



THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
of
**THE BEEF SHORTHORN
CATTLE SOCIETY**

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THE COMPANIES ACTS 1929 - 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION¹

OF

THE BEEF SHORTHORN CATTLE SOCIETY

ESTABLISHMENT

1 Name and Registered Office

- 1.1 The company's name is The Beef Shorthorn Cattle Society (and in this document it is called the **Society**).
- 1.2 The Registered Office of the Society is situated in Scotland.

INTERPRETATION

2 Definitions and interpretation

- 2.1 In these articles:-

Act means the Companies Act 2006.

Board means the board of Directors of the Society.

Business Day means 9am to 5pm on any day (other than a Saturday or Sunday) on which clearing banks are open for the transaction of normal banking business in Edinburgh.

charity means a body which is either a "Scottish charity" within the meaning of section 13 of the Charities Act or a "charity" within the meaning of section 1 of the Charities Act 2011, providing (in either case) that its objects are limited to charitable purposes.

charitable (i) shall have the meaning ascribed to it for the purposes of section 505 of the Income and Corporation Taxes Act 1988; and (ii) means for a purpose recognised as being charitable for the purposes of section 7 of the Charities Act.

charitable purpose means a charitable purpose under section 7 of the Charities Act which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.

Charities Act means the Charities and Trustee Investment (Scotland) Act 2005.

Corporate Member has the meaning set out in article 7.3.

Disciplinary Panel means a panel appointed by the Board (which may, but need not, include current Directors) for the purposes of considering any breach by a Member or Director of any of the terms of these articles, or of any ancillary regulations, guidelines and/or policies of the Society or of any code of conduct adopted by it.

Director means a director of the Society from time to time and who is, for the purposes of the Charities Act, a charity trustee.

¹ Adopted • 2021

District has the meaning set out in article 21.2.

electronic form has the meaning given in section 1168 of the Act.

Electronic Means means any real time interactive session permitted by the Directors from time to time which allows Members to attend and participate in a general meeting such as web conferencing, audio conferencing, online meetings (e.g. using Skype or similar software) or any other electronic method.

Herdbook means the Coates Herd Book (Beef) established in 1822, belonging to the Society.

Member means a member of the Society of whatever class from time to time and for the avoidance of doubt shall include a Corporate Member.

Objects means the objects of the Society as set out in article 3.2.

Ordinary Resolution has the meaning set out in article 19.2.

Organisation means a body corporate, unincorporated association, society, federation, authority, agency, union, co-operative, trust, partnership or other organisation (not being an individual person).

OSCR means the Office of the Scottish Charity Regulator.

Pre-cast Electronic Vote means any vote which is cast by a Member electronically in advance of a general meeting via a means approved by the Directors from time to time (e.g. by email).

Pre-cast Postal Vote means any vote which is cast by a Member by post in advance of a general meeting in accordance with article 16.3.

property means any property, heritable or moveable, real or personal, wherever situated.

Proxy Notice has the meaning set out in article 18.

Registered Herd means a minimum of two pedigree Beef Shorthorn cattle registered by the Society under a single herd prefix in the Herdbook.

Special Resolution has the meaning set out in article 19.1.

subsidiary has the meaning given in section 1159 of the Act.

- 2.2 Any reference to a Member (a) being in arrears; or (b) owing sums, or any debt being outstanding, to the Society; or (c) not having paid the Society means that Member having failed to pay to the Society any sum due by that Member to the Society within the payment terms of the relevant invoice or obligation to pay.
- 2.3 Any reference in these articles to a provision of the Act shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time.
- 2.4 References in these articles to a **person** include individuals, bodies corporate, unincorporated associations, partnerships, joint ventures and government departments or agencies;
- 2.5 References in these articles to the singular shall be deemed to include the plural and *vice versa*.

- 2.6 The model articles of association as prescribed in Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of the Society.

GENERAL

3 Objects

- 3.1 The purposes for which the Society is established shall be wholly and exclusively charitable.
- 3.2 The Society's objects are restricted to those set out in this article 3.2 (subject to article 3.3) and, in particular, the Society's objects are, for the benefit of the public, to advance education, heritage and science and animal welfare by:-
- 3.2.1 educating the public generally, and breeders and farmers in particular, with regard to breeding, feeding and welfare of Beef Shorthorn cattle;
 - 3.2.2 promoting scientific research into the breeding, feeding and welfare of Beef Shorthorn cattle and to use the results thereof to encourage and support best practice; and
 - 3.2.3 promoting excellence in Beef Shorthorn cattle and advancing education and/or scientific research into the breed through exhibitions and other shows and by awarding prizes, awards and/or bursaries in connection therewith;
 - 3.2.4 otherwise promoting and safeguarding the integrity and continuation of the Beef Shorthorn cattle breed, reflecting its heritage and its current form; and
 - 3.2.5 promoting research into, and best practice of, the Beef Shorthorn breed's role in environmentally sustainable and ecologically sound farming systems and furthermore in developing and promoting their part in contributing to the nutritional needs of the population.
- 3.3 The Society may (subject to first obtaining the consent of OSCAR) add to, remove or alter the Objects and may, following such consultation with the members as the Board considers appropriate in light of the changes proposed, amend these articles; on any occasion when it does so, it must give notice to the Registrar of Companies.

4 Powers

The Society has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Society has power:-

- 4.1 to maintain the Herdbook;
- 4.2 to investigate suspicious or doubtful pedigrees of Beef Shorthorn cattle and to investigate any alleged frauds, misrepresentations and/or malpractices relating to Beef Shorthorn cattle and/or (if the Board thinks fit) to publish the results of such investigations;
- 4.3 to frame, make, alter and rescind rules, regulations and bye-laws for registering the location of herds of Beef Shorthorn cattle belonging to Members, for conducting the business and carrying out the Objects of the Society and for conducting the business of the Directors; provided that no bye-law, rule or regulation shall be made which would amount to such an addition to, or alternation of, these articles, as could only legally be made by Special Resolution;

