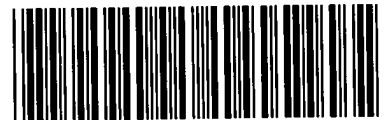


**ARTICLES OF ASSOCIATION**  
OF THE  
**RYELAND FLOCK BOOK SOCIETY LIMITED**  
COMPANY NUMBER • 83310

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23/01/2021

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COMPANIES HOUSE

**Company Limited by Guarantee and not having a Share Capital**

**ARTICLES OF ASSOCIATION**  
**OF THE**  
**RYELAND FLOCK BOOK SOCIETY LIMITED**

INDEX TO THE ARTICLES

PART 1

INTRODUCTION

INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms
2. Liability of members
3. Objects

PART 2

COUNCIL

COUNCIL'S POWERS AND RESPONSIBILITIES

4. Council's general authority
5. Members' reserve power
6. Committees

DECISION-MAKING BY COUNCIL

7. Council to take decisions collectively
8. Calling a Council meeting
9. Participation in Council meetings
10. Quorum for Council meetings
11. Chairing of Council meetings
12. Casting vote
13. Conflicts of interest
14. Records of decisions to be kept

APPOINTMENT OF COUNCIL MEMBERS,  
THE PRESIDENT AND PRESIDENT ELECT OF THE SOCIETY AND MEMBERS OF  
THE REGIONAL COMMITTEES AND COLOURED RYELAND SHEEP COMMITTEE  
AND RYELAND SHEEP COMMITTEE

15. Number of Council, Regional Committees, Coloured Ryeland Sheep Committee and Ryeland Sheep Committee members
16. Term of office
17. Candidates for election

ELECTION PROCEDURE

18. Regional representation
19. Nomination and voting
20. Termination of membership of Council

PART 3  
MEMBERS  
BECOMING AND CEASING TO BE A MEMBER

21. Applications for membership
22. Register of members
23. Classes of membership
24. Termination of membership

ORGANISATION OF GENERAL MEETINGS

25. Annual and General Meetings
26. Venue
27. Notice provisions
28. Chairman of meetings
29. Notice of general meetings

PROCEEDINGS AT GENERAL MEETINGS

30. Quorum for general meetings
31. Adjournment

VOTING AT GENERAL AND ANNUAL GENERAL MEETINGS

32. Voting: general
33. Errors and disputes
34. Poll votes
35. Content of proxy notices
36. Delivery of proxy notices
37. Amendments to resolutions

PART 4  
THE COLOURED RYELAND SHEEP COMMITTEE

38. Functions and responsibilities

PART 5  
REGIONAL COMMITTEES

39. Functions and responsibilities

PART 6  
THE RYELAND SHEEP COMMITTEE

40. Functions and responsibilities

PART 7  
ADMINISTRATIVE ARRANGEMENTS

41. Means of communication to be used  
42. Finance

DIRECTORS' INDEMNITY AND INSURANCE

43. Indemnity  
44. Insurance

PART 1

INTRODUCTION

INTERPRETATION AND LIMITATION OF LIABILITY

**Interpretation**

1.1 In the articles, unless the context requires otherwise;

**Acts** means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company;

**Articles** means the Company's Articles of Association for the time being in force;

**Auditors** means the Company Auditors appointed by Council in accordance with the Articles;

**Administrator** means the person or organisation appointed by Council to act as the Administrator of the Society pursuant to clause 4.5 of the Articles;

**Chairman** means the Chairman of Council elected pursuant to the Articles;

**Chairman of the Coloured Ryeland Sheep Committee** means the member elected pursuant to article 38.2;

**Chairman of A Regional Committee** means the member elected pursuant to article 39.2;

**Chairman of the Ryeland Sheep Committee** means the member elected pursuant to article 40.2;

**Clear Days** in relation to a period of notice means that period excluding the day when the notice is given and the day for which it is given or on which it is to take effect;

**Council** means the Council of management for the time being of the Society constituted pursuant to the Articles;

**Deputy Vice Chairman** means the Deputy Vice Chairman of Council;

**Deputy President** means the retiring President of the Society elected pursuant to the Articles;

**Document** includes, unless otherwise specified, any document sent or supplied in electronic form;

**Directors** means the President and Deputy President of the Society the Chairman of the Coloured Ryeland Sheep Committee, the Chairman of the Ryeland Sheep Committee, the Regional Committee representatives and the elected members of Council;

**Electronic Form** has the meaning given in section 1168 of the Companies Act 2006;

**Ryeland Flock Book** means the register used for the recording of pedigree Ryeland sheep, born in the United Kingdom (England, Wales, Scotland & Northern Ireland) the definition of the breed standard of pedigree Ryeland sheep and the rules governing eligibility of an animal for registration;

**Coloured Ryeland Flock Book** means the register used for the recording of pedigree Coloured Ryeland sheep, born in the United Kingdom (England, Wales, Scotland & Northern Ireland) the definition of the breed standard of pedigree Coloured Ryeland sheep and the rules governing eligibility of an animal for registration;

**Flock Prefix** means the name approved by Council and allocated to each flock of Ryeland and Coloured Ryeland sheep registered with the Society by a member;

**Flock Prefix Number** means the unique number allocated by Council to each Flock Prefix;

**Member** has the meaning given in section 112 of the Companies Act 2006;

**Model Articles** means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (*SI 2008/3229*) as amended prior to the date of adoption of these Articles;

**Objects** means the Objects of the Company as detailed in the Articles;

**Office** means the registered office of the Society;

**Ordinary resolution** has the meaning given in section 282 of the Companies Act 2006;

**President** means the President of the Society elected pursuant to the Articles;

**President Elect** means the President Elect of the Society elected pursuant to the Articles;

**Ryeland Sheep** means those pedigree sheep that meet the breed standard for Ryeland Sheep as published in the Ryeland Flock book.

