

**THE COMPANIES ACTS 1948 to 1989**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

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**MEMORANDUM  
AND ARTICLES OF ASSOCIATION**

**- of -**

**THE BRITISH LIMOUSIN CATTLE SOCIETY  
LIMITED**

***REVISED 2018***

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**Incorporated the 17th day of September 1970.**

**Whitfield Hallam Goodall  
Mirfield  
Yorkshire  
WF14 8AP**

1. The name of the Company (hereinafter called "the Society") is "THE BRITISH LIMOUSIN CATTLE SOCIETY LIMITED".

2. The registered office of the Society will be situated in England.

3. The objects for which the Society is established are :-

(A) The promotion of agriculture for the public benefit by encouraging, promoting and improving the breeding of Limousin cattle in the United Kingdom of Great Britain and Northern Ireland, or elsewhere, and with a view thereto and if in so far as may be thought fit, to purchase, import, breed, hire or otherwise acquire and hold, recall, let out on hire or otherwise deal in Limousin cattle whether of British or foreign origin.

4. The powers for which the Society is established are :-

(A) To compile, keep, maintain, edit, issue and publish a Herd Book of recognised and purebred Limousin cattle and a register or registers supplementary thereto of other recognised and qualified cattle for breeding purposes.

(B) To prepare and issue by way of sale or otherwise and on such terms or conditions as may be thought fit to members and others, certificates of entries made in the Society's Herd Book and supplementary registers and also records and statistics relating to Limousin cattle or other cattle based on any records or statistics or other information obtained or compiled by the Society.

(C) To promote, organise, manage and hold or participate in the promotion, organization, management and holding of shows of pedigree Limousin cattle and other cattle, and to arrange or assist in the arrangement of classes of cattle at any such shows as aforesaid, and to provide, present, subscribe to or otherwise promote or aid and support the provision and augmentation of prizes to be awarded at any such shows as aforesaid and to recommend and appoint suitable persons to act as judges thereat, and also to pay and make contributions towards the payment of expenses incurred by all or any of the exhibitors in or about the exhibition of cattle at any such show as aforesaid which may be approved for this purpose by the Society.

(D) To investigate, adjudicate, upon, or otherwise determine or settle, cases of doubtful or suspected pedigrees of Limousin or other cattle and other disputes or questions relating to or connected with Limousin cattle or members of the Society.

(E) To join and participate in the activities of national and international organisations representing and promoting the interests of pedigree cattle breeders.

(F) To publish and issue as the official publication of the Society any journal, newspaper or other periodical relating to cattle breeders.

(G) To retain, employ and remunerate professional or technical advisers, staff or administrators in connection with the objects of the Society.

(H) To pay, subject to Clause 4 hereof, annual sums or premiums for or towards the provision of pensions for employees or former employees.

(I) To appeal for, accept and receive any property, donations, or subscriptions for any of the purposes of the Society and to accord to the Donors thereof, such privileges (if any) as the Society shall from time to time determine.

(J) To establish and support, or aid in the establishment and support of associations, institutions, funds and trusts calculated to benefit persons while being trained at any centre or other establishment carried on by the Society.

(K) To amalgamate, affiliate, or co-operate with any association, society, or corporation whose objects are charitable and similar to the objects of the Society, and to purchase or otherwise acquire all or any part of the property, assets, liabilities and engagements of any such association, society or corporation provided that the Society shall not amalgamate, affiliate with or subscribe to any association, society or corporation which shall not prohibit the distribution of its income and property amongst its members to an extent at least as great as imposed on the Society under and by virtue of Clause 4 hereof.

(L) To draw, make, accept, endorse, discount, negotiate, introduce, execute and issue any promissory notes, bills of exchange and other negotiable or transferable instruments.

(M) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Society may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Society.

(N) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society as may be thought expedient with a view to the promotion of its objects.

(O) To undertake and execute any trusts which may lawfully be undertaken by the Society and may be conducive to its objects.

(P) To borrow or raise money for the purposes of the Society on such terms and on such security as may be thought fit.

(Q) To participate in the Direct Debiting Scheme as an originator for the purpose of collecting subscriptions and/or other amounts due to the Society and to execute any Indemnity required by the Banks upon whom Direct Debits are to be originated.

(R) To invest moneys of the Society not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(S) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Society or calculated to further its objects.

(T) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that -:

(i) In case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with or invest the same in such manner, as allowed by law, having regard to such trusts.

(ii) The Society shall not support with its funds any object, or endeavor to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Society would make it a Trade Union.

