

THE COMPANIES ACTS, 1862 to 2006

ASSOCIATION NOT FOR PROFIT

Memorandum

AND

Articles of Association

OF THE

Oxford Down Sheep Breeders' ASSOCIATION

Incorporated on 27th May, 1889.

A Company Limited by Guarantee Registered Number 29009

Registered Charity Number 1029168

As amended by Special Resolution at the Annual Meeting held on 17th August, 2024.

17.8.2024.

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ASSOCIATION NOT FOR PROFIT

Memorandum of Association

OF THE

OXFORD DOWN SHEEP BREEDERS'
ASSOCIATION

- 1) The name of the Association is "THE OXFORD DOWN SHEEP BREEDERS' ASSOCIATION."
- 2) The Registered Office of the Association will be situated in England.
- 3) The Objects of the Association are:-
 - a) the encouragement of the breeding of Oxford Down Sheep at home and abroad, and
 - b) the maintenance of the purity of the breedfor the advancement of agriculture and the benefit of the public.
- 4) In furtherance of the above objects but not further or otherwise, the Association shall have the following powers:-
 - a) To publish a Flock Book of recognised and pure-bred Sires which have been used, or Ewes which have been bred from, and of such other Flock Books (if any) which the Council may think fit, and to annually register the pedigrees of such sheep as are proved to the satisfaction of the Council to be eligible for entry.
 - b) To periodically compile and publish a statement of transactions connected with the breed, such as particulars relating to shows, sales and other transactions, with such other general information with reference to the breeding and management of sheep, and to sheep farming, as the Council may think fit.
 - c) To arrange classes and to donate or augment prizes and awards of certificates of merit at various shows, and to appoint or recommend Judges thereat.
 - d) To investigate cases of doubtful and suspected pedigrees.
 - e) To undertake the arbitration upon and settlement of disputes and questions relating to or connected with Oxford Down Sheep and the breeding thereof, and for other subsidiary purposes.
 - f) To provide rooms and other facilities for the holding and conducting of Meetings for the objects or work of the Association.
 - g) To purchase, take on lease, hire, receive by way of gift, or otherwise acquire, and also to sell, let, or dispose of, any real or personal property for the purposes of the Association, subject to the provisions of Sections 36 and 37 of the Charities Act 1993 as amended by the Charities Act 2006.
 - h) To borrow from time to time any moneys required for the purposes of the Association upon such security as may be determined, but so that the moneys at any one time owing shall not exceed £1000 beyond what the Council shall estimate to be the value of any real or personal property of the Association at the time of borrowing.
 - i) To promote information with reference to Oxford Down sheep breeding by lectures, discussions, books, correspondence or otherwise and for any of the objects of Clause 3 or powers of Clause 4 to co-operate with any educational establishment, public body, agricultural organisation, charity, or media representative, as the Council see fit, in the exchange of information and advice.

- j) To consider all questions affecting the interest of Oxford Down sheep and engage in consultation with any public body or agricultural organisation with regard to the promotion of improvements in the administration of the law affecting sheep.
 - k) To raise funds without undertaking any substantial permanent trading activity and subject to any relevant statutory regulations.
 - l) To deposit or invest funds in the same manner, and subject to the same conditions, as the trustees of a trust are permitted to do by the Trustee Act 2000.
 - m) To set aside income as a reserve against future expenditure in accordance with a written policy about reserves.
 - n) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.
- 5) The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of the Association; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the Members of the Association. Provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officers or servants of the Association, not being Members of the Council, or to any Member of the Association not being a Member of the Council, or other person, in return for any goods and services supplied to the Association; or prevent any Member of the Association not being a Member of the Council receiving interest on money lent to the Association at a reasonable and proper rate which must be at least 2% per annum below the base rate of a clearing bank to be selected by the Council; or prevent any Member of the Association not being a Member of the Council from benefiting in the capacity of a beneficiary of the Association.
- 6) A Member of the Council is entitled to be reimbursed from the property of the Association or may pay out of such property reasonable expenses properly incurred by him when acting on behalf of the Association and may receive an indemnity from the Association under the conditions specified in the fifty-fifth Article. No Member of the Council or any connected person as defined in the Charities Act 1993 (Section 73B) may:-
- a) buy goods or services from the Association on terms preferential to those applicable to members of the public;
 - b) sell goods, services, or any interest in land to the Association;
 - c) be employed by, or receive remuneration from, the Association; or
 - d) receive any other financial benefit from the Association
- unless the payment or transaction is permitted by Clause 7 or the Council obtains the prior written approval of the Charity Commission and fully complies with any procedures it prescribes.
- 7) A Member of the Council or connected person as defined in the Charities Act 1993 (Section 73B) may:-
- a) receive a benefit in the capacity of a beneficiary of the Association;
 - b) enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Association where that is permitted in accordance with, and subject to the conditions in, sections 73A to 73C of the Charities Act 1993;
 - c) receive interest on money lent to the Association at a reasonable and proper rate which must be at least 2% per annum below the base rate of a clearing bank to be selected by the Council; and
 - d) take part in the normal trading and fundraising activities of the Association on the same terms as members of the public.
- 8) The liability of Members shall be limited.
- 9) Every Member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for the payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a Member, and of the costs, charges, and expenses of winding up the same, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding £1.
- 10) If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other charitable institution or institutions, association or associations, having objects similar to the objects of this Association, to be determined by the Members of the Association at or before the time of dissolution, and in default thereof, by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter.

