

Company number: SC009393

THE COMPANIES ACT 2006

*Company limited by guarantee
and not having a share capital*

ARTICLES of ASSOCIATION

of

***The Galloway Cattle Society
of Great Britain and Ireland***

Incorporated on 11 May 1915
and amended on 1 March 1955 and 24th May 2017

Scottish Charity Number SC008870

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ARTICLES of ASSOCIATION
of
The Galloway Cattle Society of Great Britain and Ireland

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1 NAME AND REGISTERED OFFICE

- 1.1 The name of the company is “The Galloway Cattle Society of Great Britain and Ireland” (“the Society”).
- 1.2 The Registered Office of the Society is situated in Scotland.

2 DEFINITIONS

- 2.1 The definitions and meanings specified in this Article shall apply throughout these Articles of Association and the two Schedules hereto, as follows:

WORDS	MEANINGS
AGM	- the Annual General Meeting.
appeal committee	- as constituted and described in Article 5.3.3.
Articles	- these Articles of Association, and any ancillary regulations thereunder, in force from time to time.
Authorised Representative	- as defined in Article 5.2.
Board	- the Board of Trustees.
Board of Trustees	- the Board of Directors of the Society.
Charitable Purposes	- as described in Article 3 on the basis that these fall within section 7 of the Charities Act and are also regarded as charitable in relation to the application of the Taxes Acts.
Charities Act	- the Charities and Trustee Investment (Scotland) Act 2005 and every statutory modification and re-enactment thereof for the time being in force.
charity	- a body on the Scottish Charity Register which is also regarded as a charity in relation to the application of the Taxes Acts.

Companies Act	- the Companies Act 2006 as amended and every statutory modification and re-enactment thereof for the time being in force.
Co-opted Trustee(s)	- as described in Articles 8.1 and 8.6.
District(s)	- as listed and described in Article 8.2.
District Trustee(s)	- as described in Articles 8.1 and 8.3.
EGM	- an Extraordinary General Meeting, and any General Meeting which is not an AGM.
in writing	- written, printed or lithographed, or partly one and partly another, and other modes of representing or producing words in a visible and non-transitory (albeit electronically-based) form.
junior member(s)	- as described for the purposes of annual subscriptions only at Article 5.4.2.
life member(s)	- as described for the purposes of annual subscriptions only at Article 5.4.2.
members	- all members of the Society.
month	- calendar month.
Named Depute	- as defined in Article 5.2.
Nomination Form(s)	- as described in Article 8.3.4.
Office-Bearers	- comprising the Chairman, Senior Vice-Chairman, Junior Vice-Chairman, and Convenor of Finance, all as described in Article 9.
ordinary member(s)	- as described for the purposes of annual subscriptions only at Article 5.4.2.
organisation	- any body corporate, unincorporated association, society, federation, authority, agency, union, co-operative, trust, partnership or other organisation (not being an individual person).
organisational member(s)	- as described for the purposes of annual subscriptions only at Article 5.4.2.
property	- any property, assets or rights, heritable or moveable, wherever situated in the world.

Regional Club(s) – as described in Article 5.8.

Secretary – as described in Article 13.1.

Society – The Galloway Cattle Society of Great Britain and Ireland.

Subscribers – those persons and/or organisations who have subscribed these Articles.

Trustee(s) – Director(s) for the time being of the Society.

Voting Paper(s) – as described in Article 8.3.7.

Young Members Group – as described in Article 8.4.

Young Member Trustee(s) – as described in Article 8.1 and 8.5.

2.2 These Articles supersede any model Articles contained within the Companies Act or any regulations pertaining thereto.

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

2.4 Words importing the masculine gender only shall include the feminine gender.

2.5 Subject as aforesaid, any words or expressions defined in the Companies Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

2.6 The two Schedules to these Articles are deemed to form an integral part of these Articles.

3 CHARITABLE PURPOSES and POWERS

3.1 The Charitable Purposes of the Society ("the Charitable Purposes") are:

3.1.1 to educate the public generally and farmers in particular with regard to breeding, feeding, welfare, quality and purity of Galloway Cattle and to demonstrate their environmental qualities and the benefits they bring to agriculture and conservation;

3.1.2 to promote scientific, empirical and practical research into the breeding, feeding and welfare of Galloway Cattle and to use the results thereof to encourage and support best practice; and

3.1.3 to promote excellence in Galloway Cattle, and to advance education through annual and other shows and educational visits and to award prizes, awards and/or bursaries in connection therewith.

3.2 The Society shall have powers, but only in furtherance of its Charitable Purposes, as expressed in Schedule 1 annexed to these Articles.

4 GENERAL STRUCTURE OF THE SOCIETY

The structure of the Society comprises:

- 4.1 **Members** - who have the right to attend the AGM (and any General Meeting) and have important powers under these Articles and the Companies Act, particularly in electing people to serve as Trustees and taking decisions in relation to any changes to these Articles; and
- 4.2 **Trustees** - who hold regular meetings between each AGM, set the strategy and policy of the Society, generally control and supervise the activities of the Society and, in particular, are responsible for monitoring its financial position and, where there are no employees or managers appointed, are responsible also for the day-to-day management of the Society.

5 MEMBERSHIP

5.1 Members

- 5.1.1 Membership is open to any individual aged 16 or over who, or organisation which, is interested in the Charitable Purposes and who pays the appropriate annual subscription.
- 5.1.2 For the avoidance of doubt, employees of the Society are eligible for membership, and may not act as Authorised Representative or Named Depute of one. A person who becomes an employee of the Society after admission to membership shall automatically cease to be a member or an Authorised Representative or Named Depute thereof.

5.2 Authorised Representatives of Organisations

- 5.2.1 Each member which is an organisation shall, within one month of admission to membership, appoint one named Authorised Representative and one Named Depute. The Authorised Representative, whom failing the Named Depute, shall represent, act and vote for such member at all General Meetings of the Trust. The Named Depute may represent and act for such member only in the absence of the Authorised Representative.
- 5.2.2 Any change in the appointment of an Authorised Representative, and/or of a Named Depute, may be made at any time by the appointing member, but only by written notice served by the appointing member to the Society. Such notice will take effect in respect of any meeting taking place 48 hours or more after receipt of the notice to the Society to allow sufficient time for the appointing member to serve a copy of the notice to anyone named therein and to enable the Trust to act upon such notification.
- 5.2.3 In the case of any dispute as to the correct Authorised Representative and/or Named Depute serving at any time, the matter will be settled by the Secretary in accordance with the most recent notice validly received by the Society.

5.3 Application for Membership

- 5.3.1 Any individual who wishes to become a member of the Society must sign a written application for membership in the form prescribed, if any, by the Board from time to time and lodge it with the Society. Any applicant must provide the information required to enable the Society to keep a complete Register of Members in terms of Article 5.5.
- 5.3.2 The Board shall consider such applications for membership promptly and shall inform each applicant whether he, she or it has been successful and, where relevant, in which category of membership he, she or it shall belong for annual subscription purposes, the decision of the Board in these respects being final. The Board may, at its discretion, refuse to admit any individual to membership, except for reasons of gender, sexuality, race, religion or politics.

