

Company number 00022684

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The Companies Act 2006

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

Articles of Association

of

The Suffolk Sheep Society

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COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Articles of Association

of

The Suffolk Sheep Society (the "Charity")

## 1. Interpretation and Definitions

1.1 In these Articles:

<b>address</b>	a postal address or, for the purposes of electronic communication, a fax number, an email or postal address or a telephone number for receiving text messages in each case registered with the Charity;
<b>Area Branches</b>	the six area branches of the Charity in the United Kingdom namely the Scottish Area Branch, the North of England Branch, the Midlands and Eastern Counties Branch, the South East Branch, the Western Area Branch and the Northern Ireland Branch, as such area branches may be altered or added to from time to time at the determination of the Council and which are subject to the Articles and the Bye-Laws and also to such rights, privileges, obligations and duties as determined by the Council;
<b>Articles</b>	these articles of association;
<b>body corporate</b>	any company incorporated under the Companies Acts or any other body corporate;
<b>Bye-Laws</b>	bye-laws and other Rules and Regulations of the Charity as from time to time determined by the Council;
<b>charitable</b>	charitable in accordance with the law of England and Wales provided that it will not include any purpose that is not in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008 and for the avoidance of doubt the system of law governing the constitution of the Charity is the law of England and Wales;
<b>clear days</b>	in relation to the period of a notice means a period excluding: <ul style="list-style-type: none"><li>• the day when the notice is given or deemed to be given; and</li><li>• the day for which it is given or on which it is to take effect;</li></ul>

<b>Commission</b>	the Charity Commission for England and Wales;
<b>Companies Acts</b>	the Companies Acts (as defined in section 2 of the Companies Act 2006) in so far as they apply to the Charity;
<b>Council</b>	the Council of Management of the Charity comprising Members of the Council;
<b>directors</b>	the directors of the Charity. The directors of the Charity are Members of the Council, and are charity trustees in accordance with the laws of England and Wales, Scotland and Northern Ireland;
<b>document</b>	includes, unless otherwise specified, any document sent or supplied in electronic form;
<b>electronic facility</b>	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 directors in accordance with Article 15, and includes one or more facilities;
<b>electronic form</b>	A document or information is sent or supplied in electronic form if it is sent or supplied: <ul style="list-style-type: none"> <li>• by electronic means; or</li> <li>• in any other way while in an electronic form (for example, sending a disk by post or by posting on our website);</li> </ul>
<b>electronic means</b>	a document or information is sent or supplied by electronic means if it is sent or supplied electronically (for example, by email);
<b>Flock Book</b>	the Charity's Flock Book and all supplementary registers and records maintained by the Charity in accordance with its objects;
<b>Member of the Council</b>	each member of the Council who by virtue of being a member of the Council is a director of the Charity. The Members of the Council are charity trustees in accordance with the laws of England and Wales, Scotland and Northern Ireland and Members of the Council shall be construed accordingly;
<b>officers</b>	includes the directors and the Secretary (if any);

<b>present</b>	Includes a member who is present in person or who is deemed to be present by means of electronic facility at a general meeting;
<b>Scottish Area Branch</b>	the Area Branch of the Charity which covers Scotland;
<b>Seal</b>	the common seal of the Charity;
<b>Secretary</b>	any person appointed to perform the duties of the secretary of the Charity;
<b>United Kingdom</b>	Great Britain and Northern Ireland.

- 1.2 Words importing one gender shall include all genders; and the singular includes the plural and vice versa.
- 1.3 Unless the context otherwise requires words or expressions contained in the Articles have the same meaning as in the Companies Act but excluding any statutory modification not in force when this constitution becomes binding on the Charity.
- 1.4 Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.
- 1.5 Headings are used for interpretation only and shall not affect the meaning of the Articles.

## 2. Liability of Members

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Charity in the event of its being wound up while he is a member or within one year after he ceases to be a member, for:

- (a) payment of the Charity's debts and liabilities contracted before he ceases to be a member;
- (b) payment of the costs, charges and expenses of winding up; and
- (c) adjustment of the rights of the contributories among themselves.

## 3. Objects

- 3.1 The advancement of education for the benefit of the public of all ages through the provision of various educational programmes, training courses, classes, lectures, seminars and publications about the breeding, development and good husbandry of Suffolk sheep as a species in the United Kingdom and elsewhere;
- 3.2 The advancement of heritage, culture and science through the promotion, encouragement and development of Suffolk sheep as a breed and their role within the agricultural community in the United Kingdom and elsewhere; and
- 3.3 The advancement of animal welfare in relation to Suffolk sheep.