- 4.4 to acquire for the Society any pedigrees or publications, with copyright therein, respectively (if any), the possession of which the Directors may deem likely to be in anyway advantageous to the Society, and to establish any new publication devoted to, or bearing upon, the Objects;
- 4.5 to contract with printers or publishers of any publications acquired by the Society that may be subsisting us at the date of such acquisition, and to enter into and make any new or altered contracts or arrangements with the same or any other printers or publishers, for the printing, publishing, distribution, sale or management of any such acquired publication or of any publication whatsoever of the Society;
- 4.6 to regulate the nature, form and contents of, and also the terms and conditions as to entries in, and also the time and mode and terms of issue of any publication of the Society, and all arrangements and details connected therewith and in particular (so far as they may not be vetted by any subsisting contract or engagement) to fix and alter the price of any publication of the Society, and the charges to be levied for the insertion there and of entries relating to Beef Shorthorn cattle and other matters;
- 4.7 to contract with members of the Society or of the public for the insertion of advertisements in any publication of the Society and to accept and receive sponsorship and other promotional or endorsement benefits.
- 4.8 to encourage and develop a spirit of voluntary or other commitment by individuals, unincorporated associations, societies, federations, partnerships, corporate bodies, agencies, undertakings, local authorities, unions, co-operatives, trusts and others and any groups or groupings thereof willing to assist the Society to achieve its Objects;
- 4.9 to provide training, tuition, expertise and assistance;
- 4.10 to promote and carry out research, surveys and investigations and develop initiatives, projects and programmes;
- 4.11 to prepare, organise, promote and implement training courses, exhibitions, lectures, seminars, conferences, events and workshops, to collect, collate, disseminate and exchange information and to prepare, produce, edit, publish, exhibit and distribute articles, pamphlets, books and other publications in any medium;
- 4.12 to raise funds. In doing so, the Society must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- 4.13 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 4.14 to sell, lease or otherwise dispose of all or any part of the property belonging to the Society;
- 4.15 to borrow money and to charge the whole or any part of the property belonging to the Society as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation;
- 4.16 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 4.17 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 4.18 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;

- 4.19 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 4.20 to employ and remunerate such staff (including a Breed Secretary and editors of any publication) as are necessary for carrying out the work of the Society. The Society may employ or remunerate a director only to the extent it is permitted to do so by article 5.3 and provided it complies with the conditions in that article; and
- 4.21 to:-
- 4.21.1 deposit or invest funds;
 - 4.21.2 employ a professional fund-manager; and
 - 4.21.3 arrange for the investments or other property of the Society to be held in the name of a nominee.

5 Application of income and property

- 5.1 The income and property of the Society shall be applied solely towards promoting the Society's Objects.
- 5.2 No part of the income or property of the Society shall be paid or transferred (directly or indirectly) to the Members, whether by way of dividend, bonus or otherwise.
- 5.3 No benefit (whether in money or in kind) shall be given by the Society to any Director except:-
- 5.3.1 repayment of out of pocket expenses; or
 - 5.3.2 reasonable payment in return for particular services actually rendered to the Society (not being of the nature of Director's duties or management of the Society).

The prohibition of such payments shall not apply to any payment made in the circumstances permitted by section 67 of the Charities Act.

6 Limited liability

- 6.1 The liability of the Members is limited.
- 6.2 Each Member undertakes that if the Society is wound up while that person is a Member (or within one year after that person ceases to be a Member), the Member will contribute - up to a maximum of £5.00 - to the assets of the Society, to be applied towards:-
- 6.2.1 payment of the Society's debts and liabilities contracted before that person ceased to be a Member;
 - 6.2.2 payment of the costs, charges and expenses of winding up; and
 - 6.2.3 adjustment of the rights of the contributories among themselves.

MEMBERS

7 Eligibility and classes of membership

- 7.1 Unless the Directors resolve otherwise there will be no limit on the maximum number of Members of the Society.

- 7.2 Membership of the Society shall be open to all persons who support the Objects of the Society and who are admitted as members of the Society in accordance with article 8 (*Application for membership*) below.
- 7.3 Any person(s) other than one individual natural person (e.g. a company or other body corporate or the joint owners of a Registered Herd, including a partnership) may become a member of the Society and in these articles such a member referred to as a **Corporate Member**. In relation to Corporate Members:-
- 7.3.1 a Corporate Member shall not be eligible for appointment as a Director but the person nominated by a Corporate Member to be its representative pursuant to article 7.3.2 below may be appointed a Director;
- 7.3.2 a Corporate Member shall, at the time of admission as a member of the Society by notice in writing addressed to the Society and deposited with the Breed Secretary, appoint a natural person (being one of its directors or partners or one of the co-owners of the relevant Registered Herd) to be its representative to attend and vote, if eligible, at meetings of the Society on its behalf and to exercise on its behalf the right to appoint a director in terms of article 22.3 and may at any time by notice in writing to the Breed Secretary revoke any appointment so made and, if so desired by any such notice or in some other notice in writing addressed to the Breed Secretary, appoint some other person to be its representative for the purposes aforesaid. No Corporate Member shall be entitled to have more than one appointed representative hereunder for the time being and deposit by a Corporate Member of any notice to the Society of the appointment of a representative 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.
- 7.4 The Society shall have such classes of membership as the Directors shall determine from time to time and, subject to the foregoing, the Society has the following classes of membership:-
- 7.4.1 **Full Member** - being:-
- 7.4.1.1 a person over the age of 16 registered as the owner of a Registered Herd; or
- 7.4.1.2 a person who has, in the opinion of the Directors, special interest in the work of the Society;
- 7.4.2 **Associate Member** - being a person who is not the registered owner of a Registered Herd, but wishes to receive the Society's publications and otherwise receive such benefits as the Society extends to Associate Members from time to time;
- 7.4.3 **Full Junior Member** - being a person who is aged under 16 and who is registered as the owner of a Registered Herd;
- 7.4.4 **Associate Junior Member** - being a person who is aged under 16 and who is not registered as the owner of a Registered Herd, but wishes to receive the Society's publications and otherwise receive such benefits as the Society extends to Junior Associate Members from time to time;
- 7.4.5 **Honorary Member** - being not more than ten persons, not necessarily otherwise eligible for membership of the Society, whose appointment as

Honorary Members has been approved both (a) by a 75% majority of Directors present and voting at a meeting of the Directors; and (b) by a simple majority at a general meeting, on account of their association with, or interest in, the Society or who, in the opinion of the Directors are likely to advance its interests;

7.4.6 **Life Member** - being a person enrolled by the Directors as a Life Member of the Society on such terms and conditions as the Directors may from time to time prescribe; and

7.4.7 **Nominated Member** - being, subject to the approval of the Directors, the agent, factor or manager of any Full Member owning a Registered Herd provided that such agent, factor or manager (a) has been nominated in writing by the Full Member employing said agent, factor or manager; and (b) is in complete control of, and solely responsible for the management, including buying and selling, of the Registered Herd belonging to the nominating Full Member. The Directors may at any time, without reason stated, withdraw their approval of admission to membership of any Nominated Member and that Nominated Member's membership shall thereupon ipso facto cease and determine. A Full Member may not, without the prior approval of the Board, change that Full Member's Nominated Member more than once in any calendar year.

