

Company Number 01892440

THE COMPANIES ACTS 1948 TO 1989

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

SALERS CATTLE SOCIETY OF THE UK LIMITED

(As amended by special resolution on the 19<sup>th</sup> day of June 1985,  
21<sup>st</sup> day of May 2006 and on 4<sup>th</sup> May 2013)

1. The name of the company is "Salers Cattle Society of the UK Limited"
  2. The registered office of the Company will be situate in England.
  3. The objects for which the Company (hereinafter called the Society) is established (the Objects) are the promotion of agriculture by the management, promotion and improvement of the breeding of the Salers breed of livestock and the maintenance of the purity of the breed and in connection therewith (but without limitation) to compile, keep, maintain, edit, issue and publish a Herd Book of recognised and pure bred Salers cattle and a register or registers supplementary thereto of other recognised and qualified cattle for breeding purposes.
- 4.1 In addition to any other powers it may have, the Society has the following powers in order to further the Objects (but not for any other purpose):
- (a) To raise funds. In doing so, the Society must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
  - (b) To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - (c) To sell, lease or otherwise dispose of all or any part of the property belonging to the Society. In exercising this power, the Society must comply as appropriate with sections 36 and 37 of the Charities Act 1993;
  - (d) To borrow money and to charge the whole or any part of the property

The name of the Company was changed from "Triple First Limited" on the 28<sup>th</sup> day of August 1985 and from Saler Cattle society of the UK Limited on the 21<sup>st</sup> day of May 2006

belonging to the society as security for repayment of the money borrowed. The Society must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if it wishes to mortgage land:

- (e) to co-operate with other charities trusts, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects
- (g) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other society formed for any of the Objects;
- (h) to set aside income as a reserve against further expenditure but only in accordance with a written policy about reserves;
- (i) To employ and remunerate such staff as are necessary for carrying out the work of the Society. The Society may employ or remunerate a member of its Council of Management only to the extent it is permitted to do so by clause 6 and provided it complies with the conditions in that clause;
- (j) to:
  - (aa) deposit or invest funds;
  - (ab) employ a professional fund-manager; and
  - (ac) arrange for the investments or other property of the Society to be held in the name of the nominee:

In the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000:

- (k) to provide indemnity insurance for the members of its Council of Management or any other officer of the Society in relation to any such liability as is mentioned in sub-clause 4.2 of this clause, but subject to the restrictions specified in sub-clause 4.3 of this clause;
- (l) to pay out of the funds of the Society the costs of forming and registering the society both as a company and as a society; and
- (m) to do all such other lawful things as are necessary for the achievement of the Objects;

4.2 The liabilities referred to in sub-clause 4.1 (k) are:-

- (a) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Society;

(b) the liability to make a contribution to the Society's assets as specified in section 214 of the Insolvency Act 1986 ) wrongful trading).

4.3 The following liabilities are excluded from sub-clause 4.1 (k):

(a) fines;

(b) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful reckless misconduct of the members of its Council of Management or other officer.

(c) liabilities to the Society that result from conduct that the member of the Council of Management or other officer knew or must be assumed to have known was not in the best interests of the Society or about which the person concerned did not care whether it was in the best interests of the Society or not.

(d) There is excluded from sub-clause 4.2 (b) any liability to make such a contribution where the basis of the member of the Council of Management's liability is his or her knowledge prior to the insolvent liquidation of the Society (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Society would avoid going into insolvent liquidation.

5. The income and property of the Society shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Society. No member of its Council of Management shall be appointed to any office of the Society paid by salary or 'fees or receive remuneration or other benefits in money's worth from the Society.

Provided that nothing herein shall prevent any payment in good faith by the Society:

(a) Of reasonable and proper remuneration to any member, office or servant of the Society (not being a member of its Council of Management) for any services rendered to the Society.