ASSOCIATION NOT FOR PROFIT

Articles of Association

OF THE

OXFORD DOWN SHEEP BREEDERS'
ASSOCIATION

I. CONSTITUTION**Number of Members**

- 1) The number of Members is unlimited.

Interpretation of Articles

- 2) In these Articles, unless the context requires otherwise:-

- a) 'Companies Acts' means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Association;
- b) a reference to an Act of Parliament includes any statutory modification or re-enactment thereof that is in force on the date when these Articles become binding on the Association;
- c) 'clear days' in relation to a period of notice means a period excluding the day on which the notice is given and the day for which it is given or on which it is to take effect;
- d) words importing one gender shall include both genders, and the singular shall include the plural and *vice-versa*;
- e) 'electronic form' has the meaning given in section 1168 of the Companies Act 2006;
- f) 'document' includes, unless otherwise specified, any document sent or supplied in electronic form;
- g) 'address' means a postal address, or an e-mail address, or a telephone number for receipt of electronic messages, in each case registered with the Association;
- h) 'secretary' means any person appointed to perform the duties of the secretary of the Association;
- i) 'auditor' means an independent examiner or a registered auditor, depending on the statutory level of examination required;
- j) 'meeting' includes, except where inconsistent with any legal obligation, a physical meeting held in person; a meeting held by suitable electronic means in which each participant may communicate with all the other participants; or a combination thereof;
- k) 'present' in relation to attendance at and participation in meetings, means in person, by proxy, or by electronic communications which have been agreed by the members of the Council;
- l) other words or expressions shall be taken as having the same respective meanings as they have when used in the Companies Act 2006 as in force on the date when these Articles become binding on the Association.

II. MEMBERS**Admission of Members**

- 3) Such persons as shall be admitted in accordance with these Articles, and none other, shall be Members of the Association, and be entered on the Register as such.

Entrance and resignation

- 4) Any person desirous of becoming a Member of the Association shall apply to the Secretary on a document approved by the Council and shall be proposed by one Member of the Council and seconded by another Member of the Council, and elected by a majority of the Members present at a Council Meeting. Any Member may at any time by notice in writing to the Secretary resign his Membership, but such resignation shall not free him from liability to pay any annual subscription or other money which may be due from him to the Association and unpaid.

No transfer or transmission of rights

- 5) The rights and privileges of every Member of the Association shall be personal to himself, and shall not be transferable or transmissible.

Classes of Membership

- 6) The Council may establish classes of membership with different rights and privileges. The Council may not directly or indirectly alter the rights or privileges attached to a class of membership. The rights attached to a class of membership may only be varied if 75% of the Members of that class consent in writing to that variation or if a special resolution proposing the variation is passed at a separate General Meeting of the Members of that class. The provisions in these Articles about General Meetings shall apply to any Meeting relating to the variation of the rights of any class of Members.

Organisations may become Members

- 7) An organisation or company may become a Member of the Association. It must nominate a person to act as its representative at Meetings of the Association and must give written notice of the name of the representative, to be received at the Office of the Association not less than forty-eight hours before the time for holding the Meeting. The representative may continue to represent the organisation or company until written notice to the contrary is received by the Association.

Refusal of application for Membership

- 8) The Council may refuse an application for membership if, acting reasonably and properly, the Members of the Council consider it to be in the best interests of the Association to do so. The Council must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision and must consider any subsequent written representations the applicant may make. The Council's decision following any written representations must be notified to the applicant in writing but shall be final.

