

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

THE BRITISH TEXEL SHEEP SOCIETY LIMITED

Company Number SC055423

Charity Number SC007271

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

*ARTICLES OF ASSOCIATION

OF

THE BRITISH TEXEL SHEEP SOCIETY LIMITED

Part 1[†]

1. The name of the Company (hereinafter called "the Society") is **"THE BRITISH TEXEL SHEEP SOCIETY LIMITED"**.
2. The registered office of the Society will be ~~situates~~situated in Scotland.
3. The objects for which the Society is established are:
 - (a) [†] (i) The advancement of the arts, heritage, culture or science by the encouragement, promotion and improvement of the breeding of Texel Sheep in the United Kingdom of Great Britain and Northern Ireland or elsewhere and by the maintenance of the purity of the breed and with a view thereto if and so far as may be so thought fit, to purchase, import, breed, hire or otherwise acquire and hold, resell, let out on hire or otherwise deal in Texel sheep whether of British or foreign origin;
 - ii) and the advancement of citizenship or community development by supporting and promoting the interests of those who breed Texel sheep; and
 - (iii) and the advancement of education through the development of individual capabilities, skills and understanding by providing training and broader education in relation to the farming of Texel sheep;
 - (b) To compile, keep, maintain, edit, issue and publish a Flock Book of recognised and pure bred Texel sheep and a register or registers supplementary thereto of other recognised and qualified sheep for breeding purposes.
 - (c) 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

* Adopted by special resolution on 2021

[†] Part 1 is included in accordance with Section 18(3) of the Companies Act 2006

~~[†] clause 3(a) was amended pursuant to a special resolution of the Company passed on 29-October-2014~~

Flock Book and supplementary registers and also records and statistics relating to Texel sheep or other sheep based on any records or statistics or other information obtained or compiled by the Society.

- (d) To promote, organise, manage and hold or participate in the promotion, organisation, management and holding of shows and auctions and other sales of pedigree Texel Sheep and other sheep, and to arrange, to assist in the arrangement of any classes of sheep 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 or make contributions towards the payment of expenses incurred by all or any of the exhibitors in or about the exhibition of sheep at any such shows as aforesaid which may be approved for this purpose by the Society.
- (e) To investigate, adjudicate upon or otherwise determine or settle cases of doubtful or suspected pedigrees of Texel or other sheep derived from Texels and other disputes or questions relating to or connected with Texel sheep or members of the Society.
- (f) To consider and promote or oppose legislation affecting the interest of sheep breeders.
- (g) To publish and issue as the official organ of the Society any journal, newspaper or other periodical relating to sheep breeding.
- (h) To purchase, take on lease or in exchange, hire or otherwise acquire any property heritable or movable real or personal 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.
- (i) To sell, let, borrow upon the security of mortgage, dispose of 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.
- (j) To undertake and execute any trusts which may lawfully be undertaken by the Society and may be conducive to its objects.
- (k) To borrow or raise money for the purposes of the Society on such terms and on such security as may be thought fit.

- (l) To invest the 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.
- (m) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee any money for charitable purposes in any way connected with the purposes of the Society or calculated to further its objects.
- (n) 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 endeavour 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.
4. 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 dividend, bonus or otherwise howsoever 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 officer 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 current Bank overdraft rate 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 sheep at reasonable and proper prices from any members for use at any artificial insemination station or any station establishment for the purpose of Ova Transplantation 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 show 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 sheep at any show approved for this purpose by the Society; but so that no member of the Board of Directors 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 Board of Directors 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 remuneration at normal commercial rates for premises and facilities used by the Society or reasonable and proper purchase moneys for any sheep at any time sold by him [or her](#) to the Society for use at any artificial insemination station or any station establishment for the purpose of Ova Transplantation or any prize medal or other recognition to which he [or she](#) 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 Board of Directors 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 [or she](#) may receive in respect of any such payment.

5. The liability of the members is limited.
6. 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 [or she](#) is a member, or within one year after he [or she](#) ceases to be a member, for payment of the debts and liabilities of the Society contracted before he [or her](#) 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.
7. If upon 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 so far as effect cannot be given to such provision, then to some charitable object.

Part 2

GENERAL

Definition of Terms

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

MEANINGS

The Act	The Companies Act 1985 2006 (as amended)
The Administrative Office	The National Agricultural Centre, Stoneleigh, Kenilworth, Warwickshire CV8 2LG
These <u>these</u> presents	These Articles of Association, and the regulations of the Society from time to time in force
The Bye-Laws <u>laws</u>	The rules and regulations of the Society as from time to time determined by the Board of Directors in accordance with Regulation 39 45(a)
The Board of Directors	The Board of Directors for the time being of the Society
<u>electronic facility</u>	<u>Includes website addresses and conference call systems, and any device, system, procedure, method or other facility whatsoever providing an electronic means of attendance at or participation in (or both attendance at and participation in) a general meeting as decided by the Board of Directors in accordance with Article 18, and includes one or more facilities</u>
<u>electronic form</u>	<u>A document or information is sent or supplied in electronic form if it is sent or supplied:</u> <u>• By electronic means; or</u> <u>• in any other way while in an electronic form (for example, sending a disk by post or by posting on our website)</u>
<u>electronic means</u>	<u>A document or information is sent or supplied by electronic means if it is sent or supplied electronically (for example, by email)</u>
The Flock Book	The Society's Flock Book and all supplementary registers and records maintained by the Society in accordance with its objects
Month	Calendar Month
The <u>month</u>	<u>calendar month</u>
Office	The registered office of the Society
<u>present</u>	<u>Includes a member who is present in person or who is deemed to be present by means of electronic facility at a general meeting</u>

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

Conditions

- (B) Any person shall be entitled to become a member of the Society provided he or she is able to satisfy the Board of Directors or the Secretary or any ~~membership approval committee~~ members of staff authorised by the Board of Directors in each case on behalf of the Society and under the supervision of the Board of Directors 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~~ laws and any other rules and regulations from time to time adopted by the Society;
 - (c) he or she has not been refused membership of or disciplined by the Board of Directors 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 reasonable held opinion of the Board of Directors ~~or any membership approval committee~~, would be likely to make his or her membership of the Society inconsistent with the objects of the orderly conduct of the affairs of the Society.

