

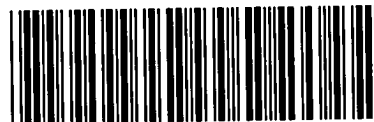
# THE RED POLL CATTLE SOCIETY

Company No: 27159

Charity Registration No: 213132

## ARTICLES OF ASSOCIATION

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COMPANIES HOUSE

Adopted with the consent of the Board of Trade by Special Resolution passed on Thursday 12th May 1949, revised and adopted at Extraordinary Meetings held on 3rd May 1951, 6th May 1965, 18th January 1967, 24th April 1969, 10th November 1992, 23<sup>rd</sup> April 1996, 13<sup>th</sup> October 2012, 9<sup>th</sup> May 2015, 27<sup>th</sup> April 2019 and 25<sup>th</sup> July 2020.

## CONSTITUTION

### 1. Construction

These Articles shall be construed with reference to the provisions of the Companies Act 2006 and terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Act, and any alterations shall be submitted to Companies House.

### 2. Number of members

The number of members of the Society is unlimited.

### 3. Objects

The Society is established for the purposes expressed in the Memorandum of Association and in carrying out its purposes 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. Members

4.1. For the purposes of these Articles of Association the following terms shall have the following meanings:-

'Life Member' means a member of the Society who has paid a subscription in accordance with article 4.5

'Annual Member' means a member of the Society who is not a Student Member or a Junior Member and who has paid a subscription in accordance with article 4.6

'Student Member' means a member of the Society who is not a Life Member, Annual Member or a Junior Member and who is

(i) under 21 years of age and

(ii) engaged in full time education on 1<sup>st</sup> January in each year. Student Members shall not be required to pay a subscription.

'Junior Member' means a member of the Society who is not a Life Member, Annual Member or a Student Member and who is under 16 years of age on 1<sup>st</sup> January in each year. Junior Members shall not be required to pay a subscription.

'member' means a member of the Society whether Life Member, Annual Member, Student Member or Junior Member and members shall be construed accordingly.

4.2. The Members of the Society shall be the subscribers of the Memorandum of Association and such other persons as shall apply for admission and be admitted as Members of the Society.

4.3. Every application for membership of the Society shall be made in writing to the Council specifying the grade of membership applied for and in the case of application for Life Membership or Annual Membership whether the applicant wishes to register cattle ('a Registering Member') or not register cattle ('an Associate Member').

4.4. At the next meeting of the Council after receipt of any application for membership the application shall be considered by the Council, which shall decide on the admission or rejection of the applicant. The Council shall not be obliged to inform a rejected applicant of the reason for rejection.

4.5. A Life Member of the Society shall pay a subscription of £750 (Registering Member) or £300 (Associate Member) or such other sum as the Council shall from time to time prescribe.

**4.6.** An Annual Member shall pay a subscription of £50 (Registering Member); £75 Overseas Registering Member) or £25 (Associate Member); £30 (Overseas Associate Member) or such other sum as the Council shall from time to time prescribe payable annually on or before 1<sup>st</sup> January in each year or on such other date as the Council may from time to time prescribe.

**4.7.** A Student Member shall not be required to pay a subscription.

**4.8.** A Junior Member not be required to pay a subscription.

**4.9.** Any member may at any time retire from membership on giving written notice to that effect to the Council or the Secretary for the time being but unless such notice is given on or before the 1<sup>st</sup> July in any year the retiring member shall, if an Annual Member, Student Member or Junior Member, notwithstanding his or her retirement, pay the annual subscription for the then ensuing year.

#### **4A Rights and privileges of members**

**4A.1.** Registering Life Members and Registering Annual Members shall in addition to all of the rights set out elsewhere in these Articles:

- (i) Be entitled to receive one free copy of the Society's annual Herd Book for each year of membership; and
- (ii) Be entitled to register cattle that comply with the requirements of the Society ('Registerable Cattle') in the Society's Herd Book

**4A.2.** Associate Life Members and Associate Annual Members shall have all of the rights set out in these Articles excluding the rights set out in 4A.1(i) and 4A.1(ii) above.

