

PROPOSED RULES

OF

**THE IRISH TEXEL SHEEP SOCIETY
LIMITED**

**Special General Meeting
May 2015.**

(COMPLETE AMENDMENT 2015)

**As approved by the
Irish Co-operative Organisation
Society Limited**

RULES

OF

THE IRISH TEXEL SHEEP SOCIETY LIMITED.

(All previous Rules of this Society are rescinded and replaced in full by the following Rules)

Note: These Rules are copyright and the property of the Irish Co-operative Organisation Society Limited and, when adopted, may not be used or amended by any Society without the consent, in writing, of the Irish Co-operative Organisation Society Limited

REGISTERED OFFICE: **Kellistown Farm Kellistown
Co Carlow.**

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I. INTERPRETATION

1. Construction of Rules

In construing these Rules, the following words and expressions have respectively, the meanings herein stated, provided that such meaning does not conflict with the subject matter of the Rule or context;

- a) "The Acts" shall mean the Industrial and Provident Societies Acts 1893 to 2014 or any other Acts altering or amending or re-enacting the same, and "the Act of 1893" shall mean the Industrial & Provident Societies Act 1893 and so on for each other of the Acts passed in a particular year.
- b) "Council" shall mean the Council of the Society for the time being.
- c) "Council Member" shall mean a person holding office as a member of the Council.
- d) "Company" shall mean a Company incorporated under the Companies Acts 1963 to 2013 or any other Acts altering or amending or re-enacting the same.
- e) "I.C.O.S." shall mean the Irish Co-operative Organisation Society Limited.
- f) "Member" or "Shareholder" shall mean an individual or a Society or a Company who is a member of the Society on the date on which these Rules were registered or who is thereafter duly admitted to membership of the Society and holding Shares in the capital of the Society.
- g) "Registered Address" shall mean the postal address of each of the Shareholders as set out in the Register of Members.
- h) "Registrar" shall mean the Registrar of Friendly Societies.
- i) "A Society" shall mean a Society registered under the Acts.
- j) The expression "he", "him", "they" and "person" shall include a Society or other Company.
- k) "The Regulations" shall mean the Regulations under any Act relating to Industrial and Provident Societies for the time being.
- l) "Share" shall, unless otherwise stated or implied, mean "Ordinary Share".
- m) "The Society" shall mean The Irish Texel Sheep Society Limited.

- n) "Special Resolution" shall mean a Resolution passed in accordance with Section 51 of the Act of 1893 as amended by the Act of 1971 (as may be amended or replaced from time to time).
- o) "Standing Orders" shall mean the Standing Orders (if any) adopted by the Council for the purpose of regulating procedures at General Meetings, Regional Meetings, and meetings of the Council.
- p) Words importing the singular or plural number shall include the plural and singular numbers.
- q) Words importing the masculine gender shall include the feminine gender.

II. NAME, REGISTERED OFFICE & OBJECTS

2. Name

The name of the Society shall be The Irish Texel Sheep Society Limited.

3. Registered Office

The registered office of the Society shall be at, Kellistown Farm, Kellistown Co Carlow but may be changed by the Council. Notice of any change in the situation of the registered office shall be sent to the Registrar within fourteen days after such change in accordance with the Regulations.

4. Objects.

The objects of the Society shall be:

- a) To promote and improve sheep of the Texel breed in Ireland.
- b) To compile, keep, and publish a flock book of suitability qualified pedigree Texel sheep. To prepare and issue by way of sale or otherwise and on such terms or conditions as may be thought fit to Members and others, certificates of entries made in the Society's flock book and also certificates of the Society of records of performance and other records and statistics relating to any Texel sheep based on any records or statistics or other information obtained or compiled by the Society.
- c) To facilitate Members to sell sheep registered in the Society's flock book, and progeny of such sheep.
- d) To hire or supply labour, plant, machinery and equipment for the carrying out of agricultural or other work.
- e) To compile or obtain by purchase or other means from the Department of Agriculture and other persons or person, as may be thought fit, records and other statistics and information of or

relating to any Texel sheep for progeny testing, performance testing or other purposes and to sell, dispose of, publish, circulate to Members or others and otherwise deal with or make use of any such records, statistics or information in any way which may be thought calculated to promote the objects of the Society.

- f) To promote, organise, manage and hold or participate in the promotion, organisation, management and holding of shows and auctions and other sales of Texel sheep and other sheep, and to arrange or assist in the arrangement of classes of sheep at any such shows as aforesaid, and to provide, present, subscribe to or otherwise promote or aid and support the provision and augmentation of prizes to be awarded at any such show as aforesaid and to recommend and appoint suitable persons to act as judges thereat, and also to pay or make contribution towards the payments of expenses incurred by all or any of the exhibitors in or about the exhibition of sheep at any such show as aforesaid which may be approved for this purpose by the Society.
- g) To investigate, adjudicate upon, or otherwise determine or settle, cases of doubtful or suspected pedigrees of Texel or other sheep and other disputes or questions relating to or connected with Texel sheep or involving members of the Society in relation to Texel sheep.
- h) To establish, promote, acquire or invest in any Society or Company where the establishment, promotion or acquisition of or investment in such Society or Company would be conducive to the interests of the Members.
- i) To establish, regulate and discontinue agencies of all kinds and to undertake and transact all kinds of agency business.
- j) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which may be necessary or advisable for the promotion of the Society's objects, and to construct, maintain and alter any buildings or erections necessary or advisable for the work of the Society.
- k) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society as maybe considered expedient with a view to the promotion of its objects.
- l) Generally to engage in any business or transaction which may seem to the Society directly or indirectly conducive to the interest or convenience of its Members or in pursuance thereof, and to do all things which may be necessary or expedient from time to time for accomplishing the aforesaid objects or any of them.

III. MEMBERSHIP

5. Admission of Members

The membership of the Society shall consist of the existing Members and of such persons and of such other Societies and such Companies as the Council in its absolute discretion may admit to membership. Applicants for membership shall subscribe and pay for one Share only and the Council shall have the right to refuse any application for membership without assigning any reason therefor. The Council may also require each applicant for membership, to pay, on admission to membership an entrance fee, the amount of which shall be decided from time to time by the Council. Such entrance fee shall be deemed to cover the first year's Annual Subscription.

No person, Society or Company, which in the opinion of the Council is either directly or indirectly involved in the carrying on of any business in direct competition with and detrimental to that in which the Society is engaged, shall be eligible to become a Member.

Every application for admission to membership of the Society shall be made by individuals as set out in Appendix I to these Rules and by Companies and Societies in Appendix II to these Rules or as near thereto as the Council may approve from time to time. No application for membership shall be considered by the Society unless it has been duly completed and signed.

Every Society and Company admitted to membership and eligible to be present and vote at General Meetings of the Society under these Rules may be represented by one delegate at such General Meetings who shall be entitled to vote thereat. The appointment of a delegate shall be in the form set out in Appendix V to these Rules.

6. Annual Subscription

Members shall pay an Annual Subscription at a rate to be determined by the Council from time to time. Such subscription shall be payable on or before a date as may be fixed by the Council from time to time.