(b) Of interest on money lent by any member of the Society or its Council of Management or other Governing Body at a reasonable and proper rate;

(c) Of reasonable and proper rent for premises demised or let by any member of the Society or its Council of Management or other Governing Body of out-of-pocket expenses

6. The liability of the members is limited.

7. Every member of the Society undertakes to contribute to the assets of the Society, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Society contracted before he ceases to be a member, and of the costs, charges and expenses of winding up,

And for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

- 8.1 The members of the Society may at any time before, and in expectation of, its dissolution resolve that any assets of the Society after all its debts and liabilities have been paid, or provision has been made for them, shall on or before dissolution of the Society be applied or transferred in any of or the following ways:
- (a) directly for the Objects; or
  - (b) by transfer to any charitable society or societies of purposes similar to the Objects; or
  - (c) to any charitable society for use for particular purposes that fall within the Objects;
- 8.2 Subject to any such resolution of the members of the Society, the members of the Council of Management of the Society may at any time before and in expectation of its dissolution resolve that any assets of the Society after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Society be applied or transferred;
- (a) directly for the Objects; or
  - (b) by transfer to any charitable society or societies for purposes similar to the Objects; or
  - (c) to any charitable society or societies for use for particular purposes that fall within the Objects.
- 8.3 In no circumstance shall the net assets of the society be paid to or distributed among the members of the Society (except to a member that is itself a charitable society) and if no such resolution is passed by the members or the members of the Council of Management the net assets of the Society shall be applied for charitable purposes as directed by the court or the Commission.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association.

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Names, Addresses and descriptions of Subscribers

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Michael Richard Counsell,  
15 Pembroke Road,  
Bristol, B599 7DX  
Commercial Manager.

Christopher Charles Hadler,  
15 Pembroke Road,  
Bristol, B599 7DX  
Commercial Manager.

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Dated this 12<sup>th</sup> day of February, 1985

Witness to the above signatures;  
Errol Sandiford  
15 Pembroke Road,  
Bristol, B599 7DX  
Clerk.

Company Number 01892440

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21<sup>st</sup> day of May 2006 and on 4<sup>th</sup> May 2013)

## **INTERPRETATION**

1. In these articles:

“the Act”

means the Companies Act, 1985.

“the Council”

means the Council of Management of the Society.

“the seal”

means the common seal of the Society.

“secretary”

means any person appointed to perform the duties of the secretary of the Society.

“the Society”

means the above-named Society

“the United Kingdom”

means Great Britain and Northern Ireland

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expression contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof for the time being in force.

## MEMBERS

2. The number of members with which the Society proposes to be registered is unlimited.
3. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership shall be members of the Society. Every member of the Society other than the subscribers shall either sign a written consent to become a member or sign the register of members on becoming a member.
4. Unless the members of the Council shall make other provisions pursuant to the powers contained in Article 67, the members of the Council may in their absolute discretion permit any member to retire provided that after such retirement the number of members is not less than two. Notwithstanding the preceding provisions of the Article or of any Rule or Byelaw made pursuant to Article 67, the subscribers to the Memorandum of Association shall automatically cease to be members of the Society so soon as two other persons are members of the Society.
5. Membership is open to other individuals or organisations who:
  - (a) Apply to the Society in writing in such form as the Council shall from time to time prescribe; and
  - (b) Are approved by the Council.
6.
  - (A) The Council may only refuse an application for membership if, acting reasonably and properly it considers it to be the best interests of the Society to refuse and application.
  - (B) The Council must inform the applicant in writing of the reason for the refusal within 21 days of the decision.
  - (C) The Council must consider any written representations the applicant may take about the decision. The Council's decision following any written representations must be notified to the applicant in writing but should be final.
  - (D) Membership is not transferable to anyone else.
7.
  - (A) Any Society incorporated under the Act or any other body corporate may become a member of the Society and is hereinafter in these presents from time to time referred to as "a corporate member"
  - (B) A corporate member shall not be eligible for election or appointment as a member of the Council notwithstanding anything hereinafter in these Articles contained but this provision shall not prevent any Director or other Officer or member or any corporate member who shall himself be a member of the Society from holding any such office as aforesaid in the Society.
  - (C) Subject to paragraph (B) of this Article the expression "a member" in these Articles shall, where the context so admits include a corporate member as well as any other member of the Society for the time being.

