



THE COMPANIES ACTS 1948 to 1981

-AND-

THE COMPANIES ACTS 1985 to 1989

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

ARTICLES OF ASSOCIATION

OF

THE BRITISH BLUE CATTLE SOCIETY

(Adopted by Special Resolution passed on 9th May 1997 and
amended by Special Resolutions passed on 12th May 1998
and 30th May 2002)

INTERPRETATION AND PRELIMINARY

1. In these articles:-

"the Act"

means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

"an authorised representative"

means an authorised representative of a joint member or a corporate member appointed pursuant to article 40.

"the articles"

means the articles of the Society.

"Associate Member"

means a member of the Society who is not a Full Member.

"by-laws"

any by-laws from time to time in force made pursuant to the articles.

"clear days"

in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"corporate member"

means a member of the Society which is a corporation.

"the Council"

means the Council of Management for the time being of the Society.

"executed"

includes any mode of execution.

"Full Member"

means a Full Member of the Society pursuant to article 5.

"in writing"

means written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in a visible form.

"joint member"

means two or more persons together being a member of the Society.

"member"

means a member of the Society.

"the memorandum"

means the memorandum of the Society.

"month"

means calendar month.

"registered office"

means the registered office of the Society.

"the President"

means the President for the time being of the Society.

"the seal"

means the common seal of the Society.

"secretary"

means the secretary of the Society or any other person appointed to perform the duties of the secretary of the Society, including a joint, assistant or deputy secretary.

"the Society"

means the British Blue Cattle Society.

"the United Kingdom"

means Great Britain and Northern Ireland.

Words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Unless the context otherwise requires, words or expressions contained in the articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when the articles become binding on the Society.

2. The Society is established for the purposes expressed in the memorandum.

MEMBERSHIP

3 The number of members with which the Society was registered was seven, but the Council may, from to time, register an increase of members.

- 4 The members of the Society shall be the subscribers of the memorandum and such other persons as shall apply for admission and be admitted as members of the Society.
- 5 A member shall be a Full Member of the Society if:-
 - 5.1. the member is the owner of a herd of British Blue cattle registered in the Society's herd book; or
 - 5.2 the Council has resolved in its absolute discretion that the member should be a Full Member

Otherwise the member shall be an Associate Member.

6. Every application for membership shall be in the following form or in such other form as the Council shall from time to time prescribe:-

"To the Council of The British Blue Cattle Society

I/We (name) of (address) wish to become a Full/Associate member of The British Blue Cattle Society and hereby apply to be admitted as a Full/Associate member subject to the provisions of its memorandum and articles of association.

Corporate and joint applicants only:-

I/We appoint [please complete] to act as my authorised representative at general meetings of the Society.

(signature(s) of or on behalf of applicant)

(date)"

7. The secretary shall register an applicant as a member unless he refers the application to the Council when at the next meeting of the Council after the referral, the application shall be considered by the Council, which shall decide upon the admission or rejection of the applicant. The Council shall not be obliged to inform a rejected applicant of the reason for his rejection.
8. Every member of the Society shall pay an annual subscription to its funds. The amount of such subscription(s), the period or periods to which the subscription(s) relate and the date by which they shall be paid shall be determined from time to time by the Council of Management which shall make bye-laws to that effect
9. If any member fails to pay his subscription for any membership year within six months of it becoming due he shall cease by reason that failure to be a member of the Society but shall be eligible for re-admission on payment of such monies as shall be determined from time to time by the Council of Management which shall make bye-laws to that effect.

10. The Council may terminate the membership of any member of the Society if the Council decides in its absolute discretion that the member has acted in a way which is not in the best interests of the Society or that the continued membership of the Society by that member is not in the best interests of the Society. Notice of termination of membership shall be sent to the former member as soon as reasonably practicable.
11. Any member of the Society desiring to retire from membership shall signify such desire in writing to the secretary and his name shall then be removed from the list of members and he shall cease to be a member as soon as his name has been removed from that list.
12. The Council may resolve that a Full Member shall be an Associate Member if it is of the opinion that the member is not actively maintaining a herd of British Blue cattle.
13. If a person comprised in a joint member dies the survivor or survivors shall comprise the joint member. Subject thereto membership shall not be transferable and shall cease on death.

GENERAL MEETINGS

14. The Society shall hold a General Meeting in every calendar year as its Annual General Meeting (in addition to any other meetings in that year) at such time and place as may be determined by the Council and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
15. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
16. The Council may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by the Act.
17. Twenty-one clear days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen clear days' notice in writing at the least of every other General Meeting, specifying the place, the day and the hour of meeting and the general nature of the business to be transacted, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under the articles or under the Act entitled to receive such notices from the Society; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members think fit.

18. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

19. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, twenty members personally present shall be a quorum.
20. If within half an hour from the time appointed for the holding of a General Meeting, a quorum is not present, the meeting, shall be dissolved.
21. The President of the Society shall preside as Chairman at every Annual General Meeting (including an adjourned Annual General Meeting) and the Chairman of the Council shall preside as Chairman at every other General Meeting but if there be no such President of the Society or Chairman of the Council as the case may be or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same or shall be unwilling to preside, the members present and entitled to vote shall choose some member of the Council or, if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Society who shall be present and entitled to vote to preside.
22. If the President is not a member he shall nevertheless be entitled to attend and speak at any General Meeting.
23. 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.
24. At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is to be taken on the resolution pursuant to any provision of the articles or before or upon the declaration of the result of the show of hands, is demanded by:-

24.1 the Chairman; or

24.2 by at least three members having the right to vote at the meeting and present in person or by proxy; or

24.3 by a member or members present in person or by proxy and

representing one tenth of the total voting rights of all the members having the right to vote at the meeting.

- 25 Unless a poll is duly demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the Minute Book 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 that resolution.
- 26 The demand for a poll may, before the poll is taken, be withdrawn and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 27 Subject to the provisions of article 29, if a poll be demanded in manner aforesaid, it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct and he may appoint scrutineers (who need not be members). The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 28 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 casting vote in addition to any other vote he may have.
- 29 No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.
- 30 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn the meeting shall continue as if the demand had not been made.

VOTES OF MEMBERS

- 31 On a show of hands every member who (being an individual) is present in person or (being a joint member or a corporate member) is present by an authorised representative, not being himself a member entitled to vote, shall have one vote and on a poll every member shall have one vote.
- 32 A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Council of the authority of the person claiming to exercise the right to vote shall be deposited at the registered office, or at such other place as is specified in accordance with the articles for the

deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

- 33 No member shall vote at any General Meeting either in person or by proxy if any money owing from him on any account to the Society is overdue.
- 34 No objection shall be raised to the qualifications of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.
- 35 On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion.
- 36 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Council may approve):-

"

THE BRITISH BLUE CATTLE SOCIETY

I/We, _____ of
, being a member/members of the above named Society, hereby appoint
of _____ or failing him,
of _____ as my/our proxy to vote in my/our
name(s) and on my/our behalf at the Annual/Extraordinary General Meeting of
the Society to be held on _____ 199 , and at any adjournment thereof.

Signed on _____ 199 ."

37 Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Council may approve):-

"

THE BRITISH BLUE CATTLE SOCIETY

I/We, _____ of
, being a member/members of the above named Society, hereby appoint
of _____ or failing him,
of _____ as my/our proxy to
vote in my/our name(s) and on my/our behalf at the Annual/Extraordinary
General Meeting of the Society to be held on _____ 199 , and at any
adjournment thereof.

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

Resolution No 1 *for *against
Resolution No 2 *for *against

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this _____ day of _____ 199 ."

38 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Council may:-

38.1 be deposited at the registered office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Society in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

38.2 in the case of a poll taken more than 48 hours after it is demanded be deposited as aforesaid after the poll has been demanded and not less

than 24 hours before the time appointed for the taking of the poll; or

38.3 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chairman or to the secretary or to any member of Council

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

39 A vote given or poll demanded by proxy or by an authorised representative shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Society at the registered office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

CORPORATE MEMBERS AND JOINT MEMBERS ACTING BY REPRESENTATIVES

40.1 A corporate member may from time to time by resolution of its directors or other governing body authorise a member of its board of directors or governing body to act as its representative at general meetings of the Society.

40.2 A joint member may from time to time by the signature of all persons comprising that joint member authorise one such person to act as its representative at general meetings of the Society.

40.3 Provided that the Society has been given notice of the authority in writing in the form of application for membership or subsequently at the registered office or to the secretary and such additional evidence of the authority or continuance of the authority as the Council may in its absolute discretion require:-

40.3.1 the person authorised may exercise the same powers on behalf of his appointor as the appointor could exercise if he were an individual member of the Society; and

40.3.2 an authorised person present at a meeting shall be deemed to be the member present in person.

THE PRESIDENT

41.1 The person holding office as President at 12th May 1998 being the date of adoption of this Regulation 41 shall continue to hold office until the conclusion of the Annual General Meeting of the Society for the year 1999.

- 41.2 On each occasion after the date of adoption of this Regulation 41 when the office of President becomes vacant for any reason the Council shall appoint a person to fill that office for a period not exceeding two years from the date of appointment.
- 41.3 If the office of President becomes or is due to become vacant then the Council shall notify the members then entitled to vote at General Meetings of the Society accordingly and with such notification shall inform such members of the date of the meeting of the Council at which the appointment is to be made.
- 41.4 No person shall be appointed to the office of President unless
- 41.4.1 his appointment has been proposed and seconded in writing by two members entitled at the date the nomination is received by the Society to vote at General Meetings of the Society; and
 - 41.4.2 the person so nominated has consented in writing to the nomination; and
 - 41.4.3 the nomination and consent have been received at the registered office or such other address as the Council may determine and notify to the members not less than fourteen days before the date of the meeting of the Council at which the appointment is due to be made.
- 41.5 If the meeting of the Council is not held on the date specified in the notification or if no appointment is made at that meeting then the appointment shall be made at the next meeting of the Council and the nominations made in relation to the first-mentioned meeting shall be deemed to have been made in respect of that next meeting and the Council shall not consider any other nominations at that next meeting.
- 41.6 No person may be appointed to the office of President unless more than two years have elapsed since he last held that office.
- 41.7 The President shall not be a member of the Council but notwithstanding he shall be entitled to attend and speak at any meeting of the Council and he shall not be counted in the quorum present. A President shall not have any executive powers in relation to the Council or the Society.
- 41.8 A person holding the office of President need not be a member of the Society.
- 41.9 No member of the Council may hold office as President and no person holding office as President may hold office as a member of the Council.

COUNCIL OF MANAGEMENT

- 42 Until otherwise determined by a General Meeting, the number of the

members of the Council shall not be less than seven, nor more than thirteen.

43 The only person who shall be eligible to hold office as a member of the Council is a person who is:-

43.1 a Full Member entitled to vote at general meetings of the Society; or

43.2 the authorised representative of a joint member or corporate member which is a Full Member entitled to vote at general meetings of the Society.

BY-LAWS RELATING TO THE STRUCTURE OF THE COUNCIL

44.1 If the Council shall decide that any office of a member of the Council should be filled by a person appointed by some particular section class or group of the members of the Society then it may at any time and from time to time make such by-laws as it may think fit as to:-

44.1.1 the qualification necessary for a person nominating an individual to any such office;

44.1.2 the qualification necessary for any individual to be nominated and to continue to hold office if appointed;

44.1.3 the section, class or group of members who may vote on a resolution relating to an appointment to that office

and any by-laws shall be binding on the Society and the members.

44.2 The Council may at any time and from time to time amend, vary or revoke any by-law. Any such amendment, variation or revocation shall have effect when made or on such other date as the Council may determine and shall apply to any individual holding a relevant office at the date the by-law comes into effect.

44.3 The articles shall be read and construed subject to any by-laws from time to time having effect.

44.4 A member of the Society shall be provided with a copy of the current by-laws free of charge on every reasonable request.

POWERS OF THE COUNCIL

45 Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Society shall be managed by the Council which may exercise all the powers of the Society. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the Council which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not

be limited by any special power given to the Council by the articles and a meeting of the Council at which a quorum is present may exercise all powers exercisable by the Council. The Council may make amend vary or revoke such bye-laws (in addition to those specifically mentioned in the articles) rules and regulations for the Society as the Council may from time to time consider conducive to the running of the Society or the attainment of any of the aims and objects of the Society and the provisions of Regulations 44.2., 44.3. and 44.4. shall apply to such bye-laws rules and regulations.

- 46 The Council may, by power of attorney or otherwise, appoint any person to be the agent of the Society for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

DELEGATION OF THE COUNCIL'S POWERS

- 47 The Council may delegate any of its powers to any committee consisting of one or more members of the Council. Any such delegation may be made subject to any conditions the Council may impose, and either collaterally with or to the exclusion of its own powers and may be revoked or altered. Subject to any conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of the Council so far as they are capable of applying.

APPOINTMENT AND RETIREMENT OF MEMBERS OF THE COUNCIL

- 48 The thirteen members of Council holding office immediately prior to the Annual General Meeting of the Society for 1997 shall retire from office as follows:-

Number of members of Council to retire	Annual General Meeting at which member retires
3	1997
3	1998
3	1999
4	2000

The members of Council to retire in any year as aforesaid shall be determined by the Council.

- 49 Subject to article 48 a member of the Council appointed at an Annual General Meeting shall retire from office at the Annual General Meeting held in the fourth year after his appointment.
- 50 A retiring member of Council shall be eligible for re-election. The notice of Annual General Meeting for each year shall state the name of each member of the Council and the date each member is to retire.
- 51 The Society may at the meeting at which a member of Council retires in

manner aforesaid fill up the vacated office by electing a person thereto.

- 52.1 No person shall be appointed or reappointed to the Council at any General Meeting unless not less than thirty one nor more than fifty two clear days before the date appointed for the meeting, notice executed by a member (other than himself) entitled to vote at the meeting has been given to the Society of the intention to propose that person for appointment or reappointment together with notice executed by that person of his willingness to be appointed or reappointed.
- 52.2 Not less than thirty one clear days before the date appointed for the meeting the person to be proposed may deliver to the Society an election statement not exceeding two hundred words under the heading "Election Statement of []" to be circulated to the members of the Society entitled to vote in respect of the appointment. The Council may decline to circulate any such statement which it considers to be defamatory or otherwise objectionable.
- 53 With the notice of General Meeting the Society shall give to all who are entitled to vote in respect of the appointment notice of any person in respect of whom notice has been duly given to the Society of the intention to propose him at the meeting for appointment or reappointment as a member of the Council together with a copy of any election statement delivered to the Society by that person in accordance with Article 52.2.
- 54 Subject as aforesaid the Society may by ordinary resolution appoint a person who is willing to act to be a member of the Council either:-
- 54.1 to fill a vacancy or to reappoint a person appointed by the Council to fill a vacancy pursuant to article 55 in either of which cases the person so appointed shall retain his office only so long as the member in whose place he is or was appointed would have held the same if he had not ceased to be a member of the Council; or
- 54.2 as an additional member in which case the person so appointed shall retire at the fourth Annual General Meeting held after his appointment.
- 55 The Council may appoint a person who is willing to act to be a member of the Council either to fill a vacancy or as an additional member of the Council provided that the appointment does not cause the number of members of the Council to exceed any number fixed by or in accordance with these articles as the maximum number of members of Council. A member of Council so appointed shall hold office only until the next following Annual General Meeting. If not reappointed at such Annual General Meeting he shall vacate office at the conclusion thereof.
- 56 If at any General Meeting more persons stand for any office or offices as member of the Council than there are vacancies to be filled then a separate resolution shall be put to the meeting in respect of each person and a poll shall be taken on each such resolution. The person or

persons in whose favour the most votes are cast (in person or by proxy and disregarding votes against the resolution) shall be deemed to have been appointed.

DISQUALIFICATION AND REMOVAL OF MEMBERS OF COUNCIL

57 The office of a member of the Council shall be vacated if:-

57.1 he ceases to be a member of the Council by virtue of any provision of the Act (including without limitation section 303 of the Act) or the articles or he becomes prohibited by law from being a member of the Council; or

57.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

57.3 he is, or may be, suffering from mental disorder and either:-

57.3.1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or

57.3.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

57.4 he resigns his office by notice to the Society; or

57.5 he ceases to be a Full Member of the Society entitled to vote at general meetings of the Society; or

57.6 he ceases to be an authorised representative of a joint member or a corporate member which is a Full Member entitled to vote at general meetings of the Society; or

57.7 if a resolution of no confidence in that member is passed by a majority of not less than two-thirds of such members as (being entitled so to do) vote in person or by proxy at a General Meeting of which notice specifying the intention to propose the resolution has been duly given; or

57.8 if without the approval of the Council (the giving or withholding of which shall be within its absolute discretion) he is absent from three consecutive meetings of the Council.