The Council may at its option terminate the membership, cancel the share or shares of a Member and repay to that Member the amount paid up on his shares less such sum as may be due by him to the Society if the Member fails to pay his Annual Subscription for any year within three months of the same becoming due. But the repayment shall be at the discretion of the Council who shall satisfy themselves that such repayment would not jeopardise the financial stability of the Society, and shall be made at such time and in such instalments as the Council shall decide.

The Council shall review on an annual basis, the entrance fee and the Annual Subscription. In the event of any alteration, the Members shall be notified by the Secretary of such change and of the date or dates from which the new rates will apply.

7. Honorary Membership

The Council may from time to time elect such person or persons as it thinks fit to be an honorary members of the Society, for a life or such shorter period as the Council shall decide. Such person or persons shall be elected in recognition of services rendered in the pursuit of the objects for which the Society is incorporated and there shall not be at any time more than 10 (ten) such honorary members. Such honorary members shall not be called upon to pay any subscriptions, shall be entitled to attend and speak at meetings of the Society and subject to any direction of the Council to the contrary, shall be entitled to exercise all the privileges of ordinary members of the Society, but no honorary member shall be entitled to vote at any meeting of the Society or to have any animal belonging to him registered in the flock book of the Society.

8. How applications shall be dealt with

Applications for membership shall be considered by the Council as soon as practicable after the same shall have been received. Notice of admission or otherwise shall be duly notified to the applicant after the Council meeting at which the application is decided on. If the application is granted, the name of the applicant shall be entered in the Register of Members. Where an application for membership is rejected, the Council shall not be required to give the applicant any reason for such rejection.

9. Admission of Minors

A person under the age of 18 years but above the age of 16 years may be a Member and enjoy all the rights of a Member (except as by these Rules or the Acts provided) and may execute all instruments and give all acquittances necessary to be executed or given under these Rules but shall not be a Council Member or hold any office in the Society.

10. Register of Members

The Society shall keep at its registered office a Register of Members, in which shall be entered the names and Registered Addresses of all Members and the number of Shares held by each (and such other information as may be necessary or appropriate from time to time) and when any person ceases to be a Member his name shall be removed from the Register of Members. The Register of Members shall be conclusive evidence as to the names of the persons who are Members and the number of Shares held by them in the absence of evidence to the contrary.

11. Trust not to be recognised

Save as herein otherwise provided the Society shall be entitled to treat the registered holder of any Share as the absolute owner thereof, and accordingly shall not, except as ordered by a Court of competent jurisdiction or as by statute required, be bound to recognise any equitable or other claim to or interest in such Share on the part of any other person.

IV. SUSPENSION & CANCELLATION OF MEMBERSHIP

12. Suspension of Membership, repayment of Shares

A Member may be suspended in accordance with the following procedure:

- a) if the Council has reason to believe that a Member has acted in a manner or engaged in conduct detrimental to the interests of the Society and that there are grounds for suspension of his membership in accordance with this Rule it shall give notice in writing to such Member of the act(s) or conduct which it understands has or may have taken place and which it considers may be grounds for suspension, inviting such Member to furnish within 21 days his comments in writing thereon and to attend at a meeting of the Council to be held on a date not earlier than one month from the date of such notice. At such meeting the Council shall (whether or not the Member shall have given comments thereon, or shall have attended at such meeting) consider the relevant act(s) or conduct and any comments or representations made by or on behalf of the Member, and whether, if satisfied that such act(s) or conduct has taken place, the membership of the person concerned should be suspended; and
- b) if two-thirds of the Council Members present and voting at the meeting of the Council vote for his suspension, whether he be present or not, and if so suspended the Secretary shall cause a notice to be sent by registered post to such Member informing him of his suspension and of his entitlement to appeal against the decision to suspend him and to have the matter dealt with by arbitration in accordance with Rule 82. Such entitlement to appeal to arbitration shall be exercised within thirty days of the issue of such notice.

Any Member who is suspended shall for the duration of such suspension lose all his rights as a Member including the right to attend meetings and to receive a dividend or bonus or interest on Shares.

The Council may repay the amount paid up on the Shares held by the suspended Member less such sums as may be due by him to the Society at such time and in such instalments as the Council shall decide, provided however, that the Member so suspended has not within 30 days exercised his right to seek arbitration in which case such repayment if any shall await the arbitration decision. The Member shall not have any right to demand a repayment at any time.

On the repayment of the amount paid up on the Shares less such sums as may be due by him to the Society, as aforesaid, an entry of the cancellation of his Shares shall thereupon be made in the Register of Members and the person shall cease to be a Member.

13. Cancellation of Membership

The Council may at its sole discretion and at the request or with the approval of the Member concerned, terminate the membership and repay to any Member the amount paid up on his Share less such sums as may be due by him to the Society, if the Member throughout the entire immediately preceding period of one year has:

- a) ceased to be the owner of Texel sheep, or
- b) has retired from farming.

But the repayment shall be at the discretion of the Council who shall satisfy themselves that such repayment would not jeopardise the financial stability of the Society and shall be made at such time and in such instalments as the Council shall decide. On repayment of the aforesaid amount the Share of such Member shall be deemed for all purposes to have been cancelled or annulled and an entry shall be made in the Register of Members and he shall thereupon cease to be a Member.

14. Untraceable Members

- (i) If at any time a Member has not throughout the immediately preceding period of three years:
 - a) traded with the Society,
 - b) subscribed to the share capital of the Society or made any loan to it, or
 - c) laid claim to the interest payments on his share capital and where such payments have been returned to the Society,

the Council may, subject to the following paragraphs of this Rule suspend his membership rights in relation to his Shares and transfer to a reserve account any sums of money representing interest or dividend credited to the Member in the books of the Society in respect of his Shares.

- (ii) The Council shall not suspend the membership rights of any such Member or forfeit or transfer any sum under this Rule unless it has:
 - a) sent a notice to the Member stating that it is proposed to suspend his rights and setting out the reasons therefore and specifying the sums to be transferred to a reserve account and requesting a reply from the Member within three months,
 - b) on the expiry of such three month period without the Member having written to object to the proposed suspension of his membership rights, sent a further notice to the Member that in the absence of objection by the Member his rights will be suspended after the expiry of three months from the sending of such further notice and that the sums as specified in the notice will be transferred to a reserve account and

- c) after sending such further notice and before suspending the membership rights and transferring the sums aforesaid on the expiry of such three month period, not received any written objections from the Member to the suspension of his rights or the forfeiture or transfer of the sums as the case may be.
- (iii) A notice under the preceding paragraph shall be sent to the Member by registered post or recorded delivery at his Registered Address and at the other address (if any) at which he is at the time of sending of the notice known by any Council Member to reside and made known to the Council by that Council Member and shall include a statement to the effect that if a Member objects to the suspension of his membership rights, he should send his objection in writing to the Society at its registered office within three months of the sending of the notice.
- (iv) Where membership rights have been suspended and sums transferred to a reserve account under this Rule the Council shall credit to that account any interest which would have been payable to the Member after the suspension of his rights as if they had not been suspended. If within 3 years from the date on which the Member's rights were suspended an application is made by any person who would have been entitled to such rights the Council may at its option either:
 - a) restore to him the rights so suspended together with all interest accrued on the shareholding; or
 - b) pay to him the amount paid up on the Shares together with all interest accrued on the shareholding, in which case the said Shares shall be cancelled and an entry made in the Register of Members.
- (v) Where no application is made within the three year period referred to in sub-clause (iv) of this Rule it shall be lawful and competent for the Council by resolution to cancel the said Shares and upon such resolution being passed the said Shares will be deemed for all purposes to have been cancelled and annulled and an entry to that effect will be made in the Register of Members and no claim shall lie against the Council or against the Society in respect thereof and all monies paid up or claimed as paid up on the said Shares and interest thereon shall be transferred to a non-distributable reserve account of the Society.