Refusal of Membership

- (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 Board of Directors, or the Secretary of the Society on behalf of the Board of Directors to the applicant within fourteen days of such refusal. ~~At the time of receiving notification of such refusal the applicant shall also~~ The Board of Directors must consider any written representations the applicant may make about the decision. The decision of the Board of Directors following any written representation must be notified ~~of~~ in writing to the membership appeals procedure established by the National Sheep Association for determining appeals against refusal of any application for membership of a sheep breeding society applicant but shall be final.

Corporate Membership

5. ~~7.~~(A) Subject to the provisions of Article ~~64~~, any company incorporated under the Act 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 Board of Directors 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 or herself be a member of the Society from holding any such office as aforesaid in the Society.
- (C) Subject to paragraph (B) of this Article the expression "a member" in these Articles shall, where the context so admits, include a corporate member as well as any other member of the Society for the time being.
- (D) A corporate member shall be entitled at any time after being elected a member of the Society by notice in writing addressed to the Society and deposited at the Office to appoint any person to be its representative to attend and vote at meetings of the Society on its behalf and may at any time by notice in writing addressed to the Society and deposited at the Office revoke any appointment so made, and (if so desired) by any such notice of revocation or by some other notice in writing addressed to the

Society and deposited at the Office appoint some other person to be its representative for the purpose aforesaid. No corporate member shall be entitled to have more than one appointed representative hereunder for the time being and the deposit by any corporate member at the Office of any notice to the Society of the appointment of a representative hereunder shall ipso facto revoke the appointment made by any other notice previously so deposited by such corporate member. Subject as aforesaid every appointment made hereunder shall endure and have effect until the same shall be revoked or the representative hereby appointed shall die.

Responsibility

6. ~~8.~~ If at any time there shall be inserted in the Flock Book or pedigree registration system or any supplementary register thereto, any animal belonging to a member or members jointly with any other person or persons who shall not ~~he~~be a member or members of the Society either as partnership property or otherwise, then so long as such entry and joint ownership shall continue such member or members shall at all times be responsible to the Society for the acts and conduct of such last mentioned person or persons, and if any such person or persons shall do or omit to do any act or thing which in the opinion of the Board of Directors if done by the said member would have made him or her liable to investigation under the Disciplinary Procedures of the Society as set out in these presents then the said member or members shall submit to such procedures as if such acts or conduct by any such person or persons had been his or her or their acts or conduct.

Cessation Membership

7. ~~9.~~ A member shall cease to be a member of the Society and his or her name shall be removed from the register of members accordingly:

Resignation

- (a) if by notice in writing to the Society he or she resigns his or her membership; or

Subscription Unpaid

- (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 Board of Directors resolve that his or her membership be determined; or

Death

- (c) if being an individual person he or she dies or being a corporate member or any unincorporated body it is wound up or dissolved; or

Expulsion

- (d) if he or she shall be expelled or ceases to be a member pursuant to any of the provisions of these presents.

SUBSCRIPTIONS

8. ~~10.~~ 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 Board of Directors be fixed by the Society in General Meeting and such subscription shall be due and payable on the 1st day of October in every year shall take into account the rise or fall of the annual retail price index (RPI) in the month of September over the preceding year and be fixed by the Board of Directors.*~~

GENERAL MEETINGS

~~*-Inserted by Special Resolution of the Company dated 24th October 2003.~~

AGM

9. ~~11.~~ The Society shall hold a ~~General Meeting~~[general meeting](#) in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board of Directors, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, ~~and that so long as the Society hold its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.~~

EGM

10. ~~12.~~ All ~~General Meetings~~[general meetings](#), other than the Annual Meetings, shall be called Extraordinary General Meetings.

Electronic Facility

11. The Board of Directors will decide whether member entitled to attend and participate in a general meeting may do so by way of an electronic facility in accordance with Article 18. There is no obligation on the Board of Directors to enable attendance by means of electronic facility.

Convening EGM

12. ~~13.~~ The Board of Directors may whenever they think fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by ~~Section 368~~[Sections 303\(1\)-\(4\) and \(6\), 304\(1\) and \(4\) and 305\(1\), \(3\), \(4\), \(6\) and \(7\)](#) of the Act inclusive.

Notices

13. ~~14.~~ Twenty one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other ~~General Meeting~~[general meeting](#) (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, (if appropriate) the day and hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the auditors) as are under these presents or under the Act entitled to receive such notices from the Society; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General meetings, a meeting may be convened by such notice as those members may think fit. The notice shall specify whether the meeting is to be held wholly or partly by way of an electronic facility and give details of the electronic facility to be used for the meeting together with any access, identification and security arrangements decided by the Board of Directors. The notice may specify the electronic or other means by which votes must be cast at the meeting.

Failure to notify

14. ~~15.~~ The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

Business of AGM/EGM

~~15. 16.~~ 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 Board of Directors and of the Auditors, the ~~electron~~election of members of the Board of Directors in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

Quorum

~~16. 17.~~ No business shall be transacted at any ~~General Meeting~~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.

No Quorum

~~17. 18.~~ If within half an hour from the time appointed for the holding of a ~~General Meeting~~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 Board of Directors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

Attendance by electronic facility

~~18.~~ The Board of Directors can decide to enable persons to attend and participate in a general meeting partly or wholly by simultaneous attendance and participation by means of electronic facility and can decide 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 electronic facility or facilities (as decided by the Board of Directors) shall be counted in the quorum for, and be entitled to participate in, the general meeting in question. That meeting should be properly constituted and its proceedings valid if the Chairman of the general meeting has decided 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) are able (provided that they have adequate apparatus and connectivity) to:-

- (a) _____ participate in the business for which the meeting has been convened; and
- (b) _____ hear all persons who speak at the meeting

provided that members shall not have a right to participate in a meeting other than by voting.

