

**CONSOLIDATED RULES  
OF THE  
IRISH LIMOUSIN CATTLE  
SOCIETY LIMITED**

**(Incorporating a Partial Amendment registered in February 2011)**

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**As advised by the  
Irish Co-operative Organisation  
Society Limited and approved by the Council of the Irish Limousin  
Cattle Society Limited.**

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**OF THE**

**IRISH LIMOUSIN CATTLE SOCIETY LIMITED.**

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**REGISTERED OFFICE:      Kilglass Mitchelstown, Co.Cork.**

# IRISH LIMOUSIN CATTLE SOCIETY LIMITED

## TABLE OF CONTENTS

Section	Rule	Page
<b>I</b>	<b>INTERPRETATION</b>	
	1. Construction of Rules	1
<b>II</b>	<b>NAME, REGISTERED OFFICE AND OBJECTS</b>	
	2. Name	2
	3. Registered Office	2
	4. Objects	2
<b>III</b>	<b>MEMBERSHIP</b>	
	5. Admission of Members	5
	6. Annual Subscription	5
	7. How applications shall be dealt with	6
	8. Admission of Minors	6
	9. Register of Members	6
	10. Trust not to be recognised	6
<b>IV</b>	<b>SUSPENSION &amp; CANCELLATION OF MEMBERSHIP</b>	
	11. Suspension of Membership, repayment of amount paid up on Shares	7
	12. Cancellation of Membership	8
	13. Cessation of Membership	8
<b>V</b>	<b>CAPITAL</b>	
	14. Share Capital	8
	15. Maximum Shareholding per Member	9
	16. Liability of Members	9
	17. Recovery of debts	9
	18. Transfer of Shares	9
	19. Incapacity	10
	20. Bankruptcy	10
	21. Nomination by Members	10

<b>Section</b>	<b>Rule</b>	<b>Page</b>
<b>VI</b>	<b>LOANS AND BORROWING POWERS</b>	
	22. Borrowing Powers	10
	23. Deposits	11
<b>VII</b>	<b>INVESTMENTS, LOANS TO MEMBERS</b>	
	24. Investments	11
	25. Voting re. Investments	11
<b>VIII</b>	<b>GENERAL MEETINGS</b>	
	26. General Meetings	12
	27. Notice of Annual General Meeting	12
	28. Business of Annual General Meeting	12
	29. Special General Meeting	13
	30. Notice of Special General Meeting	13
	31. Quorum	13
	32. Adjournment with consent of meeting	14
	33. Chairman	14
	34. Voting at a General Meeting	14
	35. Chairman to have casting vote and decide validity of votes	14
	36. Votes of joint holders of Shares	15
	37. Proxy votes	15
	38. Meeting may continue notwithstanding ballot	15

<b>Section</b>	<b>Rule</b>	<b>Page</b>
<b>IX</b>	<b>COUNCIL AND PRESIDENT</b>	
	39. Division of Membership.	15
	40. Council	16
	41. Casual vacancy on the Council	18
	42. The Powers of the Council	19
	43. Sub-Committee(s)	19
	44. Disqualification of a Council Member	19
	45. Quorum	20
	46. Expenses	20
	47. Meetings of the Council	20
	48. Acts Deemed Valid	20
	49. Conflict of Interest	20
	50. President & Vice-President	21
<b>X</b>	<b>CHIEF EXECUTIVE, SECRETARY, SECURITY BY OFFICERS</b>	
	51. Chief Executive	22
	52. Secretary	22
	53. Security by officers	22
	54. Bank accounts	22
<b>XI</b>	<b>AFFILIATION AND LEVIES</b>	
	55. I.C.O.S.	23
	56. Levies	23
<b>XII</b>	<b>STATUTORY OBLIGATIONS AND MISCELLANEOUS</b>	
	57. Seal, it's custody and use	23
	58. Publication of name	23
	59. Change of name, Amalgamation & Conversion	24
	60. Dissolution	24
	61. Audit & Accounts	24
	62. Annual Returns	25
	63. Triennial Returns	25
	64. Supply of copies of Annual Returns	25
	65. Copy of last Balance Sheet	25
	66. Inspection of accounts by Members and others	25
	67. Inspection on order of Registrar	25
	68. Application to Registrar	26
	69. Copy of Rules	26
	70. Alteration of Rules	26
	71. Disputes and arbitrations	26
	72. Irrelevant subjects	27
	73. Depreciation	27

