COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

THE JACOB SHEEP SOCIETY LIMITED

We, the several persons whose names and addresses are subscribed hereto, are desirous of being formed into a company.

Name Address Description Araminta Aldington The Knoll Farm, Aldington, Kent Married woman Geoffrey Purefoy Shalstone Manor, Buckingham Farmer Frank Bailey Cogden Farm, Burton Bradstoke, Dorset Farmer Isobel S Nicholson Blairstruie House, Glenfarg, Perth Bacteriologist James W Adamson Westmains, Newbiggin, Lanarkshire Farmer Sonia Heathcoat Amory Oswalk Kirk Hall, York Farmer Meryl Gardner Suirvale, Cahir, Co. Tipperary Farmer

Dated 4 December 1979

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION FOR A CHARITABLE COMPANY

of

THE JACOB SHEEP SOCIETY LIMITED

1 The name of the Company is THE JACOB SHEEP SOCIETY LIMITED.
(and in this document it is called the 'Society').

Interpretation

2 In the Articles:

'address' means a postal address or, for the purposes of electronic communication, an e-mail address; a telephone number for receiving text messages or other means of accessing communications electronically, in each case registered with the Society;

'the articles' means the charity's articles of association; 'the Society' means the company intended to be regulated by the articles;

'clear days' in relation to the period of a notice means a period excluding: • the day when the notice is given or deemed to be given; and
• the day for which it is given or on which it is to take effect;

'the Commission' means the Charity Commission for England and Wales;

'Companies Acts' means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Society;

'the directors' means the directors of the Society. The directors are charity trustees as defined by section 177 of the Charities Act 2011;

'document' includes, unless otherwise specified, any document sent or supplied in electronic form;

'electronic form' has the meaning given in section 1168 of the Companies Act 2006;

'nomination papers' and 'voting papers' includes a secure online system able to support the voting procedures

'the memorandum' means the Society's memorandum of

association; 'officers' includes the directors and the secretary (if any);

'secretary' means any person appointed to perform the duties of the secretary of the

Society;

'the United Kingdom' means Great Britain and Northern Ireland; and words signifying one gender shall include all genders, and the singular includes the plural and vice versa, and words signifying persons shall include corporations. Unless the context otherwise requires; Words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Society.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

3 The registered office of the Society is situated in England.

Liability of members

4 The liability of the members is limited to a sum not exceeding £1, being the amount that each member undertakes to contribute to the assets of the Society in the event of its being wound up while he is a member or within one year after he ceases to be a member, for:

(1) payment of the Society's debts and liabilities incurred before he ceases to be a member;

(2) payment of the costs, charges and expenses of winding up;

(3) and adjustment of the rights of the contributories among themselves.

Objects

5 The object of the Society is to advance and promote agriculture by improving the breed and promoting and encouraging the breeding of Jacob Sheep:

[Nothing in the articles shall authorise an application of the property of the charity for purposes which are not charitable in accordance with the Charities Act 2011 and equivalent legislation in Scotland, Northern Ireland and The Republic of Ireland.]

Powers

6 In furtherance of the object, but not further or otherwise, the Society shall have the following powers:

(1) To establish and publish a Flock Book;

(2) To compile and publish a statement of transactions connected with the breed; (3) To compile and publish a record of all members of the Society, their addresses, contact details, membership number and flock prefix. Such publication to be made available to members only.

(4) To hold shows and sales at home and abroad and generally to organise and encourage activities to further the object of the Society;

(5) To conduct, encourage and contribute to experimental work and scientific research in connection with the breed and to promote information with reference to sheep breeding by lectures, discussions, books, pamphlets, correspondence or otherwise;

(6) To undertake arbitration upon and settle disputes and questions related to or connected with Jacob sheep and the breeding and sales thereof and for other subsidiary purposes;

(7) To provide rooms and other facilities for the holding and conducting of meetings for the object of work of the Society;

(8) To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

(9) To sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011.