(iii) In case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the Society shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Society shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Minister of Education over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Society were not incorporated.

5. The income and property of the Society, whencesoever derived, shall be applied solely towards the promotion of the objects of the Society as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of profit, to the members of the Society.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any office or servant of the Society or to any member of the Society, in return for any services actually rendered to the Society, nor prevent the payment of interest at a rate not exceeding the Bank Rate from time to time ruling on money lent or reasonable and proper rent for premises demised or let by any member to the Society, nor prevent the Society from purchasing cattle at reasonable and proper prices from any member of the Society for use at any artificial insemination station nor the gratuitous distribution among or sale at a discount to members or any other persons of any records, statistics, periodicals, books or other publications, whether published by the Society or otherwise relating to any of its objects as set forth, nor prevent any member who may be a successful exhibitor at any such shows as is mentioned in paragraph (D) of clause 3 hereof from receiving as such exhibitor any prize, medal or other recognition which may, under the

regulations affecting the said show, be awarded to such member, nor prevent the Society repaying to any member all or any of the out-of-pocket expenses reasonably and properly incurred by such member in or about the exhibition of cattle at any show approved for this purpose by the Society; but so that no member of the Council of Management or Governing Body of the Society shall be appointed to any salaried office of the Society or any office of the Society paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Society to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Society or reasonable and proper purchase moneys for any cattle at any time sold by him to the Society for use at any artificial insemination station or any prize medal or other recognition to which he may become entitled as an exhibitor at any such show as aforesaid; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or Governing Body may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

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 £1.

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 some other institution or institutions having objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Society at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

**THE COMPANIES ACTS 1948 to 1989**

**COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL**

**ARTICLES of ASSOCIATION**  
**- of -**  
**THE BRITISH LIMOUSIN CATTLE**  
**SOCIETY LIMITED**

**Adopted by Special Resolution of the Society dated 18th February 1993**

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**GENERAL**

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

## WORDS

## MEANING

The Acts	The Companies Acts, 1948 to 1989, 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 altered by Special Resolution.
The Society	The above-named Company.
The Council	The Council of Management for the time being of the Society.
The Office	The registered office of the Society.
The Seal	The Common Seal of the Society.
The United Kingdom	Great Britain and Northern Ireland.
The Herd Book	The Society's Herd Book and all supplementary registers and records maintained by the Society in accordance with its objects
The Bye Laws	The Bye Laws and other rules and regulations of the Society as from time to time determined by the Council
Month	Calendar month.
Year	Calendar year.
In writing	Written, printed or lithographed, or partly one and other modes of representing or reproducing words in a visible form.

Words importing the singular number only 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 Acts if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Society proposes to be registered is unlimited.
3. The provisions of section 110 of the Companies Act 1948 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 the Memorandum of Association.

## **MEMBERSHIP**

5. The following persons shall be members of the Society namely:

(A) All subscribing Full and Associate Members of the Society at the date of the adoption of these presents.

(B)(i) Associate Membership. Associate members shall have the right to receive all circulated information or literature; the right of access to the Society's computer services and information, conferences, field days and overseas visits; and the right to attend and speak, BUT NOT TO VOTE, at General Meetings of the Society. Associate members shall not be eligible to serve as Members of the Council of Management, or to register cattle in the Society's Herd Book, but they shall be eligible to be appointed to the Society's Disciplinary Committee.

(B)(ii) Full Membership. Full members shall have all the rights accorded to Associate members as defined above and, in addition, the right to register cattle in the Pedigree and Grading Up Registers of the Society's Herd Book on payment of the correct registration fees currently stipulated by the Council, to vote at any General Meeting of the Society, and to serve as a member of the Council of Management if so elected, in accordance with the provisions of Articles 26 and 56.

6.(A) Every application for membership shall be made in writing in such form as the Council shall from time to time prescribe or approve.

(B) 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 :-

- (a) such person has a bona fide interest in the objects of the Society;
- (b) 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;
- (c) he has not been refused membership of or disciplined by the council or the appropriate disciplinary committee of any other breed society; and
- (d) there are no other known facts or circumstances relating to such 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.

(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 fourteen 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 Cattle Breeders' Association for determining appeals against refusal of any application for membership of a cattle breeding society.

7.(A) Subject to the provisions of Article 6, any company incorporated under the Acts 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 by 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 pursuant to section 139 of the Companies Act 1948 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 afore-said. 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 hereby 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 or any fee payable by such member to the Society pursuant to these presents shall remain unpaid for three 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 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 any of the provisions of these presents.