**4A.3.** Student Members:

- (i) Have no right to either receive notice of or to attend or vote at any General Meeting, but
- (ii) May register up to a total of two female Registerable Cattle in the Society's Herd Book (subject to paying the appropriate registration fee as the Council shall from time to time prescribe).

**4A.4.** Junior Members:

- (i) shall have no right to either receive notice of or attend or vote at any General Meeting; or
- (ii) register cattle in the Society's Herd Book

#### **4B Vice Presidents**

**4B.1.** The Council may (at its absolute discretion) select up to four individuals in any calendar year to become an Honorary Member of the Society ("a Vice President"). A Vice President shall not be required to pay a subscription and shall be entitled to receive notice of, attend but not to vote at Council meetings and shall be entitled to receive notice of, attend and vote at General Meetings.

### **5. Rights of members not transferable**

The rights and privileges of every member of the Society shall be personal to himself or herself and shall not be transferable or transmissible, either by his or her own act or by operation of law.

### **6. Removal of members**

Any Member who shall fail in the observance of any valid rule, regulation or bye-law made by the Council or whose conduct in any respect shall be, in the opinion of the Council, derogatory to the character or prejudicial to the interests of the Society, may be removed from the Society by the Council by a resolution to that effect, passed by a majority of at least two-thirds of the Council Members present and voting at a Special Council Meeting, of which not less than twenty-one days' previous notice, specifying the intention to propose such resolution, shall have been sent to all Council Members, and at which not less than two-thirds of the Council Members, exclusive of the member whose removal is in question, if he or she happens to be a Member of the Council, shall be present.

Provided always that no such resolution as aforesaid shall have any validity or effect, unless the member whose failure or conduct is in question shall have been given a proper opportunity of attending the said meeting and being heard in his or her defence.

### **7. Suspension of privileges of membership**

**(a)** If and so long as the subscription of any member is in arrear or any other moneys presently payable by him or her to the Society remains unpaid, such member shall not be entitled to receive notice of or to attend or vote at any General Meeting or to exercise or enjoy any of the privileges of a member, nor if such member be a Council Member shall he or she be entitled to act as such or to receive notice of or attend or vote at any meeting of the Council.

**(b)** Any member whose subscription shall be in arrear for one year shall cease to be a member.

## **GENERAL MEETING**

### **8. Annual General Meeting**

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 notices calling it and every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.

### **9. Extraordinary Meetings**

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

### **10. Convening Extraordinary Meetings**

The Council may whenever they think fit convene an Extraordinary Meeting and Extraordinary Meetings shall also be convened on a requisition made by members representing not less than one-twentieth of the total voting rights of all the members having at the relevant date a right to vote at General Meetings.

### **11. Notice of Meetings**

Twenty-one days notice 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 all members and other persons entitled to receive such notices but with the consent of all the members entitled to receive notices thereof in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

### **12. Omission or non-receipt of Notices**

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 such meeting.

## **PROCEEDINGS AT GENERAL MEETINGS**

### **13. Special Business**

All business shall be deemed special that is transacted at an Extraordinary Meeting and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet and the reports of the Council and of the Accountants, the proceedings in connection with the election of officers and of Council Members in the place of those retiring and the fixing of the remuneration of the Accountants.

### **14. Quorum**

The quorum at any General Meeting shall be ten.

### **15. Quorum not present**

If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon 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. And if at such adjourned meeting a quorum is not present, the business for which it was convened shall be adjourned sine die.

### **16. Chairman**

The President of the Society, or in his or her absence the President-Elect, or in his or her absence the Chairman of Council or in his or her absence any Member of Council elected for the purpose by the members present, shall take the chair at all General Meetings.

### **17. Adjournment of Meetings**

Any Meeting shall be adjourned as the members present thereat shall resolve.

