guilty of an act, omission or general conduct which renders the member unfit to be a member or which may bring discredit on the Society or is likely to be detrimental to the good interests of the Society or its aims and objectives; and

(iv) the Board has given written notice to the member concerned specifying:-

- a) the date of the meeting at which the expulsion or suspension will be considered;
- b) a summary of the reasons why it is proposed that the member should be suspended or expelled.

1.11 In the event of the Board dealing with matters under Rule 1.10, the member is entitled to:

- a) submit written representations or explanations to the directors which must be considered at the meeting which considers the proposed expulsion or suspension;
- b) attend (with or without an adviser who must have been a voting member prior to the date of the dispute) and speak on the question of the expulsion or suspension at the meeting of the directors at which it is considered.

1.12 Any member suspended from membership will forfeit all rights of membership during the period of suspension including his herd registration rights.

1.13 Any person who ceases to be a member will remain liable for all monies due to the Society or liable under the Memorandum of Association and will not be entitled to any repayment of subscriptions or other monies paid to the Society.

1.14 Every member is to pay to the Society in advance such annual subscription as may from time to time be fixed by the Board and such subscription will be due and payable on each following anniversary.

2.0 Meetings and their Conduct

For information only, these matters are dealt with in the Articles.

3.0 Board of Directors

3.1 By way of information only, the principal controls on the Board of Directors are set out in the Articles of Association.

3.2 Election of Members to the Board are governed by the following:-

- i) For information only, not more than one member from a sole trader firm, partnership, company or group of companies, may serve on the Board at the same time where that 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. This rule is contained within the Articles.
- ii) A member who is an agent of or involved in a joint venture with an existing Director or of another candidate, must declare such interest on his nomination form.

- iii) Nominations shall be on a form prescribed by the Board and shall be signed by the nominator and by the candidate for election who shall signify in writing his willingness to serve if elected.
- iv) At least 42 days prior to the AGM, the Secretary shall call for nominations to fill the vacancies on the Board which shall be specified in the Notice. Nominations must be received at least 28 days prior to the AGM or by such other earlier date specified in the Notice.
- v) Nominations received shall be considered by the Board to confirm their validity.
- vi) At least 10 working days prior to the AGM a proxy nomination containing the names of the candidates shall be sent to every voting member. Members may instruct their proxy to vote for or against the candidates listed or to abstain. Proxy nominations must be returned by members to the Secretary by 10am on the second working day prior to the AGM
- vii) Members who wish to vote in person by a show of hands at the AGM and who have appointed a proxy, must revoke the proxy appointment at the commencement of the AGM.
- viii) At the AGM, the Chairman shall call a poll on resolutions to appoint members to the Board. Members present will be invited to vote for, against or to abstain on the appointment of each candidate on a voting form. To these votes will be added the votes held by the proxies.

Of those candidates voted for appointment to the Board those with the most votes in favour sufficient to fill the available number of vacancies shall be appointed. In the event of a tie for the last position(s) the matter will be decided between the tied candidates by a show of hands of the members present at the meeting or, failing that, by a postal ballot of the whole membership.

4.0 Disqualification, Suspension and Removal of Directors

For information only these matters are dealt with in the Articles, but note that in accordance with Section 303 of the Company's Act 1985, a director may be voted out of office by an ordinary resolution at an annual or extraordinary general meeting of the Society. At least 28 days notice is required for a meeting where there is a proposal to vote a director out of office.

5.0 Directors Expenses

5.1 The scale of expenses claimable and the method for doing so are set out in this rule.

5.2 Directors may claim the following expenses when the cost is incurred solely for the benefit of the Society:-

- i) Travel by car or public transport. Claims for car mileage are limited to the cost of the fuel used on the journey.
- ii) Hotel accommodation excluding meals, drinks and any other extras.
- iii) Telephone and fax.
- iv) Secretarial work with the prior approval of the Chairman.
- v) The supply of goods or services purchased on behalf of the Society when it is not possible for the supplier to invoice the Society directly.
- vi) The cost of entertainment, food and drink may only be claimed when prior authorisation has been given by the Chairman, or in the case of the Chairman, by the Board.

- 5.3 Claims for repayment of expenses must be made on a BAS claim form within three months of the expense being incurred.
- i) The claimant shall state date, cost and nature of each expense on the form.
 - ii) Every expense claimed must be supported by an appropriate receipt or invoice.
 - iii) The claim form must be signed by the claimant and counter signed by the Committee Chairman and the Chairman, or acting Chairman, of the Board.
 - iv) Expenses claimed by the Chairman must be approved by the Board before payment.