<b>Section</b>	<b>Rule</b>	<b>Page</b>
<b>XIII</b>	<b>74. ALLOCATION OF SURPLUS</b> Allocation of surplus	27
<b>XIV</b>	<b>75. NOTICE OF GENERAL MEETINGS ETC.</b> Notices	27
<b>XV</b>	<b>76. INDEMNITY</b> Indemnity	28
APPENDIX I	Application for Shares by an individual	29
APPENDIX II	Application for Shares by a Society or Company	30
APPENDIX III	Form of Transfer of Shares (Between individuals)	31
APPENDIX IV	Form of Transfer of Shares (Between Societies/Companies)	32
APPENDIX V	Form of Appointment of Delegate	33
APPENDIX VI	Requisition Notice for Special General Meeting	34
APPENDIX VII	Composition of the Council for the years 2011 to 2013 and subsequent years.	35
APPENDIX VIII	Retirement from the Council	36

## 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 1978 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) "Company" shall mean a Company incorporated under the Companies Acts 1963 to 2003 or any other Acts altering or amending or re-enacting the same.
- c) "ICBF" shall mean the Irish Cattle Breeding Federation Society Limited.
- d) "Council" shall mean the Council of the Society for the time being.
- e) "Herd Book" shall mean a set of rules, standards and instructions drawn up by Council from time to time to provide rules, guidelines and standards that shall govern the actions and practices of Members in managing the Irish Limousin breed and ensure the progressive improvement of the breed.
- f) "I.C.O.S." shall mean the Irish Co-operative Organisation Society Limited.
- g) "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 a Share in the capital of the Society.
- h) "Registered Address" shall mean the postal address of each of the Shareholders as set out in the Register of Members.
- i) "Registrar" shall mean the Registrar of Friendly Societies;
- j) "A Society" shall mean a Society registered under the Acts.
- k) The expression "he", "him", "they" and "person" shall include a Society or other Company.
- l) "The Regulations" shall mean the Regulations under any Act relating to Industrial and Provident Societies for the time being.
- m) "Share" shall, unless otherwise stated or implied, mean "Ordinary Share".
- n) "The Society" shall mean the Irish Limousin Cattle Society Limited.



- o) "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).
- p) "Standing Orders" shall mean the Standing Orders (if any) adopted by the Council for the purpose of regulating procedures at General Meetings, and meetings of the Council.
- q) Words importing the singular or plural number shall include the plural and singular numbers; and
- r) Words importing the masculine gender shall include the feminine gender.

## **II NAME, REGISTERED OFFICE AND OBJECTS.**

### **2. Name**

The name of the Society shall be the **Irish Limousin Cattle Society Limited.**

### **3. Registered Office**

The registered office of the Society shall be at **Kilglass Mitchelstown, Co. Cork** 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 encourage, promote and improve the breeding of Irish Limousin cattle in Ireland, to compile, keep, maintain, edit, issue and publish a Herd Book of suitably qualified cattle.
- b) To purchase, import, breed, hire or otherwise acquire and hold, re-sell, let out on hire or otherwise deal in Irish Limousin cattle or semen.
- c) To compile or obtain by purchase or other means from the ICBF and other persons or person, as may be thought fit, records and other statistics and information of or relating to any Irish Limousin cattle or other cattle and to sell, dispose of, publish, circulate to members or others and otherwise deal with or make use of any such to promote the objects of the Society.
- d) 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 Herd Book and also certificates of the Society of records of performance and other records and statistics relating to any Irish Limousin cattle or other cattle based on any records or statistics or information obtained or compiled by the Society.