- (D) A corporate member shall be entitled at any time after being elected a member of the Society by notice in writing addressed to the Society and deposited at the office to appoint any person to be its representative to attend and vote at meetings of the Society on its behalf, and may at any time by notice in writing addressed to the Society and deposited at the office revoke any appointments so made, and (if so desired) by any such notice of revocation or by some other notice in writing addressed to the Society and deposited at the office appoint some other person to be its representative for the purposes aforesaid. No corporate member shall be entitled to have more than one appointed representative hereunder for the time being and the deposit by any corporate member at the office of any notice to the Society of the appointment of a representative hereunder shall ipso facto revoke the appointment made by any other notice previously so deposited by such corporate member. Subject as aforesaid every appointment made hereunder shall endure and have effect until the same shall be revoked or the representative thereby appointed shall die.
8. A member shall cease to be a member of the Society and his name shall be removed from the Register of Members accordingly:
- (a) if by notice in writing to the Society he resigns his membership; or
  - (b) if any subscription payable by such member to the Society pursuant to these presents or any other sum payable now owing by such member to the Society on any account shall remain unpaid for three months or more after the same shall become due and payable to the Council resolve that his membership be determined; or
  - (c) if (being an individual person) he dies or (being a corporation or an unincorporated body) it is wound up or dissolved; or
  - (d) if he shall be expelled or ceases to be a member pursuant to Articles hereof.

#### **SUBSCRIPTIONS**

9. Every member shall pay to the Society in advance such annual subscription (if any) as may from time to time be fixed by the Council and payable on the 1<sup>st</sup> day of January in every year.

#### **GENERAL MEETINGS**

10. The Society shall in each year hold a General Meeting as its Annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Society and that of the next. Provided that so long as the Society holds its first Annual General meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time as the Council shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.



11. The Council may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by the Act. If at any time there are not within the United Kingdom sufficient members of the Council capable of acting to form a quorum, any member of the Council or any two members of the Society may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.

#### **NOTICE OF GENERAL MEETINGS**

12. An Annual general Meeting and a meeting called for the passing of a special resolution shall be called by twenty one days' notice in writing at the least, and a meeting of the Society other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Society in general meeting, to such persons as, under the Articles of the Society, are entitled to receive such notices from the Society:

Provided that a meeting of the Society shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:

- (a) in case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and
  - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety five per cent, of the total voting rights at that meeting of all the members.
13. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### **PROCEEDINGS AT THE GENERAL MEETINGS**

14. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Council and the election of members of the Council in the place of those retiring.
15. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, four members present in person shall be a quorum.
16. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other

case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place the Council may determine.

17. The chairman, if any, of the Council shall preside as a chairman at every General Meeting of the Society, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the members of the Council present shall elect one of their number to be chairman of the meeting.
18. If at any meeting no member of the Council is willing to act as chairman or if no member of the Council is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be chairman at the meeting.
19. The chairman may, with the consent of any meeting at which quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an adjournment or the business to be transacted at an adjourned meeting.
20. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (beforehand or on the declaration of the result of the show of hands) demanded:
  - (a) by the chairman; or
  - (b) by at least three members present in person or by proxy; or
  - (c) by any member or members present in person or by proxy and representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

21. Except as provided in Article 22, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
22. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

23. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
24. Subject to the provisions of the Act a resolution in writing signed by all the members for the time entitled to receive notice of and to attend and vote at General meetings) or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Society duly convened and held.

### **VOTES OF MEMBERS**

25. Every member shall have one vote.
26. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver, or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.
27. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Society have been paid.
28. On a poll votes may be given either personally or by proxy.
29. The instrument appointing a proxy shall be in writing under the hand of the appointer, or, if the appointer is a corporation, either under seal or under the hand of an officer duly authorised. A proxy need not be a member of the Society.
30. The instrument appointing a proxy shall be deposited at the registered office of the Society or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
31. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit;

"                      Limited  
I/We                      of                      in the County  
of                      being a member/members of the above named Society, hereby  
appoint                      of                      or failing him                      of                      as my/our  
proxy to vote for me/us on my/our behalf at the Annual or Extraordinary, as the case may  
be) General Meeting of the Society                      to be held on the                      day of 20 , and at any  
time adjournment thereof.

Signed this        day of 20



38. No person who is not a member of the Society shall in any circumstances be eligible to hold office as a member of the Council.

#### **BORROWING POWERS**

39. The Council may exercise all the powers of the Society to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Society or of any third party.