7.5 A Full Member who nominates a Nominated Member shall, by reason of such nomination, forfeit, in favour of his Nominated Member, that Full Member's eligibility for election as a Director and shall also forfeit in favour of that Nominated Member the right to vote at any General Meeting of the Society and on the election of Directors. The Society shall deal only with the Nominated Member and shall have no responsibility therefor to the Full Member who has made the nomination.

7.6 In the event of any decision being required as to the eligibility for membership, or appropriate category of membership, whether by new applicants or on a continuing basis by existing Members, this shall, subject to article 7.4 above, be determined by the Directors.

7.7 Employees of the Society shall not be eligible for membership and a person who becomes an employee of the Society after admission as a Member shall automatically cease to be a Member.

8 **Application for membership**

8.1 Any person eligible for membership in terms of article 7 (*Eligibility and classes of membership*) and who wishes to become a Member must sign, and lodge with the Society, an application form in the form approved by the Directors from time to time.

8.2 The Directors shall, within a reasonable time after receiving any membership application, notify the relevant applicant of the Directors' decision in relation to the application and, where relevant, inform the applicant to which category of membership the applicant shall belong.

8.3 The decision of the Directors in relation to admittance and non-admittance to membership shall be final and the Directors should give the reason for their decision in this respect to the applicant only. The Directors may, at their discretion, refuse to admit any person or Organisation to membership, except for reasons of gender, sexuality, ethnicity, religion, diversity or politics.

8.4 A successful application for membership will not become effective until payment of the appropriate entrance fee and subscription has been received in such amounts as the Directors may from time to time prescribe.

9 Entrance fee and membership subscriptions

- 9.1 Each Member shall pay, on admission as a Member, such entrance fee as the Directors may, from time to time, prescribe.
- 9.2 Each Member shall pay annually in advance such annual membership subscription as the Directors may, from time to time, prescribe.
- 9.3 Members whose subscription is in arrears, or who otherwise owe any sum to the Society (which sum is not the subject of a bona fide dispute) which is overdue by 30 days or more, shall not be permitted to attend any meeting of the Society or be entitled to enjoy any other privileges of membership (including, without limitation, any right to vote on any matter) or be entitled to be appointed as a Director of the Society until all outstanding sums are paid in full.
- 9.4 If the membership subscription payable by any Member remains outstanding for more than three calendar months after the date on which it fell due (and providing the Member in question has been given at least one written reminder), the Directors may summarily expel that Member from membership and the Directors may, upon that Member having paid that Member's arrears of subscription, re-instate the Member's membership of the Society.
- 9.5 Any Member who ceases (for whatever reason) to be a Member shall not be entitled to any refund of any entrance fee or membership subscription.
- 9.6 If any Member, having terminated its membership in accordance with article 10.1.1, pays its subscription to the Society for any period after such termination, the Society shall use its reasonable endeavours to return that subscription to the relevant Member. If, having used reasonable endeavours to return that subscription, the Society has not, within 18 months of receipt of the same, been able to do so, the Society will be entitled to treat the same as a donation to the Society and will no longer be obliged to re-imburse the same to the Member.

10 Cessation, termination and suspension of membership

- 10.1 Any person's membership shall cease in any one or more of the following events:-
- 10.1.1 upon giving three months' written notice to the Breed Secretary of that person's intention to retire from membership. Unless such notice to retire is given on or before the first day of April in any year, the retiring Member shall pay the annual subscription fee for the then ensuing year, notwithstanding that person's retirement. This particular obligation to pay the annual subscription fee for the ensuing year shall not apply to Life Members; or
- 10.1.2 if that person becomes insolvent or apparently insolvent or makes any arrangement or composition with his or her creditors generally; or
- 10.1.3 if that person dies;
- 10.1.4 if both (a) the Board resolve by a majority of 75%; and (b) an ordinary resolution is passed at a general meeting that a Member (who has failed in the observance of any rule, regulation or bye-law of the Society or whose conduct in any respect shall be in the opinion of the Directors (who may take into account the findings of any Disciplinary Panel), derogatory to the character or prejudicial to the interest of, the Society) be expelled. A Member who has been expelled pursuant to this article may not be re-admitted as a member of the Society for such period being not less than five years as the Directors shall determine.

- 10.2 The Directors may, where, in the opinion of the Directors:-
- 10.2.1 a Member has failed in the observance of any rule, regulation or bye-law of the Society; or
 - 10.2.2 a Member's conduct shall be, in the opinion of the Directors, in any respect derogatory to the character, or prejudicial to the interests of, the Society,
- suspend the rights and benefits of membership of that Member for such period (including any period of investigation by a Disciplinary Panel) as the Directors shall think fit and, during such suspension, that Member shall not be permitted to attend any meeting of the Society or be entitled to enjoy any other privileges of membership (including, without limitation, any right to vote on any matter) or to be a Director of the Society.
- 10.3 The Directors may at any time, without giving a reason and at their sole discretion, terminate the membership of an Honorary Member with immediate effect.
- 10.4 Membership is neither transferable nor assignable to any other person.

11 Register of Members

- 11.1 The Directors shall maintain a Register of Members, setting out all relevant details of each Member and the relative category of membership.
- 11.2 The Register of Members is open to all Members of the Society.
- 11.3 The Register of Members is open to non-members of the Association, provided that the applicant provides, in accordance with section 116 of the Act:-
- 11.3.1 the applicant's name and address;
 - 11.3.2 the purpose for which the information is to be used; and
 - 11.3.3 whether the information will be disclosed to any other person and, if so, the name and address of that other person and the purpose for which the information is to be used by that other person.

The Association must within 5 Business Days either supply the information, subject to the data protection rights of its Members, or apply to the court for an order that the application is not for a proper purpose (and intimate this to the applicant). Where the information is provided, the Association may charge a fee for providing the information.

MEETINGS OF MEMBERS

12 General meetings

- 12.1 The Directors shall convene an annual general meeting in each year, and not more than 18 months shall elapse between one annual general meeting and the next.
- 12.2 The business of each annual general meeting shall include:-
- 12.2.1 a report by the President on the activities of the Society;
 - 12.2.2 consideration of the annual accounts of the Society;
 - 12.2.3 announcement of the result of election/re-election of Directors, as referred to in article 22 (*Election of Directors*); and

- 12.2.4 the election/re-election of the office bearers specified in article 27 (*Office bearers*); and
- 12.2.5 the appointment of reporting accountants or (if applicable) auditors.
- 12.3 The Directors may convene a general meeting at any time.
- 12.4 The Directors must convene a general meeting if there is a valid requisition by Members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).
- 12.5 The Directors shall determine in relation to each general meeting the means of attendance at and participation in the meeting, including whether the persons entitled to attend and participate in the meeting shall be enabled to do so:
 - 12.5.1 by means of electronic facility or facilities pursuant to article 15.5 (and for the avoidance of doubt, the Board shall be under no obligation to offer or provide such facility or facilities, whatever the circumstances); and/or
 - 12.5.2 by simultaneous attendance and participation at a satellite meeting place or places pursuant to article 14.5 (and for the avoidance of doubt, the Board shall be under no obligation to offer or provide such facility or facilities, whatever the circumstances).