#### **4. Powers**

The Charity has power to do anything lawful in pursuit of its objects, subject to any applicable requirement of the Charities Act 2006.

#### **5. Membership**

5.1 Membership is open to an individual or a body corporate who:

- (a) applies to the Charity in writing in the form required by the Council; and
- (b) is approved by a majority of Members of the Council.

5.2 Any individual or body corporate shall be entitled to become a member of the Charity if they can satisfy to the Council that:

- (a) they have a bona fide interest in the objects of the Charity;
- (b) they agree to abide by the Articles and the Bye-Laws adopted by the Charity;
- (c) they have not been refused membership of or been disciplined by the Council or the appropriate disciplinary committee of any other breed society;
- (d) they are members of an Area Branch of the Charity; and
- (e) there are no other known facts or circumstances relating to the individual or body corporate or their representative which, in the reasonable opinion of the Council, would be likely to make the individual or body corporate's membership to the Charity inconsistent with the objects or the orderly conduct of the affairs of the Charity.

5.3 A body corporate shall be entitled at any time after being elected as a member of the Charity by notice in writing at the registered office of the Charity to appoint any individual to be its representative to attend and vote at meetings of the Charity on its behalf.

5.4 A body corporate may at any time by notice in writing at the registered office of the Charity revoke any appointment so made and appoint another individual to be its representative.

5.5 No body corporate shall be entitled to have more than one appointed representative for this purpose and any notice to the Charity of the appointment of a representative hereunder shall terminate the appointment made by any other notice previously received by the Charity in respect of that body corporate.

5.6

- (a) The directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.
- (b) The directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- (c) The directors must consider any written representations the applicant may make about the decision. The directors' decision following any written representations

must be notified to the applicant in writing but the directors are not required to give any reason or reasons therefor.

5.7 The Secretary must keep a register of names and addresses of the members and every person who is entitled to become a member of the Charity in accordance with article 5.2 shall deliver to the Charity an application for membership in such form as the Council Members require, executed by him.

## **6. Termination of Membership**

6.1 A member may withdraw from membership of the Charity by giving at least seven days' written notice to the Secretary.

6.2 Membership is not transferable.

6.3 Membership terminates when:

- (a) the member dies or, if it is a body corporate, ceases to exist;
- (b) any sum due from the member to the Charity is not paid in full within two months of it falling due;
- (c) the member ceases to be a member of an Area Branch of the Charity; or
- (d) the member is removed from membership by a resolution of the directors that it is in the best interests of the Charity and its objects that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
  - (i) the member has been given at least twenty one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed; and
  - (ii) the member or, at the option of the member, the member's representative (who need not be a member of the Charity), has been allowed to make representations to the meeting in writing or (in the absolute discretion of the Members of the Council) at the meeting.

## **7. Subscriptions**

7.1 Every member shall pay to the Charity such annual or other subscription and other associated fees as may be determined from time to time by the Council

7.2 Annual subscriptions shall be payable in advance on the 1<sup>st</sup> day of October in each year unless prior to that date the member gives notice in writing to the Secretary of their intention to resign as a member of the Charity.

7.3 In the event that a member falls into arrears with their subscription payment, full payment remains due if the member wishes to retain their membership, otherwise the provisions of article 6.3(b) hereof shall apply.

7.4 Provided such annual or other subscription has been paid by a member to the Charity, the member shall be entitled to a copy of each of the Charity's publications at such charges as the Charity may decide from time to time.

## **8. Officers**

- 8.1 There shall be a President of the Charity and a President Elect of the Charity whose number shall not at any time exceed two (one President and one President Elect), unless otherwise determined by a general meeting of the Charity.
- 8.2 The position of President and President Elect of the Charity shall each be elected at an annual general meeting by proposal by a member, seconded by another member and each shall not hold the office of President or President Elect until the close of the annual general meeting. The President and the President Elect shall each be a Member of the Council ex officio. A retiring President and President Elect shall be eligible for re-election at an annual general meeting (if proposed by a member and seconded by another member) and will hold office until the close of the next annual general meeting, if so willing to act. A President and President Elect cannot serve more than two consecutive terms in office and shall at the close of the annual general meeting in their second term no longer be eligible to act as President and President Elect. Any casual vacancy as President or President Elect may be replaced by another Member of the Council.
- 8.3 There shall also be a Chairman and Vice-Chairman of the Charity who shall be directors of the Charity, elected at the Council meeting which takes place immediately before each annual general meeting and which will be ratified at the annual general meeting. The Chairman and Vice-Chairman must be selected from the Members of the Council.