#### **POWERS AND DUTIES OF THE COUNCIL**

40. The business of the Society shall be managed by the Council, who may pay all expenses incurred by promoting and registering the Society, and may exercise all such powers of the Society as are not, by the Act or by these Articles, required to be exercised by the Society in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Society in General Meeting; but no regulation made by the Society in General Meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.
41. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts of moneys paid to the Society, shall be signed drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Council shall from time to time by resolution determine.
42. The council shall cause minutes to be made in books provided for the purpose:
- (a) of all appointments of officers made by Council;
  - (b) of the names of the members of the Council present at each meeting of the Council and of any committee of the Council
  - (c) of all resolutions and proceedings at all meetings of the Society, and of the Council, and of committee of the Council
- and every member of the Council present at any meeting of the Council or committee of the Council shall sign his name in a book to be kept for that purpose.
43. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case of members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Meeting, but not for any other purpose.
44. Without prejudice to the generality of the powers of the Council under Article 40 hereof it is hereby declared that the Council shall have the powers to do all or any of the following things, namely:

- (a) Make, alter and rescind byelaws for the management of the affairs to the Society, in so far as they do not conflict with these presents or amount to or involve such an alteration or addition to these presents as could only lawfully be made by Special Resolution.
  - (b) Fix the dates and places for holding sales by auction, and appoint auctioneers for the same (when so desired) settle or determine by arbitrators or experts (whether or not being members of the Council) appoint by the Council for this purpose or otherwise disputes arising between members or others out of or in respect of any sales or alleged sales of cattle (whether by auction or otherwise) or in any other way concerning cattle.
  - (c) Fix the exact date and place for holding the Annual General Meeting of the Society.
  - (d) Issue and edit the Herd Book and any register supplementary thereto and deal with and control all matters arising from the Herd Book or any supplementary register from entries therein actual or tendered, and settle all disputes between members in respect thereof.
45. The council may from time to time as they shall think expedient from the internal management and well- being of the Society, make regulation for the imposition on members of the Society of reasonable fines not exceeding £50 for any breach of these presents or any byelaws of the Society. Any member who has incurred a fine under this or the next three succeeding Articles shall be notified thereof by the Secretary and requested to pay the same forthwith and in default of his paying the same within one month from the date of such notice he shall cease to be a member of the Society. All regulations made by the Council under this Article shall be binding upon the members of the Society until set aside by a resolution of the Society in General Meeting.
46. If any member is charged with furnishing false or inaccurate particulars with reference to the pedigree or identity of any animal, or to the entry of any animal in the Herd Book, or any register supplementary thereto, or to the notification of the birth of any animal, or to the exhibition, sale or transfer of any animal, the Council shall examine into the subject of the charge, and if the Council may be at any Council meeting expel such offending member in accordance with the provisions of Article 47 or suspend him from membership for such period as the Council may determine, or censure such member or impose upon such fine, nor exceeding £50 as the Council may decide.
47. The Society shall have the power to expel members of the Society and the Council may remove a member from membership by a resolution of two thirds of the members of the Council present that it is in the best interest of the Society to expel that member from the Society. A resolution to remove a member may only be passed if:
- (a) The member has been given at least 21 days' notice in writing of the meeting of the Council at which the resolution will be proposed and the reason why it is to be proposed.