13 **Rights of Members to attend at general meetings**

Only Full Members, Honorary Members, Life Members, Junior Members and Nominated Members shall be entitled to attend at any general meeting.

14 **Notice of general meetings**

- 14.1 The following persons shall be entitled to receive notice of general meetings:-
 - 14.1.1 Full Members (other than those who have nominated a Nominated Member);
 - 14.1.2 Associate Members (who shall be entitled to attend but not vote at any general meeting);
 - 14.1.3 Honorary Members (who shall be entitled to attend but not vote at any general meeting);
 - 14.1.4 Full Junior Members (other than those who have nominated a Nominated Member);
 - 14.1.5 Associate Junior Members (who shall be entitled to attend but not vote at any general meeting);
 - 14.1.6 Life Members; and
 - 14.1.7 Nominated Members.
- 14.2 At least 14 clear days' notice must be given of any general meeting.
- 14.3 The reference to **clear days** in article 14.2 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice sent by electronic means, the day after it was sent) and also the day of the meeting, should be excluded.

- 14.4 A notice calling a meeting shall specify:-
- 14.4.1 the time and place of the meeting (including any satellite meeting place or places determined pursuant to article 14.5);
 - 14.4.2 the general nature of the business to be dealt with at the meeting; and
 - 14.4.3 if a special resolution (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.
- 14.5 Without prejudice to article 15.5, the Board may resolve to enable persons entitled to attend and participate in a general meeting to do so by simultaneous attendance and participation at a satellite meeting place or places anywhere in the world. The members present in person or by proxy at satellite meeting places shall be counted in the quorum for, and entitled to participate in, the general meeting in question, and the meeting shall be duly constituted and its proceedings valid if the chair is satisfied that adequate facilities are available throughout the meeting to ensure that members attending at all the meeting places are able to:
- 14.5.1 participate in the business for which the meeting has been convened;
 - 14.5.2 hear all persons who speak (whether by the use of microphones, loudspeakers, audio-visual communications equipment or otherwise) in the principal meeting place and any satellite meeting place; and
 - 14.5.3 be heard by all other persons so present in the same way,
- and the meeting shall be deemed to take place at the place where the chairman of the meeting presides (the principal meeting place, with any other location where that meeting takes place being referred in these articles as a **satellite meeting**). The chairperson shall be present at, and the meeting shall be deemed to take place at, the principal meeting place and the powers of the chair shall apply equally to each satellite meeting place, including his or her power to adjourn the meeting as referred to in article 15.4. Unless otherwise determined by the chairperson of the meeting a satellite meeting will not be recorded.
- 14.6 If pursuant to article 15.5 the Board determines that a general meeting shall be held partly by means of electronic facility or facilities, the notice shall:
- 14.6.1 include a statement to that effect;
 - 14.6.2 specify the means, or all different means, of attendance and participation thereat, and any access, identification and security arrangements; and
 - 14.6.3 state how it is proposed that persons attending or participating in the meeting electronically should communicate with each other during the meeting.
- The notice shall also specify such arrangements (if any) as have at that time been made for the purpose of article 14.5.
- 14.7 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
- 14.8 The notice shall be sent, in the manner specified in article 36 (*Notices*) to such persons as are under these articles or under the Act entitled to receive such notices.

- 14.9 The accidental omission to give notice of a general meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed at or proceedings of any general meeting.

15 Procedure at general meetings

- 15.1 No business shall be transacted at any general meeting unless a quorum is present. Save as otherwise provided in these articles, the quorum for a general meeting shall be 11 Full Members (not being Directors) who are present in person or by proxy.
- 15.2 If a quorum is not present within 30 minutes after the time at which the general meeting was due to commence, the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting, unless the meeting was convened upon the requisition of the Members in which case the meeting shall be dissolved.
- 15.3 The President of the Society, failing which the Vice-President, shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the President or Vice-President is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the Directors present at the general meeting shall elect from among themselves the person who will act as chairperson of that meeting.
- 15.4 The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as a general meeting not so adjourned.
- 15.5 Without prejudice to the terms of article 14.5 the Board may resolve to enable persons entitled to attend and participate in a general meeting to do so partly (but not wholly) by simultaneous attendance and participation by means of electronic facility or facilities, and may determine the means, or all different means, of attendance and participation used in relation to the general meeting. The members present in person or by proxy by means of an electronic facility or facilities (as so determined by the Board) shall be counted in the quorum for, and be entitled to participate in, the general meeting in question. That meeting shall be duly constituted and its proceedings valid if the chair is satisfied that adequate facilities are available throughout the meeting to ensure that members attending the meeting by all means (including the means of an electronic facility or facilities) are able to:-

15.5.1 participate in the business for which the meeting has been convened;

15.5.2 hear all persons who speak at the meeting; and

15.5.3 be heard by all other persons attending and participating in the meeting,

and the meeting shall be deemed to take place at the place where the chairperson of the meeting presides (the principal meeting place, with any other location where that meeting takes place being referred in these articles as a satellite meeting). The chairperson shall be present at, and the meeting shall be deemed to take place at, the principal meeting place and the powers of the chair shall apply equally to each satellite meeting place, including his or her power to adjourn the meeting as referred to in article 15.4.

16 Voting at general meetings - general provisions

- 16.1 Only Full Members (other than those who have nominated a Nominated Member), Nominated Members, Life Members and the nominee of a Full Junior Member shall be entitled to vote at any general meeting.

- 16.2 A parent or other legal guardian may (on demonstrating to the Society that he or she is a parent or legal guardian) vote on behalf of a Full Junior Member.
- 16.3 Each Full Member (other than those who have nominated a Nominated Member), Full Junior Member (and any person able to exercise a vote on that Full Junior Member's behalf), Nominated Member and Life Member of the Society is permitted to attend and speak at any general meeting and shall each have one vote, to be exercised using such of the following methods as the Directors shall determine shall be available for use at the relevant general meeting:-
- 16.3.1 a vote in person at the meeting;
 - 16.3.2 a vote in person while attending by Electronic Means;
 - 16.3.3 a Pre-cast Electronic Vote;
 - 16.3.4 a Pre-cast Postal Vote; or
 - 16.3.5 a vote by proxy.