## **9. General Meetings**

- 9.1 An annual general meeting must be held every year and no more than fifteen months may elapse between successive annual general meetings.
- 9.2 The annual general meeting shall be held at such time and place (if appropriate) as the Council shall determine.
10. All other meetings are to be called general meetings and may be called by the members, the directors or the Council at any time.

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

- 11.1 The minimum period of notice required to hold a general meeting of the Charity is fourteen clear days' notice.
- 11.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 per cent of the total voting rights.
- 11.3 The notice must specify the date, time and place (if appropriate) of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice shall also contain a statement setting out the right of members to appoint a proxy. 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 directors. The notice may specify the electronic or other means by which votes must be cast at the meeting
- 11.4 The notice must be given to all the members and to the directors and auditors of the Charity.

11.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity or postal loss.

## **12. Proceedings at General Meetings**

12.1 All business that is transacted at a general meeting and an annual general meeting shall be deemed special with the exception of:

- (a) the consideration of the income and expenditure account;
- (b) the consideration of the balance sheet;
- (c) the reports of the Council;
- (d) the reports of the [accountants];
- (e) the reports of the scrutineers with the result of the ballot for the election of Members of the Council in the place of the retiring Members of the Council; and
- (f) the fixing of the remuneration of the [accountants].

12.2 No business shall be transacted at any general meeting unless a quorum is present.

12.3 A quorum is six members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.

12.4 The authorised representative of a body corporate member shall be counted in the quorum.

13.

13.1 If:

- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
- (b) during the meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place as the directors shall determine.

13.2 The directors must reconvene the meeting and if the meeting is adjourned for thirty days or more they must give notice of the reconvened meeting in the usual manner stating the date, time and place (if appropriate) of the meeting.

13.3 If no quorum is present at the reconvened meeting within half an hour of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

14.

14.1 General meetings shall be chaired by the President or the President Elect of the Charity.

14.2 If there is no such person present within fifteen minutes of the time appointed for the meeting the members present shall choose a Member of the Council or if there is no such member



present or if all Members of the Council present refuse to take the chair, the members present shall choose a member of the Charity who is present to chair the meeting.

15. The 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 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.

#### **16. Poll Votes**

- 16.1 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 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.
- 16.2 Subject to the provisions of Article 16.1 any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- (a) by the person chairing the meeting; or
  - (b) by at least three members present in person; or
  - (c) by a member or members present in person representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

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.

- 16.3 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 16.4 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

- 16.5 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- 16.6 The results of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 16.7 In the case of equality of votes, the Chairperson of the meeting shall be entitled to a second or casting vote.
- 16.8 The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
- 17.
- 17.1 A demand for a poll may be withdrawn, before the poll is taken.
- 17.2 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 18.
- 18.1 A poll cannot be demanded on the election of a person to chair a meeting or on a question of adjournment.
- 18.2 A poll demanded on any other question must be taken either immediately or at such time and place or by means of such electronic facility or otherwise as the person who is chairing the meeting directs.
- 19.
- 19.1 The poll must be taken within thirty days after it has been demanded.
- 19.2 If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken or the means of election facility to be used.
- 20. Voting**
- 20.1 Every member of the Charity, whether an individual or a body corporate, shall have one vote.
- 20.2 Votes may be given on a poll either personally or by proxy.
- 20.3 A proxy for a body corporate member may vote on a show of hands.
- 20.4 A body corporate member may vote by its duly authorised representative provided that the body corporate has given written notice to the Charity of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The representative may continue to represent the organisation until written notice to the contrary is received by the organisation. Any notice given to the Charity will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the representative has been properly appointed by the body corporate.