### **18. Voting**

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 on the declaration of the result of the show of hands) demanded

(a) by the Chairman; or

- (b) by at least three members present in person or by proxy; or
- (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands 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 book containing the minutes of proceedings 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 such resolution

#### **19. Withdrawal of demand for Poll**

The demand for a poll may be withdrawn.

#### **20. Taking of Poll**

Except as provided in Article 22, if a poll is duly demanded it shall be taken in such a manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which such poll was demanded.

#### **21. Equality of Votes**

In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

#### **22. Poll**

A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

### **VOTES OF MEMBERS**

#### **23. Every member to have one vote**

Every member shall have one vote.

#### **24. Voting on Poll**

On a poll votes may be given either personally or by proxy.

#### **25. Proxies**

The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy must be a member of the Society.

#### **26. Deposit of Instrument of Proxy**

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 of that Power or authority shall be deposited at the registered office of the Society not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed 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.

#### **27. Instrument of Proxy**

An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit -  
"THE RED POLL CATTLE SOCIETY

I                      of                      in the County of                      being a member of the above named Society, hereby  
appoint                      of                      or failing him                      of  
                    as my proxy to vote for me on my behalf at the (annual or extraordinary, as the case may be) general  
meeting of the Society to be held on                      the                      20                      and at any adjournment thereof  
Signed this                      day of                      20                      "

#### **28. Proxy may demand Poll**

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

## **29. Validity to vote by Proxy**

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 such death, insanity or revocation as aforesaid shall have been received by the Society before the commencement of the meeting or adjourned meeting at which the proxy is used.

## **COUNCIL**

### **30. Constitution**

The Council of the Society shall consist of a President, the Retiring President, President-Elect, eighteen other members and such additional members as may be co-opted from time to time, all of whom are hereinafter referred to as Council Members in accordance with Article 35. No member shall serve on the Council who holds any office or position under the Society in respect of which he or she receives any payment by way of salary or remuneration (other than authorised expenses) and any Council Member receiving any such payment (other than as aforesaid) shall, ipso facto, vacate office.

### **31. Election of President-Elect**

(a) At the Annual General Meeting in every year the Society shall elect from among its members a President-Elect who shall take office as President at the conclusion of the Annual General Meeting next following that at which he or she is elected and his or her predecessor (herein referred to as "the Retiring President") shall retire from office at the same time.

#### **Retiring President**

(b) The Retiring President shall (subject to Article 41) hold office as a Council Member until the conclusion of the Annual General Meeting next following that at which he or she retired.

#### **(c) Eligibility of member for office of President Elect**

No person shall, unless recommended by Council, be eligible for election to the office of President Elect unless not less than three nor more than twenty-one days before the date appointed for the first Council meeting of the calendar year there shall have been left at the registered office of the Society a written notice signed by a member duly qualified to attend and vote at the Annual General Meeting of his or her intention to propose such person for election together with a written notice signed by that person of his or her willingness to be elected.

(d) If at any Annual General Meeting no person is elected to the office of President Elect, Council may appoint a member of the Society to hold that office and the person so appointed shall thereafter hold that office on the same terms as if he or she had been elected thereto at the Annual General Meeting immediately preceding such appointment.

(e) No person shall be recommended by Council under Article 31(c) or appointed under Article 31(d) unless the person so recommended or appointed has signified his or her prior consent to be so recommended or appointed.

### **32. Council Members to hold office for a period of three years with a maximum of nine consecutive years**

(a) Each Council Member shall, subject to Articles 32(h) and 41, hold office as such for three years and accordingly at the Annual General Meeting in every year those of the Council Members who have held office since their last appointment for three years or more shall retire from office and be eligible for re-election until such time as nine consecutive years have been served. The places of such retiring Council Members shall be filled in accordance with the following procedure.

#### **(b) Nomination of Council Members**

The Secretary shall with the notice convening each Annual General Meeting cause to be sent to every member entitled thereto a ballot paper containing the names of all such members of the Society as have been duly nominated as candidates for election as Council Members.