(10) To receive donations, endowments, subscriptions, and legacies from persons desiring to promote the objects aforesaid or any of them and to hold funds in trust for the same;

(11) To borrow or raise money for the purposes of the Society on such terms and on such security as may be thought fit;

(12) To establish and support or aid in the establishment and support or to amalgamate with other charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Society or calculated to further its objects;

(13) To undertake and execute any charitable trusts which may lawfully be undertaken by the Society and may be conducive to its objects;

(14) To invest the moneys of the Society not immediately required for its own purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;

(15) To make and frame regulations and byelaws for the government of the Society and to do all such other lawful things as may be necessary to the attainment of the above objects or any of them;

(16) To provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;

(17) Provided that:

(a) In case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(b) The objects of the Society shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

7 The income and property of the Society from whatever source derived, shall be applied solely towards the promotion and furtherance of the objects of the Society as set forth in these Articles of Association, 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 Members of the Society or to any of them, provided that, subject to the provisions hereinafter contained, nothing herein contained shall prevent the payment in good faith of remuneration to any Treasurer, Steward, Secretary, Auditor, 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 of interest not exceeding ten per cent per annum, or linked to base rate or prevent any Member

who may be a successful exhibitor at any exhibition or show held or promoted by the Society, the cost of establishing or holding of which the Society may have subscribed out

of its income or property, from receiving as such exhibitor any prize, medal or other recognition which may, under the regulations affecting the said exhibition or show, be awarded to him.

8. If any Member of the Society pays or receives any dividend, bonus or other profit in contravention of the terms of the seventh paragraph of these Articles, his liability shall be unlimited. Provided further that no Member of the Board of the Society or other governing body of the Society shall be appointed to any salaried office or any office paid by fees, and that no remuneration shall be given to any Member of such Board or governing body, except repayment of reasonable out-of-pocket expenses and interest on money lent. If any payment shall be made to any Member in contravention of the provisions of this section, the liability shall be unlimited of any Member who shall receive or make such payment after he has been advised in writing that it is unauthorised. Provided further that this provision shall not apply to any payment to any company in which such Member shall not hold more than one-hundredth part of the capital, and such Member shall not be bound to account for any share of profits he may receive in respect of such payment.

9. 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 among themselves such amount as may be required not exceeding £l or, in case of his liability becoming unlimited, such other amount as may be required in pursuance of the last preceding paragraph of these Articles.

10. If upon the winding-up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Society, but shall be given or transferred to some other charitable institution, or institutions having objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of clause 7 hereof, such charitable institution or institutions to be determined by the Members of the Society at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

MEMBERS

11 The election of Members of the Society shall be at the discretion of the Board. Any person desirous of becoming a Member of the Society shall submit an application in writing signed by him in such form as the Board may from time to time determine and provided that such form, whether on paper or electronic format must include the following commitment:
I/we wish to become (a) Member(s) of the Jacob Sheep Society Limited and I/we hereby agree, on this application being accepted, to be bound by the Memorandum and Articles of Association and byelaws of the Society.

12. Immediately upon the application for membership being accepted and subject to payment by the applicant of the Society's annual subscription and joining fee (if any) that shall be payable in respect of the year in which application of membership is accepted, the

applicant shall become a Member of the Society and be bound by the Articles of Association and the byelaws of the Society.

13. The Secretary shall furnish all new Members of the Society with a copy of the Articles of Association and byelaws of the Society and a list of its present Members. The Secretary shall also give a new Member the opportunity of choosing a flock prefix name of not more than 10 letters.

14. (1) Each Member shall pay to the Society on the first day of January in each year in respect of that calendar year an annual subscription of £25 or such other annual subscription as the Board may from time to time resolve shall be the annual subscription payable by Members to the Society.

(2) If a Member shall be elected at any time after the first day of January, he shall nevertheless pay the full annual subscription for the then current year, at the discretion of the Board.

15. Any Member may at any time retire from membership on giving written notice to that effect to the Society, but unless such notice is given on or before the first day of January in any year, the retiring Member shall, notwithstanding his retirement, pay the annual subscription for that year.

16. (1) If any Member shall fail to pay his annual subscription within one month after it has become due and payable, the Secretary shall send such Member a notice in writing as recorded in the books of the Society calling upon him to pay the same by 31st March of that year. If such Member shall by the due date have failed to pay his annual subscription, the Board shall be entitled to terminate his membership of the Society without further notice.