For the avoidance of any doubt a Corporate Member may vote by its representative duly appointed pursuant to article 7.3. No papers for any means of voting (other than in person at the meeting) shall be sent to a Full Member who has nominated a Nominated Member.

- 16.4 A vote cast by those of the methods determined by the Directors to be available for use at the relevant general meeting shall be treated as a vote cast at the relevant general meeting and shall be counted as a vote whether or not a poll is called for.
- 16.5 A Member shall not be entitled to vote (or appoint any proxy to vote on that Member's behalf) at any general meeting unless all monies presently payable by that Member to the Society have been paid.
- 16.6 If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a second or casting vote.
- 16.7 The chairperson of the meeting may permit any other person or persons to attend a general meeting who otherwise has no right to do so, as an observer or observers. In that event, it shall be at the discretion of the chairperson of the meeting whether any such observer may be invited to speak at the meeting.
- 16.8 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.

17 **Voting at general meetings - Pre-cast Electronic and Postal Voting**

- 17.1 In order to be considered valid and counted in the vote, a Pre-Cast Electronic Vote must be received by the Breed Secretary or some other person nominated by the Board for receipt of votes not less than 24 hours before the confirmed start time of the relevant general meeting, in the form approved by the Directors of the Society and intimated to the Members from time to time.
- 17.2 In order to be considered valid and counted in the vote, a Pre-Cast Postal Vote must be received by the Breed Secretary or some other person nominated by the Board for receipt of votes not less than 72 hours before the date of the relevant general meeting, in the form approved by the Directors of the Society and intimated to the Members from time to time.

- 17.3 Pre-Cast Electronic Votes and Pre-cast Postal Votes duly received shall be treated as a vote cast at the meeting and the relevant Full Member or Full Junior Member, while still entitled to attend the meeting, shall not be entitled to cast a further or different vote at the meeting itself.

18 Voting at general meetings - proxy voting

A Full Member or any person entitled to cast a vote on behalf of a Full Junior Member shall be entitled to complete one form of proxy (a **Proxy Notice**) in order to appoint some person as that Member's proxy to attend a general meeting on that Member's behalf, in respect of which the following shall apply:-

- 18.1 a proxy need not be a Member;
- 18.2 a proxy appointed to attend and vote at any meeting instead of a Full Member or Full Junior Member shall have the same right as the appointing Member to speak and vote at the meeting;
- 18.3 the Proxy Notice shall be in the form approved by the Directors from time to time, and shall be executed by the appointer or the appointer's duly authorised attorney;
- 18.4 the Proxy Notice and the relevant power of attorney or other authority (if relied upon), or a certified copy thereof, shall be deposited at the registered office of the Society not less than 48 hours before the time of the meeting at which the appointer proposes to vote. If the Proxy Notice and any relevant authority is not duly received at the address specified for the receipt of proxies, the Proxy Notice shall be treated as invalid;
- 18.5 appointment of a proxy may be revoked by the appointer by written notice received by the Society not less than 24 hours before the time of the start of the general meeting (or adjourned meeting) to which it relates; and
- 18.6 no Proxy Notice shall be valid after the expiration of 12 months from the date of its execution, unless it expressly states to the contrary, in which case it shall be treated as valid until rescinded by the appointer in writing to the Society;
- 18.7 a vote given in accordance with the terms of a Proxy Notice shall be valid notwithstanding the previous death or other incapacity of the appointer or revocation of the proxy or of the authority under which the Proxy Notice was executed, provided that no intimation in writing of the death, incapacity or revocation as aforesaid shall have been received by the Society before the commencement of the meeting or adjourned meeting at which the proxy is used (not having been deliberately withheld); and
- 18.8 any reference in these articles to voting being "in person" shall include voting by proxy.

19 Special Resolutions and Ordinary Resolutions

- 19.1 For the purposes of these articles, a **Special Resolution** means a resolution passed by 75% or more of the persons entitled to vote on the resolution and who have voted at the general meeting in accordance with article 16.3, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with article 14 (*Notice of general meetings*) and for the avoidance of doubt, no account shall be taken of Members who abstain from voting or who are absent from the meeting.
- 19.2 For the purposes of these articles, an **Ordinary Resolution** means a resolution passed by a simple majority of the persons entitled to vote on the resolution and who have voted at the general meeting in accordance with article 16.3, (taking account only of those votes cast in favour as compared with those votes against), providing

proper notice of the meeting has been given in accordance with article 14 (*Notice of general meetings*).

19.3 At any general meeting a resolution put to the vote of the meeting shall be an Ordinary Resolution except for the following decisions which shall require a Special Resolution, and any other Special Resolutions specified in these articles:-

- 19.3.1 to alter the name of the Society;
- 19.3.2 to amend the Society's charitable purposes;
- 19.3.3 to amend these articles;
- 19.3.4 to wind up the Society in terms of article 36 (*Winding up*).

DIRECTORS

20 The role of Directors

The strategy and affairs of the Society shall be directed and managed by the Board who shall be appointed in terms of articles 22 (*Election of directors*) and 23 (*Co-opted, Honorary and ex officio Directors*). Subject to the provisions of the Act, and these articles, the Society and its assets and undertaking shall be managed by the Directors, who may exercise all the powers of the Society.

21 Eligibility

21.1 To be eligible for election as a Director of the Society:-

- 21.1.1 a person must be a Full Member or a Nominated Member and, where the relevant Full Member is a Corporate Member that Corporate Member's representative appointed in accordance with article 7.3;
- 21.1.2 a person must have an active interest in the Beef Shorthorn Breed and support the promotion of the Objects of the Society; and
- 21.1.3 that person must have no outstanding debt to the Society; and
- 21.1.4 that person must satisfy the Society that he or she is a fit and proper person to have the general control and management of the administration of the Society, which requirement may be satisfied by signing an appropriate declaration in the form determined by the Society from time to time.

21.2 For the purpose of securing due representation of the Society's membership upon the Board, the Directors shall be elected to represent the following five geographical areas (each a **District** and together, the **Districts**) based on the location of their respective Registered Herds:-

- 21.2.1 Scotland;
- 21.2.2 The North of England, which District shall comprise the Counties of Lincolnshire, Leicestershire, Staffordshire and Shropshire and all Counties in England north of those and the Isle of Man;
- 21.2.3 The South of England, which District shall comprise the remainder of England not included in the District of the North of England;
- 21.2.4 Wales; and

21.2.5 Northern Ireland and Eire,

and in the case of a Member owning multiple Registered Herds in different Districts, the Member may choose in respect of which one of the relevant Districts that Member will stand for election.

