

Copy of the Association
Rule book.

SCOTTISH
ASSOCIATION
OF
MEAT WHOLESALERS



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- I The name of the Association shall be "The Scottish Association of Meat Wholesalers".
- II The objects of the Association are:
 - (a) to promote and conserve the interests of the wholesale meat trade, and to protect the best interests of the members.
 - (b) to frame Rules and Regulations to which each member of the Association shall conform.
 - (c) to oppose and promote etc., legislation affecting the interests of the Wholesale Meat Trade, and to watch the action of local or other authorities appointed to administer any Acts of Parliament affecting the beforementioned trade.

- (d) to amalgamate or affiliate with, or become absorbed in any other Association whose objects are or include objects similar to those of this Association or any of them.
 - (e) to enter into any agreement with any person, Company or Association which, in the opinion of the Association, expressed in General Meeting, may be for the benefit of the Association.
 - (f) to raise, borrow or secure the payment of money in such manner and on such terms as the Association in General Meeting shall think fit.
 - (g) to do any other thing or Act which would be in the interests of the Association.
- III The income and property of the Association from whatever source derived shall be applied towards the promotion of the objects of the Association or such other purposes as may be decided by a majority of the Association present in General Meeting.

- IV True accounts of the Income and Expenditure of the Association shall be kept and a statement of such income and expenditure of the Association shall be kept and shall be submitted to the Annual Meeting of the Association. Once at least in every year the accounts of the Association shall be submitted to and examined by one or more auditor or auditors.
- V Every member of the Association binds himself to contribute the Entrance Fee (if any) and the Annual Subscription, to be fixed from time to time by the Association, and also to contribute a sum, if the income be not sufficient, towards the debts and liabilities of the Association contracted before the time at which he may cease to be a member and towards the costs, charges and expenses of winding up the Association in the event of same being wound up during the time he is a member or within one year afterwards.

RULES AND REGULATIONS

1. The Association shall consist of wholesale meat traders in Scotland.
2. Applicants for admission as members must be approved of by the Council.
3. Members shall pay the current Annual Subscription to be decided by the members in General Meeting. Any person joining the Association in any year after the 30th of September, and paying a subscription for that year shall not be asked to pay any subscription for the year following.
4. Every application for admission shall be held as an application to observe these Articles and Rules and Regulations of the Association in force for the time being.
5. Every member shall duly notify the Secretary of any change of address and the last notified place shall be held to be his proper address.
6. All records, books and papers shall at all reasonable times be open to the inspection of members.

7. Any member may resign on giving notice to the Secretary not less than one month previous to the beginning of the Financial Year for which he wishes his resignation to take effect.
8. Any member shall *ipso facto* cease to be a member in the event of his Annual Subscription being in arrears for two years from the date of the same becoming payable, but shall nevertheless be liable to pay the amount of such subscriptions and any other sums due by him and shall be liable otherwise as a member. The Council may in special cases suspend the operation of this clause.
9. The Association shall be managed by a Council of 20 from which a President and two Vice-Presidents shall be elected. The Membership of the Council shall be drawn in the following proportions from the following areas.
 - (a) 8 from the North of Scotland Area which shall consist of the Counties of Caithness, Sutherland, Ross and Cromarty, Moray, Nairn, Inverness, Banff, Aberdeen, Kincardine, Forfar, Perth and Fife.

- (b) 4 from the South-East of Scotland Area which shall consist of the Counties of Haddington, Edinburgh, Linlithgow, Peebles, Berwick, Selkirk and Roxburgh.
- (c) 8 from the South-West of Scotland Area which shall consist of the rest of Scotland other than those areas referred to in (a) and (b) above.

However, the split may vary due to geographical location of members.

10. The President and the two Vice-Presidents shall be elected or re-elected annually at the Annual Meeting from among the members of the Council and may be chosen from any Area.
11. At the Annual General Meeting one-third of the Members of Council shall retire from office, but shall be eligible for re-election without nomination.
12. Any nominations duly seconded for election to vacancies in the Council must be in the hands of the Secretary previous to the commencement of the meeting at which the election is to take place.

13. The Council may fill up any casual vacancy or any vacancies occurring between two Annual General Meetings and the member or members so co-opted shall hold office until the next Annual General Meeting.
14. The retiring President shall be a member of the Council for the year following the expiry of his term of office as President although this may increase the membership of the Council.
15. Only one representative of any member firm can serve in the Council at any one time.
16. The Council may regulate its own procedure and delegate any of its powers to any one or more of its number and may determine its own quorum which shall not be less than five.
17. At all meetings of the Council, the President or in his absence one of the Vice-Presidents shall be Chairman, and in their absence the Chairman shall be elected from among those present.

18. Every question at the meeting of Council shall be determined by a majority of the votes of those present, each member of Council having one vote; and in case of equality of votes, the Chairman shall have a casting vote as well as a deliberative vote.

19. Minutes of the proceedings of every meeting of the Society and Council shall be recorded by the Secretary, circulated and submitted for approval at the subsequent meeting.

20. The Council may bring before a General Meeting of the Association any matters that they may consider material to the Association, and take cognisance of any matter that may be brought before them affecting the Association or the conduct of any of its members.