- 20.5 Every member who has paid every subscription and other sums which are payable to the Charity in respect of the person's membership in accordance with Article 7 shall be entitled to vote in person or by proxy or as a proxy for another member at any general meeting.
- 20.6 In relation to elections to the Council, voting shall be carried out at the respective Area Branch under conditions to be decided by time to time by the Council.
- 20.7 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

## **21. Inability to Attend**

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

## **22. Content of Proxy Notices**

- 22.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
- (a) states the name and address of the member appointing the proxy;
  - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - (d) is delivered to the Charity in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate or shall be in such form as is specified by the Council and may be in electronic form if the Council agrees to this.
- 22.2 A proxy need not be a member of the Charity.
- 22.3 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 22.4 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 22.5 Unless a proxy notice indicates otherwise, it must be treated as:
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

## **23. Delivery of Proxy Notices**

- 23.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.

- 23.2 An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 23.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 23.4 If a proxy is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

#### **24. Postponement of General Meeting**

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 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 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 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 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 24 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.

#### **25. Safety and Identity**

The 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.

The 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 directors shall consider appropriate in the circumstances.

If a general meeting is held wholly or partly by means of an electronic facility pursuant to Article 15 the 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 directors may authorise any voting system or facility for attendance and participation as it sees fit.

The 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.

26.

26.1 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

26.2 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.

26.3 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

26.4 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

27. The chairperson of the meeting may permit other persons who are not members of the Charity to attend and speak at a general meeting.

## **28. Council of Management**

28.1 Unless otherwise determined by a general meeting of the members of the Charity, the Council shall consist of a maximum of 18 elected Members of the Council. This includes Members of the Council appointed in accordance with Articles 28.2 and 29.1 and those elected from the Area Branches in accordance with Articles 37.1 and 38. The maximum number of Members of the Council may be increased at the discretion of the Council. Each Member of the Council is a director of the Charity from the date of their election.

28.2 Any person who is willing to act as a Member of the Council, and is permitted by law to do so, may be appointed to be a Member of the Council:

(a) by ordinary resolution; or

(b) by a decision of the Members of the Council.

28.3 Each Member of the Council referred to in this article 28 shall hold office for a period of two years unless otherwise determined by a general meeting of the members of the Charity. A year for the purpose of this article 28.3 in the case of those elected from the Area Branches in accordance with articles 37 and 38 shall be the period between two consecutive annual general meetings.

28.4 The Council shall from time to time in its absolute discretion determine the number of elected members who shall represent each Area Branch on the Council.

29.

- 29.1 The Council may from time to time appoint any member of the Charity as a Member of the Council having notified the relevant Area Branch, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum number of Members of the Council is not exceeded.
- 29.2 Any Member of the Council appointed as per article 29.1 above shall retain such office only until the next annual general meeting.
- 29.3 A person who is not a member of the Charity shall not be eligible to hold office as a Member of the Council.
- 29.4 A body corporate shall not be eligible for election or appointment as a Member of the Council but this shall not prevent any other officer or member of any corporate body who is a member of the Charity in an individual capacity from becoming a Member of the Council.
- 29.5 Any person may be appointed or elected as a Member of the Council whatever their age and no member shall be required to vacate their office by reason of reaching the age of 70 years old or any other age.
30. No Member of the Council shall receive remuneration for acting as a Member of the Council for the Charity. The Charity may pay any reasonable expenses which the Members of the Council properly incur in connection with their attendance at meetings of the Council, committees and general meetings or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in connection with the Charity.
31. No Member of the Council shall be interested in the supply of services, work or goods at the cost of the Charity unless:
- (a) the Member is absent from all meetings of the Council during any relevant discussions relating to such matters;
  - (b) the Member takes no part in any relative decisions; and
  - (c) the other Members of the Council are satisfied that transactions arising out of such decisions are beneficial to the Charity.

## **32. Powers of the Council**

- 32.1 The business of the Charity shall be managed by the Council who, as the Charity's board of directors, may exercise all the powers of the Charity, and carry out acts on behalf of the Charity subject to the provisions of these Articles, to the provisions of the statutes for the time being in force and affecting the Charity, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Charity in general meeting.
- 32.2 No regulation made by the Charity, or special resolution made by the members in general meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
33. 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 Charity.
- 34.