- 21.3 The maximum number of Directors shall be 23. The President and Vice President elected pursuant to article 27.1 shall be Directors and a number of Directors shall be elected to represent each District. As at the date of adoption of these articles the number of representatives of the Districts shall be as follows:-

Region	No. of Directors
Scotland	4
The North of England, which District shall comprise the Counties of Lincolnshire, Leicestershire, Staffordshire and Shropshire and all Counties in England north of those and the Isle of Man.	4
The South of England, which District shall comprise the remainder of England not included in the District of the North of England	4
Wales	1
Northern Ireland and Eire	2

and these minimum numbers may be reviewed from time to time by the Directors based on the current complement of herds registered with the Society. The decision to alter the minimum numbers for each District must be approved by a majority of at least 75% of the current Directors of the Society from time to time.

22 Election of Directors

- 22.1 Directors shall be elected by the Full Members of the Society in accordance with the terms of this article 22 (*Election of Directors*).
- 22.2 Each elected Director shall hold office for a period of three years from the date of the annual general meeting at which that Director's election was announced and shall then retire and shall be eligible for re-election. Each elected Director shall serve for a maximum of three consecutive three year terms (which maximum term shall, for the avoidance of any doubt, exclude any period during which the relevant Director was a Co-opted Director) (the **Maximum Term Limit**) and thereafter a period of two years must elapse before such Director is eligible to be re-elected. A Director is not eligible for co-option under article 23.1 after serving the Maximum Term Limit but may, for the avoidance of doubt, be appointed to a sub-committee of the Board. Any period served by a Director as President or Vice-President is not included in the Maximum Term Limit of that Director.
- 22.3 In order to stand for election as a Director in respect of a District a person eligible for election in accordance with article 21 (*Eligibility*) must provide to the Breed Secretary or some other person nominated by the Board for that purpose a written indication that such person is willing to act as a director and must have that person's nomination in writing by a proposer and seconder from within the relevant District and that nomination must be lodged with the Breed Secretary or some other person nominated by the Board for that purpose by such date as the Directors shall specify for that purpose.
- 22.4 The Society's register of members maintained in terms of article 11 (*Register of Members*) shall contain information on the location of the Registered Herds owned by Members. A Full Member shall be entitled to vote only in the election of Directors representing the District in which the Member's Registered Herd is located. In the case of Members owning multiple Registered Herds located in different Districts, those Members may choose the District in respect of which they will be entitled to

vote, subject to the approval of the Directors. No Full Member shall be entitled to vote in respect of more than one District.

- 22.5 Election of Directors will take place by Pre-cast Postal Vote or Pre-cast Electronic Vote arranged by the Society in anticipation of the next occurring annual general meeting of the Society and the result of the election (but, unless the Board resolves otherwise, not the number of votes cast for each candidate) will be announced at the annual general meeting of the Society. The Board may make such arrangements as the Board thinks fit for the counting of votes and may, if it thinks fit, appoint an independent third party scrutineer to count the votes and declare the outcome of any election and (save in the case of manifest error) the outcome of any election as declared by such scrutineer shall be final. If there are two or more vacancies in a District and the terms to be served in respect of those vacancies differ then the candidate(s) with the most votes shall be appointed to the vacancy or vacancies with the longest terms.

23 Co-opted, Honorary and ex officio Directors

- 23.1 The Directors may co-opt up to three Members of the Society to be Directors of the Society where it is considered that their appointment will assist scrutiny and consideration of matters by the Board or where they are considered to have specific skills not otherwise represented on the Board. Co-opted Directors need not meet the eligibility criteria set out in article 21 (*Eligibility*). Co-opted Directors shall retire annually at the annual general meeting next following their co-option and shall be eligible to be re co-opted after that meeting.
- 23.2 The Directors may also co-opt a person to be a Director of the Society in the event of an elected Director dying or otherwise vacating office before the expiration of that Director's term of office. Any person co-opted pursuant to this article 23.2 must meet the eligibility criteria (and must be from the District of the person in whose place that co-opted Director is appointed) set out in article 21 (*Eligibility*) and shall serve until the next annual general meeting at which the co-opted Director will retire and a Director shall be elected by the Full Members of the Society in accordance with the terms of article 22 (*Election of Directors*).
- 23.3 The Directors may appoint not more than 2 persons to be Honorary Directors. Honorary Directors need not meet the eligibility criteria set out in article 21 (*Eligibility*). Honorary Directors shall serve until they retire or are removed pursuant to the terms of article 25 (*Termination of office*).
- 23.4 An immediate past President of the Society may, upon demitting office as President, serve as a Director for a period of up to one year from the date on which he or she demitted office.

24 Personal interests of Directors

- 24.1 A Director who has a personal interest in any transaction or other arrangement which the Society is proposing to enter into, must declare that interest at a meeting of the Directors; that Director will be debarred (in terms of article 29 (*Voting on matters of personal interest*)) from voting on the question of whether or not the Society should enter into that arrangement and, if asked to do so by the chair of the meeting, will leave the meeting while the relevant matter is discussed.
- 24.2 For the purposes of the preceding article 24.1, a Director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of the Director, any firm of which the Director is a partner or any limited company of which such Director is a substantial shareholder or director (or any other party who or which is deemed to be connected with him or her for the purposes of the Act), has a personal interest in that arrangement.

- 24.3 Provided:-
- 24.3.1 the Director has declared his or her interest;
- 24.3.2 the Director has not voted on the question of whether or not the Society should enter into the relevant arrangement; and
- 24.3.3 the requirements of article 29 (*Voting on matters of personal interest*) are complied with,
- a Director will not be debarred from entering into an arrangement with the Society in which that Director has a personal interest (or is deemed to have a personal interest under article 29.2) and may retain any personal benefit which that Director gains from his or her participation in that arrangement.
- 24.4 No Director may serve as an employee (full time or part time) of the Society, and no Director may be given any remuneration by the Society for carrying out his or her duties as a Director.
- 24.5 Where a Director engaged in a profession provides services to the Society in their professional capacity, that Director (or any Organisation of which the Director in their professional capacity is an employee, partner or director) may be remunerated for providing professional services to the Society provided that:-
- 24.5.1 the arrangement is approved by the Directors;
- 24.5.2 the Directors concerned shall not participate at any meeting of the Directors at which the arrangement or remuneration is under discussion;
- 24.5.3 at no time shall a majority of the Directors benefit under this article 24.5; and
- 24.5.4 any such payment must only be made in the circumstances permitted by section 67 of the Charities Act.
- 24.6 The Directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the Directors, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties in accordance with the expenses policy for Directors agreed from time to time.

