

THE COMPANIES ACTS, 1985 to 2006

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE BRITISH SIMMENTAL
CATTLE SOCIETY LIMITED

(adopted by way of a special resolution passed on the 19th day of October 2009)

GENERAL

1. In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively.

WORDS	MEANINGS
"The Acts"	The 1985 Act and the 2006 Act;
"The 1985 Act"	The Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
"The 2006 Act"	The Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;
"The Articles"	The Articles of Association of the Society;
"Associate Member"	A member of the Society who is not a Full Member;
"Secretary"	The General Secretary of the Society (if any) or any other person appointed to perform the duties of the Secretary of the Society, including joint, assistant or deputy Secretary;
"Clear Days"	In relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
"The Council"	The Council of Management for the time being of the Society;
"Full Member"	Means a Full Member of the Society pursuant to Article 5;
"In writing"	Written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in visible form;
"The Memorandum"	The Memorandum of Association of the Society;
"Month"	Calendar month;
"The Office"	The registered office of the Society;
"The President"	The President for the time being of the Society;
"Rule"	Any Rule from time to time in force made pursuant to the Articles;
"The Seal"	The common seal of the Society;
"The Society"	The British Simmental Cattle Society Limited;
"The United Kingdom"	Great Britain and Northern Ireland.

And words importing the singular number only shall include plural number, and vice versa.

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

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Acts or any statutory modification thereof in force at the date on which these Articles become binding on the Society shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

2. The number of members with which the Society proposes to be registered is unlimited.
3. The provisions of section 352 of the 1985 Act shall be observed by the Society and the details of every member of the Society shall be noted in the register of members.
4. The Society is established for the purposes expressed in the Memorandum.

MEMBERSHIP

5. The following persons shall be Members of the Society namely: -
 - (A) The subscribers to the Memorandum of Association and such other persons as shall apply for admission and be admitted as members of the Society, subject to the provisions of the Memorandum and Articles of the Society.
 - (B) A member shall be a Full Member of the Society if the member is the owner of at least one Simmental animal registered in the Society's Herd Book. Other persons being breeders of pedigree or commercial cattle, farmers, persons concerned or interested in agriculture or cattle breeding or persons whom for any reason the Council consider suitable for membership shall be admitted as Associate Members in accordance with the provisions hereinafter contained. Joint owners/partnerships qualify for single membership with the voting and other rights of one member only unless such members register under a further separate herd prefix, in which case, they shall be entitled to one vote per herd prefix.
6.
 - (A) Every application for membership shall be made in writing in such form as the Council shall from time to time prescribe or approve, and the admission to membership shall be at the discretion of the Council, who shall not be bound to give any reason for rejection of an application.
 - (B) The members of the Council may refuse an application for membership if, acting reasonably and properly, they consider it to be in the interests of the Society to refuse application.
 - (C) Subject as aforesaid the Council shall admit to membership of the Society only such persons as it may consider suitable having regard to the objects of the Society and the provisions of these Articles.
7. The Council may in its absolute discretion admit as Associate Members such persons as they think fit and the Council may from time to time attach to Associate Membership conditions as they think fit and may vary any such conditions. An Associate Member shall not be a member of the Society for the purposes of the Memorandum and Articles or the Acts.
8.
 - (A) Any company incorporated under the Acts or any other body corporate may become a member of the Society and is hereinafter in these Articles from time to time referred to as "a Corporate Member".
 - (B) A Corporate Member shall not be eligible for appointment as a member of the Council notwithstanding anything hereinafter in these Articles contained, but this provision shall not prevent any natural person who shall himself be a Full Member of the Society from holding any such office as aforesaid in the Society.
 - (C) Subject to paragraph (B) of this Article the expression "a member" in these Articles shall, where the context so admits, include a Corporate Member as well as any other member of the Society for the time being.
 - (D) A Corporate Member shall be entitled at any time after being elected a member of the Society by notice in writing addressed to the Society and deposited at the Office to appoint any person to be its representative to attend and vote, if eligible, at meetings of the Society on its behalf pursuant to section 323 of the 2006 Act, and may at any time by notice in writing addressed to the Society and deposited at the Office revoke any appointment so made, and if so desired by any such notice of revocation or by some other notice in writing addressed to the Society and deposited at the Office appoint some other person to be its representative for the purposes aforesaid. No Corporate Member shall be entitled to