- 5.3.3 (a) Where the Board refuses, in its absolute discretion, to admit any applicant to membership in terms of Article 5.3.2, or decides in terms of Article 5.6.5 to expel a member, such refused applicant or expelled member (“the appellant”) may appeal to an appeal committee comprising the Chairman and two other Trustees appointed by the Chairman (“the appeal committee”) in writing within 14 days of receiving notice of refusal from the Board, stating any reasons why the appellant considers that he, she or it should be admitted to membership or to continue as a member as the case may be.
- (b) On receipt of such written appeal, the appeal committee shall arrange a meeting of themselves and the appellant as soon as convenient thereafter, at which meeting the appellant may address it.
- (c) The appeal committee must reach a decision within 14 days of the meeting either:
- (i) to overrule the Board and admit the appellant to membership; or
 - (ii) to put the application back to the Board to reconsider in its absolute discretion (and if the Board refuses again, there would be no right of further appeal therefrom); or
 - (iii) to refuse the appeal.
- (d) Whichever course the appeal committee take in terms of Article 5.3.3(c), it shall promptly inform the appellant of this in writing.
- 5.3.4 A successful application for membership will not become effective until payment of the appropriate annual membership subscription has been received.

5.4 Membership Subscriptions

- 5.4.1 Members shall be required to pay the appropriate annual membership subscription, if any.
- 5.4.2 The members may at each or any AGM fix any annual subscriptions (and, if relevant, different rates thereof for different categories). The categories of membership for annual subscription purposes as at 2017 are:
- (a) **ordinary members** (for individuals aged 27 and over);
 - (b) **junior members** (for individuals aged between 16 and 26);
 - (c) **organisational members** (for any organisations which become a member); and
 - (d) **life members** (for those conferred with life membership prior to 2016, this category being no longer open to new applicants from 2017 onwards).
- 5.4.3 Only those members who have paid their current subscription (where these are fixed) are entitled to take part in and vote at any General Meeting.
- 5.4.4 If the membership subscription payable by any member remains outstanding for more than three calendar months after the date on which it fell due (and providing the member in question has been given at least one written reminder), the Board may expel that member from membership.
- 5.4.5 An individual who ceases (for whatever reason) to be a member shall not be entitled to any refund of membership subscription.

5.5 Register of Members

- 5.5.1 The Board shall maintain a Register of Members, which is open to all members of the Society.
- 5.5.2 The Register shall include the name and address of each Member, his or her date of birth (following proof thereof on request), his or her category of

membership for subscription purposes, the District in which he or she is ordinarily resident (in terms of Article 8.1), together where relevant with details of the Authorised Representative and Named Depute, and any other information which the Society reasonably requires and requests, which each member shall be obliged to provide.

- 5.5.3 The Register of Members is open also to non-members of the Society, provided that the applicant provides:
- (a) the applicant's name and address;
 - (b) the purpose for which the information is to be used; and
 - (c) whether the information will be disclosed to any other person and, if so, the name and address of that other person and the purpose for which the information is to be used by that other person.

The Society must within 5 working days either supply the information, subject to the data protection rights of its members, or apply to the Court for an order that the application is not for a proper purpose (and intimate this to the applicant). Where the information is provided, the Society may charge a fee for providing the information.

5.6 **Cessation of Membership**

Any member, or Authorised Representative or Named Depute thereof appointed in terms of Article 5.2, may no longer serve as such in any one or more of the following events:

- 5.6.1 if by not less than 7 days' prior notice in writing to the Society he, she or it resigns his, her or its membership; or
 - 5.6.2 if he or she becomes insolvent or apparently insolvent or makes any arrangement or composition with his or her creditors generally; or
 - 5.6.3 if he or she becomes prohibited from being a charity trustee by virtue of section 69(2) of the Charities Act; or
 - 5.6.4 if the terms of Article 5.4.4 are invoked by the Board; or
 - 5.6.5 if a resolution that a member be expelled is passed by a majority of the Trustees present and voting at a Board Meeting, of which not less than 14 days' previous notice specifying the intention to propose such resolution and the grounds on which it is proposed shall have been sent to all Trustees, and also to the member whose removal is in question, such member being entitled to be heard at that meeting (and, in the event of the Board proceeding with expulsion, the expelled member may invoke a right of appeal in terms of Article 5.3.3); or
 - 5.6.6 if he or she dies.
- 5.7 Membership is neither transferable nor assignable to any other individual or organisation.

5.8 **Regional Clubs**

- 5.8.1 The Board may decide to appoint, or continue the appointment of, any one or more Regional Clubs, each to represent a different regional area (not necessarily associated with the Districts listed in Article 8.2), with the principal purposes of promoting the Galloway breed and thereby supporting the Society's Charitable Purposes.
- 5.8.2 Each Regional Club will act as an informal supporter of the Society and is not a formal or integral part thereof.
- 5.8.3 Members of any Regional Club are not members of the Society unless they are in their own right members in terms of Article 5.1.

5.8.4 It is up to each Regional Club to determine whether and to what extent to conduct its business, form its own committees and undertake its own administration.

6 GENERAL MEETINGS

6.1 Convening an AGM

6.1.1 The Board shall convene one General Meeting as its Annual General Meeting, at such time as it may determine, and not more than 15 months shall elapse between the holding of one AGM and the next.

6.1.2 The AGM does not need to be held exclusively in one place, provided that, where two or more members are not in the same place as each other, they are all able to communicate together and vote thereat.

6.2 AGM Agenda

The business of each AGM shall include:

6.2.1 report by the Chairman on the activities of the Society;

6.2.2 report on the annual election of Trustees;

6.2.3 fixing of annual subscriptions;

6.2.4 report of the independent financial examiner;

6.2.5 receiving the annual accounts of the Society; and

6.2.6 appointment of the independent financial examiner.

6.3 Convening an EGM

6.3.1 Any three or more Trustees may convene an EGM whenever they think fit.

6.3.2 The Board must convene an EGM within 28 days of a valid requisition. To be valid, such requisition must:

(a) be signed by not less than 5% of the members;

(b) clearly state the objects of the meeting; and

(c) be deposited with the Society.

Such requisition may consist of several documents in like form each signed by one or more requisitionists.

6.3.3 Any such meeting convened in terms of this Article shall not be an AGM.

6.4 Notice of General Meetings

6.4.1 14 clear days' notice at the least shall be given of every AGM and EGM.

6.4.2 The notice shall specify the place, the day and the hour of meeting and, in the case of special business, the specific nature of that business.

6.4.3 The notice shall be sent, in the manner specified in Article 16, to all members and to such persons or organisations as are under these Articles or under the Companies Act entitled to receive such notices.

6.4.4 With the consent of not less than 90% of the members having the right to attend and vote thereat, a General Meeting may be convened by such shorter notice as they may think fit in the circumstances.