25 Termination of office

A Director shall automatically vacate office if:

- 25.1 that Director ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director;
- 25.2 that Director becomes debarred under any statutory provision from being a charity trustee;
- 25.3 that Director becomes incapable for medical reasons of fulfilling the duties of office and such incapacity is expected to continue for a period of more than six months;
- 25.4 that Director ceases to meet the eligibility criteria for Directors of the Society;
- 25.5 that Director becomes an employee of the Society;
- 25.6 that Director resigns office by notice to the Society;

- 25.7 that Director is absent (without permission of the Board) from more than three consecutive meetings of the Directors, and the Directors resolve to remove him/her from office; or
- 25.8 if, following the conduct of an appropriate investigation by a Disciplinary Panel and the making of a recommendation to the Board all in accordance with the Society's disciplinary procedure for directors from time to time, following that investigation, the relevant Director is required to vacate office by a resolution passed by not less than two-thirds of the other Directors and/or by notice in writing signed by a majority of not less than two-thirds of the other Directors; or
- 25.9 that Director is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.

A Director removed from office under articles 25.8 or 25.9 above shall not be eligible for re-election until such period as the Board determines, giving full consideration of the disciplinary decision that necessitated removal, has elapsed. The minimal period before re-election shall be allowed will not be less than five years since the date of that Director's removal.

26 **Register of directors**

- 26.1 The Society shall maintain a register of Directors, setting out in respect of each Director:
- 26.1.1 full name and any former name;
 - 26.1.2 service address;
 - 26.1.3 the country or state (or part of the United Kingdom) in which that Director is usually resident;
 - 26.1.4 nationality;
 - 26.1.5 business occupation (if any);
 - 26.1.6 date of birth;
 - 26.1.7 the date on which that Director became a Director; and
 - 26.1.8 the date on which that Director ceased to hold office as a Director.
- 26.2 The Society shall also maintain a separate register of Directors' residential addresses, setting out in respect of each director their usual residential address.

27 **Office bearers**

- 27.1 The office bearers of the Society shall be a President and a Vice-President and the Society may also appoint an Honorary Secretary and an Honorary Treasurer.
- 27.2 At each annual general meeting the Society shall elect from among the Directors the President and Vice-President. Upon appointment as President or Vice-President a Director shall cease to be appointed for a specific District and a vacancy shall arise in respect of that District which may be filled in accordance with article 23.2.
- 27.3 The President and Vice-President shall each cease to hold office at the second annual general meeting following their first appointment, and shall then retire from those offices and may not, unless the Directors resolve otherwise, put themselves forward for re-election to such offices, but the Vice President may stand for, and be elected to, the office of President.

- 27.4 If it is determined to appoint an Honorary Secretary and/or an Honorary Treasurer they will be elected annually and shall hold office for such time as the Society shall determine.
- 27.5 A person elected to any office shall cease to hold that office if that person ceases to be a Director, or if that person resigns from that office by written notice to that effect.
- 27.6 The Directors may appoint any Director to fill any vacancy among the office bearers that arises between one annual general meeting and the next.
- 27.7 The Directors may appoint a company secretary (who, for the avoidance of doubt, may be an employee of the Society), and on the basis that the term of the appointment, the remuneration (if any) payable to the company secretary, and such conditions of appointment shall be as determined by the Directors; the company secretary may be removed by them at any time.

28 Procedure at Directors' meetings

- 28.1 A meeting of the Directors at which a quorum is present may exercise all powers exercisable by the Directors.
- 28.2 Subject to the terms of these articles the Directors may meet together for the despatch of business, adjourn or otherwise regulate their meetings as they think fit.
- 28.3 Any President may call a meeting of the Directors and any Director may request the Breed Secretary to call such a meeting.
- 28.4 Save in case of an emergency not less than seven days' notice in writing of any meeting of the Directors shall be provided to all Directors.
- 28.5 Save as otherwise expressly provide in these articles, questions arising at a directors' meeting shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.
- 28.6 Directors participate in a directors' meeting, or part of a Directors' meeting, when:
- 28.6.1 the meeting has been called and takes place in accordance with the articles, and
- 28.6.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting, and
- in determining whether Directors are participating in a Directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 28.7 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 28.8 No business shall be dealt with at a Directors meeting unless a quorum is present; unless otherwise determined by the Directors the quorum for directors' meetings shall be one half of the Elected Directors plus one Elected Director.
- 28.9 If at any time the number of Directors in office falls below the number fixed as the quorum, the remaining Directors may act only for the purpose of filling vacancies or of calling a general meeting.
- 28.10 Unless the President is unwilling to do so, the President of the Society shall preside as chairperson at every Directors' meeting at which the President is present; if the President is unwilling to act as chairperson or is not present within 15 minutes after

the time when the meeting was due to commence, the Vice President shall preside as chairperson at the relevant meeting and, if the Vice President is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the Directors present shall elect from among themselves the person who will act as chairperson of the meeting.

- 28.11 The Directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any Directors' meeting; for the avoidance of doubt, any such person who is invited to attend a Directors meeting shall not be entitled to vote.
- 28.12 A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may take the form of more than one similar document and may be executed and delivered by an electronic means approved by the Directors for the purposes.
- 28.13 All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Director 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 Director.

29 **Voting on matters of personal interest**

- 29.1 A Director shall not vote at a Directors' meeting (or at a meeting of a sub-committee) on any resolution concerning a matter in which that Director has a personal interest which conflicts (or may conflict) with the interests of the Society; such Director must withdraw from the meeting while an item of that nature is being dealt with.
- 29.2 For the purposes of article 29, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of that person or any firm of which that person is a partner or any limited company of which that Director is a substantial shareholder or director, has a personal interest in that matter.
- 29.3 A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which that Director is not entitled to vote.
- 29.4 The Society may, by ordinary resolution, suspend or relax to any extent – either generally or in relation to any particular matter – the provisions of articles 29.1 to 29.3.

30 **Conduct of Directors**

Each of the Directors shall, in exercising his functions as a director of the Society, act in the interests of the Society; and, in particular, must:

- 30.1 seek, in good faith, to ensure that the Society acts in a manner which is in accordance with its objects;
- 30.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person; and
- 30.3 in circumstances giving rise to the possibility of a conflict of interest between the Society and any other party,
- 30.3.1 put the interests of the Society before that of the other party, in taking decisions as a director;

30.3.2 where any other duty prevents him/her from doing so, disclose the conflicting interest to the Society and refrain from participating in any discussions or decisions involving the other directors with regard to the matter in question; and

30.4 ensure that the Society complies with any direction, requirement, notice or duty imposed on it by the 2005 Act.