#### **(c) Nominations to be in writing**

Every nomination of a candidate shall be made in writing and shall not be valid unless

- (i) it is supported by two members (other than the candidate), who should only support one candidate;
- (ii) the candidate and supporters are fully paid up Members;
- (iii) it is received by the Society by 1st February immediately prior to the relevant A.G.M.

#### **(d) Ballot Paper**

The said ballot paper shall be divided into three columns, the first whereof shall contain the names and addresses

of the candidates, the second whereof shall contain the names of the members nominating such candidates and the third whereof shall be left blank so as to enable the member to record his or her votes therein. A statement shall be printed at the foot of the ballot paper to the effect that a member may not vote for more than six candidates or give more than one vote to any candidate. The ballot paper when filled up and signed by a member shall be returned to the office of the Society so as to reach it not later than 4 p.m. twenty-four hours before the Annual General Meeting.

**(e) Scrutineers**

Scrutineers appointed by the Council at their meeting next before the Annual General Meeting shall examine the ballot papers and count the votes recorded thereon and shall reject any ballot paper not duly completed or containing votes for more than six candidates or more than one vote for any candidate. The Scrutineers shall report in writing to the Annual General Meeting the names of the six candidates elected, who shall be the candidates receiving the highest number of votes and such report shall also state the total number of votes cast, the number of votes received by each candidate (whether or not elected) and the number of ballot papers rejected.

**(f) Declaration of Election of Council Members**

The six candidates so reported to be elected shall be declared by the Chairman to be, and shall be as from the conclusion of the meeting, Council Members. All ballot papers shall be destroyed immediately after the meeting.

**(g) Equality of Votes**

In the event of there being an equality of votes upon which election depends the selection as between the candidates having the same number of votes shall be decided by the meeting.

**(h)** To facilitate the change to a maximum of nine consecutive years, at each Annual General Meeting the two candidates who have served the longest consecutive period in excess of nine years shall retire, such retirees being eligible to stand for election at the next Annual General Meeting until all Council Members have served a maximum of nine consecutive years.

**33. Death or resignation of President or President-Elect**

If and whenever a President or President-Elect dies or resigns before the expiration of his or her term of office, the Council shall appoint a member of the Society to be President or President-Elect (as the case may be) for the remainder of the term for which his or her predecessor would, but for his or her death or resignation, have held the office and whenever in such case a Council Member is appointed President or President-Elect, his or her place as a Council Member shall not be filled up until the next Annual General Meeting. In the event of the Retiring President ceasing for any reason to be a Council Member his or her place as a Council Member shall not be filled up.

**34. Retirement of Council Member**

A retiring Council Member shall subject to Article 32(h), be immediately eligible for re-election unless such Council Member has served nine consecutive years, in which case a period of one year must elapse before being eligible for re-election, although the Council may co-opt such Council Member who stands down for a year.

**35. Death or resignation of a Council Member**

If and whenever a Council Member dies, resigns or is removed from or vacates office before the expiration of his or her term of office, the Council may from time to time appoint a member of the Society to serve on the Council as a substitute of the Council Member so dying, resigning, removed or vacating office for the remainder of the term during which he or she would but for his or her death, resignation, removal or vacating of office, have held office and the like order shall be observed as often as occasion may require, if and whenever the substitute for any such Council Member dies, resigns or is removed from or vacates office.

If and whenever a Council Member shall have been absent from the meetings of the Council for a period of one year, without reasons for such absence which shall be satisfactory to a majority of the Council, at their first meeting after the expiration of such year he or she shall be deemed to have been removed from the Council and his or her place may be filled up as lastly hereinbefore provided.

**36. Co-option onto Council**

**(a)** The Council may from time to time co-opt any member of the Society as an additional Council Member but so that the number of co-opted members serving on the Council shall not at any time exceed six.