15. Cessation of Membership

Where by reason of transfer, cancellation or otherwise, a person ceases to hold Shares in the Society he shall ipso facto cease to be a Member. A Member may not otherwise withdraw from the Society.

V. CAPITAL

16. Share Capital

The share capital of the Society shall consist of Ordinary Shares of nominal value of €1 each. Ordinary Shares may be held by an individual or by a Society or by a Company. No person shall be admitted to membership in the Society who has not first applied for one Share.

17. Maximum Shareholding per Member

No Member other than a Society shall have or claim any interest in the Shares of the Society exceeding €1.

18. Liability of Members

The liability of Members shall be limited to the nominal value of their Shares.

19. Interest on Share Capital

Interest on share capital shall not be paid.

20. Lien on Shares

The Society shall, subject to Rules 21 and 22 have a first lien on the Share held by any Member and may set off any sum credited thereon towards the payment of any debt due by the Member to the Society; provided, however, that no right shall obtain on the part of any Member to set off any payment made on foot of his shareholding against any debt due by him to the Society.

21. Sale of Shares to pay debts, forfeiture of rights

The Council may sell and transfer any Share standing in the name of a Member who is indebted to the Society, provided that 14 days' notice in writing has been given to the defaulting Member requiring payment of the amount due and warning the Member that if payment is not made within that time the Council will sell or transfer the Shares and apply so much of the proceeds as may be necessary to the discharge of the debt due together with the necessary expenses incidental to its recovery. A Member in arrears with a call duly made on any of his Shares shall forfeit all rights of membership, including attendance at meetings, and the right to receive a dividend or bonus or interest on his Shares during the period of his default.

22. Recovery of debts

All moneys payable by a Member to the Society whether in respect of Shares or otherwise, shall be debts due from such Member to the Society and shall be recoverable as such.

23. Transfer of Shares

Shares shall be transferable as hereinafter provided. A Member may with the consent of the Council transfer Shares to any person. The instrument of transfer shall be in writing and shall be as set out in Appendix III (in the case of individuals) and Appendix IV (in the case of Companies or Societies) attached to these Rules or in such forms as the Council may approve from time to time. The instrument of transfer of any Shares shall be signed by the transferor and the transferee and the transferor shall be deemed to remain the holder of such Shares until the name of the transferee is entered in the Register of Members in respect thereof. In no case shall the consideration for a transfer of Shares exceed the amount standing to the credit of such Shares in the Society's books.

The transfer duly executed together with the relevant certificate (if any) shall be left at the registered office of the Society accompanied by such evidence as the Council may require to prove the title of the transferor or his right to transfer Shares.

The Council may refuse at its discretion to consent to any transfer of Shares and shall not be bound to assign any reason for refusing. In any case in which the Council refuses to consent to a transfer of Shares the holder of such Shares may have the question determined by arbitration in accordance with Rule 82. The Council may decline to consent to a transfer of any Shares by a Member who is indebted to the Society until the amount due by him has been paid off. All Shares in the Society shall be transferable as herein set out and shall not be withdrawable.

VI. TRANSMISSION OF SHARES

24. Provisions for intestacy

If any Member (not being one of two or more joint holders) entitled to property in the Society in respect of Shares, loans or deposits in the Society not exceeding such sum as set out in Rule 17 dies intestate, and without having made any nomination thereof then subsisting, the Council may, without letters of administration, distribute the said property among such persons as appear to them on such evidence as they deem satisfactory to be entitled by law to receive the said property.

25. Transmission on death of sole Shareholder

The procedure set out below shall apply if any Member dies intestate entitled to property in the Society exceeding €10,000 or such other maximum amount as may be fixed by law from time to time, or if any

Member dies leaving a will and a notice in writing having been given by his legal representative to the Secretary of the Society, stating the death of such Member, and the Christian name, surname, profession, or business of such legal representative, and specifying the nature and amount of his interest or claim; and the production if the case requires, of the probate of the will of such Member, or letters of administration of his estate, and of such evidence (if any) of his death as may be required by the Council. In such circumstances the Council after satisfying any nomination made by such Member in accordance with Rule 31 shall either transfer in the books of the Society the Shares and any other property of the Member specified in such notice to his legal representative or the person nominated by his legal representative to receive same as appropriate or shall pay him the sum which represents the amount paid up on such Shares and the value of such other property (if any) and may make such transfer or payment at their discretion, unless the transfer would increase the share capital of the transferee in the Society to more than €10,000 or such other maximum amount as may be fixed by law from time to time in which case they shall make the payment of any such excess in money.

26. Transmission on death of joint Shareholders

On the death of a joint holder of any Shares, such Shares shall be transferred into the name of the survivor(s) on his or their application.

27. Incapacity

If a Member or person claiming through a Member becomes incapable through disability of mind of managing his affairs and no committee of his estate or trustee of his property has been duly appointed, the Society acting through its Council may, when it is proved to the satisfaction of the Council that it is just and expedient so to do, pay the amount of the Shares, loans and deposits belonging to such Member to any person whom they shall judge proper to receive the same on his behalf, whose receipt shall be a good discharge to the Society for any sum so paid.

28. Bankruptcy

If any Member becomes bankrupt, his property in the Society shall be transferable to his assignees in bankruptcy.

29. Payments or transfers made to or on behalf of deceased Members

All payments or transfers made by the Council under the provisions of the Acts or these Rules with respect to payments or transfers to or on behalf of deceased or incapacitated Members to any person who at the time appears to the Council to be entitled thereunder shall be valid and effectual against any demand made upon the Council or the Society by any other person.

30. Unclaimed Shares of deceased Members

If:

- a) notwithstanding the absence of any formal proof, the Council at a meeting thereof shall direct an entry to be made in the minute book of the Council that they are satisfied from their local knowledge that a Member has died;
- b) after the expiration of six calendar months from the giving of the direction referred to in paragraph (a) above, the Secretary certifies in writing to a meeting of the Council that no claim has been proved or established to the Shares of such Member;
- c) the Council shall have after the expiration of the period referred to in paragraph (b) of this Rule:
 - (i) caused a notice to be sent by registered post addressed to any person or persons whose addresses are known to the Council and who appear to the Council to be the next of kin or the personal representative(s) of the deceased Member requiring the person entitled to the Shares of the deceased Member to prove his title to such Shares; or
 - (ii) caused a notice to be published in two newspapers circulating in the locality of the Society's office requiring the person entitled to the Shares of the deceased Member to prove his title to such Shares; and
- d) no proof of the title to such Shares to the satisfaction of the Council is furnished to the Council within three months of the sending or the publication of the notice referred to in paragraph (c) above, then at any time following the expiration of the said period of three months it shall be lawful and competent for the Council by resolution to cancel the said Shares and upon such resolution being passed the said Shares will be deemed for all purposes to have been cancelled and annulled and an entry to that effect shall be made in the Register of Members and no claim shall lie against the Council or against the Society in respect thereof and all monies paid up or claimed as paid up on the said Shares shall be transferred to a non-distributable reserve account of the Society.