III. OBLIGATIONS OF MEMBERS

Entrance fee and annual subscription

- 9) Every Member on joining the Association shall pay to the funds of the Association an entrance fee, and shall also pay an annual subscription, or at his option, either on his joining the Association or at any other time afterwards, pay a lump sum by way of composition in lieu of such annual subscription, such entrance fee, subscription, and composition to be according to a scale to be from time to time determined by the Council. The annual subscription shall be payable in advance on the First day of January in each year, unless the Member who would otherwise have been liable to pay the same shall give notice in writing to the Secretary, before that date, of his intention to withdraw from the Association.

Obligations of Members

- 10) Every Member shall observe all bye-laws, regulations, and orders of the Council for the government and work of the Association, and for Shows held by or in connection therewith, and pay all fines and forfeits which the Council shall in pursuance of their powers impose.

IV. REMOVAL OF MEMBERS

Council may remove Members

- 11) Any Member who shall fail in the observance of any regulation of the Association, or of any bye-law, regulation, or order of the Council, may be excluded from the Association by a majority of at least 75% of the Members of the Council present and voting at a Council Meeting, at which not less than two-thirds of all the current Members of the Council shall be present. Such Member shall have twenty-one clear days' notice sent to him of the Council Meeting, and he or a representative may attend the Meeting and make representations to the Council.

Appeal against Exclusion

- 12) A Member excluded from the Association by such Meeting may, within seven days next after notice of his exclusion, give notice to the Secretary of his intention to appeal from the decision of the Council by special resolution at a General Meeting of the Association, which shall thereupon be convened by the Council. A majority of not less than 75% of the Members present at such last-mentioned General Meeting shall have power to annul the exclusion, and, if they think fit, to exercise any power of the Council in imposing any conditions or penalties on the excluded Member in lieu of exclusion.

Omission to pay subscriptions & fines

- 13) Any Member who shall neglect to pay any subscription, fine or forfeit for twelve calendar months consecutively may be excluded by the Council from the Association, and the removal of the name of such Member from the Register shall be sufficient evidence that he has been excluded by the Council, and he shall have no right of appeal or rescission, provided always that this regulation shall not be construed to compel the Council to remove any Member or to give any Member a right to be removed. The Council shall not be bound to take any legal proceedings in respect of subscriptions in arrear or to enforce any fine, forfeit, or penalty.

Liability to pay subscriptions & fines

- 14) The liability of a Member who shall withdraw or be removed from the Association to pay any subscription, fine, or forfeit which has become due from him previous to his withdrawal or removal shall not cease on his withdrawal or removal, but the Association may take such proceedings as shall be necessary for the recovery of such subscription, fine, or forfeit.

V. GENERAL MEETINGS

Annual Meetings

- 15) Annual Meetings shall be held at such place or time each year as the Council shall appoint. All such Meetings shall be called General Meetings.

Notice of Annual Meetings

- 16) The Secretary shall give at least fourteen clear days' notice of the Annual Meeting to all Members of the Association and to the Auditors. The notice shall state that the Meeting is to be the Annual Meeting, shall specify the time and date of the Meeting and the general nature of the business to be transacted, and shall contain a statement setting out the right of Members to appoint a proxy.

Business of Annual Meetings

- 17) The business of the Annual Meeting shall be to consider the Treasurer's accounts, the Report of the proceedings of the Council since the last preceding Annual Meeting, to elect the Council for the ensuing year, and to transact all such other business as by statute and these Articles can be transacted at a General Meeting. But any Member may, on giving not less than twenty-eight days' previous notice to the Secretary, submit any resolution on special business to an Annual Meeting.

Calling of General Meetings

- 18) A General Meeting may be convened at any time by the Council, giving at least fourteen clear days' notice. The notice shall specify the time and date of the Meeting and the general nature of the business to be transacted. A General Meeting may be called at shorter notice if it is so agreed by a majority of not less than 90% of the Members entitled to attend and vote at the Meeting. The Council shall convene a General Meeting whenever a requisition signed by 5% of the Members of the Association, and stating generally the object of such Meeting, is left with the Secretary. The Council must give notice of the Meeting to every Member of the Association within twenty-one days of the delivery of such requisition, and must hold the Meeting not more than twenty-eight days after the date of the notice convening the Meeting. If the requisition identifies a resolution intended to be moved at the Meeting, notice of the Meeting must include notice of the resolution.

