

## SCHEDULE 2

Article 4

### CONSTITUTION, RELATED MATTERS AND PROCEEDINGS OF QUALITY MEAT SCOTLAND

#### **Procedure**

1.—(1) Quality Meat Scotland may determine its own procedure, and in particular it may—

- (a) determine a quorum;
- (b) appoint committees and sub-committees to advise it in the exercise of any of its functions;
- (c) determine the quorum and procedure of any of its sub-committees.

(2) Any committee appointed under paragraph (1) may include members who are not members of Quality Meat Scotland.

(3) Quality Meat Scotland may pay to committee members any expenses properly incurred by them in carrying out its business, and may pay such remuneration and allowances as may be determined by the Scottish Ministers.

#### **Membership of the board**

2.—(1) The board shall consist of not more than 12 board members.

(2) Not less than 50% of board members will be levy payers.

(3) The board members shall be appointed by the Scottish Ministers.

#### **Board members' terms of office and removal from office**

3.—(1) The members of Quality Meat Scotland shall hold office for such term not exceeding four years as the Scottish Ministers may decide.

(2) A member may resign by giving written notice to the Scottish Ministers.

(3) The Scottish Ministers may remove a member who has—

- (a) been absent from meetings of Quality Meat Scotland for a period of longer than 6 months without the permission of Quality Meat Scotland;
- (b) become bankrupt or has made an arrangement with creditors or has had any estate sequestrated in Scotland; or
- (c) in the opinion of the Scottish Ministers become unable, unfit or unsuitable to carry out the duties required by Quality Meat Scotland.

(4) A person who ceases to be a member or ceases to be chairman or deputy chairman is eligible for reappointment to that office.

(5) A person ceases to be chairman or deputy chairman if—

- (a) they resign that office by giving written notice to the Scottish Ministers;
- (b) they cease to be a member; or
- (c) their term of office expires.

(6) A member of the board must immediately disclose any direct or indirect interest in any contract or other matter proposed or discussed by the board.

(7) The disclosure must be recorded in the minutes of the board, and that member shall not take part after the disclosure in any deliberation or decision of the board on that contract, but may, nevertheless, be taken into account for the purpose of constituting a quorum of the board.

### **Board voting etc.**

4. Each member, including the chair, has one vote. In the case of an equality of votes at any meeting of Quality Meat Scotland, the person who is chairman at that meeting shall have a second or casting vote.

### **Board remuneration and allowances**

5.—(1) Quality Meat Scotland may pay to its members any expenses properly incurred by them in carrying out its business, and such remuneration and allowances as may be determined by the Scottish Ministers.

(2) If—

- (a) a person ceases to be a member; and
- (b) it appears to the Scottish Ministers that there are special circumstances which made it appropriate for the person to receive compensation,

the Scottish Ministers may require the board to pay the person such amount as the Scottish Ministers may determine.

(3) The board may pay to committee members any expenses properly incurred by them in carrying out its business, and such remuneration and allowances as may be determined by the appropriate authority.

### **Employees**

6. Quality Meat Scotland may appoint such employees as it determines, and subject to the agreement of the Scottish Ministers, may pay to them such remuneration, pensions and other allowances as it determines.

### **Reserve funds etc.**

7.—(1) Quality Meat Scotland may establish and maintain a reserve fund for the purposes of its functions.

(2) Quality Meat Scotland may borrow money and grant securities over any of its property.

### **Incidental powers**

8. Quality Meat Scotland may—

- (a) enter into agreements;
- (b) acquire or dispose of property;
- (c) raise funds by voluntary contributions; and
- (d) accept gifts.