5.4 At each Board Meeting a summary of expenses paid shall be tabled by the relevant officer together with a detailed schedule of the Chairman's expenses, and shall be approved or otherwise by the Board.

5.5.1 The above rules shall apply to any Member incurring expenses for work undertaken at the behest of the Board.

6.0 Director's Appointments and Benefits

For information only these matters are dealt with fully in the Articles.

7.0 Proceedings of the Board

- 7.1
- i) The Chairman of the Board of Directors shall step down at the first meeting following an AGM and the Board may appoint or reappoint one of their number to act as Chairman of their meetings
 - ii) (deleted 5th May 2006)
 - iii) The members of the Board, or any of them, may form, or participate in, a meeting of the Board by means of a conference telephone or any communication equipment which allows all the participants to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be counted in the quorum and be entitled to vote accordingly. The meeting shall be deemed to take place where the group of the highest number of participants is assembled or, if there is no such group, where the Chairman of the meeting is then present.
 - iv) At every meeting, Directors shall declare, at the beginning or during the meeting any direct financial interest or conflict of interest they may have in the matter under discussion and shall leave the meeting for the duration of the discussion unless a majority of the remaining Directors ask the Directors to stay and participate in the discussion. Under no circumstances may the Director with a direct interest in the matter under discussion vote on such matter (direct interest includes the direct interest of the company or organisation of which the Director is an owner/director/employee or partner).
 - v) After each Annual General Meeting, every Director shall lodge with the Society a statement of all his directorships.
 - vi) Such statement shall be open to inspection by members at a place designated by the Board.
 - vii) Discussions at meetings of the Board, and of Committees, and the minutes thereof, may contain information which is commercially confidential and privileged. A Director shall, on appointment, sign a statement, in a form approved by the Board, acknowledging his duty not to disclose confidential or privileged information. However, nothing in the statement shall prevent a Director discussing with members of the Society, the generality of matters under consideration by the Board in order to ascertain the views and opinions of members.

8.0 Accounts

- 8.1 The Board shall appoint a Responsible Financial Officer and shall cause proper books of account to be kept with respect to:-
- i) all sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place;
 - ii) all sales and purchases of goods by the Society; and
 - iii) the assets and liabilities of the Society.
- 8.2 Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Society and to explain its transactions. For the purposes of these presents, accounts kept on computer records shall be deemed to be proper books of account.
- 8.3 The books of account shall be kept at the Office, or, subject to the provisions of the Act, at such other place or places as the Board shall think fit, and shall always be open to inspection by the Directors of the Society.
- 8.4 The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of members not being members of the Board, and no member (not being a member of the Board) shall have any right of inspecting any account or book or document of the Society except as conferred by statute or authorised by the Board or by the Society in General Meeting.
- 8.5 At the Annual General Meeting in every year the Board shall lay before the Society a proper income and expenditure account for the period since the last preceding account together with a proper balance sheet. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall, not less than twenty-one clear days before the date of the meeting (subject nevertheless to the provisions of the Acts) be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors report shall be open to inspection and be read before the meeting as required by the Acts.
- 9.0 Audits
- 9.1 Once at least in every year the accounts of the Society must be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
- 9.2 Auditors are to be appointed and their duties regulated in accordance with the provisions of the Acts.
- 10.0 Notices
- For information only these matters are dealt with fully in the Articles.
- 11.0 Power to Change the Rules
- For information only these matters are dealt with fully in the Articles.