31. Nomination by Members

The provisions of the Acts as regards nominations by Members shall be deemed to be incorporated in full in the Rules provided however that the monetary sums referred to in the Acts shall be the maximum permitted by law and approved from time to time by the Council.

VII. LOANS AND BORROWING POWERS

32. Borrowing Powers

The Council may:

- (i) raise or borrow for the purposes of the Society such sum or sums of money as shall from time to time be considered necessary by the Council on such terms and conditions as the Council shall agree provided that the aggregate amount of all monies so raised or borrowed shall not at any time exceed such amount as may be fixed by resolution in General Meeting of the Society and any money so raised or borrowed as aforesaid and remaining owing by the Society may be secured by the issue of debentures, debenture stock, mortgages, charges, bonds, agreements, promissory notes or lien upon all or any of the property or assets of the Society both present and future including its uncalled capital; and
- (ii) procure that the Society shall guarantee support or by similar debentures, debenture stock, mortgages, charges, bonds, agreements, promissory notes, liens, or by any indemnity secure the debts or obligations of any other Society, Company or person(s) where the giving of such guarantee, support or security is in the opinion of the Council directly or indirectly conducive or incidental to the business or trade of the Society.

VIII. INVESTMENTS, LOANS TO MEMBERS

33. Investments

The Council shall have power to invest any money forming part of the capital funds of the Society:

- a) In any security in which trustees are for the time being authorised by law to invest.
- b) In the shares of, loans to, or deposits with any other Society or Company provided such Society or Company shall be one with limited liability.
- c) In advances to Members in accordance with the provisions of the Acts and of any act altering or amending the same.

34. Voting re. Investments

The Council may, subject to the rules or articles of association of the Society or Company to which loans have been made or in which capital has been otherwise invested, appoint one or more persons to vote on behalf of the Society at meetings and to sit on the committee/board of any Society or Company in which portion of the Society's funds are invested

IX. GENERAL MEETINGS

35. General Meetings

General Meetings of the Society shall be Ordinary or Special. An Ordinary General Meeting to be called the Annual General Meeting shall be held at least once in each financial year at such time and place as may be fixed by the Council from time to time.

36. Notice of Annual General Meeting

Notice convening every Annual General Meeting shall be given in accordance with Rule 86 not less than fourteen clear days before the date fixed for such meeting. Alternatively the Council may publish such notice in such newspapers circulating in the area serviced by the Society, as the Council shall deem suitable.

37. Business of Annual General Meeting

The following business shall be transacted at every Annual General Meeting of the Society:

- a) The adoption of Standing Orders, if decided.
- b) The minutes of the immediately preceding Annual General Meeting and of every (if any) other unconfirmed General Meeting held subsequent thereto, shall be read by the Secretary, if present, or if the Secretary be absent by such other person as may be appointed by the presiding chairman of the meeting and when the meeting confirms the minutes as read or as altered by the meeting they shall be signed by the presiding chairman.
- c) The Chairman or other person appointed by the Council shall report on the activities of the Society in the year under review and the meeting may take such action thereon as it may decide; provided that no resolution on such report shall take precedence over the adoption of the audited statement of accounts and balance sheet.
- d) The statement of accounts and balance sheet as certified by the Society's Auditor for the immediately preceding statutory financial year or period and for such other periods or years in respect of which any audit may have been made and which has not already been submitted to a general meeting of the Society and adopted thereat, shall if correct, be adopted.
- e) Vacancies in the Council and the election of members to the Council shall be dealt with in accordance with Rule 52.
- f) An Auditor in accordance with law, the Regulations and Rule 72 shall be appointed to carry out the statutory audit of the Society's accounts for the financial year then current and to do such other

work as the Council may deem necessary. The Council shall have power to fill any vacancy occurring in the office of Auditor until the next Annual General Meeting. The Council shall also have power to fix the Auditor's remuneration and expenses for such work he may be engaged to do.

- g) Any other business arising that may be deemed by the meeting proper and expedient subject to Rules 70 and 81 provided the Secretary has received at least five clear days' notice of it beforehand, but the chairman of the meeting may, if he thinks fit waive this proviso and concede to the meeting such right of discussion and action in reference to any matter raised under this head at any Annual General Meeting as he may consider adequate.

38. Special General Meeting

A Special General Meeting may be convened by the Council at any time, on its own authority, or upon a requisition signed by at least fifteen percent (15%) of the Members of the Society for the time being. The requisition shall be addressed to the Chairman or Secretary at the registered office of the Society and shall state the purpose of such meeting, the names and Registered Addresses of the requisitionists and shall be in such form as set out in Appendix VI annexed to these Rules. On receipt of such requisition the meeting shall be convened by the Society. If the Society shall fail for twenty one clear days to convene a meeting after the receipt of such requisition the signatories thereto may convene same at the expense of the Society, provided however, that the Society shall not be liable for any legal costs incurred by the requisitionists in connection with any meeting proposed or held or otherwise.

39. Notice of Special General Meeting

Notice of every Special General Meeting shall be given or sent to each Member not less than eight clear days before the date fixed for such meeting, except where, in cases of exceptional urgency, the Council shall resolve to convene a Special General Meeting on shorter notice, provided that in no case shall the notice given be less than four clear days.

No business shall be transacted at Special General Meetings save that for the purpose for which the meeting is convened and of which particulars shall have been duly given in the notice convening every such meeting.

40. Quorum of General Meetings

No business shall be transacted at any General Meeting unless at least twelve (12) Members are present when the meeting proceeds to business. If within one hour from the time appointed for the meeting a quorum of twelve (12) Members entitled to attend and vote thereat are not present the meeting if it be or is to be considered an Ordinary General Meeting of the Society or if it is a Special General Meeting convened by the Council shall stand adjourned to that day week at the same time and place, but if it be convened by notice upon a requisition from Members shall be absolutely dissolved. No meeting shall be

rendered incapable of transacting business by want of a quorum after the chair has been taken and the meeting is commenced, provided that the meeting shall be adjourned should the attendance fall below ten (10).

41. Adjournment with consent of meeting

The presiding chairman may with the consent of the meeting and shall, if the meeting so directs, adjourn any General Meeting from time to time and from place to place, but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place. Any General Meeting may be adjourned for any period not exceeding twenty eight clear days. When a General Meeting is adjourned for twenty one days or more, notice of the adjourned meeting shall be given as in the case of an original General Meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

42. Chairman

The Chairman of the Council shall preside as chairman at every General Meeting of the Society. In his absence, the Vice-Chairman of the Council shall be entitled to preside as chairman at any General Meeting of the Society. In the absence of both the Chairman and Vice-Chairman the Council may appoint one of their number to be Chairman of a General Meeting or if no Council Member shall be present and willing to take the chair, the Members present shall choose one of their number to be chairman of the meeting.