### **SUBSCRIPTIONS**

9. Every member shall pay to the Society in advance such annual subscription (if any) as may from time to time on the recommendation of the Council be fixed by the Society in General Meeting and such subscription shall be due and payable on the first day in every financial year.

### **GENERAL MEETINGS**

10. The Society shall hold a General Meeting in every 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.

11. All General Meetings, other than Annual Meetings, shall be called Extraordinary General Meetings.

12. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened by such requisitionists, as provided by the Acts.

13. 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 in every other 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 Acts 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 Acts in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

14. 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 held, at any meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

15. 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, and the reports of the Council and of the Auditors, 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.

16. 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 seven members personally present shall be a quorum.

17. 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 meetings, the members present shall be a quorum.

18. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling 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 preside.

19. The Chairman of the meeting 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 for 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.

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, 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 proxy, or by a member or members present in person or by proxy and representing one tenth of the total voting rights of all the members having the right to vote at meetings, 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 the resolution. The demand for a poll may be withdrawn.

21. Subject to the provisions of Article 22, 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.

22. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

23. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

24. 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**

25. Subject as hereinafter provided, every full member shall have one vote.

26. Save as herein expressly provided, no member other than a full member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Society in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting. In respect of election to the Council, voting shall be by Postal Ballot under conditions to be decided by the Council.

27. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by the Acts. A proxy need not be a member.

28. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.



29. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or notarially certified or office copy thereof shall be deposited at the Office not less than forty-eight hours before the time appointed 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 twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

30. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

31. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit :-

"I  
of  
a member of  
hereby appoint  
of  
and failing him,  
of  
to vote for me and on my behalf at the (Annual or  
Extraordinary, or Adjourned, as the case may be)  
General Meeting of the Society to be held on the  
day of , and at every adjournment thereof.

As witness my hand this day of 19

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. The instrument may also indicate whether the proxy is to vote for or against any particular resolution.

## **COUNCIL OF MANAGEMENT**

32. Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than eight nor more than fifteen but if the number of the members of the Council shall be less than eight the Council shall have power to act in accordance with Article 37.

33.(A) Up to ten members of the Council shall be nominated and elected by members from the regions, as from time to time defined by the Council and notified to members, and they shall be described as Regional Members of the Council. The Council in its absolute discretion shall decide how many members each region may nominate and elect.

(B) Up to five members of the Council shall be nominated and elected by the national membership and shall be described as National Members of the Council.

34. The Council may from time to time and at any time appoint any member of the Society as a Regional or National Member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not 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.

35. No person who is not a full member of the Society shall in any circumstances be eligible to hold office as a member of the Council. Members standing for election to the Council shall be proposed and seconded by full members of the Society and elected in accordance with Article 33(A), 33(B) and 52 and only full members of the Society shall be eligible to vote in elections to the Council.

## **POWERS OF THE COUNCIL**

36. The business of the Society shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to the promotion, formation, establishment and registration of the Society as

they think fit, and 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, 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 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 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 Society, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

38. 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 for the management of the affairs of 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) and make and publish rules for use at sales of cattle by auction and (when so desired) settle or determine by arbitrators or experts (whether or not being members of the 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 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.

(E) To co-opt to the Council such additional Full Members of the Society as the Council may determine up to a maximum of Three Members, such co-opted members to have full voting rights as elected Council Members 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) From time to time elect a President of the Society and determine the period for which he will hold office. Such President may be either honorary or paid such remuneration as the Council in their discretion shall think fit, and need not be a member of the Council but shall, if not a member of the Council, be entitled to receive notice of and attend and speak but not to vote, at all meetings of the Council.

(G) From time to time elect honorary members of the Society and waive payment of the annual subscription referred to in Article 9 hereof.

39. 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 Bye Laws. Any member who has incurred a fine under these presents or any of the Bye Laws 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.

## **SECRETARY**

40. The Secretary of the Society shall be appointed by the Council for such time and at such remuneration and upon such conditions as they may think fit, and any person may act in place of the Secretary, if there be no Secretary or no Secretary capable of acting.

## **THE SEAL**

41. The seal of the Society shall not be affixed to any instrument except by the authority of a resolution of the Council or of a committee of the Council authorised by the Council in that behalf and in the presence

of at least two members of the Council and of the Secretary, and the said members and the Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Society such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

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

42. 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 Acts 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 either :-
  - (i) he is admitted to hospital in pursuance of an application for admission under the Mental Health (Scotland) Act 1960; or
  - (ii) 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; or
- (f) he shall for more than six consecutive months have been absent without permission of the Council from meetings of the Council held during that period and the Council resolves that his Membership of Council be vacated.