- (b) The member or, at the option of the member, the member's representative (who need not be a member of the Society) has been allowed to make representations to the meeting.
  - (c) The member expelled under Article 47 may appeal by giving written notice of the appeal to the Secretary within 10 days from the date of expulsion.
  - (d) Upon receipt of a notice of appeal an extraordinary meeting must be convened within 14 days and, if that meeting passes an extraordinary resolution rescinding the expulsion, then the member must be reinstated as from the date of the resolution.
  - (e) Any member expelled in accordance with these articles, or otherwise ceasing to be a member of the Society, forfeits all right to or claim upon the Society or its property or funds or any return of fees paid and remains liable for any outstanding fees or charges due from him at the date of expulsion or cessation.
48. If at any time there shall be inserted in the Herd Book or any supplementary register thereto, any animal belonging to a member or members jointly with any other person or persons who shall not be a member or members of the Society either as partnership property or otherwise, then so long as such entry and joint ownership shall continue such member or members shall at times be responsible to the Society for the acts and conduct of such last-mentioned person or person, and if any such person or persons shall do or omit to do any act or thing which in the opinion of the Council if done by the said member would have made him or them guilty of any such misrepresentation or gross carelessness as hereinbefore mentioned in Article 46, or if in the opinion of the Council the conduct of any such person or persons shall appear to be derogatory to the character or prejudicial to the interests of the Society, then the said member or members may be either expelled or suspend from membership of the Society or censured or fined by the Council under either Article 46 or Article 47 hereof in the same manner as if such member or members had been guilty of misrepresentation or gross carelessness or conduct derogatory to the character or prejudicial to the interest of the Society as the case may be.
49. In case any member of the Society shall be expelled from or suspended from membership of the Society, or censured or fined, under any of the said Articles 46, 47 or 48 hereof, a written notice of such event shall forthwith be sent by the Secretary of the Society to such member by registered post addressed to such member at his last known place of abode or business in the United Kingdom or the Republic of Ireland. A notice of the said event with or without particulars of the alleged offence and the name and address of the member concerned may, at the discretion of the Council, also be published in the Society's Journal, and (in addition or alternatively) be communicated to every member of the Society by a private letter addresses to every such member respectively. The Society by its Secretary or other office of the Society authorised by the Council so to do may also send a further notice of the said event and the name and address of the member concerned with or without particulars of the alleged offence to such other societies and sections of the public as the Council may determine.

50. If a member shall be expelled from the Society or suspended from membership he shall thereafter be ipso facto disqualified from election or appointment to any office of or in connection with the Society, and any such office held by him at the date of such expulsion or suspension shall be ipso facto vacated.
51. If a member shall be censured or fined by the Council under any of the provisions of these presents he shall not, unless and until the Council in their absolute discretion otherwise determine be eligible for election or appointment to any office of or in connection with the Society, and any such office held by him at the date of such censure or imposition of a fine shall, unless the Council in their absolute discretion otherwise determine, immediately be vacated. The foregoing provisions of this Article shall not apply in the case of a member who is censured or fined by the Council for any offence under any byelaws of the Society which the Council shall by such byelaws or otherwise determine and classify to be a petty offence.
52. If it shall be reported to the Council by or on behalf of such other society or association that a member has been found guilty by such other society or association of an offence for which he could be expelled, suspended, censured or fined by the Council if such offence had been within the jurisdiction of the Council, he shall not, after having been given by the Council an opportunity of being heard, and unless the Council in their absolute discretion otherwise determine be eligible for election or appointment to any office of or in connection with the Society and any such office held by him at the time shall, after such member has been given by the Council an opportunity of being heard and unless the Council in their absolute discretion otherwise determine be vacated.
53. If the conduct of a member of the Society or of any person or persons for whose conduct such member is for the time being responsible to the Society under Article 48 is the subject of investigation by the Council under these presents or the byelaws of the Society for the time being, such membership shall not, pending the conclusion of such investigation, be entitled to resign his membership of the Society unless and until such resignation is first accepted by the Council and the Council may in any such case without assigning any reason, refuse to accept such resignation.
54. It shall be the duty of every member of the Society to give information in writing to the Council without delay of every case of alleged misrepresentation of inaccuracy in the particulars furnished by any member or other person with reference to the pedigree or identity of any animal, or the entry of any animal in the Herd Book, or to the notification of the birth of any animal, or to the exhibition, sale or transfer of any animal, which shall come to his knowledge, and to assist the Council by every means in his power to investigate every such case.
55. The Society shall not be in any way liable or responsible for any errors or omissions contained in any records or other statistics or information relating to any cattle which may at any time be obtained by the Society from recording associations or bodies or persons, and no member shall make or have any claim against the Society for any damages he may suffer through any such error or omission as aforesaid or through any publication or communication to any other person or persons or other user made by the Society of the records or statistics or information containing such errors or omission, unless and except only if and in so far as any such claim may arise from any publication or use wilfully made by the Society of any such records or statistics or information as aforesaid after the member in question shall have given to the Society express notice in writing of the errors or omissions



alleged by him to be contained therein, and also shall have identified and proved every such error or omission to the reasonable satisfaction of the council.