**Coloured Ryeland Sheep** means those pedigree sheep that meet the breed standard for Coloured Ryeland Sheep as published in the Coloured Ryeland Flock book

**Company Secretary** means the person that may from time to time be appointed by Council to act as Company Secretary as defined under the Companies Act 2006 pursuant to clause 4.5 of the Articles

**Secretary of Council** means the person appointed by Council to act as secretary of Council pursuant to clause 4.5 of the Articles

**Regional Committee Secretary** means the person appointed by a Regional Committee to act as secretary of that regional committee pursuant to clause 39.2 of the Articles.

**Secretary of the Ryeland Committee** means the person appointed by the Ryeland Committee to act as secretary of the Ryeland Committee pursuant to clause 40.2 of the Articles..

**Secretary of the Coloured Ryeland Committee** means the person appointed by the Coloured Ryeland Committee to act as secretary of the Coloured Ryeland Committee pursuant to clause 38.2 of the Articles..

**Society** means the Company;

**Special resolution** has the meaning given in section 283 of the Companies Act 2006;

**Treasurer** means the person appointed by Council to be the Treasurer of the Society

**Vice Chairman** means the Vice Chairman of Council elected pursuant to the Articles;

**Writing** means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise;

1.2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Acts shall have the same meanings in these Articles.

1.3 The Model Articles shall apply to the Company, except in so far as they are modified or excluded by these 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 company 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 company'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 Objects of the Society are:

3.1.1 The encouragement of the breeding of Ryeland and Coloured Ryeland Sheep in the United Kingdom, (England, Wales, Scotland & Northern Ireland) and elsewhere in the world and the maintenance of the purity of the breed.

3.1.2 The establishment and publication of Flock Books of recognised and pure-bred Ryeland and Coloured Ryeland Sheep sires used and dams bred from in the past, and the annual registration in the Flock Books of the pedigrees of such sires and dams and their progeny born in the United Kingdom (England, Wales, Scotland & Northern Ireland) as are proved to the satisfaction of the Council to meet the breed standards for Ryeland Sheep and Coloured Ryeland Sheep published annually in the Ryeland and Coloured Ryeland Sheep Flock Books.

3.1.3 The annual compilation and publication of a statement of transactions connected with Ryeland and Coloured Ryeland Sheep, to include interalia particulars relating to shows, sales, and other usual transactions concerning Ryeland and Coloured Ryeland Sheep.

3.1.4 The obtaining of classes and the augmentation of prizes at various shows, the holding of shows and sales of Ryeland and Coloured Ryeland Sheep and the appointment or recommendation of judges to make awards at such shows and sales.



3.1.5 The investigation of cases of doubtful and suspected pedigrees of Ryeland and Coloured Ryeland Sheep.

3.1.6 The undertaking of the arbitration upon and settlement of disputes and questions referred to it by members of the Society relating to or connected with Ryeland and Coloured Ryeland Sheep and the breeding thereof and for other subsidiary purposes.

3.1.7 The provision of rooms and other facilities for the holding and conducting of meetings held pursuant to the Articles and the promotion of the Objects of the Society.

3.1.8 To promote the interests of the breeders of Ryeland and Coloured Ryeland Sheep.

3.1.9 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 Objects of the Society.

3.1.10 To borrow from time to time any monies required for the purposes of the Objects of the Society upon such security as may be determined.

3.1.11 To promote information with reference to sheep breeding by lectures, discussions, books, correspondence or otherwise.

3.1.12 To consider all questions affecting the interest of sheep breeders; to initiate and watch over and, if necessary, petition Parliament or any other authority or to promote deputations in reference to measures affecting sheep breeders.

3.1.13 To keep abreast of modern and scientific developments in the breeding of sheep, and promote the application of proven methods resulting in genetic gains, certainty of parentage and maintenance of purity of the Ryeland and Coloured Ryeland Sheep.

3.1.14 The doing of all such lawful things as are incidental or conducive to the attainment of the Objects or any of them.

3.2 None of the Objects set forth in any sub-clause of this clause 3 shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the content expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this clause, or by reference to or inference from the name of the Society.

3.3 None of the sub-clauses of this clause 3 and none of the Objects therein specified shall be deemed subsidiary or ancillary to any of the Objects specified in any other sub-clause, and the Society shall have as full a power to exercise each and every one of the Objects specified in each sub-clause of this clause as though each such sub-clause contained the objects of a separate company.

3.4 All the income and property of the Society shall be applied solely towards the promotion of the Objects of the Society and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by profit to the members of the Society.

3.5 If upon the winding up or dissolution of the Society there remains, after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst members of the Society but shall be given or transferred to some other institution or institutions having objects similar to the objects of this Society to be determined by the members of the Society, or in default thereof, by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision then to some charitable cause.

PART 2  
COUNCIL  
COUNCIL'S POWERS AND RESPONSIBILITIES

**4. Council's general authority**

4.1 Subject to the Articles the policy and general management of the business of the Society shall be determined by Council for which purpose Council may exercise all the powers of the Company.

4.2 Council may from time to time make such reasonable and proper rules or bylaws as it may deem necessary or expedient for the proper conduct and management of the Society. The by laws may regulate the following matters but are not restricted to them:

4.2.1 The admission of Members of the Society (including the admission of organisations to Membership) and the rights and privileges of such Members, and the entrance fees, subscriptions and other fees or payments to be made by Members;

4.2.2 The procedure at General Meetings, Coloured Ryeland Sheep Committee, Ryeland Sheep Committee, Regional Committee meetings,

committee meetings, and meetings of Council in so far as such procedure is not regulated by the Acts or by these Articles; and

4.2.3 The registration of Ryeland and Coloured Ryeland sheep in the flock books of the Society;

4.2.4 The appointment of judges to the Society's panel of Judges for Ryeland and Coloured Ryeland Sheep;

4.2.5 Generally, all such matters as are commonly the subject matter of company rules.

4.2.6 The selection of Judges for Ryeland sheep classes shall be delegated by Council to the Ryeland Sheep Committee and the selection of Judges for Coloured Ryeland sheep classes shall be delegated by Council to the Coloured Ryeland Sheep Committee. Where neither of these committees select judges Council shall select.

4.3 Council must adopt such means as they think sufficient to bring the rules and bylaws to the notice of Members of the Society but shall in any case ensure that they are published annually with the annual flock books.

