

The Companies Acts 1985 to 2006

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

MEMORANDUM OF ASSOCIATION
OF
THE WILTSHIRE HORN SHEEP SOCIETY LIMITED

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

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

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

- (5) To arrange arbitration upon and settlement of disputes and questions relating to or connected with Wiltshire Horn Sheep, and the breeding and sales thereof and for other subsidiary purposes.
 - (6) To publicise the objects, activities and functions of the Society and to stimulate interest therein by all such means or through all such media as shall be expedient.
 - (7) To appeal for, solicit, accept and receive donations, subscriptions, annuities and other payments and to apply the same.
 - (8) To invest any monies of the Society, not immediately required for any of its objects, in such manner or on such security as may from time to time be determined.
 - (9) To do all such other lawful things for the purposes of attaining the above objects or any of them.
4. The income and property of the Society shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Society and no member of its Council shall be appointed to any office of the Society paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Society. PROVIDED THAT nothing herein shall prevent any payment in good faith by the Society.
 - (A) of reasonable and proper remuneration to any member, officer or servant of the Society (not being a member of its Council) for any services rendered to the Society
 - (B) to any member of its Council of prior approved out-of-pocket expenses.
5. No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the governing legal body at the time, and a majority of the membership, for which purposes a majority shall consist of 51% of those voting for "ordinary business ", and 75% of those voting for "special business ".
6. The liability of the members is limited but if any member of the Society pays or receives any dividend, bonus, or other profit in contravention of the terms of the fourth paragraph of this Memorandum, his liability shall be unlimited.
7. Every Member of the Society undertakes to contribute to the assets of the Society in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Society contracted before the time at which he ceases to be a Member, and of the costs, charges, and expenses of winding up the same, and for the adjustment of the rights of the

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

8. If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Society, but shall be given or transferred to a charitable institution or institutions having objects similar to the objects of this Society to be determined by the Members of the Society at or before the time of dissolution, or in default thereof, by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter.

9. True accounts shall be kept of the sums of money received and expended by the Society, and the matter in respect of which such receipt and expenditure take place, and of the property, credit and liabilities of the Society, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Society for the time being, shall be open to the inspection of the Members. Once at least in every year the accounts of the Society shall be examined and the correctness of the Balance Sheet ascertained by one or more properly qualified Accountant or Auditor.

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

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

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

Occupation: company director

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

Occupation: farmer

Dated:

WITNESS to the above signature:

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ASSOCIATION NOT FOR PROFIT

ARTICLES OF ASSOCIATION

OF

THE WILTSHIRE HORN SHEEP SOCIETY LIMITED

General

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

Words	Meanings
The Act:	The Companies Act 2006 and every other Act for the time being in force concerning companies and affecting the Society
These presents:	These Articles of Association as from time to time amended by or altered by Special Resolution
The Society:	The above named Society
The Council:	The Council of Management for the time being of the Society
The Office:	The Registered Office of the Society
The Register:	The Register of Members of the Society
The United Kingdom:	Great Britain and Northern Ireland
The Bye-laws:	The Bye-laws and other Rules and Regulations of the Society as from time to time determined by the Council
Disciplinary Regulations:	The disciplinary regulations of the Society as from time to time determined by the Council
The Flock Book:	The Society's Flock Book and all supplementary registers and records maintained by the Society in accordance with its objects
Month:	Calendar month

In writing: Written, printed or lithographed words, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

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

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

Words importing persons shall include corporations.

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

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

Membership

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

conduct of the affairs of the Society.