43. Voting at a General Meeting

Subject to a ballot as herein provided, every question at any General Meeting shall be decided by a show of hands when each Member present shall have one vote only and a declaration by the chairman that a resolution has been carried or not carried, or carried 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 facts without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Any five Members present at a General Meeting may demand a ballot in which case a ballot shall be taken. Each Member present shall have only one vote except the chairman of the meeting when entitled to give a casting vote. Any Member who is in arrears for payment of any calls due and payable on his Shares shall not be entitled to attend any meeting nor may he vote until his liability be discharged. The legal personal representative of a deceased Member shall not be entitled to attend any General Meeting nor may he vote thereat.

44. Chairman to have casting vote and decide validity of votes

In the case of an equality of votes at any General Meeting, upon a show of hands or on a ballot, the presiding chairman shall be entitled to a

second or casting vote. In case of any dispute as to the admission or rejection of any vote, the chairman shall determine the same and such determination shall be final and conclusive.

45. Votes of joint holders of Shares

Where two or more persons are registered as joint holders of any Shares, one of such persons only may exercise the right to vote at meetings of the Society in respect of such Shares. In the absence of agreement between the joint holders, the person whose name appears first in the Register of Members in respect of such Shares shall be entitled to exercise the right to vote at meetings of the Society in respect thereof.

46. Proxy votes

Save as provided for in Section 41 of the Act of 1893 voting by proxy shall not be admissible.

47. Meeting may continue notwithstanding ballot

Any business other than that upon which a ballot has been demanded may be proceeded with pending the taking of the ballot.

X. REGIONS, COUNCIL & CHAIRMAN

48. Division of Membership

The membership of the Society shall be divided into seven Regions as set out below:

1. North Connaught (Leitrim, Mayo, Sligo)
2. South East (Carlow, Kilkenny, Waterford, Wexford)
3. North East (Cavan, Louth, Meath, Monaghan)
4. South West (Clare, Cork, Kerry, Limerick, Tipperary)
5. West (Galway, Longford, Roscommon, Westmeath.)
6. Donegal (Donegal)
7. Midlands (Dublin, Kildare, Laois, Offaly, Wicklow)

Each Member shall be deemed to be a Member of a Region. Each Member shall be allocated by the Council to one of the Regions. The existing membership of Regions is hereby confirmed. On registration of these Rules the Secretary shall notify all members of the Region to which they belong and of their right to apply for transfer to another Region under the provisions of these Rules. A Region shall be defined as the list of Members on the Register of Members for the particular Region.

49. Regions

Each new applicant for Shares on his admission as a Member shall be included in such Region, as the Council shall decide. In so deciding the Council shall take into account the Registered Address of the new Member in relation to the geographical area covered by such Region.

No Member may take part in or vote at the meetings of more than one Region in any one year. In the event of a Member changing his residence he may apply to the Council for a transfer from one Region to another. The decision of the Council on the matter shall be final.

Any dispute as to whether a Member is a member of any specific Region shall be decided by the Council or if the dispute takes place at a Region meeting then by the chairman of the Region meeting, whose decision on the matter shall be final.

50. Council

The Council of the Society shall consist of not more than fourteen (14) persons. The Regions shall each be entitled to elect from amongst their respective memberships two representatives on to the Council. The Council in office at the date of registration of these Rules shall continue to be the Council of the Society pending the retirement of the members of the Council in accordance with these Rules and shall be deemed to have been elected in accordance with these Rules.

51. Retirement of Council Members

One Council Member from each of the Regions shall retire by rotation annually. The order of retirement shall be determined by length of service and in such manner that the order established and in operation prior the registration of these Rules and shall be continued as and from the date of registration of these Rules.

A Member shall not be eligible for election or re-election to the Council if;

- a) he is a bankrupt, or
- b) he is of unsound mind; or
- c) he has been convicted on indictment of any offence involving fraud or dishonesty; or
- d) he is in arrears in payment of any call or calls due and payable on any of his Shares; or
- d) he holds any office or place of profit under the Society; or
- e) either;
 - (i) he has/will have served immediately prior to the date of his retirement for a period of seven years consecutively on the Council; or

- (ii) he has/will have served at least seven years on the Council in the nine year period immediately prior to the date on which his election/re-election would take effect in accordance with Rule 52(iv).

For the purposes of this clause e) of this Rule 51 a 'year' shall be defined as the period from the conclusion of one Annual General Meeting to the conclusion of the ensuing Annual General Meeting including Annual General Meetings held prior to the registration of these Rules.

52. Filling vacancies on the Council

Each member of the Region of which a member(s) of the Council is due to retire shall be notified of such retirement or retirements on or before a date as maybe fixed by the Council each year.

- (i) Any member of such Region seeking election to the Council must be nominated in writing and the nomination received by the Secretary on or before a date as may be agreed by the Council. The person nominated must sign the nomination form and the nomination must be witnessed by two members of the Region other than the nominated person. Nomination forms shall be made available by the Secretary to any member of an Region seeking them. A retiring Council Member shall, subject to the provisions of Rule 51 be deemed to be renominated unless he informs the Secretary in writing that he is not seeking re-election.
- (ii) Where the number of eligible duly nominated candidates in any Region does not exceed the number of seats to be filled those candidates (or that candidate in the case of a single vacancy) shall be deemed to be elected to the Council without the necessity of a meeting.
- (iii) Where the number of eligible duly nominated candidates does exceed the number of seats to be filled a meeting of the Region shall be convened by the Secretary for the purpose of election. Notice of such meeting shall be given at least seven clear days before the date fixed for the meeting and shall set out the candidates seeking election. At any such meeting the Chairman of the Society or a deputy appointed by him who shall be a member of the Council shall preside at the meeting.
- (iv) The retirement, and the election or deemed election of Council Members shall take effect at the conclusion of the Annual General Meeting each year.

53. Casual vacancy on the Council

Any casual vacancy occurring on the Council shall be filled by members of the Region to which the member causing the casual vacancy belongs/belonged. If the casual vacancy occurs within six (6) months following the date of the Annual General Meeting the Secretary shall notify each member of the relevant Region of the existence of a casual vacancy and invite nominations to fill the vacancy. Any member of the

relevant Region seeking election must be nominated in writing and the nomination received by the Secretary on or before a date to be fixed by the Council and stated in notice referred to above. The person nominated must sign the nomination form and the nomination must be witnessed by two members of the Region other than the nominated person. The vacancy shall be filled in accordance with the provisions of Rule 52. The Member elected or deemed elected to fill such vacancy shall be a Council Member as and from the date of his election or deemed election to the Council. If the casual vacancy occurs other than in the period specified above the vacancy shall be filled in accordance with the provisions of Rule 52. A person elected or deemed elected to fill a casual vacancy under the provisions of this Rule shall complete the unexpired period of office of the Council Member whom he replaced when he shall retire in the ordinary way.

