

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL  
ASSOCIATION NOT FOR PROFIT

**MEMORANDUM OF ASSOCIATION**  
**OF**  
**THE WILTSHIRE HORN SHEEP SOCIETY LIMITED**

1. The name of the Company is "THE WILTSHIRE HORN SHEEP SOCIETY LIMITED".
2. The Registered Office of the Society will be situate in England.
3. The objects for which the Society is established are:-
  - (A) (1) to advance and promote agriculture by improving the breed of Wiltshire Horn Sheep.
  - (2) to promote research and improvement of the breed of Wiltshire Horn Sheep and the publication of the results thereof.

In the furtherance of these principal objects but not further or otherwise the Society shall have the following powers:-

- (B) (1) to establish and publish an annual Flock Book of recognised and pure-bred rams and ewes used and to register the pedigrees of sheep added to the flock, as are proved to the satisfaction of the Council to be eligible for entry.
- (2) to compile and publish annually statements of transactions connected with the breed, such as particulars relating to shows, sales and other usual transactions.
- (3) to hold shows and sales, including the obtaining of classes and giving of prizes at various shows, and the appointment or recommendation of judges.
- (4) to investigate cases of doubtful and suspected pedigrees.

- (5) To arrange arbitration upon and settlement of disputes and questions relating to or connected with Wiltshire Horn Sheep, and the breeding and sales thereof and for other subsidiary purposes.
  - (6) To publicise the objects, activities and functions of the Society and to stimulate interest therein by all such means or through all such media as shall be expedient.
  - (7) To appeal for, solicit, accept and receive donations, subscriptions, annuities and other payments and to apply the same.
  - (8) To invest any monies of the Society, not immediately required for any of its objects, in such manner or on such security as may from time to time be determined.
  - (9) To do all such other lawful things for the purposes of attaining the above objects or any of them.
4. 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 and no member of its Council shall be appointed to any office of the Society paid by salary or fees, or receive any remuneration or other benefit in money or 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, officer or servant of the Society (not being a member of its Council) for any services rendered to the Society
  - (B) to any member of its Council of prior approved out-of-pocket expenses.
5. No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the governing legal body at the time, and a majority of the membership, for which purposes a majority shall consist of 51% of those voting for "ordinary business ", and 75% of those voting for "special business ".
6. The liability of the members is limited but if any member of the Society pays or receives any dividend, bonus, or other profit in contravention of the terms of the fourth paragraph of this Memorandum, his liability shall be unlimited.
7. Every Member of the Society undertakes to contribute to the assets of the Society in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Society contracted before the time at which he ceases to be a Member, and of the costs, charges, and expenses of winding up the same, and for the adjustment of the rights of the

contributories amongst themselves, such amount as may be required not exceeding one pound (£1) or, in case of his liability becoming unlimited, such other amount as may be required in pursuance of the last preceding paragraph of this Memorandum.

8. If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Society, but shall be given or transferred to a charitable institution or institutions having objects similar to the objects of this Society to be determined by the Members of the Society at or before the time of dissolution, or in default thereof, by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter.
  
9. True accounts shall be kept of the sums of money received and expended by the Society, and the matter in respect of which such receipt and expenditure take place, and of the property, credit and liabilities of the Society, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Society for the time being, shall be open to the inspection of the Members. Once at least in every year the accounts of the Society shall be examined and the correctness of the Balance Sheet ascertained by one or more properly qualified Accountant or Auditor.

We, the subscriber(s) to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

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Name(s) and address(es) of Subscriber(s)

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Trevor Brown, Hootens Farm, Blakesley, Towcester, Northants, NN12 8RT

Occupation: company director

Stuart Brodie, Muscott Mill Farm, Muscott, Flore, Northants

Occupation: farmer

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Dated:

WITNESS to the above signature:

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL  
ASSOCIATION NOT FOR PROFIT