21. The Council may appoint committees of their number or of any other members, with all the powers held by them, for the transaction of business remitted to them.

22. The Council shall be convened by the Secretary bi-monthly; and also on the ord-

er of the President or of one of the Vice-Presidents or of any five members of the Council as often as may be deemed necessary for the despatch of business; and meetings of committees shall be held at such times as the conveners or Members of the Committee shall think fit, and at such places as shall be agreed.

23. The Association shall appoint annually on such terms as they may see fit any person or persons to be Secretary and Treasurer, and shall determine the powers and duties and fix the emoluments of such officer. In the event of the death or resignation of the Secretary, the Council may appoint an Interim Secretary, who shall hold office until the next Annual General Meeting.

24. The Secretary shall conduct all the correspondence of the Association and Council and Committees of either; shall call all meetings when required in terms of the Rules; shall attend all meetings; shall keep a correct record of their proceedings and a register of the Members and shall see that admissions are in terms of the rules.

25. The Treasurer shall keep a correct account

of his receipts and expenditure, and lodge in Bank in the name of the Association to be operated upon by the Treasurer and the President. The Treasurer has authority to issue cheques up to limit agreed from time to time. Above the authorised limit, each cheque must be countersigned by the President or Vice-Presidents.

26. The Treasurer may, with the approval of the Members of the Council, invest any monies not immediately required for the purposes of the Association, in any of the Investments authorised by the Law of Scotland.

27. The Treasurer shall bring his books to balance on the 31st day of December in each year, and previous to the Annual General Meeting shall submit to the Auditor of the Association a correct account of his intrusions to that date, with the vouchers, and if found correct, said account shall be docketed by the Auditors and laid before the Council, and when approved of by the Council and by the subsequent Annual or General Meeting, the docket shall be held as confirmed by the members, and shall be conclusive.

28. The Association at each Annual General Meeting to be held not later than the last day of May, shall elect either one or two Auditors of the Association, who shall retire at the next Annual or General Meeting, but be eligible for re-election.

29. At the Annual General Meeting the report of the Auditor or Auditors shall be submitted to the Meeting and read along with the report of the Council.

30. Each Annual General Meeting shall be held at a time and place to be fixed by the Council, for the purpose of electing office-bearers, considering the transactions and accounts for the past year, disposing of business and discussing any questions interesting to the trade, and giving expressions to their opinion thereon.

31. Special General Meetings shall be called by the Secretary on the request of the President or of any five members of the Council, or of any ten members of the Association.

32. At least seven days (exclusive of day of giving notice, but inclusive of day of

meeting) previous to each General Meeting the Secretary shall issue circulars to all the members stating the day, hour and place of the meeting, and in case of Special General Meetings, specifying shortly the purpose of the meeting.

33. At all General Meetings ten members shall form a quorum, and in the event of there being no quorum, an adjourned meeting shall be called not later than one month thereafter to dispose of the business.
34. Any member wishing to bring before the Annual General Meeting any motion shall give notice of such motion to the Secretary not less than twenty-one days before the date of the Meeting.
35. No business shall be transacted at a Special General Meeting except such as has been specified in the notice convening it.
36. At all General Meetings of the Association, the President, or in his absence one of the Vice-Presidents, shall be Chairman, and in the absence of the President and the Vice-Presidents the Chairman shall be elected from among the members present.

37. Subject to a poll being demanded as hereinafter provided, and in case it shall not be otherwise laid down by the statutes, every question to be decided by any General Meeting unless resolved on without a dissentient shall be decided by a simple majority of the members present thereat and qualified to vote, by way of show of hands and by proxy.
38. On a poll being demanded the Chairman shall forthwith reduce to writing the resolutions or amendments on which the poll is to be taken, and voting papers containing such resolutions or amendments shall be issued by the Council to all the members within seven days after the meeting, and shall be returned so as to be received by the Council within fourteen days after the meeting, and the result of the poll shall be deemed the resolution of the General Meeting at which the poll was demanded.
39. In the case of an equality of votes, the Chairman of the meeting shall have a casting vote as well as a deliberative vote.

40. Every member of the Association shall have one vote at every General Meeting, and in the case of firms being members of the Association a person nominated by the firm shall alone have the right to vote.

41. A member entitled to vote may from time to time appoint any other member as his proxy in voting at any meeting. Every instrument of proxy shall be in writing and handed to the Secretary prior to commencement of the General Meeting.

42. No objection shall be made to the validity of any vote except at the meeting or poll at which such vote shall be tendered, and every vote not disallowed at such meetings or poll shall be deemed valid. The Chairman of the meeting shall be sole and absolute judge of the validity of every vote tendered at any meeting or poll.

43. Every entry in the Minute Book of the proceedings of General Meetings and of Special General Meetings, purporting to be entered and signed according to the statutes or these presents, shall be deemed and held to be a correct record of the

proceedings of the Association accordingly.

44. This Memorandum of Association, with the Rules and Regulations shall not be altered, except by a vote of a two-thirds majority of the members present at a General Meeting of the Association. Notice of any proposed alteration must be lodged with the Secretary, and by him sent to every member of the Association when calling the General Meeting at which the same is to be considered.