VI. RESOLUTIONS

Resolutions at Meetings

- 19) A resolution of the Members of the Association is validly passed at a General Meeting if notice of the Meeting and of the resolution is given, and if the Meeting is held and conducted in accordance with the Companies Acts and these Articles, subject to the following criteria:-
- On a show of hands or on a poll at a Meeting, an ordinary resolution is passed by a simple majority of the Members entitled to vote in person, by proxy, or by electronic means agreed by the Members of the Council, at the Meeting.
 - On a show of hands or on a poll at a Meeting, a special resolution is passed by a majority of not less than 75% of the Members entitled to vote in person, by proxy, or by electronic means agreed by the Members of the Council, at the Meeting. In the notice of the Meeting at which the special resolution is passed, the text of the resolution must be included and it must specify the intention to propose the resolution as a special resolution for it to be valid. If the notice of the Meeting is so specified, the resolution may only be passed as a special resolution.

Written resolutions

- 20) A written ordinary resolution is passed by a simple majority of the total number of Members entitled to vote and has effect as if passed at a General Meeting. A written special resolution is passed by a majority of not less than 75% of the total number of Members entitled to vote. A written special resolution must be stated to be a special resolution in the proposal and if so specified may only be passed as a special resolution. Written resolutions may be proposed by the Council or by Members. Where the written resolution is required by Members, at least 5% of all Members entitled to vote must have requested it. The Council must circulate the resolution, any accompanying statement, and a voting document in hard copy or electronic form to all Members entitled to vote within twenty-one days of being required to do so. Members wishing to vote in favour of a written resolution must do so by sending the voting document provided to the Office of the Association within twenty-eight days of the circulation date.

VII. PROCEEDINGS AT GENERAL MEETINGS

Quorum at General Meetings

- 21) No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when such Meeting proceeds to business, and such quorum shall be five Members if the number of Members of the Association at the time of such Meeting shall be one hundred or fewer, and one for every twenty Members of the Association if there shall be greater than one hundred Members.

Procedure if quorum not present

- 22) If within a quarter of 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, or to such time and place as the Council may determine, and if within a quarter of an hour from the time appointed for such adjourned Meeting a quorum is not present it shall be adjourned *sine die*.

Chairman (Official)

- 23) The Chairman, or in his absence or if there be no Chairman, the Vice-Chairman, or in his absence or if there be no Vice-Chairman, a Member of the Council (or if more than one Member of the Council be present, then such Member of the Council as the Members present shall choose) shall be entitled to preside over every General Meeting of the Association.

Chairman (Elective)

- 24) If there is no such Chairman, Vice-Chairman, or Member of the Council present, or if at any Meeting no Chairman, Vice-Chairman, or Member of the Council is present within fifteen minutes after the time appointed for holding the Meeting, or if no Chairman, Vice-Chairman, or Member of the Council who is present will take the chair, the Members present may choose someone of their number to be Chairman.

Adjournment of Meetings

- 25) The Chairman may, with the consent of the Meeting, adjourn any Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.

Resolution when no poll

- 26) At any General Meeting, unless a poll of the Members present is demanded by the Chairman or at least five of the Members present, a resolution put to the vote shall be decided on a show of hands. A declaration by the Chairman that a resolution has been carried, and an entry to that effect in the book of proceedings of the Association, shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

How poll to be taken

- 27) If a poll is demanded by the Chairman or five or more of the Members present, it shall be taken in such a manner as the Chairman directs, and the result of such poll shall be deemed to be the resolution of the Association in General Meeting. In the case of an equality of votes at any General Meeting the Chairman shall be entitled to a second or casting vote.

VIII. VOTES OF MEMBERS

Each Member to have one Vote

- 28) The voting rights of Members shall be as follows:-

- a) On a vote on a resolution on a show of hands at a Meeting, every Member entitled to vote on the resolution who is present in person or by electronic means agreed by the members of the Council, shall have one vote. Every proxy present who has been duly appointed by one Member entitled to vote on the resolution has one vote. A proxy who is appointed by more than one Member shall have one vote if instructed to vote in the same way by all the appointing Members, but one vote for and one vote against the resolution if instructed to vote in different ways.
- b) On a vote on a resolution on a poll taken at a Meeting, every Member entitled to vote on the resolution shall have one vote, which may be exercised in person, by electronic means agreed by the members of the Council, or by a duly appointed proxy.
- c) On a vote on a written resolution, every Member entitled to vote on the resolution has one vote.
- d) Where two or more Members are partners, and jointly pay only one subscription, only such one of them shall be entitled to vote as they shall agree upon, or in default of agreement only such one whose name stands first in the Register of Members.