#### **DISQUALIFICATION OF MEMBERS OF THE COUNCIL**

56. The office of member of the council shall be vacated if the member:-
- (a) without the consent of the Society in General Meeting holds any other office of profit under the Society; or
  - (b) becomes bankrupt or makes arrangement or composition with his creditors generally; or
  - (c) becomes prohibited from being a member of the Council by reason of any order made under the Act; or
  - (d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
  - (e) resigns his notice in writing to the Society; or
  - (f) is directly or indirectly interested in any contract with the Society and fails to declare the nature of his interest in manner required by the Act.

A member of the council shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

#### **ROTATION OF MEMBERS OF COUNCIL**

57. At the first Annual General Meeting of the Society all members of the council shall retire from office, and at the Annual General Meeting in every subsequent year one-third of the members of the Council for the time being or, if their number is not three or a multiple of three, then the nearest one-third, shall retire from office.
58. The members of the Council to retire in every year shall be those who have been longest in office since their last election, but as between persons who became members of the Council on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
59. A retiring member of the council shall not be eligible for re-election if they have completed two consecutive terms of office, they may be re-elected after one year.
60. The society at the meeting at which a member of the Council retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring member of the Council shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member of the Council shall have been put to the meeting and lost.

61. No persons other than a member of the Council retiring at the meeting shall unless recommended by the Council be eligible for election to the office of member of the Council at any General Meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Society notice in writing signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such persons for election, and also notice in writing signed by that person of his willingness to be elected.
62. The Society may from time to time by ordinary resolution increase or reduce the number of members of the Council, and may also determine in what rotation the increased or reduced number is to go out of the office.
63. The Society may by ordinary resolution, of which special notice has been given in accordance with the Act, remove any member of the Council before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Society and such member of the Council, Such removal shall be without prejudice to any such claim such member of the Council may have for damage for break of any contract of service between him and the Society.
64. The Society may by ordinary resolution appoint another in place of a member of the Council removed from office under the immediately preceding Article. Without prejudice to the powers of the Council under Article 44 the Society in General Meeting may appoint any person to be a member of the Council either to fill a casual vacancy or as an additional member of the Council. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a member of the Council on the day on which the member of the Council in whose place he is appointed was last elected a member of the Council.

#### **PROCEEDINGS OF THE COUNCIL**

65. The members of the Council may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second and casting vote. A member of the Council may, and the secretary on the requisition of a member of the Council shall, at any time summon a meeting of the Council. It shall not be necessary to give notice of a meeting of Council to any member of the Council for the time being absent from the United Kingdom.
66. The Quorum necessary for the transaction of the business of the Council may be fixed by the Council and unless so fixed shall be three.
67. The continuing members of the Council may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Society as the necessary quorum of members of the Council, the continuing member or members of the Council may act for the purposes of increasing the number of members of the Council to that number, or in summoning a General Meeting of the Society, but for no other purpose.

68. The Council may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members of the Council present may choose one of their number to be chairman of the meeting.
69. The Council may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council.
70. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
71. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.
72. All acts done by any meeting of the Council or of a committee of the Council, or by any person acting as a member of the Council, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Council or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Council.
73. A resolution in writing, signed by all the members of the Council for the time being entitled to receive notice of a meeting of the Council, shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held.

#### **SECRETARY**

74. The secretary shall be appointed by the Council for such a term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
75. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Council and the secretary shall not be satisfied by its being done by or to the same person acting both as a member of the Council and as, or in place of, the secretary.

#### **THE SEAL**

76. The Council shall provide for the safe custody of the seal, which shall only be used by the authority of the Council or of a committee of the Council authorised by the Council in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Council and shall be countersigned by the secretary or by a second member of the Council or by some other person appointed by the Council for the purpose.

## **ACCOUNTS**

77. The Council shall cause accounting records to be kept in accordance with Section 221 and 222 of the Act.
78. The Council must prepare for each financial year accounts as required by Section 226 (or, if applicable Section 227) of the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

## **NOTICES**

79. A notice may be given by the Secretary to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Society for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed effected by properly addressing, prepaying and posting a letter containing the notice, and to have effected in the case of a notice of a meeting at the expiration of 48 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
80. Notice of every general meeting shall be given in any manner hereinbefore authorised to:
  - (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Society an address within the United Kingdom for the giving of notices to them;
  - (b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and

No other person shall be entitled to receive notices of General Meetings.