54. The Powers of Council

The business and affairs of the Society shall be conducted by the Council who shall have the control of all business carried on by or on account of the Society that is not specifically reserved to the Annual General Meeting, the determination of the persons to be employed therein, the rules of payment to be made for work or service done on account of the Society, and the appointment and removal of employees necessary for conducting such business, and the Council may assign to any such employees such duties, wages and salaries as they think fit.

55. Flock Book and Flock Book Rules

The Council shall arrange for an electronic on-line flock book to be kept, maintained, edited, issued in which all properly qualified animals belonging to any Member may be registered in accordance with the flock book rules of the Society for the time being in force. The flock book shall be accessible to all Members and general members of the public for reference and flock management. Every animal registered in the flock book shall be given an official number therein by which such animal shall be identified. The Council shall be required to maintain Flock Book Rules and make available to Members of the Society. The Flock Book Rules in force at the time of registration of this complete amendment of the Rules of the Society shall continue to be the Flock Book Rules. The Council shall be entitled to make amendments to the Flock Book Rules from time to time at meetings of the Council.

56. Sub-Committee(s)

The Council may delegate any of the powers hereby given to it to a Sub-Committee or Sub-Committees composed of such persons and in such manner as it determines who shall in the exercise of the powers so

delegated conform in all respects to such instructions as may be given to them from time to time by the Council.

57. Disqualification of a Council Member

The office of a Council Member shall ipso facto be vacated if:

- a) he becomes bankrupt; or
- b) he becomes of unsound mind; or
- c) he be convicted on indictment of an offence involving fraud or dishonesty; or
- d) he is in arrears in payment of any call or calls due and payable on any of his Shares; or
- e) he ceases to be a member of the relevant Region; or
- f) he absents himself from four consecutive meetings of the Council without special leave of absence from the Council; or
- g) he gives the Council one month's notice in writing that he resigns his office; or
- h) he ceases to be a Member; or
- i) he holds any office or place of profit under the Society.

But any act done in good faith by a Council Member whose office is vacated as aforesaid, shall be valid unless prior to the doing of such act, written notice shall have been served upon the Secretary and communicated to the other Council Members, or an entry shall have been made in the minute book of the Council, stating that such Council Member has ceased to be a Council Member.

A Council Member who vacates his office under the provisions of this Rule shall not be eligible for re-election to the Council for a period of twelve months from the date on which he was deemed to have vacated his office.

Any Member or Members of the Council may be removed from office by a resolution passed by a two-thirds majority of those present and voting at a Special General Meeting.

58. Quorum

The quorum for Council meetings shall be one third of its total membership. The quorum for Regional meetings shall be not less than 15% of the membership of the Region.

59. Meetings of the Council

There shall be at least three Ordinary Council Meetings in the year. Special Meetings may be convened at any time by the Secretary, at the

request of the Chairman or by the Secretary at the request of one-quarter of the members of the Council for the time being. Save where all the Council Members agree to shorter notice, at least twelve hours' notice of such meetings shall be given to each Council Member. Notice of meetings may be given by telephone or other electronic means. Save where all the Council Member otherwise agree a Special Council Meeting shall transact no business other than that appearing on the agenda paper which shall accompany the notice convening the meeting, or which shall be communicated to Council Members if given by telephone or other electronic means. An Ordinary Council Meeting may, at the conclusion of its ordinary business, be made special for any purpose of which notice has been duly given.

60. Acts Deemed Valid

All acts done by any meeting of the Council or by any Sub-Committee of the Council, or by any person in his capacity as a member of the Council, shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of any member of the Council or any Sub-Committee thereof or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person has been duly appointed and qualified.

61. Conflict of Interest

A Council Member who is in any way directly, or indirectly, interested in a contract, or proposed contract, with the Society, other than a contract made by Members in the ordinary course of trading with the Society shall declare the nature of his interest at a meeting of the Council as soon as the matter comes forward for discussion. A Council Member shall not vote in respect of any contract, proposed contract, or agreement, in which he is so interested, and if he shall vote, his vote shall not be counted.

62. Chairman & Vice-Chairman

- (i) The Council shall elect one of their members as their Chairman. The person so elected shall also be Chairman of the Society. He shall have such functions powers and remuneration (if any) for his services as may be agreed upon by the Council.
- (ii) He shall be elected at the first Council Meeting held after the Annual General Meeting. Subject to the provisions of paragraph (vii) and (viii) of this Rule the Chairman shall hold office until the election of his successor is completed at the first meeting of the Council held after the Annual General Meeting two years later when he shall be eligible for re-election.
- (iii) He shall be removable from office by the vote of two thirds of the Council Members present and voting at a Special Council meeting held for the purpose. Such meeting shall be convened by the Secretary at the request of one third of the Council Members for the time being, giving seven clear days' notice in writing to each Council Member.

- (iv) In the event of an equality of votes on any question the Chairman shall then be entitled to have a second or casting vote except in the election of the Chairman.
- (v) The Council shall also elect one of their members as Vice-Chairman. The person so elected shall take the place of the Chairman in the latter's absence. He shall be elected and hold office in accordance with the same provisions as those which apply to the Chairman. In the absence of both the Chairman and Vice-Chairman from any meeting of the Council, the Council members present shall elect one of their number as chairman for the purpose of such meeting only. Such Council Member while presiding at the meeting shall enjoy all such powers or privileges as the Chairman would have enjoyed if he were presiding at the meeting.
- (vi) In the event of a casual vacancy occurring in the office of Chairman or Vice-Chairman, the Secretary shall give notice thereof to the Council Members and an election to fill the vacancy or vacancies shall be held at an ordinary meeting of the Council and the Council Member or Members elected to fill the vacancy or vacancies shall complete the unexpired term or terms of the person or persons replaced and shall thereafter be eligible for re-election to the office of Chairman or Vice-Chairman in accordance with the provisions of this Rule.
- (vii) Pending the election of Chairman and Vice-Chairman in accordance with the provisions of these Rules the Chairman and Vice-Chairman who hold office at the date of registration of these Rules shall continue to be the Chairman and Vice-Chairman respectively.

XI. SECRETARY, SECURITY BY OFFICERS

63. Secretary

The Council may appoint and remove a Secretary who may also be a Council Member subject to Rule 57 or may make such other provision, as it deems expedient for the discharge of secretarial work and arrange the terms of remuneration (if any) therefor. The Secretary shall have such functions and powers and remuneration, as the Council shall from time to time decide. The Secretary may only be dismissed by a vote of two-thirds of the Council Members present and voting at a Special Council Meeting of which seven clear days' notice in writing shall have been given to each Council Member.

64. Security by officers

All officers of the Society having charge of money or property belonging to the Society shall provide such security (if any), as the Council deems adequate and in such form as it may approve.

65. Bank accounts

The Council shall have power to open and to operate as it may determine an account or accounts with any banking company or financial institution of which it approves.

XII. AFFILIATION AND LEVIES

66. I.C.O.S.

The Society may contribute annually to the I.C.O.S. an affiliation fee in accordance with the rules of the I.C.O.S. and on payment of such affiliation fee during the current year shall be entitled to all rights of membership in the I.C.O.S. and to such special privileges as may be given by the I.C.O.S.