- 34.1 The Members of the Council may act notwithstanding any vacancy in their body.
- 34.2 If the Members of the Council are at any time less than the number required in terms of these Articles to form a 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 or bodies corporate to membership of the Charity, filling vacancies in the Council or requesting a general meeting but for no other purpose.
35. The Council shall have the power to:
- (a) make, alter or rescind Bye-Laws in so far as they do not conflict with these Articles or involve an alteration or addition to these Articles as could only lawfully be made by special resolution;
  - (b) establish, maintain, control and manage Area Branches in the United Kingdom and elsewhere as may seem expedient, all of which shall be subject to the Articles and the Bye-Laws, and from time to time to determine the Constitution, conduct of business, rights, privileges, obligations and duties of such Area Branches, and when thought fit to dissolve and modify the same;
  - (c) fix the date and place for auction sales of sheep after discussing the same with the Area Branch in question, appoint auctioneers and make the rules for auction sales;
  - (d) fix the exact date and place for holding the annual general meeting of the Charity;
  - (e) issue and edit the Flock Book, including issuing and editing the Flock Book by electronic form, and deal with and control all matters arising from entries in the Flock Book and settling all disputes between members in respect of the Flock Book;
  - (f) appoint to the Council any additional members of the Charity as the Council may determine from time to time with such members having full voting rights as Council members and serving as directors for a term not exceeding the date of the annual general meeting following their appointment and to be eligible to be appointed to the Council for further terms;
  - (g) nominate a President or President Elect of the Charity; and
  - (h) elect honorary members of the Charity and waive payment of the annual subscription fee referred to at Article 7.
- 35.1 The Council may from time to time as they think fit for the internal management and well being of the Charity, make regulations for the imposition of fines on members of the Charity considered by the Council to be reasonable for any breach of these Articles or of any of the Bye-Laws.
- 35.2 Any member who has incurred a fine or other appropriate sanction under these Articles or any of the Bye-laws shall be notified thereof by the Secretary and requested to pay the fine within one month from the date of notice of the fine otherwise the member will no longer be a member of the Charity.

35.3 All regulations made by the Council under this Article shall be binding upon the members of the Charity until set aside by a resolution of the Charity in general meeting.

### **36. Disqualification of Members of the Council**

A Member of the Council will be disqualified from office if:

- (a) the person ceases to be a director by virtue of the provisions of the Companies Act or such person becomes prohibited by law from being a director of any company or of any charitable body; or
- (b) the person becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or
- (c) the person 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 such person's detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to such Member's property or affairs; or
- (d) the person resigns such office by notice to the Charity; or
- (e) the person ceases to be a member of the Charity or to be eligible for membership of the Council, by virtue of the provisions of these Articles and any decision of the Council pursuant thereto; or
- (f) the person becomes disqualified from acting as a charity trustee under the terms of the Charities Act 2006, the Charities and Trustee Investment 2005 Act, the Charities Act (Northern Ireland) 2008 including any statutory re-enactment thereof; or
- (g) the person knowingly provides misleading or false information about one or more Area Branch to the Council, as determined by the Disciplinary Committee; or
- (h) the person is absent without the permission of the Council from all their meetings held within a period for 6 consecutive months and the Council resolve that his or her office be vacated.

### **37. Election and Rotation of Members of the Council**

37.1 Unless otherwise determined by the Charity 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 Charity at which their election to membership is announced until the date of the next but one annual general meeting when they shall be deemed to have retired from office.

37.2 At each annual general meeting elections shall take place for each Area Branch in respect of which an elected Member of the Council shall be deemed to have retired in order to elect a new elected Member of the Council for that Area Branch.

38. The members of the Charity residing in each Area Branch shall elect members to represent their Area Branch on the Council in accordance with the Bye-Laws (to be made by the Council, such Bye-Laws however not to be inconsistent with any of the provisions of these Articles).



The names of the Members so elected to the Council shall be communicated to the Secretary at least one calendar month before the date of the annual general meeting in each year.

39. The Charity may, at the meeting at which the period of office of a Member of the Council has expired, and whose office has not been filled by election, appoint a person thereto, and in default, the retiring member shall, if offering them self 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.
40. The Charity 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.
41. In addition and without prejudice to the provisions of the Act, the Charity may by special resolution remove any Member of the Council (“the Removed Member”) before the expiration of the Removed Member’s period of office, and may by an ordinary resolution appoint another qualified member in place of the Removed Member but any person so appointed shall retain office so long only as the Removed Member would have held the same if the Removed Member had not been removed.