(2) Any Member who shall not act in compliance with these Articles, or whose conduct in any respect, whether in his capacity as a Member of the Society or otherwise, shall be, in the opinion of the Board, derogatory to the character or prejudicial to the interests of the Society, may be removed from the Society by the Board.

17. The rights and privileges of every Member of the Society shall be personal to him and shall not be transferred or transmissible either by his own act or by operation of law.

PRIVILEGES OF MEMBERS

18. No Member whose subscription is unpaid shall enjoy any of the privileges of the Society or be entitled to vote at or take part in meetings.

19. Members have the right of attending the Annual and all Extraordinary General Meetings of the Society, and of speaking and voting thereat. Each Member has one vote. All references to Members of the Society contained within these Articles shall be construed as though references to Members included Joint Members, and Joint Members together or singularly shall have the same voting rights as Members save that one and only one of the Joint Members shall be entitled to cast the vote for that pair of Joint Members in any election or

meeting held by the Society.

MEETINGS

20. The Society shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.

21. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings. The Board shall have full power to authorise the Secretary to summon an Extraordinary General Meeting of the Society at such time and place as the Board may think fit.

NOTICE OF MEETINGS

22. Fourteen days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business shall be given in manner hereinafter authorised to such persons (including the Reporting Accountant) as are under these Articles or under the Companies Acts entitled to receive such notices from the Society, but with the consent of all the Members entitled to receive notices thereof, or of such proportion thereof as is prescribed by the Companies Acts in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those Members may think fit.

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

PROCEEDINGS AT MEETINGS

24. No special business shall be transacted at the Annual or any Extraordinary General Meeting other than that whereof notice shall have been given.

25. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at the Annual General Meeting shall also be deemed special with the exception of the consideration of the accounts, balance sheets, and the reports of the Board and the Reporting Accountant and the appointment of, and the fixing of the remuneration of the Reporting Accountant.

26. No business shall be transacted at any General Meeting unless a quorum of Members is present when the meeting proceeds to business. Save as herein otherwise provided, 9 Members personally present shall be a quorum.

27. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board may determine, and if at such

adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Members present shall be a quorum.

28. At every General Meeting, the Chairman of the Board, and in his absence the Vice Chairman, and in his absence, a Member of the Board selected by those Members of the Board present shall preside as Chairman of that meeting.

29. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as for the original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

30. All questions and matters before General Meetings except for the election of Members of the Board (which shall be decided in the manner provided by Article 36 to 40 and Article 52 shall be decided on a show of hands unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman of the Meeting or by at least five Members present, or by a Member or Members representing one-tenth of the total voting rights of all the Members having the right to vote at the meeting, and unless a poll be so demanded, a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

31. Subject to the provisions of Article 33, if a poll be demanded in the manner aforesaid, it shall be taken at such time and place, and in such manner as the Chairman of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

32. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

33. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

34. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall have a second or casting vote, in addition to his vote as a Member.

35. The minutes of Annual or Extraordinary General Meetings shall be circulated to board

members who had been present at those meetings for approval within two weeks of the meetings. The agreed version of the minutes will be published on the Society's website within four weeks of the meeting.

THE BOARD

36. There shall be a Board of the Society to which shall be deputed the management of the Society. The Board shall consist of: -

(1) A President

(2) A Chairman, a Vice-Chairman/Chairman-Elect, a Treasurer, and Field Officer.

(3) The Board shall have the power to appoint up to six further members to the Board.

(4) The members of the Board denoted in clauses (1) and (2) above shall be the Officers of the Society and are hereinafter referred to as "the Officers".

(5) The Immediate Past Chairman shall be an ex-officio member of the Board for one year following the end of his term of office.
(6) One Regional Contact Member to represent each of the Society's regions.

37. (1) The officers of the Society on 22nd April 2023, the date that these Articles were last amended by Special Resolution, comprised the officers whose names are set out in Appendix A hereto. These officers shall continue as such during the period for which they have already been elected to the Board.