The Council may make such arrangements as appear to them to be desirable for the collection of such affiliation fee.

67. Levies

The Council may, at all times deduct and pay whatever moneys or levies the Society is obliged to pay by reason of its membership of any organisation whose rules or articles of association oblige the Society to pay such monies or levies and the Council may make such arrangements as appear to it to be desirable for the collection of those amounts.

XIII. STATUTORY OBLIGATIONS AND MISCELLANEOUS

68. Seal, it's custody and use

The Society shall have its name engraved in legible characters upon a seal, which shall be left in the custody of the Secretary or such other person as the Council may from time to time appoint, and shall be used only under the authority of a resolution of the Council and shall be attested by the signatures of two Council Members and the counter signature of the Secretary.

69. Publication of name

The registered name of the Society shall be painted or affixed and kept painted or affixed on the outside of every office or place in which the business of the Society is carried on, in a conspicuous position and in letters easily legible and its registered name shall be engraved in legible characters on its seal, and such name shall be legibly stated in all notices, advertisements, correspondence and other official publications of the Society, and in all bills of exchange, promissory notes, endorsements, cheques, and orders for money or goods purporting to be signed by or on behalf of the Society, and in bills or parcels, invoices, receipts and letters of credit of the Society.

70. Change of name, Amalgamation & Conversion

The Society may, by Special Resolution passed in manner prescribed by the Acts: -

- a) Change its name with the approval of the Registrar in writing but no change shall affect any right or obligation of the Society or any Member, by or against the Society notwithstanding its new name.
- b) Amalgamate with or transfer its engagements to any other Society, or accept any such transfer as provided by the Acts.
- c) Convert itself into a Company under the Companies Acts, or amalgamate with or transfer its engagements to any such Company as provided by the Acts.

71. Dissolution

The Society may be dissolved:

- a) By an order to wind up the Society or a resolution for the winding up thereof made as is directed with regard to companies by the Companies Acts the provisions whereof shall apply to such order or resolution except that the term "Registrar" shall, for the purpose of such winding up, have the meaning given to it by the Acts; or
- b) by the consent of three fourths of the Members testified by their signatures to an instrument of dissolution.

72. Audit & Accounts

The accounts of the Society, together with a balance sheet showing the receipts, expenditure, funds and effects of the Society, and all necessary vouchers, shall be submitted once in every year for audit to one of the Public Auditors authorised by section 187 of the Companies Act 1990, who shall be selected in accordance with Rule 37 (f). The Auditor shall have access to all the books, deeds, documents, vouchers, and accounts of the Society, and shall present statements of accounts in such form and for such periods as are prescribed by the Acts; he shall duly fulfil the obligations imposed and enjoy the rights conferred on Public Auditors by the Acts and Regulations, including the certifying of the triennial return of shareholders required by section 4 of the Act of 1913.

The Auditor shall not hold any other office in connection with the Society. He shall be appointed annually by the Annual General Meeting and shall be eligible for re-appointment in accordance with Rule 37 (f). In the event of not wishing to be re-appointed the Auditor shall give at least 28 days' notice in writing to the Secretary before the date of the Annual General Meeting. Any proposal to appoint a person other than the retiring Auditor shall be given in writing to the Secretary not less than seven clear days before the date of the Annual General Meeting.

73. Annual Returns

The Society shall once in every year send to the Registrar an Annual Return of the receipts, expenditure, funds and effects of the Society as audited. Such Annual Return to be submitted not later than:

- i. the 31st October, where the date of its last published balance sheet falls between 1st January and the 30th. June, and
- ii. the 30th April, where the date of its last published balance sheet falls between the 1st July and the 31st. December (of the preceding year).

The Society shall send to the Registrar together with the Annual Return a copy of the Report of the Auditor and a copy of each balance sheet made during the period included in the Annual Return.

74. Supply of copies of Annual Returns

The Society shall supply a copy of its last Annual Return gratuitously on application, to every Member or person interested in the funds of the Society.

75. Copy of last Balance Sheet

The Society shall at all times display a copy of the last Balance Sheet for the time being together with the report of the Auditor thereon in a conspicuous place at the registered office of the Society.

76. Inspection of accounts by Members and others

Any Member or person having an interest in the funds of the Society may inspect his own account and the books containing the names of the Members and their holdings in the Society, whether in shares or loans during business hours at the Society's registered office.

77. Inspection of books by non-members

- (i) Any person shall be allowed to inspect the books of the Society containing the names of the Members, and their holdings in shares, at all reasonable hours at the registered office of the Society, or at any place where the same are kept, subject to such regulations as to the time and manner of such inspection as may be made from time to time by a General Meeting of the Society, on payment of €10, or such lesser sum as the Society may prescribe.
- (ii) Any person may acquire a copy of the books mentioned in subsection (i) of this Rule, or any part thereof, on payment of €10, or such lesser sum as the Society may prescribe.
- (iii) The Society shall cause any copy so required by any person to be sent to that person within a period of ten days commencing on the day next after the day on which the requirement is received by the Society.

78. Inspection on order of Registrar

Any ten Members each of whom has been a Member for not less than twelve months immediately preceding the date of the application may apply to the Registrar in the form prescribed by the Regulations to appoint an accountant or actuary to inspect the books of the Society, and to report thereon, pursuant to section 18 of the Industrial and Provident Societies Act of 1893.

79. Application to Registrar

Members may make application to the Registrar in accordance with section 50 of the Act of 1893:

- a) To appoint one or more inspectors to examine into the affairs of the Society and to report thereon; or
- b) to call a Special General Meeting of the Society.

80. Copy of Rules

A copy of the Society's Rules shall be supplied to any Member demanding and paying for it the sum of €10.

81. Alteration of Rules

Rules may be made, altered, rescinded or amended by a majority of two thirds of the Members present and entitled to vote at a Special General Meeting called for the purpose. Every alteration or amendment of these Rules shall be duly registered and on registration issued with the Rules of the Society for the time being. No new Rule shall be made nor shall any of the Rules be altered, rescinded or amended until the consent of ICOS has been obtained in writing, nor unless the text of the proposed new Rules or amendments shall have been circulated with the notice convening the meeting.

82. Disputes and arbitrations

Every dispute between the Society and a Member or any person aggrieved who has for not more than six months ceased to be a Member, or any person claiming under the Rules of the Society, shall, unless amicably resolved be submitted for arbitration to the Board of the I.C.O.S., who may either arbitrate the case themselves, or appoint some person or persons to arbitrate it on their behalf. The costs of the arbitration shall be borne as the Board of the I.C.O.S. directs, and such sum in respect of such costs as said Board decides shall be deposited prior to the hearing of the case. The award so made on every such arbitration shall be final and binding on all parties without appeal, and shall not be removable into any court of law or restrainable by injunction and application for the enforcement thereof may be made to the Circuit Court.

83. Irrelevant Subjects

No political or sectarian discussion shall be raised nor shall any resolution which deals with irrelevant subjects be proposed either at a Council Meeting, General Meeting or any other meeting of the Society.