4.4 The rules or bylaws shall be binding on all Members of the Society. No rule or by law shall be inconsistent with the Articles.

4.5 The Company Secretary may be appointed at the discretion of Council, and the Company Auditors, Secretary to Council and Administrator to the Society shall be appointed by Council and their fees and remuneration shall be determined by Council.

4.6 The proceedings of Council shall not be invalidated by any failure to elect, or any defect in the election, appointment, co-option or qualification of any member.

## **5. Members' reserve power**

5.1 The members may, by special resolution, direct Council to take, or refrain from taking, specified action.

5.2 No such special resolution invalidates anything which Council has done before the passing of the resolution.

## **6. Committees**

Council may appoint such special or standing committees as may be deemed necessary by Council and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such special or standing committees shall be reported back to Council. There is no requirement that the members of any such committee be Council members. The Chairman and Vice Chairman of Council may be appointed as full members of any such special or standing committees and may in their absolute discretion attend any meeting of a special or standing committee as an ex – officio member with no voting rights.

### **DECISION-MAKING BY COUNCIL**

## **7. Council to take decisions collectively**

7.1 Save as otherwise provided in these Articles all questions arising at any Council meeting shall be decided by a simple majority of those present at the meeting entitled and qualified to vote.

7.2 No variation to the amount of annual membership fees or other financial subscriptions payable by the members to the Society shall be varied or rescinded unless the resolution varying or rescinding the same is debated at a meeting of Council and voted upon at the subsequent meeting of Council.

## **8. Calling a Council meeting**

8.1 Council will endeavour to meet quarterly each year but in any event not less than half yearly.

8.2 Chairman of Council or in his absence the Vice Chairman or Deputy Vice Chairman will call the meetings referred to in article 8.1 by giving at least twenty eight clear days written notice of the meeting to the members of Council or by authorising the Secretary of Council to give such notice.

8.3 Notice of any Council meeting must indicate

- (a) its proposed date and time; and
- (b) where it is to take place.

8.4 Notice of a Council meeting must be given to each member of Council in writing.

8.5 The Chairman of Council (or in his absence the Vice Chairman or Deputy Vice Chairman) or a quorum of Council members (seven) have the authority to call an emergency meeting of Council by seven clear days written notice to each Council member of such meeting at any time. Such an Emergency Council Meeting can be held remotely where the conditions detailed in clause 8.6 are met.

8.6 Where any governmental restriction, order or regulation or statutory prohibition or ongoing disease characterised by human – to human spread is prevalent throughout the country and poses a serious risk to health prevents the holding of a scheduled Council Meeting duly notified in accordance with clause 8.2 for more than 28 days beyond the scheduled date then with the majority agreement of the Chairman, Vice Chairman, Deputy Vice Chairman, President and Deputy President, the Chairman of Council (or in his absence or failure to act the Vice Chairman or Deputy Vice Chairman) may call a Remote Council Meeting subject to the following conditions being met:

(a) Video and audio must be combined to connect online to achieve real time interactions.

(b) All participants can see and hear everyone else, no council member may participate if they cannot be seen and heard by all other participants.

(c) Seven clear days written notice to each Council member is provided of such a remote Council meeting being held with the details of how a government restriction, order or regulation or statutory prohibition prevents holding of a Council meeting and confirmation of the vote held in accordance with clause 8.6 detailing who voted with or against the proposal to call a remote meeting of Council.

(d) The agenda is to be agreed by the majority agreement of the Chairman, Vice Chairman, Deputy Vice Chairman, President and Deputy President and restricted to items that require a timely decision so as to limit the duration of the meeting to a minimum.

(e) If the number of votes for and against a proposal to call a remote meeting of Council or the proposed agenda for such a remote meeting are equal, the Chairman or in his absence the Vice Chairman or Deputy Vice Chairman has a casting vote.

## **9. Participation in Council meetings**

9.1 Council members may only participate in a Council meeting by personal attendance at any meeting called pursuant to the articles.

9.2 The President Elect is entitled to attend Council but his / her office does not entitle him / her to vote at Council meetings.

### 9.3 Remote Council Meetings

9.3.1 Council members may participate in a remote council meeting duly called in accordance with clause 8.6, also known as a virtual council meeting, by using video and audio combined to connect online to achieve real time interactions providing everyone participating can see and hear everyone else.

## **10. Quorum for Council meetings**

10.1 At a Council meeting, unless a quorum of Council members is present, no proposal is to be voted on except a proposal to call another meeting.

10.2 A quorum at any Council meeting shall be seven members or such other number as the members of the Society in a General Meeting from time to time determine.

## **11. Chairing of Council meetings**

The Chairman or Vice Chairman or Deputy Vice Chairman will chair Council meetings. If the Chairman, Vice Chairman or Deputy Vice Chairman are not participating in a Council meeting the participating members of Council must appoint one of themselves to chair it.

## **12. Casting vote**

If the numbers of votes for and against a proposal are equal, the Chairman or other member of Council chairing the meeting has a casting vote.

## **13. Conflicts of interest**

Provided that a member of Council has disclosed to his fellow Council members the nature and extent of any interest he may have, whether directly or indirectly, in any actual or proposed contract, transaction or arrangement with the Society in accordance with the Acts, or any other material interest of his, a member of Council may vote at a meeting of Council on a resolution concerning any matter in which he has, directly or indirectly any interest or duty, which is material and which conflicts or may conflict with the interests of the Society, and he shall be counted in the quorum when that resolution or matter is considered provided always that in the above circumstances the other members of Council may decide to exclude the member concerned from any voting on any resolution concerning the matter and such member shall not be counted in the quorum when that resolution or matter is considered.

#### **14. Records of decisions to be kept**

14.1 A Minute Book shall be kept by the Secretary of Council who shall enter a record of all proceedings and resolutions of Council such record to be approved at the following Council meeting and signed by the Chairman of that meeting.