**(b)** Without prejudice to the provisions of Article 41 a co-opted member shall hold office until the Annual General Meeting next following his or her appointment but may thereupon or thereafter be again co-opted

## **PROVIDED THAT**

- (1) no person who has been a co-opted member in any part of each of three consecutive years may be again co-opted until the expiration of one year from his or her last ceasing to hold office;
- (2) a retiring Council Member co-opted before the Annual General Meeting next following that at which he or she retired may not be again co-opted until the expiration of one year from his or her ceasing to hold office as a co-opted member.
- (c) A co-opted member or former co-opted member shall be eligible for election as a Council Member.

## **37. No retirement age for Council Members**

Any member of the Society may be elected, co-opted or appointed a Council Member notwithstanding that he or she may have attained the age of seventy or any other age and no Council Member shall be liable to vacate office as such by reason only that he or she may have attained the age of seventy or any other age.

## **POWERS AND DUTIES OF COUNCIL**

### **38. General powers and duties**

The Council shall have and may exercise all the powers and shall perform all the duties of the Society except such (if any) as may by these Articles or by the Act be required to be exercised or performed by a General Meeting and shall have power to do all such things as may be incidental or conducive to the attainment of the objects of the Society mentioned in the Memorandum of Association.

### **39. Special powers and duties**

Subject to the provisions of Article 3 it is, however, hereby expressly declared (by way of amplification and not in limitation of the general powers and duties conferred or implied by or in the last preceding Article) that the Council shall have and may exercise and perform the following powers and duties, viz:-

#### **(a) General Meetings**

They may from time to time convene and hold General Meetings of the Society.

#### **(b) Bye-laws**

They may from time to time make, alter and rescind rules, regulations and bye-laws for registering the names and addresses of members, for conducting the business and carrying out the objects of the Society and for conducting the business of the Council and they may impose fines for breach of any such rules, regulations or bye-laws provided that no such rule, regulation or bye-law shall have any validity or effect if it amounts to or involves such an alteration of or addition to these Articles as may only lawfully be made by special resolution.

#### **(c) Appointment of Committees**

They may delegate any of their powers or duties (except the appointment and removal of Members of their body and of the Society) to Committees of any number (not less than three) of Members of their body and from time to time make, alter and rescind regulations and bye-laws for conducting the business delegated to such Committees.

#### **(d) Copyright**

They may retain for the Society the copyright and absolute interest in the book or publication called "The Red Polled Herd Book" or "Red Poll and British Dane Herd Book" mentioned in the Memorandum of Association, or any successor publication, in particular the publication called "The Red Poll Herd Book", together with the unsold volumes, copies, sheets and stock thereof and any manuscript, documents and things relating thereto or connected therewith and the benefit of any subsisting contracts or agreements with printers, publishers or other persons relating to the same publication on such terms as they may think fit.

#### **(e) Pedigrees and publications**

They may acquire for the Society any pedigrees or publications with the copyright therein respectively (if any), the possession of which they may deem likely to be in any way advantageous to the Society and may start and establish new publications devoted to or bearing upon any object of the Society, provided that the copyright of every publication acquired or started by or on behalf of the Society shall be vested in the Society.

#### **(f) Contracts with printers and publishers**

They may continue any contract with the printers or publishers of any publications acquired by the Society that may be subsisting at the date of such acquisition and may enter into and make any new or altered contracts or arrangements with the same or any other printers or publishers for the printing, publication, distribution, sale or management of any such acquired publication or of any publication whatsoever of the Society.

#### **(g) Regulate publications**

They may from time to time regulate the nature, form and contents of and also the terms and conditions as to

entries in and also the time and mode and terms of issue of any publications of the Society and all arrangements and details connected therewith and in particular they shall have power (so far as they may not be fettered by any subsisting contract or engagement) from time to time to fix and alter the price of any publication of the Society and the charges to be levied for the insertion therein of entries relating to Red Polled Cattle and British Dane Cattle and other matters.