- (B) Subject as aforesaid applications for membership should be made in writing in such form as the Council shall from time to time prescribe or approve.
 - (C) In the event that any application for membership of the Society shall be refused, the fact of and reasons for such refusal shall be notified in writing by the Secretary of the Society to the applicant within 14 days of such refusal. At the time of receiving notification of such refusal the applicant shall also be notified of the membership appeals procedure established by the National Sheep Association for determining appeals against refusal of any application for membership of a sheep breeding society.
- 7.
- (A) Subject to the provisions of Article 6, any company incorporated under the Act or any other body corporate may become a member of the Society and is hereinafter in these presents from time to time referred to as "a corporate member".
 - (B) A corporate member shall not be eligible for election or appointment as a member of the Council notwithstanding anything hereinafter in these presents contained, but this provision shall not prevent any director or other officer or member of any corporate member who shall himself be a member of the Society from holding any such office as aforesaid in the Society.
 - (C) Subject to paragraph (B) of this Article the expression "a member" in these Articles shall where the context so admits include a corporate member as well as any other member of the Society for the time being.
 - (D) A corporate member shall be entitled at any time after being elected a member of the Society by notice in writing addressed to the Society and deposited at the Office to appoint any person to be its representative to attend and vote at meetings of the Society on its behalf and may at any time by notice in writing addressed to the Society and deposited at the Office revoke any appointment so made and (if so desired) by any such notice of revocation or by some other notice in writing addressed to the Society and deposited at the Office appoint some other person to be its representative for the purpose aforesaid. No corporate member shall be entitled to have more than one appointed representative hereunder for the time being and the deposit by any corporate member at the Office of any notice to the Society of the appointment of a representative hereunder shall ipso facto revoke the appointment made by any other notice previously so deposited by such corporate member. Subject as aforesaid every appointment made hereunder shall endure and have effect until the same shall be revoked or the representative thereby appointed shall die.
8. Subject as aforesaid the rights and privileges of every member of the Society shall be personal to himself, and shall not be transferable or transmissible by his own act or by operation of law.
9. A member shall cease to be a member of the Society and his name shall be removed from the register accordingly:
- (A) if by notice in writing to the Society he resigns his membership; or
 - (B) if any subscription or any fee payable by such member to the Society pursuant

to these presents or the current Bye-laws shall remain unpaid for two months or more after the same shall become due and payable and the Council resolve that his membership be determined; or

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

Subscriptions

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

General Meetings

- 13. The Society shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notice calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
- 14. The Council may whenever they think fit convene a General Meeting, and General Meetings shall also be convened on such requisition, or in default, may be convened by such requisitions, as provided by section 303 of the Act.
- 15. Fourteen days' notice in writing at the least of every General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Society; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.
- 16. 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

17. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided twenty members personally present shall be a quorum.
18. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
19. The President, or one of the Vice-Presidents of the Society (to be selected by the meeting) shall preside as Chairman at every General Meeting, but if there be no such President or Vice-President, or if at any meeting no such officer shall be present within fifteen minutes after the time appointed for holding the same, and willing to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Society who shall be present to so preside.
20. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
21. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman of the meeting or by at least three members present in person or by any member or members present in person and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
22. Subject to the provisions of Article 25, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
23. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

- 24. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

Votes of Members

- 25. Subject as hereinafter provided, every member of the Society shall have one vote. Joint Members will be limited to one vote between them.
- 26. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum which shall be due and payable to the Society in respect of his membership, shall be entitled to vote on any question.
- 27. A Full Member present only by proxy shall be entitled to vote on a show of hands at any General Meeting. Votes may also be given on a poll either personally or by proxy and a proxy shall also be entitled to speak at any General Meeting. A proxy need not be a member.
- 28. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation under its common seal or executed as a deed or under the hand of some officer duly authorised in that behalf.
- 29. The instrument appointing a proxy and the power of attorney or other authority if any under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office not less than forty-eight hours (calculated with reference to working days) 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 (calculated with reference to working days) before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
- 30. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the appointor 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 before the commencement of the meeting or adjourned meeting at which the proxy is used.
- 31. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

"I/We -----"
"of -----"
"being a member of Wiltshire Horn Sheep Society , hereby

appoint-----"
of -----"
"and failing him/her -----"

“of -----“

"to vote for me and on my behalf at the (Annual General or General, or adjourned General, as the case may be) Meeting of the Society to be held on the ----- day of ----- and at any adjournment thereof".

"Signed, as witness my hand this ----- day of ----- 20-----"

Officers

32. (A) There shall be a President of the Society and a Vice-President who shall be entitled to attend Council meetings, but who shall have no voting rights.
- (B) The President and the Vice President of the Society shall be elected at each Annual General Meeting from among members of the Society subject to having been nominated by the Council in accordance with Article 40(G). These officers shall hold office until the conclusion of the Annual General Meeting at which their successors are elected. A retiring President shall be eligible for re-election. Any casual vacancy in the office of President may be filled by the Council.

