

# World Jersey Cattle Bureau

## Constitution – 18<sup>th</sup> June 2010

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### TITLE

1. The association shall be called “THE WORLD JERSEY CATTLE BUREAU” hereinafter referred to as the “Bureau”. The Bureau was founded on 21<sup>st</sup> October 1951 and is an association incorporated by the Royal Court of the Island of Jersey pursuant to article 4 of the *Loi (1862) sur les teneures en fidéicommiss et l’incorporation d’associations* (the “Law”).

### OBJECTS

2. The objects of the Bureau are:
  - a) To encourage good will and cooperation, generate research, promotion, education and coordination between individuals and organisations involved in enhancing the Jersey breed in all parts of the world.
  - b) To promote, and assist with the promotion of, the Jersey breed and all products derived there from.
  - c) To encourage and support individuals and organisations to discover, develop and utilise improved methods of breeding, feeding and management under varied agricultural conditions and by the use of the Jersey breed in the most constructive manner.
  - d) To act as a coordinating and an advisory body having no jurisdiction over the internal affairs or domestic policies of its National Members, National Associate Members or National Affiliated Members.
  - e) To encourage the education of young people interested in the Jersey breed through exchange programmes between countries and providing assistance and encouragement to member countries with their youth programmes.

### POWERS

3. The Bureau, in pursuance of its objects, may;
  - a) apply the Income and Assets of the Bureau, from whatever source, solely towards objects of the Bureau; and no portion shall be paid or transferred, directly or indirectly, by any means, to any member or class of member, provided that nothing contained herein shall prevent the payment in good faith of remuneration to any officer or employee of the Bureau, or to any Member, in return for services actually rendered, or to be rendered to the Bureau, or prevent the free gift of any publication of the Bureau.
  - b) accept subscriptions, donations, fees, royalties, gifts, financial and in kind, to undertake any trusts, borrow or raise money or enter into any guarantee which may seem conducive to the objects of the Bureau,
  - c) to purchase, take on lease, hire, receive by way of gift, or otherwise acquire, and able to sell, let or dispose of, any immovable (*immeubles*) or movable (*meubles*) property,
  - d) to decide for the classes of Members who pay an annual subscription the amount of that subscription, which shall be payable annually in advance, and to suspend membership if fees are not paid by the end of the fiscal year,
  - e) to employ any agents or advisors in any part of the world without being responsible for any default or any loss occasioned provided such employment was made in good faith,

- f) set up sub-committees for any purpose and authorise such sub-committees to act in an advisory capacity only, consisting of such person or persons as they consider may be helpful,
- g) acquire for the Bureau any publications, with the copyright therein (if any) and to establish any new publications devoted to or bearing upon the objectives of the Bureau, the copyright of every publication acquired or established by or on behalf of the Bureau shall be vested in the Bureau,
- h) create the position of Editor for a publication and to authorize the payment of a reasonable stipend for the services of the Editor,
- i) prepare alterations to the Constitution of the Bureau, which alterations shall not be valid or take effect until firstly confirmed and adopted at a Bureau Meeting and secondly approved by the Royal Court of Jersey,
- j) collect, compile, store, publish and disseminate information from and to Members and others, regarding the Jersey breed and, in cooperation with any member, organisation, university or other body or individual, disseminate information by lectures, discussions, conferences, publications,
- k) receive, consider and if appropriate, accept invitations from National Members, National Associate Members and National Affiliated Members for International Conferences, Regional Conferences or Council Meetings at such time and place, as it deems most appropriate, and
- l) undertake any other such lawful things as may seem desirable for the furtherance of the objects of the Bureau and within the power of the Association.

#### **MEMBERS**

- 4. The Bureau shall consist of the following kinds of Members who shall pay such (if any) fees as determined from time to time by the Council:
  - a) **NATIONAL MEMBERS**, being any recognised national Jersey breed society, or association, formed for the purpose of encouraging or improving the Jersey breed of cattle. Only one such member will be recognised for any country.
  - b) **NATIONAL ASSOCIATE MEMBERS**, being any national Jersey breed society, or other organisation, whose objectives are compatible with those of the Bureau. Only one such member will be recognised from any country, and only in the absence of a National Member from that country.
  - c) **NATIONAL AFFILIATED MEMBERS**, being organisations or groups of individual Jersey cattle breeders in countries that are not National Members or National Associate Members. No fees will be raised for such membership. Only one such member will be recognised from any country, and only in the absence of a National Member or National Associate Member from that country.
  - d) **INDIVIDUAL LIFE MEMBERS**, being any individual interested in the objects of the Bureau, such Individual Life Memberships shall not be transferable.
  - e) **ORGANISATIONAL MEMBERS**, being any organisation interested in the objects of the Bureau, the term of which membership will be five years, after which time the Organisational Member may renew its membership.