Proxy voting

- 29) Every eligible Member is entitled to appoint another person as a proxy to exercise all or any of the Member's rights to attend and to speak and vote at a General Meeting of the Association, subject to the following conditions:-

- a) The proxy shall be appointed by notice in writing or in electronic form on a proxy document approved by the Council.
- b) The document may allow the Member appointing the proxy to specify how the proxy is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- c) The document must state the name and address of the Member appointing the proxy and must be authenticated by the Member. It must identify the person appointed as proxy and the General Meeting to which the proxy relates.
- d) The proxy document must be deposited at the Office of the Association, as specified in the notice convening the Meeting, not less than forty-eight hours before the time for holding the Meeting.

Members in default

- 30) No Member whose subscription, fine, forfeit, or other moneys due to the Association shall be in arrear shall be entitled to vote or take any part in any of the proceedings of the Association.

Votes improperly given

- 31) Should votes improperly given be counted by the Chairman in declaring any resolution passed, the error shall not vitiate such resolution unless pointed out to the Chairman at the same Meeting at which the resolution is passed, and not in that event unless the Chairman shall deem the error to be of sufficient magnitude to vitiate the resolution.

IX. COUNCIL AND OFFICERS OF THE ASSOCIATION**Council and Officers**

- 32) The Council of the Association shall consist of not more than fifteen elected Members and not less than three elected Members (the number of seats being a multiple of three). The Officers shall be a Chairman, a Vice-Chairman, a Secretary or Secretaries, a Treasurer or Treasurers, and an Auditor or Auditors. The offices of President and Vice-President are honorary positions of the Association and do not confer any right to attend Council Meetings.

Election of Council

- 33) The elected Council shall be elected at the Annual Meeting by the Members then present. Where the number of candidates exceeds the number of vacancies in the Council, a poll shall be held. Every Member then present may vote for any number of candidates not exceeding the number of vacancies in the Council, and each voting Member or proxy shall specify the names of the candidates he votes for on a voting document and deliver the same to the Chairman. The requisite number of persons chosen in order of majority of the votes so given shall be deemed to be the duly elected Council. In case, by reason of certain candidates having an equality of votes, the requisite number cannot be ascertained to have been duly elected, an election between such last-mentioned candidates shall be made in such manner as the Chairman shall direct. Where there are vacancies with differing terms of office, the elected candidates shall, unless they agree among themselves, be allocated by poll to the vacancies, in order of majority of the votes given and in descending order of term duration. In all respects not hereby specifically provided for, the manner and details of election shall be at the discretion of the Chairman.

Appointment of Officers, President and Vice-Presidents

- 34) The appointment of the Officers and Honorary Officers of the Association shall be conducted as follows:-
- The Chairman and Vice-Chairman shall be elected by the Council from the elected Members of Council at the Council Meeting following each Annual Meeting. They shall serve for a period of one year but shall be eligible for re-election annually provided that they are an elected Member of Council.
 - The President shall be elected by the Council from the Members of the Association at the Council Meeting preceding every second Annual Meeting and shall serve for a period of two years, taking up office upon the conclusion of the Annual Meeting.
 - Vice-Presidents shall be elected by the Council from the Members of the Association annually at the Council Meeting preceding the Annual Meeting and shall serve for a period of five years, taking up office upon the conclusion of the Annual Meeting. A retiring Vice-President shall be eligible for re-election.
 - The Council may terminate all such appointments hereinbefore mentioned at any time.
 - The Secretary shall act as chairman only during the election of the Chairman but does not have a vote. Nominations for Chairman, Vice-Chairman and President must be proposed and seconded. The appointments shall be determined by a show of hands or, if there are multiple candidates, a poll or polls. In each poll the candidate with the least votes will be eliminated. In the case of an equality of votes during the election of the Chairman, if a tie remains after repeated polls, lots shall be drawn to determine which candidate is eliminated.
 - Nominations for Vice-President must be proposed and seconded and their appointment determined by a show of hands.
 - The Secretary or Secretaries and Treasurer or Treasurers, shall be annually appointed by the Council at the Council Meeting preceding the Annual Meeting.
 - The Auditor or Auditors shall be annually nominated by the Council at the Council Meeting preceding the Annual Meeting and elected by resolution at the Annual Meeting by the Members then personally present and any properly appointed proxies.
 - Nomination by postal or electronic document and voting by postal or electronic ballot may be used in the election of the Chairman, Vice-Chairman, President and Vice-Presidents, in lieu of appointment at a Council Meeting, or a combination of such documents, ballots, and meetings may be used. In all respects not hereby specifically provided for, the manner and details of election shall be at the discretion of the Council.