~~19.~~

~~19.1~~ A resolution put to the vote at a general meeting held wholly or partly by means of electronic facility shall be decided on a poll, which poll votes may be cast by such electronic or other means as the Board of Directors, in its sole discretion, deems appropriate for the purposes of the meeting. Any such poll shall be deemed to have been validly demanded at the time fixed for the holding of the meeting to which it relates.

~~19.2~~ Subject to Article 19.1 at a general meeting, every resolution (proposition) put forward will be decided on a show of hands unless, before or at the time of the show of hands, a poll:

- a. _____ is ordered by the Chairman of the general meeting or
- b. _____ demanded by at least five voting members (present at the meeting or by proxy).

Any reference in these Articles to a show of hands shall include any other method of voting specified in the notice convening a meeting at which the vote is taken and any vote or votes cast by that method shall be counted in determining the result of the show of hands. When a decision is made on a show of hands, the Chairman of the general

meeting's declaration of the result will be binding, and that decision will be recorded in the minutes for the meeting. Those minutes will be conclusive evidence of the decision. No other proof needs to be provided. The number or proportion of votes for and against the resolution does not need to be recorded.

Choice of Chairman

20. ~~19.~~ The Chairman (if any) of the Board of Directors shall preside as Chairman at every ~~General Meeting~~ general meeting, but if there be no such Chairman, or if at any meeting he or she 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 Board of Directors, or if no such member be present, or if all the members of the Board of Directors present decline to take the chair, they shall choose some member of the Society who shall be present to preside.

Adjournment

21. ~~20.~~ The Chairman may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

Voting

22.

22.1 A resolution put to the vote at a general meeting held wholly or partly by means of electronic facility shall be decided on a poll, which poll may be cast by such electronic or other means as the Board of Directors, in its sole discretion, deems appropriate for the purposes of the meeting. Any such poll shall be deemed to have been validly demanded at the time fixed for the holding of the meeting to which it relates.

22.2 ~~21.~~ At Subject to Article 22.1 at any ~~General Meeting~~ general meeting a resolution put to the vote of the meeting shall be decided on a show of hands or secret ballot as the meeting might determine, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman 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 the meeting and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

Polls

23. ~~22.~~ Subject to the provisions of Article ~~23~~ 24, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, or by means of such electronic facility or otherwise, 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.

No Poll Appropriate

24. ~~23.~~ No Except in the case of a general meeting held wholly or partly by means of electronic facility no poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

Casting Vote

25. ~~24.~~ 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.

Poll no interruption

26. ~~25.~~ 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.

Postponement of General Meeting

27. If, after the sending of a notice of a general meeting but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held, whether or not notice of the adjourned meeting is required the Board of Directors considers that it is impracticable or unreasonable for any reason to hold a general meeting on the date or at the time or place specified in the notice calling the general meeting and/or by means of the electronic facility specified in the notice, it may postpone the general meeting to another date, time and/or place and/or change the electronic facility. If such a decision is made the Board of Directors may then change the place and/or electronic facility and/or postpone the date and/or time again if it considers that it is reasonable to do so. No new notice of the general meeting need be sent but the Board of Directors shall take reasonable steps to ensure that the notice of the change of date, time, place of and/or electronic facility for the postponement meeting appear at the original time and at the original place and/or on the original electronic facility. When a general meeting is so postponed, notice of the date, time and place, including any electronic facility if applicable, of the postponed meeting shall be given in such manner as the Board of Directors may decide. No business shall be dealt with at any postponed meeting other than business which might properly have been dealt with at the meeting had it not been postponed. Notice of the business to be dealt with at such postponed meeting shall not be required. If a general meeting is postponed in accordance with this Article 27 the appointment of a proxy shall be valid if it is delivered and received as required by these Articles not less than forty eight hours before the time for holding the postponed meeting and when calculating the forty eight hour period mentioned in this Article the directors can decide not to take account of any part of the day that is not a working day.

Safety and Identity

28.

28.1 The Board of Directors may, for the purpose of ensuring the safety of those attending at any place specified by the holding of a general meeting, from time to time make such arrangements as it shall in its absolute discretion consider to be appropriate and may from time to time vary any such arrangements or make any new arrangements therefor.

28.2 The Board of Directors may direct that any person wishing to attend any general meeting held at a physical place should provide evidence of identity and submit to such searches or other security arrangements or restrictions (including restrictions in items of personal property to be taken into the meeting) as the Board of Directors shall consider appropriate in the circumstances.

28.3 _____ If a general meeting is held wholly or partly by means of an electronic facility pursuant to Article 18 the Board of Directors and the Chairman of the general meeting may make any arrangements and impose any requirement or restriction that is necessary to ensure the identification of those taking part by means of such electronic

facility or facilities and the security of the electronic communication. In this respect the Board of Directors may authorise any voting system or facility for attendance and participation as it sees fit.

28.4 _____ The Board of Directors shall be entitled to authorise one or more persons (including any directors, the company secretary or the chair) to refuse physical or electronic entry to, or reject (physically or electronically) from any meeting any person who fails to provide such evidence of identity or to submit to such searches or to otherwise comply with such security arrangements or restrictions as are required pursuant to this Article.

VOTE OF MEMBERS

One Vote

29. ~~26.~~ Subject as hereinafter provided, every member shall have one vote.

Qualification to Vote

30. ~~27.~~ Save as herein provided, no member other than a 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 or her 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~~general meeting.

Inability to Attend

31. The inability of a person or persons to attend or participate in a general meeting, by way of electronic facility, shall not invalidate the proceedings of that meeting.

Method of Voting

32. ~~28.~~ 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 ~~Section 375~~Sections 323(1)-(3) of the Act. A proxy need not be a member.

Proxy in writing

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

Deposit of Proxy

34. ~~30.~~ The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the ~~Office or the~~ Administrative Office or sent in electronic form to the email address (or equivalent) specified for the purpose of such communication, 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.

