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"ALL PREVIOUS RULES RESCINDED"

RULES OF:

BELGIAN BLUE CATTLE BREEDING SOCIETY OF IRELAND LIMITED

I. INTERPRETATION

1. In construing these Rules, the following words and expressions shall have respectively, the meanings herein stated, provided that such meaning does not conflict with the subject matter of the Rule or the context.
 - (a) Words importing the singular or plural number include the plural and singular numbers.
 - (b) Words importing the masculine gender shall include the feminine gender.
 - (c) "Member" shall mean an individual or a Society or a Company or a Body Corporate duly admitted to membership of the Society and holding the requisite number of shares.
 - (d) "The Society" shall mean the Society to which these rules refer.
 - (e) "The Council" shall mean the Council of the Society for the time being as provided for in Section X of these Rules.
 - (f) "The Acts" shall mean the Industrial & Provident Societies Acts 1893 to 1978, or any other Acts altering or amending the same.
 - (g) "A Society" shall mean a Society registered under such Acts.
 - (h) "A Company" shall mean a company registered under the Companies Acts
 - (i) "Body Corporate" shall mean any Society, Company or incorporated body having limited liability.
 - (j) The expression "he", "him", "they", "them", and "person" shall include a Society or other Body Corporate.
 - (k) "Registrar" shall mean the Registrar of Friendly Societies for Ireland.
 - (l) "Special Resolution" shall mean a Resolution passed in accordance with Section 51 of the Act of 1893 as amended by the Act of 1971.
 - (m) The "ICOS" shall mean the Irish Co-operative Organisation Society Limited.
 - (n) "The Regulations" shall mean the Regulations under the Acts relating to Industrial and Provident Societies for the time being.
 - (o) "Share" shall, unless otherwise stated or implied, mean Ordinary Share(s).
 - (p) Standing Orders" shall mean the Standing Orders (if any) adopted by the Council for the purpose of regulating procedures at General Meetings and Council meetings.
 - (q) "Byelaw" shall mean a resolution to govern or facilitate the conduct of elections and the efficient and effective operation of the activities of the Society adopted, rescinded or altered by a simple majority of the Council members present and voting at a Council meeting.

II. NAME, REGISTERED OFFICE AND OBJECTS

2. **NAME:** The name of the Society shall be: Belgian Blue Cattle Breeding Society of Ireland Limited
3. **REGISTERED OFFICE:** The Registered office of the Society shall be: ^{BALLYBUEGGY, RATHDOWNEY} ~~Gorey, Co. Wexford~~ ^{Ballylaey, Inch, Co. LADIS} but may be changed by the Council and any such change shall be notified to the Registrar in accordance with the provisions of the Acts.
4. **OBJECTS:** The objects of the Society shall be:
- a) To compile, keep, maintain, edit, issue and publish a Herd Book of suitably qualified cattle.
 - b) To encourage, promote and improve the breeding of Belgian Blue Cattle in Ireland.
 - c) To purchase, import, breed, hire or otherwise acquire and hold, re-sell, let out on hire or otherwise deal in Belgian Blue cattle or semen.
 - d) To compile or obtain by purchase or other means from the Department of Agriculture and Food and other persons or person, as may be thought fit, records and other statistics and information of or relating to any Belgian Blue cattle, or other cattle 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.
 - e) 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 Herd Book and also certificates of the Society of records of performance and other records and statistics relating to any Belgian Blue cattle or other cattle based on any records or statistics or other information obtained or compiled by 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 Belgian Blue 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 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 and to organise raffles/competitions for the benefit of the Society.
 - g) To investigate, adjudicate upon, or otherwise determine or settle, cases of doubtful or suspected pedigrees of Belgian Blue cattle or other cattle and other disputes or questions relating to or connected with Belgian Blue cattle or members of the Society.
 - h) 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.
 - i) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society as may be considered expedient with a view to the promotion of its objects.
 - j) To purchase and otherwise acquire and undertake all or any part of the business property contracts or liabilities of any company, society, partnership or other person carrying on any business whether in this or in any other jurisdiction, which the Society is authorised to carry on or of a

character similar or ancillary thereto or connected therewith or possessed of any property suitable for any of the purposes of the Society and to conduct and carry on or liquidate and wind up any such business.

- k) To establish, acquire or invest in any Society, Company (registered under the Companies Act), or other Body Corporate carrying on any activity or trading, where the establishment of, acquisition of, or investment in, would be conducive to the interests of the members.
- l) To establish, regulate and discontinue agencies and to undertake and transact all kinds of agency business.
- m) To make arrangements with persons engaged in any trade, business, or profession for the concession to members of the Society of any special rights, privileges and advantages, and in particular in regard to the supply of goods.
- n) To give credit to such persons on such terms as may seem expedient and on such security as may be determined by the Council and in particular to customers and others having dealings with the Society.
- o) To guarantee the payment or repayment of monies or the performance of any contract liability or obligation by any person, 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.
- p) To enter into agreements with any person, company, Society, association or concern for the purchase or acquisition from such person, company, 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 see fit provided that the shares, stock, debentures, debenture stock or securities so acquired or to be acquired are shares, stock, debentures, debenture stock or securities of a company or a society carrying on at the date of such agreement a business or businesses which the Society would be empowered to carry on.
- q) 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, or debenture stock held by it in any society or in any company, association or concern.
- r) To engage in currency exchange and interest rate transactions, including but not limited to dealings in foreign currency, spot and forward rate exchange contracts, futures, options, forward rate agreements, swaps, caps, floors, collars and other foreign exchange or interest rate hedging arrangements and such other instruments as are similar to, or derived from any of the foregoing whether for the purpose of making a profit or avoiding a loss or managing a currency or interest rate exposure or any other exposure or for any other purpose.
- s) Generally to engage in any business or transaction which may seem to the Society directly or indirectly conducive to the interests 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. MEMBERSHIP

