

**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:

<u>“Annual General Meeting”</u>	<u>means the General Meeting of the Society to be held in each year;</u>
<u>“Auditor’s Report”</u>	<u>means the report of the Auditor accompanying the Balance Sheet and Income and Expenditure Account in accordance with Article 46;</u>
<u>“Auditor”</u>	<u>means any auditor appointed by the Society from time to time;</u>
<u>“Balance Sheet”</u>	<u>means the balance of the sheet of the Society;</u>
<u>“Board of Trade”</u>	<u>the UK Government’s board of trade and any successor organisations;</u>
<u>“Breeder”</u>	<u>has the meaning given in Article 27;</u>
<u>“Bye-laws”</u>	<u>means the bye-laws of the Society adopted from time to time by the Council pursuant to Article 36(f);</u>
<u>“Cattle”</u>	<u>means Aberdeen-Angus cattle;</u>
<u>“Chairman”</u>	<u>means:</u> <ul style="list-style-type: none"><u>(a) the chairman of a meeting of the Council, as appointed in accordance with Article 41; or</u><u>(b) the chairman of a General Meeting, as appointed in accordance with Article 53;</u>
<u>“Common Seal”</u>	<u>means the common seal of the Society;</u>
<u>“Contributory”</u>	<u>means every Member called on to contribute to the assets of the Society in accordance with Article 9 (and “Contributories” shall be construed accordingly);</u>

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

<u>“Sub-Committee”</u>	<u>has the meaning given in Article 25a; and</u>
<u>“Vice-Presidents”</u>	<u>means together the Junior Vice-President and the Senior Vice-President.</u>

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. ~~1.~~ The name of the Society is **“The Aberdeen-Angus Cattle Society.”**

4. ~~2.~~ The Registered Office of the Society will be situate in Scotland.

5. ~~3.~~ 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. ~~4.~~ 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 ~~of Association (the “Articles”)~~, and no part thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of

~~11.9.~~—It is declared, for the purpose of registration, that the number of ~~Members of the Society~~ is limited to five thousand.

~~12.10.~~—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).

~~13.11.~~—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 ~~30~~35.

~~14.12.~~—The Society is established for the purposes expressed in these Articles.

~~15.13.~~—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

~~16.14.~~—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 be required as a condition of membership to~~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 ~~23.~~The 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.

17.15. Applications for membership shall be made on the prescribed form obtainable from the ~~company secretary of the Society (the "Secretary")~~ and shall be countersigned by a ~~member of the Society~~ 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").

18.16. Except as hereinafter provided, membership may be annual or for life. Life ~~members~~ 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~~ 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.

19.17. A person carrying on business under a trading name may be registered as a ~~member~~ Member under that name along with his proper name.

20.18. Members of a partnership owning a herd may be registered jointly as ~~members of the Society~~ 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 of the Society~~ Member in his own right and in such case shall be eligible at his option for annual or life membership.

21.19. The entrance fee and subscription for annual and life ~~members~~ Members shall be fixed by the Council and shall be subject to confirmation by the Society in General Meeting.

22.20. The annual subscription shall become due on the 1st day of January in each year. A ~~member~~ 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~~ Member. A ~~member~~ Member whose annual subscription is in ~~arrear~~ 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.

case may be ~~the~~[any discrepancy on registration fee \(if appropriate\)](#) in respect of the animal in question shall be refunded.

~~b. The Society shall have the right to refuse Herd Book registration to an animal deemed by the Council to be carrying any hereditary defect or disease detrimental to the breed. The Society shall also have the right to suspend an application for Herd Book registration of any animal that is the progeny of an animal carrying or suspected of carrying any hereditary defect or disease detrimental to the breed until such trial breeding results or other tests, as the Council may from time to time consider necessary, have been obtained and such animal shall be entered in a special list of suspended applications. If such results or tests show to the satisfaction of the Council the animal and/or its parents to be free from such defect or disease it shall be admitted to Herd Book registration. If such results or tests do not demonstrate freedom from such defect or disease to the satisfaction of the Council the animal shall be refused Herd Book registration and the registration fee shall be refunded. The exercise of these powers shall be entrusted in the first instance to a Sub-Committee of the Council appointed under Article 31.h. Any member may appeal to the Council against a decision of the Sub-Committee placing the animal on the list of suspended applications or refusing registration in the same manner and under the same conditions as in Article 23.a.~~

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.

~~c. The Council shall have the power to order to be destroyed the stored semen of a bull whose Herd Book registration has been cancelled under Article 23.a or of a bull whose Herd Book registration has been refused under Article 23.b.~~

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).

Council

28.24.—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 ~~a member of Council~~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.~~The retiring President shall be entitled to remain a member of Council without voting rights for, for a period of~~ one year immediately following his retiral from office, and shall only be eligible to be ~~elected~~re-elected as an ordinary ~~member of Council~~ Member after he has ceased to ~~hold office~~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 of the Society~~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.

29.25.—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 ~~members~~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 ~~30~~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.

31.26.—The ~~members of~~ Council Members (other than the President, the Senior Vice-President and the Junior Vice-President) shall be elected by the ~~members of the Society~~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 ~~Members of~~ Council Member each ~~member of the Society~~Member shall have one vote for each vacancy.

32.27.—For the purpose of election of the ~~members 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		
<u>The whole of Northern Ireland</u>	<u>The counties of Antrim, Armagh, Derry/Londonderry, Down, Fermanagh and Tyrone, and all other Authorities and Areas within Northern Ireland.</u>	To be considered as one constituency returning two <u>Two</u> members

33.28.—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		
Each Member representing the constituency <u>The whole of Northern Ireland</u>	<u>The counties of Antrim, Armagh, Derry/Londonderry, Down, Fermanagh and Tyrone, and all other Authorities and Areas within Northern Ireland.</u>	<u>Each member</u> shall be elected and hold office in accordance with the terms of Article 26. <u>31</u> and Each Member representing the constituency of Northern Ireland shall automatically

Company number: SC000926

[Registered charity: SC003894](#)

		retire at the third Annual General Meeting following the declaration of their election.
--	--	---

- 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 ~~23~~[25](#).a;
- h. to appoint Sub-Committees of their own number and/or of other ~~members of the Society~~[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.

~~37.32.~~ 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.

~~38.33.~~ 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.

~~39.34.~~ Extraordinary Meetings of the Council may be convened by the President, by both Vice-Presidents acting together, or by any eight [Council](#) Members ~~of Council~~, and shall be called by the Secretary.

~~40.35.~~ 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 ~~of the Council~~. 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.

~~41.36.~~ All questions and matters brought before a meeting of the Council ~~expect~~except the removal of a ~~member of the Society~~Member, shall be decided by a majority of the votes of the ~~members~~Council Members present, and each ~~member~~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.

~~42.37.~~ Subject to these Articles, Council Members ~~of the Council~~ 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 ~~they have~~ on any particular item of the business of the meeting.

~~43.38.~~ In determining whether Council Members ~~of the Council~~ are participating in a Meeting of the Council, it is irrelevant where any Council Member ~~of the Council~~ is or how they communicate with each other.

~~44.39.~~ If all the Council Members ~~of the Council~~ 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

~~45.40.~~ 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.

~~46.41.~~ Not less than 21 days before each Annual General Meeting there shall be sent to each ~~member~~Member a notice convening the meeting and specifying the place and time thereof. Along with such notice shall be sent

to each ~~member~~[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. ~~42.~~ All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

48. ~~43.~~ 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 of the Society~~[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~~[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~~[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 ~~the requisitionists~~[\(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~~[Requisitionists](#) by reason of the failure of the Council duly to convene a meeting shall be repaid to the ~~requisitionists~~[Requisitionists](#) by the Society.

49. ~~44.~~ 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. ~~45.~~ No business shall be transacted at any General Meeting of the Society unless a quorum of ~~members~~[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~~[Member](#) is able to exercise the right to speak at a General Meeting when that ~~member~~[Member](#) is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that ~~member~~[Member](#) has on the business of the meeting. In determining attendance at a general meeting, it is immaterial whether any two or more

Voting

56. ~~51.~~ At any General Meeting of the Society every ~~member~~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. ~~52.~~ Unless otherwise by law provided all business of the Society shall be determined by the vote of the majority of the ~~members~~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. ~~53.~~ 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

Summary report: Litera Compare for Word 11.10.1.2 Document comparison done on 22/11/2024 10:20:34	
Style name: S+W	
Intelligent Table Comparison: Active	
Original DMS: iw://shepwedd-mobility.imanagework.co.uk/LEGALDIV/1010311966/1	
Modified DMS: iw://shepwedd-mobility.imanagework.co.uk/LEGALDIV/1010311966/6	
Changes:	
Add	230
Delete	211
Move From	1
Move To	1
Table Insert	1
Table Delete	0
Table moves to	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	444