14.2 Council must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Council.

#### **APPOINTMENT OF COUNCIL MEMBERS, THE PRESIDENT AND PRESIDENT ELECT of THE SOCIETY, REGIONAL COMMITTEES and THE COLOURED RYELAND SHEEP COMMITTEE**

#### **15. Number of Council, Regional Committees, Ryeland Sheep Committee and Coloured Ryeland Sheep Committee members**

15.1 Unless otherwise determined by ordinary resolution Council members will be;

15.1.1 Those members elected pursuant to article 18; and

15.1.2 The President and Deputy President; and

15.1.3 The Chairman of the Coloured Ryeland Sheep Committee elected pursuant to article 38.2

15.1.4 Each Representative of the nine regions duly elected pursuant to article 39.3 and

15.1.5 The Chairman of the Ryeland Sheep Committee elected pursuant to article 40.2

15.2 Unless otherwise determined by ordinary resolution Coloured Ryeland Committee members will be:

15.2.1 Minimum of four and maximum of ten members elected pursuant to articles 17.2 and

15.2.2 The Chairman or, in the Chairman's absence, the Vice Chairman.

15.3 Unless otherwise determined by ordinary resolution for each regional committee members will be:

15.3.1 A minimum of 4 and maximum of 10 members pursuant to articles 17.1 and

15.3.2 The Chairman or, in the Chairman's absence, the Vice Chairman.

15.4 Unless otherwise determined by ordinary resolution Ryeland Sheep Committee members will be:

15.4.1 Minimum of four and maximum of ten members elected pursuant to articles 17.3 and

15.4.2 The Chairman or, in the Chairman's absence, the Vice Chairman.

## **16. Term of office**

16.1 Election to Council, a Regional Committee, membership of the Coloured Ryeland Sheep committee and membership of the Ryeland Sheep Committee shall be for a term of three years.

16.2. Election to the roles of President and President Elect shall be for a term of one year.

16.3 If an elected member of Council, Coloured Ryeland Sheep Committee, Ryeland Sheep Committee or Regional Committee, resigns his position, ceases to be a member of the Society, dies or in respect to a member of Council his membership of Council is terminated pursuant to article 20 then Council shall appoint the member of the Society (if willing to serve) who was the candidate in the previous election to Council, Coloured Ryeland Sheep Committee, Ryeland Sheep Committee or Regional Committee who received the largest number of votes of candidates not then elected and he shall serve on Council, Coloured Ryeland Sheep Committee, Ryeland Sheep Committee or Regional Committee for the remainder of the term of office of the member he replaces. The like procedure shall be observed as often as required and in default of candidates, Council may advertise the vacancy generally within the Society and then appoint any eligible member of the Society, who has signified in writing he is willing to be a Council Member, Coloured Ryeland Sheep Committee Member, Ryeland Sheep Committee or Regional Committee Member to fill any such vacancy. Any member so appointed shall hold office until the Annual General Meeting at which the elected Council, Coloured Ryeland Sheep Committee, Ryeland Sheep Committee or Regional Committee member he replaces would have retired.

16.4 When exercising the power of appointment in article 16.3 Council shall ensure that the regional representation of Council as defined in Article 18.2 is observed.



## **17. Candidates for Election**

17.1 Any member or representative of a member organisation of the Society over the age of 18 years and who is permitted by law to do so shall be an eligible candidate to serve as a member of Council, member of a Regional Committee, President or President Elect.

17.2 Any member or representative of a member organisation of the Society over the age of 18 years holding a Coloured Ryeland Sheep Flock prefix and who is permitted by law to do so shall be an eligible candidate to serve as a member of the Coloured Ryeland Sheep Committee.

17.3 Any member or representative of a member organisation of the Society over the age of 18 years holding a Ryeland Sheep Flock prefix and who is permitted by law to do so shall be an eligible candidate to serve as a member of the Ryeland Sheep Committee.

### Election procedure

## **18. Regional representation of council members**

18.1 In any year in which elections to Council are held the previous year's total membership number of the Society will be divided by 12 to establish the ratio of Council members to Society Members. The resulting ratio will be divided into the number of members residing in a region in the previous year to determine the number of Council representatives for each region. Fractions will be rounded to the nearest whole number and no region will be allocated less than 1 representative. The sum of the resulting total will represent the total number of members that will be elected to serve on Council.

18.2 Nine geographical regions will be represented on Council namely, **Region 1 Northern England** (Cumbria, County Durham, Lancashire, Northumberland, Tyne and Wear and Isle of Man).

**Region 2 Yorkshire** (East Riding of Yorkshire, North Yorkshire, West Yorkshire and South Yorkshire,)

**Region 3 North Wales and Mercia** Anglesey, Gwynedd, Clwyd, Merseyside, Cheshire, Staffordshire, Greater Manchester and Derbyshire) and Northern Ireland

**Region 4 Herefordshire and the Marches** (Herefordshire, Worcestershire, Shropshire, West Midlands, Warwickshire and Gloucestershire)

**Region 5 Mid, West & South Wales** (All those Counties of Wales excluding Anglesey, Gwynedd and Clwyd)

**Region 6 East of England** (Nottinghamshire, Leicestershire, Northamptonshire, Bedfordshire, Hertfordshire, Essex, Suffolk, Cambridge, Lincolnshire and Norfolk)

**Region 7 South East of England** (Oxfordshire, Buckinghamshire, Berkshire, Hampshire, Surrey, London, Sussex, Kent and Isle of Wight)

**Region 8 South West of England** (Avon, Wiltshire, Dorset, Somerset, Devon and Cornwall)  
And  
**Region 9 Scotland.**

Any member residing outside the geographical areas herein defined will be deemed to reside in Region 4 Hereford and the Marches Counties Region.

## **19. Nomination and voting**

Nominations for membership of Council, President, President Elect and membership of the Coloured Ryeland Sheep Committee, Ryeland Sheep Committee and a Regional Committee must be;

### 19.1

19.1.1 Made in writing on the form prescribed by Council obtainable on request from the Administrator and

19.1.2 In respect of nominations for Council and a Regional Committee Contain the signatures of the candidate and two members from the same region in support of such nomination and

19.1.3 In respect of nominations for the Coloured Ryeland Sheep Committee contain the signatures of the candidate and two members holding a Coloured Ryeland Sheep Flock prefix and those members are only permitted to make one nomination.