**ARTICLES OF ASSOCIATION**

**OF**

**THE WILTSHIRE HORN SHEEP SOCIETY LIMITED**

**General**

1. In these presents the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.

<b>Words</b>	<b>Meanings</b>
The Act:	The Companies Act 1985 and every other Act for the time being in force concerning companies and affecting the Society
These presents:	These Articles of Association as from time to time amended by or altered by Special Resolution
The Society:	The above named Society
The Council:	The Council of Management for the time being of the Society
The Office:	The Registered Office of the Society
The Register:	The Register of Members of the Society
The United Kingdom:	Great Britain and Northern Ireland
The Bye-laws:	The Bye-laws and other Rules and Regulations of the Society as from time to time determined by the Council
The Flock Book:	The Society's Flock Book and all supplementary registers and records maintained by the Society in accordance with its objects
Month:	Calendar month
In writing:	Written, printed or lithographed words, or partly one and partly another, and other modes of representing or reproducing words in a visible form

Words importing the singular number shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act if not inconsistent with the subject or context hereof, bear the same meanings in these presents.

2. The number of members of the Society is unlimited.
3. The provisions of section 352 to 354 of the Act inclusive shall be observed by the Society, and every member of the Society shall either sign a written consent to become a member or sign the register of members on becoming a member.
4. The Society is established for the purposes expressed in its Memorandum of Association.

## **Membership**

5. The following persons shall be members of the Society namely:-
  - (A) all subscribing members of the Society at the date of the adoption of these presents
  - (B) any person who desires to become a member of the Society, in accordance with these Articles and who shall be proposed by one member of the Society and seconded by another member of the Society, and elected by a majority of the members present at a Council or membership approval committee meeting of the Society and whose name shall be entered on the Register as such.
6. (A) Any person shall be entitled to become a member of the Society provided he is able to satisfy the Council or any membership approval committee of the Society that:-
  - (1) such person has a bona fide interest in the objects of the Society;
  - (2) such person will agree to and abide by these presents and the Bye-laws and any other rules and regulations from time to time adopted by the Society;
  - (3) he has not been refused membership of or disciplined by the council or the appropriate disciplinary committee of any other breed society; and
  - (4) there are no other known facts or circumstances relating to such a person which, in the reasonably held opinion of the Council or any membership approval committee, would be likely to make his membership of the Society inconsistent with the objects or the orderly conduct of the affairs of the Society.
- (B) Subject as aforesaid applications for membership should be made in writing in such form as the Council shall from time to time prescribe or approve.

- (C) In the event that any application for membership of the Society shall be refused, the fact of and reasons for such refusal shall be notified in writing by the Secretary of the Society to the applicant within 14 days of such refusal. At the time of receiving notification of such refusal the applicant shall also be notified of the membership appeals procedure established by the National Sheep Association for determining appeals against refusal of any application for membership of a sheep breeding society.
7. (A) Subject to the provisions of Article 6, any company 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 presents contained, but this provision shall not prevent any director or other officer or member of 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 appointment 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 purpose 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. Subject as aforesaid the rights and privileges of every member of the Society shall be personal to himself, and shall not be transferable or transmissible by his own act or by operation of law.
9. A member shall cease to be a member of the Society and his name shall be removed from the register accordingly:
- (A) if by notice in writing to the Society he resigns his membership; or
- (B) if any subscription or any fee payable by such member to the Society pursuant to these presents or the current Bye-laws shall remain unpaid for two months or more after the same shall become due and payable and the Council resolve that his membership be determined; or

- (C) if being an individual person he dies or being a corporate member or unincorporated body it is wound up or dissolved; or
- (D) if he shall be expelled or ceases to be a member pursuant to any of the provisions of these presents.

## **Subscriptions**

- 10. Every member shall pay to the Society in advance such annual or other subscription (if any) as may from time to time be determined by the Council.
- 11. Annual subscriptions shall be payable in advance on the 30th day of September in each year, unless the member who would otherwise have been liable to pay the same shall give notice in writing to the Secretary, before that date, of his intention to resign his membership of the Society.
- 12. Every member of the Society, provided he has paid his subscription for the current year, shall be entitled to a copy of each of the Society's publications at such charges as the Society may from time to time decide.