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

43. Members elected to the Council shall serve a three year term of office commencing on the date of the General Meeting of the Society at which the announcement of their election to membership of the Council is made. In the event that the office of any member of the Council is vacated under Article 49 (or otherwise) before completion of his three year term of office, a Bye-Election shall be held and the new member of the Council so elected shall complete the unexpired period of the three year term of the member of Council who has vacated his office and shall then retire. A retiring member shall be eligible for re-election.

44. No person other than a retiring member of the Council shall, unless recommended by the Council for election, be eligible for election to membership of the Council unless that member has in writing, been duly proposed and seconded by full members of the Society and has undertaken willingness to serve if elected. Nominations must be received not later than 42 days prior to the General Meeting and ballot papers (if there are more candidates than vacancies) will be posted to all members entitled to vote and must be received by the scrutineer appointed by the Council for the purposes of such election not less than 7 days prior to the General Meeting at which the result will be announced.

45. A Bye-Election to fill a vacancy arising from a member of the Council vacating his office (for any reason) may be held at any time, by order of the Council published in a notice to members. No person shall, unless recommended by the Council for election, be eligible for election to membership of the Council at a Bye-Election, unless that member has been, duly proposed and seconded in writing by full members and has undertaken willingness to serve if elected. Nominations must be received not later than one calendar month after the publication of the notice to members and ballot papers (if there are more candidates than vacancies) will be posted to all members entitled to vote which must be received by the scrutineer appointed by the Council before the closing date ordered by the Council for the purposes of the election and notified in the notice to members calling the Bye-Election. The result of any Bye-Election shall be announced in a notice to members.

46. The Society may from time to time in General Meeting increase or reduce the number of members of the Council and may make the appointments necessary for effecting any such increase.

47. In addition and without prejudice to the provisions of the Acts 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**

48. 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 three 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.

49. A member of the Council may, and on the request of a member 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 shall not be entitled to a notice of the meeting.

50(A) The Council shall from time to time elect a Chairman and a Vice-Chairman (or two or more Vice-Chairmen) and may determine for what period each is entitled to hold office. The Chairman or failing him, a Vice-Chairman, shall be entitled to preside at all meetings of the Council at which he shall be present, but if no such Chairman or Vice-Chairman be elected, or if at any meeting the Chairman or a Vice-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.

(B) If at any time there is more than one Vice-Chairman the right, in the absence of the Chairman, to preside at a meeting of the Council or of the Society shall be determined as between the Vice-Chairmen present (if more than one) by seniority in length of appointment or otherwise as resolved by the Council.

51. 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 the regulations of the Society for the time being vested in the Council generally.

52. The Council may delegate any of their powers to a committee consisting of such member or members of the Council 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.

53. 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 be 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.

54. 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, or 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.

55. 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**

56. The Council 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 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 account.

57. The books of account shall be kept at the Office, or, subject to the provisions of the Act, at such other place or places as the Council shall think fit, and shall always be open to inspection by the members of the Council

58. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Society except as conferred by statute or authorised by the Council or by the Society in General Meeting.

59. 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 preceeding account together with a proper balance sheet. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, 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 Acts) be sent to the Auditors 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 Auditors report shall be open to inspection and be read before the meeting as required by the Acts.

## **AUDITS**

60. 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 Auditor or Auditors.

61. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Acts, the members of the Council being treated as the Directors mentioned in those sections.

## **NOTICES**

62. A notice 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.

63. Any member having in the register of members an address not within the United Kingdom, who shall from time to time give the Society an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Acts, only those members who having in the register of members an address within the United Kingdom shall be entitled to receive notices from the Society.

64. Any notice, if served by post, shall be deemed to have been served on the second working day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove, that the letter containing the notice was properly addressed and put into the post office as a pre-paid letter bearing a second class stamp.

## **DISSOLUTION**

65. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Society shall have effect as if the provisions thereof were repeated in these Articles.

## **INDEMNITY**

66. Subject to the provisions of the Acts and of the Memorandum of Association every member of the Council, Auditor, Secretary or other officer of the Association shall be entitled to be indemnified by the Society against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

67. 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 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 omissions, unless and except only if and in so far as any such claim may arise from any publication or use willfully 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.

## **GENERAL**

68. 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 other provisions shall not be affected thereby. Headings in these presents are for convenience only and shall not affect their interpretation.