(2) Regional Contact Members shall be elected by the members in each Region to represent that region on the Board and the Regional Contact Members so elected shall hold office for a period of 3 years from the next Annual General Meeting of the Society following their election.

(3) Election of the first Regional Contact Members took place as follows: -

Annual General Meeting 1998 - Eastern Region
Southern Region

Annual General Meeting 1999 - Ireland Region
Scotland Region
South West Region

Annual General Meeting 2000 - Central Region
Northern Region
Wales Region

And thereafter at intervals of three years.

(4) Joint Members may hold different positions within the Society but only one of that pair of Joint Members may sit on the Board at any one time.

(5) No Member shall hold more than one position on the Board at any one time.

ROTATION AND ELECTION OF OFFICERS

38. (1) The President shall be appointed at an Annual General Meeting by resolution of the Board and this appointment shall be for a period of three years.

(2) (a) The Chairman shall be elected for a period of three years only. However he shall be eligible for re-election as Chairman after a period of six years following the end of his period of office.

(b) The Vice Chairman shall be elected for a period of one year and thereafter the person elected shall be eligible for re-election and shall be eligible to become Chairman-Elect on the commencement of the Chairman's final year of office. At the end of the Chairman's final year of office the Chairman-Elect shall be eligible to be nominated as Chairman at the following Annual General Meeting by resolution of The Board.

(c) The Field Officer shall be elected for a period of three years and thereafter the person so elected shall be eligible for re-election.

(d) The Treasurer and any other directors appointed by the Board shall be appointed at the Annual General Meeting by resolution of The Board and these appointments shall be for a period of three years, the persons so appointed shall be eligible for re-appointment.

39. The Society shall, at the Annual General Meeting at which the Chairman or the Vice-Chairman or the Field Officer retire from office, fill the vacated office by electing a person thereto in the following manner: -

(1) The election shall be organised and implemented by the secretary.

(2) Prior to the commencement of the said election, the Secretary shall send to every Member of the Society a form enabling him to nominate any Member of the Society to fill the vacated office. Each nomination shall be signed by a proposer and a seconder as well as the nominee and be given to the Secretary not later than thirty days preceding the Annual General Meeting.

(3) In the event of there being no nomination to fill a particular vacancy, the Board shall nominate a Member to fill such vacancy.

(4) The secretary shall at least 14 days before the election is to be held, send to every Member of the Society a voting paper giving the names of the candidates nominated for election which by then have been duly obtained in accordance with 2 above. Voting papers must be returned to the Secretary not less than 72 hours before the time of the Annual General Meeting.

(5) Every Member of the Society shall be entitled to cast one vote and the candidate who obtains the greatest number of votes cast shall be duly elected to fill the vacated office. The result of the election shall be declared at the Annual General Meeting and the election shall take effect from the date of such meeting.

40. If and whenever an Officer dies, resigns, or by ceasing to be a Member of the Society becomes ineligible, the Board shall in his place appoint a Member of the Society to fill that vacancy. Any Member so appointed shall retire at the next Annual General Meeting of the Society, but shall be eligible for election as an Officer at such Annual General Meeting.

MEETINGS OF THE BOARD

41. There shall be at least two meetings of the Board in each year, to be held at such times and places as the Board shall determine, and the quorum for all Board meetings shall be eight Members of the Board present in person or by means of electronic, digital, or telephonic communication as determined by the Board from time to time. Questions arising at any meeting shall be decided by a majority of votes. In the event of equality of votes, the Chairman shall have a second or casting vote.

42. The Chairman of every Board meeting shall be the Chairman of the Board; failing him, the Vice Chairman and failing him any other Member of the Board selected for that purpose by a majority of the votes of those present.

43. (1) A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretion by or under these Articles vested in the Board generally.

(2) The Board shall cause proper minutes to be made of all meetings of the Society. The draft minutes will be circulated to board members for approval within two weeks of the meetings. The agreed version of the minutes will be published on the Society's website within four weeks of the meeting. This shall be sufficient evidence without any further proof of the facts therein stated.