## **General Meetings**

- 13. The Society shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notice calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
- 14. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 15. 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 requisitions, as provided by section 368 of the Act.
- 16. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Society; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.
- 17. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

## Proceedings at General Meetings

18. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, the reports of the Council and of the Auditors, and of the Scrutineers as to the result of the ballot for the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
19. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided twenty members personally present shall be a quorum.
20. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on 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 at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
21. The President, or one of the Vice-Presidents of the Society (to be selected by the meeting) shall preside as Chairman at every General Meeting, but if there be no such President or Vice-President, or if at any meeting no such officer shall be present within fifteen minutes after the time appointed for holding the same, and willing to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Society who shall be present to so preside.
22. The Chairman may, with the consent of any meeting at which a 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
23. 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, before or upon the declaration of the result of the show of hands, demanded by the Chairman of the meeting or by at least three members present in person or by any member or members present in person and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book 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 that resolution. The demand for a poll may be withdrawn.
24. Subject to the provisions of Article 25, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the

meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

25. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
26. In the case of an equality of votes, whether on a show or hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
27. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

### **Votes of Members**

28. Subject as hereinafter provided, every member of the Society shall have one vote. Joint Members will be limited to one vote between them.
29. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum which shall be due and payable to the Society in respect of his membership, shall be entitled to vote on any question .
30. Votes must be made personally.

### **Officers**

31. (A) There shall be a President of the Society and a Vice-President who shall be entitled to attend Council meetings, but who shall have no voting rights.
- (B) The President and the Vice President of the Society shall be elected at each Annual General Meeting from among members of the Society who have previously acted as Council Members .These officers shall hold office until the conclusion of the Annual General Meeting at which their successors are elected. A retiring President shall be eligible for re-election. Any casual vacancy in the office of President may be filled by the Council.

### **Council of Management**

32. (A) Any person may be appointed or elected as a member of the Council whatever may be their age
- (B) No member of the Council shall receive remuneration for acting as a member of the Council for the purposes of the Society.
- (C) No member of the Council shall be interested in the supply of services, work or goods at the cost of the Society unless:-
  - (1) he is absent from all meetings of the Council during any relevant discussions relating to such matters; and
  - (2) he takes no part in any relative decisions; and

- (3) the other members of the Council are satisfied that transactions arising out of such decisions are advantageous to the Society.
33. Unless otherwise determined by a General Meeting of the members of the Society the Council of the Society shall consist of elected members not exceeding ten in number, such elected members to be elected from such areas or regions of the United Kingdom as the Council shall from time to time in its absolute discretion determine.
34. The Council may from time to time and at any time appoint any member of the Society as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum number of members shall not be thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election to membership of the Council.
35. 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.

### **Powers of the Council**

36. The business of the Society shall be managed by the Council who may exercise all such powers of the Society, and do on behalf of the Society all such acts as may be exercised and done by the Society, and as are not by statute or by these presents required to be exercised or done by the Society in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Society, and to such regulations, being not inconsistent with the aforesaid regulations or 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 such regulation had not been made.
37. The Council may from time to time at their discretion raise or borrow or secure the payment of any sum or sums of money for the purposes of the Society.
38. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the number prescribed by or in accordance with these presents as the quorum necessary for the transaction of any business, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Society, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.
39. Without prejudice to the generality of the powers and duties of the Council under these presents, 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 the Bye-laws, 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) and make and publish rules for use at sales of

sheep by auction and (when so desired) settle or determine by arbitrators or experts (whether or not being members of Council) appointed 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 sheep (whether by auction or otherwise) or in any other way concerning sheep.

- (C) Fix the exact date and place for holding the Annual General Meeting of the Society.
  - (D) Issue and edit the Flock Book and any register supplementary thereto and deal with and control all matters arising from the Flock Book from entries therein actual or tendered, and settle all disputes between members in respect thereof.
  - (E) To co-opt to the Council such additional Members of the Society as the Council may determine, such co-opted members to have full no voting rights and to serve for a term not exceeding the date of the Annual General Meeting following their co-option but to be eligible for co-option by the Council for a further term or terms.
  - (F) To nominate a President and Vice President of the Society who shall hold office for one year.
  - (G) From time to time elect honorary members of the Society and waive payment of the annual subscription referred to in Article 10 hereof.
40. The Council may from time to time as they shall think expedient for the internal management and well being of the Society, make regulations for the imposition on members of the Society of fines considered by the Council to be reasonable for any breach of these presents or of any of the Bye-laws. Any member who has incurred a fine or other appropriate sanction under these presents or any of the Bye-laws shall be notified thereof by the Secretary of the Society 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.