19.1.4 In respect of nominations for the Ryeland Sheep Committee contain the signatures of the candidate and two members holding a Ryeland Sheep Flock prefix and those members are only permitted to make one nomination.

19.1.5 Be delivered to and received by the Administrator at least forty two clear days before the date of the relevant Annual General Meeting.

19.2 In the event of there being more nominations than the permitted number of Council members, members of the Coloured Ryeland Sheep Committee, Ryeland Sheep Committee, members of a Regional Committee and several nominations for the positions of President and President Elect then;

19.2.1 A ballot paper listing the members nominated and eligible for election to Council and nominated for the positions of President, President Elect, membership of the Coloured Ryeland Sheep Committee, membership of the Ryeland Sheep Committee and

membership of a Regional Committee shall be sent to every member entitled to vote at least twenty eight clear days before the Annual General Meeting.

### 19.3

19.3.1 Each member may give one vote to each candidate for Council and one vote to each candidate of a Regional Committee resident in the same geographical area as the voting member up to the maximum number of candidate vacancies that are available, one vote for one candidate for the position of President and one vote for one candidate for the position of President Elect.

19.3.2 Members holding a Coloured Ryeland Sheep Flock prefix may (in addition to their voting rights detailed in article 19.3.1) give one vote to each candidate up to the maximum number of candidate vacancies that are available for the position of member of the Coloured Ryeland Sheep Committee.

19.3.3 Members holding a Ryeland Sheep Flock prefix may (in addition to their voting rights detailed in article 19.3.1) give one vote to each candidate up to the maximum number of candidate vacancies that are available for the position of member of the Ryeland Sheep Committee.

19.3.4 The completed ballot papers must be returned to an independent returning officer appointed by Council so as to reach him not later than twenty one clear days prior to the Annual General Meeting.

19.3.5 The returning officer shall count all the votes so given and the candidates chosen in order of majority shall be elected to Council and appointed President, President Elect and members of the Coloured Ryeland Sheep Committee, Ryeland Sheep Committee and Regional Committee respectively for the permitted term of office.

19.4 If two or more candidates receive an equal number of votes, the selection of the candidate to serve on Council, or a Regional Committee or the Coloured Ryeland Sheep Committee or the Ryeland Sheep Committee out of the candidates having such equality shall be made by the drawing of lots by the President at the Council meeting immediately preceding the Annual General Meeting or earlier Council Meeting if appropriate. A like process carried out by the Chairman will deal with equality of votes in the election of the President or President Elect.

19.5 The President will attend the Council meeting immediately preceding the Annual General Meeting and preside over the election by Council of the Chairman and shall, if required, have the casting vote in this election.

19.6 The Chairman elected by Council at the meeting shall then preside over the election of the Vice Chairman and Deputy Vice Chairman of Council and the Treasurer of the Society (who shall be a member of Council) and the Chairman shall, if required, have the casting vote in these elections. The Chairman, Vice Chairman, Deputy Vice Chairman and Treasurer so elected shall hold office for one year following their election but may stand for re-election each year.

19.7 At the Society's Annual General Meeting the chairman of the meeting will declare the results of the elections for the positions of President, President Elect, membership of the Coloured Ryeland Sheep Committee, membership of the Ryeland Sheep Committee, members of each Regional Committee and Council.

19.8 The President shall hold office until the Annual General Meeting of the Society next following his or her election when he or she will be succeeded by the President Elect.

19.9 The retiring President shall become the Deputy President of the Society for the ensuing year.

19.10 If the President Elect is unable or unwilling to take the office of President at the Annual General Meeting the President for the ensuing year may be elected by the members of the Society present at the Annual General Meeting.

## **20. Termination of membership of Council**

Membership of Council will be terminated with immediate effect if:-

20.1 The member becomes bankrupt or makes any arrangement or composition with his creditors generally; or

20.2 The member resigns his membership of Council by written notice to the Society: or

20.3 The member fails to attend a minimum of two Council meetings in any 12 month period prior to an Annual General Meeting of the Society, without reasons provided by the member and accepted by a majority of Council, for such absence; attendance shall be defined as the member being present for the entire duration of the meeting or

20.4 The member ceases to be a member of the Society; or

20.5 The member's office is terminated by Council under disciplinary procedures of the Society; or

20.6 By virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law.

**PART 3**  
**MEMBERS**  
**BECOMING AND CEASING TO BE A MEMBER**

**21. Membership**

Membership is open to individuals or organisations who;

21.1 Complete an application for membership in a form approved by Council; and

21.2 Are approved by Council which shall have an absolute discretion to determine the application and shall not be liable to give any reason for the admission or rejection of the applicant and

21.3 Pay to the Society the annual fees and or subscriptions due to the Society as determined by Council from time to time.

**22. Register of members**

22.1 Council must keep a register of names and addresses of the Members.

22.2 Membership of the Society is personal and is not transferable to anyone else.

**23. Classes of Membership**

Council may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of Members

**24. Termination of Membership**

Membership is terminated if:-

24.1 The Member dies or, if it is an organisation, it ceases to exist;

24.2 The Member resigns by written notice to the Administrator;

24.3 Any sum due from the Member to the Society is not paid in full within twelve months of it falling due.

24.4 The Member is removed from membership by a resolution of Council that it is in the best interests of the Society that his or her membership is terminated. A resolution to remove a Member from membership may only be passed by Council if:

24.4.1 The Member has been given at least twenty one clear days' notice in writing of the meeting of Council at which the resolution will be proposed and the reasons why it is to be proposed; and

24.4.2 The Member or, at the option of the Member, the Member's representative (who need not be a member of the Society) has been allowed to make representations on behalf of the Member to the meeting of Council relating to the resolution.

#### ORGANISATION OF GENERAL MEETINGS

### **25. Annual and General Meetings**

An Annual General Meeting of the Society must be held not later than 31<sup>st</sup> May in each calendar year and not more than fifteen calendar months after the preceding Annual General Meeting. All meetings other than the Annual General Meeting shall be called General Meetings.

