

Company number: SC000926
Registered charity: SC003894

THE ABERDEEN-ANGUS CATTLE SOCIETY

ARTICLES OF ASSOCIATION

PEDIGREE HOUSE, 6 KING'S PLACE, PERTH, SCOTLAND

2024

**ARTICLES OF ASSOCIATION
OF
THE ABERDEEN-ANGUS CATTLE SOCIETY
(the “Society”)**

1. In these Articles of Association (the “**Articles**”) the following expressions have the following meanings:

“ Annual General Meeting ”	means the General Meeting of the Society to be held in each year;
“ Auditor’s Report ”	means the report of the Auditor accompanying the Balance Sheet and Income and Expenditure Account in accordance with Article 46;
“ Auditor ”	means any auditor appointed by the Society from time to time;
“ Balance Sheet ”	means the balance of the sheet of the Society;
“ Board of Trade ”	the UK Government’s board of trade and any successor organisations;
“ Breeder ”	has the meaning given in Article 27;
“ Bye-laws ”	means the bye-laws of the Society adopted from time to time by the Council pursuant to Article 36(f);
“ Cattle ”	means Aberdeen-Angus cattle;
“ Chairman ”	means: (a) the chairman of a meeting of the Council, as appointed in accordance with Article 41; or (b) the chairman of a General Meeting, as appointed in accordance with Article 53;
“ Common Seal ”	means the common seal of the Society;
“ Contributory ”	means every Member called on to contribute to the assets of the Society in accordance with Article 9 (and “ Contributories ” shall be construed accordingly);

“Council Member”	has the meaning given in Article 28;
“Council”	has the meaning given in Article 28;
“Extraordinary General Meeting”	means any General Meeting of the Society that is not an Annual General Meeting;
“General Meeting”	means a meeting of the Members of the Society called in accordance with these Articles;
“Herd Book”	means the herd book of the Society and any sub-herd books maintained, each as amended from time to time;
“Income and Expenditure Account”	means the income and expenditure account of the Society;
“Junior Vice-Presidency”	means the position of Junior Vice-President;
“Junior Vice-President”	means the junior vice-president of the Society, being a position of the Council;
“Meeting of the Council”	means a meeting of the Council held in accordance with the terms of these Articles;
“Member”	has the meaning given in Article 17;
“Presidency”	means the position of President;
“President”	means the president of the Society, being a position of the Council;
“Registered Office”	means the registered office of the Society from time to time;
“Requisitionists”	has the meaning given in Article 48;
“Secretary”	means the company secretary of the Society;
“Senior Vice-Presidency”	means the position of Senior Vice-President;
“Senior Vice-President”	means the senior vice-president of the Society, being a position of the Council;
“Special Council Meeting”	means a meeting of the Council convened in accordance with Article 25;

“Sub-Committee” has the meaning given in Article 25a; and

“Vice-Presidents” means together the Junior Vice-President and the Senior Vice-President.

2. The following rules of interpretation shall apply to the terms of these Articles:
 - (a) Article headings and the use of bold type in these articles are included for ease of reference only and shall not affect the construction or interpretation of these articles.
 - (b) Any phrase introduced by the term "include", "including", "in particular", "other" or any similar general term is not limited by any particular examples preceding or following those general terms.
3. The name of the Society is **“The Aberdeen-Angus Cattle Society.”**
4. The Registered Office of the Society will be situate in Scotland.
5. The objects for which the Society is established are:
 - (a) To maintain unimpaired the purity of the breed of cattle known as Aberdeen-Angus, and to promote the breeding of these Cattle.
 - (b) To collect, verify, preserve, and publish the pedigrees of the said Cattle, and other useful information relating to them.
 - (c) To further the above objects by continuing the issue of the publication called “The Aberdeen-Angus Herd Book,” under its present or any other name, and for that purpose to acquire the copyright and absolute property in the said publication, and sundry documents relating thereto or connected therewith.
 - (d) To receive subscriptions and other payments in return for or consideration of the issue of copies of the publications of the Society, and the entry in any such publication of the names and pedigrees of Aberdeen-Angus Cattle.
 - (e) To make Bye-laws for conducting the business, and regulating the proceedings of the Society, and to enforce the same by fines or otherwise.
6. The income and property of the Society, from whatever source derived, shall be applied solely towards the promotion and furtherance of the objects of the Society, as set forth in these Articles, and no part thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit to the persons who at any