84. Depreciation

Depreciation shall be calculated annually at rates not less than those agreed upon between the Auditor to the Society and the Council provided that the amount and rates charged including any variations from year to year in the amounts and/or rates charged shall be shown in the published annual accounts of the Society.

XIV. ALLOCATION OF SURPLUS

85. Allocation of surplus

The net surplus of the Society available for allocation shall each year after payment of interest on loan capital (if any) be applied in such manner as the Annual General Meeting may decide but no allocation of a surplus, or any part thereof shall be made unless recommended by the Council, nor shall the amount allocated exceed the amount recommended by the Council to the Annual General Meeting.

XV. NOTICE OF GENERAL MEETINGS ETC.

86. Notices

- (i) Every Member entitled to receive notice shall be taken to have due notice of every General Meeting, resolution or other matter of which notice is required by these Rules to be given or served, on notice thereof being posted or sent to the Registered Address of such Member or published in newspapers as the case may be in accordance with the provisions of these Rules.
- (ii) Notices of General Meetings required to be given by these Rules shall state the date, time and place of such meetings.
- (iii) The notice of any General Meeting shall be exclusive of the day on which it is received (which in the case of published notices shall be deemed to be the day of publication of such notice and in the case of posted notices shall be deemed to be the day after which notice is posted) and of the day for which it is given.
- (iv) No meeting shall be invalidated by the non-receipt of notice thereof by any Member.
- (v) Notwithstanding anything contained in these Rules, it shall not be necessary to serve notice of any General Meeting on any Member who the Council has reason to believe is deceased, is resident

outside of Ireland or is not resident at the Registered Address of such Member.

XVI. INDEMNITY

87. Indemnity

Each Council Member, Secretary or other officer or employee of the Society shall be fully indemnified by the Society against liability and against all expenses reasonably incurred or paid by him in connection with any debt, claim, action, demand, suit, proceeding, judgement, decree, liability or obligation of any kind in which he becomes involved as a party or obligation by virtue of his being or having been a Council Member, Secretary or other officer or employee of the Society and against amounts paid or incurred by him in the settlement thereof except where any of the foregoing is attributable to any negligence or wilful default on his part.

----- **Members**
----- **of the**
----- **Society**
----- **Secretary**

XVII. APPENDICES

I. APPENDIX

APPLICATION FOR SHARES BY AN INDIVIDUAL

Name: _____

Address: _____

Tel No. _____

Mobile _____

Flock Designator: IE04 _ _ _ _ _ (found on sheep tags)

I am the owner of 5 Pedigree Registered Females and I would like to apply for membership and a €1 share in the above named Society. I hereby to abide by the Rules of the Society, make payments as required and otherwise to be bound thereby. Applications need to be received by Society Secretary prior to 31st December in the year of application, so flocks can be established prior to lambs being born and also for the breeder to be eligible for participation in the following year's Society Sales.

Please register my flock under the prefix*

First Choice:

Second Choice:

*Farm name or first line of address usually taken as prefix

Signature:

Date: _____

Terms of Membership

It is recommended that intending members contact the Society Secretary prior to purchasing foundation stock.

€65 Entrance Fee & €50 Annual Membership Fee = €115

(Other fees may be payable, contact Society Secretary)

Details of Ewes & Rams owned **must** be submitted with application

This form should be completed, signed and sent with certificates and appropriate fees to:

**The Secretary
Irish Texel Sheep Society
Kellistown Farm
Kellistown, Carlow**

II. APPENDIX

APPLICATION FOR SHARES BY A SOCIETY
OR COMPANY

To: **Irish Texel Sheep Society Limited**
Kellistown Farm, Kellistown Co Carlow.

We, the undersigned, Secretary and two Members of the Council/Committee of _____ Limited, hereinafter called the Applicant, by virtue of a resolution thereof dated _____ 20_____ hereby apply on its behalf for _____ Ordinary €1 Shares in **Irish Texel Sheep Society Limited** in respect of which the Applicant hereby agrees to make all payments required by the Rules of **Irish Texel Sheep Society Limited** and otherwise to be bound thereby.

In witness whereof we have signed our names hereto by the authority of the applicant.

Signed on behalf of _____ Limited,
having its registered office at
_____,

_____ Member of Council/Committee

_____ Member of Council/Committee

_____ Secretary

_____ Date

_____ Ref. No.

III. APPENDIX

FORM OF TRANSFER OF SHARES
(BETWEEN INDIVIDUALS)

To: **Irish Texel Sheep Society Limited**
Kellistown Farm, Kellistown Co Carlow.

This instrument, made the _____ day of _____ 20__
between _____ of _____ and
_____ of _____,
witnesses that in consideration of the sum of €_____, paid by the
said _____ to me, I, the said
_____, hereby transfer to the
said _____, the _____
Shares, now standing in my name in the books of **Irish Texel Sheep
Society Limited**, to hold the said shares upon the same conditions on
which I now hold the same; and that I, the said
_____, hereby accept the said shares, subject to the
said conditions in witness whereof we have hereto set our hands.

_____ Name of Transferor

_____ Name of Transferee.

IV. APPENDIX

FORM OF TRANSFER OF SHARES
(BETWEEN SOCIETIES/COMPANIES)

To: **Irish Texel Sheep Society Limited**
Kellistown Farm, Kellistown Co Carlow.

This instrument, made the _____ day of _____ 20____
between _____ Limited
established at _____
_____ (herein called the Vendor) of the one part and the
_____ Limited, established at _____
_____ (hereinafter called the
Purchaser) of the other part, in consideration of €_____ paid by the
Purchaser to the Vendor, witnesses that the Vendor hereby transfers the
Shares numbered _____ now standing in the name of the
Vendor in the books of **Irish Texel Sheep Society Limited** to the
Purchaser, to hold the said Shares upon the same conditions on which
the Vendor now holds same; and that the Purchaser accepts the said
shares subject to the said conditions. In witness whereof the respective
seals of the said Vendor and Purchaser are hereto attached, by
resolutions of the Committees/Councils thereof, dated respectively the
_____ day of _____ 20__ and _____ day of
_____ 20____.

Two members of

Committee/Council

Secretary

Two members of

Committee/Council

Secretary

V. APPENDIX

FORM OF APPOINTMENT OF DELEGATE

To: **Irish Texel Sheep Society Limited**
Kellistown Farm, Kellistown Co Carlow.

We, the undersigned, duly authorised officer(s) and the Secretary of _____ Limited, by the authority of a resolution of its Council/Committee dated _____ hereby nominate and appoint _____ of _____ to represent this Society/Company at all meetings of **Irish Texel Sheep Society Limited**, and to vote thereat until this authority is duly withdrawn or cancelled.

Signed on behalf of _____ Limited

_____ Chairman

_____ Secretary

Date: _____

VI. APPENDIX

REQUISITION NOTICE FOR SPECIAL GENERAL MEETING

To: **Irish Texel Sheep Society Limited**
Kellistown Farm, Kellistown Co Carlow.

We the undersigned being Shareholders of **Irish Texel Sheep Society Limited** request you to convene a Special General Meeting as provided for in Rule 38 of the Society's Rule Book for the purpose of:

Name (Block capitals)	Address	Signature