### **26. Venue**

26.1 The Annual General Meeting shall be held in such place as Council shall determine and will rotate sequentially between the geographical regions specified in article 18.2 where there is an active regional committee. Where there is no active regional committee the AGM will, at Councils discretion, be held in the next geographical region sequenced for the AGM to be held.

26.2 General Meetings convened by Council shall be held in such place as Council shall determine.

### **27. Notice**

27.1 At least twenty-one Clear Days Notice of the Annual General Meeting and fourteen Clear Days Notice of a General Meeting specifying the date, time and place of the meeting shall be given to each member of the Society.

27.2 A Notice convening an Annual General Meeting will include an agenda for the meeting, minutes of the previous Annual General Meeting, a copy of the annual accounts signed by the Auditor and specify any other business to be dealt with at the meeting which shall include but not be restricted to the following:

27.2.1 The announcement of the results of any elections held pursuant to the articles for the appointment of the President, President Elect, Council members, Regional Committee members and the members of the Coloured Ryeland Sheep Committee.

27.2.2 Presentation of annual reports by the Chairman and the Chairman of the Coloured Ryeland Sheep Committee.

27.2.3 Consideration and approval of the annual accounts and Auditors report.

27.3 A Notice convening a General Meeting will include an agenda for the meeting and specify the nature of the business to be dealt with at the meeting.

27.4 Notice of the Annual General Meeting and any other General Meetings of the Society shall be given to all the Members and to any other person entitled to receive a copy under the Act.

27.5 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 that meeting.

## **28. Chairman of meetings**

28.1 The President shall act as chairman of the Annual General Meeting and any General Meetings of the Society.

28.2 If the President is unable or shall be unwilling to preside as chairman of the Annual General meeting or a General Meeting then the Deputy President shall preside but in the absence or unwillingness of both the President and Deputy President to preside the Chairman shall preside unless the Chairman is unwilling to act or is not present in which case the Members shall choose any Member of the Society who shall be present to preside and failing him such other person as the members present shall elect.

## **29. Notice of General Meetings**

Council may call a General Meeting of the Society at any time and;

29.1 Council shall convene a General Meeting on the written requisition of at least 10% of the Members of the Society provided that the requisition states the object of such a meeting and is signed by the Members requisitioning the meeting and is deposited with the Administrator and at the registered office of the Society and;

29.2 If Council does not within 21 days of the deposit of a valid requisition proceed to call a General Meeting, the members requisitioning the meeting may themselves convene the meeting and the reasonable postage and venue hire costs incurred by the members so convening a General Meeting pursuant to this article shall be paid by the Society.

## PROCEEDINGS AT GENERAL MEETINGS

### **30. Quorum**

30.1 No business other than the appointment of the chairman of the meeting shall be transacted at any General Meeting unless a quorum is present.

30.2 A quorum at any General Meeting of the Society shall be twenty members entitled to vote upon the business to be conducted at the meeting.

30.3 If the persons attending a General Meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

### **31. Adjournment of meetings**

31.1 The chairman of the meeting may adjourn a General Meeting at which a quorum is present if;

31.1.1 The meeting consents to an adjournment; or

31.1.2 To ensure that the business of the meeting is conducted in an orderly manner.

31.2 The chairman of the meeting must adjourn a General Meeting if directed to do so by the meeting.

31.3 When adjourning a General Meeting, the chairman of the meeting must;



31.3.1 Either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors, and

31.3.2 Have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

31.4 If the continuation of an adjourned meeting is to take place more than fourteen days after it was adjourned, the Company must give at least seven clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given);

31.4.1 To the same persons to whom notice of the company's General Meetings is required to be given, and

31.4.2 Containing the same information which such notice is required to contain.

31.5 No business may be transacted at an adjourned General Meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

#### VOTING AT GENERAL AND ANNUAL GENERAL MEETINGS

### **32. Voting**

32.1 A resolution put to the vote at a meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

32.2 Subject to article 23 every member whether an individual or an organisation shall have one vote.

32.3 Any organisation that is a member of the Society may nominate any person to act as its representative at any meeting of the Society. The organisation must give written notice to the Society of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Society.

### **33. Errors and disputes**

33.1 No objection may be raised to the qualification of any person voting at a meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

33.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

#### **34. Poll votes**

34.1 A poll on a resolution may be demanded at a meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

34.2 A poll may be demanded by;

34.2.1 The chairman of the meeting;

34.2.2 Two or more persons having the right to vote on the resolution.

34.3 A demand for a poll may be withdrawn if;

34.3.1 The poll has not yet been taken, and

34.3.2 The chairman of the meeting consents to the withdrawal.

34.4 Polls must be taken immediately and in such manner as the chairman of the meeting directs.

#### **35. Members Voting by Proxy and the Content of proxy notices**

35.1 Proxies may only validly be appointed by a member by a notice in writing (a "proxy notice") which:-

35.1.1 States the name and address of the member appointing the proxy;

35.1.2 Identifies the person appointed to be that member's proxy and the meeting in relation to which that person is appointed;

35.1.3 Is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

35.1.4 Is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the meeting to which they relate.

35.2 The Society may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

35.3 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.

35.4 Unless a proxy notice indicates otherwise, it must be treated as;

35.4.1 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

35.4.2 Appointing that person as a proxy in relation to any adjournment of the meeting to which it relates as well as the meeting itself.

### **36. Delivery of proxy notices**

36.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a 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 Society by or on behalf of that person.

36.2 An appointment under a proxy notice may be revoked by delivering to the Society a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

36.3 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.

36.4 If a proxy notice 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 appointers' behalf.

### **37. Amendments to resolutions**

37.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if;

37.1.1 notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and

37.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

37.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if;

37.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

37.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

37.3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

#### PART 4

#### THE COLOURED RYELAND SHEEP COMMITTEE

38. The promotion and general management of matters concerning Coloured Ryeland Sheep shall be performed by the Coloured Ryeland Sheep Committee pursuant to the Articles.