Council of Management

33. (A) Any person may be appointed or elected as a member of the Council whatever may be their age
- (B) No member of the Council shall receive remuneration for acting as a member of the Council for the purposes of the Society.
- (C) No member of the Council shall be interested in the supply of services, work or goods at the cost of the Society unless:-
- (1) he is absent from all meetings of the Council during any relevant discussions relating to such matters; and
 - (2) he takes no part in any relative decisions; and
 - (3) the other members of the Council are satisfied that transactions arising out of such decisions are advantageous to the Society.
34. Unless otherwise determined by a General Meeting of the members of the Society the Council of the Society shall consist of elected members not exceeding ten in number, such elected members to be elected from such areas or regions of the United Kingdom as the Council shall from time to time in its absolute discretion determine.
35. The Council may from time to time and at any time appoint any member of the Society as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum number of members shall not be thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election to membership of the Council.

36. No person who is not a member of the Society shall in any circumstances be eligible to hold office as a member of the Council.

Powers of the Council

37. The business of the Society shall be managed by the Council who may exercise all such powers of the Society, and do on behalf of the Society all such acts as may be exercised and done by the Society, and as are not by statute or by these presents required to be exercised or done by the Society in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Society, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Society in General Meeting, but no regulation made by the Society in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
38. The Council may from time to time at their discretion raise or borrow or secure the payment of any sum or sums of money for the purposes of the Society.
39. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the number prescribed by or in accordance with these presents as the quorum necessary for the transaction of any business, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Society, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.
40. Without prejudice to the generality of the powers and duties of the Council under these presents, it is hereby declared that the Council shall have the powers to do all or any of the following things, namely:-
- (A) Make, alter and rescind the Bye-laws, in so far as they do not conflict with these presents or amount to or involve such an alteration or addition to these presents as could only lawfully be made by Special Resolution.
 - (B) Make, alter and rescind the Disciplinary Regulations.
 - (C) Fix the dates and places for holding sales by auction, and appoint auctioneers for the same (when so desired) and make and publish rules for use at sales of sheep by auction and (when so desired) settle or determine by arbitrators or experts (whether or not being members of Council) appointed by the Council for this purpose or otherwise disputes arising between members or others out of or in respect of any sales or alleged sales of sheep (whether by auction or otherwise) or in any other way concerning sheep.
 - (D) Fix the exact date and place for holding the Annual General Meeting of the Society.
 - (E) Issue and edit the Flock Book and any register supplementary thereto and deal with and control all matters arising from the Flock Book from entries therein actual or tendered, and settle all disputes between members in respect thereof.

- (F) To co-opt to the Council such additional Members of the Society as the Council may determine, such co-opted members to serve for a term not exceeding the date of the Annual General Meeting following their co-option but to be eligible for co-option by the Council for a further term or terms.
 - (G) To nominate a President and Vice President of the Society who shall hold office for one year.
 - (H) From time to time elect honorary members of the Society and waive payment of the annual subscription referred to in Article 10 hereof.
41. The Council may from time to time as they shall think expedient for the internal management and well being of the Society, make regulations for the imposition on members of the Society of fines considered by the Council to be reasonable for any breach of these presents or of any of the Bye-laws. Any member who has incurred a fine or other appropriate sanction under these presents or any of the Bye-laws shall be notified thereof by the Secretary of the Society and requested to pay the same forthwith and in default of his paying the same within one month from the date of such notice he shall cease to be a member of the Society. All regulations made by the Council under this Article shall be binding upon the members of the Society until set aside by a resolution of the Society in General Meeting.

Secretary

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

Disqualification of Members of the Council

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

- (E) he ceases to be a member of the Society or to be eligible for membership of the Council, by virtue of the provisions of these presents and any decision of the Council pursuant thereto.