6.4.5 The accidental omission to give notice of a General Meeting to, or the non-receipt of such notice by, any members, persons or organisations entitled to receive notice thereof shall not invalidate any resolution passed at or proceedings of any AGM or EGM.

6.5 Chairman of General Meetings

The Chairman of the Society, whom failing the Vice-Chairman of the Society (if any), shall act as chairman of each General Meeting. If neither the Chairman nor the Vice-Chairman is present and willing to act as chairman of the meeting within 15 minutes

after the time at which the General Meeting in question was due to commence, the Trustees present shall elect from among themselves the Trustee who will act as chairman of that meeting.

6.6 **Quorum at General Meetings**

6.6.1 The quorum for a General Meeting shall be no fewer than twelve members, present in person or by proxy in terms of Article 6.8 (or, if an organisational member, via its Authorised Representative or Named Depute as its proxy in terms of Article 5.2). No business shall be dealt with at any General Meeting, other than the appointment of the chairman of the meeting in terms of Article 6.5, unless a quorum is present.

6.6.2 If a quorum is not present within 15 minutes after the time at which the General Meeting was due to commence - or if, during a General Meeting, a quorum ceases to be present - the General Meeting shall stand adjourned to such time and place as may be fixed by the chairman of the meeting.

6.7 **Voting at General Meetings - General Provisions**

6.7.1 The chairman of the meeting (see Article 6.5) shall endeavour to achieve consensus wherever possible but, if necessary, questions arising shall be decided by being put to the vote.

6.7.2 Each member of the Society is able to attend and speak at any General Meeting and shall have one vote, to be exercised in person or by proxy in terms of Article 6.8 (or, if an organisational member, via its Authorised Representative or Named Depute as its proxy in terms of Article 5.2).

6.7.3 In the event of an equal number of votes for and against any resolution, the chairman of the meeting shall have a casting vote as well as any deliberative vote.

6.7.4 Where a Trustee does not have to be, or cannot be, a member of the Society, he or she may attend and speak at any General Meeting, but in those circumstances may not vote thereat.

6.7.5 The chairman of the meeting may permit any other person or persons to attend a General Meeting who otherwise has no right to do so, as an observer or observers. In that event, it shall be at the discretion of the chairman of the meeting whether any such observer may be invited to speak thereat.

6.7.6 No objection shall be raised to the qualification 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 of the meeting whose decision shall be final and conclusive.

6.8 **Voting at General Meetings - Proxy Voting**

Whilst personal attendance at a General Meeting is encouraged, a member shall be entitled to complete one form of proxy in order to appoint a proxy to attend a General Meeting on his or her behalf, in respect of which the following apply:

6.8.1 a proxy need not be a member;

6.8.2 a proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the appointing member to speak at the meeting and to vote thereat;

6.8.3 the form appointing the Proxy, which may specify how the proxy is to vote (or to abstain from voting) on one or more resolutions, shall be in the general terms (to be varied as required to fit the circumstances) of the form shown in the Schedule 2 annexed to these Articles;

- 6.8.4 the form appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, shall be lodged with the Society not less than 48 hours before the time of the start of the meeting or adjourned meeting at which the person named in the form proposes to vote, and in default the instrument of proxy shall not be treated as valid;
- 6.8.5 no instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution, unless it expressly states to the contrary, in which event it shall be treated as valid until rescinded by the granter in writing to the Society;
- 6.8.6 a vote given in accordance with the terms of a form of proxy shall be valid notwithstanding the previous death or 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 the death, insanity or revocation as aforesaid shall have been received by the Society before the commencement of the meeting or adjourned meeting at which the proxy is used (not having been deliberately withheld);
- 6.8.7 appointment of a proxy may be revoked by the granter by written notice received by the Society not less than 48 hours before the time of the start of the General Meeting (or adjourned meeting) to which it relates; and
- 6.8.8 any reference in these Articles to voting being “in person” shall include voting by proxy.

6.9 Voting at General Meetings – Secret Ballot

A resolution put to the vote at any General Meeting shall be decided verbally or on a show of hands, as appropriate, unless a secret ballot is demanded in the following terms:

- 6.9.1 such demand must be made either by the chairman of the meeting, or by two or more members having the right to vote on the resolution;
- 6.9.2 such demand may be made at any time prior to a show of hands on that resolution;
- 6.9.3 a demand for a secret ballot may be withdrawn by its proposers prior to the secret ballot taking place, provided that the chairman of the meeting consents to the withdrawal; and
- 6.9.4 the secret ballot shall be conducted in such a manner as the chairman of the meeting may direct, and the chairman of the meeting shall appoint and instruct tellers, who may cast their own personal votes if members (if proxies therefor or Authorised Representatives or Named Deputies thereof), and the result shall be declared by the chairman of the meeting at the same meeting at which the ballot is taken.

6.10 Voting at General Meetings – Special Resolutions

6.10.1 At any General Meeting a resolution put to the vote of the meeting shall be voted upon by a simple majority of the members who are present and voting thereon, except for decisions relating to any of the following Special Resolutions, which shall require to be decided upon by not less than 75% of the members present and voting thereon (no account therefore being taken of members who abstain from voting or who are absent from the meeting), namely:

- (a) to alter the name of the Society;
- (b) to amend the Charitable Purposes;
- (c) to amend these Articles;
- (d) to wind up the Society in terms of Article 20; or
- (e) all other Special Resolutions.

- 6.10.2 An ordinary resolution to be proposed at a General Meeting may be amended if:
- (a) written notice of the proposed amendment is received by the Society from a member entitled to vote thereat not less than 48 hours before the time appointed for the holding of the meeting or adjourned meeting; and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 6.10.3 A Special Resolution to be proposed at a General Meeting may be amended if:
- (a) the chairman of the meeting proposes the amendment at the General Meeting at which the Special Resolution is to be proposed; and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical, interpretative or other non-substantive error in the Special Resolution.
- 6.10.4 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

6.11 **Voting - Written Resolutions**

- 6.11.1 Ordinary and Special Resolutions may be passed in writing, rather than at a General Meeting, provided that the terms of this Article are followed.
- 6.11.2 An ordinary resolution in writing signed by or on behalf of a simple majority of all the members shall be as valid and effective as if the same had been passed at a General Meeting of the Society duly convened and held, provided that the terms of this Article are followed.
- 6.11.3 A Special Resolution in writing signed by or on behalf of not less than 75% of all the members shall be as valid and effective as if the same had been passed at a General Meeting of the Society duly convened and held, provided that the terms of this Article are followed.
- 6.11.4 Written resolutions may not be used either for the removal of a Trustee prior to the expiration of his or her term of office, or for the removal of an independent financial examiner prior to the expiration of his or her term of office.
- 6.11.5 Any written resolution must be issued in hard copy (by hand or by post) or in electronic form (by fax or e-mail), or by means of a website at the same time, to all members on the Circulation Date (that is, the date on which copies of the written resolution are sent to the members).
- 6.11.6 Where such a written resolution is proposed by the Board, it must include the following express statements:
- (a) an explanation to the eligible members how to signify their agreement to the resolution;
 - (b) how it can be sent back by them, and whether in hard copy (by hand or by post) and/or in electronic form (by fax or by e-mail);
 - (c) clarification that a failure to reply will be deemed to be a vote against the resolution in question; and
 - (d) the date by which the resolution must be passed if it is not to lapse (that is, the date which is 28 days after the Circulation Date).
- 6.11.7 Where such a written resolution is proposed by members, the following shall apply:
- (a) the resolution must be requested by not less than 5% of the members ("the members' request");