(3) A resolution (except a resolution concerned with remuneration or any other matter relating to the employment of an employee of the Society) in writing signed by all the Members for the time being of the Board or of any committee of the Board respectively who are entitled to receive notice of a meeting of the Board or of such committee respectively shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

(4) Where, in exceptional circumstances, a Board meeting has been conducted by means of a telephone or video conferencing facility then the conditions set out in paragraph 42 will apply.

DISQUALIFICATION OF MEMBERS OF THE BOARD

44. (1) No person shall be a Member of The Board if he is not a Member of the Society or he is an employee of the Society.

(2) The office of a member of the Board shall be vacated: -

(a) if he becomes bankrupt or he makes an arrangement or composition with his creditors; or

(b) if he ceases to be a Member of the Society; or

(c) if by notice in writing to the Society he resigns his office; or

(d) if he ceases to be a Board member by virtue of any provision in the Companies Acts or is prohibited by law from being a director; or

(e) if he is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);

(f) in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Board member and may remain so for more than three months;

(g) is absent without the permission of the Board from all their meetings held within a period of twelve consecutive months and the Board resolve that his or her office be vacated.

POWERS AND DUTIES OF THE BOARD

45. The business of the Society shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Society as they think fit, and may exercise all such powers of the Society, and do on behalf of the Society all such acts as may be exercised and done by the Society and as are not by statute or by these Articles required to be exercised or done by the Society in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the statutes for the time being in force and affecting the Society, and to such regulations, being not inconsistent with the aforesaid regulation or provisions, as may be prescribed by the Society in General Meeting, but no regulation made by the Society in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

46. It is, however, hereby expressly declared (by way of amplification, and not in limitation of the general powers and duties conferred or implied by or in the last preceding Article) that the Board shall have and may exercise and perform the following powers and duties, namely: -

(1) It may from time to time make, alter and rescind rules, regulations and byelaws in relation to all or any of the following matters, that is to say: The particular manner in which persons shall be proposed for and elected to membership, the manner of the removal of a Member whose subscription is in arrear, the manner and place or places in, or at, which the Board shall hold and conduct its meetings and the business of the Society, and such other matters relating to or arising out of the business of the Society as can be conveniently and properly dealt with by rules, regulations and byelaws not affecting or altering the constitution and rights of Members of the Society as defined by the Memorandum and these Articles of Association, and provided that no rule, regulation or byelaw shall be made under the powers by this Article conferred which would amount to such an addition to or alteration of the Articles as could only legally be made by a Special Resolution.

(2) It may delegate any of its powers or duties (except the appointment and removal

of Members of its body and of the Society) to Committees of any number of Members of its body, with power to co-opt to any such Committee such number of persons as the Board may think fit who are not Members of the Board or of the Society, but (in the case of co-opted persons who are not Members of the Society) in an advisory capacity only and without power to vote, and from time to time to make, alter and rescind rules, regulations and byelaws for the conduct by the Committee of the business delegated to them and the number of each Committee which shall constitute a quorum PROVIDED THAT the Board shall, when delegating to a Committee any powers and duties as aforesaid, require such Committee to report its proceedings to the Board in such manner as the Board may from time to time direct.

(3) It may (subject as mentioned in the Memorandum) purchase, hire, or take on lease, or otherwise, for the purposes of the Society, any houses, buildings, land, goods, chattels or effects, and it may sell, let and dispose of the property of the Society when and as it may think fit.

(4) It may from time to time appoint and remove a Secretary of the Society and the Editor or Editors of any publication of the Society, also any other Officers and employees at salaries and wages respectively, with such respective duties and spheres of employment, and generally upon such terms as it may think fit, but subject always to the provisions of clause 8 of the Articles of Association.

(5) It may borrow money for the purposes of the Society and may give security for any such moneys upon any property of the Society.

(6) It may place any moneys of the Society not required for immediate use, upon deposit at interest, with the Society's bankers or elsewhere, and may invest any such moneys and generally deal with the property of the Society in such manner as it may think fit, and may, for the time being, be empowered to do by the Memorandum and Articles of the Society.

HONORARY MEMBERS

47. (1) The Board may grant any person, who is a Patron of the society, Honorary Member status during the period or periods that he is Patron.