Election and Rotation of Members of the Council

- 44. (A) Unless otherwise determined by the Society in General Meeting, elected members of the Council shall hold office for a period lasting from the date of the Annual General Meeting of the Society at which their election to membership is announced until the date of the third Annual General Meeting when they shall be deemed to have retired from office. At each Annual Meeting elections shall take place in respect of which an elected member of Council shall be deemed to have retired in order to elect a new elected representative member of the Council
 - (B) All Members of the Council who have not attended a minimum 50% of Council Meetings in any one year shall retire at the next Annual General Meeting of the Society, but such retirement will not disqualify them from standing for re-election.
 - (C) Nominations for Council Members must be lodged with The Secretary, in writing, at least 28 days prior to the date of the Annual General Meeting. Each nominee should have a proposer and a seconder, both of whom shall be fully paid up Members of the Society.
45. In respect of the voting for the appointment of new Council members.
- (A) The Council shall send to every member a Notice with a list containing the names of members of the Society willing to serve on the Council as members thereof printed in alphabetical order on a form of voting paper to be approved by the Council together with a description of each candidate and a statement of the number of vacancies to be filled (unless the number of duly nominated and qualified candidates for election as members of the Council shall not exceed the number of vacancies to be filled in which case a statement to that effect shall be included when convening the Annual General Meeting and all such candidates shall be deemed to have been elected).
 - (B) The voting papers when completed shall be returned to the Council or such other place as shall be determined by the Council by a date to be fixed by the Council who shall appoint three scrutineers to inspect the votes.
 - (C) The scrutineers shall report in writing to the Chairman the result of such voting and those candidates (up to the number required to fill the said vacancies) who receive the most votes shall be declared by the Chairman at the Annual General Meeting and shall be deemed to have been elected at the Annual General Meeting to be members of the Council.
 - (D) Every member shall be entitled to one vote only in respect of each vacancy. No member shall give more than one vote to any candidate. Any voting paper containing more than the requisite number of votes or more than one vote for any one candidate shall be rejected by the scrutineers.

- (E) In the event of two or more candidates obtaining an equal number of votes it shall be decided by lot at the said Annual General Meeting which of such candidates shall be elected a member of the Council.
46. The Society may, at the meeting at which the period of office of a member of the Council has expired in manner aforesaid, and whose office has not been filled by election in manner provided by the last preceding Article, appoint a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.
47. The Society may from time to time in General Meeting increase or reduce the number of members of the Council and determine for what periods they shall hold office, and may make the appointments necessary for effecting any such increase.
48. In addition and without prejudice to the provisions of the Act, the Society may by Special Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

Proceedings of the Council

49. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, five members of the Council shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
50. On the written request of five members of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom and Eire shall not be entitled to notice of a meeting.
51. The Council shall each year elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting. The Council shall also elect a Vice-Chairman to preside at meetings in the absence of the Chairman.
52. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these presents for the time being vested in the Council generally.
53. The Council may delegate any of their powers to committees consisting of such member or members of the Council or of the Society as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such

committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

54. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it being afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.
55. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Society and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
56. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.
- 57.1 Any Council Member who has a potential conflict of interest (however minor) should declare this to Council and it should be included in the register of interests. The Council Member should also declare the interest at the beginning of every meeting at which the conflict of interest could have a bearing on the subject matter of the meeting. Unless authorised in accordance with Articles 57.2 to 57.8, the Council Member should take no further part in the meeting on the said matter.
- 57.2 Subject to any contrary provisions contained in these Articles, the Memorandum and the Charities Act 1993, the Council members may, in accordance with the requirements set out in this Article 57, authorise any matter proposed to them by any Council member which would, if not authorised, involve a Council member breaching his duty under section 175 of the Companies Act 2006 to avoid conflicts of interest ("Conflict").
- 57.3 Any authorisation under this Article 57 will be effective only if:
 - (A) the matter in question shall have been proposed by any Council member for consideration at a meeting of Council members in the same way that any other matter may be proposed to the Council members under the provisions of these Articles or in such other manner as the Council members may determine;
 - (B) any requirement as to the quorum at the meeting of the Council members at which the matter is considered is met without counting the Council member in question; and
 - (C) the matter was agreed to without his voting or would have been agreed to if his vote had not been counted.
- 57.4 Any authorisation of a matter under this Article may (whether at the time of giving the authority or subsequently):

(A) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised;

(B) be subject to such terms and for such duration, or impose such limits or conditions as the Council members may determine;

(C) be terminated or varied by the Council members at any time.