Validity of Proxy

~~35. 31.~~ 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 been received at the Office or the Administrative Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Form of Proxy

~~36. 32.~~ Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit or in such form as is specified by the Board of Directors and may be in in electronic form if the Board of Directors agrees to this:

"I/We being a member(s) of The British Texel Sheep Society (with flock code) hereby appoint and failing him or her as my/our proxy to vote for me/us at the meeting of The Society to be held on and at every adjournment thereof such proxy to vote for or against the resolutions set out below as indicated in this form of proxy

For Against
Resolution No. 1

Resolution No. 2

Resolution No. 3

Signed
Member

Date

If a member does not indicate how he or she wishes his or her proxy to vote the proxy will be free to vote or abstain as he or she thinks fit"

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

BOARD OF DIRECTORS

No of Directors

~~37. 33.~~(a) Unless otherwise determined by a ~~General Meeting~~general meeting, the number of the members of the Board of Directors shall not be less than seven nor more than twenty. The Board of Directors itself from amongst its own members shall elect a Chairman, a Vice Chairman and a Treasurer as hereinafter provided for and who are hereinafter referred to as "the Officers".

Election of Officers

(b) The Board of Directors shall meet immediately after the close of business of the Annual General Meeting of the Society and fix a date, time and place to hold a meeting of Board of Directors to elect the Officers, which meeting is to be held within seven days of the Annual General Meeting. The Meeting of the Board of Directors to elect the Officers shall be conducted by the retiring Chairman of the Society or in his or her absence by the Vice Chairman or such other person as has been approved by the Board of Directors to so conduct the meeting provided that two-thirds of members of Board of Directors have voted so to do. Voting on all matters in this Article shall be by a show of hands or by written ballot as may be decided by two-thirds of the members of Board of Directors so voting. In the event that on any issue there are not two-thirds of the members of Board of

Directors voting in its favour a vote shall be taken by secret written ballot. The Chairman of the meeting to elect the Officers or the Chairman in Office shall not have a casting vote. In the event that two or more members of Board of Directors receive equal numbers of votes the matter shall be determined by lots. In the event that any of the Officers of the Society cease to be a member of Board of Directors they shall be deemed to have immediately vacated their office and an election to fill that office shall take place at the next meeting in the same manner and with the same rules as hereinbefore provided for in this Article. Where the member of the society is a partnership or a company incorporated under the Act a representative of the partnership or company duly authorised by that partnership or company may be appointed or elected as a member of the Board of Directors or to hold office as a member of the Board of Directors in accordance with the provisions of Article ~~75~~ (A), (B), (C) and (D)

First Board

~~34. The first members of the Board of Directors shall be the subscribers to the Memorandum of Association.~~

Election of Board

~~38.~~ ~~35.~~ Members of the Board of Directors shall be elected either as area members or as general / floating members.

(a) For the purposes of election of area members the Board of Directors shall divide the United Kingdom into areas, the boundaries of which shall be decided by the Board of Directors and which may be varied from time to time as the Board of Directors may so decide. Each area so specified shall be entitled to elect one member to the Board of Directors, but such a member shall reside in the area for which he or she seeks election. Such a member elected shall be known as an area member. The election of area members shall be by ~~postal~~ ballot of the members of the Society resident within the area for which the member is seeking election and shall further be subject to the provisions of Article ~~36~~39. Such ballot shall take place by such means as the Board of Directors in its sole discretion deems appropriate including but not by way of limitation by post or in electronic form.

(b) General / floating member shall be elected from the membership of the Society as a whole by ~~postal~~ ballot, by such means as the Board of Directors in its sole discretion deems appropriate including but not by way of limitation by post or in electronic form, which election shall be subject to the provisions of Article ~~36~~39.

(c) No member shall be elected both as a general member and as an area member.

~~(d) The Society may from time to time in General Meeting increase or reduce the number of members of the Board of Directors and determine in what rotation such increased or reduced number shall retire from office, and may make the appointments necessary for effecting any such increase.~~

Election of Board

(d) By such means as the Board of Directors in its sole discretion deems appropriate including but not by way of limitation by post or in electronic form, which election shall be subject to the provisions of Article 39.

39.

~~36.~~ (a) No person who is not a member of the Society shall in any circumstances be eligible to hold office as a member of the Board of Directors.

(b) Any member seeking election shall have paid all subscriptions and debts due to the Society before his or her nomination is accepted.

(c) Subject to Article ~~75~~ aforesaid where a member of the Society is a corporate member the corporate representative may be appointed or elected as a member of the Board of Directors provided always that a certificate to the effect in writing that the person being nominated is the corporate representative of the corporate member is deposited at the Office or Administrative Office of the Society before the day and time at which nominations for members of the Board of Directors shall close.

(d) All elections for members of the Board of Directors whether area or general ~~or~~ floating members shall be by ~~postal ballot in such a form means as is from time to time determined by the Board of Directors always subject to the provisions of these Articles shall in its sole discretion deems appropriate including but not by way of limitation by post or in electronic form.~~

(e) Area members shall only be proposed and seconded by members who are resident in the area for which a member is seeking election.

(f) General / floating members shall be proposed and seconded by two members of the Society.

(g) The Board of Directors may in its absolute discretion vary the proportion and number of general / floating members to area members provided always that the number of ~~member~~members of the Board of Directors does not exceed twenty.

(h) The Board of Directors shall appoint two persons ~~to act as Ballot Officers or an~~ organisation that provides electoral services who shall count the votes received by the due date in time and shall be responsible for conveying the results of the votes to the Secretary and Chairman of the Board of Directors who shall arrange for the publication of the results on the Society's website within three days of the results being reported to hire.

(i) The Board of Directors may from time to time and at any time appoint any member of the Society as a member of Board of Directors, either to fill a casual vacancy or by way of addition to the Board of Directors provided that the prescribed maximum be not thereby exceeded. Any member appointed to fill a vacancy shall only serve as a member of the Board of Directors for such a period as would have remained to the former member of the Board of Directors (whether he or she was a general / floating or area Board member of ~~Council~~) before his or her retrial. The appointed member of the Board of Directors so retiring shall be eligible for re-election.

(j) For the purposes of elections and delivery of nomination forms, voting papers and correspondence the Office or Administrative Office shall be deemed to be the postal address or if sent in electronic form the email address (or equivalent) attached to the membership on the society records specified for the purpose of such communication at which elections shall take place provided that the membership of the Society has received intimation of such matters by post or in electronic form with fourteen days' notice of the date by which all nomination papers or votes cast as the case might be are to be received. The date of posting of such intimation to membership shall be the first day of such notice.

POWERS OF THE BOARD OF DIRECTORS

Management

~~40. 37.~~ The business of the Society shall be managed by the Board of Directors which 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, and as are not by statute or by these presents required to be exercised or done by the Society in ~~General Meeting~~general meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Society, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Society in ~~General Meeting~~general meeting, but no regulation made by the Society in ~~General Meeting~~general meeting shall invalidate any prior act of the Board of Directors which would have been valid if such regulation had not been made.

Vacancies on Board

~~41. 38.~~ The members for the time being of the Board of Directors may act notwithstanding any vacancy in their body; provided always that in case the members of the Board of Directors 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 Board of Directors for the purpose of admitting persons to Membership of the Society or delegating that function to the Secretary or to members of staff of the Society authorised by the

[Board of Directors \(in each case under their supervision\)](#), filling up vacancies in their body, or of summoning a ~~General Meeting~~[general meeting](#), but not for any other purpose.

~~42. 39.~~ Without prejudice to the generality of the powers of the Board of Directors under Article ~~37~~[40](#) hereof it is hereby declared that the Board of Directors shall have the powers to do all or any part of the following things, namely:

Making Bye-laws

(a) Make, alter and rescind the Bye-laws and regulations 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.

Organisation of Society Sales

(b) Fix the date and place for holding sales by auction, and appoint auctioneers for the same (when so desired) and make and publish rules for use at sales of sheep by auction and (when so desired) settle or determine by arbitrators or experts (whether or not being members of the Board of Directors) appointed by the Board of Directors for this purpose or otherwise disputes arising between members or others out of or in respect of any sales or alleged sales of sheep (whether by auction or otherwise) or in any other way concerning sheep.

Fixing AGM

(c) Fix the exact date and place for holding the Annual General Meeting of the Society.

Flock Book

(d) Issue and edit the Flock Book or system of pedigree registrations if so decided and any register supplementary thereto and deal with and control all matters arising from the Flock Book or registration system or any supplementary register from entries therein actual or tendered, and settle all disputes between members in respect thereof.

Fining Members

~~43. 40.~~ The Board of Directors may also 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 Board of Directors to be reasonable for any breach of these presents or of any of the Bye-Laws-laws. Any member who has incurred a fine under these presents or any of the Bye-Laws-laws shall be notified thereof by the Secretary and requested to pay the same forthwith and in default of his [or her](#) paying the same within one month from the date of such notice he [or she](#) shall cease to be a member of the Society. All regulations made by the Board of Directors under this Article shall be binding upon the members of the Society until set aside by a resolution of the Society in ~~General Meeting~~[general meeting](#).

DISCIPLINARY PROCEDURES

~~44. 41.~~ 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 [external](#) 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

~~45. 41.~~² 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

²-Amended by Resolution dated 8 November 2019

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 [by the Board](#). 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.

[Meetings and Hearings](#)

(f) [Any person may participate in a meeting or hearing of the Disciplinary Committee by way of electronic facility.](#)

Appointment of Clerk

(fg) 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 the method of participation if by electronic facility or otherwise the place of the meeting 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 give~~ evidence. If he or she decides not to ~~attend~~participate, a written statement may be sent by him or her to the Disciplinary Committee setting out his or her 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 or her sheep for a period, or disqualification of his or her 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 including the costs involved in the disciplinary process.

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 ~~44~~⁴⁵ which shall be binding upon the members of the Society unless and until set aside by a resolution of the Society in ~~General Meeting~~^{general meeting}.

~~Referral to Board~~ Referrals

~~46.~~ ^{42.}(a) Complaints or allegations regarding the conduct of members may be referred to the Disciplinary Committee ~~either~~ by the Secretary of the Society or the Board of Directors acting through a ~~Complaints~~^{complaints} committee comprising the Chairman, Vice Chairman and Secretary and any other person appointed to the committee by the Board of Directors from time to time, ~~or by individual members~~ ^("complaints committee"). Individual members may refer complaints or allegations regarding the conduct of members to the Secretary or to the Board of Directors acting through a complaints committee who may in either case refer the complaint or allegation to the Disciplinary Committee.

(b) Such complaints must relate to serious allegations of breaches of the Bye ~~Laws~~^{laws} or of the regulations comprising these presents, which the Secretary has declined to deal with in the ordinary course of carrying out his or her duties, or any other alleged conduct of a member which is considered to be derogatory to the character or prejudicial to the interests and reputation of the Society.

Notice of Decisions

~~47.~~ ^{43.}In case any member of the Society following a Disciplinary Procedure against him or her shall be expelled from or suspended from membership of the Society, or censured or ~~fiend fined~~ under Article ~~44~~⁴⁵ hereof, written notice of such event shall forthwith be sent by the Secretary of the Society to such member by registered post addressed to such member at his ~~last known~~^{or her} address ~~or place of business as shown~~ in the ~~United Kingdom or the Republic of Ireland~~^{Register of Members or if sent by email to the email address (or equivalent) of Ireland} ~~the member~~. A notice of such event (with or without particulars of the alleged offence) and the name and address of the member concerned may, at the discretion of Board of Directors, also be published in the Society's Journal and (in addition or alternatively) be communicated to every member of the Society by a private letter addressed to every such member respectively. The Society by its Secretary, or other officer of the Society authorised by the Board of Directors so to do, may also send a further notice of such event and the name and address of the member concerned with or without particulars of the alleged offence to such other societies and sections of the public as the Board of Directors may determine shall be necessary in the best interests of the reputation of the Society.

Expulsion

~~48.~~ ^{44.}If a member shall be expelled from the Society or suspended from membership, he or she shall thereafter be ipso facto disqualified from election or appointment to any office of

or in connection with the Society, and any such office held by him or her at the date of such expulsion or suspension shall also be ipso facto vacated.

Censure

49. ~~45.~~ If a member shall be censured or fined by the Board of Directors under any of the provisions of these presents he or she shall not, unless and until the Board of Directors in its absolute discretion otherwise determine, be eligible for election or appointment to any office of or in connection with the Society, and any such office held by him or her at the date of such censure or imposition of a fine shall, unless the Board of Directors in its absolute discretion otherwise determine, immediately be vacated. The foregoing provisions of this Article shall not apply in the case of a member who is censured or fined by the Board of Directors for any offence under the Bye ~~Laws~~ laws which the Board of Directors shall determine and classify to be a petty offence.

Offence Elsewhere

50. ~~46.~~ If it shall be reported to the Board of Directors by or on behalf of some other society or association that a member has been found guilty by such other society or association of an offence for which he or she could be expelled, suspended, censured or fined by the Board of Directors if such offence had been within the jurisdiction of the Board of Directors, he or she shall not, after having been given by the Board of Directors an opportunity of being heard, and unless the Board of Directors in their absolute discretion otherwise determine, be eligible for election or appointment to any office of or in connection with the Society and any such office held by him or her at the time shall, after such member has been given by the Board of Directors an opportunity of being heard and unless the Board of Directors in its absolute discretion otherwise determine, be vacated.

No resignation

51. ~~47.~~ If the conduct of a member of the Society, or of any person or persons for whose conduct such member is for the time being responsible to the Society under Article ~~86~~ of these presents, is the subject of investigation by the Board of Directors under these presents such member shall not, pending the conclusion of such investigation, be entitled to resign his or her membership of the Society unless and until such resignation is first accepted by the Board of Directors and the Board of Directors may in any such case without assigning any reason, refuse to accept such resignation.

Duty to Notify

52. ~~48.~~ It shall be the duty of every member of the Society to give information in writing to the Board of Directors without delay of every case of alleged misrepresentation or inaccuracy in the particulars furnished by any member or other person with reference to the pedigree or identity of any animal, or the entry of any animal in the Flock Book, or to the notification of the birth of any animal, or to the exhibition, sale or transfer of any animal which shall come to his or her knowledge, and to assist the Board of Directors by every means in his or her power to investigate every such case.

SECRETARY

53. ~~49.~~ The Secretary shall be appointed by the Board of Directors for such time, at such remuneration and upon such conditions as it may consider fit, and any Secretary so appointed may be removed by the Board of Directors. The provisions ~~of Sections 283, 284 and 288~~ of the Act shall apply and be observed. The Board of Directors may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in the place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

~~54. 50-~~ The seal of the Society shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors, and in the presence of at least two members of the Board of Directors, and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal 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.

DISQUALIFICATION OF MEMBERS OF THE BOARD OF DIRECTORS

Disqualification

~~55. 51-~~ The office of a member of the Board of Directors or any persons appointed judges of the breed shall be vacated:-

- (a) If he or she is sequestrated or bankrupted or if a receiving order is made against him or her or he or she makes any arrangement or composition with his or her creditors
- (b) If he or she becomes of unsound mind.
- (c) If he or she ceases to be a member of the Society.
- (d) If by notice in writing to the Society he or she resigns his or her office.
- (e) If he or she is engaged in the ~~importing or~~ promotion of other breeds of sheep apart from Texel sheep by way of being a director or officer of another breed society, unless with express consent of the Board of Directors.
- (f) If he or she ceases to hold office by reason of any order made under Schedule 4 of the Company Directors Disqualification Act 1986
- (g) If he or she is removed from office by a resolution duly passed pursuant to section 303 of the Act.
~~Section 293 of the Act (which relates to the appointment or election of Directors who have attained the age limit of seventy years and to the retirement of Directors on attaining the age limit of seventy years) shall not apply to the Society or to the election or appointment of, or the vacation of office by, members of the Board of Directors.~~

ROTATION OF MEMBERS OF THE BOARD OF DIRECTORS

One quarter to retire

~~56. 52. The first members of the Board of Directors shall hold office for five years. At the fifth Annual General Meeting and at~~ At the Annual General Meeting to be held in every ~~subsequent~~ year one quarter of the members of the Board of Directors ~~for the time being~~ or if their number is not a multiple of four then the number nearest to one quarter shall retire from office.³

Manner of Selection

~~57. 53-~~(a) The members of the Board of Directors to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his or her last election or appointment. A retiring member of the Board of Directors shall be eligible for re-election provided he or she is not entitled to be eligible for re-election if he or she has served for a continuous period of twelve years until one year has passed since the last day of his or her previous service on the Board.

Eligibility for Re-election

³~~Amended pursuant to a Special Resolution of the Society passed on 13/11/2010.~~

(b) A member of Board of Directors is entitled to seek re-election but in so seeking re-election he or she is bound by all the rules of the Board of Directors and applicable Articles of Association in the same manner as any member seeking election as a general/floating member or area member as the case might be is so bound.

Replace Retiring Board

~~58. 54.~~ The Society may, at the meeting at which a member of the Board of Directors retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself or herself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution of the re-election of such member shall have been put to the meeting and lost.

Removal of Board

~~59. 55.~~ In addition and without prejudice to the provision of section ~~303~~168 of the Act, the Society may by Extraordinary Resolution remove any member of the Board of Directors before the expiration of his or her period of office and may by an Ordinary Resolution appoint another qualified member in his or her stead; but any person so appointed shall retain his or her office so long only as the member in whose place he or she is appointed would have held the same if he or she had not been removed.