have more than one appointed representative hereunder for the time being and the deposit by any Corporate Member at the Office of any notice to the Society of the appointment of a representative hereunder shall ipso facto revoke the appointment made by any other notice previously so deposited by such Corporate Member. Subject as aforesaid every appointment made hereunder shall endure and have effect until the same shall be revoked or the representative thereby appointed shall die.

(E) In order to comply with Commission Decision 84/247/EEC the Society declares that there shall be no discrimination between members.

9. A member shall cease to be a member of the Society and his name shall be removed from the Register of Members accordingly (except where expressly provided otherwise): -

(A) if by notice in writing to the Society he resigns his membership;

(B) if the last animal registered to him in the Herd Book dies, is slaughtered or sold. Full membership will continue for the remainder of that particular financial year. Thereafter, the member will be deemed an Associate Member.

(C) if any subscription payable by such member to the Society pursuant to these Articles shall remain unpaid for three months or more after the same shall become due and payable;

(D) if being an individual person he dies or being a corporation or an unincorporated body it is wound up or dissolved;

(E) if he shall be expelled from membership pursuant to these Articles; or

(F) if any fine imposed upon him in exercise of the disciplinary powers of the Council shall remain unpaid.

SUBSCRIPTIONS

10. Every member shall pay to the Society in advance such annual subscription (If any) as may from time to time on the recommendation of the Council be fixed by the Society in General Meeting and such subscription shall be due and payable on the 1st day of August in every year.

GENERAL MEETINGS

11. The Society shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
12. References in these articles to a General Meeting means any general meeting of the members of the Society (including Annual General Meetings).
13. The Council may whenever it thinks fit convene a General Meeting, and General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by sections 303 to 305 of the 2006 Act.
14. Fourteen Clear Days' notice in writing at the least of every General Meeting (including Annual General Meetings), specifying the place, the day and the hour of meeting, and in the case of special business, the general nature of that business, shall be given in the manner hereinafter mentioned to such persons including Auditors (if any) as are under these Articles or under the Acts entitled to receive such notices from the Society; but with the consent of at least 90% of the members having the right to attend and vote thereat, a General Meeting (including Annual General Meetings) may be convened by such notice as those members may think fit.
15. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

16. All business shall be deemed special that is transacted at a General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration and adoption of the income and expenditure account and balance sheet, and the reports of the Council

and of the Auditors (if any), and the appointment of, and the fixing of the remuneration of, the Auditors (if any).

17. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided twenty members personally present shall be a quorum.
18. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved.
19. The President (if any) or in his absence the Vice-President (if any) of the Council shall preside as chairman at every General Meeting, but if neither the President or the Vice-President is present at the time of holding a meeting, or he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Society who shall be present to preside.
20. The chairman may, with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
21. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
22. Subject to the provisions of Articles 23, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.
23. No poll shall be demanded on the election of a chairman of a meeting, or on any question of adjournment.
24. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
25. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

26. Subject as hereinafter provided, every Full Member shall be entitled to one vote on any question or resolution at any General Meeting.
27. Save as herein expressly provided no Full Member other than a Full Member duly registered, who shall have paid every subscription, which shall be due and payable to the Society in respect of his membership, shall be entitled to vote either personally or by proxy at any General Meeting.
28. A Full Member present only by proxy shall be entitled to vote on a show of hands at any General Meeting. Votes may also be given on a poll either personally or by proxy and a proxy shall also be entitled to speak at any General Meeting. A proxy need not be a member.
29. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation under its common seal or executed as a deed or under the hand of some officer duly authorised in that behalf.
30. The instrument appointing a proxy and the power of attorney or other authority if any under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office not less than forty-

eight hours (calculated with reference to working days) before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours (calculated with reference to working days) before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

31. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the appointor or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

32. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

"I/We -----"
 "of -----"
 "being a member of The British Simmental Cattle Society Limited, hereby
 appoint -----"
 of -----"
 "and failing him/her -----"
 "of -----"
 "to vote for me and on my behalf at the (Annual General or General, or adjourned General, as the case may be) Meeting of the Society to be held on the ----- day of -----
 ----- and at any adjournment thereof".
 "Signed, as witness my hand this ----- day of ----- 20-----"

COUNCIL OF MANAGEMENT

33. The members of the Council shall be appointed in accordance with the provisions hereinafter contained, and until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than seven, nor more than twenty.

34. (A) The Full Members of the Society shall be entitled to appoint Council members in accordance with the following provisions of this Article.

(B) For the purposes of this Article a member of the Society shall be deemed to be living at the address in respect of which he is registered in the Register of Members.

(C) Election for appointment to the Council shall be by way of postal ballot.

(D) A Nomination Form and a Voting Form shall from time to time be prescribed and approved by the Council.

(E) A Nomination Form specifying the number of vacancies available for nomination shall be sent to Full Members not less than two Months prior to the Annual General Meeting and each nomination may only be in respect of a Full Member.

(F) A Nomination must be seconded as well as proposed.

(G) Nominations must be received by the Secretary at least six weeks before the Annual General Meeting.

(H) A Voting Form shall be despatched by the Secretary to relevant members not later than four weeks before the Annual General Meeting, provided always that there shall be no obligation on the Secretary to despatch a voting form to every member in the event of there not being more than one nomination for each vacancy on the Council.

(I) The Voting Form must be submitted to some person/independent company as identified and approved by the Council and received by him/them at least seven days before the Annual General Meeting.

(J) The result of the postal ballot shall be declared to the Society at the Annual General Meeting.

35. The Council may from time to time and at any time appoint any person whether or not a member of the Society to be a co-opted member of the Council; provided always that the number of co-opted members of the Council at any time shall not be more than as may have been determined by a General Meeting. A co-opted member shall remain in office only until the next Annual General Meeting (or until his earlier removal from the office by the Council) but he may be reappointed for successive terms (not exceeding three) thereafter under the provisions of this Article.
36. The Council, at its first meeting after each Annual General Meeting, shall elect a President and a Vice-President from amongst its members by secret ballot to serve until the next Annual General Meeting. A Council member so elected shall be eligible for re-election to the same office; provided that no member shall serve in the offices of President or Vice President for more than two consecutive years. Any period or periods during which a Council member serves as President or Vice President shall be disregarded in calculating the date upon which such Council members shall be required to retire pursuant to Article 39.

RULES RELATING TO THE STRUCTURE OF THE COUNCIL

37. Without prejudice if the Council shall decide that any office of a member of the Council should be filled by a person appointed by some particular section class or group of the Full Members of the Society then it may at any time and from time to time make such Rules as it may think fit as to: -
- 37.1 the qualification necessary for a person nominating an individual to any such office;
- 37.2 the qualification necessary for any individual to be nominated and to continue to hold office if appointed;
- 37.3 the section, class or group of Full Members who may vote on a resolution relating to an appointment to that office; and
- any Rules shall be binding on the Society and the members.
- 37.4 The Council may at any time and from time to time amend, vary or revoke any Rule. Any such amendment, variation, or revocation shall have effect when made or on such date as the Council may determine and shall apply to any individual holding a relevant office at the date the Rule comes into effect.
- 37.5 The Articles shall be read and construed subject to any Rules from time to time having an effect
- 37.6 A member of the Society shall be provided with a copy of the current Rules free of charge on reasonable request.

