

Articles of Association - Article 41.

DISCIPLINARY PROCEDURES

In the first instance, all matters of discipline are to be put in writing and submitted to the secretary and referred to the Board of Directors for consideration as to whether to be referred to the Disciplinary Committee (hereinafter defined) to decide if there is a case to answer to or to be dealt with directly by the Board of Directors at its discretion.

Standing Committee

The Board of Directors shall appoint a Standing Disciplinary Committee ("the Disciplinary Committee") composed of not less than three nor more than five members of the Society, who shall not be members of the Board of Directors at any time that they are members of the Disciplinary Committee. Members of the Disciplinary Committee shall be appointed on an annual basis. One member of the Disciplinary Committee shall be appointed as its chairman and a quorum for any meeting of the Disciplinary Committee shall be three members.

Terms of Reference

(a) The terms of reference of the Disciplinary Committee shall be to receive from the Board of Directors, any complaints or allegations regarding the conduct of members that the Board of Directors require to be heard and investigated by the Disciplinary Committee. To investigate such complaints or allegations, to make findings of fact in relation thereto and to report such findings of fact to the Board of Directors and if thought fit, to make recommendations to the Board of Directors on what penalties should be imposed on the member or members concerned.

Initial Consideration

(b) If the Board of Directors refer a case to the Disciplinary Committee, it shall decide whether there is a case to answer in respect of any particular complaint and whether an investigation should be carried out.

Power to Co-opt

(c) The Disciplinary Committee shall have powers to co-opt further members onto the Disciplinary Committee who have special expertise to assist them with any particular investigation and such co-opted members shall be regarded as full members of the Disciplinary Committee for the purpose of the particular complaint which they have been co-opted onto the Disciplinary Committee to investigate.

Provisions re Co-optees

(d) Co-opted members of the Disciplinary Committee need not be members of the Society and shall not be members of the Board of Directors. If they are engaged in a professional capacity the Chairman of the Disciplinary Committee and the Secretary of the Society shall have power to agree such fees and expenses to be paid to them as may be necessary in consultation with the appropriate professional associations.

Personal interests

(e) If any member of the Disciplinary Committee has a personal interest or business relationship with the member who is the subject of an investigation, that member of the Committee shall stand down and the Committee shall have the power to co-opt another member to take up the vacancy thereby created for that particular investigation.

Appointment of Clerk

(f) The Disciplinary Committee shall, when it considers it appropriate, appoint any person to act as clerk to the Committee for each meeting or hearing and to assist the Committee in the preparation of its reports to the Board of Directors.

Notice of Hearings

(g) Before any formal hearing of the evidence of a complaint by the Disciplinary Committee takes place, the Disciplinary Committee shall give the person against whom the complaint has been made reasonable notice of the date, time and place of the hearing and shall send him or her a written statement setting out full details of the allegations made against him or her. Any person appearing before the Disciplinary Committee shall be entitled to be legally represented and/or to appear in person and to call oral evidence. If he or she decides not to attend, a written statement may be sent by him or her to the Disciplinary Committee setting out his or hers answers to the allegations which have been made against him or her and the matter may be dealt with in his or her absence, or otherwise as the Disciplinary Committee may decide.

Admission of Evidence

(h) Subject to the above provisions, the Disciplinary Committee may adopt such procedures and admit such evidence as it thinks fit provided that the person against whom the allegations are made has a proper opportunity of answering them, and making such other representations to the Disciplinary Committee as they shall reasonably request.

Recommendation to Board

(i) The Disciplinary Committee may, on finding that an allegation against a member has been proved in whole or in part, make such recommendation to the Board of Directors in relation to such matter as it shall consider appropriate, including but without limitation:

- Expulsion of the Member from membership of the Society. Suspension of the Member from membership of the Society for a period.
- Suspension of the Member for a period from entering sheep for Society shows and sales and taking part in other Society sponsored activities.
- Cancellations of registrations of the member in the Flock Book, or temporary de-registration of his sheep for a period, or disqualification of his sheep from any Society show event or activity for an unlimited period.
- The payment of any fine.
- A reprimand.

Provided always that the Disciplinary Committee may (in its absolute discretion and taking into account all the circumstances of the case) further order that any member found guilty by the said Disciplinary Committee of the allegation(s) against him or her shall be liable for the whole or such part of the costs incurred by the Company in connection with the disciplinary procedures set out above which may include not only any legal costs and expenses (including VAT and disbursements) but also the cost of any administrative and executive time spent by the Disciplinary Committee or its members or other officers of the Company in preparing for, attending and acting upon and decision of the Disciplinary Committee.

Consideration by Board

(j) The Board of Directors shall receive a report from the Disciplinary Committee on its investigation into any allegations of misconduct against a member. They shall note the disciplinary Committee's findings of fact and consider any recommendations as to what penalties, if any, should be imposed on the member concerned.

The member who is the subject of such report shall then be given copies of the report by the Society Secretary on instruction from the Board of Directors, and advised what penalties, if any, should be imposed on them. They shall have the opportunity to attend a Board meeting, at their own expense, with or without legal representation, and to make a plea in mitigation. No new evidence may be admitted at the Board of Directors meeting which considers the report of the Disciplinary Committee into the complaint against the member.

The Board of Directors shall not be bound, in any way, by the Disciplinary Committee's recommendations on penalties, but shall be required to give reasons for any different penalty to that recommended which it decides to impose on the member prior to informing the member.

Within five working days of this meeting the Board of Directors will inform the member of its decision and any penalty issued against him or her (by Royal Mail registered mail). The decision of the Board of Directors is final.

The Board of Directors shall be entitled to make regulations on such matters as are referred to in this Article 41 which shall be binding upon the members of the Society unless and until set aside by a resolution of the Society in General Meeting.