

THE COMPANIES ACTS, 1985 to 2006

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION OF THE
JERSEY CATTLE SOCIETY OF THE UNITED KINGDOM**

1. These Articles shall be construed with reference to the Companies Act 1985 and the Companies Act 2006 (hereinafter referred to as "the Acts"). Unless the context otherwise requires the terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Acts (as amended and in force) or any statutory modification thereof.
2. The Society is established for the purposes expressed in the Memorandum of Association.
3. The Society was incorporated under the Companies Acts 1862 to 1880 as a company limited by guarantee and is duly registered as a company without the addition of the word limited to its name.

MEMBERS

4. It is declared for the purpose of registration that the number of Members is unlimited.
5. There shall be five classes of Members, namely (1) Full Members, (2) Associate Members, (3) Life Members, (4) Honorary Members, (5) Youth Members.
6. Husband and wives, and persons carrying on a farming business in partnership together, may submit a joint application for joint Full Membership of the Society. Persons who are admitted to membership as a joint Full Member shall be treated as one Member. However, nothing in this Article 6 shall limit the ability of each joint Full Members to sit on the Judges Panel.
7.
 - (a) Full, Associate and Youth Members shall pay an annual subscription to be determined by the Board from time to time and notified to the Members.
 - (b) Existing Life, Honorary and future Honorary Members shall not be required to pay any subscription. There shall be no further admission of Life Members, other

than Honorary Members in accordance with Article 10, but existing Life Members shall continue to exercise all such rights and privileges formerly accorded to Members of that class.

8.

- (a) Full Members and Life members may register an unlimited number of animals (at the standard fee set by the Board) in any year.
- (b) Associate members may register up to three (3) animals in any calendar year at the standard fee charged for this service. Any request to register a larger number of animals will require the Associate Member in question to apply for Full Member status and to pay the additional amount of annual subscription to the Society with such application.
- (c) Youth Members shall not exceed thirty (30) years of age, and may register up to three (3) animals in any calendar year at the standard fee charged for this service. Any request to register a larger number of animals will require the Youth Member in question to apply for Full Member status and to pay the additional amount of annual subscription to the Society with such application. Youth Members are not eligible for election to any office nor to vote at any meetings or elections of the Society.
- (d) In these Articles an animal means an animal eligible for entry into the Herd Book of the Jersey Cattle Society of the United Kingdom according to the regulations in force as approved by the Board.

9.

- (a) Any person may and shall become a Full Member, Associate Member or Youth Member who (1) is proposed by a Full, Honorary, or Life or Associate Member (2) submits to the Society a completed form of application for admission in such terms as may for the time being be prescribed by the Board as bye-laws or otherwise and (3) is approved by the Board and (4) is entered on the Register of Members of the Society.
- (b) The Board shall have unfettered discretion as to the admission of any person to Membership.

10. The Board may at any time elect as an Honorary Member any person whom they consider to have advanced or to be likely to advance, the objects of the Society. Honorary Members shall have the same rights as Full Members.

11. Any Member may, on payment of all subscriptions (including his subscriptions for the current year) and other sums (if any) due from him/her to the Society, retire from Membership by giving notice in writing to that effect to the Board.

12. No Members shall be admitted to or be entitled to vote at any meeting of the Society or of the Board or any committee of the Board or be entitled to any of the rights and privileges of membership while any subscription or other money due from him/her to the Society is in arrears and unpaid. Any Member whose subscription remains due and unpaid on the expiry of three (3) months from the date the Member is admitted to the Society, or the 31st March in any year, whichever is the later ("the Due Date") shall be removed from Membership of the Society in accordance with the following rules:
- (a) The Board must serve at least one written reminder notice on the Member no later than fourteen days prior to the Due Date stating that the Board may automatically invoke the provisions of this Article 12 if the subscription is not paid in full by the Due Date.
 - (b) If a Member's subscription is unpaid on the Due Date and the Board has sent a reminder notice in accordance with Article (a) above, the Board may resolve to remove that Member forthwith. The Board must serve a notice on the Member informing him/her of the Board's decision and this decision must be reflected in the Register of Members of the Society as soon as reasonably practicable.
 - (c) There will be no right of appeal from a decision of the Board to remove a Member pursuant to this Article 12. After the removal of the Member has been noted in the Register of Members he/she will have no right to attend and vote at General Meetings of the Society and he/she will cease to be entitled to any other benefits of Membership. He/she will not be entitled to a refund of any subscription, Membership fee or joining fee paid by him/her for his Membership of the Society.
13. The rights and privileges of every Member of the Society shall be personal to himself or herself and shall not be transferable or transmissible either by their own act or by operation of law.
14. Any Member of the Society or of the Board, who shall fail in the observance of any rule, regulation, or bye-law made by the Board of the Society, or whose conduct in any respect shall be in the opinion of the Board derogatory to the character or prejudicial to the interest of the Society, may be removed from the Society (and if a Member of the Board, from the Board) in accordance with the Disciplinary Rules and Procedures of the Society as amended from time to time.

BOARD MEMBERS

- 15.
- (a) Save as hereinbefore mentioned and with effect from the conclusion of the Annual General Meeting to be held in 2013, the Board shall consist of not more than nine persons, seven of whom shall be Members of the Society of three (3)

or more years standing as Full, Life or Honorary Members and elected by the Members each year in accordance with these Articles (hereinafter together referred to as "Elected Board Members").

- (b) The Secretary shall attend meetings in a non-voting capacity for administration purposes.
- (c) At the next board meeting immediately following the Annual General Meeting the Board shall appoint a Chairman of the Board from the Elected Board Members who shall hold office until the conclusion of the second Annual General Meeting following his or her appointment. Provided that if the Chairman appointed at the Annual General Meeting held in 2013 is a person who held that office immediately before such Annual General Meeting he shall hold such office only until the Annual General Meeting to be held in 2014 at the conclusion of which he shall cease to hold such office (unless he is eligible for re-election and is re-elected).
- (d) The Board may in its absolute discretion appoint one of the Elected Board Members to be Vice Chairman and may in its absolute discretion remove any person so appointed, appointing another Elected Board Member in his or her place.
- (e) For the purpose of this Article, Article 16 and Article 21 any period of membership between two successive Annual General Meetings shall regardless of its actual length be deemed to be a period of one year.

16.

- (a) At the Annual General Meeting to be held in 2014 and each alternate year thereafter a Member of the Society shall be elected as President Elect. He shall hold office as President Elect for one year from the conclusion of the Annual General Meeting at which he is elected and at the end of that year shall become President and shall hold that office for two years and accordingly shall retire at the AGM two years later, but shall later be eligible for re-election. The provisions of Article 21 relating to the eligibility of a person to stand for election as an Elected Board Member mutatis mutandis apply to the election of the President Elect. No person who is an Elected Board Member may nominate (save for persons nominated by the Board) any person for election as President Elect.
- (b) The President in any year shall be entitled to attend meetings of the Board but shall not be a director and not entitled to vote at any meetings of the Board. The President shall also be eligible to be appointed to and to vote on any committee to which he or she is appointed.

- (c) The retiring President may hold office as Immediate Past President. The Immediate Past President shall be eligible to be appointed to and to vote on any committee to which he or she is appointed.
- 17. All Members duly elected to serve on the Board shall be termed Directors of the Society.

ELECTION OF BOARD MEMBERS

- 18.
 - (a) At the first Board Meeting following every Annual General Meeting the Board shall appoint a Member of the Board as Honorary Treasurer. The Elected Board Members shall be elected at the Annual General Meeting of the Society in a manner hereinafter provided and save as hereinafter provided and subject to Article 23 shall hold office from the close of the Annual General Meeting at which they were elected.
 - (b) Subject to the provisions of paragraph (c) below at the Annual General Meeting to be held in each of 2014 and 2015 two of the Elected Board Members shall retire from office and at the Annual General Meeting to be held in 2016 three of such Elected Board Members shall so retire . In each of the following periods of three years two Elected Board Members shall retire from office at the Annual General Meeting to be held in each of the first two years of such three year period and three in the third. The Elected Board Members to retire in each such year shall be those who have been longest in office since they were last elected, but as between persons who have become Elected Board Members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. For the purposes of this Article 18 (b) in determining the length of time which has passed since an Elected Board Member was last elected the election in 2013 shall be ignored in respect of those directors who held office as a director immediately prior to the date on which these Articles were adopted.
 - (c) Where an Elected Board Member who is also Chairman would be required to retire by rotation in accordance with the provisions of paragraph (b) above but has not completed his two year term as Chairman he shall not be required so to retire at that Annual General Meeting (and the number of Elected Board Members to retire at that Meeting shall be reduced accordingly). He shall retire as an Elected Board Member at the next following Annual General Meeting (in addition to the Elected Board Members then required to retire in accordance with paragraph (b) above) but may stand for re-election as a Director if he is eligible. If he is re-elected (or if he is not re-elected any person elected in his place) he shall be deemed for the purposes of paragraph (b) above to have been elected at the immediately preceding Annual General Meeting. If he is not re-elected the person to be deemed to have been re-elected in his place shall be the person

who received the lowest number at votes of those directors standing for re-election and being re-elected at the relevant time.

19. No Elected Board Member shall be eligible to stand for re-election who shall have served for nine years; they shall stand down for a period of one year before seeking re-election, subject to Articles 22 and 23. In calculating the period of nine years all years for which the relevant person has held office as a director of the Society, whether before or after the date of the adoption of these Articles (30th July 2013) shall be taken into account.
20. At the Annual General Meeting in every year in which Elected Board Members retire, the vacancies arising from the Elected Board Members required to retire at such Annual General Meeting shall be filled by the Society electing such number of persons to be Elected Board Members as shall ensure that there are seven Elected Board Members in office in accordance with Articles 15 and 21. A retiring Elected Board Member shall in all cases be eligible for re-election subject to the provision of Articles 15, 19, 21, 22 and 23.
21. The mode of election of Elected Board Members shall be as follows:
 - (a) Each year the Board shall, with the notice convening the Annual General Meeting to be held in that year, cause to be sent to every Member a list containing the names of the retiring Elected Board Members eligible and offering themselves for re-election, and the names of such other Members who are eligible and who offer themselves for election together with a statement of the number of vacancies to be filled.. To be eligible for election or re-election (and subject to Articles 15, 19, 22 and 23) a person must (i) be either proposed by the Board or by twenty Full, Life or Honorary Members of three (3) or more years membership; and (ii) be either a Full, Life or Honorary Member and have been so for a minimum of 3 years. No Full Life or Honorary Member may nominate more persons than the number of vacancies. No person who is an Elected Board Member may nominate (save for persons nominated by the Board) any person for election.
 - (b) Voting papers shall be filled up by the Members and returned by a date to be fixed by the Board prior to the date of the Annual General Meeting and the Board shall appoint two independent scrutineers ("Scrutineers") to inspect votes.
 - (c) In the election of Elected Board Members each Member entitled to vote shall have one voting right, irrespective of where they live.
 - (d) An addressed envelope shall be provided to allow the voting paper to be returned direct to the Scrutineers, who shall report in writing to the meeting the names of the appropriate number of persons having the highest number of votes. Subject to this Article, such successful applicants shall then be declared by the Chairman of the Meeting and shall be deemed to be Elected Board Members after which the voting list shall be, forthwith, destroyed by the

Scrutineers. In the case of equality of votes, the names of the candidates who have an equal number of votes shall then be submitted to the meeting and the selection made by a paper vote.

22. Any Elected Board Member who has not attended at least fifty (50) per centum of the meetings of the Board during their term of office on retirement shall not be eligible for re-election unless in the opinion of the Board such failure to attend has been caused by illness, or some other valid cause.

RETIREMENT AND REMOVAL OF BOARD MEMBERS

23. The office of Member of the Board shall forthwith be vacated:
- (a) if he/she becomes bankrupt or suspend payment or compound with his creditors;
 - (b) if he/she ceases to be a Member of the Society;
 - (c) if he/she be found lunatic or becomes unsound of mind;
 - (d) if by notice to the Board he/she resigns his office;
 - (e) if he/she ceases to hold office by virtue of any provision of the Acts.
24. The Society in General Meeting may by ordinary resolution remove from office any Member of the Board before the expiration of his period of office and may appoint another qualified person in his stead; any person so appointed shall hold office so long only as the Member of Board in whose place he/she is appointed would have held the same if he/she had not been removed. Special notice of any resolution to remove a Member of the Board shall be given as provided by Section 168 of the Companies Act 2006.

APPOINTMENT OF BOARD MEMBERS

- 25.
- (a) Subject to Article 25(b), any vacancies which may occur in the office of Chairman, President , President Elect or arising as a consequence of the number of Elected Board Members falling below seven between the Annual General Meetings may be filled up by the Board in its discretion provided that any appointee must be a Full, Life or Honorary Member, but any person so appointed by the Board shall hold office so long only as the Member in whose place he/she is appointed would have held the same if no vacancy had occurred.
 - (b) No Member may be appointed to the office of Chairman, or as an Elected Board Member in accordance with Article 25(a) during the one year period following

which that person is required to stand down from the Board as provided for in Article 19.

- (c) Provided that the maximum number of Members of the Board as described in Article 15(a) is not exceeded, the Board, at its discretion, has the power to appoint to the Board a maximum of two further persons as:
- (i) a Non-executive Director, and any person appointed to this role shall not be a Member of the Society; and
 - (ii) an executive Director, and any person appointed to this role must be a person who has served the Society in an executive capacity for a period of not less than 12 Months.

Any person so appointed as a non executive director shall, unless the Board determines on appointment that his or her appointment shall be for a shorter period, automatically retire at the third Annual General Meeting which follows the date of his or her appointment but he or she shall be eligible for re-election or appointment by the Board as a non executive director. No person shall hold office as a non executive director of the Society for more than two consecutive periods of three years or an aggregate period of six years. Any person appointed as an executive director in accordance with (ii) above shall not be required to retire by rotation.

PROCEEDINGS OF THE BOARD

26. The Board shall be deemed to be duly constituted, and shall continue to possess all the powers hereinafter mentioned notwithstanding any vacancies in its body, but such vacancies shall be filled up as soon as is in the judgment of the Board possible and expedient, in the manner hereinbefore provided.
- 27.
- (a) The Quorum of the Board shall be five. Unless authorised in accordance with Article 70 a Member of the Board who has any conflict of interest or possible conflict of interest shall notwithstanding any provision of these Articles to the contrary not be entitled to vote in respect of any matter in respect of which he has the conflict or possible conflict of interest and he/she may not be counted in the quorum at any meeting at which any such matter is considered.
 - (b) Questions arising at a meeting of the Board shall be decided by a majority of votes. The Chairman of the meeting shall have a second or casting vote. The Chairman (if any) appointed under Article 15, or, in his absence, the Vice Chairman or in his absence or if there is no person filling that role a Member of the Board elected by the meeting shall take the Chair at each Meeting of the Board.

28. A resolution in writing signed by all the Members of the Board entitled to receive notice of a Board meeting or of any committee meeting shall be as valid and effectual as if it had been passed at a Board Meeting or (as the case may be) a Committee meeting duly convened and held and may consist of several documents in the like form each signed by one or more Members of the Board.

POWERS AND DUTIES OF THE BOARD

29. Save as in these Articles or by statute otherwise required the Board shall exercise all the powers and perform all the duties for which the Society has been established, and shall have full power to do all such things as may be incidental or conducive to the attainment at the objects of the Society mentioned in the Memorandum of Association.
30. In particular, but without prejudice to the generality of the last preceding Articles, and subject to the provisions of the Memorandum of Association, the Board shall have and may exercise and perform the following powers and duties, namely:
- (a) they may from time to time convene and hold General Meetings of the Society;
 - (b) they may from time to time make, alter and rescind rules, regulations and bye-laws, for registering the names and addresses of members, for conducting the business and carrying out the objects of the Society, and for conducting the business of the Board, and they may impose such penalties as seem appropriate for any breach, by a Member, of the Society's rules, regulations and bye-laws;
 - (c) they may delegate any of their powers or duties (except powers of appointment or removal of Members of their body or of the Society to Committees of any number) to a Committee (which must include one Board Member but to which persons who are not members of the Board may be appointed by the Board) and from time to time make, alter and rescind regulations and bye-laws for conducting the business delegated to such Committees, subject to Charities Act 1993, or any re-enactment or modification thereof;
 - (d) they may acquire for the Society any pedigrees or publications, with the copyright therein respectively (if any), the possession of which they may deem liked to be in any way advantageous to the Society; and may establish any new publications devoted to or bearing upon any object of the Society. The copyright of every publication acquired or established by or on behalf of the Society shall be vested in the Society;
 - (e) they may continue any contract with the printers or publishers of any Publication acquired by the Society that may be subsisting at the date of such acquisition, and may enter into and make any new or altered contracts or arrangements with

the same or any other printers or publishers for the printing, publication, or of any publication whatsoever of the Society;

- (f) they may from time to time regulate the nature, form and contents of, and also the terms and conditions as to entries in, and also the time and mode and terms of issue of any publication of the Society, and all arrangements and details connected therewith, and in particular they shall have power (so far as they may act be fettered by any subsisting contract or engagement) from time to time fix and alter the price of any publication of the Society and the charges to be levied for the insertion therein or entries relating to Jersey Cattle and other matters;
- (g) they may accept annual or other subscriptions of money from Members of the Society, from any other persons, in payment for any publication of the Society, and they make arrangements for supplying any such publication to any members or other person during his life, or for any other period, or the terms of receiving a lump sum of money in advance, or on such other terms as they may think fit;
- (h) they may purchase, hire or take or lease, for the purposes of the Society any lands, houses, or part of houses, and they may sell, let and dispose of the property of the Society when and as they think fit in accordance with the Charities Act 1993, or any replacement or modification thereof;
- (i) they may from time to time appoint, and remove a Secretary of the Society, an Honorary Treasurer of the Society, and any other officers, clerks, and servants, at such salaries and wages respectively and such respective duties and spheres of employment, and generally, upon such terms as they may think fit;
- (j) they may borrow for the purposes of the Society and may give security for any such monies upon any property of the Society, subject to the Charities Act 1993 or any re-enactment modification thereof;
- (k) they may place any monies of the Society not required for immediate use upon deposit at interest with some bank and they may (subject to any conditions or consents imposed or required by law) invest any such monies, and generally deal with the property of the Society, in such manner as they may think fit, and may for the time being, be empowered to do so by the Memorandum and Articles of Society.

31. The funds of the Society shall be applied as follows, namely:

- (a) in payment of the current expenses and other disbursements of the Board in the conduct of the business of the Society, or in relation thereto;
- (b) in payment of the salaries of the Secretary, Editor or Editors, Treasurer, and other officers, clerks and servants for the time being of the Society;

- (c) in defraying all expenses of, or connected with the printing, publication, sale and distribution of the publications of the Society;
- (d) in paying the purchase money or rent of any house, lands, goods, chattels, or effects purchased or hired by the Society, or any repairs or other outgoings respect of such premises, and in paying for any other property acquired by the Society; and
- (e) in paying of the interest and repayment of the principal of any monies borrowed by the Society, or in constituting a reserve fund to meet future contingencies, or in reducing the price charged for any publication of the Society, or generally upon or for any object or purpose expressly or impliedly covered by the Memorandum and Articles of Association; but the Board shall have power (subject always to the provisions of Clause 4 of the Memorandum and to subsidising engagements) from time to time vary the application of the funds of the Society, in such manner as they think fit.

GENERAL MEETINGS

- 32. The Society shall in each year hold a general meeting of the members of the Society as its Annual General Meeting in addition, to any other General Meetings in that year and the Annual General Meeting shall be specified as such in the notices calling it; not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. The Annual General meeting shall be held at such time and place as the Board shall appoint.
- 33. References in these Articles to a General Meeting means any general meeting of the members of the Society (including Annual General Meetings).
- 34. The Board may whenever they think fit, and they shall, upon a requisition in writing by not less than one tenth in number of the members of the society entitled to vote, convene a General Meeting of the Society and in the case of any such requisition the provisions of Sections 303-305 of the Companies Act 2006 shall apply.
- 35. The Board shall on the requisition of members representing not less than one-fiftieth of the voting rights of members having a right to vote at any Annual General Meeting give notice to the members of any resolution which can properly be moved and is intended to be moved at such meeting and circulate any statement supplied by the requisitions in accordance with the requirements of sections 314-317 of the Companies Act 2006.
- 36.
 - (a) At least fourteen clear days' notice shall be given to the Members of every General Meeting and of every Annual General Meeting, but with the consent of

all the Members having the right to attend and vote at the Annual General Meeting, or with the consent of at least 90% of the Members having the right to attend and vote at a General Meeting, a meeting of the Members may be convened by such notice as those Members may think fit.

- (b) The notice of a meeting of the Members shall specify the place, day and hour of the meeting and in the case of a special business, the general nature of such business.
 - (c) The notice shall in each case be sent to Members by post or otherwise as hereinafter provided.
37. The accidental omission to give notice of any meeting to or the non receipt of such notice by any of the Members shall not invalidate any resolution passed at any such meeting.

PROCEEDINGS AT GENERAL MEETINGS

38. All business shall be deemed special that is transacted at a General Meeting and also all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, balance sheets, and the report of the Board and auditors (if any), the election of Members of the Board in place of those retiring, and the appointment of and the fixing of the remuneration of the auditors (if any).
39. A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the Members who would have been entitled to vote upon it had it been proposed at a General Meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible Member and a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date. A resolution in writing may comprise several copies to which one or more members have signified their agreement. In the case of a Member that is an organisation, its authorised representative may signify its agreement.
40. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; ten Members present in person shall be a quorum.
41. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the 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 time and place as the Board may determine.

42. The President of the Society or in his absence the President Elect shall take the chair at each General Meeting. If neither the President nor the President Elect is present within fifteen minutes after the time appointed to hold the General Meeting, the person holding the office as Chairman of the Board shall take the chair, or failing him the Members present shall elect one of their number to be Chairman.
43. At any General Meeting a resolution (except the election of Members of the Board decided in the manner, hereinbefore provided) put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- (a) by the Chairman; or
 - (b) by at least five Members present in person (or by proxy) and entitled to vote; or
 - (c) by any Member or Members present in person (or by proxy) and representing not less than one tenth of the total voting rights of all the Members having the right to vote at the meeting.

Unless be so demanded a declaration by the Chairman that a resolution has on show of hands has been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such a resolution.

44. On a show of hands every Member, other than a Youth Member, who is present in person or by proxy shall have one vote. Youth Members shall be entitled to attend and speak at General Meetings of the Society, but shall not be entitled to vote at the meeting or in the election of Members of the Board.
45. On a poll every Member, other than a Youth Member, present in person or by proxy shall have one vote. In addition, every Member shall have an additional vote for every ten calves duly registered in his name in the Herd Book of the previous calendar year subject to a maximum of five votes for any one Member.

PROXIES: APPOINTMENT AND VOTING

46. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Member of the Society.
47. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or

authority shall be deposited at the registered office of the Society or at such other place within the United Kingdom specified for the purpose in the notice convening the meeting, not less than forty-eight hours (calculated with reference to working days) before the time for holding the meeting or adjourned meeting at which the person named in the instrument it proposes to vote, or in the case of a poll, not less than twenty-four hours (calculated with reference to working days) before the time appointed for the taking of the poll, and default the instrument of proxy shall not be treated as valid.

48. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

"The Jersey Cattle Society of the United Kingdom"

I/We

In the County of (*) being a Member/Members of the above named Society

hereby appoint (*) of

or failing him/her (*) of

As my/our proxy to vote for me/us on my/our behalf at the General Meeting or Annual General Meeting (as the case may be) of the Society to be held on the (*) day of (*) 20**, and at any adjournment thereof.

Signed this (*) day of (*) 20**.

49. Where it is desired to afford Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

"The Jersey Cattle Society of the United Kingdom"

I/We

In the County of (*) being a Member/Members of the above named Society

hereby appoint (*) of

or failing him/her (*) of

As my/our proxy to vote for me/us on my/our behalf at the General Meeting or Annual General Meeting (as the case may be) of the Society to be held on the (*) day of (*) 20**.

This form is to be used in respect of the resolutions mentioned below as follows:

1. *for *against
2. *for *against

*strike out as appropriate

Unless otherwise instructed, the proxy will vote as he/she thinks fit

50. The instrument appointing a proxy be deemed to confer authority to demand or join in demanding a poll.
51. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Society at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
52. Any corporation which is a Member of the Society may by resolution of its director or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Society, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he/she represents as that corporation could exercise if it were an individual Member of the Society.
53. In the case of an equality of votes whether on a show of hands or on a poll the Chairman of the Meeting shall be entitled to a second or casting vote.
54. If a poll is demanded as aforesaid it shall be taken in such time and place as the Chairman directs and the result of such poll shall be deemed to be the resolution of the Society in the General Meeting. The demand for a poll may be withdrawn.
55. Any General Meeting may be adjourned as the Members present thereat shall resolve.
56. No poll shall be demanded on the question of the election of a Chairman (in accordance with Article 42) or of the adjournment of a General Meeting.
57. The books containing the minutes of proceedings of any General Meeting of the Society shall be open to the inspection of Members at all reasonable times as provided by section 358 of the Companies Act 2006.

ACCOUNTS AND AUDIT

58. The Board shall cause accounting records to be kept in accordance with section 386 of the Companies Act 2006.

59. The accounting records shall be kept at the registered office of the Society, or, subject to section 386 of the Companies Act 2006 at such other place or places as the Board thinks fit, and shall always be open to inspection by the officers of the Society.
60. The Board shall from time to time determine whether and to what extent and at what times and places and under what condition or regulations the accounts and books of the Society, or any of them shall be open to the inspection of Members not being Members of the Board and no Member (not being a Member of the Board) shall have any right of inspecting any accounts or book or document of the Society except as conferred by statute or authorised by the Board or by the Society in General Meeting.
61. The Board shall from time to time in accordance with the Acts cause to be prepared and to be laid before the Society in General Meeting such profit and loss accounts, balance sheets, group account (if any) and reports as are referred to in those sections.
62. If the Society is required to produce audited accounts by virtue of chapter 1 of part 16 of the Companies Act 2006, at least once in every year the accounts of the Society shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors. The duties of any such auditors shall be regulated in accordance with chapters 2 and 3 of part 16 of the Companies Act 2006.

NOTICES

63. The Society can deliver a notice or other document to a Member:
 - (a) by delivering it by hand to the address recorded for the Member in the Register of Members;
 - (b) by sending it by post or other delivery service in an envelope (with postage or delivery paid) to the address recorded for the Member in the Register of Members;
 - (c) by fax (except for share certificates) to a fax number notified by the Member in writing;
 - (d) by electronic mail (except a share certificate) to an address notified by the Member in writing; or
 - (e) by a website (except a share certificate) the address of which shall be notified to the Member in writing.
64. Any Member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Society an address within

the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Acts, only those Members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the Society.

65. Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
- (a) 24 hours after being sent by electronic means or delivered by hand to the relevant address;
 - (b) two clear days after being sent by first class post to that address;
 - (c) three clear days after being sent by second class or overseas post to that address;
 - (d) at the time it was sent, if notice is being sent by fax;
 - (e) at the time when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website, if notice is sent by a website;
 - (f) on being handed to the Member (or, in the case of a member organisation, its authorised representative) personally; or, if earlier,
 - (g) as soon as the Member acknowledges actual receipt.
66. A copy of every balance sheet (including every document required law to be annexed thereto) which is required to be laid before the Society in General Meeting, together with a copy of the auditors report (if any) and report of the Board, shall not be less than fourteen days before the date of the meeting be sent to every Member of the Society. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Society is not aware.
67. Articles 63 to 65 (inclusive) shall not affect any provision in any relevant legislation or the Articles requiring notices or documents to be delivered in a particular way.

COMMON SEAL

68. The Common Seal of the Society shall be kept by the Society and shall never be used except by the authority of the Board, and in the presence of the Chairman or Vice Chairman of the Society, who shall sign every instrument to which the Seal is fixed and every such instrument shall be countersigned by the Secretary or some other person appointed by the Board.

CONFLICTS OF INTEREST

69. Any Member of the Board who has a potential conflict of interest (however minor) should declare this to the Board and it should be included in the register of interests. The Member of the Board should also declare the interest at the beginning of every meeting at which the conflict of interest could have a bearing on the subject matter of the meeting. Unless authorised in accordance with Article 70, the Member of the Board should take no further part in the meeting on the said matter.

70.

(a) Subject to any contrary provisions contained in these Articles and the Charities Act 1993, the Board may, in accordance with the requirements set out in this Article 70, authorise any matter proposed to them by any Member of the Board which would, if not authorised, involve a Member of the Board breaching his duty, under section 175 of the Companies Act 2006 to avoid conflicts of interest ("Conflict").

(b) Any authorisation under this Article 70 will be effective only if:

- (i) the matter in question shall have been proposed by any Member of the Board for consideration at a meeting of the Board in the same way that any other matter may be proposed to the Board under the provisions of these Articles or in such other manner as the Board may determine;
- (ii) any requirement as to the quorum at the meeting of the Board at which the matter is considered is met without counting the Member of the Board in question; and
- (iii) the matter was agreed to without his voting or would have been agreed to if his vote had not been counted.

(c) Any authorisation of a matter under this Article may (whether at the time of giving the authority or subsequently):

- (i) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised;
- (ii) be subject to such terms and for such duration, or impose such limits or conditions as the Board may determine;
- (iii) be terminated or varied by the Board at any time.

This will not affect anything done by the Member of the Board prior to such termination or variation in accordance with the terms of the authorisation.

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

that authorisation) and no contract shall be liable to be avoided on such grounds.

INDEMNITY

71. The Society may indemnify any Member of the Board, auditor, reporting accountant, or other officer of the Society against any liability incurred by him or her in that capacity to the extent permitted by sections 232 to 234 of the Companies Act 2006.

DISSOLUTION

72. Clause 8 of the Memorandum of Association relating to the winding up or dissolution of the Society shall have effects as if the provisions were repeated in these Articles.