Conditions of Council membership

- 35) The following conditions shall apply with regard to membership of the Council:-
- Each Member of the Council must be a named individual aged 16 years or older.
 - No-one shall be appointed as a Member of the Council, or will continue to serve on the Council, if he:-

- i) is prohibited by law or any provision of the Companies Acts from doing so;
 - ii) is disqualified from doing so by virtue of Section 72 of the Charities Act 1993;
 - iii) is not a Member of the Association;
 - iv) is incapable of managing and administering his own affairs;
 - v) resigns his position as a Member of the Council by notice to the Association;
 - vi) is absent without permission of the Council from all of the Council Meetings held within a period of twelve consecutive months and the Council resolves that his office be vacated.
- c) Members of the Council must:-
- i) act within the powers accorded by the Association's constitution and only exercise the powers for the purposes for which they were conferred;
 - ii) promote the success of the Association by acting in a way that benefits the Members and the public as a whole;
 - iii) exercise independent judgment;
 - iv) exercise reasonable care, skill, and diligence;
 - v) avoid conflicts of interest;
 - vi) decline benefits from third parties conferred by reason of their being a Member of the Council or their work as a Member of the Council;
 - vii) declare the nature and extent of any interest in a proposed transaction or arrangement.

Declarations of interest

- 36) Where a Member of the Council declares an interest, direct or indirect, which he has in a proposed transaction or arrangement with the Association, he must absent himself from any discussions of the Council in which it is possible that a conflict of interest will arise between his duty to act solely in the interests of the Association and any personal interest (including but not limited to any personal financial interest).

Conflicts of interest

- 37) The following provisions shall apply when a conflict of interest is identified:-

- a) If a question arises at a Council Meeting as to the right of a Member of the Council, other than the Chairman, to participate in the Meeting (or part of the Meeting) for voting or quorum purposes, the question shall be referred to the Chairman whose ruling will be final and conclusive. Where such a question relates to the Chairman at a Council Meeting or a General Meeting, the question shall be decided by a decision of the Members of the Council at that Meeting, and the Chairman shall not be counted as participating in the meeting (or that part of the Meeting) for voting or quorum purposes.
- b) If a conflict of interest arises for a Member of the Council because of a duty of loyalty owed to another organisation or person, the Members of the Council not in conflict may authorise the conflict where the following conditions apply:-
 - i) The affected Member of the Council is absent from the part of the Meeting at which there is a discussion of any arrangement or transaction involving that other organisation or person;
 - ii) The affected Member of the Council does not vote on any such matter and is not to be counted when considering whether a quorum of Council Members is present at the Meeting;
 - iii) The Members of the Council not in conflict consider it is in the interests of the Association to authorise the conflict of interest in the circumstances applying.
 - iv) The conflict does not involve a direct or indirect benefit of any nature to the affected Member of the Council or a connected person as defined in the Charities Act 1993 (Section 73B).

Nomination of Council Members

- 38) The Association may by ordinary resolution at any Annual Meeting appoint to the Council a Member who is eligible and willing to act as a Member of the Council, provided that:-
- a) A Member entitled to vote at the Meeting shall nominate that person for appointment or reappointment together with notice executed by that person of his willingness to be appointed or reappointed.
 - b) The nomination must be deposited at the Office of the Association on an authenticated document approved by the Council for that purpose by the date specified on the document.
 - c) Not less than fourteen clear days before the date appointed for the Meeting, notice shall be given to all Members who are entitled to receive notice of the Meeting of any Member who has been properly nominated for appointment or reappointment to the Council at the Meeting.

Alteration of number of the Council

- 39) Any General Meeting of the Association may by ordinary resolution increase or reduce the number of the elected Council, subject to the conditions stated in the thirty-second Article, and provided that notice of any resolution having that object shall be given in the notice convening the Meeting.

Retirement of Council

- 40) One third of the total number of elected Council seats shall be subject to retiral by rotation each year. Retirement shall take effect upon the conclusion of the Annual Meeting, but retiring Members shall be eligible for re-election. The Members to retire each year shall be those who have served for three years and those who were elected for a term of less than three years to supply a vacancy in a seat that is now due for retiral by rotation.

Meetings of Council

- 41) Any Member of the Council may call a Council Meeting and the Secretary must call a Council Meeting if requested to do so by a Member of the Council.