### **Disciplinary Procedures**

41. The Council shall appoint a standing Disciplinary Committee ("The Disciplinary Committee") composed of not less than three and not more than five members of the Society, who shall not be members of the Council at any time that they are members of the Disciplinary Committee. Members of the Disciplinary Committee shall be appointed on an annual basis. One member of the Disciplinary Committee shall be appointed as its Chairman and a quorum for any meeting of the Disciplinary Committee shall be three members.
- (A) The terms of reference of the Disciplinary Committee shall be to receive complaints or allegations regarding the conduct of members, to investigate such complaints or allegations, to make findings of fact in relation thereto and to report such findings of fact to the Council and if thought fit, to make recommendations to the Council on what penalties should be imposed on the member or members concerned.

- (B) The Disciplinary Committee shall decide whether there is a case to answer in respect of any particular complaint and whether an investigation should be carried out. In the case of complaints received from individual members, the Chairman of the Disciplinary Committee shall immediately inform the Secretary of the Society that such a complaint has been made.
- (C) The Disciplinary Committee shall have powers to co-opt further members onto the Disciplinary Committee who have special expertise to assist them with any particular investigation and such co-opted members shall be full members of the Disciplinary Committee for the purpose of the particular complaint which they have been co-opted onto the Disciplinary Committee to investigate.
- (D) Co-opted members of the Disciplinary Committee need not be members of the Society and shall not be members of the Council. If they are engaged in a professional capacity the Chairman of the Disciplinary Committee and the Secretary of the Society shall have power to agree such fees and expenses as may be necessary in consultation with the appropriate professional associations.
- (E) If any member of the Disciplinary Committee has a personal interest or business relationship with the member who is the subject of an investigation, that member of the Committee shall stand down and the Committee shall have power to co-opt another member to take up the vacancy created for that particular investigation.
- (F) The Disciplinary Committee shall, when it considers it appropriate, appoint any person to act as clerk to the Committee for each meeting or hearing and to assist the Committee in the preparation of reports for the Council.
- (G) Before any formal hearing of the evidence of a complaint by the Disciplinary Committee takes place, the Disciplinary Committee shall give the person against whom the complaint has been made reasonable notice of the date, time and place of the hearing and shall send him a written statement setting out full details of the allegations made against him. Any person appearing before the Disciplinary Committee shall be entitled to be legally represented and/or to appear in person and to call oral evidence. If he decides not to attend, a written statement may be sent by him to the Disciplinary Committee setting out his answers to the allegations which have been made against him and the matter may be dealt with in his absence, or otherwise as the Disciplinary Committee may decide.
- (H) Subject to the above provisions, the Disciplinary Committee may adopt such procedures and admit such evidence as it thinks fit provided that the person against whom the allegations are made has a proper opportunity of answering them and making such other representations to the Disciplinary Committee as he shall reasonably request.
- (I) The Disciplinary Committee may, on finding that an allegation against a member has been proved in whole or part, make such recommendation to the Council in relation to such matter as it shall consider appropriate, including but without limitation:-

Expulsion of the Member from membership of the Society;

Suspension of the Member from membership of the Society for a period;

Suspension of the Member for a period from entering sheep for Society shows and sales and taking part in other Society sponsored activities;

Cancellation of registrations of the member in the Flock Book, or temporary de-registration of his animals for a period, or disqualification of his animals from any Society show, event or activity for an unlimited period;

The payment of any fine; and

A reprimand.