#### **APPLICATION FOR MEMBERSHIP**

- 5. Applications for membership shall be considered in accordance with the following provisions:
  - a) Applications for National Membership and National Associate Membership must be received by the Secretary, in writing and on completion of the appropriate form, two months prior to any

Council Meeting. It shall rest with the Council to admit or refuse an applicant to be a National Member or National Associate Member and it shall not be incumbent on the Council to give any reason for its decision. Applicants for National Membership or National Associate Membership may be required to submit supporting documentation

- b) Applications for National Affiliated Membership will be considered by the Council from countries with populations of Jersey cattle that do not have a constituted Jersey cattle association. It shall rest with the Officers (hereafter defined) to initiate the procedure to invite suitable groups or individuals to become Members in order that they are assisted to advance the Jersey breed in their countries.
- c) Applications for Individual Life Membership will be received by the Secretary. It shall rest with the Officers (hereafter defined) to admit or refuse Individual Life Membership and it shall not be incumbent on the Officers (hereafter defined) to give any reason for their decision.
- d) Applications for Organisational Membership shall be received by the Secretary on completion of the appropriate form. It shall rest with the Officers (hereafter defined) to admit or refuse Organisational Membership and it shall not be incumbent on the Officers (hereafter defined) to give any reason for their decision.
- e) Upon approval of the Council, and payment of the required fee, a National Member or National Associate Member will be in good standing for the calendar year, an Organisational Member for five years and an Individual Life Member for his/her lifetime.

#### **RESIGNATIONS & EXPULSIONS**

- 6. Any class of member may resign from the Bureau provided six months notice of the intention so to do is given to the Secretary and any subscriptions or other amounts due are paid by the date that the resignation is to take effect.
- 7. If any member shall have committed a breach of the Constitution, such member may be expelled from the Bureau by a Resolution passed at a Council Meeting provided that the Council believes that the expulsion of the member is in the best interests of the Bureau. Such member shall be given not less than two months clear notice of such Meeting and may attend and be heard. Fees will not be returned to any member upon expulsion.

#### **GOVERNANCE**

- 8. The Bureau shall be administered by the Council which shall consist of the following:
  - a) The Officers of the Bureau (hereafter defined).
  - b) Two delegates from each National Member, normally the President and Executive Secretary, or equivalent, or their designate.
  - c) An observer from each National Associate Member and National Affiliated Member with no voting rights.

#### **PATRONS AND HONORARY LIFE COUNCILLORS**

- 9. The Council may nominate Patrons and Honorary Life Councillors who may attend meetings of the Council and the Bureau.

### **OFFICERS OF THE BUREAU**

10. The officers of the Bureau, who must be Individual Life Members, shall be:
  - a) The President
  - b) Vice Presidents for each of the five Bureau regions, being Africa, Asia/Oceania, Europe, Latin America and North America
  - c) Secretary
  - d) Treasurer
  - e) The Jersey Resident Officer who shall be an officer of the Bureau and who, to be eligible for this role, must be a resident of Jersey. The Bureau shall at all times have at least one officer who is resident in Jersey so as to be in compliance with the requirements of Jersey Law.

(The persons at a) to e) inclusive being referred to as 'The Officers'.)
11. The President and Vice Presidents are elected by the Bureau in accordance with the provisions set out below.
12. The Secretary, Treasurer and the Jersey Resident Officer shall be appointed by the Council, under whatever terms it sees fit, and shall not be eligible to vote.
13. The Officers shall each produce an annual report on their activities in relation to the Bureau and the progress of the Jersey breed in their region which shall be published on the Bureau web site.

### **ELECTION OF PRESIDENT AND VICE PRESIDENTS**

14. The election of the President and Vice Presidents shall be conducted according to the following provisions:
  - a) The President and Vice Presidents of the Bureau shall be elected for the whole period between International Conferences, held every three years and at which a meeting of the Bureau shall be convened.
  - b) Any Member can submit to the Secretary nominations for President and Vice Presidents not less than one month prior to the International Conference. Nominations must be on the prescribed form approved by the Council and must be countersigned by the nominee to indicate acceptance of the nomination.
  - c) The Council shall consider the nominations received and bring forward recommendations for approval by the full meeting of the Bureau. If the Bureau does not approve the recommendations made then the Council must continue to make recommendations until approved by the Bureau.
  - d) Any vacancy in Office, occurring at any time between International Conferences may be filled by appointment by the Council. Such appointments shall be valid only until the time of the next conference.
  - e) President and Vice Presidents may only serve two consecutive terms in their respective position.