- time are or have been Members, or any of them or to any person claiming through any of them. Provided that nothing herein shall prevent the payment in good faith in remuneration to any secretary, editor, officer, clerk or servant of the Society, or to any Member or other person, in return for any services actually rendered to the Society, or prevent the borrowing of money by the Society from any Member thereof under any power of borrowing, at any rate or interest not exceeding 5 per cent.
7. The terms of Article 6 of these Articles are conditions on which a licence was previously granted by the Board of Trade to the Society, in pursuance of the s.18 of the Companies' Act, 1929. For the purpose of preventing any evasion of the terms of the said paragraph, the Secretary of State may from time to time, on the application of any Members, impose further conditions, which shall be duly observed by the Society.
 8. If the Society acts in contravention of Article 6, or of any of the further conditions referred to in Article 7, the liability of every Council Member shall be unlimited, and the liability of every Member who has received any such dividend, bonus, or other profit as aforesaid, shall likewise be unlimited.
 9. Every Member undertakes to contribute to the assets of the Society, in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Society, contracted before the time at which he ceases to be a Member, and of the costs, charges, and expenses of winding up the same, and for the adjustment of the rights of the Contributories amongst themselves, such amount as may be required not exceeding £10; or in case of his liability becoming unlimited under Article 8, such other amount as may be required in pursuance of said paragraph.
 10. If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society, to be determined by the Members at or before the time of dissolution, or in default thereof, by such Judge or Judges of the Court of Session or Sheriff Court as may have or acquire jurisdiction in the matter.

Constitution

11. It is declared, for the purpose of registration, that the number of Members is limited to five thousand.

12. These Articles shall be construed with reference to the provisions of the Companies' Act, 2006, and terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Act. References to any gender include references to each other gender and references to the singular include the plural and vice versa. References to a person include references to any individual (including that individual's legal personal representatives), firm, company, corporation or other body corporate, government, state or agency of a state or any unincorporated association, joint venture or partnership (whether or not having a separate legal personality).
13. The Society does not adopt any other regulations whether contained in Table C in the "Companies (Tables A to F) Regulations 1985" or otherwise except as expressly stated in Article 35.
14. The Society is established for the purposes expressed in these Articles.
15. The Society is established under the Companies' Act, 1862, as a limited Company, and is registered under the 23rd Section of the Companies' Act, 1867, as a Company with limited liability without the addition of the word "limited" to its name.

Members

16. Membership of the Society shall be open to any person, registered company or corporation having an interest in Aberdeen-Angus Cattle.
 - a. Each Member shall co-operate with the Council (as defined herein) in the eradication of any hereditary defect or disease detrimental to the breed and failure to observe this condition shall be deemed to be prejudicial to the interests of the Society and shall entitle the Council to invoke Article 25. In any disputes arising thereto, the decision of the Council as to whether such defect or disease is detrimental to the breed shall be final. As part of such co-operation, the Society reserves the right to test or re-test any animal registered or proposed to be registered into the Herd Book (at the Member or Breeder's cost (each as defined herein)). The Society shall not permit any subsequent testing of a registered animal to occur during the period 6 months from the date of the previous test, unless in the Council's discretion, acting reasonably, that a shorter period between tests would facilitate the Society's aim of eradicating hereditary defects or disease.
17. Applications for membership shall be made on the prescribed form obtainable from the Secretary and shall be countersigned by a Member. Applications shall be laid before the Council by the Secretary as soon as practicable after receipt, and if accepted, the name of the applicant shall

- be entered forthwith in the Register of Members and the applicant notified of his election (a "**Member**").
18. Except as hereinafter provided, membership may be annual or for life. Life Members shall pay to the Society in addition to the prescribed entrance fee such single subscription as shall be determined in manner hereinafter provided. Annual Members shall pay in addition to the prescribed entrance fee such annual subscription as shall be determined in manner hereinafter provided. Life membership shall not be open to registered companies or corporations.
 19. A person carrying on business under a trading name may be registered as a Member under that name along with his proper name.
 20. Members of a partnership owning a herd may be registered jointly as Members and any change in the membership of the partnership shall be intimated to the Secretary as soon as it occurs. Members of a partnership shall not as such be eligible for life membership but shall be jointly liable to pay the prescribed entrance fee and the annual subscription. A member of a partnership so registered shall nevertheless be entitled to be registered as a Member in his own right and in such case shall be eligible at his option for annual or life membership.
 21. The entrance fee and subscription for annual and life Members shall be fixed by the Council and shall be subject to confirmation by the Society in General Meeting.
 22. The annual subscription shall become due on the 1st day of January in each year. A Member whose annual subscription shall remain unpaid on the last day of December in the year in which it falls due shall cease to be a Member. A Member whose annual subscription is in arrears on the 1st day of March in the year in which it falls due, shall not be entitled to receive the Society's publications or to any of the privileges of membership until the subscription shall have been paid.
 23. A Member may resign on giving written notice to that effect to the Secretary, but a Member shall remain liable to pay the annual subscription unless notice of resignation shall have been given prior to the 1st day of December in the year preceding that in which the resignation is to have effect.
 24. The rights and privileges of membership of the Society shall not be transferable or transmissible by act of the Member or by operation of law.
 25. Any Member who shall fail in the observance of any bye-law made by the Council, or whose conduct in any respect shall be, in the opinion of the

Council, derogatory of the character or prejudicial to the interests of the Society, may be removed from the Society by a resolution to that effect passed by a majority of at least two-thirds of the members of the Council present and voting at a Special Council Meeting of which not less than twenty-one days' previous notice specifying the intention to propose such resolution shall have been sent to all Council Members (as defined herein), and at which not less than nine Council Members, exclusive of the Member whose removal is in question, if he shall happen to be a Council Member, shall be present. Provided, however, that any Member in respect of whom any such resolution as aforesaid is to be proposed shall have sent to him by the Secretary a copy of the said resolution and notice at the same time as these are sent to the Council Member, and such Member shall be entitled to attend the said Special Council Meeting and/or to be legally represented thereat, and to make representations why such resolution should not be passed.

- a. The Society shall have the right to re-categorise the Herd Book registration of any animal deemed by the Council to be carrying any hereditary defect or disease detrimental to the breed. The exercise of this power shall be entrusted in the first instance to a sub-committee of the Council (the "**Sub-Committee**") appointed under Article 36h. Any Member or Breeder may, within twenty-one days of notice being given to him of the decision to re-categorise registration, appeal in writing to the Council against the decision of the Sub-Committee to re-categorise registration and, in that event, no such re-categorisation shall be effective unless and until it has been approved at a Special Council Meeting subject to the same voting and notice requirements as are set out in Article 25 at which meeting the Member or Breeder appealing shall be entitled to be present and/or be legally represented and to make representations why such re-categorisation should not be made. Upon re-categorisation being made or becoming effective as the case may be any discrepancy on registration fee (if appropriate) in respect of the animal in question shall be refunded.

26. For the avoidance of doubt, where a Member (including a life Member) is removed for any reason (including in accordance with Article 25) or resigns as a Member of the Society that Member shall have no right to recover any portion of their membership fee from the Society.

27. For the purposes of these Articles, a person (including a natural person, partnership or body corporate) who is not a Member but is the owner of an animal or animals registered in a Herd Book (and is registered as such) is defined as a "**Breeder**" and shall have no rights to attend, vote or participate in any General Meeting, nor any rights other than an entitlement to a pedigree certificate upon registration of the animals within the relevant Herd Book (or sub-Herd Book).

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Council

28. The affairs of the Society shall be administered by a council (the "**Council**"), which shall consist of a President, a Senior Vice-President, a Junior Vice-President and fourteen other members of the Society (the "**Council Members**"). In addition to the foregoing the retiring President of the Society shall be entitled to remain a Council Member and if he remains a Council Member shall be entitled to continue to attend and speak at meetings of the Council, but without voting rights, for a period of one year immediately following his retiral from office, and shall only be eligible to be re-elected as an ordinary Council Member after he has ceased to be a Council Member for one year. The quorum of the Council shall be five, and the Council shall be deemed to be duly constituted, and shall continue to possess all the powers hereby conferred upon it, notwithstanding any vacancies in its body. The President and Vice-Presidents shall be members *ex-officio* of all sub-committees of the Council. No person shall be eligible for election to the Council who is not registered as a Member in his own name. The retiring President of the Society, if he remains a member of Council following his retirement as President of the Society, shall not be eligible to be counted in the quorum at any meetings of Council.
29. The President, the Senior Vice-President and the Junior Vice-President shall be nominated in writing to the Secretary no later than 28 days prior to the date of the Annual General Meeting and shall be elected by the majority of the Member present and voting on the Presidency, the Senior Vice-Presidency and the Junior Vice-Presidency at the Annual General Meeting of the Society. They shall hold office for one year and shall not be eligible for re-election to the same office in successive years. Subject to the terms of Article 35, a retiring President, a retiring Vice-President who has not been elected President and retiring Junior Vice-President who has not been elected Senior Vice-President shall not be eligible for election to the Council until after the lapse of one year from the time of his retirement. Where there is only one candidate nominated for any position of Council, no vote shall be required from the Members and such candidate shall, subject to the Council (acting reasonably) deciding that such candidate is a fit and proper person for election, be elected into such position.
30. Subject to a retiring President's right to remain a Council Member following retiral from office, and the rights and restrictions associated with such continued membership of Council, all in accordance with Article 28, where any other Council Member's term of office comes to an end, whether by:
- (a) the expiry of their term of office;

(b) a no-confidence vote against such Council Member being successfully passed in accordance with Article 41; or

(c) otherwise in accordance with these Articles,

that Council Member's term of office shall immediately cease on the relevant date of occurrence of the event referred to in Article 26(a), (b) or (c) and with effect from such date the relevant Council Member shall hold no voting rights or right to attend, participate or speak at a meeting of the Council.

31. The Council Members (other than the President, the Senior Vice-President and the Junior Vice-President) shall be elected by the Members by postal ballot (or in such other manner as the Council may decide from time to time) held immediately prior to the Annual General Meeting and their election shall be declared at the Annual General Meeting. They shall hold office for three years and shall not be eligible for re-election until after the lapse of one year from the time of their retirement. In the election of Council Member each Member shall have one vote for each vacancy.

32. For the purpose of election of the Council Member, the area covered by the Society shall be divided into constituencies (such constituencies referring to the geographical extent of those constituencies as at the date of adoption of these Articles) returning members as follows:-

Scotland		
North	Authorities of Perth and Kinross, Angus, Dundee City and all Authorities and Areas north of these	Three Members
South	Authorities of Argyll and Bute, Stirling and Falkirk, Clackmannanshire, Fife and all Authorities and Areas south of these	Three Members
England and Wales		
North	Authorities of Lincolnshire, Leicestershire, Staffordshire, Shropshire, Clywd and Gwynedd and all Authorities and Areas north of these	Three members
South	All Authorities and Areas south of the above	Three members
Northern Ireland		
The whole of Northern Ireland	The counties of Antrim, Armagh, Derry/Londonderry, Down,	Two members

	Fermanagh and Tyrone, and all other Authorities and Areas within Northern Ireland.	
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33. Members shall be elected to and shall retire from the Council as follows:-

Scotland		
North	Authorities of Perth and Kinross, Angus, Dundee City and all Authorities and Areas north of these	One member each year
South	Authorities of Argyll and Bute, Stirling and Falkirk, Clackmannanshire, Fife and all Authorities and Areas south of these	One member each year
England and Wales		
North	Authorities of Lincolnshire, Leicestershire, Staffordshire, Shropshire, Clywd and Gwynedd and all Authorities and Areas north of these	One member each year
South	All Authorities and Areas south of the above	One member each year
Northern Ireland		
The whole of Northern Ireland	The counties of Antrim, Armagh, Derry/Londonderry, Down, Fermanagh and Tyrone, and all other Authorities and Areas within Northern Ireland.	Each member shall be elected and hold office in accordance with the terms of Article 31 and shall automatically retire at the third Annual General Meeting following the declaration of their election.

34. Nominations for membership of the Council shall be made in the form prescribed by the Secretary from time to time (including by electronic methods). Each nomination shall have a proposer and seconder both of whom shall be Members resident within the constituency in respect of which the Council Member is to be elected. Eligibility for nominations shall be (i) that the nominee is resident within the constituency in respect of which they are proposed to be elected to the Council and (ii) the ownership by the nominee, either alone or jointly with others, of an Aberdeen-Angus herd situated within the constituency. For the purposes of this Article "resident" in the case of a person having more than one place of residence, shall mean his principal place of residence and in any case of doubt the address at which he is registered in the Register of Members shall be deemed to be a person's principal place of residence.
35. If and whenever the position of President, Vice-President or ordinary Council Member is vacant for any reason (including death, resignation or retirement, by virtue of Article 25 hereof, in any of the circumstances set forth in Article 38 of Table C in the First Schedule to the Companies' Act, 1948, where they become ineligible before entering upon or before the expiration of his term of office, when an ordinary Council Member is elected President or Vice-President or in any case where there is an absence of nominees), the Council may fill the vacancy thereby created until the next Annual General Meeting of the Society when the vacancy shall be filled for the remainder of its term by election of the Members in terms of Article 31. Where in any constituency there is more than one vacancy and the vacancies are for periods of differing duration, the candidate polling the highest number of votes shall be held to have been elected to the vacancy having the longest duration, the candidate polling the next highest number of votes to the vacancy having the next longest duration and so on. Where in any election poll in which there is an equality in votes shall be determined by lot. Where the number of candidates nominated is the same as the number of vacancies, but the vacancies are for differing periods of duration, the period for which each elected candidate shall serve shall be determined by lot.
36. The Council shall have power:
- a. to accept or refuse applications for membership of the Society;
 - b. to fill interim vacancies in the Council as provided in Article 33;
 - c. to hold meetings as and when required and at such times and places as they may fix;
 - d. to hold for the Society the copyright and absolute interest in the publication called "The Aberdeen-Angus Herd Book";
 - e. to apply for registration as a trade mark of the name "Aberdeen-Angus" in respect of any goods article or thing in which the Society has an interest;

- f. to make, draft, prepare, vary, revoke, update and maintain Bye-laws for regulating the administration of the Society and, in conjunction with auctioneers and others, to prescribe the rules for sales held under the auspices of the Society;
 - g. to make Bye-Laws prescribing the terms and conditions on which entries may be made in the Herd Book (including into such categories or groups of entries as the Council may deem appropriate from time to time) and to remove from the Herd Book entries made in breach of such terms and conditions, such right of removal to be subject to the right of appeal by a member as set out in Article 25.a;
 - h. to appoint Sub-Committees of their own number and/or of other Members and to specify their terms of reference;
 - i. to appoint a Secretary who shall also be Treasurer of the Society and the editor of "The Aberdeen-Angus Herd Book";
 - j. to appoint such other senior officials as may be considered necessary; and
 - k. to give directions to the Secretary regarding the expenditure of the funds of the Society and to invest from time to time the accumulated funds in the name of a nominee company of the Society's stockbroker or bank as may be determined by the Council.
37. Subject to the provisions of the Companies Act 2006, but without prejudice to any indemnity to which a Council Member may otherwise be entitled, every Council Member or other officer or auditor of the Society shall be indemnified out of the assets of the Society against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability, negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.
38. Ordinary Meetings of the Council shall, unless otherwise ordered by them, be held at least three times in the year, at such places and times as the Council may determine.
39. Extraordinary Meetings of the Council may be convened by the President, by both Vice-Presidents acting together, or by any eight Council Members, and shall be called by the Secretary.
40. Fourteen days before every Meeting of the Council, notice of the meeting and, unless provided to the Council Members by such other means as the Council Members shall agree from time to time, notice of the business to be transacted thereat, shall be sent by post or email to every Council Member. Where such notice is given by email, service of notice shall be

deemed to be effected on the business day after transmission or (if earlier) upon proof of receipt.

41. All questions and matters brought before a meeting of the Council except the removal of a Member, shall be decided by a majority of the votes of the Council Members present, and each Council Member shall have one vote. In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote. The President, whom failing the Senior Vice-President, whom failing the Junior Vice-President, shall preside as Chairman at all meetings of the Council.
42. Subject to these Articles, Council Members participate in a Meeting of the Council, or part of a Meeting of the Council, when:
 - a. the Meeting of the Council has been called and takes place in accordance with the articles; and
 - b. they can each communicate to the others any information or opinions on any particular item of the business of the meeting.
43. In determining whether Council Members are participating in a Meeting of the Council, it is irrelevant where any Council Member is or how they communicate with each other.
44. If all the Council Members participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Meetings

45. The Annual General Meeting of the Society shall be held at such location (including as an electronic, hybrid or physical general meeting) and at such time as the Council may from time to time determine but so always that not more than fifteen months shall elapse between the date of one Annual General Meeting and the next.
46. Not less than 21 days before each Annual General Meeting there shall be sent to each Member a notice convening the meeting and specifying the place and time thereof. Along with such notice shall be sent to each Member a note of the business to be transacted at the Annual General Meeting, a report by the Council of the activities of the Society during the previous year, a copy of the Income and Expenditure Account and Balance Sheet for the previous year with the Auditor's Report thereon, and a copy of the Minutes of all General Meetings of the Society held since the last Annual General Meeting.

47. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
48. Extraordinary General Meetings of the Society may be convened by the Council at any time on 21 days' notice at such location (including as an electronic, hybrid or physical general meeting) and at such time as the Council may from time to time determine, and Extraordinary General Meetings shall also be convened on like notice on the written requisition of not less than 50 Members or as provided by the Companies Act 2006, Section 303 ("**Requisitionists**"). Such requisition shall state the objects of the meeting and shall be signed by the Requisitionists and deposited at the Registered Office of the Society and may consist of several documents in like form signed by one or more Requisitionists. If the Council do not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a meeting (at such location (including as an electronic, hybrid or physical general meeting) and at such time as the Council may from time to time determine) the Requisitionists, or any of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the said date. Any reasonable expenses incurred by the Requisitionists by reason of the failure of the Council duly to convene a meeting shall be repaid to the Requisitionists by the Society.
49. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts and balance sheets and the reports of the Council and the Auditors, and the election of Council members in place of those retiring.
50. No business shall be transacted at any General Meeting of the Society unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, twenty-five members shall be a quorum. A Member is able to exercise the right to speak at a General Meeting when that Member is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that Member has on the business of the meeting. In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other. Two or more persons who are not in the same place as each other attend a General Meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
51. A member is able to exercise the right to vote at a general meeting when:

- a. that member is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - b. that Member's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other Members attending the meeting.
52. If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting if convened upon a requisition of Members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum.
53. The President, whom failing, the Senior Vice-President, whom both failing, the Junior Vice-President, shall preside as Chairman at every General Meeting of the Society.
54. 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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting; save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
55. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Voting

56. At any General Meeting of the Society every Member shall have one vote and no member shall be entitled to vote unless all monies due by him to the Society shall have been paid. A partnership, registered company or corporation shall vote only through a duly authorised representative.
57. Unless otherwise by law provided all business of the Society shall be determined by the vote of the majority of the Members present, the Chairman of the meeting to have a second or casting vote in the case of an equality of votes.

58. A Member may appoint a proxy to vote on their behalf at a General Meeting of the Society. Proxies may only be validly appointed by a notice in writing which is delivered to the Society not less than 48 hours prior to the relevant General Meeting and is in accordance with (i) any form of proxy notice which the Council may prescribe from time to time and (ii) any instructions contained in the notice of the General Meeting to which they relate.
59. 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. 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 or withdrawn by a Member in person at such meeting or adjourned meeting. For the avoidance of doubt, where a Member appoints a proxy and thereafter personally attends the meeting or adjourned meeting, the Member is deemed to have withdrawn such proxy appointment. 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 appointor's behalf. A demand for a poll by a person as proxy for a member shall be the same as a demand by the relevant member.

Common Seal

60. The custody of the Common Seal shall be vested in the Secretary and a resolution of the Council directing the Common Seal to be affixed to any deed or other document shall be sufficient authority and indemnity to any person or persons affixing the Common Seal pursuant to such direction.

Accounts

61. The Council shall cause proper books 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 the receipt and expenditure takes place;
 - b. all sales and purchases of goods by the Society; and
 - c. the assets and liabilities of the Society.
62. Books of account shall be kept at the Registered Office of the Society, or, subject to the Companies Act 2006 Section 388, at such other place or

places as the Council may direct and shall always be open to the inspection of the Council Members.

63. 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 books of the Society or any of them shall be open to the inspection of members, not being Council Members, and no Member (not being a Council Member) shall have any right of inspecting any account or book or document of the Society except as conferred by statute or authorised by the Council or by the Society in general meeting.

Audit

64. Auditors shall be appointed and their rights and duties regulated in accordance with the Companies Act 2006 Part 16 Chapter 2.

Notices

65. A notice may be given by the Society to any Member either:
- (a) personally or by sending it by post to him or to his registered address;
 - (b) (if he has no registered address) to the address, if any, supplied by him to the Society for the giving of notice to him;
 - (c) by email to the email address supplied by that Member to the Society; or
 - (d) by making such notice available on a website from the date of such advertisement until the conclusion of the meeting or any adjournment of such meeting. For the purposes of this Article 65(d) such notice shall be placed on www.aberdeen-angus.co.uk or such other website as the Society may notify to the Members in writing from time to time.

Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected in the case of a notice of a meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post. Where a notice is given by email, service of a notice shall be deemed to be effected on the business day after transmission or (if earlier) upon proof of receipt. Where a notice is given via website, it shall be deemed to have been given 24 hours after being made available on such website.

66. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

- a. every member, **except** those Members who (having no registered address) have not supplied to the Society an address for the giving of notices to them and have also not provided an email address;
- b. every person being a legal personal representative or a trustee in bankruptcy of a Member where the Member but for his death or bankruptcy would be entitled to receive notice of the meeting;
- c. the Auditor for the time being of the Society.

No other person shall be entitled to receive notices of General Meetings.

Winding-Up

67. Any rules or procedures adopted from time to time by the Society relating to the winding-up and dissolution of the Society shall have effect as if the provisions thereof were repeated in these Articles.