38.1 The functions and responsibilities of the committee include but are not restricted to the following;

38.1.1 Promotion of meetings and events for Coloured Ryeland sheep breeders.

38.1.2 Select judges from the Society's panel of Judges for shows holding Coloured Ryeland Sheep Classes pursuant to the rules for the appointment of Judges.

38.1.3 Make suggestions to Council regarding the registration of Coloured Ryeland Sheep.

38.1.4 Make suggestions with regard to the rules and other aspects of the Society to Council.

38.2 The committee shall appoint a Chairman, Vice Chairman and Secretary from the members of the committee. The Chairman, Vice Chairman and Secretary so elected shall hold office for one year following their election but may stand for re-election by the committee members each year.

38.3 Minutes of meetings shall be taken for each meeting of the committee and approved in the next and a copy provided to the Secretary of Council.

38.4 The quorum of the committee is established when 3 members are in attendance, voting is by simple majority and in the case of equality of votes the chairman of the committee will have a casting vote.

38.5 The committee will meet a minimum of twice per year.

38.6 The committee shall exercise financial control of the budgets allocated to it in accordance with the rules of the Society and be subject to annual audit by the Auditors appointed by Council.

38.7 The annual budget allocated to the Coloured Ryeland Sheep Committee shall be a sum equal to 30% of the membership fees paid to the Society by members holding a Coloured Ryeland Sheep Flock prefix only plus 25% of the membership fees for those members holding both a Ryeland Sheep flock prefix and a Coloured Ryeland Sheep flock prefix. Any additional funding must be approved and authorised by Council.

38.7.1 There will be no roll over of any unused annual budget from one financial year to another financial year.

38.7.2 Any spend on any one item or in connection with any one event exceeding £1000 of the annual budget then the authority of Council must be obtained for the amount exceeding £1000 of the annual budget before it can be spent.

38.8 The Chairman or, in the Chairman's absence, the Vice Chairman, are entitled to attend a meeting of the committee and vote.

38.8.1 The Chairman of the Ryeland Sheep Committee or in his absence the Deputy Chairman of the Ryeland Sheep Committee is entitled to attend a meeting of the committee, participate but shall not be entitled to vote. In the absence of both the Chairman and Deputy Chairman of the Ryeland Sheep Committee then the Chairman of the Ryeland Sheep Committee, in his discretion, can nominate a member of the Ryeland Sheep Committee to attend a meeting of the committee, participate but shall not be entitled to vote.

38.9 Termination of membership of the Coloured Ryeland Sheep Committee

Membership of the Coloured Ryeland Sheep Committee will be terminated with immediate effect if:-

38.9.1 The member becomes bankrupt or makes any arrangement or composition with his creditors generally; or

38.9.2 The member ceases to hold a Coloured Ryeland Sheep Flock prefix.

38.9.3 The member fails to attend a minimum of one Coloured Ryeland Sheep Committee meetings in any 12 month period prior to an Annual General Meeting of the Society, without reasons provided by the member and accepted by a majority of Council, for such absence; attendance shall be defined as the member being present for the entire duration of the meeting or

38.9.4 The member ceases to be a member of the Society; or

38.9.5 The member's office as member of the Coloured Ryeland Committee is terminated by Council under disciplinary procedures of the Society.

## PART 5 REGIONAL COMMITTEES

39. The promotion of matters concerning member's activities in the regions shall be performed by the relevant regional committee pursuant to the Articles.

39.1 The functions and responsibilities of the committee include but are not restricted to the following;

39.1.1 Promotion of meetings and events including but not limited to open days, training days, social events, educational events for members of the Ryeland Flock Book Society in each relevant region.

39.1.2 Select judges, whose names appear on the official list of Society judges, for shows holding Coloured Ryeland and Ryeland Sheep Classes within the relevant region which are not selected by Council, Ryeland Committee or the Coloured Ryeland Committee pursuant to the rules for the appointment of Judges.

39.1.3 Be the first point of contact for all new members of the Society that reside within the relevant region and generally assist all members of the Society residing within the relevant region.

39.1.4 Make suggestions with regard to the rules and other aspects of the Society to Council.

39.1.5 Host the AGM of the Society when sequenced to be held in the region. Council shall determine and allocate the budget to enable the host region to organise the AGM.

39.1.6 Arrange and organise promotional activities including the Society Stand at events and agricultural shows held in the region.

39.1.7 Make written application to the Council of the Society for additional grant of funds to be used to further the objects of the Society in that region.

39.2 The committee shall appoint a Chairman, Vice Chairman, Secretary and Treasurer from the members of the committee. The Chairman, Vice Chairman, Secretary and Treasurer so elected shall hold office for one year following their election but may stand for re-election by the committee members each year.

39.3 The committee shall appoint a Representative of Council who shall become a Director of the Society and hold office as such for three years following appointment. The Council representative need not necessarily be selected from the Chairman, Vice Chairman, Secretary and Treasurer but from all the members of the committee. In the event that the representative of Council vacates the position the committee shall appoint a new representative.

39.4 Minutes of meetings shall be taken for each meeting of the committee and approved in the next and a copy provided to the Secretary and Chairman of Council

39.5 The quorum of the committee is established when 3 members are in attendance, voting is by simple majority and in the case of equality of votes the chairman of the committee will have a casting vote.

39.6 The committee will meet a minimum of three times per year.

39.7 The committee shall exercise financial control of the budgets allocated to it in accordance with the rules of the Society and be subject to annual audit by the Auditors appointed by Council.

39.8 The annual budget allocated to a Regional Committee shall be set by Council. Any additional funding must be approved and authorised by Council.

39.9 Where any Regional Committee raises funds through fund raising initiatives such money raised shall be kept for the exclusive use of that region and must at all times be accounted for in accordance with the rules of the Society.

39.9 The Chairman or, in the Chairman's absence, the Vice Chairman, are entitled to attend a meeting of a regional committee and vote.