EXPENSES (ETC) OF MEMBERS OF THE COUNCIL

58 Clause 4 of the memorandum shall have effect as if the provisions thereof

were repeated in the articles.

PROCEEDINGS OF THE COUNCIL

- 59 The Council may meet together for the despatch of business, adjourn and otherwise regulate their proceedings as they think fit and determine the quorum necessary for the transaction of business. Unless otherwise determined, seven members of Council shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of equality of votes, the Chairman shall have a second or casting vote.
- 60 A member of the Council may, and on the request of a member of the Council the secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.
- 61 The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with the articles, it shall be lawful for them to act as the Council for the purposes of admitting persons to membership of the Society, filling up vacancies in their body or of summoning a General Meeting but not for any other purpose.
- 62.1 The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present.
- 62.2 A Chairman shall be elected at the first meeting of the Council held after the Annual General Meeting in each year and shall hold office from the conclusion of that meeting until the conclusion of the first meeting of the Council held after the Annual General Meeting in the following year.
- 62.3 The Council may elect a Chairman to fill a casual vacancy and any person so elected shall hold office until the conclusion of the first meeting of the Council held after the next Annual General Meeting.
- 62.4 If no such Chairman is elected or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the meeting and willing to preside the members of the Council present shall choose one of their number to be Chairman of the meeting
- 63 A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the articles of the Society for the time being vested in the Council generally.
- 64 All acts bona fide done by any meeting of the Council or of any committee of the Council or by any person acting as a member of the Council shall, notwithstanding it be afterwards discovered that there was some defect

in the appointment or continuance in office of any member, or that they or any of them were disqualified from holding office or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council and had continued in office and had been entitled to vote.

- 65 The Council shall cause proper Minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Society and of the Council and of committees of the Council and all business transacted at such meetings and any such Minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 66 A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.
- 67.1 A member of Council shall not vote at a meeting of the Council or any committee of the Council on any resolution concerning a matter in which he has directly or indirectly an interest or duty which is material and which conflicts or may conflict with the interests of the Society unless the interest arises only because the matter affects all members of the Society equally.
- 67.2 For the purpose of this article, an interest of a person who is for any purpose of the Act (excluding any statutory modification thereof not in force when this article becomes binding on the Society) connected with a member of the Council shall be treated as an interest of the member.
- 67.3 A member of Council shall not be counted in the quorum present at a meeting in relation to the resolution in which he is not entitled to vote.
- 67.4 If a question arises at a meeting of the Council or of a committee of the Council as to the rights of a member of the Council to vote the question may before the conclusion of the meeting be referred to the Chairman of the meeting and his ruling in relation to any member of the Council other than himself shall be final and conclusive.

SECRETARY

- 68 Subject to the provisions of the Act, the secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit and any secretary so appointed shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy secretary and any person so appointed may act in place of the secretary if there be no secretary or no secretary capable of acting.

THE SEAL

- 69 The seal of the Society shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of at least two members of the Council and of the secretary and the said members and the secretary shall sign every instrument to which the seal shall be so affixed in their presence and in favour of any purchaser or person bona fide dealing with the Society such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

ACCOUNTS

- 70 No member shall (as such) have any right of inspecting any accounting records or other book or document of the Society except as conferred by statute or authorised by the Council or by ordinary resolution of the Society.

NOTICES

- 71 A notice may be served by the Society upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the Register of Members.
- 72 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 Act, 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.
- 73 Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post and, in proving such service, it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter.

DISSOLUTION

- 74 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 of the Society but shall be given or transferred to some other body, having objects similar to the objects of the Society, or to another body the objects of which are the promotion of charity and anything incidental or conducive thereto (whether or not the body is a member of the Society).

INDEMNITY

- 75 Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Society may otherwise be entitled, every member of the Council or other officer or auditor of the Society shall be indemnified out of the assets of the Society against losses and liabilities which he incurs other than as a result of his own negligence or default in connection with the performance of his duties as such and against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or where the proceedings are withdrawn or settled on terms which do not include a finding or admission of a material breach of duty by him or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.