- (b) the members' request may be made in hard copy (by hand or by post) or in electronic form (by fax or by e-mail);
 - (c) the members' request must identify the resolution to be put to members. The Board can reject this if it is, in its opinion, either frivolous, vexatious, defamatory of any person or would be ineffective (whether by reason of inconsistency with any enactment or these Articles or otherwise);
 - (d) the members' request can include an accompanying statement (not exceeding 1,000 words) which they can require the Society to issue with the written resolution to all members;
 - (e) within 21 days, the Society must circulate the resolution and any accompanying statement with the express statements referred to in sub-clause (f) hereof; and
 - (f) the Society may charge a reasonable fee to the requesting members to cover its costs of circulation of the members' request.
- 6.11.8 Any such written resolution may consist of several documents in the same form, each signed by or on behalf of one or more members.
- 6.11.9 Once a member has signed and returned a written resolution in agreement thereto, his or her agreement is irrevocable.

7 THE BOARD OF TRUSTEES

7.1 The strategy and affairs of the Society shall be directed and managed by a Board of Trustees elected in terms of Article 8. The Board may exercise all such powers of the Society, and do on behalf of the Society all acts as may be exercised and done by the Society, other than those required to be exercised or done by the members in General Meeting, and subject always to these Articles and to the provisions of the Companies Act.

7.2 Limitation

The members may, by Special Resolution, direct the Board to take, or to refrain from taking, specified action, but no such Special Resolution shall invalidate anything which the Board may have done prior to the passing of such Special Resolution, nor shall it require them to act or refrain from acting in a manner which would be incompatible with their duties under the Companies Act or the Charities Act.

7.3 Delegation

7.3.1 The Board may delegate any of its powers to any sub-committee or persons or person, by such means, to such an extent and on such terms and conditions as it thinks fit, and may at any time revoke such delegation, in whole or in part, or alter such terms and conditions. If the Board so specifies, any such delegation may authorise further delegation of the Board's powers by any sub-committee or persons or person to whom they are delegated.

7.3.2 Any sub-committee so formed or persons or person to whom delegation of powers is made in terms of Article 7.3.1 shall, in the exercise of the powers so delegated, conform to any remit and regulations imposed on it by the Board.

7.3.3 In the case of delegation to any one or more sub-committees, each shall consist of not less than one Trustee and such other person or persons as the Board thinks fit or which it delegates to the committee to appoint. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable (and, without prejudice to that generality including Articles 12.4.5 and 12.6) and so far as the same shall not be

amended or superseded by any specific regulations made by the Board for all or any sub-committees. A sub-committee may invite or allow any person to attend and speak, but not to vote, at any of its meetings. Such sub-committee shall regularly and promptly circulate, or ensure the regular and prompt circulation of, the minutes of its meetings to all Trustees.

7.3.4 Unless expressly part of such delegation, no decision of any such sub-committee, persons or person shall bind the Board.

7.4 **Number of Trustees**

7.4.1 The number of Trustees shall be not fewer than 12 and not more than 35.

7.4.2 The Board may act notwithstanding any vacancy in it, but where the number of Trustees falls below the minimum number specified in this Article, it may only do so for the purpose of appointing sufficient Trustees to match or exceed that minimum.

8 **TRUSTEES**

8.1 **Composition of Board**

From and after the AGM of the Society in 2017, the Board shall comprise:

8.1.1 up to 3 Trustees from each of the ten Districts, elected in terms of Article 8.3 ("**District Trustees**"); and

8.1.2 the Chair and one Vice-Chair of the Young Members Group, elected in terms of Article 8.5 ("**Young Member Trustees**"); and

8.1.3 up to 3 individual persons co-opted as Trustees in terms of Article 8.6 ("**Co-opted Trustees**").

8.2 **Districts**

For the purpose of electing the District Trustees in terms of Article 8.3 below:

8.2.1 The United Kingdom and Ireland are divided currently into ten Districts, as follows:

- (a) Borders
- (b) Dumfries-shire
- (c) Kirkcudbrightshire East
- (d) Kirkcudbrightshire West
- (e) Wigtownshire & Ayrshire
- (f) Rest of Scotland
- (g) Cumberland
- (h) Northern Counties
- (i) Rest of England & Wales, and
- (j) Ireland.

8.2.2 Each member may vote for District Trustees in only one District, being the District in which he or she is ordinarily resident (and if a member has a residence in more than one District and properly is ordinarily resident in each, he or she may elect which District in which to be registered as a member).

8.2.3 In the event of any query or dispute in respect of the boundaries of each District, or in respect of the District in which a member is to be treated as being ordinarily resident (subject to the terms of Article 8.1.2), the matter shall be determined conclusively by the Board.

8.2.4 The Board may, after consultation with the members, decide to change the number (by addition, subtraction or amalgamation), geographical boundaries and/or names of any District, to take effect at the next ensuing AGM occurring more than two months after the date of any such decision.

8.3 **District Trustees**

- 8.3.1 The members shall continue to elect up to a total of thirty District Trustees, in terms of this Article.
- 8.3.2 At each AGM, one of the District Trustees in each District shall retire from office. A retiring District Trustee shall retain office until the close or adjournment of the AGM. A retiring Trustee shall be eligible for re-election.
- 8.3.3 If no other District Trustee in a District has decided or agreed to retire, the District Trustee to retire in each District at each AGM shall be the one who has been longest in office since his or her last election but, as between persons who were elected or last re-elected as District Trustees on the same day, the one or ones to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
- 8.3.4 Not less than two months prior to each AGM, the Secretary shall send (or otherwise make available) a Nomination Form, in such form as the Board determines, to each member, calling on each member to nominate a member resident in his or her District as a District Trustee.
- 8.3.5 Nomination of any District Trustee shall be in terms of the Nomination Form, by not less than any 3 members resident in the District to which the nomination refers. The nominee, who must be a member in that same District, shall confirm his or her willingness to act as a District Trustee if elected, and if required shall provide a statement to explain the his or her suitability. A Nomination Form to be valid must be delivered to the Society (at the address specified in the Nomination Form) not less than 5 weeks prior to the date of the AGM in question.
- 8.3.6 Only a nominee may withdraw his or her Nomination Form at any time prior to the issue of Voting Papers for that District, by letter to that effect addressed to the Secretary.
- 8.3.7 In the event of more than one member being nominated as a District Trustee for any District, the Secretary shall, not less than 3 weeks prior to the AGM, send (or otherwise make available) a Voting Paper to every member registered as resident in that District. The Voting Paper shall include the names of all the nominees for that District, with instructions for its completion and return. A Voting Paper to be valid must be delivered to the Secretary not less than 1 week prior to the AGM.
- 8.3.8 Once the Voting Papers have been received by the time-limit of 1 week prior to the AGM, these shall remain confidential to the Secretary (unless only that the Board decides to scrutinise these in the event of a contested result). The Secretary shall calculate the number of votes recorded for each nominee, and the nominee gaining the highest number of votes shall become the District Trustee as at the end of the AGM. If two or more nominees gain the same number of votes, the one to be elected shall (unless they otherwise agree amongst themselves) be determined by lot. The result of the voting process shall be announced at the AGM.
- 8.3.9 In the event of there being no valid nomination for any District, the Board may, if it wishes, at its meeting immediately after the AGM, appoint a member resident in that District to be a District Trustee for that District, who shall hold office as such exactly as if he or she had been duly nominated in terms of Article 8.3.