This will not affect anything done by the Council member prior to such termination or variation in accordance with the terms of the authorisation.

57.5 In authorising a Conflict the Council members may decide (whether at the time of giving the authority or subsequently) that if a Council member has obtained any information through his involvement in the Conflict otherwise than as a Council member of the Society and in respect of which he owes a duty of confidentiality to another person the Council member is under no obligation to:

(A) disclose such information to the Council members or to any Council member or other officer or employee of the Society;

(B) use or apply any such information in performing his duties as a Council member;

where to do so would amount to a breach of that confidence.

57.6 Where the Council members authorise a Conflict they may provide, without limitation (whether at the time of giving the authority or subsequently) that the Council member:

(A) is excluded from discussions (whether at meetings of Council members or otherwise) related to the Conflict;

(B) is not given any documents or other information relating to the Conflict;

(C) may or may not vote (or may or may not be counted in the quorum) at any future meeting of Council members in relation to any resolution relating to the Conflict.

57.7 Where the Council members authorise a Conflict:

(A) the Council member will be obliged to conduct himself in accordance with any terms imposed by the Council members in relation to the Conflict;

(B) the Council member will not infringe any duty he owes to the Society by virtue of sections 171 to 177 of the Companies Act 2006 provided he acts in accordance with such terms, limits and conditions (if any) as the Council members impose in respect of its authorisation.

57.8 A Council member is not required, by reason of being a Council member (or because of the fiduciary relationship established by reason of being a Council member), to account to the Society for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the Council members or by the Society in General Meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

Accounts

58. The Council shall appoint a Treasurer (who need not be a member of the Society or a member of the Council), who shall cause proper books of account to be kept with respect to:-
- (A) all sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place;
 - (B) all sales and purchases of goods and services by the Society; and
 - (C) the assets and liabilities of the Society.

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

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

Annual accounts review

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

in accordance with best practice.

Notices

64. The Society can deliver a notice or other document to a member: -
- (A) by delivering it by hand to the address recorded for the member in the Register of Members;
 - (B) by sending it by post or other delivery service in an envelope (with postage or delivery paid) to the address recorded for the member in the Register of Members;
 - (C) by electronic communication to the electronic mail address recorded in the Register of Members.
65. Any member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Society an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Acts, only those members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the Society.
66. Any notice given in accordance with these Articles is to be treated for all purposes as having been received: -
- (A) 24 hours after being sent by electronic means or delivered by hand to the relevant address;
 - (B) two clear days after being sent by first class post to that address;
 - (C) three clear days after being sent by second class or overseas post to that address;
 - (D) at the time it was sent, if notice is being sent by fax;
 - (E) at the time it was sent, if notice is being sent by electronic mail;
 - (F) at the time when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website, if notice is sent by a website;
 - (G) on being handed to the member (or, in the case of a member organisation, its authorised representative) personally; or, if earlier,
 - (H) as soon as the member acknowledges actual receipt.
67. Articles 64 to 66 (inclusive) shall not affect any provision in any relevant legislation or the Articles requiring notices or documents to be delivered in a particular way.

Dissolution

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

Indemnity

- 69.1 The Society shall indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- 69.2 In this article a “relevant director” means any director or former director of the Society. .
70. The Society, the Council, members and officers, shall not be in any way liable or responsible for any errors or omissions contained in any records or other statistics or information relating to any sheep, including any entries in the Flock Book which may be maintained or obtained by the Society from any bodies or persons and no member shall make or have any claim against the Society for any damages he may suffer through any such error or omission as aforesaid or through any publication or communication to any other person or persons or other user made by the Society of the records or statistics or information containing such errors or omissions, unless and except only if and in so far as any such claim may arise from any publication or use wilfully made by the Society of any such records or statistics or information as aforesaid after the member in question shall have given to the Society express notice in writing of the errors or omissions alleged by him to be contained therein, and also shall have identified and proved every such error or omission to the reasonable satisfaction of the Council. Similarly the Council and the Officers of the Society shall not be in any way liable or responsible for any advice or information given to members of the Society by them or any of them in good faith.

Validity of these presents

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

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

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

Occupation: company director

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

Occupation: farmer

Dated:

WITNESS to the above signature: