

THE ABERDEEN-ANGUS CATTLE SOCIETY

**MEMORANDUM**  
**and**  
**ARTICLES OF ASSOCIATION**

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

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**2011**

# MEMORANDUM OF ASSOCIATION

## OF

### THE ABERDEEN-ANGUS CATTLE SOCIETY

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1. The name of the Society is **“The Aberdeen-Angus Cattle Society.”**
2. The Registered Office of the Society will be situate in Scotland.
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.
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 the Memorandum of Association, and no part thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit to the persons who at any time are or have been Members of the Society, or any of them or to any person claiming through any of them. Provided that nothing herein shall prevent the payment in good faith in remuneration to any secretary, editor, officer, clerk or servant of the Society, or to any Member of the Society or other person, in return for any services actually rendered to the Society, or prevent the borrowing of money by the Society from any Member thereof under any power of borrowing, at any rate or interest not exceeding £5 per cent.
5. The last preceding paragraph of this Memorandum of Association is a condition on which a licence is granted by the Board of Trade to the Society, in pursuance of the 18th section of the Companies’ Act, 1929. For the purpose of preventing any evasion of the terms of the said paragraph, the Board of Trade may from time to time, on the application of any Members of the Society, impose further conditions, which shall be duly observed by the Society.

6. If the Society acts in contravention of the said fourth paragraph of this Memorandum, or of any of the further conditions referred to in the fifth paragraph hereof, the liability of every Member of the Council shall be unlimited, and the liability of every Member of the Society who has received any such dividend, bonus, or other profit as aforesaid, shall likewise be unlimited.
7. Every Member of the Society undertakes to contribute to the assets of the Society, in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Society, contracted before the time at which he ceases to be a Member, and of the costs, charges, and expenses of winding up the same, and for the adjustment of the rights of the Contributories amongst themselves, such amount as may be required not exceeding £10; or in case of his liability becoming unlimited under the sixth paragraph of this Memorandum, such other amount as may be required in pursuance of said paragraph.
8. If upon the winding up or dissolution of the Association 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 Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, to be determined by the Members of the Association at or before the time of dissolution, or in default thereof, by such Judge or Judges of the Court of Session or Sheriff Court as may have or acquire jurisdiction in the matter.

# **ARTICLES OF ASSOCIATION**

## **OF**

### **THE ABERDEEN-ANGUS CATTLE SOCIETY**

#### **Constitution**

1. It is declared, for the purpose of registration, that the number of Members of the Society is limited to five thousand.
2. These Articles shall be construed with reference to the provisions of the Companies' Act, 1985, and terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Act.
3. The Society does not adopt any of the regulations contained in Table C in the "Companies (Tables A to F) Regulations 1985".
4. The Society is established for the purposes expressed in the Memorandum of Association.
5. 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**

6. Membership of the Society shall be open to any person, registered company or corporation having an interest in Aberdeen-Angus Cattle.
- 6a. Each member shall be required as a condition of membership to co-operate with the Council 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 15. The decision of the Council as to whether such defect or disease is detrimental to the breed shall be final.
7. Applications for membership shall be made on the prescribed form obtainable from the Secretary of the Society.
8. Except as hereinafter provided, membership may be annual or for life. Life members shall pay to the Society in addition to the prescribed entrance fee such single subscription as shall be determined in manner hereinafter provided. Annual members shall pay in addition to the prescribed entrance fee such annual subscription as shall be determined in manner hereinafter provided.. Life membership shall not be open to registered companies or corporations.
9. A person carrying on business under a trading name may be registered as a member under that name along with his proper name.

10. Members of a partnership owning a herd may be registered jointly as members of the Society 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 in his own right and in such case shall be eligible at his option for annual or life membership.
11. The entrance fee and subscription for annual and life members shall be fixed by the Council and shall be subject to confirmation by the Society in General Meeting.
12. The annual subscription shall become due on the 1st day of January in each year. A member whose annual subscription shall remain unpaid on the 1st day of December in the year in which it falls due shall cease to be a member. A member whose annual subscription is in arrear 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.
13. A member may resign on giving written notice to that effect to the Secretary of the Society, but a member shall remain liable to pay the annual subscription unless notice of resignation shall have been given prior to the 1st day of December in the year preceding that in which the resignation is to have effect.
14. The rights and privileges of membership of the Society shall not be transferable or transmissible by act of the member or by operation of law.
15. Any member who shall fail in the observance of any bye-law made by the Council of the Society, or whose conduct in any respect shall be, in the opinion of the Council, derogatory of the character or prejudicial to the interests of the Society, may be removed from the Society by a resolution to that effect passed by a majority of at least two-thirds of the members of the Council present and voting at a Special Council Meeting of which not less than twenty-one days' previous notice specifying the intention to propose such resolution shall have been sent to all Members of Council, and at which not less than nine Members of Council, exclusive of the member whose removal is in question, if he shall happen to be a member of Council, shall be present. Provided, however, that any member in respect of whom any such resolution as aforesaid is to be proposed shall have sent to him by the Secretary a copy of the said resolution and notice at the same time as these are sent to the members of Council, and such member shall be entitled to attend the said Special Meeting and/or to be legally represented thereat, and to make representations why such resolution should not be passed.
- 15a. The Society shall have the right to cancel the Herd Book registration of any animal deemed by the Council to be carrying any hereditary defect or disease detrimental to the breed. The exercise of this power to cancel shall be entrusted in the first instance to a Sub-Committee of the Council appointed under Article 23(h). Any member may, within twenty-one days of notice being given to him of the decision to cancel registration, appeal in writing to the Council against the decision of the Sub-Committee to cancel registration and, in that event, no such cancellation shall be effective unless and until it has been approved at a special Council meeting subject to the same voting and notice

out in Article 15 at which meeting the member appealing shall be entitled to be present and/or be legally represented and to make representations why such cancellation should not be made. Upon cancellation being made or becoming effective as the case may be the registration fee in respect of the animal in question shall be refunded.

- 15b. 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 23(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 15a.
- 15c. 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 15a or of a bull whose Herd Book registration has been refused under Article 15b..

### **Council**

16. The affairs of the Society shall be administered by a Council, which shall consist of a President, two Vice-Presidents, President of the Irish Aberdeen-Angus Association and fourteen other members of the Society. In addition to the foregoing the retiring President of the Society shall be a member of Council but without voting rights. The retiring President shall be entitled to remain a member of Council without voting rights for one year immediately following his retiral from office, and shall be eligible to be elected as an ordinary member of Council after he has ceased to hold office 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 in his own name.
17. The President, the Senior Vice President and the Junior Vice President shall be nominated in writing to the Secretary of the Society no later than 28 days prior to the date of the Annual General Meeting and shall be elected by the majority of the members 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. 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.

18. The members of Council shall be elected by the members of the Society by postal ballot 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. It shall not be an objection to a person acting as a member of the Council that he has attained the age of 70 years. In the election of Members of Council each member of the Society shall have one vote for each vacancy.
19. For the purpose of election of the members of the Council, the area covered by the Society shall be divided into constituencies returning members as follows:-

**SCOTLAND**

North –	Authorities of Perth and Kinross, Angus, Dundee City and all Authorities and Areas north of these South	Three Members
South –	Authorities of Argyll and Bute, Stirling, Clackmannanshire, Fife and all Authorities south of these	Three Members

**ENGLAND AND WALES**

North –	Authorities of Lincolnshire, Leicestershire, Staffordshire, Shropshire, Wrexham, Denbighshire, Caernarfonshire and Merionethshire and all Authorities north of these	Three Members
South –	All Authorities south of the above	Three Members

**IRELAND**

To be considered as one constituency returning two members to be delegated by the Irish Aberdeen-Angus Association.

20. From and after February, 1993, members shall be elected to and shall retire from the Council as follows.

**SCOTLAND**

North	One member each year
South	One member each year

**ENGLAND AND WALES**

North	One member each year
South	One member each year

**IRELAND**

As determined by the Irish Aberdeen-Angus Association.

21. Nominations for membership of the Council shall be made on the prescribed form which shall be issued by the Secretary of the Society. Each nomination shall have a proposer and seconder both of whom shall be members resident within the constituency in respect of which the member of Council is to be elected. Eligibility for nominations shall be the ownership by the nominee, either alone or jointly with others, of an Aberdeen-Angus

herd situated within the constituency, or failing such ownership, residence within the constituency. For the purposes of this Article “residence” in the case of a person having more than one residence shall mean his principal place of residence and in any case of doubt the address at which he is registered in the Register of Members shall be deemed to be a person’s principal place of residence.