31 Delegation to sub-committees

31.1 Without prejudice to their duties as directors of the Society, the Directors may delegate any of their powers to any sub-committee consisting of one or more directors and such other persons (if any) as the directors may determine; they may also delegate to the chairperson of the Society (or the holder of any other post) such of their powers as they may consider appropriate.

31.2 All sub-committees will be appointed with the approval of the Board. Any delegation of powers under article 31.1 may be made subject to such conditions as the directors may impose and may be revoked or altered. All

31.3 The rules of procedure for any sub-committee shall be as prescribed by the Directors and the Directors shall from time to time make available to Members the details of the Society's committee structure.

ADMINISTRATION

32 Minutes

32.1 The directors shall ensure that minutes are made of all decisions at general meetings, and directors' meetings and meetings of sub-committees; and a minute of any meeting shall include the names of those present.

32.2 Minutes of all proceedings at general meetings and, where the Board consider it appropriate, reports of the proceedings of directors shall be available (subject to suitable redaction of matters which are confidential or where required to comply with any relevant data protection or privacy legislation or policy) for inspection by all members of the Society.

33 Accounting records and annual accounts

33.1 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.

33.2 The directors shall prepare annual accounts, complying with all relevant statutory requirements; if an audit or an independent examination is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit or an independent examination of such accounts is carried out by a qualified auditor or independent examiner.

33.3 No member shall (unless that member is a director) have any right of inspecting any accounting or other records, or any document of the Society, except as conferred by statute or as authorised by the directors or as authorised by ordinary resolution of the Society.

34 Doubtful Pedigrees/Disputes/DEFRA and other regulators

34.1 The Directors may from time to time promulgate, review and amend any ancillary regulations, guidelines and/or policies, subordinate at all times to these articles, as they deem necessary and appropriate (i) to provide for the administration of the Herd Book and the recording of pedigrees of Beef Shorthorn cattle generally; and (ii) by

way of additional explanation, guidance and governance to themselves, members, employees, stakeholders and/or others.

34.2 All cases of:-

34.2.1 doubtful or suspicious pedigrees

34.2.2 alleged wilful misrepresentation by any Member as to the identity of any cattle alleged to be pedigree Beef Shorthorn cattle or as to the condition of any pedigree Beef Shorthorn cattle in respect of age, health or breeding qualifications

brought to the attention of the Society or of which the Society is aware, may be dealt with by the Directors and the following procedure shall be observed:-

34.2.3 a statement in writing shall be sent to the Breed Secretary at the Society's registered office setting forth the salient facts alleged and the Breed Secretary shall inform the President (or if the Member concerned is the President, the Vice President) on receipt of that statement. This statement shall be laid before a committee of the Board with power to make a preliminary report on the relevant matter to the Board stating whether, prima facie, the case requires investigation;

34.2.4 if any case of doubtful or suspicious pedigree, or of any alleged wilful misrepresentation by any Member as to the identity of any cattle alleged to be pedigree Beef Shorthorn cattle or as to the condition of any pedigree Beef Shorthorn cattle in respect of age, health or breeding qualifications should come to the attention of any committee of the Board, that committee shall also have power to make a preliminary report on the same to the Board, stating whether prima facie, the case requires investigation;

34.2.5 if the Board resolves to investigate any such case it shall be referred to a committee, with instructions to investigate the same accordingly, and to report thereon to a subsequent meeting of the Board;

34.2.6 not less than seven days before the meeting of the Board at which such report is intended to be considered, notice of such intention shall be given to the members of the Board;

34.2.7 the Board shall have the discretionary power of investigating all cases of alleged wilful misrepresentation or irregularity which may come to its notice from any quarter;

34.2.8 the Board shall have a discretionary power of publishing, or not, the results of any investigation made under these articles and of expressing, or withholding, any opinion thereon and of otherwise dealing with the same in any manner it thinks fit.

34.3 In conducting any such investigation of the type specified in articles 34.2 above the Board shall ensure compliance with all relevant law and regulation and shall, without prejudice to the foregoing generality, (a) ensure equal treatment of, and non-discrimination between, breeders of Beef Shorthorn cattle and their animals; (b) make clear to breeders of Beef Shorthorn cattle their rights and obligations; (c) set out the rights obligations of Members; and (d) specify the procedures for contacting/being contacted by the Department for Environment, Food and Rural Affairs and other relevant regulators, or its or their successor from time to time, and the Board may make provision for testing of cattle and action (including suspension of membership) to be taken pending the outcome of any tests..

35 Notices

- 35.1 Any notice which requires to be given to a Member under these articles shall be given in writing; such a notice may be given personally to the Member or be sent by post in a pre-paid envelope addressed to the Member at the address last intimated by him or her to the Society or (in the case of a Member who has notified the Society of an address to be used for the purpose of electronic communications) may be sent to the Member by email.
- 35.2 Any notice, whether served by post or otherwise, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post or the notice is otherwise dispatched or sent. For the purpose of proving that any notice sent by post was indeed sent, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted. For the purpose of proving that any notice sent by email was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.
- 35.3 A Member present at any meeting of the Society shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
- 35.4 The business of the Society and all its correspondence with and notification to or from Members may be conducted equally validly and effectively if transmitted by email or other appropriate electronic method (except where a Member specifically requests all such correspondence and notification by post) or otherwise if publicised on the website of the Society where the Society has advised each Member of this and has taken due steps to notify by other reasonable means all other Members who state that they do not have access to the internet.

36 Winding-up

- 36.1 If on the winding-up of the Society any property remains after satisfaction of all the Society's debts and liabilities, such property shall be transferred to such body or bodies (whether incorporated or unincorporated) as may be determined by the members of the Society at or before the time of dissolution (or, failing such determination, by such court as may have or acquire jurisdiction), to be used solely for a charitable purpose or charitable purposes.
- 36.2 For the avoidance of doubt, a body to which property is transferred under article 36.1 may be a Member of the Society.
- 36.3 To the extent that effect cannot be given to article 36.1 (as read with article 36.2), the relevant property shall be applied to some charitable purpose or purposes.

37 Indemnity

- 37.1 Every Director or other officer or auditor of the Society shall be indemnified (to the extent permitted by the Act) out of the assets of the Society against any loss or liability which that person may sustain or incur in connection with the execution of the duties of his office; that may include, without prejudice to that generality, (but only to the extent permitted by the Act), any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his favour or in which such person is acquitted or any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the Society.
- 37.2 The Society shall be entitled to purchase and maintain for any director insurance against any loss or liability which any director or other officer of the Society may sustain or incur in connection with the execution of the duties of his office, and such

insurance may extend to liabilities of the nature referred to in section 232(2) of the Act.