**(h) Make arrangements for supplying publications**

They may accept annual or other subscriptions of money from members of the Society or any other persons in payment for any publication of the Society and they may make arrangements for supplying any such publication to any member or other person during his or her life or for any other period on the terms of receiving a sum of money in advance or on such other terms as they may think fit.

**(i) Acquisition and disposition of property**

They may (subject as mentioned in the Memorandum) purchase, hire or take on lease for the purposes of the Society any houses, lands, goods, chattels or effects and they may sell, let and dispose of the property of the Society when and as they may think fit.

**(k) Legal proceedings; Arbitration; Claims and expenses**

Subject to the law relating to champerty and maintenance they may at their discretion and upon such terms as they may think fit, institute, conduct, compromise, refer to arbitration and abandon any legal or equitable proceedings or institute, conduct or abandon any criminal proceedings against any person or persons whomsoever and may at the like discretion defend, refer to arbitration and abandon any legal or equitable proceedings or defend any criminal proceedings brought against the Council or the Society or any member, officer, printer or publisher of or other person employed by or connected with the Society in all cases in which such proceedings may be connected in any way with the property or affairs of the Society or may be deemed by the Council calculated to further the objects of the Society and may at the like discretion compound, refer to arbitration and settle all claims and demands upon the Society, the Council or any person employed by or connected with the Society and may at the like discretion pay out of the funds of the Society all claims and demands, damages and expenses which may arise out of or be incidental to any such proceedings as aforesaid and that, whether the Council or the Society shall or shall not be primarily or directly liable for the same.

**(l) Appointment and removal of Officers**

It may from time to time appoint a Treasurer, employ and remove a Secretary or Secretaries of the Society, also an Editor or Editors of any publication of the Society, also any other officers, clerks and servants, at such salaries and wages respectively and with such respective duties and spheres of employment and generally upon such terms as it may think fit.

**(m) Borrowing powers**

Subject to the provisions of the Memorandum of Association they may borrow money for the purposes of the Society at any rate of interest not exceeding 6 per cent per annum and may give security for any such moneys upon any property of the Society.

**(n) Investment of moneys**

They may place any moneys of the Society not required for immediate use upon deposit at interest with some Bank and they may invest any such moneys and generally deal with the property of the Society in such manner as they may think fit and may for the time being be empowered to do by the Memorandum and Articles of Association of the Society.

**40. Application of funds**

The funds of the Society shall be applied as follows, namely:

**(a)** In acquiring for the Society the copyright and interest in the publication or book called "The Red Polled Herd Book" or "Red Poll and British Dane Herd Book".

**(b)** In payment of the current expenses and other disbursements of the Council in the conduct of the Society or in relation thereto.

**(c)** In payment of the salaries and wages of the Secretary or Secretaries, Editor or Editors and other officers, clerks and servants for the time being of the Society.

**(d)** In defraying all expenses of or connected with the compiling, printing, publication, sale, safekeeping and distribution of the publications of the Society.

**(e)** In paying the purchase money or rent of any houses, lands, goods, chattels or effects purchased or hired by the Society or any repairs or other outgoings in respect of such premises and in paying for any other property acquired by the Society.



(f) In payment of the interest and repayment of the principal of any moneys borrowed by the Society or in constituting a reserve fund to meet future contingencies or in reducing the price charged for any publication of the Society or in payment of the claims, demands, damages and expenses mentioned in Article 38(k) or generally upon or for any object or purpose expressly or impliedly covered by the Memorandum of Association but the Council shall have power (subject always to the provisions of the fourth paragraph of the said Memorandum and to subsisting engagements) from time to time to vary the application of the funds of the Society in such manner as they shall think fit, not being inconsistent with the Memorandum of Association.

**40A.** The Council shall have power at their discretion to pay the whole or any part of any travelling, hotel and other expenses of Council Members, properly incurred by such Council Members in attending and returning from meetings of the Council or of any Committee of the Council or in connection with the business of the Society.