### **DUTIES OF THE COUNCIL**

15. It shall be the duty of the Council;
  - a) to be guided in their actions by the objects of the Bureau and observe the powers as laid down herein,

- b) to appoint, employ, and if it thinks fit, discharge any employees of the Bureau and negotiate such salaries and wages, with such respective duties and spheres of employment and generally on such terms as it may determine;
- c) to cause minutes to be kept of its meetings, drafts of which are to be circulated, by mail, electronic mail or facsimile, not later than eight (8) days after the meeting to the Officers present. After approval by the Officers, minutes are to be circulated, as above, to the Council not more than 45 days after each meeting, and then circulated to the members by posting on the Bureau web site;
- d) to cause minutes to be kept of the meetings of the Bureau, drafts of which are to be circulated, by mail, electronic mail or facsimile, not later than eight (8) days after the meeting to the Officers present. After approval by the Officers, minutes are to be circulated, as above, to the Council not more than 45 days after each meeting, and then circulated to the members by posting on the Bureau web site;
- e) to cause proper Books of Accounts to be kept, in respect of the financial position of the Bureau, and to have them audited, and circulated to each member of the Council not later than four months after each fiscal year which shall be the calendar year. The audited books of accounts to be presented at the Annual Council Meeting;
- f) to report in detail to the full Conference on the affairs of the Bureau during the period of each International Conference. The report is to be approved by the Bureau; and
- g) to be responsible for the planning of the International Conferences, and regional conferences, and may delegate, as it deems fit, to the host society all or some of the related duties.

#### **COUNCIL MEETINGS**

- 16. The Council shall meet for the dispatch of business, adjourn and otherwise regulate its meetings as may be necessary.
  - a) Meetings of the Council shall either be the Annual Council Meeting or an Extraordinary Council Meeting.
  - b) An Annual Council Meeting shall be held in each calendar year and, when appropriate, should be held during an International Conference or a Regional Conference. The location of such meeting shall be determined by the Council and the time shall be determined by the President and Vice Presidents in consultation with the host country.
  - c) An Extraordinary Council Meeting may be called by the President at any time, and must be called upon receipt of a request, which must specify the object for which the meeting is required, made in writing to the Secretary, by not less than one third in number of the National Members of the Bureau. Only such matters as specified on the agenda circulated to the full Council may be discussed and voted on at such Extraordinary Council Meetings.
  - d) A quorum at any meeting of the Council shall be formed by five council Members present representing three or more National Members in good standing.
  - e) Any Member enabled to participate in the proceedings of a meeting of the Council by means of a communication device (including a telephone) which allows all of the other Members present at such meeting to hear at all times such Member and such Member to hear at all times all other Members present at such meeting (in each case whether in person or by means of such type of communication device) shall be deemed to be present at such meeting and shall be counted when calculating a quorum.

- f) Notice of at least two months shall be given of all meetings of the Council. Such notice will be deemed to have been given when posted on the Bureau's website and sent by electronic mail to the contact details provided to the Secretary of all the voting Members of the Council.
- g) The agenda of the Annual Council Meeting shall include the following items:
  - 1. To receive the President's welcome.
  - 2. To record apologies for absence and members of the Council eligible to vote who are present.
  - 3. To approve the minutes of the previous Council Meeting.
  - 4. To discuss any matters arising from these minutes.
  - 5. To appoint a Senior Vice President from among the Regional Vice Presidents.
  - 6. Bureau Business:
    - a) To receive the President's Report for the year.
    - b) To receive the Vice President's Reports.
    - c) To receive the Secretary's Report for the year.
    - d) To receive the Treasurer's Report for the year.
    - e) To approve of the Audited Income and Expenditure Accounts and Balance Sheet for the previous year.
    - f) To set membership fees for the year for the following year.
    - g) To appoint auditors.
  - 7. To discuss the location and approximate date of the next Annual Council Meeting
  - 8. To discuss the location and approximate date of the next International Conference.
  - 9. To discuss any other business.

#### **PROCEDURE AT MEETINGS**

- 17. All meetings shall be governed by the following:
  - a) The President shall take the Chair or, in his/her absence, a Regional Vice President appointed by the Council. If none are present the Council shall appoint one of the Council members present to be Acting Chairman.
  - b) Only Members in good standing may be represented at any meeting.
  - c) Every question submitted shall be decided normally by a show of hands of those eligible to vote. The Chairman shall cast his/her vote with the rest of the Council.
  - d) At any Council Meeting, unless a poll is demanded by the Chairman or by a member of the Council, a declaration by the Chairman that a resolution has been carried 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.
  - e) At Council Meetings each Council member eligible to vote shall be able to cast one vote, being the President, each Vice President and two delegates from each National Member.
  - f) If a poll is demanded as aforesaid, it shall be taken in such a manner and such time and place as the Chairman of the meeting directs.
  - g) The Chairman of a meeting may, with the consent of the Council adjourn the same from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business capable of being transacted at the meeting from which the adjournment took place.