- (J) The Council shall receive a report from the Disciplinary Committee on its investigation into any allegation of misconduct against a member, shall note the Disciplinary Committee's findings of fact and consider any recommendations as to what penalties, if any, should be imposed on the member concerned. The member who is the subject of such report shall be given copies of the report and reasonable notice of the Council meeting at which such report is to be considered. He shall have the opportunity to attend such meeting, with or without legal representation, and to make any plea in mitigation. No new evidence may be admitted at the Council meeting which considers the report of the Disciplinary Committee into the complaint against the member. The Council shall not be bound in any way by the Disciplinary Committee's recommendations, but shall be required to give reasons for any different penalty which it decides to impose on the member.
- (K) A member who has been the subject of a disciplinary investigation shall have the right of appeal against the Disciplinary Committee's findings and/or against the penalty imposed by the Council on him in relation to such findings, to the National Sheep Association, within three months of the date of the notice to the member informing him of the Council's decision.
42. (A) Complaints or allegations regarding the conduct of members may be referred to the Disciplinary Committee either by the Council acting through a Complaints Committee comprising the Chairman, Vice-Chairman and Secretary, and any other person appointed to such Committee by the Council from time to time, or by individual members.
- (B) Such complaints must relate to serious allegations of breaches of the Bye-laws or of the regulations comprising these presents, which the Secretary has declined to deal with in the ordinary course of carrying out his duties, or any other alleged conduct of a member which is considered to be derogatory to the character or prejudicial to the interests and reputation of the Society.
43. In case any member of the Society following a Disciplinary Procedure against him shall be expelled from or suspended from membership of the Society, or censured or fined under Article 44 hereof, 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 address or place of business in the United Kingdom or Eire. A notice of such 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 addressed to every such member respectively. The Society by its Secretary, or other officer of the Society authorised by the Council so to do, may also send a further notice of such 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 shall be necessary in the best interests of the reputation of the Society.

44. 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 also be ipso facto vacated.
45. 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 the Bye-laws which the Council shall determine and classify to be a petty offence.
46. If it shall be reported to the Council by or on behalf of some 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 has 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 of 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.
47. If the conduct of a member of the Society, or of any person for whose conduct such member is for the time being responsible to the Society under the Bye-laws, is the subject of investigation by the Council under these presents such member 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.

## **Secretary**

48. The Council shall employ the services of a self employed Secretary, on a Consultancy basis, for such time, at such remuneration and upon such conditions as the Council may consider fit, and any Secretary so appointed may be removed by resolution of the Council. The Council may from time to time by resolution appoint an assistant or deputy secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

## **The Seal**

49. The Seal of the Society shall only be used by the authority of the Council or of a Committee of Council authorised by the Council. The Council may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a member of Council and by the Secretary or by a second member of the Council.

## **Disqualification of Members of the Council**

50. The office of a member of the Council shall be vacated if:-
- (A) he ceases to be a member of the Council by virtue of the provisions of the Act or he becomes prohibited by law from being a director of any company or of any charitable body; or
  - (B) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (C) he is, or may be, suffering from a mental disorder and an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
  - (D) he resigns his office by notice to the Society; or
  - (E) he ceases to be a member of the Society or to be eligible for membership of the Council, by virtue of the provisions of these presents and any decision of the Council pursuant thereto.

## **Election and Rotation of Members of the Council**

51. (A) Unless otherwise determined by the Society in General Meeting, elected members of the Council shall hold office for a period lasting from the date of the Annual General Meeting of the Society at which their election to membership is announced until the date of the third Annual General Meeting when they shall be deemed to have retired from office. At each Annual Meeting elections shall take place in respect of which an elected member of Council shall be deemed to have retired in order to elect a new elected representative member of the Council
- (B) All Members of the Council who have not attended a minimum 50% of Council Meetings (which shall include any EGM or AGM) in any one year shall retire at the next Annual General Meeting of the Society, but such retirement will not disqualify them from standing for re-election.
- (C) Nominations for Council Members must be lodged with The Secretary, in writing, at least 28 days prior to the date of the AGM. Each nominee should have a proposer and a seconder, both of whom shall be fully paid up Members of the Society.