The membership of the Society shall in the first instance be comprised of those who are members at the registration of these rules and of such persons, Societies and Companies as defined in Rule 1 or other bodies corporate incorporated under any other Act of the Oireachtas as are capable of being serviced by the Society, and as the Council in their absolute discretion may admit to membership, provided that each such person is at the time of admission the

owner or breeder of an Belgian Blue animal in Ireland eligible for entry in the Irish Belgian Blue Herd Book or the nominees of such persons. Applicants for membership shall subscribe for one Ordinary Share.

No person, or body corporate, which in the opinion of the Council is either directly or indirectly involved in the carrying on of any business in competition with that in which the Society is engaged, shall be eligible to become or remain as a member of the Society. In the event that a member becomes ineligible to continue as a member under this provision a notice shall be sent to the member advising him/her of the position. The member shall have 21 days in which to comment to the Council on the proposal to terminate his/her membership. At the end of 21 days the Council shall determine whether or not it is still considered that the member is involved in a business in competition with that in which the Society is engaged. In the event that the Council at that stage decides by resolution that the member is so involved such membership is automatically thereby terminated and the amount paid up or credited on the share or shares which he owned in the Society less such sum as may be due by him to the Society shall be either tendered to the member, lodged to the credit of a deposit account in a Bank so that it may be available for the member at any time and no claim of any nature shall lie against the Council or against the Society by reason of the removal of the said member's name from the Society's share register or the cancellation of his share or shares in the Society. The decision of the Council in regard to whether or not the member's activity is in competition with that of the Society shall be final.

Every Society, Company or other body corporate admitted to membership may be represented by one delegate at the General Meetings of this Society.

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 on one ordinary share of €1 fully paid. The Entrance Fee shall also be deemed to cover the first year's Annual Subscription.

Thereafter, 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 the first day of January of the calendar year to which it applies. The Council may at its discretion by way of a resolution passed by a majority of the Council present and voting waive the annual subscription requirement of a member where they believe that the particular circumstances of the individual warrant such a waiver.

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 one share and continues to register pedigree animals with the Society. This latter provision shall not apply to persons who are in this category of member at the date of passing this rule amendment.

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.

The Council may, from time to time, appoint such persons as it thinks fit to be Honorary Members of the Society for life or for such shorter period as the Council shall decide. Such persons shall be appointed in recognition of services rendered in pursuit of the objects for which the Society was established. There shall not be more than ten such Honorary Members at any one time. Such Honorary Members shall not be required to pay an Annual Subscription and shall be eligible to attend and speak at General Meetings of the Society and to exercise (unless otherwise determined by the Council), all of the privileges of ordinary members,

provided that no Honorary Member shall have the right to vote at any meeting of the Society or be elected to the Council-

If two or more persons are registered as joint shareholders of Shares the first-named person on the register of shareholders shall be the only person entitled to attend and vote at any meeting of the Society, provided, however, that such first-named person may serve notice in writing to the Secretary at least five days before the date of such meeting of the Society nominating one of the other persons named in the joint-holding to attend and vote at the meeting in his stead. Any of the joint holders shall have power to give a valid receipt for any interest or dividends payable thereon, and any such joint shareholder may be elected to the Council of the Society. Once one of the joint shareholders has been so elected and for so long as such joint shareholder continues to be a member of the Council the remaining joint shareholder(s) shall have no vote at any meeting of the Society nor shall such remaining joint shareholder(s) be entitled to be elected to the Council.

ADMISSION TO MEMBERSHIP

6. Every application for admission to membership of the Society shall be made by individuals in Form I in the Appendix and by bodies corporate in Form II in the Appendix or in forms respectively as near Forms I and II as the Council, in its absolute discretion, may from time to time approve. No application for membership shall be considered by the Council unless it has been duly completed and signed.
7. Applications for membership shall be considered and determined 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 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. A person under the age of 18 but above the age of 16 may be a member of the Society and enjoy all the rights of a member (except as by the Acts provided) and may execute all instruments and give all acquittances necessary to be given under the Rules but shall not be a Member of the Council or hold office in the Society.
9. Where by reason of 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 shares from the Society.
10. The Society shall keep at the registered office of the Society a Register of Members, in which shall be entered the names and addresses of all members and the number of shares held by each and when any person ceases to be a member his name shall be removed from the Register. The Register shall be conclusive evidence as to the names of the persons who are members of the Society and the number of shares held by each.

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. RETIREMENT, CESSATION, SUSPENSION AND CANCELLATION OF MEMBERSHIP, EXPULSION

11. If any member of the Society, other than an Honorary Member or a member who has paid the Life Composition Fee, fails to pay his annual Subscription for any year within three months of the same becoming due, he shall automatically (but without prejudice to any outstanding liabilities already incurred by him), cease to be a member of the Society and his name shall be removed from the register of members, but he shall be eligible for re-admission at the

discretion of the Council upon payment of all arrears due from him while a member and of the amount of any subscriptions which would have been payable by him if he had continued a member of the Society up to the time of his re-admission.