## **BUREAU MEETINGS**

18. The Bureau may meet at such times and places as determined by the Council.
- a) Notwithstanding the above, the Bureau shall meet every three years at the International Conference to be held at that time.
  - b) At Bureau meetings each National Member shall have two votes, to be cast by the delegates of the National Member, and each National Associate Member one vote, to be cast by the delegate of the National Associate Member. The President and Vice Presidents shall each have one vote and in the case where they are also a delegate of either a National Member or National Associate Member they shall only cast one vote. National Affiliated Members, Individual Life Members and Organisational Members may participate in Bureau meetings but not vote. Proxy votes cannot be accepted.
  - c) The Agenda of the Bureau Meeting shall include the following items:
    - 1. To appoint a Chairman.
    - 2. To receive the President's welcome.
    - 3. To record any apologies for absence.
    - 4. To read the notice of the meeting.
    - 5. To approve the minutes of the previous Bureau Meeting.
    - 6. To discuss any matters arising from these minutes.
    - 7. To discuss any matters arising from the reports of the President, Vice President, Secretary and Treasurer presented to the Council since the last Bureau meeting.
    - 8. To receive the recommendation of the Council regarding the election of Officers of the Bureau.
    - 9. To confirm and adopt any changes to the Constitution recommended by the Council and subject to the approval of the Royal Court.
    - 10. To discuss any other business.
  - d) A quorum at any meeting of the Bureau shall be formed by five or more National Members or National Associate Members in good standing present and entitled to vote, of which at least three shall be National Members.
  - e) Any Member enabled to participate in the proceedings of a meeting of the Bureau by means of a communication device (including a telephone) which allows all of the other Members present at such meeting to hear at all times such Member and such Member to hear at all times all other Members present at such meeting (in each case whether in person or by means of such type of communication device) shall be deemed to be present at such meeting and in respect of Members who are entitled to vote shall be counted when calculating a quorum.
  - f) A resolution in writing signed by all the Members entitled to vote at a meeting of the Bureau shall be as valid and effectual as if it had been passed at a meeting of the Bureau duly convened and held and may consist of several documents executed in any number of counterparts, each in the like form and signed by one or more such Members, and all the counterparts shall together constitute the one resolution.

## **CONTRACTING WITH THIRD PARTIES**

- 19 Where the Bureau enters into any contract with a person resident or based outside of Jersey, the Bureau shall be bound to advise that person that he, she or it was contracting with an association incorporated by the Royal Court of Jersey pursuant to the Law and that details of the persons

authorised to represent the Bureau could be obtained from the Judicial Greffe, Morier House, St Helier, Jersey.

#### **SEAL**

- 20 The Bureau may adopt a common seal and may authenticate its acts by use of such seal. The common seal shall be affixed to any document in the presence of two Officers or Council Members duly authorised in each and every instance by a resolution of the Council, which two Officers or Council Members shall attest the affixing of the Common Seal.

#### **REPRESENTATION**

- 21 The Jersey Resident Officer having been duly authorised by the Council shall represent the Bureau in all legal and judicial transactions and before the Royal Court and all courts and tribunals whatsoever.

#### **NOTICES**

- 22 A notice may be served by the Bureau upon all classes of Member by publishing such notice on the web site of the Bureau.

#### **INDEMNITIES**

- 23 No Member, who has acted in good faith, shall be liable to make good any deficit incurred by the Bureau arising for any reason whatsoever save where there is willful and individual fraud or wrong doing on the part of the Member whom it is sought to make liable.
- 24 Members shall be indemnified by the Bureau for any expenses properly incurred by them as a result of acting as the representatives of the Bureau.
- 25 In the performance of their functions and duties set out herein no Member shall be liable for any loss to the Bureau arising;
- a) in consequence of the failure, depreciation or loss of any investment or investments, or
  - b) by reason of any improper investment or the negligence or fraud of any agent employed by the Bureau or any other Member although the employment of such agent was not strictly necessary or expedient, or
  - c) by reason of any mistake or omission made by any Member or by reason of any other matter or thing.

#### **DISSOLUTION**

- 26 Dissolution of the Bureau shall be governed by the following:
- a) The provisions of this clause shall be subject to the provisions of Article 10 of the Law.
  - b) If the Council should decide that it would be advisable to dissolve the Bureau it shall call an Extraordinary General Meeting of which the required notice shall be given to Members accompanied by an explanatory note setting out the reasons for such dissolution and the terms upon which it is suggested that such dissolution should take place.
  - c) If the dissolution is agreed by the Members of the Bureau, which shall require a majority of two thirds of the members eligible to vote, then after satisfaction of the proper debts and liabilities



of the Bureau, the Bureau shall be dissolved and any remaining property or money shall be applied as follows:-

- a. directly for the objects set out at clause 2 above;
- b. by transfer to any charity or charities for purposes the same as or similar to the Bureau;
- c. in such other manner as may be directed by the Royal Court of Jersey.