Quorum of Council

- 42) The quorum of the Council shall be three or the number nearest to one-third of all the current Members of the Council, whichever is greater. No decision may be made at a Council Meeting unless a quorum is present.

Chairman of Council

- 43) The Chairman, or in his absence the Vice-Chairman, or in his absence such Member of the Council as those present shall choose, shall be entitled to preside over every Council Meeting of the Association.

Voting at Council Meetings

- 44) Questions arising at a Council Meeting shall be decided by a simple majority of votes. In the case of an equality of votes at any Council Meeting, the Chairman shall be entitled to a second or casting vote.

Auditors

- 45) A professional accountant, or firm of accountants, or two Members of the Association, shall be annually elected at the Annual Meeting to be the Auditor or Auditors of the then ensuing year. If the Auditors be a firm of accountants, any and every member of such firm may act as Auditor.

Casual vacancies among Council or Officers

- 46) The Council may supply any vacancy in the Council or Officers which shall occur between one Annual Meeting and another. Any Members of the elected Council or Auditors so appointed by the Council shall retire at the succeeding Annual Meeting.

Council written resolutions

- 47) A resolution in writing or in electronic form sent to all Members of the Council entitled to receive notice of a Council Meeting and entitled to vote on the resolution shall be valid and effectual as if it had been passed at a Council Meeting provided that a simple majority of the Members of the Council has signified its agreement to the resolution in an authenticated document sent to the Office of the Association within twenty-eight days of the circulation date.

X. POWERS AND DUTIES OF COUNCIL**General powers of Council**

- 48) The management of the business of the Association shall be vested in the Council, who may exercise all the powers of the Association subject to the provisions of the Companies Acts, the Memorandum and these Articles, and subject also to such (if any) regulations as may be from time to time determined by any special resolution at a General Meeting of the Association. No alteration of the Memorandum or Articles and no such regulation shall invalidate any prior act of the Council which would have been valid if that alteration or regulation had not been made. The powers given by this Article shall not be limited by any special power given to the Council by the Articles and a meeting of the Council at which a quorum is present may exercise all powers exercisable by the Council.

Special enumeration of powers of Council

- 49) In furtherance, and not in limitation, of the general powers conferred by or implied in the preceding Article, it is expressly declared that the Council shall be entrusted with and exercise and perform the following powers and duties:-

- a) To regulate their own proceedings, subject to the provisions of these Articles.
- b) To delegate any of their powers or duties to Sub-Committees, and to fix the quorum of such Sub-Committees, provided that all proceedings, decisions, and actions of such Sub-Committees shall be fully and promptly reported to the Council.
- c) To admit, register and classify Members of the Association, subject as hereinbefore mentioned.
- d) To exercise the borrowing powers of the Association.
- e) To publish such information and to hold such meetings for communication of discoveries and information as the Council may deem expedient for the purpose, as defined in the Memorandum of Association.
- f) To fix the amount of the entrance fee, annual subscriptions or composition, and other fees to be paid by Members.
- g) To make from time to time such reasonable and proper bye-laws and regulations as are necessary for the government and work of the Association, and for Shows held by or in connection therewith, to be binding on all Members of the Association. The Council (or a General Meeting of the Association) shall have the power to

amend, repeal and enforce such bye-laws and regulations. No bye-law or regulation shall affect, repeal, or be inconsistent with anything contained in the Memorandum of Association or these Articles.

- h) To impose such reasonable fines, forfeitures, and penalties (including suspension of privileges and incapacity to vote at Meetings) for breach of the rules, regulations, and conditions contained in these Articles, or to be made by the Council in pursuance thereof, as they think proper, provided that no fine or pecuniary forfeiture or penalty shall exceed the sum of £50, and provided that any Member shall have the right to be heard before any decision is taken.
- i) To make such regulations as to the entry and registration of sheep in the Flock Book as they think proper.
- j) To appoint and remove a Secretary and other officers, fix their salaries (if any) and duties, and apply such conditions as they think proper.
- k) To establish such bank accounts as are necessary for the efficient operation of the Association. Accounts shall be held in the name of the Association and withdrawals from the accounts will require two signatories, these being either the Secretary or Treasurer and a Member of the Council, or two Members of the Council.
- l) Subject to the regulations contained in the fifth, sixth and seventh Clauses of the Memorandum of Association, and to these Articles, to dispose of the funds of the Association for the promotion of the objects thereof.