12. Any member of the Society who shall desire to retire, shall give notice in writing of the fact to the Secretary and, thereupon, his name shall be removed from the register of members and he shall be deemed to have retired (but without prejudice to any outstanding liabilities already incurred by him).
13. If any member of the Society:
 - i) shall wilfully refuse or neglect to comply with the provisions of the Rules of the Society or of any Bye-laws, rules or regulations made there under and for the time being in force, or shall be adjudged bankrupt, or shall make any composition or arrangement with this creditors, or shall be convicted of an indictable offence; or
 - ii) shall, *in the opinion of the Council*, have falsified the birth of any animal, or falsified any records, or concealed any fact material to the breeding or interest of Belgian Blue cattle as a breed; or
 - iii) shall, in the opinion of the Council, have been guilty of any conduct unworthy of a member of the Society.

Then and in any such case, such member shall be liable to expulsion from the Society by a resolution of the Council provided:

- a) that two-thirds of the members present and voting at a Council meeting vote for his expulsion;
- b) that he shall have received, in writing, at least one week's notice of any meeting of the Council at which such resolution is to be proposed together with particulars of the charge alleged against him; and
- c) that he shall be permitted by the Council to attend such meeting and to address the Council or to submit a written memorandum to the Council in his defence before such resolution is voted upon.

If such resolution is not carried by the Council, the Council may thereupon and at the same meeting, by a vote of two-thirds of the members present and voting, suspend such member from membership for such period as it may determine or censure such member or impose upon him not as a penalty but as liquidated damages such sum as the Council may decide.

14. If any member shall be expelled or suspended from membership of the Society, or censured or shall have had imposed upon him a sum by way of liquidated damages, under Rule 13, a written notice of such event shall forthwith be sent by the Society to such member by registered post, addressed to him at his last known place of business. A notice of the said event, with or without particulars of the alleged offence, and the name and address of the member concerned, may, at the discretion of the Council, be communicated to every member of the Society.
15. Any member who is expelled from the Society under the provisions of Rule 13, shall forthwith have his name removed from the register of members and shall forfeit all rights and privileges as a member of the society (but without prejudice to any outstanding liabilities already incurred by him). Where a member has been expelled under section (ii) of Rule 13, the Council shall take such action as they may think fit in relation to the registration or transfer of any animal bred, owned or in the possession of such person.

CANCELLATION OF MEMBERSHIP

16. The Council may at its option terminate the membership and cancel the share of the member and repay to the member the amount paid up on his share less such sum as may be due by him to the Society, if the member throughout the entire immediately preceding period of 2 years has, as determined by the Council in accordance with the procedure outlined in the second paragraph of Rule 5, either:

- i) Ceased to register pedigree animals with the Society.
Or
- (ii) —Ceased to be an owner of a Pedigree Belgian Blue Animal

The payment shall be on the discretion of the Council who shall satisfy themselves that such repayment and would not jeopardise the financial stability of the Society, and shall be made at such time and in such instalments as the Board shall decide.

17. UNCLAIMED SHARES OF DECEASED MEMBERS

If (a) within six calendar months from the date upon which the Council shall have recorded in the Minute Book of the Society a resolution that the Council from its local knowledge is unanimously satisfied of the death of a member, whether such death has been formally proved or not, and (b) the Secretary has certified in writing to the Council either that no claim has been received by the Society either from the personal representatives of such member or any relative of such member for the transfer of the shares in the capital of the Society held by him, or that such claim having been made the shares have not been accepted by the party entitled thereto; it shall in such event be lawful for the Council to serve upon such persons as in the opinion of the Council are the personal representatives or the nearest of kin (if any) a notice in writing to the effect that unless such personal representative or next of kin apply within three calendar months from the date of such notice to the Society requesting transfer and accept such transfer the Council may cancel the said shares and transfer to the Profit and Loss account of the Society all monies paid or credited as paid thereto.

Upon expiry of the said period of three months without any claim having been received, or if a claim is made without the shares being accepted by the person appearing to the Council to be entitled thereto then and in such event it shall be lawful for the Council by resolution being passed to cancel the said shares and upon such resolution being passed the said shares shall be deemed for all purposes to have been cancelled and annulled and no claim shall lie against the Society by a person in respect thereof and all monies paid up or credited as paid up thereon shall be transferred to the Profit and Loss account of the Society.

V. CAPITAL

18. The share capital of the Society shall consist of Ordinary Shares of nominal value of €1 each. Shares may be held by an individual or by a Society or by a Body Corporate and shall rank *pari passu*. No member may hold more than one ordinary €1 share in the Society.

The liability of members shall be limited to their shares. No interest or dividend shall be paid on ordinary shares. Shares shall be neither withdrawable nor transferable. In the event that a person's membership ceases under the Rules, his share shall be extinguished and the amount standing to the credit of the share transferred to a reserve account.

19. The Society shall, subject to Rule 16 and this rule, 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.

The Council may sell and transfer any Share standing in the name of a member who is indebted to the Society, provided a fortnight's 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 this recovery. A member in arrears with the calls duly made on his shares shall forfeit all rights of membership, including attendance at meetings, during the period of his default.

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.

20. If any member entitled to property in the Society in respect of stock, loans or deposits not exceeding in the whole at his death €3,800²¹ or such other maximum as may be fixed from time to time by law, dies intestate without having made any nomination thereof then subsisting, the Council may without letters of administration distribute the same among such persons as appear to them, on such evidence as they deem satisfactory to be entitled to receive the same. Where a member, who at the time of his/her death, is entitled to property in the Society in respect of stock, loans or deposits exceeding in the whole at his/her death €3,800²¹ or such other figure as may be fixed from time to time by law dies, the Council shall, on production of Probate of his/her will or Letters of Administration to his/her estate and such evidence of his/her death as they deem sufficient, after satisfying any nomination made by such member, either transfer his/her property in the Society to the person or persons entitled thereto under his/her will or on his/her intestacy, as the case may be, or tender to such person or persons any amount due by the Society in respect of stock, loans, or deposits.

