



NSA Operating Guidance for Regional and devolved nation committees

The NSA Articles of Association provide the rules necessary for regions to be compliant with charity and company law. These are outlined in points 47-50 of the Articles. This document offers guidance in order to help regions, to encourage best practice, and to provide a direction of travel. Points required by the Articles or to enable legal compliance by the Association, are shown in **bold text**.

General

- 1. Regional committee for each of the devolved nations (Northern Ireland, Scotland and Wales), and for the English regions (Northern, Central, Marches, Eastern, South East and South West) should be maintained in order to keep members fully engaged with and involved in the work of the NSA, and to encourage flows of information and opinion via the regions to the NSA Board, its committees and NSA staff. Additionally, regional committees should enable NSA to be regionally represented at appropriate events and shows.**
- 2. All regional committees and devolved nation committees should operate in a manner that allows NSA to comply with its legal obligations.**
- 3. Committee members must be fully paid up members of the Association and should be proposed, seconded and elected by other members from the region.** Committee members are expected to attend 50% of committee meetings held in a year and, if not, will be asked to step down unless there are extenuating circumstances. Non NSA members with particular valuable skills or roles can be co-opted to be part of a committee but voting rights are for membership categories only. **Affiliated breed societies are members of NSA, are encouraged to nominate a person to be part of regional committees where appropriate, and may hold one vote per region on behalf of the society. Breed societies must notify the Association of the person nominated to represent the society in each region. A breed society representative who is also a member in their own right may carry a breed society vote in addition to their individual vote. Any non NSA member who has been nominated to represent a breed society on a regional committee will carry one vote for the society only.** A breed society representative may register a proxy vote providing that their society has sent the required notification to the Association one week before the relevant meeting.

Committee structure

4. Each regional committee should have the following elected officers:-
 - Chairperson
 - Vice Chairperson
 - Treasurer
 - [For Wales, Scotland and NI] NSA Finance & General Purposes (F&GP) representative
 - [For Wales, Scotland and NI] NSA UK Policy & Technical (UKP&T) representative
 - [For English regions] Three NSA English Committee representatives

Office holders will normally work closely with the regional manager or secretary to prepare agendas, reports and proposals for consideration by the committee. All the elected officers should be approved annually and the length and number of terms served is to be agreed by the region;



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terms for NSA committee reps are usually three years. Should an office holder stand down before the end of their term, a replacement should be elected at the soonest committee meeting and be approved at the subsequent annual regional members meeting.

Other than the region's Trustee Director position, any additional regional/national position or structures should be seen as unusual but may be approved by the NSA Board given justification and clear terms of reference from the regional committee.

5. **The committee should not be less than 10, or more than 50 members. A quorum shall be the greater of 25% of the committee members or 5 in number.**

Committee meetings

6. Each regional committee will meet at least four times a year. **Each region will hold at least one annual regional members meeting where the election of officers and nomination of Trustees should take place. All NSA members within the region must be notified of and invited to the annual regional members meeting.** Additional members meetings (including as extensions to committee meetings) can be held as frequently as desired.
7. Committee meetings should include reports from the most recent NSA Board meeting, that will include F&GP and UKP&T reports. English regions should also include a report from the most recent NSA English Committee meeting.
8. **There must be a minimum of 21 days' notice of the annual regional members meeting to members in the region.** This may be done via the NSA Sheep Farmer magazine or by written notice, and notice must include **the date, time, and place, plus the nature of the business to be conducted, and notification that members have a right to appoint a proxy. This will include notification that election and re-approval of officers will take place.**
9. **Nominations for Trustee/Director positions are only to be proposed by the regional committee and supported by the wider membership attending the annual regional members meeting. These nominations are considered for appointment by the NSA Board. Members wishing to nominate a Trustee must make their nomination at a regional committee meeting, not an ARMM.**
10. Annual regional members meetings need a quorum of 20 members and should include:
 - a. Election or re-approval of the Chairperson, Vice Chairperson and Treasurer
 - b. **Nomination of the region's Trustee/Director**
 - c. [For Wales, Scotland and NI] Election or re-approval of NSA F&GP rep and NSA UKP&T rep. [For England] Election and re-approval of NSA English Committee representatives
 - d. Election of new committee members and endorsement of current members
 - e. A Chairperson's report
 - f. A Treasurer's report relating to the region's finances
 - g. [For regions where a NSA ram sale is held] A report from the ram sale committee
11. Trustees may be, but do not have to be, the regional Chairperson. **Trustee positions are expected to be for three-year terms, and two terms can be served in succession. Trustees that have served two terms may stand again after a break of three years.**
12. The committee will approve the continuation (or appointment) of the Regional Manager/Secretary annually if this post is not an employee of the NSA. This is not a matter for the annual regional members meeting.
13. Reports of committee meetings shall be circulated to all committee members in the region and to the NSA Chief Executive.

- 14. Voting at annual regional members meetings will be open to NSA members that are assigned (normally by address) to that region. NSA affiliated breed societies (that may be based anywhere in the UK) may carry one vote in every region provided the charity has been notified in writing of the person to represent that society one week in advance of the vote.**

In the event that there are more than 2 options to be voted for there should be a preliminary vote with the 2 options receiving the most votes going forward to a final vote.

Votes should be counted by an independent member of the meeting.

- 15. Proxy votes will be allowed at annual regional members meetings. Requirements for proxy votes are outlined in the Articles of Association.** Proxy forms are to be received 24 hours before the meeting, any received after this deadline will not be counted.

Financial matters

- 16. The regional committee is empowered to conduct the management and finances of the region. It may not however be allowed to depart from the objectives of the Association or to result in legal non-compliance. Financial reporting must be routinely made to NSA Head Office and the Board of Trustees.**

- 17. The financial reserves of the region shall be primarily banked in a regional account and at all times must be individually identifiable and accountable. The region's funds shall be used at the discretion of the committee and the region is empowered to hold reserves sufficient to run the region effectively and securely.**

Regional Managers/Secretaries

18. The appointment of regional managers and secretaries should be undertaken with the knowledge of the regional committee, although the delivery of this may be devolved to the Chairperson/Vice Chairperson and Treasurer.
19. Regional posts that are self-employed or working on honorariums will report to the region's Chairperson, Vice Chairperson and Treasurer and should have a job description that provides detail of responsibilities and terms. Any posts on PAYE must also report to NSA Head Office and have a contract and job description that provides detail of responsibilities and terms.

Finally

20. The NSA Board reserves the right to review and update the regional operating guidance as appropriate, ensuring compliance with the Association's Articles of Association.

Phil Stocker
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