VACATION OF COUNCIL OFFICE

- 38.1 The office of a member of the Council shall be vacated if: -
- (A) a bankruptcy order is made against him or he makes any arrangement or composition with his creditors;
- (B) he becomes of unsound mind;
- (C) by notice in writing to the Society he resigns his office (subsequently a replacement maybe elected or co-opted to serve the remaining period);
- (D) he ceases to hold office by reason of any order made under the Company Directors, Disqualification Act 1986;
- (E) having been appointed by a group pursuant to Article 37 the term for which he was appointed has determined or he has been removed;
- (F) he retires pursuant to the next following Article;
- (G) he is expelled or suspended from membership of the Society, or censured or fined in exercise of the disciplinary powers of the Council;
- (H) he has a conflict of interest with the Society he shall stand down until resolved.
- 38.2 If a member of the Council ceases to hold office under Article 38.1 or any other reason whatsoever, the Council shall be entitled to co-opt a replacement for the member whose office is to cease BUT ONLY in order to serve the balance of the retiring member's 3 year term, after which the provisions of Article 39 shall take effect.

39. A Council member appointed as hereinbefore provided shall subject to Article 38 remain in office for a period of 3 years from the date of appointment. At the expiration of such period of 3 years a Council member shall be entitled to stand for re-election for a further period of 3 years. Once a Council member has held office for a continuance of six years he/she shall not be entitled to be re-elected to the Council until such time as he/she has ceased to be a member of the Council for a period of not less than one year, unless he/she is (in the sixth year) President or Vice-President then he/she may offer themselves for another 3 year term and then, if re-elected may offer themselves to the Council, for election as President or Vice President. Nothing contained in this Article shall in any way affect the number of members of the Council that each sector of the membership is entitled to appoint.
40. The provisions of Article 39 shall apply in respect of elections of Council members to be made or declared at Annual General Meetings of the Society commencing in 2006.

POWERS OF THE COUNCIL

41. The business of the Society shall be managed by the Council as they think fit, and may exercise all such powers of the Society, and do on behalf of the Society all such acts as may be exercised and done by the Society, and as are not by statute or by these Articles required to be exercised or done by the Society in General Meeting, but no regulation made by the Society in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
42. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than seven, it shall be lawful for them to act as the Council for the purpose of admitting persons to Membership of the Society, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.
43. Without prejudice to the generality of the powers of the Council under Article 41 hereof it is hereby declared that the Council shall have the powers to do all or any of the following things, namely: -
- (A) Council shall determine the duration of each Council vacancy before elections;
 - (B) make, alter and rescind bye-laws for the management of the affairs of the Society, in so far as they do not conflict with these Articles or amount to or involve such an alteration or addition to these Articles as could only lawfully be made by Special Resolution;
 - (C) fix the dates and places for holding sales by auction, and appoint auctioneers for the same when so desired and make and publish rules for use at sales of cattle by auction and (when so desired) settle or determine by arbitrators or experts (whether or not being members of the Council) appointed by the Council for this purpose or otherwise disputes arising between members or others out of or in respect of any sales or alleged sales of cattle (whether by auction or otherwise) or in any other way concerning cattle;
 - (D) fix the exact date and place for holding the Annual General Meeting of the Society;
 - (E) issue and edit the Herd Book and any register supplementary thereto and deal with and control all matters arising from the Herd Book or any supplementary register from entries therein actual or tendered and settle all disputes between members in respect thereof.