22. If and whenever a President, Vice-President or ordinary member of Council dies, resigns or by virtue of Article 15 hereof or in any of the circumstances set forth in Article 38 of Table C in the First Schedule to the Companies’ Act, 1948 becomes ineligible before entering upon or before the expiration of his term of office or when an ordinary member of Council is elected President or Vice-President or in any case where there is an absence of nominees, the Council may fill the vacancy thereby created until the next Annual General Meeting of the Society when the vacancy shall be filled for the remainder of its term by election of the members in terms of Article 18. Where in any constituency there is more than one vacancy and the vacancies are for periods of differing duration, the candidate polling the highest number of votes shall be held to have been elected to the vacancy having the longest duration, the candidate polling the next highest number of votes to the vacancy having the next longest duration and so on. Where in any election poll in which there is an equality in votes shall be determined by lot. Where the number of candidates nominated is the same as the number of vacancies, but the vacancies are for differing periods of duration, the period for which each elected candidate shall serve shall be determined by lot.
23. The Council shall have power
  - (a) to accept or refuse applications for membership of the Society
  - (b) to fill interim vacancies in the Council as provided in Article 20
  - (c) to hold meetings as and when required and at such times and places as they may fix
  - (d) to hold for the Society the copyright and absolute interest in the publication called “The Aberdeen-Angus Herd Book”
  - (e) to apply for registration as a trade mark of the name “Aberdeen-Angus” in respect of any goods article or thing in which the Society has an interest
  - (f) to make 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 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 15(a)
  - (h) to appoint Sub-Committees of their own number and/or of other members of the Society 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
  - (k) to give directions to the Secretary/Treasurer 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 stock broker or bank as may be determined by the Council.

- 23a. Subject to the provisions of the Companies Act, 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.
24. Ordinary Meetings of the Council shall, unless otherwise ordered by them, be held three times in the year, at such places and times as the Council may determine.
25. Extraordinary Meetings of the Council may be convened by the President, by both Vice-Presidents acting together, or by any eight Members of Council, and shall be called by the Secretary.
26. Fourteen days before every Meeting of the Council, notice of the meeting and of the business to be transacted thereat, shall be sent by post to every Member of the Council.
27. All questions and matters brought before a meeting of the Council except the removal of a member of the Society, shall be decided by a majority of the votes of the members present, and each 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.

### **Meetings**

28. The Annual General Meeting of the Society shall be held at Perth at the time of the Spring Sales or at such other time and place as the Council shall from time to time appoint but so always that not more than fifteen months shall elapse between the date of one Annual General Meeting and the next.
29. Not less than 21 days before each Annual General Meeting there shall be sent to each member a notice convening the meeting and specifying the place and time thereof. Along with such notice shall be sent to each member a note of the business to be transacted at the Annual General Meeting, a report by the Council of the activities of the Society during the previous year, a copy of the Income and Expenditure Account and Balance Sheet for the previous year with the Auditor's Report thereon, and a copy of the Minutes of all General Meetings of the Society held since the last Annual General Meeting.
30. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
31. Extraordinary General Meetings of the Society may be convened by the Council at any time on 21 days' notice and Extraordinary General Meetings shall also be convened on like notice on the written requisition of not less than 50 members of the Society or as provided by the Companies Act 1985 Section 368. Such requisition shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the Registered Office of the Society, and may consist of several documents in like form signed by one or more requisitionists. If the Council do not within twenty-one days from the date of

the deposit of the requisition proceed duly to convene a meeting the requisitionists, or any of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the said date. Any reasonable expenses incurred by the requisitionists by reason of the failure of the Council duly to convene a meeting shall be repaid to the requisitionists by the Society.

32. 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.
33. No business shall be transacted at any General Meeting of the Society unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, twenty-five members shall be a quorum.
34. If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting if convened upon a requisition of members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
35. The President, whom failing, the Senior Vice-President, whom both failing, the Junior Vice-President, shall preside as Chairman at every General Meeting of the Society.
36. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting; save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
37. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

### **Voting**

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

### **Common Seal**

40. 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**

41. The Council shall cause proper books of account to be kept with respect to:
  - (a) All sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure takes place;
  - (b) All sales and purchases of goods by the Society; and
  - (c) The assets and liabilities of the Society.
42. Books of account shall be kept at the Registered Office of the Society, or, subject to the Companies Act 1985 Section 222, at such other place or places as the Council may direct and shall always be open to the inspection of the Members of Council.
43. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of members, not being members of Council, and no member (not being a member of Council) shall have any right of inspecting any account or book or document of the Society except as conferred by statute or authorised by the Council or by the Society in general meeting.

### **Audit**

44. Auditors shall be appointed and their rights and duties regulated in accordance with the Companies Act 1985 Part XI Chapter V.

### **Notices**

45. A notice may be given by the Society to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom or Eire) to the address, if any, within the United Kingdom or Eire supplied by him to the Society for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected in the case of a notice of a meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

46. Notice of every General Meeting shall be given in any manner hereinbefore authorised to –

- (a) Every member except those members who (having no registered address within the United Kingdom or Eire) have not supplied to the Society an address within the United Kingdom or Eire for the giving of notices to them;
- (b) Every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;
- (c) The Auditor for the time being of the Society.

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

### **Winding-Up**

47. Clause 8 of the Memorandum relating to the winding-up and dissolution of the Society shall have effect as if the provisions thereof were repeated in these Articles.