



# What has changed in the Articles of Association (the “AofA”) of the Aberdeen-Angus Cattle Society (the “Society”)?

December 2024

## 1. Definitions

A list of definitions has been added at the beginning of the document to improve clarity for the reader.

## 2. Compliance with Zootechnical Laws

The Society is governed by several sets of laws, including charity and company law. To administrate the breeding programme for Aberdeen-Angus cattle in the UK, the Society is governed by The Animal Breeding (Amendment) (EU Exit) Regulations 2019, and The Animals Aquatic Animal Health, Invasive Alien Species, Plant Propagating Material and Seeds (Amendment) (EU Exit) Regulations 2020.

Clauses regarding genetic conditions have been amended to maintain compliance with these laws.

## 3. Clarification of Membership matters

As above, the Zootechnical laws have led to a re-evaluation of some elements of membership and the AofA have been amended to ensure compliance. There have been minor clarifications to ensure that the Council may properly maintain and update the Bye-laws of the Society, as well as allowing for Herd-book registrations to be categorised by the Council, ensuring compliance with the above laws governing the Society.

## 4. Council Elections

The AofA have been updated to clarify certain procedural aspects of elections to Council, including:

- providing a clear procedure in the event that there is only one candidate nominated for any position of Council. In this case, rather than require a vote the sole nominee shall be elected to that position subject only the Council’s determination that the individual is a fit and proper person for the position; and
- an amendment to clarify the timing of expiry of a Council Member’s term of office.

## 5. Clarification on voting procedures

The 2024 AGM saw some changes to previous voting conventions due its having been combined with an EGM (being any general meeting other than an AGM). This was considered to have caused unnecessary confusion.

AGM voting procedures have been amended to remove any ambiguity and ensure a transparent process. The rules regarding proxy appointment and withdrawal at general meetings of the Society have been set out within the draft to ensure transparency for members.

A separate voting procedures paper has been prepared alongside the revised AofA and is enclosed. The details will also be made available on the Society website.

## 6. Ensuring equal treatment of all members and regions

The previous version of the AofA did not record the regions in a consistent manner. The proposed AofA addresses this.