(2) An Honorary Member shall not be required to pay any joining fee or any annual subscription to the Society during such period or periods as he shall be an Honorary Member.

(3) A person (whether or not a Member of the Society) shall not, on accepting an invitation to become an Honorary Member, be entitled to any rights of membership of the Society given under these Articles or otherwise, nor shall he act as an Officer or Regional Contact Member, provided however that an Honorary Member shall be entitled to receive notice of, attend and vote at every General Meeting of the Society.

(4) A person may resign his Patronage and Honorary Membership at any time on giving written notice to the Secretary and if such person was a Member of the Society at the date of accepting the invitation to become an Honorary Member, he shall then resume his ordinary membership of the Society without payment of a joining fee, but otherwise subject

to these Articles.

LIFE MEMBERS

48. (1) Any Member may at any time (provided that he shall have paid the annual subscription payable on becoming a Member pursuant to Article 8 and provided he satisfies such conditions as the Board shall from time to time determine) compound by one payment for all his future annual subscriptions and shall thereupon become a Life Member and be entitled to all privileges of membership for life. The fee to be paid to the Society to compound a Member's future annual subscriptions shall be such sum or sums as the Board may from time to time consider being the appropriate fee.

(2) Life Membership is available to individuals only and any Joint Member who wishes to become a Life Member shall become an individual Life Member.

THE VICE-CHAIRMAN/CHAIRMAN-ELECT

49. The Vice-Chairman/Chairman-Elect shall act as Chairman of the Society during the absence for any reason of the Chairman. In the event of the death or retirement of the Chairman, the Vice-Chairman/Chairman-Elect shall act as Chairman until the next Annual General Meeting of the Society.

THE SECRETARY

50. The Secretary shall be appointed by the Board for such time and at such remuneration and upon such conditions as the Board shall think fit and the Board may remove any Secretary so appointed. The Board may, from time to time by resolution appoint an assistant or deputy Secretary and any person so appointed may act in place of the Secretary if there shall be no Secretary or no Secretary capable of acting or, if the Board so determines, to undertake certain specified duties of the Secretary.

REGIONS

51. (1) The United Kingdom and Ireland shall be divided into the Regions as set out below (hereinafter referred to as “the Regions”) namely: -

SOUTH WEST REGION

CORNWALL, DEVON, DORSET, SOMERSET

SOUTHERN REGION

BERKSHIRE, BUCKINGHAMSHIRE, EAST SUSSEX, HAMPSHIRE, KENT, LONDON, MIDDLESEX, OXFORDSHIRE, SURREY, WEST SUSSEX, WILTSHIRE.

CENTRAL REGION

CHESHIRE, DERBYSHIRE, GLOUCESTERSHIRE, HEREFORDSHIRE, SHROPSHIRE, STAFFORDSHIRE, WARWICKSHIRE, WEST MIDLANDS, WORCESTERSHIRE.

EASTERN REGION

BEDFORDSHIRE, CAMBRIDGESHIRE, ESSEX, HERTFORDSHIRE, LEICESTERSHIRE, LINCOLNSHIRE, NORFOLK, NORTHAMPTONSHIRE, NOTTINGHAMSHIRE, RUTLAND, SUFFOLK.

NORTHERN REGION

CLEVELAND, COUNTY DURHAM, CUMBRIA, EAST YORKSHIRE, HUMBERSIDE, ISLE OF MAN, LANCASHIRE, NORTH YORKSHIRE, NORTHUMBERLAND, SOUTH YORKSHIRE, TYNE & WEAR, WEST YORKSHIRE.

WALES REGION

ALL COUNTIES

SCOTLAND REGION

ALL DISTRICTS.

IRELAND REGION

NORTHERN IRELAND & THE REPUBLIC OF IRELAND

(2) Those Members who reside outside any of the Regions shall be represented by the Regional Contact Member for the Southern Region.

REGIONAL BOARD MEMBERS

52 (1) The Members of the Society living in each of the Regions shall elect from amongst their number a Regional Contact Member of the Board to represent their region.