8.4 **Young Members Group**

- 8.4.1 The Young Members Group comprises all members aged between 16 and 26 who pay the junior member subscription.

- 8.4.2 The young members appoint their own Young Members Committee to represent and promote the interests and enthusiasm of all young members, comprising:
- (a) the Young Members Chair, to serve for a period of two years;
 - (b) up to two Young Members Vice-Chairs, each to serve for a period of two years, with one elected each year; and
 - (c) up to four other young members, each to serve for a period of two years, with two elected each year.
- 8.4.3 The Young Members Committee serves as a sub-committee of the Board in terms of Article 7.3.
- 8.4.4 If a member of the Young Member Committee attains the age of 27 during his or her term of office, he or she may remain in office until the expiry of the term.

8.5 **Young Member Trustees**

- 8.5.1 After receipt of the Notice of each AGM of the Society, the Young Members Committee will confirm to the Secretary not less than one week before the date of the AGM the name of the Young Members Vice-Chair who, with the Young Members Chair, will serve on the Board of the Society for the period until the next ensuing AGM.
- 8.5.2 The details of the Young Member Trustees shall be announced at the AGM.
- 8.5.3 If a Young Member Trustee attains the age of 27 during his or her term of office, he or she may remain in office until the expiry of the term.
- 8.5.4 In the event of their being no valid nomination(s) from the Young Members Committee, the Board may at its meeting immediately after the AGM appoint up to two members of that Committee to serve as Young Member Trustees until the next AGM.

8.6 **Co-opted Trustees**

Up to 3 individuals (who do not need to be members of the Society) may be co-opted from time to time by the Board of Trustees itself, as follows:

- 8.6.1 Subject to Article 8.6.3, a Co-opted Trustee shall serve until the next AGM after his or her co-option.
- 8.6.2 A Co-opted Trustee can be re-co-opted by the Board immediately after such next AGM.
- 8.6.3 A Co-opted Trustee can be removed from office at any time by a simple majority of the Board.
- 8.6.4 For the avoidance of doubt, a Co-opted Trustee may participate fully in and vote at all Board meetings which he or she attends.

8.7 **Casual Vacancies**

The Board may from time to time fill any casual vacancy arising as a result of the retiral (or deemed retiral for any reason) of any District Trustee or Young Member Trustee, from or after the date of such retiral or deemed retiral until the next AGM.

8.8 **Retiral and Deemed Retiral of Trustees**

Any Trustee must cease to be a Trustee if he or she:

- 8.8.1 is prohibited from being a member in terms of Article 5; or
- 8.8.2 is prohibited from being a charity trustee by virtue of section 69(2) of the Charities Act; or
- 8.8.3 holds any office of profit or is employed by the Society (except where the provisions of Article 10.4 shall apply); or

- 8.8.4 has a significant conflict of interest which the Board considers has and is likely to continue to undermine his or her ability to act impartially as a Trustee; or
- 8.8.5 becomes incapable for medical reasons of fulfilling the duties of his or her office and such incapacity, as certified if necessary by two medical practitioners, is expected to continue for a period of more than six months from the date or later date of such certification; or
- 8.8.5 is absent (without permission) from more than three consecutive meetings of the Board, and the Board resolves to remove him or her from office; or
- 8.8.7 being a District Trustee or a Young Member Trustee, ceases to be a member; or
- 8.8.8 is considered by the Board to have been in serious or persistent breach of either or both of the duties listed in sections 66(1) and 66(2) of the Charities Act, such Trustee being entitled to be heard prior to the Board taking a decision; or
- 8.8.9 resigns as a Trustee by notice in writing to the Society; or
- 8.8.10 dies.

8.9 **Conduct of Trustees**

- 8.9.1 Each Trustee is obliged to act in accordance with both the duties listed in section 66 of the Charities Act (see Article 8.9.2) and the general duties listed in sections 171 - 177 of the Companies Act (see Article 8.9.3) so as to take decisions in such a way as is considered, in good faith, most likely to be in the interests of the Society, and to promote its success in achieving the Charitable Purposes.
- 8.9.2 The duties listed in section 66 of the Charities Act to which each Trustee must adhere are:
 - (a) to act in the interests of the Society;
 - (b) to seek, in good faith, to ensure that the Society acts in a manner which is consistent with its Charitable Purposes;
 - (c) to act with the care and diligence that it is reasonable to expect of a person who is managing the affairs of another person; and
 - (d) in circumstances giving rise to the possibility of a conflict of interest between the Society and any party responsible for the appointment of that Trustee:
 - (i) to put the interests of the Society before those of the other party; and
 - (ii) where any other duty prevent the Trustee from doing so, to disclose the conflicting interest to the Society and to refrain from participating in any deliberation or decision of the Board with regard to the matter in question; and
 - (e) to ensure that the Society complies with any direction, requirement, notice or duty imposed upon under or by virtue of the Charities Act.
- 8.9.3 The general duties listed in sections 171 - 177 of the Companies act to which each Trustee must adhere as a company director are (in brief terms):
 - (a) to act in accordance with the Articles and only exercise powers for the Charitable Purposes;
 - (b) to act in a way, in good faith, which would be most likely to promote the success of the Society;
 - (c) to exercise independent judgement;
 - (d) to exercise reasonable care, skill and diligence, which may reasonably be expected of a person carrying out the functions of a company director;

- (e) to avoid conflicts of interest;
 - (f) not to accept benefits from third parties conferred by reason of being a Trustee or doing (or not doing) anything as a Trustee; and
 - (g) if directly or indirectly interested in a proposed transaction or arrangement with the Society, to declare to the other Trustees the nature and extent of that interest.
- 8.9.4 The provisions of Articles 10 and 11 are also pertinent to the provisions within this Article, and each Trustee must comply with these.
- 8.9.5 Each Trustee must additionally comply with any Code of Conduct, Board Charter, or Board Policy for Trustees as introduced and prescribed by the Board from time to time.
- 8.9.6 In the event that the Board considers that any Trustee has committed a material breach of this Article, it may either:
- (a) impose a warning upon such Trustee requiring there to be no repetition of any breach within a suitable period (usually being of twelve months after the original breach), failing which the Board may invoke the terms of Article 8.8.8 on the basis of the breach being serious or persistent); or
 - (b) if the Board considers the breach to be serious or persistent (whether or not a warning was previously given in terms of Article 8.9.6(a)), it may proceed to invoke the terms of Article 8.8.8.