~~55~~59A. No person shall be eligible for election to the Board of Directors if at the date of the Annual General Meeting from which if elected he or she will hold office if he or she will have served twelve consecutive years as a member of the Board. A period of not less than four years must elapse before a person may be re-elected for a further period of membership of the Board if a member of the Board is not eligible for election by virtue of having served twelve consecutive years as a member of the Board. ⁴

PROCEEDINGS OF THE BOARD OF DIRECTORS

Board Meetings

~~60. 56.~~ The Board of Directors may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it considers fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined four 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.

Conduct of Meetings

61.

61.1 The Board of Directors may (except where these Articles say otherwise) conduct its meetings as it thinks fit. The quorum needed for a meeting of the Board of Directors (that is, the number of directors who must be present for the meeting to go ahead) is half the number of directors and must include at least four elected directors.

61.2 Any director or his or her alternate may validly participate in a meeting of the Board of Directors or a committee of the Board of Directors by way of electronic facility provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting.

61.3 A person so participating by way of electronic facility shall be deemed to be present in person at the meeting and shall be counted in a quorum and entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is

⁴Amended pursuant to a Special Resolution of the Society passed on 13/11/2010

assembled, or if there is no group which is larger than any other group, where the chair of the meeting then is.

Convening Meetings

62. ~~57.~~ A member of the Board of Directors may, and on the request of a member of the Board of Directors the Secretary shall, at any time, summon a meeting of the Board of Directors by notice served upon the several members of the Board of Directors. A member of the Board of Directors who is absent from the United Kingdom shall not be entitled to notice of meeting.

Chairman/Vice Chair

63. ~~58.~~ The Board of Directors shall from time to time elect a Chairman and a Vice-Chairman who shall hold office for a period not exceeding two years as may be decided by the Board of Directors. The Chairman or failing him or her the Vice-Chairman shall be entitled to preside at all meeting of the Board of Directors at which he or she shall be present, but if no such Chairman or Vice-Chairman be elected or if at any meeting the Chairman and Vice-Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Board of Directors represent shall choose one of their number to be Chairman of the meeting.

Authority of Board

64. ~~59.~~ A meeting of the Board of Directors at which a quorum is present shall be competent to exercise all the authorities, powers and directions by or under the regulations of the Society for the time being vested in the Board of Directors generally.

Delegation of Powers

65. ~~60.~~ The Board of Directors may delegate any of their powers to committees consisting of such number of members of the Board of Directors as it considers fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to the regulations imposed on it by the Board of Directors. The meetings and proceedings of any such committee shall be governed by the provision of these presents for regulating the meetings and proceedings of the Board of Directors so far as the same shall not be superseded by any regulations made by the Board of Directors.

Validation of Acts

66. ~~61.~~ All acts bona fide done by any meeting of the Board of Directors or of any committee of the Board of Directors, or by any person acting as member of the Board of Directors, 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 Board of Directors.

Minutes of Meetings

67. ~~62.~~ The Board of Directors shall cause proper minutes to be made of all appointments of officers made by the Board of Directors and of the proceedings of all meetings of the Society and of the Board of Directors and of any Committee of the Board of Directors, and all business transacted at such meetings, and any such minutes of any meeting, if purported 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.

Signed Resolutions

~~68. 63.~~ A resolution in writing signed by all the members for the time being of the Board of Directors or of any committee of the Board of Directors who are entitled to receive notice of a meeting of the Board of Directors or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors or of such committee duly convened and constituted.

ACCOUNTS

Books of Account

~~69. 64.~~ The Board of Directors 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, and
- (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 have been kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of affairs of the Society and to explain its transactions.

Location of Books

~~70. 65.~~ The books of account shall be kept at in accordance with the ~~Office, or, subject to section 222~~ requirements of the Act, ~~at such other place or places as the Board of Directors may consider fit,~~ and shall always be open to the inspection of the members of the Board of Directors.

Inspection of Books

~~71. 66.~~ The Board of Directors 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 Board of Directors, 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 Board of Directors or by the Society in ~~General Meeting~~ general meeting.

Laying of Accounts

~~72. 67.~~ At the Annual General Meeting in every year the Board of Directors shall lay before the Society a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Society) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board of Directors and the Auditors, and copies of such account, balance sheet and reports (~~all~~ 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 section ~~240~~ 434(1)-(3), 435(1)-(3) and (5)-(6) and 436 of the Act, be sent to the Auditors and to all other persons entitled to receive notices of ~~General Meetings~~ 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 is required by section ~~241~~ 437 (1) of the Act.

Annual Audit

~~73. 68.~~ Once at least in every year the accounts of the Society shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

The Auditors

~~74. 69.~~ Auditors shall be appointed and their duties regulated in accordance with sections ~~236~~444(7), ~~237 and 387~~486, 492, 494, 498 (1)-(5), 499 to ~~392~~502(2) inclusive, ~~503(1) and (2), 505, 510(1)-(3), 511 to 513 inclusive, 515 to 518 inclusive and 526~~ of the Act, the members of the Board of Directors being treated as the Directors mentioned in these sections.

NOTICES

Notices to Members

~~75. 70.~~ 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 or her registered address as appearing in the Register of Members or in electronic form. Where it is sent in electronic form it shall be sent to the email address (or equivalent) used for the purpose of that communication. The notice may be placed on a website, in which case the Society will write to members by letter or in electronic form to say that the Society has done this.

Service by Post or in Electronic Form

~~76. 71.~~ 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 in the post ~~office~~ as a pre-paid letter. Any notice sent in electronic form will be deemed to have been delivered forty eight hours after the time it was sent. Any notice put on a website will be considered to have been delivered:-

DISSOLUTION

~~72. 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.~~

- As soon as it is posted on the site; or
- When the person the notice is for received or is deemed to have received the letter or communication in electronic form stating that the notice is on the website

whichever is later. If the Society needs to prove that it has given notice in electronic form it should be sufficient that it was sent in electronic form to the email address provided by the member for the purpose of communication between each party and held in the society records.