**42. Proceedings of the Council and Decision Making by Members of the Council**

- 42.1 The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.
- 42.2 Any director or their alternate may validly participate in a meeting of the directors or a committee of the 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.
- 42.3 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 assembled, or if there is no group which is larger than any other group, where the chair of the meeting then is.
- 42.4 Unless otherwise determined by of the Council six Members of the Council shall be a quorum.
- 42.5 If the total number of Members of the Council for the time being is less than the quorum required, the Members of the Council must not take any decision other than a decision:
  - (a) to elect further Members of the Council; or
  - (b) to call a general meeting so as to enable the members to elect further Members of the Council.
- 42.6 For the purposes of any meeting (or part of a meeting) held pursuant to Article 42.2 to discuss a Council Member’s conflict of interest, if there is only one eligible Member of the Council in office other than the conflicted Member(s), the quorum for such meeting (or part of a meeting) shall be one eligible director.

Questions arising at any meeting shall be decided by a majority of votes.

- 43.

- 43.1 A decision of the Members of the Council is taken in accordance with this Article when all eligible Members of the Council indicate to each other by any means that they share a common view on a matter.
- 43.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Member of the Council or to which each eligible Member of the Council has otherwise indicated agreement in writing.
- 43.3 References in this article to eligible Members of the Council are to Members of the Council who would have been entitled to vote on the matter had it been proposed as a resolution at any meeting of the Members of the Council.
- 43.4 A decision may not be taken in accordance with this article if the eligible Members of the Council would not have formed a quorum at such a meeting.
44. In case of an equality of votes the Chairperson shall have a second or casting vote.
45. The Article above does not apply if, in accordance with the Articles, the Chairperson or other Member of the Council is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 46.
- 46.1 On the written request of five Members of the Council the Secretary shall, at any time, summon a meeting of the Council by notice.
- 46.2 Notice of any meeting of the Council must indicate:
- (a) its proposed date and time;
  - (b) where it is to take place; and
  - (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 46.3 Notice of any meeting of the Council must be given to each Member of the Council, but need not be in writing.
- 46.4 Notice of any meeting of the Council need not be given to Members of the Council who waive their entitlement to notice of that meeting, by giving notice to that effect to the Charity not more than seven days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it
- 46.5 A Member of the Council who is absent from their registered address in the United Kingdom or elsewhere shall not be entitled to notice of a meeting.
- 47.
- 47.1 Subject to these Articles, Members of the Council participate in any meeting of the Council, or part of any meeting of the Council, when:
- (a) the meeting has been called and takes place in accordance with the Articles; and

- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 47.2 In determining whether Members of the Council are participating in any meeting of the Council, it is irrelevant where any Member of the Council is or how they communicate with each other and meetings by electronic means or teleconference as agreed by the Members of the Council is permitted.
- 47.3 If all the Members of the Council participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 48.
- 48.1 The Council shall each year elect a Chairperson who shall be entitled to preside at all meetings of the Council at which such person shall be present, but if no such Chairperson be elected, or if at any meeting the Chairperson 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 Chairperson of the meeting.
- 48.2 The Council shall also elect a Vice-Chairperson to preside at meetings in the absence of the Chairperson.
- 49. At a meeting of the Council unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting. 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 Articles for the time being vested in the Council generally.
- 50.
- 50.1 Subject to these Articles, the Council may delegate any of the powers which are conferred on them under these Articles to committees consisting of such members or members of the Council or of the Charity, by such means and to such extent, in relation to such matters or territories on such terms and conditions 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.
- 50.2 The meetings and proceedings of any such committee shall be governed by the provisions of these Articles 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.
- 50.3 If the Council so specify, any such delegation may authorise further delegation of the Council's powers by any person to whom they are delegated.
- 50.4 The Council may impose conditions when delegating including the condition that no expenditure may be incurred on behalf of the Charity except in accordance with the budget as previously agreed with the Members of the Council.
- 50.5 The Council may revoke any delegation in whole or part, or alter its terms and conditions.
- 50.6 The Council may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.
- 51.

- 51.1 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 be valid notwithstanding the participation in any vote of a Member of the Council, 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 from holding office, or who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise, 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.
- 51.2 The Article above does not permit a Member of the Council or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Members of the Council or of a committee of directors if the resolution would have been void, or if the Member of the Council has not declared his / her interests.
52. 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 Charity 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 Chairperson of such meeting, or by the Chairperson of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
53. 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.
- 54. Declarations of Council Members' Interests**
- 54.1 A Member of the Council must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared.
- 54.2 A Member of the Council must absent them self from any discussions of the Members of the Council in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).
- 55. Disciplinary Committee**
- 55.1 The Council shall appoint a standing Disciplinary Committee ("The Disciplinary Committee") comprising at least three but no more than five members of the Charity, who shall not be members of the Council during the period that they are members of the Disciplinary Committee.
- 55.2 Members of the Disciplinary Committee shall be appointed annually.
- 55.3 One member of the Disciplinary Committee shall be appointed as its Chairman.
- 55.4 A quorum for any meeting of the Disciplinary Committee shall be three members.
- 56.

- 56.1 Complaints or allegations regarding the conduct of members may be referred to the Disciplinary Committee either by individual members (through the Secretary) or by the Council acting through a Complaints Committee comprising the Chairman, Vice-Chairman and Secretary, and any other person appointed to such Committee by the Council from time to time.
- 56.2 Such complaints must relate to allegations of serious breaches of the Bye-laws or these Articles which the Secretary has declined to deal with in the ordinary course of carrying out the Secretary's 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 Charity.
57. The Disciplinary Committee shall:
- (a) receive complaints or allegations regarding the conduct of members;
  - (b) decide whether there is a case to answer in respect of any particular complaint and whether an investigation should be carried out;
  - (c) if an investigation is necessary, investigate such complaints or allegations;
  - (d) make findings of fact in relation to such investigations of complaints or allegations;
  - (e) report such findings of fact to the Council; and
  - (f) if thought fit, make recommendations to the Council on what penalties should be imposed on the member(s) concerned.
- 58.
- 58.1 The Disciplinary Committee shall have powers to appoint further members onto the Disciplinary Committee who have special expertise to assist them with a specific investigation and such members shall be full members of the Disciplinary Committee for the purpose of the particular complaint which they have been appointed onto the Disciplinary Committee to investigate.
- 58.2 Members of the Disciplinary Committee appointed as per article 58.1 above need not be members of the Charity and shall not be Members of the Council. If they are engaged in a professional capacity the Chairman of the Disciplinary Committee and the Secretary shall have power to agree such fees and expenses as may be necessary in consultation with the appropriate professional associations.
- 58.3 If the conduct of a member of the Charity, or of any person for whose conduct such member is for the time being responsible to the Charity under the Bye-laws, is the subject of investigation by the Council under these Articles such member shall not, pending the conclusion of such investigation, be entitled to resign such person's membership of the Charity unless and until such resignation is first accepted by the Council and the Council may in any such case without assigning any reason, refuse to accept such resignation.
59. The Disciplinary Committee shall, when it considers it appropriate, appoint the breed secretary or any member of staff or any person to act as clerk to the Committee, for each meeting or hearing and to assist the Committee in the preparation of reports for the Council.

60. 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 power to co-opt another member to take up the vacancy created for that particular investigation.
- 61.
- 61.1 Before any formal hearing of the evidence of a complaint by the Disciplinary Committee takes place, the Disciplinary Committee shall:
- (a) give the person against whom the complaint has been made not less than fourteen days notice of the date, time and place of the hearing; and
  - (b) send the person against whom the complaint is made a written statement setting out full details of the allegations made against them, advising that they are entitled to be legally represented and/or to appear in person and to call oral evidence.
- 61.2 If the person against whom the complaint has been made decides not to attend any formal hearing referred to at article 61.1 above, a written statement may be sent by such person to the Disciplinary Committee setting out such person's answers to the allegations which have been made against them and the matter may be dealt with in such person's absence, or otherwise as the Disciplinary Committee may decide.
- 61.3 Subject to article 61.2 above, 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 such person shall reasonably request.
62. The Disciplinary Committee may, on finding that an allegation against a member has been proved in whole or part, make such recommendation to the Council in relation to such matter as it shall consider appropriate, including but without limitation:
- (a) terminate the member's membership of the Charity;
  - (b) suspend the member from membership of the Charity for a period;
  - (c) suspend the member for a period from entering sheep for shows of the Charity and sales and taking part in other charity sponsored activities;
  - (d) cancel registration(s) of the member in the Flock Book, or temporary de-registration of his animals for a period, or disqualification of his/her animals from any show of the Charity, event or activity for an unlimited period;
  - (e) impose a fine; and
  - (f) impose a warning.
- 63.
- 63.1 If any member has their membership terminated or suspended or is fined under article 62 above, written notice of such event shall be sent by the Secretary to such member by

registered post addressed to the member's last known address or place of business in the United Kingdom or elsewhere.

- 63.2 A notice of termination or suspension of membership or fine and the name and address of the member concerned may, at the discretion of the Council, also be published in the Charity's Journal and communicated to every member of the Charity by a letter addressed to every such member respectively.
- 63.3 The Charity by its Secretary, or other officer of the Charity authorised by the Council, may also send a further notice of such event and the name and address of the member concerned to such other charities and sections of the public as the Council may determine shall be necessary in the best interests of the reputation of the Charity.
- 63.4 If any member has their membership terminated or suspended or they are fined or warned under Article 62 above, the member shall thereafter be ipso facto disqualified from election or appointment to any office of or in connection with the Charity, and any such office held by such person at the date of such expulsion or suspension shall also be ipso facto vacated. The foregoing provisions of this Article shall not apply in the case of a member who is warned or fined by the Council for any offence under the Bye-laws which the Council shall determine and classify to be a petty offence.
- 64.
- 64.1 The Council shall receive a report from the Disciplinary Committee on its investigation into any allegation of misconduct against a member, 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.
- 64.2 The member who is the subject of a report referred to at article 64.1 above shall be given copies of the report and reasonable notice of the Council meeting at which such report is to be considered.
- 64.3 The member shall have the opportunity to attend such meeting referred to at 64.2 above, with or without legal representation, and to make any plea in mitigation.
- 64.4 No new evidence may be admitted at the Council meeting which considers the report of the Disciplinary Committee into the complaint against the member.
- 64.5 The Council shall not be bound in any way by the Disciplinary Committee's recommendations, but shall be required to give reasons for any different penalty which it decides to impose on the member.
65. A member who has been the subject of a disciplinary investigation shall have the right of appeal to the Members of the Council or such other persons appointed by the Council against the Disciplinary Committee's findings and/or against the penalty imposed by the Council on such member in relation to such findings to the Charity, within three months of the date of the notice to the member informing him of the Council's decision.

**66. Records of Decisions to be kept**

The Members of the Council must ensure that the Charity keeps a record, in writing, for at least ten years from the date of the decision recorded, of every unanimous or majority decision taken by the Members of the Council.

## **67. Accounts and Other Records**

- 67.1 The Members of the Council must prepare for each financial year accounts as required by the Companies Acts.
- 67.2 The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

## **68. Annual Report, Return and Register of Charities**

- 68.1 The Members of the Council must comply with the requirements of the Charities Act 1993 with regard to the:
- (a) transmission of a copy of the statements of account to the Commission;
  - (b) preparation of an Annual Report and the transmission of a copy of it to the Commission; and
  - (c) preparation of an Annual Return and its transmission to the Commission.
- 68.2 The Members of the Council must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

## **69. Written Resolutions**

- 69.1 A resolution in writing or electronic form agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to have voted upon it had it been proposed at a general meeting shall be effective provided that:
- (a) a copy of the proposed resolution has been sent to every eligible member;
  - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
  - (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- 69.2 A resolution in writing or electronic form may comprise several copies to which one or more members have signified their agreement.
- 69.3 In the case of a member of a body corporate, its authorised representative may signify its agreement.

## **70. Seal**

The Seal of the Charity shall only be used by the authority of the Council or of a Committee of Council authorised by the Council. The Council may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Member of the Council and Secretary or, if no Secretary, two members of the Council.



## Means of Communication

### 71. Notices to Members

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.

### 72. Service by Post or in Electronic Form

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 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:-

- 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.

73.

73.1 Subject to these Articles, anything sent or supplied by or to the Charity under these Articles may be sent or supplied in any way in which the Companies Acts provide for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity.

73.2 Subject to these Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

73.3 A director may agree with the Charity that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

### 74. Dissolution

74.1 The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:

- (a) directly for the objects; or

- (b) by transfer to any charity or charities for purposes similar to the objects; or
- (c) to any charity or charities for use for particular purposes that fall within the objects.

74.2 Subject to any such resolution of the members of the Charity, the directors of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Charity be applied or transferred:

- (a) directly for the objects; or
- (b) by transfer to any charity or charities for purposes similar to the objects; or
- (c) to any charity or charities for use for particular purposes that fall within the objects.

74.3 In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity) and if no resolution in accordance with article 74.1 is passed by the members or the directors the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission.

74.4 Nothing in these Articles shall authorise an application of the property of the Charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustees (Investment) Scotland Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008.