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

#### **41. Vacation of Office**

The office of a Council Member shall be vacated if he or she

- (a) becomes bankrupt or makes any arrangement or composition with his or her creditors generally or
- (b) at the discretion of the Council, has not attended four consecutive meetings or
- (c) becomes of unsound mind or
- (d) resigns his or her office by notice in writing to the Society or
- (e) ceases to be a member of the Society.

### **PROCEEDINGS OF THE COUNCIL**

#### **42. Meetings of Council**

The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote.

#### **43. Notice of Meeting**

The President or Chairman or any five Council Members may and on the request of the President or Chairman or any five Council Members the Secretary shall at any time summon a meeting of the Council. At least ten days' notice of every meeting of the Council (exclusive in every case of both the day on which it is served or deemed to be served and of the day for which it is given) specifying the business to be transacted thereat shall be sent by post or electronically to every Council Member entitled to receive the same except that a Council Member who is absent from the United Kingdom shall not be entitled to be sent such notice.

#### **44. Quorum**

The quorum necessary for the transaction of the business of the Council shall be five.

#### **45. Council constituted notwithstanding vacancies**

The Council shall be deemed to be fully constituted and shall continue to possess all the powers hereby conferred upon it, notwithstanding any vacancies in its body.

#### **46. Rescinding resolution**

No resolution of the Council shall be varied or rescinded unless the resolution varying or rescinding the same be passed at one meeting of the Council and confirmed at a subsequent meeting.

#### **47. Chairman of Council**

The Council may elect a Chairman and Vice Chairman of its meetings and determine the period for which they are to hold office.

### **ACCOUNTS AND AUDIT**

#### **48. Accounts**

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 six 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 Accountants 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 be sent to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

#### **49. Examination of Accounts**

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 Accountants.

#### **50. Appointment of Accountants**

Accountants shall be appointed annually at the Annual General Meeting.

#### **51. Inspection of Minute Book**

The Minute Books containing the minutes of proceedings at General Meetings, Register of members and Books of Account shall be kept at the Registered Office of the Society and subject to any reasonable conditions or restrictions as to the time and manner of inspecting the same which may be from time to time imposed by the Society in General Meetings shall be open to the inspection of the members at all reasonable times during business hours.

### **NOTICES**

#### **52. Serving of Notices**

A notice may be served by or on behalf of the Society upon a member either personally, electronically or by sending it through the post in a prepaid letter addressed to the member at his or her registered place of abode and any notice if served by post shall be deemed to have been served on the day following that on which it was put into the post and in proving such service it shall be sufficient to prove that the letter containing the notice was addressed as aforesaid and duly posted as a prepaid letter.

**53.** Only members who have a registered place of abode shall be entitled to receive notices from the Society either personally, electronically or through the post.

### **DISSOLUTION**

**54.** The provisions of Clause 8 of the Memorandum of Association of the Society relating to the winding up and dissolution thereof shall have effect as if the same were repeated in these articles.

### **GENERAL DATA PROTECTION REGULATION (GDPR)**

#### **55. Privacy Policy**

We are committed to protecting the privacy of our members. We take your privacy seriously and treat all the information you give us with great care and will never sell your personal details to third parties. If you have any questions concerning your personal data and how we look after it then please contact us.

Members enter a contract with the Society when they join and the Society needs to process and store your data in order to perform this contract. Membership data held by the Society consists of: name, address, telephone/mobile number, email address, method of payment of subscription, whether listed for Gift Aid, prefix, holding number, animals owned/bred. Selection codes are used to indicate members who are Council Members/Judges/Owners of cattle/pay by invoice for the purpose of targeted communication.

The Grassroots Systems Ltd. membership and animal database is held securely at the registered office of the Society and the Sage accounts database with the Treasurer at 52 Border Cot Lane, Wickham Market, Woodbridge, Suffolk, IP13 0EZ. Both systems are password protected and backups regularly exchanged between the two establishments. The membership/animal database is also backed up on The Cloud.