INDEMNITY

Protection of Officers

~~77. 73.~~ Subject to the provisions of the Act ~~and the Memorandum of Association~~ every member of the Board of Directors, the Auditor, the Secretary, or other officer of the Society shall be entitled to be indemnified by the Society against all costs, charges, losses, expenses and liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

Errors in records

~~78. 74.~~ The Society shall not be in any way liable or responsible for any errors or omissions contained in any records or other statistics or information relating to any sheep 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 or she may suffer through any such error or omission as aforesaid or through any publication or communication to any other person or persons or other user made by the Society of the records or statistics or information containing such errors or omissions, unless and except only if and in so far as any such claim may arise from any publication or use wilfully made by the Society of any such records or statistics or information as aforesaid after the member in question shall have given to the Society express notice in writing of the errors or omissions alleged by him or her to be contained therein, and also shall have identified and proved every such error or omission to the reasonable satisfaction of the Board of Directors¹.

GENERAL

Validity of Articles

79. ~~75.~~ If any provision in 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 reference purposes only and shall not affect their interpretation.

Intellectual Property

80. ~~76.~~ Any intellectual property of the Society, that is to say ~~Patents, Registered Designs, Design Rights, Registered Trade Marks, Common Law Passing off Rights, copyright and Copyright~~ patents, registered designs, design rights, trade marks, the right to sue for passing off Rights, copyright and related rights, database rights (in each case whether registered or unregistered), goodwill and all equivalent rights or forms of protection which subsist or will subsist now or in the future in any part of the world ("Intellectual Property") are the property of the Society. As far as ~~Collective Trade Marks~~ the Society's trade marks are concerned, any member of the Society may use ~~the Trade Mark~~ any such trade mark only provided that their use of the ~~Trade Mark~~ trade mark conforms to the ~~Bylaws~~ Bye-laws of the Society. Action for infringement by those not conforming to the ~~Bylaws~~ Bye-laws of the Society may be taken only by ~~the Officers~~ any officer of the Society on behalf of the Society and cannot be taken by members of the Society individually.^{*}

USE OF INFORMATION

81.

81.1 Members authorise and grant permission for all data provided by them to the Society to be combined with data submitted by other Members, together with any other data stored on the databases maintained by the Society, or received by the Society from third parties, for the delivery of animal registration, genetic evaluation, sales catalogue, and certification services, for research and development initiatives, and for any other use that is deemed to be to the benefit of the Society and its Members.

81.2 Members authorise and grant permission that the Society may display the data provided to the Society, and any material which contains or in any way makes use of this data ("outputs") on the Society websites and in other publications. These outputs may include, but not limited to, pedigree, EBVs, genomic information and selection index values for individual animals.

DATA

82.

82.1 Members irrevocably authorise and grant permission for a copy of any data provided by the Society to be included on the databases maintained by the Society, and for this to be available to the Society and third parties selected by the Society for any purposes (including but not by way of limitation for research and commercial purposes) and its

^{*} -Inserted by Special Resolution of the Company dated 23rd October 1999.

licensed partners for research and commercial purposes, notwithstanding that a member ceases to be a member of the Society.

82.2 The Society will procure that a copy of any data provided to the Society by an individual Member will be made available to the Member upon request. In such circumstances, the Society will use its reasonable endeavours to provide such data in electronic format within 90 days from receipt of the request.

82.3 Members hereby agree that the Society retains all Intellectual Property rights in any outputs from the use of data provided to the Society.

LIMITATION OF LIABILITY

83.

83.1 Members acknowledge and agree that the Society has not made any and hereby excludes all warranties, terms, conditions or undertakings, whether express or implied, written or oral, statutory or otherwise, including any implied warranty of satisfactory quality or of fitness for a particular purpose in respect of the provision of services by it to Members.

83.2 Without limiting the generality of Article 83.1 above, the Society will not be liable for any consequential, special, indirect liability, loss, damage, cost or expense (including, without limitation, any loss of profit, loss of revenue, loss or corruption of data, loss of any anticipated or expected revenue or profits, economic loss of any kind and loss of goodwill) suffered by any person in connection with the provision of services by the Society.

COPYRIGHT

84. Members acknowledge and agree that:-

84.1 the Society uses animal pedigree and performance and genomic data to design, create and generate databases;

84.2 the Copyright in all databases maintained by the Society vests in the Society absolutely;

84.3 the databases generated and published by the Society are for the commercial benefit of Members and the Society subject to the terms of this Article 84;

84.4 the information contained in the databases is used by the Society for animal recording, Estimated Breeding Values, Index Values, genomic information, sales catalogues, certification, and other uses approved by the Society for the benefit of its members;

84.5 notwithstanding the above that non-members may use such information for such purposes as the Society agrees; and

84.6 no person nor other legal entity is permitted to use any part or item of information contained in the Society's databases for any commercial purpose unless permission has been expressly granted by the Society.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Ian G. Johnstone	Boghouse, Crawfordjohn, Biggar	Fa
W K Jackson	Norwood, Symington, Biggar	Di
John McGregor	Boghill Farm, Lesmahagow	Fa
G B Hill	St.John's Kirk, Symington, Lanarkshire	Fa
		Ma
James A Minto	Craigknowe, Mid Road, Biggar	Fa
A D Grant	The Heft, Majoriebanks, Lockmaben	Ag
		Ad
Andrew Barr	Heathery Hall, Thankerton, Biggar	Fa
W Hogg	Colmsliehill, Galashiels	Fa

DATED the Twentieth day of January 1974

Name and address and description of witness to the above signatures

Ian A Stewart	57 High Street, Lanark	Ch
		Ac

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<u>Insertion</u>	
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Style change	
Format change	
Moved deletion	
Inserted cell	
Deleted cell	
Moved cell	
Split/Merged cell	
Padding cell	

Statistics:	
	Count
Insertions	377
Deletions	219
Moved from	0
Moved to	0
Style change	0
Format changed	0
Total changes	596