(2) The term of office of such Regional Contact Member shall commence on the date on which the Annual General Meeting of the Society for the year following such election shall be held and, subject as is in these Articles provided, shall continue for a period of 3 years and thereafter the person elected shall be eligible for re-election for one further period of 3 years.

(3) The election of a Regional Contact Member for each region shall be organised and implemented by the Secretary.

(4) The said election shall be carried out in the following manner:

(a) Prior to commencement of the said elections the Secretary shall send to each member of the Society living in the said region a form enabling him to nominate any member of the Society living in that region for election to the office of Regional Contact Member for that region. Each nomination shall be signed by a proposer and a seconder as well as the nominee.

(b) The Secretary shall at least 14 days before an election is to be held, send to every member living in that region a notice of the election date, and of the names of the candidates nominated for election which by then have been duly obtained in accordance with 4(a) above.

(c) Each member of the Society living in a region shall be entitled to cast one vote and the candidate who obtains the greatest number of votes cast shall be duly elected as the Regional Contact Member for the said region.

(5) The Regional Contact Member shall be subject to the terms and conditions set out in these Articles.

(6) Any Regional Contact Member may at any time during his period of office resign his office upon giving not less than 28 days written notice to the Secretary of his intention to do so and the Board shall be bound to accept such resignation.

(7) A Regional Contact Member shall, at all times during his period of office, serve as a Member of the Board of the Society, but on a Regional Contact Member ceasing to hold that office for whatever cause he shall thereupon cease to be a Member of the Board and the Secretary shall immediately institute a further election to appoint a replacement Regional Contact Member to represent that region. That replacement shall complete the term the previous Regional Contact Member had left in office and shall be eligible for re-election for a period of 3 years only.

(8) The Board may, at any time, require a Regional Contact Member to resign his office forthwith in the event of his being disqualified under Article 44 above.

(9) A Regional Committee shall be entitled to nominate two Deputies from each region one of whom may attend and vote at any meetings of the Board of the Society, which the Regional Contact Member is unable, for any reason, to attend.

ACCOUNTS

53. The Board 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 such receipts and expenditure take place;

(b) all sales and purchases of goods by the Society;

and

(c) the assets and liabilities of the Society.

Proper books shall not be deemed to be kept if they are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Society and to explain its transactions.

54. 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 accounts and books of the Society or any of them shall be open to the inspection of Members not being Members of the Board and no Member (not being a Member of the Board) shall have any right of inspecting any account or book or document of the Society, except as conferred by statute or authorised by the Board or by ordinary resolution of the Society in general meeting.

55. In any accounting reference period in which the Society qualifies for an audit exemption pursuant to the provisions of the Companies Acts, the Board shall appoint an independent accountant who shall prepare a report (on such basis as the Board thinks fit) on the accounts prepared by the Board. Such a report shall together with the accounts be sent to any Member who requests a copy. A copy of the summarised accounts shall be sent to all Members not less than 14 days before the appointed date of the Annual General Meeting. In the event of at least 10% of the Members invoking the provisions of the Companies Acts requiring the Society to obtain an audit of its accounts the Board shall not be required to appoint an independent accountant to prepare a report as provided above.

56. An independent accountant appointed under the terms of Article 55 shall be such person or persons as shall be appointed in accordance with Section 249D of the 1985 Act. Any person or persons duly appointed under the terms of Article 55 shall be entitled to receive notices of general meetings.

ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

57. (1) The directors must comply with the requirements of the Charities Act 2011 with regard to the:

(a) transmission of a copy of the statements of account to the Commission; (b) preparation of an Annual Report and the transmission of a copy of it to the Commission;

(c) preparation of an Annual Return and its transmission to the Commission.

(2) The directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

MEANS OF COMMUNICATION

58. (1) Subject to the articles, anything sent or supplied by or to the charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity.

(2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

59. Any notice to be given to or by any person pursuant to the articles: (1) must be in writing; or

(2) must be given in electronic form.

60. (1) The Society may give any notice to a member either:

(a) personally; or

(b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or

(c) by leaving it at the address of the member; or

(d) by giving it in electronic form to the member's email address, unless the member has opted not to receive notices in electronic form.