9 OFFICE-BEARERS

- 9.1 The Office-Bearers of the Society comprise:
- 9.1.1 the Chairman
 - 9.1.2 the Senior Vice-Chairman
 - 9.1.3 the Junior Vice-Chairman, and
 - 9.1.4 the Convenor of Finance.
- 9.2 The Board shall meet as soon as practicable immediately after each AGM to appoint the Office-Bearers from the District Trustees and the Co-opted Trustees, each to serve until the end of the next AGM, when each if willing is eligible for re-election.
- 9.3 For the avoidance of doubt, the Secretary (see Article 13) is neither an Office-Bearer nor a Trustee.

10 CONSTRAINTS ON PAYMENTS/BENEFITS TO MEMBERS AND TRUSTEES

- 10.1 The income and property of the Society shall be applied solely towards promoting the Charitable Purposes.
- 10.2 No part of the income or property of the Society shall be paid or transferred (directly or indirectly) to the members or Trustees of the Society, whether by way of dividend, bonus or otherwise, except where such members or Trustees are in receipt of income or property of the Society as a beneficiary of the Society in terms of the Charitable Purposes.
- 10.3 No Trustee shall be appointed as a paid employee of the Society.
- 10.4 No benefit (whether in money or in kind) shall be given by the Society to any member or Trustee except the possibility of:
- 10.4.1 repayment of out-of-pocket expenses to Trustees (subject to prior agreement by the Board); or

- 10.4.2 reasonable remuneration to a member or any Trustees in return for specific services actually rendered to the Society (not being of a management nature normally carried out by a director of a company); or
- 10.4.3 payment of interest at a rate not exceeding the commercial rate on money lent to the Society by any member or Trustee; or
- 10.4.4 payment of rent at a rate not exceeding the open market rent for property let to the Society by any member or Trustee; or
- 10.4.5 the purchase of property from any member or Trustee provided that such purchase is at or below market value or the sale of property to any member or Trustee provided that such sale is at or above market value; or
- 10.4.6 payment to one or more Trustees by way of any indemnity where appropriate.

11 CONFLICTS OF INTERESTS

- 11.1 Any Trustee and/or employee who has a personal interest (as defined in Article 11.2) in any prospective or actual contract or other arrangement with the Society must declare that interest either generally to the Board or specifically at any relevant meeting of the Society. Where such an interest arises, the provisions within Article 11.3 shall apply.
- 11.2 A personal interest includes the following interests:
 - 11.2.1 those of the Trustee or employee in question;
 - 11.2.2 those of his or her partner or close relative;
 - 11.2.3 those of any business associate;
 - 11.2.4 those of any firm of which he or she is a partner or employee;
 - 11.2.5 those of any limited company of which he or she is a director, employee or shareholder of more than 5% of the equity; and
 - 11.2.6 those of any person or organisation responsible for his or her appointment as a Trustee.
- 11.3.1 Whenever a Trustee finds that there is a personal interest, as defined in Article 11.2, he or she has a duty to declare this to the Board meeting in question. In that event, in order to avoid a material conflict of interest arising, the Trustee in question cannot partake in discussions or decisions relating to such matter.
- 11.3.2 It shall be for the chairman of the meeting in question (or if it be the chairman of the meeting who is potentially or actually conflicted, it shall be for the other Trustees present) to determine whether the Trustee in question should at the least be required to be absent during that particular element of the meeting. In terms of Article 12.1, where a Trustee leaves, or is required to leave, the meeting in question, he or she no longer forms part of the quorum thereat.
- 11.3.3 The Board may at any time resolve, but without taking a specific vote on the matter, to authorise any Trustee to continue acting where a real or potential conflict of interest exists in relation to a personal interest of that Trustee, but where it considers that the interests of the Society have not been nor are likely to be prejudiced as a result. The Trustee in question cannot be considered as part of the quorum for that part of any Board meeting giving consideration to this authorisation.
- 11.3.4 The Board may resolve at any time to require all Trustees and employees to deliver a Notice of Relevant Interests to the Registered Office (or elsewhere as it may determine), as they arise and at least annually. In that event, the Board shall determine from time to time what additional interests to those listed in Article 11.2, if any, shall be relevant interests and shall ensure that a Register of Notices of Relevant Interests is maintained.

- 11.3.5 If existing, the Register of Interests shall be open for inspection by both the Board and members of the Society and, with the express prior written approval of the Trustee or employee concerned, by members of the public.

12 BOARD MEETINGS

12.1 Quorum

- 12.1.1 The quorum for Board meetings shall be not less than 30% of all the Trustees. No business shall be dealt with at a Board meeting unless a quorum is present.
- 12.1.2 A Trustee shall not be counted in the quorum at a meeting (or at least the relevant part thereof) in relation to a resolution on which, whether because of personal interest or otherwise, he or she is not entitled to vote.

12.2 Convening Board Meetings

- 12.2.1 Meetings of the Board may take place in person or by telephone conference call, video conference call or by any other collective electronic means approved from time to time by the Board.
- 12.2.2 Not less than 14 clear days' notice in writing shall be given of any meeting of the Board at which a decision is to be made in relation to any matter requiring to be decided by Special Resolution (as listed in Article 6.10), which notice shall be accompanied by an agenda and any papers relevant to the matter to be decided. All other Board meetings shall require not less than 7 days' prior notice, unless all Trustees agree unanimously in writing to dispense with such notice on any specific occasion.
- 12.2.3 A Trustee may and, on the request of a Trustee, the Company Secretary shall, at any time, summon a meeting of the Board by notice served upon all Trustees, to take place at a reasonably convenient time and date.

12.3 Chairman of Board Meeting

The Chairman, whom failing the Vice-Chairman (if any), shall be entitled to preside as chairman of all Board meetings at which he or she shall be present. If at any meeting neither the Chairman nor the Vice-Chairman is present and willing to act as chairman of the meeting within 15 minutes after the time appointed for holding the meeting, the remaining Trustees may appoint one of the Trustees to be chairman of the Board meeting, which failing the meeting shall be adjourned until a time when the Chairman or Vice-Chairman will be available.

12.4 Voting at Board Meetings

- 12.4.1 The chairman of the Board meeting shall endeavour to achieve consensus wherever possible but, if necessary, questions arising shall be decided by being put to the vote, on a show of hands only, each Trustee present having one vote.
- 12.4.2 All decisions of the Board shall be by a simple majority at any meeting which is quorate at the time the decision is taken.
- 12.4.3 The decisions requiring a Special Resolution (listed in Article 6.10) cannot be taken by the Trustees alone, but must be taken also by the members in General Meeting in terms of Article 6.10 and only thereafter acted upon by the Board as directed by the members.
- 12.4.4 In the event of an equal number of votes for and against any resolution at a Board meeting, the chairman of the meeting shall have a casting vote as well as a deliberative vote.

12.4.5 A resolution in writing (whether one single document signed by all or a sufficient majority of the Trustees or all or a sufficient majority of the members of any sub-committee), whether in one or several documents in the same form each signed by one or more Trustees or members of any relative sub-committee as appropriate, shall be as valid and effectual as if it had been passed at a meeting of the Board or of such sub-committee duly convened and constituted.

12.5 Observers

The Board may invite or allow any person to attend and speak, but not to vote, at any meeting of the Board.

12.6 Minutes

The Board shall cause minutes to be made of all appointments of officers made by it and of the proceedings of all General Meetings and of all Board meetings and of sub-committees, including the names of those present, and all business transacted at such meetings and any such minutes of any meeting, if purporting to be signed after approval, either 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. The minutes shall be retained for at least 10 years.

12.7 Validation

12.7.1 All acts *bona fide* done by any Board meeting, or of any sub-committee, or by any person acting as a Trustee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Trustee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Trustee.

12.7.2 No alteration of these Articles and no direction given by Special Resolution shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given.

12.8 Board Policies

The Board may from time to time promulgate, review and amend any Policies, subordinate at all times to these Articles, as it deems necessary and appropriate to provide additional explanation, guidance and governance to themselves, members, employees, stakeholders and/or others.

12.9 Rules and Regulations

The Board may from time to time promulgate, review and amend any Rules and/or Regulations, subordinate at all times to these Articles, as it deems necessary and appropriate to make specific practical provision and regulation relating to the Galloway breed, including (without prejudice to that generality) the Galloway Herd Book, Pedigree Registration, Embryo Transplants, the National Show, and Sales.

13 SECRETARY, TREASURER and COMPANY SECRETARY

13.1 Secretary

(a) The Board shall appoint a Secretary, for all purposes required in terms of the Articles in relation to the administration of the Society, its meetings and the minutes if its meetings, for such term and upon such conditions as it may think fit.

- (b) For the avoidance of doubt, the Secretary is neither an Office-Bearer nor can he or she be a Trustee.
- (c) The Secretary may be removed by the Board at any time, subject to the terms of any prevailing contract.
- (d) The Board may award an annual salary, honorarium or other appropriate fee to the Secretary at its discretion.
- (e) The Secretary is required by the Board to attend (but shall have no vote at) all Board meetings and all General meetings (AGMs and EGMs) during his or her tenure as Secretary, except any part or parts thereof dealing with his or her employment or remuneration, or any other matter which the Board wishes to keep confidential to itself.

13.2 **Treasurer**

- (a) The Board may appoint a Treasurer for such term and upon such conditions as it may think fit.
- (b) If the Treasurer is unpaid, he or she may also be a Trustee, and if so he or she would have a vote as a Trustee at any Board meeting which he or she attends.
- (c) If the Treasurer is to be paid an annual salary, honorarium or other appropriate fee at the Board's discretion, he or she cannot also be a Trustee.
- (d) If the Treasurer is not a Trustee, he or she may be required by the Board to attend (but shall have no vote at) Board meetings during his or her tenure as Treasurer, except any part or parts thereof dealing with his or her employment or remuneration, or any other matter which the Board wishes to keep confidential to itself.
- (e) The Treasurer may be removed by the Board at any time, subject to the terms of any prevailing contract.
- (f) At the discretion of the Board, the role of the Treasurer may be combined with that of the Secretary.

13.3 **Company Secretary**

The Board may appoint a Company Secretary for such term and upon such conditions as it may think fit. The Company Secretary may be removed by the Board at any time, subject to the terms of any prevailing contract.

14 **HONORARY PRESIDENT AND PATRONS**

14.1 **Honorary President**

- (a) The members in General Meeting may, on a proposal from the Board, agree to the appointment of the Honorary President either for such fixed period (usually of five years), renewable, as members determine or for an unspecified period until such appointment be terminated by them.
- (b) The Honorary President is entitled to notice of all General Meetings and to attend and contribute to discussion but not to vote thereat. Otherwise, the Honorary President is not directly involved in the work, decisions or liability of the Society.

14.2 **Honorary Patrons**

- (a) The members in General Meeting may, on a proposal from the Board, agree to the appointment of one or more Honorary Patrons of the Society, to be appointed either for such fixed period (usually of five years), renewable, as members determine or for an unspecified period until such appointment be terminated by them.

- (b) The Honorary Patron or Patrons are entitled to notice of all General Meetings and to attend and contribute to discussion but not to vote thereat. Otherwise, they are not directly involved in the work, decisions or liability of the Society.

15 FINANCES AND ACCOUNTS

15.1 Bank Accounts

The banking account or accounts of the Society shall be kept in such bank or building society and/or banks or building societies as the Board shall from time to time determine.

15.2 Cheques etc.

All cheques and other negotiable instruments, and all receipts for monies paid to the Society, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.

- 15.3 The Board shall ensure that all funds and assets of the Society are applied towards achieving the Charitable Purposes.

15.4 Accounting Records

The Board shall cause accounting records to be kept in accordance with the requirements of the Companies Act and other relevant regulations.

- 15.5 The accounting records shall be maintained by the Treasurer (if there is one) and overseen by the Principal Officer (if there is one), or otherwise by, or as determined by, the Board. Such records shall be kept at such place or places as the Board shall think fit and shall always be open to the inspection of the Trustees. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Society or any of them shall be open to the inspection of the members of the Society.

15.6 Independent Financial Examiner

Once at least in every year, or as otherwise provided for by the Companies Act, the accounts of the Society shall be examined by an independent financial examiner, who shall be appointed by the Board on the direction of members in General Meeting.

15.7 Accounts

At or before each AGM, or otherwise after the Accounts have been approved by the Board, the Board shall provide the members with a copy of the accounts for the period since the last preceding accounting reference date (or in the case of the first account since the incorporation of the Society). The accounts shall be accompanied by proper reports of the Board and the independent financial examiner. As an alternative, the Accounts may be available for inspection on the website of the Society (with all members, Trustees, the Company Secretary and the independent financial examiner being made aware that they are so available for inspection there).

16 NOTICES

- 16.1. A notice may be served by the Society upon any member, either personally or by sending it by post, fax, e-mail or other appropriate electronic means, addressed to such member at his or her or its address as appearing in the Register of members.

- 16.2 Any notice, whether served by post or otherwise, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post or is otherwise dispatched.
- 16.3 A member present at any meeting of the Society shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
- 16.4 The business of the Society and all its correspondence with and notification to or from members may be conducted equally validly and effectively if transmitted by fax or e-mail or other appropriate electronic means (except where a member specifically requests all such correspondence and notification by post) or otherwise if publicised on the website of the Society where the Society has advised each member of this and has taken due steps to notify by other reasonable means all other members who state that they do not have access to the Internet.