- e) To promote, organise, manage, and hold or participate in the promotion, organisation, management and holding of shows and auctions and other sales of Irish Limousin cattle and other cattle and to arrange or assist in the arrangement of classes of cattle 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 contributions towards the payment of expenses incurred by all or any of the exhibitors in or about the exhibition of cattle at any such show as aforesaid, which may be approved for this purpose by the Society.
- f) To buy, sell and deal generally, whether as principals or agents, in live and dead farming stock including produce, and in all kinds of agricultural products, seeds, manures, implements, machinery and general farm and farmhouse requisites and hardware, and to supply farm services including but not limited to artificial insemination of livestock and to engage in farming of every description.
- g) To purchase and otherwise acquire by any means and to lease, sub-lease, hold, sell, rent, manage and develop and otherwise deal with land, buildings and property of every description for agricultural or other purposes.
- h) To hire or supply labour, plant, machinery and equipment for the carrying out of agricultural or other work.
- i) To make arrangements with persons engaged in any trade, business or profession for the concession to Members of any special rights, privileges and advantages and in particular in regard to the supply of goods.
- j) To give credit to such persons on such terms as may seem expedient and on such security (if any) as may be determined by the Board and in particular to customers and others having dealings with the Society.
- k) To provide for and to give or award pensions, annuities gratuities, superannuations, mortality benefits to any persons, other than current Council Members, who are or have been employed by or are serving, or have served the Society and to set up, establish, support and maintain superannuation funds or schemes for such purposes.
- l) To subscribe to and otherwise aid scientific, national or other institutions, exhibitions or objects which have any moral or other claims to support or aid by the Society by reason of the locality of its operation or otherwise.
- m) To draw, make, accept, endorse, discount, negotiate, execute and issue and (subject to the Acts) to buy, sell, and deal in Bills of Exchange, promissory notes and other negotiable or transferable instruments.
- n) 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.

- o) To establish, regulate and discontinue agencies of all kinds and to undertake and transact all kinds of agency business.
- p) To guarantee the payment or repayment of monies or the performance of any contract, liability or obligation by any Company, Society, association or concern where the giving of such guarantee is in the opinion of the Council directly or indirectly conducive or incidental to the business or trade of the Society.
- q) To enter into agreements with any person, Company, Society, association or concern for the purchase or acquisition from such person, Company, Society, association or concern of any shares, stock, debentures, debenture stock or other securities of any Company or Society upon such terms and conditions and whether absolutely or contingently as the Council may deem fit.
- r) To enter into agreements with any person, Company, Society, association or concern regulating the manner in which the Society shall or may vote in respect of any shares, stock, debentures, debenture stock, or other securities held by it in any Society or in any Company, association or concern.
- s) 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 such number of Shares as the Council may in each case prescribe and the Council shall have the right to refuse any application for membership without assigning any reason therefor.

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.

The Council shall require each applicant to pay an entrance fee, the amount of which shall be decided from time to time by the Council. The entrance fee shall be payable on admission to membership and the first €1 of such fee shall be applied to the acquisition of one Ordinary Share of €1 fully paid. The entrance fee shall also be deemed to cover the first year's Annual Subscription.

#### **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 other than a Member who has paid the Life Composition Fee, 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 may agree, in its absolute discretion, to accept a lump sum, known as the Life Composition Fee, in lieu of the Annual Subscription, the amount of such lump sum to be determined from time to time by the Council. The payment by a Member and the acceptance by the Council of such lump-sum shall entitle the Member to all the privileges of membership, without the need to make any further Annual Subscription payments, for so long as the person continues to hold at least one share.

The Council shall review on an annual basis, the entrance fee, the Annual Subscription and the Life Composition Fee. 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. 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.

## **8. 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.

## **9. 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.

If two or more persons are registered as joint holders of any Shares, any of the joint holders shall have power to give a valid receipt for any interest or dividends payable thereon.

## **10. 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**

##### **11. Suspension of Membership, repayment of amount paid up on 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 or is in breach of the Herd Book rules as set down by the Council from time to time 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 71. Such entitlement to appeal to arbitration shall be exercised within thirty days of the issue of such notice. Alternatively the Council may censure such Member or impose upon him not as a penalty but as liquidated damages such sum as the Council may decide, but not exceeding in any case €2000.

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.

## **12. Cancellation of Membership**

The Council may at its option repay to any Member the amount paid up on his Shares less such sums as may be due by him to the Society, if the Member throughout the entire immediately preceding period of 3 years has:

- a) ceased to register pedigree animals with the Society, or
- b) ceased to be the owner of a pedigree Limousin female.

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 Shares 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.

## **13. 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**

## **14. 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. Subject to the provisions of the next paragraph Ordinary Shares to the number of not less than the minimum shareholding prescribed by the Council from time to time may be held jointly by two or more individuals subject to the provisions of Rule 9.

In respect of each Member's holding of Ordinary Shares of €1 each in issue at the date of registration of these Rules the Shares shall in respect of each holding thereof be re-denominated and where appropriate re-nominalised in accordance with the following formula;

$$\frac{X}{.787564} = Y$$

where;

X is the total number of Shares of £1 each immediately prior to the date of registration of these Rules and Y is the new total number of Shares of €1 each following the re-denomination and re-nominalisation.

Provided that where 'Y' is not a whole number it shall be rounded up to the next nearest whole number and that the Profit and Loss Account of the Society shall, notwithstanding any other provision in these Rules, be hereby reduced by such amount as is required to give effect to the rounding referred to above.

The Council shall have power to decide the number of Ordinary Shares which any individual must apply for subject to Section 4 of the Act of 1893 or any amendment there to, but no person shall be admitted to membership in the Society who has not first applied for at least the minimum shareholding prescribed by the Council from time to time.

Ordinary Shares shall be paid up in such manner as the Council may from time to time direct provided always that at least fourteen days notice of any call shall be sent to the Registered address of each Member.

#### **15. Maximum Shareholding per Member**

No Member other than a Society shall have or claim any interest in the Shares of the Society exceeding €150,000 or an amount equal to one percent of the total assets of the Society whichever is the greater, or such other maximum amount as may be fixed by law from time to time.

#### **16. Liability of Members**

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

#### **17. 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.

#### **18. 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 71. 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.

### **19. 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.

### **20. Bankruptcy**

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

### **21. 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..

## **VI LOANS AND BORROWING POWERS**

### **22. 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.

### **23. Deposits**

The Council may also receive money on deposit from Members and others for such amounts at such rates of interest and on such terms as regards withdrawal, as may be determined from time to time by the Council subject to Section 19 of the Industrial and Provident Societies Act 1893 and any Acts of the Oireachtas.

## **VII INVESTMENTS, LOANS TO MEMBERS**

### **24. 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.

### **25. 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.

## VIII GENERAL MEETINGS

### **26. 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 Secretary in consultation with the President from time to time.

### **27. Notice of Annual General Meeting**

Notice convening every Annual General Meeting shall be given in accordance with Rule 75 not less than fourteen clear days before the date fixed for such meeting. Alternatively the Council may publish such notice in at least two national newspapers and such other newspapers as the Council shall deem suitable.

### **28. 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 President 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 on the Council and the election of members to the Council shall be dealt with in accordance Rule 40.
- f) An Auditor in accordance with law, the Regulations and Rule 61 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 59 and 70 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.

## **29. 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 15% of the Members of the Society for the time being. The requisition shall be addressed to the President 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.

## **30. 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.

## **31. Quorum**

No business shall be transacted at any General Meeting unless at least ten (10) Members are present when the meeting proceeds to business. If within one hour from the time appointed for the meeting a quorum of ten (10) Members 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).

### **32. 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.

### **33. Chairman**

The President of the Council shall preside as chairman at every General Meeting of the Society. In his absence, the Vice-President of the Council shall be entitled to preside as chairman at any General Meeting of the Society. In the absence of both the President and Vice-President, 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.

### **34. 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.

### **35. 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.

### **36 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.

### **37. Proxy votes**

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

### **38. 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.

## **IX THE COUNCIL AND PRESIDENT**

### **39. Division of Membership.**

The membership of the Society shall be divided into the Clubs as set out in Appendix VII to these Rules and each Member shall be deemed to be a member of a Club. The existing membership of Clubs is hereby confirmed. On registration of these Rules the Secretary shall notify all members of the Club to which they belong and of their right to apply for transfer to another Club under the provisions of these Rules.

- (i) Each new applicant for Shares on his admission as a Member shall be included in such Club 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 Club.
- (ii) No Member may take part in or vote at the meetings of more than one Club in any one year. In the event of a Member changing his residence he may apply to the Council for a transfer from one Club to another. The decision of the Council on the matter shall be final.
- (iii) Any dispute as to whether a Member is a member of any specific Club shall be decided by the Council or if the dispute takes place at a Club

meeting then by the chairman of the Club meeting, whose decision on the matter shall be final.

#### **40. Council**

##### **I. Size of the Council.**

Subject the provisions of the next paragraph of this Rule the Council shall consist of not more than (17) seventeen persons and shall be appointed in accordance with the provisions of these Rules.

Commencing with the elections to the Council in 2011 until the completion of the elections to the Council in 2013 the composition of the Council shall be altered in accordance with the provisions of Appendix VII attached to these Rules. For the years 2011, 2012 and for the year 2013 and each year thereafter;

- a) The Clubs shall be entitled to such number of representatives on to the Council as provided for in Appendix VII. “(Club Representatives).”
- b) The Annual General Meeting or from a Special General Meeting shall elect such number of representatives on to the Council as provided for in Appendix VII “(National Representatives).”
- c) The Council shall be entitled to co-opt not more than four persons to the Council.”(Co-opted Representatives)”. A decision as to whether a person should be co-opted or not shall be made at the first Council Meeting held after the annual elections to the Council have been completed. Unless removed by the Council earlier, any person co-opted to the Council under this paragraph (c) shall hold office until the Annual General Meeting next following his co-option.

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.

##### **II. Retirement of Council Members**

###### **Club Representatives**

For the three year period 2011 to 2013 inclusive and for the three year period 2014 to 2016 inclusive and successive three year periods the members of the Council from each Club shall retire in accordance with the provisions of Appendix VIII attached to these Rules. The retiring Club Representative Council Members shall be eligible for re-election subject to the provisions of this Rule. The order of retirement shall be that established prior to the registration of these Rules and shall be in accordance with the method laid down in Appendix VIII to these Rules.

National Representative.

Commencing in the year 2014 one of the National Representative Council Members shall retire annually at the Annual General Meeting and shall be eligible for re-election subject to the provisions of this Rule. The National Representative Council Member to retire shall be determined by length of service.

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

- a) he is a bankrupt; or
- b) he is incapable through disability of mind of managing his affairs; or
- c) he has been, in the ten year period prior to the closing date for receipt of nominations, convicted on indictment of any offence involving fraud or dishonesty; or
- d) he has reached the age of 65 years on the 1<sup>st</sup>.January immediately preceding such election.

### III. Filling vacancies on the Council

#### A. Club Representatives

- (i) Each member of the Club of which a Club Representative Council Member(s) is due to retire shall be notified of such retirement or retirements on or before the 31<sup>st</sup>. March each year.
- (ii) Any member of such Club other than a retiring Club Representative Council Member seeking election to the Council must be nominated in writing and the nomination received by the Secretary on or before the 10th day of April or such earlier or later date as maybe agreed by the Council. The person nominated must sign the nomination form and the nomination must be witnessed by two members of the Club other than the nominated person. Nomination forms shall be made available by the Secretary to any member of a Club seeking them. A retiring Club Representative Council Member shall, subject to the provisions of Section II of this Rule, be deemed to be renominated unless he informs the Secretary in writing that he is not seeking re-election.
- (iii) Where the number of eligible duly nominated candidates in any Club 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.
- (iv) Where the number of eligible duly nominated candidates does exceed the number of seats to be filled a meeting of the Club 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 President of the Society or a deputy appointed by him who shall be a member of the Council shall preside at the meeting.



- (v) The retirement, and the election or deemed election of Club Representative Council Members shall take effect at the conclusion of the Annual General Meeting each year.

**B. National Representatives.**

Notice of intention to nominate any person for election as a National Representative to the Council other than a retiring National Representative Council Member shall be given to the Secretary on or before a time and date as may be fixed by the Secretary specified in the notice of the Annual General and shall not be less than five clear days before the date of the Annual General Meeting. All such nominations shall be in writing. The person nominated must sign the nomination form and the nomination must be witnessed by two members of the Society other than the nominated person. The Secretary shall make nomination forms available to any Member seeking them. The retirement, and the election or deemed election of National Representative Council Members shall take effect at the conclusion of the Annual General Meeting each year.

**41. Casual vacancy on the Council.**

Club Representatives.

Any casual vacancy occurring on the Council from amongst the Club Representative Council Members shall be filled by members of the Club to which the member causing the casual vacancy belongs/belonged. If the casual vacancy occurs within six (6) months following the 31<sup>st</sup>. day of March the Secretary shall notify each member of the relevant Club of the existence of a casual vacancy and invite nominations to fill the vacancy. Any member of the relevant Club 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 Club other than the nominated person. The vacancy shall be filled in accordance with the provisions of Rule 40 Section III. 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 40 Section III. 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.

National Representatives.

Any casual vacancy occurring on the Council from amongst the National Representative Council Member(s) shall be filled in accordance with the provisions of Rule 40 Section III B. 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.

Co-opted Representatives.

Any casual vacancy or vacancies occurring on the Council from amongst the Co-opted Representatives may be filled by co-option, and any person so co-opted shall hold office until the first Council meeting held after the next Annual General Meeting when he shall retire, but shall be eligible for co-option again.

#### **42. The Powers of the Council**

The business and affairs of the Society shall be directed and controlled by the Council who may exercise all such powers of the Society as are not by the Acts or by these Rules required to be exercised by the Society in General Meetings.

#### **43. 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.

#### **44. Disqualification of a Council Member**

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

- a) he becomes bankrupt; or
- b) he becomes incapable through disability of mind of managing his affairs; or
- c) he be convicted on indictment of an offence involving fraud or dishonesty; or
- d) he ceases to be a member of the Society ; or
- e) he absents himself from three consecutive meetings of the Council without special leave of absence from the Council; or
- f) he gives the Council one month's notice in writing that he resigns his office.

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.

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.

#### **45. Quorum**

The quorum for Council meetings shall be one third of its total membership.

#### **46. Expenses**

The Council Members and any sub-committee of the Council shall receive such reasonable allowances (if any) in respect of their services as such members as may be determined from time to time by the Council, and may also be reimbursed all travelling and other expenses (at levels as may be established by the Council from time to time) properly incurred by them in connection with such services.

#### **47. 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 President or by the Secretary at the request of at least one-third of the members of the Council for the time being. Save where all the Council Members agree to shorter notice, at least twenty four hours notice of such meetings shall be given to each Council Member. Notice of meetings may be given by telephone. 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. 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.

#### **48. 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.

#### **49. Conflict of Interest**

A member of the Council 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 member of the Council 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.

## **50. President & Vice-President**

- (i) The Council shall elect one of their members as their President. The person so elected shall also be President 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) of this Rule the President shall hold office until the election of his successor is completed at the first meeting of the Council held after the ensuing Annual General Meeting when he shall be eligible for re-election subject the provisions of the next paragraph of this Rule.
- (iii) A Council Member shall not be eligible to serve for more than three consecutive years as President of the Council. These same provisions shall also apply to the position of Council Vice-President. For the purposes of this Rule a 'year' shall be defined as the period from the election of the President or Vice-President as the case may be at the first Council meeting held after one Annual General Meeting to the conclusion of the election of President or Vice-President as the case may be at the first Council meeting held after the ensuing Annual General Meeting including Annual General Meetings held prior the registration of these Rules.
- (iv) 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.
- (v) In the event of an equality of votes on any question by a show of hands the President shall call for a secret ballot. In the event of an equality of votes again, the President shall then be entitled to have a second or casting vote .
- (vi) The Council shall also elect one of their members as Vice- President. The person so elected shall take the place of the President in the latter's absence. He shall be elected and hold office in accordance with the same provisions as those which apply to the President. In the absence of both the President and Vice- President 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 President would have enjoyed if he were presiding at the meeting.
- (vii) The President and Vice-President shall cease to hold office if at any time during their period of office they shall cease to be a Council Member. In the event of a casual vacancy occurring in the office of President or Vice- President, 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 President or Vice- President in accordance with the provisions of this Rule.

- (viii) Pending the election of President and Vice- President in accordance with the provisions of these Rules the President and Vice- President who hold office at the date of registration of these Rules shall continue to be the President and Vice- President respectively.

## **X CHIEF EXECUTIVE, SECRETARY, SECURITY BY OFFICERS**

### **51. Chief Executive**

The Council may appoint, remove and fix the remuneration of a Chief Executive who shall be responsible to the Council for the direction of the business and affairs of the Society. The Chief Executive 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. Such Special Council Meeting shall be convened by the Secretary at the request of not less than one-third of the Council Members and in the event of the Secretary failing for seven days so to convene the Special Council Meeting, it may be convened by any Council Member.

The Council may give authority to the Chief Executive under such conditions as it may determine to appoint and remove subordinate employees of the Society and fix their remuneration.

### **52. Secretary**

The Council may appoint and remove a Secretary who may also be a Council Member subject to Rule 44 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 procedure in the case of dismissal of the Secretary shall be identical with that laid down by Rule 51 for the dismissal of the Chief Executive. The office of Chief Executive and Secretary may be held by the same person.

### **53. 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.

### **54. 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.

## **XI AFFILIATION AND LEVIES**

### **55. 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.

### **56. 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 amount.

## **XII STATUTORY OBLIGATIONS AND MISCELLANEOUS**

### **57. 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.

### **58. 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.

## **59. Change of name, Amalgamation & Conversion**

The Society may, by Special Resolution passed in the 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.

## **60. 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.

## **61. 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 28 (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 28 (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.

## **62. Annual Returns**

The Society shall once in every year not later than the 31st day of March send to the Registrar an Annual Return in the manner and for the period prescribed by the Acts and the Regulations

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.

## **63. Triennial Returns**

The Secretary shall, once at least in every three years, make out and send to the Registrar, together with the Annual Return for the year, a Triennial Return, signed by the Auditor, showing the holding of each person in the Society (whether in Shares or loans) at the date to which the said Annual Return is made out, provided that where such persons are in the Register of Members distinguished by numbers, it shall be sufficient if they are distinguished in the Triennial Return by such numbers, and in that case it shall not be necessary to specify their names.

## **64. 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.

## **65. 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.

## **66. 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 Register of Members 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 general meeting of the Society.

## **67. 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.



## **68. 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.

## **69. Copy of Rules**

A copy of the Society's Rules shall be supplied to any person demanding and paying for it the sum of €0.06.

## **70. Alteration of Rules**

Rules may be made, altered, rescinded or amended by a majority of two thirds of the Members present and voting 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.

## **71. 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 firstly dealt with under the appeals procedure set out in paragraphs (a) to (c) of this Rule and if following this procedure remains unresolved, 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.

The appeals procedure to apply in the first instance shall be as follows;

- a) A Member who feels aggrieved in relation to any matter pertaining to Society should, in the first instance, write to the Secretary, making it clear that this appeals procedure is being invoked. The Secretary will reply as soon as is reasonably practicable, but in any case within thirty days from receipt of the letter from the appellant.
- b) If the grievance is not resolved with this reply, or if a reply is not forthcoming from the Secretary within thirty days, the Member(s) may request in writing, that at the next Council meeting, the Council allow the Member(s) to attend the meeting during the period that the grievance is being considered. The Member(s) will be allowed to make

an oral submission on the grievance. The Council will then reconsider the issue and must communicate its decision to the appellant within thirty days.

- c) If the issue remains unresolved following this Council meeting, the Member(s) may request an independent hearing. The Council shall grant such a hearing. Such independent hearing will be heard by an individual or group of individuals with appropriate expertise, agreed by both parties to the dispute. From the date of appointment of the person(s) hearing the appeal, the case will be heard and the decision taken will be communicated to both parties within three months. The person(s) hearing the case will decide on the apportionment of costs, as appropriate.

## **72. 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.

## **73. 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.

## **XIII ALLOCATION OF SURPLUS**

### **74. Allocation of surplus**

The income and property of the Society, whensoever derived, shall be applied solely towards the promotion of the objects of the Society as set forth in these rules and no portion 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.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Society, or to any Member in return for any services actually rendered to the Society.

## **XIV NOTICE OF GENERAL MEETINGS ETC.**

### **75. 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.

## **XV INDEMNITY**

### **76. Indemnity**

Each Council Member, Chief Executive, 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, Chief Executive, 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.

**APPENDIX I**

**APPLICATION FOR SHARES BY AN  
INDIVIDUAL**

To: **Irish Limousin Cattle Society Limited**  
**Kilglass**  
**Mitchelstown**  
**Co Cork.**

I, the undersigned, hereby apply for \_\_\_\_\_ Ordinary €1 Shares in the above-named Society, in respect of which I agree to make the payments required by the Rules of the Society and otherwise to be bound thereby.

Name: \_\_\_\_\_  
(Block capitals)

Signature of Applicant: \_\_\_\_\_

Address: \_\_\_\_\_

Date: \_\_\_\_\_

**APPENDIX II**

**APPLICATION FOR SHARES BY A SOCIETY  
OR COMPANY**

To: **Irish Limousin Cattle Society Limited**  
**Kilglass**  
**Mitchelstown**  
**Co Cork.**

We, the undersigned, Secretary and two Members of the Board/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 Limousin Cattle Society Limited in respect of which the Applicant hereby agrees to make all payments required by the Rules of the Irish Limousin Cattle 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 Board/Committee

\_\_\_\_\_ Member of Board/Committee

\_\_\_\_\_ Secretary

\_\_\_\_\_ Date

\_\_\_\_\_ Ref. No.

**APPENDIX III**

**FORM OF TRANSFER OF SHARES  
(BETWEEN INDIVIDUALS)**

To: **Irish Limousin Cattle Society Limited**  
**Kilglass**  
**Mitchelstown**  
**Co Cork.**

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 the Irish Limousin Cattle 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.

**APPENDIX IV**

**FORM OF TRANSFER OF SHARES  
(BETWEEN SOCIETIES/COMPANIES)**

To: **Irish Limousin Cattle Society Limited**  
**Kilglass**  
**Mitchelstown**  
**Co Cork.**

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 the Irish Limousin Cattle 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/Boards thereof, dated respectively the \_\_\_\_\_ day of  
\_\_\_\_\_ 20\_\_ and \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_.

\_\_\_\_\_ Two members of  
\_\_\_\_\_ Committee/Board

\_\_\_\_\_ Secretary

\_\_\_\_\_ Two members of  
\_\_\_\_\_ Committee/Board

\_\_\_\_\_ Secretary

**APPENDIX V**

**FORM OF APPOINTMENT OF DELEGATE**

To: **Irish Limousin Cattle Society Limited**  
**Kilglass**  
**Mitchelstown**  
**Co Cork.**

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

Signed on behalf of \_\_\_\_\_ Limited

\_\_\_\_\_ Chairman

\_\_\_\_\_ Secretary

Date: \_\_\_\_\_



**APPENDIX VI**

**REQUISITION NOTICE FOR SPECIAL GENERAL MEETING**

To: **Irish Limousin Cattle Society Limited**  
**Kilglass**  
**Mitchelstown**  
**Co Cork.**

We the undersigned being Shareholders of the Irish Limousin Cattle Society Limited request you to convene a Special General Meeting as provided for in Rule 29 of the Society's Rule Book for the purpose of:

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<b>Name (Block capitals)</b>	<b>Address</b>	<b>Signature</b>

APPENDIX VII  
COMPOSITION OF THE COUNCIL FOR THE YEARS 2011 TO  
2013 AND SUBSEQUENT YEARS.

Club	Number of Representatives		
	2011	2012	2013 and subsequent years
Clare	2	1	1
Cork	1	1	1
Donegal	1	1	1
North East	3	3	2
North West	2	2	2
South East	2	2	2
Limerick/Kerry	1	1	1
National Representatives	1	2	3
Totals	13	13	13

APPENDIX VIII  
RETIREMENT FROM THE COUNCIL.

Club	Number of Council Members to retire					
	2011	2012	2013	2014	2015	2016
Clare	0	2	0	0	1	0
Cork	2	0	0	1	0	0
Donegal	1	0	0	1	0	0
North East	0	0	3	0	0	2
North West	0	1	1	0	1	1
South East	1	0	1	1	0	1
Limerick/Kerry	0	1	0	0	1	0
National Representatives	0	0	0	1	1	1
Totals	4	4	5	4	4	5