PROCEEDINGS OF THE COUNCIL

44. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined seven shall be a quorum. Questions arising at any meeting shall be decided by a majority of the votes. In case of any equality of votes the chairman of the meeting shall have a second or casting vote.
45. A member of the Council may, and on the request of a member of the Council, the Secretary shall, at any time, summon a meeting of the Council by notice served upon the members of the Council.
46. The Chairman, and failing him the Vice-Chairman, shall be entitled to preside at all meetings of the Council at which he shall be present, but if no Chairman or Vice-Chairman be elected, or if at any time the Chairman or Vice-Chairman be not present within fifteen minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be chairman of the meeting

47. 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 the regulations of the Society for the time being vested in the Council generally.
48. The Council may delegate any of their powers to committees consisting of such person or persons (whether or not members of the Council) as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these 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.
49. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been appointed or had duly continued in office and was qualified to be a member of the Council.
50. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Society and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, or if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
51. A resolution in writing signed by all the members for the time being of the Council or 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.
- 52.1 Any Council Member who has a potential conflict of interest (however minor) should declare this to Council and it should be included in the register of interests. The Council Member should also declare the interest at the beginning of every meeting at which the conflict of interest could have a bearing on the subject matter of the meeting. Unless authorised in accordance with Articles 52.2 to 52.8, the Council Member should take no further part in the meeting on the said matter.
- 52.2 Subject to any contrary provisions contained in these Articles, the Memorandum and the Charities Act 1993, the Council members may, in accordance with the requirements set out in this Article 52, authorise any matter proposed to them by any Council member which would, if not authorised, involve a Council member breaching his duty under section 175 of the Companies Act 2006 to avoid conflicts of interest ("Conflict").
- 52.3 Any authorisation under this Article 52 will be effective only if:
- (A) the matter in question shall have been proposed by any Council member for consideration at a meeting of Council members in the same way that any other matter may be proposed to the Council members under the provisions of these Articles or in such other manner as the Council members may determine;
 - (B) any requirement as to the quorum at the meeting of the Council members at which the matter is considered is met without counting the Council member in question; and
 - (C) the matter was agreed to without his voting or would have been agreed to if his vote had not been counted.
- 52.4 Any authorisation of a matter under this Article may (whether at the time of giving the authority or subsequently):
- (A) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised;
 - (B) be subject to such terms and for such duration, or impose such limits or conditions as the Council members may determine;
 - (C) be terminated or varied by the Council members at any time.
- This will not affect anything done by the Council member prior to such termination or variation in accordance with the terms of the authorisation.

- 52.5 In authorising a Conflict the Council members may decide (whether at the time of giving the authority or subsequently) that if a Council member has obtained any information through his involvement in the Conflict otherwise than as a Council member of the Society and in respect of which he owes a duty of confidentiality to another person the Council member is under no obligation to:
- (A) disclose such information to the Council members or to any Council member or other officer or employee of the Society;
- (B) use or apply any such information in performing his duties as a Council member;
- where to do so would amount to a breach of that confidence.
- 52.6 Where the Council members authorise a Conflict they may provide, without limitation (whether at the time of giving the authority or subsequently) that the Council member:
- (A) is excluded from discussions (whether at meetings of Council members or otherwise) related to the Conflict;
- (B) is not given any documents or other information relating to the Conflict;
- (C) may or may not vote (or may or may not be counted in the quorum) at any future meeting of Council members in relation to any resolution relating to the Conflict.
- 52.7 Where the Council members authorise a Conflict:
- (A) the Council member will be obliged to conduct himself in accordance with any terms imposed by the Council members in relation to the Conflict;
- (B) the Council member will not infringe any duty he owes to the Society by virtue of sections 171 to 177 of the Companies Act 2006 provided he acts in accordance with such terms, limits and conditions (if any) as the Council members impose in respect of its authorisation.
- 52.8 A Council member is not required, by reason of being a Council member (or because of the fiduciary relationship established by reason of being a Council member), to account to the Society for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the Council members or by the Society in General Meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

EXCLUSION OF LIABILITY

53. The Society shall not be in any way liable or responsible for any errors or omissions contained in any records or other statistics or information relating to any cattle which may at any time be obtained by the Society from recording associations or bodies or persons, and no member shall make or have any claim against the Society for any damages he may suffer through any such error or omission as aforesaid or through any publication or communication to any other person or persons or other user made by the Society of the records or statistics or information containing such errors or omissions, unless and except only if and in so far as any such claim may arise from any publication or use wilfully made by the Society of any such records or statistics or information as aforesaid after the member in question shall have given to the Society express notice in writing of the errors or omissions alleged by him to be contained therein, and also shall have identified and proved every such error or omission to the reasonable satisfaction of the Council.

THE SECRETARY

54. A Secretary may be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The Council may also from time to time by resolution appoint an assistant or deputy Secretary; and any person so appointed may act in place of the Secretary if there be no Secretary or the Secretary capable of acting.

THE SEAL

55. The seal of the Society shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council or in the presence of one member of the Council and the Secretary, and the said members of the Council and the Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any

purchaser or person bona fide dealing with the Society such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

ACCOUNTS

56. The Council shall cause proper records of account to be kept with respect to: -
- (A) all sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place;
 - (B) all sales and purchases of goods by the Society; and
 - (C) the assets and liabilities of the Society.
- Proper records shall not be deemed to be kept if there are not kept such records of account as are necessary to give a true and fair view of the state of the affairs of the Society and to explain its transactions.
57. The records of account shall be kept at the Office, or, at such other place as the Council shall think fit, and shall always be open to the inspection of the members of the Council.
58. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and records of the Society or any of them shall be open to the inspection of members not being members of the Council, and no member not being a member of the Council shall have any right of inspecting any account or record or document of the Society except as conferred by statute or authorised by the Council or by the Society in General Meeting.
59. At the Annual General Meeting in every year the Council shall lay before the Society a proper income and expenditure account for the period since the last preceding account made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors (if any) and copies of such account, balance sheet and reports all of which shall be framed in accordance with any statutory requirements for the time being in force and of any other documents required by law to be annexed or attached thereto shall not less than twenty-one Clear Days before the date of the meeting, be sent to the Auditors (if any) and to all other persons entitled to receive notices of General Meetings in the manner in which notices are herein directed to be served. The Auditors' report (if any) shall be open to inspection before the meeting.

AUDIT

60. If the Society is required to produce audited accounts by virtue of chapter 1 of part 16 of the 2006 Act, or by any relevant Statement of Recommended Practice, at least once in every year the accounts of the Society shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
61. Auditors shall be appointed if required and their duties regulated in accordance with chapters 2 and 3 of part 16 of the 2006 Act.

NOTICES

62. The Society can deliver a notice or other document to a member: -
- (A) by delivering it by hand to the address recorded for the member in the Register of Members;
 - (B) by sending it by post or other delivery service in an envelope (with postage or delivery paid) to the address recorded for the member in the Register of Members;
 - (C) by fax (except for share certificates) to a fax number notified by the member in writing;
 - (D) by electronic mail (except a share certificate) to an address notified by the member in writing; or
 - (E) by a website (except a share certificate) the address of which shall be notified to the member in writing.
63. Any member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Society an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as

aforesaid and as provided by the Acts, only those members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the Society.

64. Any notice given in accordance with these Articles is to be treated for all purposes as having been received: -
- (A) 24 hours after being sent by electronic means or delivered by hand to the relevant address;
 - (B) two clear days after being sent by first class post to that address;
 - (C) three clear days after being sent by second class or overseas post to that address;
 - (D) at the time it was sent, if notice is being sent by fax;
 - (E) at the time it was sent, if notice is being sent by electronic mail;
 - (F) at the time when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website, if notice is sent by a website;
 - (G) on being handed to the member (or, in the case of a member organisation, its authorised representative) personally; or, if earlier,
 - (H) as soon as the member acknowledges actual receipt.
65. Articles 62 to 64 (inclusive) shall not affect any provision in any relevant legislation or the Articles requiring notices or documents to be delivered in a particular way.

DISSOLUTION

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