If any member entitled to property in the Society in respect of stock, loans or deposits not exceeding in the whole at his death €3,800²¹ or such other figure as may be fixed from time to time by law for the provisions of the first paragraph of this rule, dies and has not made any nomination then subsisting, but has made a will the Council shall deal with his/her property in accordance with the provisions of the previous paragraph.

21. If a member or person claiming, through a member, becomes of unsound mind 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 of the Society that it is just and expedient so to do, pay the amount of the stock, 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.
22. If any member becomes bankrupt, his property in the Society shall be transferable or payable to his assignees in bankruptcy.
23. 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 members of unsound mind 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.

NOMINATIONS

24. (a) A member of the Society not being under the age of 16 years may, by writing under his hand delivered at or sent to the Registered Office of the Society during the lifetime of such member or made in a book kept thereat, nominate any person or persons to or among whom there shall be transferred at his decease such property in the Society as may be his at the time of his decease (whether in shares, loans, deposits or otherwise) or so much thereof as is specified in such nomination, if the nomination does not comprise the whole. If on the death of the nominator the amount of his property in the Society comprised in the nomination exceeds 7,600 EURO or such other maximum as may be fixed from time to time by law, the nomination shall be valid to the extent of the sum of 7,600 EURO or such other maximum as may be fixed from time to time by law but not further or otherwise.

Provided that a person so nominated shall not be an Officer or servant of the Society unless such Officer or servant is the husband, wife, father, mother, child, brother, sister, nephew or niece of the nominator.

- (b) A nomination so made may be revoked or varied by a subsequent nomination signed and delivered or sent or made as aforesaid or by any similar document in the nature of a revocation or variation under the hand of the nominator so delivered sent or made as aforesaid, but shall not be revocable or variable by the will of the nominator or by any codicil thereto.

- (c) The Society shall keep a book wherein the names of all persons so nominated and all revocations or variations (if any) of such nominations shall be recorded and the property comprised in any such nomination to an amount not exceeding 7,600 EURO or such other maximum as may be fixed from time to time by law, shall be payable or transferable to the nominee although the Rules of the Society declare the Shares not to be transferable.
- (d) The marriage of a member of the Society shall operate as a revocation of any nomination made by him before such marriage, provided that, in the event of an Officer of the Society having transferred any property of a member to a nominee, in ignorance of a marriage contract subsequent to the date of the nomination, the receipt of the nominee shall be valid discharge to the Society, and the Society shall be under no liability to any other person claiming such property.
- (e) On receiving satisfactory proof of the death of a nominator the Board shall, subject to the limitation on the amount in the Acts provided, either transfer the property comprised in the nomination in the manner directed by the nomination, or pay to every person entitled thereunder, the full value of the property given to him.
- (f) Where a nominee who is nominated under the provisions of the Acts is under 16 years of age the Society may pay the sum nominated to either parent, or to a guardian of the nominee, or to any other person of full age who will undertake to hold the same on trust for the nominee or to apply the same for his benefit and whom the Society may think a fit and proper person for the purpose, and the receipt of such parent, guardian, or other person shall be a sufficient discharge to the Society for all monies so paid.

VII. LOANS AND BORROWING POWERS

25. The Council may raise or borrow 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 of a General Meeting of the Society from time to time.

The Council may secure the repayment of any such loans and the interest thereon by the issue of debentures, debenture stock, mortgage, charge, bonds, agreements, promissory notes or lien upon all or any of the property or assets of the Society both present and future.

In addition the Council may, in accordance with the power vested in it by Rule 4 (o), 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, body corporate or person having dealings with or interests similar to the Society provided that the Council shall resolve that the giving of such guarantee or the provision of such security is directly or indirectly conducive or incidental to the business or trade of the Society.

The Council in addition to such borrowings in relation to the business of the Society may from time to time borrow such further sums as it may deem necessary from time to time by means of Loan Stock from members, suppliers, other persons, Bankers and Bodies Corporate. The method of borrowing and the terms and conditions attached to the Loan Stock shall be determined by the Council from time to time.

26. The Council may also receive money on deposit from members and others, in such sums, at such rates of interest and on such terms as regards withdrawal, to such aggregate amount as the Council may determine. Provided, however, that the total amount of such deposits shall not at any time exceed the amount of the share capital of the Society and provided further that

the acceptance of such deposits shall be in accordance with Section 19 of the Industrial and Provident Societies Act, 1893.

VIII. INVESTMENTS, LOANS TO MEMBERS

27. 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 to invest.
 - b) In the Shares of or Loans to any other registered Society or Company, provided such Society or Company shall be one with limited liability.
 - c) In advances to members of the Society on such security of real or personal property as the Council may decide.
28. The Council may, subject to the Rules or Articles of Association of the body to which loans have been made or in which Capital has been otherwise invested, appoint one or more of their number and/or one or more members of the staff of the Society to vote on its behalf at Meetings and to sit on the Board of any Society or Company in which portion of the Society's funds are invested.

IX. GENERAL MEETINGS

29. 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.
30. Notice convening every Annual General Meeting shall state the time and place(s) thereof and shall be posted or sent to the registered addresses of the members not less than fourteen clear days before the date of such meeting. Alternatively the Council may publish such notice in such newspapers as they decide. The notice shall be exclusive of the day on which it is received (which shall be deemed to be the day after which notice is posted or published) and of the day for which it is given. No Annual General Meeting shall be invalidated by the non-receipt of notice thereof by any member.
31. At every Annual General Meeting of the Society Standing Orders may be adopted and shall remain in force until the next ensuing Annual General Meeting of the Society. The following business shall be transacted at every Annual General Meeting of the Society.
- a) The minutes of the immediately preceding Annual General Meeting and of every, if any, other unconfirmed general meeting held subsequent thereto during the period intervening between the two Annual General Meetings, 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 shall be signed by the presiding Chairman.
 - b) The transactions of the Society, its condition or state of its affairs generally, or in any particular, shall be made the subject of a statement, either written for circulation amongst the members or otherwise, to the meeting by the Chairman, or if at the instance of the Council by the Secretary or other person appointed by it, and the meeting may take such action thereon as it may decide; provided that no resolution on such statement shall take precedence over the adoption of the audited financial statements.
 - c) The Financial Statements, 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 completed and which has not already been

submitted to a general meeting of the Society and adopted thereat, shall if correct, be adopted.

- d) Elections to the Council.
 - e) An Auditor in accordance with law, the Regulations and Rules 65 and 66 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.
 - f) Borrowing powers as provided for in Rule 25 shall be adopted, if required.
 - g) Any other business arising that may be deemed by the Meeting proper and expedient subject to Rules 63 and 76 provided the Secretary has received at least five days notice of it beforehand but the members of the Council present at the meeting may if they think 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 they may consider adequate.
32. A Special General Meeting may be convened by the Council at any time, on its own authority, or upon a requisition addressed to the Council, Chairman, or Secretary, signed by at least one quarter of the Society's membership for the time being, if not more than one hundred, and by twenty-five if the total membership is one hundred or more and stating the purpose of such meeting, and on receipt of which requisition the meeting shall be called by the Secretary or other person appointed by the Council for the purpose.
- If he shall fail, for three 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.
33. Notice, stating the time, place and purpose of every Special General Meeting shall be posted or sent to each member, or published as provided for in Rule 30 not less than five clear days before the date of 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. The notice shall be exclusive of the day on which it is received (which shall be deemed to be the day after which such notice is posted, sent or published) and of the day for which it is given.
- 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 given in the notice convening every such meeting.
- Notice of a General Meeting shall be deemed to have been duly given, if left at or posted to the registered address or place of residence of members, or published as provided for in Rule 30 in due time before such meeting. No Special General Meeting shall be invalidated by the non-receipt of notice thereof by any member.
34. 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 members is 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, provided that the meeting shall be adjourned should the attendance fall below five (5).

35. 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 an Annual General Meeting is adjourned for twenty-one days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned Annual General Meeting. Where a Special General Meeting is adjourned at least four clear days notice shall be given of the date and place fixed for the adjourned meeting.
36. The President shall preside as Chairman for every General Meeting of the Society. In his absence, the Vice-President 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 members present shall choose one of the members of the Council present to be the Chairman, or if no member of the Council shall be present and willing to take the chair, the members present shall choose one of their number to be the Chairman.
37. 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, and entitled to vote, at a General Meeting may demand a ballot in which case a ballot shall be taken. Each member present and entitled to vote shall have only one vote except the Chairman of the meeting when entitled to give a casting vote. Any member who is in arrears in respect of any payment due and payable to the Society, 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.
38. 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.
39. Save as provided for in Section 41 of the Industrial and Provident Societies Act 1893 voting by proxy shall not be admissible.
40. Any business other than that upon which a ballot has been demanded may be proceeded with pending the taking of the ballot.

X. THE COUNCIL

41. The Council referred to in these rules, particularly Rule 47, shall be elected by and hold its appointment from the Annual General Meeting or from a Special General Meeting held in accordance with the rules which comprise Chapter IX thereof. The number of Council members shall be determined from time to time by the Annual General Meeting or by a special General Meeting. The number of Council Members to retire shall be determined by an Annual General Meeting or by a Special General Meeting.

In addition to the number of Council Members determined in accordance with the second sentence of the previous paragraph the Council shall invite the Minister for Agriculture, Food and Rural Development to nominate a representative to be a member of Council. This representative shall be exempt from the requirements of rule 46.

Following the registration of this complete amendment of Rules, the Council in office shall be deemed to be the Council of the Society.

42. The members of the Council to retire in every year shall be those who have been longest in office since their last election or appointment but as between persons who became or were last re-elected members of the Council on the same day, those to retire shall (unless they otherwise agree among themselves) to be determined by lot.

43. No member of the Society shall be eligible for election to the Council who would be obliged if he were a member of the Council to vacate his office under Rule 53.

Notice of the intention to nominate any person for election to the Council other than a retiring member shall be given to the Secretary not less than five days before the date fixed for the meeting at which such election shall take place.

44. The members of the Council or any of them may receive such out-of pocket expenses reasonably and properly. Incurred by such member on the business or the Co-operative as may be agreed upon at any Council Meeting.

45. Where a casual vacancy occurs, either through death, resignation or otherwise, the Council of the Society may co-opt another member of the Society to fill that vacancy. The person so co-opted shall remain in office until the next annual general meeting of the Society. The co-opted member shall retire at that meeting, but shall be eligible for re-election to fill the unexpired portion of the term of office of the person causing the vacancy.

ELIGIBILITY FOR ELECTION TO THE COUNCIL

46. In order to be eligible for election or re-election to the Council, a person must satisfy all of the following criteria:

He/she must be,

- a member of the Society, or in the case of a corporate member be the duly appointed representative of that corporate member
- be the owner or nominee of the owner of one or more pedigree Belgian Blue cattle

47. **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 the Rules required to be exercised by the Society in General Meeting. In particular the Council may draw up detailed rules for the operation of the Herd Book for the Belgian Blue breed which shall at all times conform to Statutory Instrument No. 112 of 1996 or any legislation amending or extending same.

48. Notwithstanding the provisions of Rule 47, any disposal either by way of sale, lease or any similar procedure of all or a substantial part of the Society's business or assets shall be referred to a General Meeting of the members for prior approval.

49. **PRESIDENT AND VICE-PRESIDENTS**

The President of the Council shall be elected by and from the members of the Council and shall hold office only so long as he remains a member of the Council. Each member of the Council shall be eligible for election. In order to be elected President a member shall have received a majority of the votes of the members of the Council present and voting at the Council Meeting called for the purpose of electing the President. In the event of an equality of votes in the election of President after the normal voting, the decision shall be made by lot between the last two candidates remaining in the election at that time. In the event of an equality of votes (where one or more votes are received) amongst those with the lowest number of votes, the decision as to which Council members shall be eliminated from

subsequent voting shall be made by lot amongst those with an equality of votes. Subject to him remaining eligible the term of office of the President shall be one year from his election. No President may serve more than two terms of office without standing down for at least one term.

The Council may also appoint up to two Vice-Presidents from amongst its own membership. The Vice-Presidents shall hold office and shall be elected in accordance with the same provisions as those applying to the President and one of them as nominated from time to time by the Council shall take the place of the President in the latter's absence. In the event that both the President and Vice-Presidents are absent the Council shall appoint from amongst its own members a Chairman of the meeting.

The appointment of the President and Vice-Presidents shall take place at the first Council meeting to be held after the Annual General Meeting each year.

The President shall be entitled to vote at all meetings of the Council and shall also have a casting vote whenever there is an equality of votes other than on the occasion of the election of a President or Vice-President where the provisions of the first paragraph shall apply. The President and Vice Presidents shall hold office for a one-year term and shall be eligible for re-election.

50. The President or Vice-President may be removed from office by the votes of at least two thirds of the members of the Council at a meeting of the Council called specially for that purpose and for which at least three clear day's notice in writing shall be given.

51. **SUB-COMMITTEES**

The Council may appoint a Sub-Committee or Sub-Committees composed of such persons as it determines who may not necessarily be members of the Council, which shall have such function and powers and tenure as are given to them by the Council and shall conform in all respects to such instruction as may be given to them from time to time by the Council. The Council shall appoint one of its members as Chairman of any sub-committees which are established under this rule.

52. **MEETINGS**

The Council shall meet at least four times per year and may adjourn or otherwise regulate its meetings and proceedings, as it thinks fit. The quorum for the transaction of business shall be such number as the Council shall decide from time to time, but shall not be less than one-third of the membership of the Council.

Special meetings of the Council may be convened at any time by the Secretary at the request of the President or by the Secretary at the request of one third of the Council members for the time being. At least forty eight hours notice of such meetings shall be given to each Council Member. A Special Council Meeting shall transact no business other than that appearing in the Notice convening the meeting. 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.

All Council Meetings shall be convened and held in accordance with the Standing Orders, if any.

53. **DISQUALIFICATION OF A COUNCIL MEMBER**

No member shall be entitled to continue as a member of the Council

- a) If he/she ceases to hold a Share in the Society or fails to pay his annual subscription on time.

- or
- b) If he/she is convicted of any offence involving fraud or dishonesty or of an indictable offence not summarily triable other than an offence under the Road Traffic Acts.
- or
- c) If he/she absents himself/herself from any three consecutive meetings of the Council, in any one calendar year without sending an apology which is acceptable to the Council.
- or
- d) If he/she becomes bankrupt or insolvent or compounds with his/her creditors.
- or
- e) If he/she becomes a member of the Committee or a Council of any Society, Body Corporate or business organisation which is in competition with the Society, subject to Rule 28, or personally engages in such activities.
- or
- f) If he/she becomes incapable through disorder or disability of mind.
- or
- g) If he/she holds any office or place of profit under the Society. Council members in receipt of expenses incurred in the course of business on behalf of the Society shall not be disqualified under this rule.

In the event that a Council member is in dispute with the Society and such dispute has been referred to Arbitration under Rule 77 or to a Court of Law, that persons membership of Council shall remain suspended until the matter is determined.

XI. CHIEF EXECUTIVE, SECRETARY, SECURITY BY OFFICERS

54. 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. Provided, however, that the Chief Executive may only be dismissed by a vote of two-thirds of the members present and voting at a special Council meeting of which two days notice in writing shall have been given to each member. Such special meeting shall be convened by the Secretary at the request of not less than one-third of the members of the Council and in the event of the Secretary failing for seven days' so to convene the Special Meeting, it may be convened by any member of the Council.

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

55. The Council may appoint and remove a Secretary, 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 the dismissal of the Secretary shall be identical with that laid down by Rule 54 for the dismissal of the Chief Executive. The offices of Chief Executive and Secretary may be held by the same person.

The Council may also appoint and remove a Treasurer and the same provisions as apply to the Secretary shall also apply to the Treasurer.

56. All officers of the Society having charge of money or property belonging to the Society shall provide such security as the Council deems adequate and in such form as it may approve.
57. The Council shall have power to open and to operate as it may determine an account or accounts with any banking company of which it approves.

XII. AFFILIATION AND LEVIES

58. The Society may contribute annually to the ICOS an affiliation fee in accordance with the rules of the ICOS and on payment of such affiliation fee during the current year shall be entitled to all rights of membership in the ICOS and to such special privileges as may be given by the ICOS.
59. The Council may, at all times deduct and pay whatever monies 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 these amounts.

60. CLUBS/BRANCHES, BYE-LAWS/REGULATIONS ETC.

The Council may decide that in the interests of promoting the Belgian Blue Breed and/or the Society a branch or club may be formed in any region to arrange and co-ordinate the activities of the Society in that region so as to more effectively facilitate the attainment of the Society's objects as set out in Rule 4. All such branches or clubs shall be fully accountable for all their activities to the Council of the Society. Each branch or club formed under this rule will be subject to all of the general rules of the Society.

The Council shall have the power to adopt bye-laws or regulations, not being inconsistent with the provisions of these rules, as may be necessary for:

- i) the conduct of meetings of the clubs/branches.
- ii) establishing the size of the Committee of each club/branch and introducing clear and unambiguous electoral procedures for election of each club/branch Committee, which will be common to all clubs/branches.
- iii) the monitoring of the activities of the clubs/branches.
- iv) limiting the amount of any charges which the branch/club may apply to its members, specifying the uses to which such revenue can be put and regulating the manner in which the monies of the branch/club must be accounted for to the Society.
- v) The nomination of a Council member as an ex officio member of each Club committee.
- vi) any other matter deemed appropriate.

Copies of any bye-laws or regulations adopted by the Council under this rule shall be made available to the Secretaries of the clubs/branches and to individual members on request. Alterations, additions or deletions of any such bye-laws or regulations may be made by a resolution of the Council adopted by a simple majority provided notice of the intention to propose such a resolution is contained in the notice convening the meeting.

The club/branch will also require the special permission of the Council to organise shows, sales or any special events and the Council shall have the right to attach any conditions, which it deems appropriate, to such permission. The club/branch will be required to hold a General Meeting of its members within the period of two months immediately prior to the Annual General Meeting of the Society.

In the event of any disputes in the interpretation of the bye-laws governing the club/branch as approved by the Council or of the rules of the Society the Council's decision shall be final.

XIII. STATUTORY OBLIGATIONS AND MISCELLANEOUS

61. 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 members of the Council and the counter-signature of the Secretary, or such other person as the Council may from time to time appoint.
62. 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 all bills or parcels, invoices, receipts and letters of credit of the Society.
63. 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 thereof, 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 in the Acts.
 - d) Dissolve itself as provided for in Rule 64.
64. The Society may be dissolved:
- 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 Act 1963, 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.
65. The Council shall cause proper books of accounts to be kept as are necessary to give a true and fair view of the state of the Society's affairs and to explain its transactions and shall relate to:
- a) All sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure takes place and
 - b) All sales and purchases of/by the Society and
 - c) The assets and liabilities of the Society.
- The accounts and Annual Return 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 appointed in accordance with provisions of Rule 31(e) and shall not hold any other office in connection with the Society.
66. 1. Subject as hereinafter contained, at any Annual General Meeting a retiring Auditor, however appointed, shall be re-appointed without any resolution being passed unless:
- a) He is not qualified for appointment; or
 - b) A resolution has been passed at the meeting appointing somebody instead of him or providing expressly that he shall not be re-appointed; or
 - c) He has given the Society notice in writing of his unwillingness to be re-appointed.

2. Where notice is given on an intended resolution to appoint some other person in place of a retiring Auditor, and by reason of the death incapacity or disqualification of that person, the resolution cannot be proceeded with, the retiring Auditor shall not be automatically re-appointed by virtue of sub section (1) hereof.
 3. At least ten clear days notice in writing to the Society shall be required for a resolution at the Society's Annual General Meeting appointing as Auditor a person other than a retiring Auditor or providing expressly that the retiring Auditor shall not be re-appointed.
 4. On receipt of notice of such an intended resolution as aforesaid, the Society shall forthwith send a copy thereof to the retiring Auditor.
 5. Where notice is given proposing a Resolution that the retiring Auditor shall not be re-appointed the retiring Auditor may make representations in writing to the Society and may request that he be heard orally at the meeting or may request that the representations shall be read at the meeting of the Society provided, however, that nothing herein contained shall be construed as to secure needless publicity for defamatory matter.
67. The Auditor shall audit the accounts and annual returns of the Society and sign the accounts to be placed before the General Meeting.
68. The auditor shall have access to all books, deeds, documents, securities, vouchers and accounts of the Society, and shall examine the statement of the accounts and annual returns and verify the same with the books, deeds, documents, accounts and vouchers relating thereto, and shall either sign the same as found by him to be correct, duly vouched, and in accordance with law or specially report to the Society in what respect he finds them incorrect, unvouched or not in accordance with law.
69. 1. The Society shall once in every year not later than the 31st day of March, or such other date that maybe fixed from time to time by law, send to the Registrar an annual return of the receipts and expenditure, funds and effects of the Society as audited.
2. The annual return:
- a) shall be signed by the auditor; and
 - b) shall show separately the expenditure in respect of the several objects of the Society; and
 - c) shall be made out from the date of its registration or last annual return to that of its last published balance sheet, unless the last-named date is more than four months before or more than one month after the 31 December, in which case it shall be made up to the 31st December inclusive; and
 - d) shall state that the audit has been conducted by a public auditor as provided by the Acts and the name of such auditor.
3. The Society shall send to the Registrar together with the Annual return a copy of the balance sheet and report of the Auditor, or if more than one such balance sheet or report has been made during the period included in the return, a copy of each of such balance sheets and reports.
4. 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 special 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 list of members kept by the Society distinguished by numbers, it shall be sufficient if they are distinguished in the special return by such numbers, and in that case it shall not be necessary to specify their names.

70. The Society shall supply gratuitously to every member or person interested in the funds of the Society on his application a copy of the last annual return of the Society.
71. The Society shall at all times keep a copy of the last Statement of accounts for the time being together with the Report of the Auditor displayed in a conspicuous place at the registered office of the Society.
72. Any member or person having an interest in the funds of the Society shall be allowed to inspect his own account and the books containing the names of the members 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 the General Meetings of the Society.
73. Any ten members of the Society each of whom has been a member of the Society 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, 1893.
74. Members may make application to the Registrar in accordance with the Acts:
- 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.
75. Every person shall be entitled to a copy of the Society's rules on payment of a fee of 5 cents.
76. Rules may, subject to the written consent of the ICOS as laid down in the prefatory notice to these rules, 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 shall be duly registered and on registration issued with the rules of the Society. No new rule or amendment is valid until registered with the Registrar of Friendly Societies.
77. Every dispute between the Society and a member of the Society or any person aggrieved who has not for more than six months ceased to be a member of the Society, or any person claiming through such member or person aggrieved or claiming under the rules of the Society, shall unless amicably adjusted, be submitted for arbitration to the Board of ICOS 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 ICOS directs, and such sum as the said Board of ICOS 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. No dispute shall be referred to the Registrar.
78. 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.

XIV. INCOME AND PROPERTY

79. 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 of the Society in return for any services actually rendered to the Society, nor prevent the payment of interest at a rate not exceeding 5 percent, per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Society, nor prevent the Society from purchasing cattle at reasonable and proper prices from any member for use at any artificial insemination station or otherwise for the benefit of members nor the gratuitous distribution among or sale at a discount to members of any publications, whether published by the Society or otherwise, relating to any of its objects as set forth, nor prevent any member who may be a successful exhibitor at any such show as is mentioned in Rule 4(f) from receiving as such exhibitor any prize, medal or other recognition which may, under the regulations affecting the said show, be awarded to such member, nor prevent the Society repaying to any member all or any of the out-of-pocket expenses reasonably and properly incurred by such member in or about the exhibition of cattle at any show approved for this purpose by the Society; but so that no member of the Council of the Society shall be appointed to any salaried office of the Society or any office of the Society paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Society to any member of such Council except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper purchase monies for premises demised or let by him to the Society, or reasonable and proper purchase monies for any cattle at any time sold by him to the Society for use at any artificial insemination station or otherwise or any prize, medal or other recognition to which he may become entitled as an exhibitor at any such show as aforesaid; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the council may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

XV. NOTICES OF MEETINGS ETC.

80. Every member shall be taken to have due notice of every meeting, resolution or other matter of which notice is required by the Rules of the Society 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.
81. All notices shall, with respect to any shares to which persons are jointly entitled, be given to the joint owner who is named first in the register, and notice so given shall be sufficient notice to all holders of such shares.

FORM I

APPLICATION FOR SHARES BY AN INDIVIDUAL

BELGIAN BLUE CATTLE BREEDING SOCIETY OF IRELAND LIMITED

I, THE UNDERSIGNED, HEREBY APPLY FOR
ORDINARY 1 EURO 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,

SIGNATURE OF APPLICANT: OCCUPATION:

ADDRESS:

..... DATE:

FORM II

APPLICATION FOR SHARES BY A SOCIETY OR OTHER BODY CORPORATE

BELGIAN BLUE CATTLE BREEDING SOCIETY OF IRELAND LIMITED

WE, THE UNDERSIGNED, SECRETARY AND TWO MEMBERS OF THE COMMITTEE/COUNCIL

..... LTD

HEREINAFTER CALLED THE APPLICANT, IN VIRTUE OF A RESOLUTION THEREOF DATED

HEREBY APPLY ON ITS BEHALF FOR ORDINARY 1 EURO SHARES IN THE ABOVE NAMED SOCIETY, IN
RESPECT OF WHICH THE APPLICANT HEREBY AGREES TO MAKE ALL PAYMENTS REQUIRED BY THE RULES OF THE ABOVE
NAMED SOCIETY 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 THE

SOCIETY LTD

HAVING ITS REGISTERED OFFICE AT

MEMBER OF THE COMMITTEE/COUNCIL SECRETARY

MEMBER OF THE COMMITTEE/COUNCIL DATE

All previous rules rescinded.

The foregoing are the rules of

BELGIAN BLUE CATTLE BREEDING SOCIETY OF IRELAND LIMITED

MEMBERS

Ann Gow

OF THE

Common Bullen

SOCIETY:

Anthony O'Connor

SECRETARY:

John Ryan

DATE:

23 NOV 02

Register No. *4108 R.*

Complete Amendment.

INDUSTRIAL AND PROVIDENT SOCIETIES ACTS, 1893 TO 1978

Acknowledgement of Registry of Amendment of Rules

The foregoing Amendment of the Rules of the

Belgian Blue Cattle Breeding Society of Ireland Limited,

is registered under the Industrial and Provident Societies Acts, 1893 to 1978,

this *11th* day of *April* 200*3*

Copy kept.

P. Harrington
Registrar of Friendly Societies.