39.10 Where insufficient candidates are nominated for a regional committee to be established then the arrangements for electing a regional committee in that region shall lie dormant until the next regional elections fall due or Council, at its absolute discretion, decide to hold elections for that region in

which case any duly elected regional committee shall only hold office until the next scheduled regional committee elections fall due.

#### 39.11 Termination of membership of a Regional Committee

Membership of a Regional Committee will be terminated with immediate effect if:-

39.11.1 The member becomes bankrupt or makes any arrangement or composition with his creditors generally; or

39.11.2 The member resigns his membership of the Regional Committee by written notice to the Society: or

39.11.3 The member fails to attend a minimum of two Regional Committee meetings in any 12 month period prior to an Annual General Meeting of the Society, without reasons provided by the member and accepted by a majority of Council, for such absence; attendance shall be defined as the member being present for the entire duration of the meeting or

39.11.4 The member ceases to be a member of the Society; or

39.11.5 The member's office as member of a Regional Committee is terminated by Council under disciplinary procedures of the Society.

### PART 6

#### THE RYELAND SHEEP COMMITTEE

40. The promotion and general management of matters concerning Ryeland Sheep shall be performed by the Ryeland Sheep Committee pursuant to the Articles.

40.1 The functions and responsibilities of the committee include but are not restricted to the following;

40.1.1 Promotion of meetings and events for Ryeland sheep breeders.

40.1.2 Select judges from the Society's panel of Judges for shows holding Ryeland Sheep Classes pursuant to the rules for the appointment of Judges.

40.1.3 Make suggestions to Council regarding the registration of Ryeland Sheep.

40.1.4 Make suggestions with regard to the rules and other aspects of the Society to Council.



40.2 The committee shall appoint a Chairman, Vice Chairman and Secretary from the members of the committee. The Chairman, Vice Chairman and Secretary so elected shall hold office for one year following their election but may stand for re-election by the committee members each year.

40.3 Minutes of meetings shall be taken for each meeting of the committee and approved in the next and a copy provided to the Secretary of Council.

40.4 The quorum of the committee is established when 3 members are in attendance, voting is by simple majority and in the case of equality of votes the chairman of the committee will have a casting vote.

40.5 The committee will meet a minimum of twice per year.

40.6 The committee shall exercise financial control of the budgets allocated to it in accordance with the rules of the Society and be subject to annual audit by the Auditors appointed by Council.

40.7 The annual budget allocated to the Ryeland Sheep Committee shall be a sum equal to 30% of the membership fees paid to the Society by members holding a Ryeland Sheep Flock prefix only plus 25% of the membership fees for those members holding both a Ryeland Sheep flock prefix and a Coloured Ryeland Sheep flock prefix. Any additional funding must be approved and authorised by Council.

40.7.1 There will be no roll over of any unused annual budget from one financial year to another financial year.

40.7.2 Any spend on any one item or in connection with any one event exceeding £1000 of the annual budget then the authority of Council must be obtained for the amount exceeding £1000 of the annual budget before it can be spent.

40.8 The Chairman or, in the Chairman's absence, the Vice Chairman, are entitled to attend a meeting of the committee and vote.

40.8.1 The Chairman of the Coloured Ryeland Sheep Committee or in his absence the Deputy Chairman of the Coloured Ryeland Sheep Committee is entitled to attend a meeting of the committee, participate but shall not be entitled to vote. In the absence of both the Chairman and Deputy Chairman of the Coloured Ryeland Sheep Committee then the Chairman of the Coloured Ryeland Sheep Committee, in his discretion, can nominate a member of the Coloured Ryeland Sheep Committee to attend a meeting of the committee, participate but shall not be entitled to vote.

## 40.9 Termination of membership of the Ryeland Sheep Committee

Membership of the Ryeland Sheep Committee will be terminated with immediate effect if:-

40.9.1 The member becomes bankrupt or makes any arrangement or composition with his creditors generally; or

40.9.2 The member ceases to hold a Ryeland Sheep Flock prefix.

40.9.3 The member fails to attend a minimum of one Ryeland Sheep Committee meetings in any 12 month period prior to an Annual General Meeting of the Society, without reasons provided by the member and accepted by a majority of Council, for such absence; attendance shall be defined as the member being present for the entire duration of the meeting or

40.9.4 The member ceases to be a member of the Society; or

40.9.5 The member's office as member of the Ryeland Sheep Committee is terminated by Council under disciplinary procedures of the Society.

## **PART 7**

### **ADMINISTRATIVE ARRANGEMENTS**

#### **41 Means of communication to be used**

Subject to the articles, anything sent or supplied by or to the Company 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 company.

#### **42 Finance**

42.1 The Society's financial year shall end on the 31<sup>st</sup> December.

42.2 All money raised by or on behalf of the Society shall be applied to further the objects of the Society and for no other purposes provided that nothing contained herein shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the Society or for the repayment of reasonable and proper out of pocket expenses incurred by a member with the prior authority of Council.

42.3 Council shall keep proper accounts of the finances of the Society. The accounts shall be inspected at least once a year by the Auditors.

42.4 The accounts for each financial year shall be submitted by Council to the Annual General Meeting.

42.5 Bank and Building Society accounts will be in the name of the Ryeland Flock Book Society Limited with such Banks or Building Societies as Council shall from time to time decide. Council shall authorise and appoint in writing the Chairman, Vice-Chairman and Deputy Vice-Chairman joint signatories for all the Society' bank and savings accounts. All transactions must be signed by not less than two of the three authorised signatories.

42.6 Movable property, the books of accounts, registers, clerical and other equipment shall be kept at the Office of the Society or other such place as the Council shall determine.

#### DIRECTORS' INDEMNITY AND INSURANCE

### **43 Indemnity**

43.1 Subject to paragraph 43.2 a relevant director of the Company may be indemnified out of the company's assets against;

1. any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,
2. any liability incurred by that director in connection with the activities of the company or an associated Company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
3. any other liability incurred by that director as an officer of the Company or an associated company.

43.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

43.3 In this article a "relevant director" means any director or former director of the Company.

## **44 Insurance**

44.1 The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

44.2 In this article;

1. a "relevant director" means any director or former director of the company.

2. a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company.