17 INDEMNITY

Subject to the terms of the Companies Act and without prejudice to any other indemnity, the Trustees, or member of any sub-committee, the Company Secretary, Treasurer and all employees of the Society shall be indemnified out of the funds of the Society against any loss or liability (including the costs of defending successfully any court proceedings) which he, she or they may respectively incur or sustain, in connection with or on behalf of the Society and each of them shall be chargeable only for so much money as he or she may actually receive and they shall not be answerable for the acts, receipts, neglects or defaults of each other, but each of them for his or her own acts, receipts, neglects or defaults only.

18 ALTERATION TO ARTICLES OF ASSOCIATION

Subject to the terms of Article 6.10, no alteration in these Articles may at any time be made unless by the decision of not less than 75% of the members present (in person or by proxy) and voting at a General Meeting called specifically (but not necessarily exclusively) for the purpose.

19 LIMIT OF LIABILITY

- 19.1 The liability of the members is limited.
- 19.2 Every member of the Society undertakes to contribute such amount as may be required (not exceeding £1) to the property of the Society if it should be wound up whilst he, she or it is a member or within one year after he, she or it ceases to be a member (for whatever reason), for payment of its debts and liabilities contracted before he, she or it ceases to be a member, and of the costs, charges and expenses of winding up.

20 DISSOLUTION

- 20.1 The winding-up of the Society may take place only on the decision of not less than 75% of its members who are present and voting at a General Meeting called specifically (but not necessarily exclusively) for the purpose.

- 20.2 If, on the winding-up of the Society, any property remains, after satisfaction of all its debts and liabilities, such property shall be given or transferred to any one or more charities having the same or a similar object to the Charitable Purposes.
- 20.3 The charity or charities to which the property is to be transferred in terms of Article 20.2 shall be determined on the decision of not less than 75% of the members of the Society who are present and voting at a General Meeting called specifically (but not necessarily exclusively) for the purpose or, failing that, by a decision of not less than 75% of the Board or, failing that, as determined by an arbiter to be chosen amicably by the Board or, failing such amicable choice, as determined by the Sheriff of Tayside, Central and Fife at Perth (or any successor thereto), whose decision shall be final and binding upon the Society.
- 20.4 If the Society is a charity at the time that its winding-up is decided upon in terms of this Article, the prior consent of the Office of the Scottish Charity Regulator (or any successor thereto) must be obtained in terms of Section 16 of the Charities Act.

Annexation

Schedule 1 Powers

Schedule 2 Form of Proxy

Schedule 1

Powers available to the Society

Further to Article 3.2, the Society shall have the following powers (but only in furtherance of the Charitable Purposes) and declaring that the order in which these Powers are listed or the terms of the sub-headings above are of no significance in terms of their respective priority which shall be deemed to be equal, namely:

1 Specific

- 1.1 to take all necessary steps to verify and ensure the pedigree of the Galloway cattle breed;

2 General

- 2.1 to encourage and develop a spirit of voluntary or other commitment by individuals, unincorporated associations, societies, federations, partnerships, corporate bodies, agencies, undertakings, local authorities, unions, co-operatives, trusts and others and any groups or groupings thereof willing to assist the Society to achieve the Charitable Purposes;
- 2.2 to provide advice, consultancy, training, tuition, expertise and assistance;
- 2.3 to promote and carry out research, surveys and investigations and develop initiatives, projects and programmes;
- 2.4 to prepare, organise, promote and implement training courses, exhibitions, lectures, seminars, conferences, events and workshops, to collect, collate, disseminate and exchange information and to prepare, produce, edit, publish, exhibit and distribute articles, pamphlets, books and other publications, tapes, motion and still pictures, music and drama and other materials, all in any medium;

3 Property

- 3.1 to purchase, take on lease, hire, or otherwise acquire any property suitable for the Society and to construct, convert, improve, develop, maintain, alter and demolish any buildings or erections whether of a permanent or temporary nature, and manage and operate or arrange for the professional or other appropriate management and operation of the Society's property;
- 3.2 to sell, let, hire, license, give in exchange and otherwise dispose of all or any part of the property of the Society;
- 3.3 to establish and administer a building fund or funds or guarantee fund or funds or endowment fund or funds;

4 Employment

- 4.1 to employ, contract with, train and pay such staff (whether employed or self-employed or external contractors) as are considered appropriate for the proper conduct of the activities of the Society;

5 Funding and Financial

- 5.1 to take such steps as may be deemed appropriate for the purpose of raising funds for the activities of the Society;
- 5.2 to accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust;
- 5.3 to borrow or raise money for the Charitable Purposes and to give security in support of any such borrowings by the Society and/or in support of any obligations undertaken by the Society;
- 5.4 to set aside funds not immediately required as a reserve or for specific purposes;
- 5.5 to open, operate and manage bank and other accounts and to invest any funds which are not immediately required for the activities of the Society in such investments as may be considered appropriate and to dispose of, and vary, such investments;

- 5.6 to make grants or loans of money and to give guarantees;
- 5.7 to employ as a professional investment manager any person who is entitled to carry on investment business under the supervision of the Financial Conduct Authority (or its successors) and to delegate to any such manager the exercise of all or any of its powers of investment on such terms and at such reasonable remuneration as the Board of Trustees thinks fit, and to enable investments to be held for the Society in nominee names, but subject always to the provisions of the Charities Act;

6 Development

- 6.1 to establish, manage and/or support any other charity, and to make donations for any charitable purpose falling within the Charitable Purposes;
- 6.2 to establish, operate and administer and/or otherwise acquire any separate trading company or association, whether charitable or not;
- 6.3 to enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the Society and to enter into any arrangement for co-operation, mutual assistance, or sharing profit with any charity;
- 6.4 to enter into contracts to provide services to or on behalf of others;

7 Insurance and Protection

- 7.1 to effect insurance of all kinds (which may include indemnity insurance in respect of Trustees and employees);
- 7.2 to oppose, or object to, any application or proceedings which may prejudice the interests of the Society;

8 Ancillary

- 8.1 to pay the costs of forming the Society and its subsequent development;
- 8.2 to carry out the Charitable Purposes in any part of the world as principal, agent, contractor, trustee or in any other capacity; and
- 8.3 to do anything which may be incidental or conducive to the Charitable Purposes so long as these are charitable.

Schedule 2

Form of Proxy

Further to Article 6.8.3, the Form of Proxy shall be in the following general terms (to be varied as required to fit the circumstances):

**The Galloway Cattle Society of Great Britain and Ireland
("the Society")**

I,
of.....,
being a member of the Society hereby appoint the chairman of the General Meeting/or*.....,
of,
as my proxy to vote for me on my behalf at the General Meeting of the Society to be held on..... and at any adjournment thereof.

This form to be used in favour of/against the resolution(s)*

** to be deleted if not required, or amended if it is required*

Signature of member appointing proxy.....

dated.....

To be valid, this Form of Proxy, once signed and dated, must be lodged at least 48 hours before the start of the General Meeting referred to above