Validity of acts of Council

50) All acts done by any Meeting of the Council, or of a Committee thereof, shall be valid notwithstanding the participation in any vote of a Member of the Council who:-

- a) was disqualified from holding office;
- b) who had previously retired or who had been obliged by the constitution to vacate office; or
- c) who was not entitled to vote on the matter, whether by reason of conflict of interest or otherwise;

if without the vote of that Member of the Council and that Member of the Council being counted in the quorum, the decision has been made by a majority of the Members of the Council at a quorate meeting. This article does not permit a Member of the Council or a connected person to keep any benefit that may be conferred upon him by a resolution of the Council or of a Committee thereof if, but for this article, the resolution would have been void, or if the Member of the Council had not complied with Article 36.

XI. MINUTES

Keeping of Minutes

51) Minutes of the proceedings of every Meeting of the Association and of every Meeting of the Council, or any Sub-Committee, shall be recorded in a book or books to be kept for that purpose, and be signed by the Chairman of such Meeting, and in case of his not signing such minutes at or before the succeeding Meeting, then by the Chairman of the succeeding Meeting, or by two Members present at the Meeting to which such minutes relate, and such minutes when so recorded and signed shall be receivable as evidence of the proceedings therein reported without further proof, and shall be *prima facie* evidence of the matters stated in such minutes. Minutes of Meetings of the Council must record:-

- a) appointments of Officers made by the Council;
- b) the names of the Members of the Council present;
- c) the decisions made at the Meetings; and
- d) where appropriate, the reasons for the decisions.

Details of all resolutions of Members passed otherwise than at General Meetings must be kept. Records must be retained for at least ten years from the date of the resolution or Meeting. The minute books shall be open to the inspection of the Members at all reasonable times upon application to the Secretary or Secretaries.

XII. ACCOUNTS

Keeping of Accounts

52) The Association shall keep true accounting records of the sums of money received and expended by the Association, and the matter in respect of which such receipt and expenditure take place, and of the assets and liabilities of the Association. The Members of the Council must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting practices issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice. Once at least in every year the accounts of the Association shall be examined, and the correctness of the Balance Sheet and Profit and Loss Account ascertained by one or more Auditors. Accounting records must be kept for at least three years from the date on which they were made and shall be open to the inspection of the Members of the Council at all times. The Annual Statement of Accounts shall be sent to the Registrar of Companies along with a Directors' Report within nine months of the end of the financial year. All Members entitled to receive notice of the Annual Meeting shall receive the Annual Statement of Accounts and an Annual Report within the period specified by the Companies Acts. The Members of the Council must comply with the requirements of the Charities Act 1993 within ten months of the end of the financial year with regard to the transmission of the Annual Statement of

Accounts to the Charity Commission and the preparation of an Annual Report and an Annual Return or Update and their transmission to the Charity Commission.

XIII. COMMUNICATION

Means of communication to be used

53) The following provisions shall apply to communications between the Association and Members:-

- a) Subject to the Articles, anything sent or supplied by or to the Association under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Association.
- b) Notice shall be given in hard copy or in electronic form. A notice may be served by the Association or the Council upon any Member personally or by sending it through the post in a prepaid letter addressed to such Member at his registered place of abode or by leaving it at the registered place of abode of such Member or by sending it using electronic communications to the Member's address.

Proof of service

54) Any notice if served by post shall be deemed to have been served forty-eight hours after it was posted, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, prepaid, and put into the post-office. Any notice if served by electronic communication shall be deemed to have been served forty-eight hours after it was sent, and in proving such service it shall be sufficient to prove that the electronic communication containing the notice was properly addressed and sent.

XIV. MISCELLANEOUS

Indemnity

55) Any Member of the Council, Auditor, Treasurer, Secretary or other Officer of the Association may be indemnified out of the funds of the Association against any liability incurred by him in that capacity in defending any proceedings whether civil or criminal, in which judgment is given in his favour or in which he is acquitted, or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association. No indemnity will be provided against any liability to pay a fine imposed in criminal proceedings or for non-compliance with any regulatory requirement.

Disputes

56) Whenever a dispute arises between any of the Members as to the validity, propriety or application of these Articles, or of any bye-law or regulation of the Association; or as to the rights or duties of the Association or of any Officer or Member of the Association or Member of the Council; or as to the accounts, property or affairs of the Association or any transaction, matter or thing relating thereto; and the dispute cannot be resolved by agreement, the parties in dispute must first try in good faith to settle the dispute by mediation. If resolution cannot be reached by mediation, the dispute shall be referred to arbitration, in accordance with the provisions of the Arbitration Act, 1996.