(e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place, date and time of the meeting.

(2) A member who does not register an address with the charity shall not be entitled to receive any notice from the charity.

61. A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

62 (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

(2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

(3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:

(a) 48 hours after the envelope containing it was posted; or

(b) in the case of an electronic form of communication, 48 hours after it was sent.

APPENDIX A

Names of the Officers of the Society

President Mrs P Black

Chairman Mrs J P East

Vice-Chairman Mr S Dalrymple

Treasurer Mrs L J Pope

Field Officer Mr C Richardson

APPENDIX B

(Regulations affecting Regional Contact Members)

1. At all times during the continuance of his term of office a Regional Contact Member shall: -

(a) Carry out the objects for which the Society is established throughout the region for which he is elected and in all matters will act faithfully and with proper diligence and care and not do or omit to do any act or thing which may endanger the charitable status of the Society or be in breach of these Articles;

(b) Obey the orders and directions of the Society and in the absence of any such orders or directions, act in such manner as the Regional Contact Member reasonably considers to be in the interests of the Society:

(c) Ensure that all money raised by the region is forwarded to the Treasurer or the Society's Bank in full;

(d) Keep and maintain proper and accurate books of account and records showing clearly all transactions undertaken by the region on the Society's behalf and allow any person so authorised by the Society at all reasonable times to have access to inspect such books and records;

(e) Upon the written request of the Secretary to forthwith remit to the Treasurer or the Society's Bank all sums standing to the credit of the Society as at the date such request is received;

(f) Not to purchase any goods or services or incur any liability on behalf of the Society or in any way pledge or purport to pledge the Society's credit to any extent that the payment for such goods or services or the settlement of such liabilities would exceed any sum held on behalf of the Society;

(g) In all correspondence and otherwise describe himself as the Regional Contact Member. All letters written by a Regional Contact Member on the Society's business shall be written using the Society's current letter heading, giving the Regional Contact Member's address for reply;

(h) Use his best endeavours to attend all or any separate meetings of Regional Contact Members called by the Board;

2. (a) A Regional Contact Member shall be entitled, at any time or times during his term of office, to make a written application to the Board of the Society for a grant of funds to be used to further the objects of the Society in that region.

(b) Any such application shall set out the amount of the grant required by the region and the specific purpose to which such grant would be applied.

(c) The Board will consider every such application so made, but whether or not any grant applied for is given, the precise form in which it shall be made shall be in the sole and absolute discretion of the Board, whose decision shall be final.

3. A Regional Contact Member shall not, at any time during his period of office receive or be entitled to receive remuneration or other benefit whatsoever for the performance of his duties, but he shall be entitled to be reimbursed by the Society for all reasonable expenses wholly incurred by him whilst performing his duties as Regional Contact Member. Such expenses shall include the cost of postage, stationery and telephone. In the event of any dispute over reimbursement of expenses to a Regional Contact Member the decision of the Board of the Society shall be final and binding.

4. A Regional Contact Member shall use his best endeavours to form a Regional Committee to assist in carrying out the objects of the Society in the region. Minutes of any such Regional Committee meetings must be kept and copies of such minutes, duly signed by the Regional Contact Member, shall be forwarded to the Secretary within 28 days of the date such meeting is held.

5. A Member of any such Regional Committee must be a Member of the Society. No decision reached by any Regional Committee shall be binding on the Society.

6. A Regional Contact Member should not collect membership fees, annual subscriptions or registration fees from Members of the Society living in his region or elsewhere, and any sums so received shall forthwith be forwarded to the Treasurer.

7. Upon the termination, from whatever cause, of a Regional Contact Member's term of office, the Regional Contact Member shall promptly return to the Society or otherwise dispose of, as the Board may direct, all records and other property of the Society in his possession.

8. To enable a good working relationship to develop and be maintained between a Regional Contact Member and the Board, a Regional Contact Member shall at all times, use his best endeavours to inform the Board of all material events, activities and future plans and programmes in the region and likewise, the Board shall use its best endeavours to keep Regional Contact Members informed of its future plans, having particular regard to matters which may affect the region.