12.0 Complaints

- 12.1 Any complaint or dispute must be referred to the Board in accordance with Article 56 and must be in writing and submitted together with such deposit as may be required under Rule 12.10.
- 12.2 The Board may deal with the matter itself under the following procedures or appoint a Complaints Panel to investigate the complaint or allegation, to make findings on fact and to report those findings of fact to the Board together with recommendations where appropriate on what penalties should be imposed.
- 12.3 The Complaints Panel is to consist of three members of the Society who have no direct interest in the matter under investigation and have no personal interest or business relationship with the member(s) involved. Whenever possible at least one member of the panel shall be a Director. The member(s) concerned may, however, object to a panel member if he(they) can show good cause to the Board and if the Board upholds the objection an alternative panel member is to be appointed. Members of the Complaints Panel are entitled to be paid at a scale laid down by the Society from time to time together with the reimbursement of their reasonable expenses.
- 12.4 The Complaints Panel may, when it considers it appropriate, appoint any person to act as clerk to the panel for each meeting or hearing and to assist the panel in the preparation of reports for the Board and it may also seek legal advice with the agreement of the Board.
- 12.5 Before any formal hearing of the evidence of a complaint by the Complaints Panel takes place, the Complaints Panel must give the complainant and the person against whom the complaint has been made reasonable notice of the date, time and place of the hearing together with a written statement setting out full details of the allegations made. Any person appearing before the Complaints Panel is entitled to be legally represented and/or to appear in person and to call oral evidence. If a person decides not to attend, a written statement may be sent by him to the Complaints Panel setting out his claims or answers to the allegations made and the matter may be dealt with in his absence, or otherwise as the Complaints Panel may decide.
- 12.6 Subject to the above provisions, the Complaints Panel may adopt such procedures and admit such evidence as it thinks fit provided that the person against whom the allegations are made has a proper opportunity of answering them, and making such other representations to the Complaints Panel as he shall reasonably request.
- 12.7 The Complaints Panel may, on finding that an allegation against a member has been proved in whole or in part, make such recommendation to the Board in relation to such matter as it shall consider appropriate, including but without limitation :-
- i) Expulsion of the Member from membership of the Society.
 - ii) Suspension of the Member from membership of the Society for a period.
 - iii) Suspension of the Member for a period from entering alpacas for Society shows and sales and taking part in other Society sponsored activities.
 - iv) Cancellations of registrations of the member in the registration book, or temporary de-registration of his animals for a period, or disqualification of his animals from any Society show event or activity for an unlimited period.
 - v) The payment of a fine and/or compensation.
 - vi) A reprimand.

- 12.8 The Board is to receive a report from the Complaints Panel on its investigation into any allegation of misconduct against a member, note the Complaints Panel's findings of fact and consider any recommendations as to what penalties, if any, should be imposed on the member concerned. The member who is the subject of such report must be given copies of the report and reasonable notice of the Board meeting at which the report is to be considered. He is to have the opportunity to attend the meeting, with or without legal representation, and to make any plea in mitigation. No new evidence may be admitted at the Board meeting which considers the report of the Complaints Panel into the complaint against the member. The Board is not bound, in any way, by the Complaints Panel's recommendations on penalties and costs, but is required to give reasons for any different penalty which it decides to impose on the member.
- 12.9 A member who has been the subject of a Complaints investigation has the right of appeal against the Complaints Panel's findings and/or against the penalty imposed by the Board on him in relation to such findings, within three months of the date of the notice to the member informing him of the Board's decision.
- 12.10 Any member making a complaint or the members party to any dispute must lodge such monies as the Board may from time to time determine and publish on account of such fees and expenses as may be incurred in the hearing of any complaint or disputes.
- 12.11 The Complaints Panel can recommend an award of costs between the parties as it sees fit. These costs are the Complaints Panel's expenses (including the cost of any legal advice taken by the Panel) and the parties' reasonable expenses excluding their independent legal expenses.
- 12.12 In the event of an appeal under Rule 12.9 the matter is to be referred to a single arbitrator for arbitration under the Arbitration Act 1996. If no arbitrator is agreed by the parties either side may apply to the person nominated pursuant to Rule 12.12 for the appointment of an arbitrator. The arbitrator may award his costs as he sees fit.
- 12.13 The Board shall from time to time publish the name(s) of one or more independent persons to whom parties may apply under Rule 12.12 above.
- 12.14 All parties, other than the Complaints Panel itself, are to bear their own legal costs.
- 13.0 The Rules
- 13.1 All applicable rules and by-laws of the Society made under provision of Article 54 and 55 shall be contained in this document.
- 13.2 This document shall be published and made available to all members on the BAS website. A full change record of these rules shall be maintained and appended to this document indicating rule changes additions, deletions and dates of approval

Change Log

Rule change	Date of adoption	Change description
Issue 1.0	6 Nov 2002	First Issue
Issue 2.0`	5 th May 2006	Incorporate changes:
Change Rule 1		Incorporation of Corporate and International membership classes
Replace 1.4		Classification of members
3.2i) deleted		
2.1 amended		For information only
3.2iv) amended		Increase receipt of nominations to 28 days from 21
3.2vi) amended		
3.2ix) deleted		
3.2x) deleted		
4.1 deleted		Disqualification and removal Directors Incorporated in Articles
6.1 deleted		Incorporated in Articles
7.1i)amended		Remove Chairman's maximum limit of service
7.1ii)Deleted		Deleted
11.1 Amended		For information only – Power to change rules incorporated in Articles
13.0 Added		Requirement to maintain log of Rule changes