52. In respect of the voting for the appointment of new Council members.
- (A) In circumstances where Council restrict voting to those members present at the AGM voting papers shall be distributed to all members attending the AGM with votes counted for each applicant for Council at the AGM.
  - (B) In the event that postal voting is approved by Council, the Secretary shall circulate voting papers not less than three weeks before the relevant Annual General Meeting which shall be returned by the members not later than two weeks before such Meeting. The votes on any paper received by the Secretary after that date shall not be counted.
  - (C) Three scrutineers shall be appointed by the Council from among the members of the Society other than the retiring members thereof who shall receive and examine the voting papers and certify the result of the election to the relevant Annual General Meeting of the Society. Two scrutineers shall be a quorum and the death or refusal to act of one or more of the scrutineers shall not affect the election. In the event of the death or refusal to act of two or more scrutineers, duly qualified substitutes shall be nominated by the President of the Society or in his absence by a Vice-President thereof.
53. The Society may, at the meeting at which the period of office of a member of the Council has expired in manner aforesaid, and whose office has not been filled by election in manner provided by the last preceding Article, appoint a person thereto, and in default the retiring member 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 shall have been put to the meeting and lost.
54. The Society may from time to time in General Meeting increase or reduce the number of members of the Council and determine for what periods they shall hold office, and may make the appointments necessary for effecting any such increase.
55. In addition and without prejudice to the provisions of the Act, the Society may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

### **Proceedings of the Council**

56. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, five members of the Council shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
57. On the written request of five members of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom and Eire

shall not be entitled to notice of a meeting.

58. The Council shall each year elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting. The Council shall also elect a Vice-Chairman to preside at meetings in the absence of the Chairman.
59. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these presents for the time being vested in the Council generally.
60. The Council may delegate any of their powers to committees consisting of such member or members of the Council or of the Society as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.
61. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it being afterwards discovered that there was some defect in the appointment or continuance in office of any such member 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 or had duly continued in office and was qualified to be a member of the Council.
62. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Society and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
63. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

## **Accounts**

64. The Council shall appoint a Council member to be Treasurer, who shall cause proper books of account to be kept with respect to:-
  - (A) all sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place;
  - (B) all sales and purchases of goods and services by the Society; and

(C) the assets and liabilities of the Society.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Society and to explain its transactions. For the purposes of these presents, accounts kept on computer records shall be deemed to be proper books of accounts.

65. The books of account shall be kept at the Office, or, subject to the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.
66. The Council may from time to time impose reasonable restrictions as to the time and manner of the inspection by the members other than members of the Council of the accounts and books of the Society but subject thereto the same shall all be open to inspection by members at all reasonable times during business hours.
67. At the Annual General Meeting in every year the Council shall lay before the Society a proper income and expenditure account for the period since the last preceding account made up to a date not more than eight months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Accountant or Auditor, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of the Act, be sent to the Accountant or Auditor and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Accountant's or Auditor's report shall be open to inspection and be read before the meeting as required by the provisions of the Act.

### **Annual accounts review**

68. Once at least in every year the accounts of the Society shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified accountant or auditor.
69. A properly qualified accountant or auditor shall be appointed and their duties regulated in accordance with best practice.

### **Notices**

70. A notice (including a voting paper) may be served by the Society upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

### **Dissolution**

71. Clause 8 of the Memorandum of Association of the Society relating to the winding up and dissolution of the Society shall have effect as if the provisions thereof were repeated in these Articles.

## Indemnity

72. Subject to the provisions of the Acts and of the Memorandum of Association every member of the Council, or other officer of the Society shall be entitled to be indemnified by the Society against all costs, charges, losses, expenses and liabilities incurred by him in the execution of his duties or in relation thereto.
73. The Society, the Council, members and officers, 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 sheep, including any entries in the Flock Book which may be maintained or obtained by the Society from any 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 omissions, 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. Similarly the Council and the Officers of the Society shall not be in any way liable or responsible for any advice or information given to members of the Society by them or any of them in good faith.

## Validity of these presents

74. If any provision of these presents is held by any competent authority to be invalid or unenforceable in whole or in part, the validity of the other provisions of these presents shall not be affected thereby. Headings in these presents are for convenience only and shall not affect their interpretation.

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Name(s) and address(es) of Subscriber(s)

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Trevor Brown, Hootens Farm, Blakesley, Towcester, Northants, NN12 8RT

Occupation: company director

Stuart Brodie, Muscott Mill Farm, Muscott, Flore, Northants

Occupation: farmer

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Dated:

WITNESS to the above signature: