BRITISH PIG ASSOCIATION
Company number: 22088

The Companies Acts 1985 to 2006

Company Limited by Guarantee

Memorandum and

Articles of Association

of

British Pig Association

Adopted by Special Resolution on the 17 November 1955 and amended by Special Resolutions on the 4 May 1960, 2 May 1962, 25 April 1967, 7 July 1971, 8 November 1977, 10 May 1978, 25 November 1986, 4 September 1991, 4 November 1999, 1 July 2003 and 19 February 2022

The Companies Acts 1985 to 2006
Company Limited by Guarantee and not having a Share Capital

Index to Memorandum and Articles of Association of British Pig Association

The Companies Acts 1985 to 2006

Company Limited by Guarantee Association of

British Pig Association

INTERPRETATION

1. Defined terms

The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

OBJECTS AND POWERS

2. Objects

The objects for which the Association is established and which shall be for Charitable purposes only are for the benefit of the United Kingdom public to ensure the sustainable conservation and preservation of pedigree pig breeds and breeding groups of domestic pedigree pigs of importance including the promotion of pedigree pigs breeds at risk and having characteristics worthy of preservation in the interest of zoological research and education to ensure the preservation of genes of special or potential value in hybridisation and other work and to do all or any of the following things for the purpose of attaining the objects if and so far as allowed by law and observing and performing whatever may be required by law in order legally to carry out the objects

2.1 To adopt and carry into effect, either with or without modification, all matters set out in this Memorandum and Articles of Association ('The Articles') adopted by Special Resolution on the 17 November 1955 and amended by Special Resolutions on the 4 May 1960, 2 May 1962, 25 April 1967, 7 July 1971, 8 November 1977, 10 May 1978, 25 November 1986, 4 September 1991, 4 November 1999, 1 July 2003 and 19 February 2022 and registered with the Charity Commission on the { } or any alteration or modification thereof and to ratify and confirm all or any of the acts and deeds carried out by the Association for an on behalf of the company under the provisions of the Articles.

2.2 To maintain the relevant herd books of domestic pedigree pigs and to obtain and maintain all necessary licences required under UK legislation for the maintenance of such herd books and to process all relevant domestic pedigree data in such form as is necessary for the ongoing creation and maintenance of domestic pedigree herd books,

2.3 To assist with/contribute to the relevant Governmental/national codes of practice for the Pig Industry in addition to the Association's members code of conduct and relevant guidance

2.4 To manage breeding programmes for all UK domestic pedigree pigs represented by the Association and create and publish at least annual conservation programmes for those breeds listed as at risk of extinction and to contribute to all relevant National statistics publications by Government or otherwise made available to the public at large for breeding or other relevant matters.

2.5 For the benefit of the public, to represent and promote the sustainable use, interests and activities of all pedigree breeders and keepers and breeders and keepers of pigs regardless of whether those pigs are domestic pedigree pigs, with relevant UK regulatory authorities and any other relevant body, providing always that such non pedigree keepers and breeders are classified generally but not limited to having breeding sows of less than 50 and/or total pigs less than 500 or such number as may be determined by the Association from time to time

2.6 To conduct carry out and promote research (including the sponsoring thereof) into the foregoing matters which constitute the objects of the Association and into related matters directed to increasing the sum of communicable knowledge thereof and to publish the results of any such research.

2.7 Promote and develop relationship with all other pig industry representative organisations wheresoever situated.

2.8 Participate in all discussions with any national, governmental, economic and international organisations and other official agencies connected with the pig industry

2.9 Provide or assist in providing scholarships or bursaries (including the provision of travelling expenses) for the purpose of assisting persons who would otherwise be unable to do so to engage in educational studies in matters relating to the promotion of the pig industry.

2.10 Receive subscriptions and other payments for the general purposes of the Association

2.11 For the purpose of the Association to purchase, take on lease, hire or otherwise acquire and hold any interest whatsoever and movable or immovable property wheresover situate that the Association may think necessary or convenient for fulfilling its objectives.

2.12 Invest the monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertherless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by Law and subject also as hereinafter provided

2.13 To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Association's property or assets (whether present or future) and also by similar mortgage, charge, standard security, lien or security to secure and guarantee the performance of the Association of any obligation or liability it may undertake or which may become binding on it.

2.14 Compile and maintain a register of pure breeds of pigs in whatever form, digital or otherwise as the Association may specify, investigate the pedigree of pigs submitted to the Association, authenticate on farm breeding records, the maintenance of which shall have first been approved by the Association and produce such registers of pigs as may from time to time be required.

2.15 Undertake the arbitration upon and assist with non-financial settlement of disputes and questions in relation to or connected with the identification, status and compliance with standards of domestic pedigree pigs when referred by contending parties

2.16 Subject to local and national regulations on animal movements or other relevant regulation to hold shows of pigs and offer prises at shows organised by the Association or at shows of any other society.

2.17 To comply with all relevant UK legislation required to meet the above objectives, in particular UK Animal Breeding Legislation (or such subsequent legislation as may be enacted from time to time).

2.18 Do all such other lawful things as may be necessary for the attainment of all the above objects or any of them

2.19 For the purposes of these Articles "Charitable" means charitable in accordance with the law of England and Wales, Scotland and Northern Ireland.

2.20 For the avoidance of doubt, the system of law governing the constitution of the charity is the law of England and Wales.

2.21 The application of all or any of the above objects of the Association will be in accordance with the relevant Articles set out below.

3. Powers

To further its objects the Association may:

3.1 provide and assist in the provision of money, materials or other help;

3.2 organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;

3.3 publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any medium;

3.4 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;

3.5 provide or procure the provision of counselling and guidance;

3.6 provide or procure the provision of advice;

3.7 alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations provided that all such activities shall be confined to those which a charity under the jurisdiction of England, Wales, Scotland and Northern Ireland may undertake;

3.8 enter into contracts to provide services to or on behalf of other bodies;

3.9 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;

3.10 dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Board Members think fit (in exercising this power the Association must comply as appropriate with the Charities Act 2011 or such subsequent act as may apply);

3.11 borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds, including charging property as security for the repayment of money borrowed or as security for a grant or the discharge of an obligation (the Association must comply as appropriate with the Charities Act 2011, or such subsequent Act that may apply, if it wishes to mortgage land);

3.12 set aside funds for special purposes or as reserves against future expenditure;

3.13 invest the Association's money not immediately required for its objects in or upon any investments, securities, or property;

3.14 arrange for investments or other property of the Association to be held in the name of a nominee or nominees and pay any reasonable fee required;

3.15 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;

3.16 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;

3.17 accept (or disclaim) gifts of money and any other property;

3.18 raise funds by way of subscription, donation or otherwise;

3.19 trade in the course of carrying out the objects of the Association and carry on any other trade which is not expected to give rise to taxable profits;

3.20 incorporate and acquire subsidiary companies to carry on any trade;

3.21 subject to Article 4 (limitation on private benefits):

3.21.1 engage and pay employees, consultants and professional or other advisers; and

3.21.2 make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;

3.22 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes;

3.23 become a member, associate or affiliate of or act as Associationee or appoint Board Members of anyother organisation (including without limitation any charitable Association of permanent endowment property held for any of the charitable purposes included in the Association's objects);

3.24 undertake and execute charitable Associations;

3.25 impose restrictions, which may be revocable or irrevocable, on the use of any property of the Association, including (without limitation) by creating permanent endowment;

3.26 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body;

3.27 co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;

3.28 pay out of the funds of the Association the costs of forming and registering the Association;

3.29 insure the property of the Association against any foreseeable risk and take out other insurance policies as are considered necessary by the Board Members to protect the Association;

3.30 provide indemnity insurance for the Board Members or any other officer of the Association in accordance with, and subject to the conditions in, Section 189 of the Charities Act 2011, or such subsequent Act that may apply (provided that in the case of an officer who is not a Board Member, the second and third references to "charity Board Members" in the said Section 189(1) shall be treated as references to officers of the Association); and

3.31 do all such other lawful things as may further the Association's objects.

LIMITATION ON PRIVATE BENEFITS

4. Limitation on private benefits

4.1 The income and property of the Association shall be applied solely towards the promotion of its objects.

Permitted benefits to members

4.2 No part of the income and property of the Association may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Association. This shall not prevent any payment in good faith by the Association of:

4.2.1 any payments made to any member in his, her or its capacity as a beneficiary of the Association;

4.2.2 reasonable and proper remuneration to any member for any goods or services supplied to the Association (including services performed by the member under a contract of employment with the Association), provided that if such member is a Board Member Articles 4.3 and 4.4 shall apply;

4.2.3 interest at a reasonable and proper rate on money lent by any member to the Association;

4.2.4 any reasonable and proper rent for premises let by any member to the Association; and any payments to a member who is also a Board Member which are permitted under Articles 4.3 or 4.4.

Permitted benefits to Board Members and Connected Persons

4.3 No Board Member may:

4.3.1 sell goods, services or any interest in land to the Association;

4.3.2 be employed by, or receive any remuneration from, the Association; or

4.3.3 receive any other financial benefit from the Association;

unless the payment is permitted by Article 4.4 or authorised by the court or the Charity Commission.

4.4 A Board Member may receive the following benefits from the Association:

4.4.1 a Board Member or person Connected to a Board Member may receive a benefit from the Association in his, her or its capacity as a beneficiary of the Association;

4.4.2 a Board Member or person Connected to a Board Member may be reimbursed by the Association for, or may pay out of the Association's property, reasonable expenses properly incurred by him, her or it when acting on behalf of the Association;

4.4.3 a Board Member or person Connected to a Board Member may be paid reasonable and proper remuneration by the Association for any goods or services supplied to the Association on the instructions of the Board (including, in the case of a Board Member, services performed under a contract of employment with the Association, but excluding the service of acting as Board Member) provided that this provision may not apply to more than half of the Board Members in any financial year (and for these purposes this provision shall be treated as applying to a Board Member if it applies to a person who is a person Connected to that Board Member);

4.4.4 a Board Member or person Connected to a Board Member may receive interest at a reasonable and proper rate on money lent to the Association;

4.4.5 a Board Member or person Connected to a Board Member may receive reasonable and proper rent for premises let to the Association;

4.4.6 the Association may pay reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 3.30; and

4.4.7 a Board Member or such other officer as may serve the Association may receive payment under an indemnity from the Association in accordance with the indemnity provisions set out at Article 6;

provided that where benefits are conferred under Article 4.4, Article 21 (Conflicts of Interest) must be complied with by the relevant Board Member in relation to any decisions regarding the benefit.

LIMITATION OF LIABILITY AND INDEMNITY

5. Liability of members

The liability of each member is limited to £1.00 (one pound), being the amount that each member undertakes to contribute to the assets of the Association in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:

5.1 payment of the Association's debts and liabilities contracted before he, she or it ceases to be a member;

5.2 payment of the costs, charges and expenses of winding up; and

5.3 adjustment of the rights of the contributories among themselves.

6. Indemnity

Without prejudice to any indemnity to which a Board Member may otherwise be entitled, every Board Member of the Association shall be indemnified out of the assets of the Association in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Association may be indemnified out of the assets of the Association in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts.

BOARD MEMBERS

BOARD MEMBERS' POWERS AND RESPONSIBILITIES

7. Board Members' general authority

Subject to the Articles, the Board Members are responsible for the management of the Association's business, for which purpose they may exercise all the powers of the Association.

8. Chairman, Vice Chairman and Treasurer

8.1 The Board Members shall appoint, at the Board meeting immediately following the relevant annual general meeting of the Association, an Elected Board Member to be the Chairman of the Board and another Board Member to be the Vice Chairman of the Board. Unless the Board decide otherwise, the term of office of the Chairman and the Vice Chairman shall conclude at the Board meeting immediately following the third annual general meeting following his or her appointment. In deciding the respective terms of office, the Board shall seek to ensure that the Chairman and Vice Chairman do not retire at the same time. Notwithstanding the decision of the Board no Chairman or Vice Chairman may remain in office for a continuous period of more than six years following the date of their appointment at the relevant Board Meeting.

8.2 The Board Members shall also appoint, at the Board meeting immediately following the relevant annual general meeting of the Association, one of their number to be the Treasurer of the Board. Unless agreed otherwise by the Board, the term of office of the Treasurer so appointed shall conclude at the Board meeting immediately following the third annual general meeting following his or her appointment. Notwithstanding the decision of the Board no Treasurer may remain in office for a continuous period of more than six years following the date of their appointment at the relevant Board Meeting.

9. Board Members may delegate

9.1 Subject to the Articles, the Board Members may delegate any of their powers or functions to any committee.

9.2 Subject to the Articles, the Board Members may delegate the implementation of their decisions or day to day management of the affairs of the Association to any person or committee, including without limitation to the Chairman, Vice-Chairman and Treasurer.

9.3 Any delegation by the Board Members may be:

9.3.1 by such means;

9.3.2 to such an extent;

9.3.3 in relation to such matters or territories; and

9.3.4 on such terms and conditions; as they think fit.

9.4 The Board Members may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.

9.5 The Board Members may revoke any delegation in whole or part or alter its terms and conditions.

9.6 The Board Members may by power of attorney or otherwise appoint any person to be the agent of the Association for such purposes and on such conditions as they determine.

10. Committees

10.1 In the case of delegation to committees:

10.1.1 the resolution making the delegation must specify those who shall serve or be asked to serve on the committee (although the resolution may allow the committee to make co-options up to a specified number);

10.1.2 the composition of any committee shall be entirely in the discretion of the Board Members and may include such of their number (if any) as the resolution may specify;

10.1.3 the deliberations of any committee must be reported regularly to the Board Members, such frequency to be set out in the relevant Board resolution and any resolution (where such Board Authority has been delegated) passed or decision taken by any committee must be reported promptly to the Board Members and every committee must appoint a secretary for that purpose;

10.1.4 the Board Members may make such regulations and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit including where appropriate a timescale for reporting on specific projects; and

10.1.5 no committee shall knowingly incur expenditure or liability on behalf of the Association except where authorised by the Board Members or in accordance with a budget which has been approved by the Board Members.

10.2 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Board Members so far as they apply and are not superseded by any regulations made by the Board Members.

11. Delegation of day to day management powers

In the case of delegation of the day to day management of the Association to a Chief Executive or other manager or managers:

11.1 the delegated power shall be to manage the Association by implementing the policy and strategy adopted by and within a budget approved by the Board Members and (if applicable) to advise the Board Members in relation to such policy, strategy and budget;

11.2 the Board Members shall provide any manager with a description of his or her role and the extent of his or her authority; and

11.3 any manager must report regularly to the Board Members on the activities undertaken in managing the Association and provide them regularly with management accounts which are sufficient to explain the financial position of the Association.

12. Delegation of investment management

The Board Members may delegate the management of investments to a Financial Expert or Experts provided that:

12.1 the investment policy is set down in Writing for the Financial Expert or Experts by the Board Members;

12.2 timely reports of all transactions are provided to the Board Members;

12.3 the performance of the investments is reviewed regularly with the Board Members;

12.4 the Board Members are entitled to cancel the delegation arrangement at any time;

12.5 the investment policy and the delegation arrangements are reviewed regularly;

12.6 all payments due to the Financial Expert or Experts are on a scale or at a level which is agreed in advance and are notified promptly to the Board Members on receipt; and

12.7 the Financial Expert or Experts must not do anything outside the powers of the Board Members.

13. Rules

13.1 The Board Members may from time to time make, repeal or alter such rules as they think fit as to the management of the Association and its affairs providing always that such rules are in line with the Objectives of the Association and do not breach any relevant UK legislation. The rules shall be binding on all members of the Association.

13.2 The rules may regulate the following matters but are not restricted to them:

13.2.1 the duties of any officer or employees of the Association;

13.2.2 the admission of members of the Association and the benefits conferred on such members, and any subscriptions, fees or payments to be made by members;

13.2.3 the conduct of members of the Association in relation to one another, and to the Association's employees and volunteers;

13.2.4 the conduct of business of the Board Members or any committee (including, without limitation, how the Board Members make decisions and how such rules are to be recorded or communicated to Board Members);

13.2.5 the procedure at general meetings;

13.2.6 any of the matters or things within the powers or under the control of the Board Members; and

13.2.7 generally, all such matters as are commonly the subject matter of company rules.

13.3 The Association in general meeting has the power to alter, add to or repeal the rules

DECISION-MAKING BY BOARD MEMBERS

14. Board Members to take decisions collectively Any decision of the Board Members must be either

14.1 by decision of a majority of the Board Members present and voting at a quorate Board meeting (subject to Article 19); or

14.2 a unanimous decision taken in accordance with Article 20.

15. Calling a Board meeting

15.1 Five Board Members may (and the Secretary, if any, must at the request of Five BoardMembers) call a Board meeting.

15.2 A Board meeting must be called by at least seven Clear Days' notice unless either:

15.2.1 all the Board Members agree; or

15.2.2 urgent circumstances require shorter notice.

15.3 Notice of Board meetings must be given to each Board Member.

15.4 Every notice calling a Board meeting must specify:

15.4.1 the place or remote medium to be used, day and time of the meeting;

15.4.2 the general nature of the business to be considered at such meeting; and

15.4.3 if it is anticipated that Board Members participating in the meeting will not be in the same place, with remote meeting communication used, how it is proposed that they should communicate with each other during the meeting.

15.5 Notice of Board meetings need not be in Writing.

15.6 Article 51 shall apply, and notice of Board meetings may be sent by Electronic Means to an Address provided by the Board Member for the purpose.

16. Participation in Board meetings

16.1 Subject to the Articles, Board Members participate in a Board meeting, or part of a Board meeting, when:

16.1.1 the meeting has been called and takes place in accordance with the Articles; and

16.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting (for example via telephone or video conferencing).

16.2 In determining whether Board Members are participating in a Board meeting, it is irrelevant where any Board Member is or how they communicate with each other.

16.3 If all the Board Members participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

17. Quorum for Board meetings

17.1 At a Board Members' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

17.2 The quorum for Board meetings shall be six Board Members.

17.3 If the total number of Board Members for the time being is less than the quorum required, the Board Members must not take any decision other than a decision:

17.3.1 to appoint further Board Members; or

17.3.2 to call a general meeting so as to enable the members to appoint further Board Members.

18. Chairing of Board meetings

The Chairman, if any, or in his or her absence the Vice Chairman, shall preside as chairman of each Board meeting. In the Vice Chairman's absence, another Board Member nominated by the Board Members present shall preside as chair of each Board meeting.

19. Casting vote

19.1 If the numbers of votes for and against a proposal at a Board meeting are equal, the chair of the meeting has a casting vote in addition to any other vote he or she may have.

19.2 Article 19.1 does not apply if, in accordance with any provision of these the Articles, including but not limited to Article 21 (Board Member interests and management of conflicts of interest), the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

20. Unanimous decisions without a meeting

20.1 A decision is taken in accordance with this Article 20 when all of the Board Members indicate to each other by any means (including without limitation by Electronic Means, such as by email or by telephone) that they share a common view on a matter. The Board Members cannot rely on this Article to make a decision if one or more of the Board Members has a Conflict of Interest which, under Article 21, results in them not being entitled to vote.

20.2 Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Board Member or to which each Board Member has otherwise indicated agreement in Writing.

20.3 A decision which is made in accordance with this Article 20 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:

20.3.1 approval from each Board Member must be received by one person being either such person as all the Board Members have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the Board Members;

20.3.2 following receipt of responses from all of the Board Members, the Recipient must communicate to all of the Board Members (by any means) whether the resolution has been formally approved by the Board Members in accordance with this Article 20.3;

20.3.3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval; and

20.3.4 the Recipient must prepare a minute of the decision in accordance with Article 55] (minutes).

21. Board Member interests and management of conflicts of interest
Declaration of interests

21.1.1 Unless Article 21.2 applies, a Board Member must declare the nature and extent of: any direct or indirect interest which he or she has in a proposed transaction orarrangement with the Association; and

21.1.2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Association or his or her duties to the Association.

21.2 There is no need to declare any interest or duty of which the other Board Members are, or ought reasonably to be, already aware.

Participation in decision-making

21.3 If a Board Member's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Association, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relationto the matter. Any uncertainty about whether a Board Member's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Board Members taking part in the decision-making process.

21.4 If a Board Member's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Association, he or she may participate in the decision-making process and may be counted in the quorum and vote unless:

21.4.1 the decision could result in the Board Member or any person who is Connected with him or her receiving a benefit other than:

(a) any benefit received in his, her or its capacity as a beneficiary of the Association (aspermitted under Article 4.4.1) and which is available generally to the beneficiaries of the Association;

(b) the payment of premiums in respect of indemnity insurance effected in accordance with Article 3.30;

(c) payment under the indemnity set out at Article 6; and

(d) reimbursement of expenses in accordance with Article 4.4.2; or

21.4.2 a majority of the other Board Members participating in the decision-making process decide to the contrary,

in which case he or she must comply with Article 21.5.

21.5 If a Board Member with a conflict of interest or conflict of duties is required to comply with this Article 21.5, he or she must:

21.5.1 take part in the decision-making process only to such extent as in the view of the other Board Members is necessary to inform the debate;

21.5.2 not be counted in the quorum for that part of the process; and

21.5.3 withdraw during the vote and have no vote on the matter.

Continuing duties to the Association

21.5.4Where a Board Member or person Connected with him or her has a conflict of interest or conflict of duties and the Board Member has complied with his or her obligations under these Articles in respect of that conflict:the Board Member shall not be in breach of his or her duties to the Association by withholding confidential information from the Association if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and

21.5.5 the Board Member shall not be accountable to the Association for any benefit expressly permitted under these Articles which he or she or any person Connected with him or her derives from any matter or from any office, employment or position.

22. **Register of Board Members'** interests

The Board Members must cause a register of Board Members' interests to be kept.

23. Validity of Board Member actions

All acts done by a person acting as a Board Member shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Board Member.

APPOINTMENT AND RETIREMENT OF BOARD MEMBERS

24. Number of Board Members

There shall be no fewer than ten and no more than twelve Board Members of which no less than six and no more than eight will be elected from active pig breeders and keepers and no less than four and no more than six will be elected as non executive directors who have the skills and competence to contribute and participate in the activities of the Association such to assist the Association meet its objectives and assist the future development and strategic aims of the Association. Non Executive Directors may not be active Pig breeders or keepers. All elected Board Members will be Trustees of the Association.

25. Appointment and retirement of Board Members

25.1 Without prejudice to the right of the members to remove a Board Member pursuant to the Companies Acts and save as otherwise provided in these Articles (pursuant to Article 26) a Board Member shall be elected or appointed to hold office for a term of the period specified in Article 25.2.

25.2 The period of office of a Board Member shall expire at the conclusion of the third annual general meeting following his or her election. In respect of those Board Members in office at the time of adoption of these Articles of Association, this Article 25.2 shall be interpreted such that they are deemed to have commenced their term of office on the date of adoption of these Articles.

25.3 To ensure continuity of executive management of the Association, upon adoption of these Articles of Association, one third of the existing Council of the Association will be subject to re-election to the Board of Trustees, with a further one third each in the subsequent two years.

Nominations

25.4 The Board shall establish an Independent Nominations and Selection Committee whose purpose shall be to:

25.4.1 consider and advise the Board Members on the skills required and present in the make-up of the Board from time to time; and

25.4.2 provide assistance to the Board Members in relation to the appointment of Board Members;

25.5 No person may be elected a Board Member at any Annual General Meeting unless:

(a) In the case of a Pig Breeder or keeper Elected Board Member retiring upon the expiry of his period of office his or her nomination for re-election has been recommended by the Nominations and Selection Committee (the recommendation of the Nominations and Selections Committeeshall be at its discretion) and approved by the Board Members (the approval of the Board Members shall be at their discretion).

(b) In the case of a Non Executive Director retiring upon the expiration of his or her term of office at a date not less than 56 nor more than 95 Clear Days (such period being referred to below as the Nominations Period) before the date appointed for the Annual General Meeting the Secretary is given notice by a candidate proposing himself or herself for election that

(i) contains the details that, if the person were to be appointed, the Association would have to file at Companies House, and
(ii) is in such form as is acceptable to the Board Members.

(c) Prior to the date of the Annual General Meeting, the person who is being proposed for appointment has been recommended for nomination by the Nominations and Selections Committee, usually following an interview by the Nominations and Selections Committee of such person, and a report has been made by the Nominations and Selections Committee to the Board Members as to the suitability of that person for appointment.
(d) The Board Members have approved and recommended the person who has been recommended by the Nominations and Selections Committee.

25.6 In considering whether or not to recommend a person as a nominee for appointment as an Elected Board Member the Nominations and Selections Committee shall have regard to a matrix of skills, attributes experience and knowledge of pig farming so as to seek to optimise the performance of theBoard. The Nominations and Selections Committee shall be under no obligation to approve any proposed candidate.

25.7 No person may be a Board Member:

25.7.1 unless he or she has been a full member of the Association for at least one year and all monies payable by him or her to the Association have been paid, provided that this Article 25.7.1 shall not apply to Non Executive Board Members or those appointed to fill a Casual Vacancy;

25.7.2 unless he or she will be 18 or over at the time when he or she first becomes a Board Member; or

25.7.3 in circumstances such that, had he or she already been a Board Member, he or she would have been disqualified from acting under the provisions of Article 26.

Elections

25.8 As soon as practicable after the end of the Nomination Period and in any event not less than 14 Clear Days before the date appointed for holding the annual general meeting, notice shall be given to all persons who are entitled to receive notice of the meeting. The notice shall give the particulars of that person which would, if he were so elected or re-elected, be required to be included in the Association's register of Board Members.

25.9 If at the end of the Nomination Period the number of persons recommended by the Board for election or re-election as a Board Member at the annual general meeting together with the number of persons proposed by members for election or re-election as a Board Member is greater than the Relevant Number (as defined below) fixed by or in accordance with the Articles as the maximum number of members of the Board that may be elected or re-elected then a ballot shall be held (but only in respect of those Board Members to be elected by the members of the Association) in accordance with the following provisions of these Articles, but if less than that number then all the persons so recommended or proposed shall be deemed duly elected at the annual general meeting.

25.10 Every member entitled to vote at a general meeting shall be entitled to vote in a ballot and for this purpose voting papers shall be sent by the Association to each such member. For the avoidance of doubt, the ballot may be carried out by Electronic Means.

25.11 The voting papers may be in such form as the Board think fit but shall show the maximum numbers of Board Members that may be elected or re-elected, the names of all candidates and the members nominating them, particulars of the method of allocating and counting votes, particulars of any Board membership or offices in the Association held or formerly held by each candidate and any other particulars (including instructions for the proper completion of the voting papers) deemed relevant by the Board.

25.12 On a ballot

25.12.1 each member:

(a) shall be entitled to such number of votes as shall be equal to the number of vacancies of Board Members that may be elected or re-elected (in this Article referred to as the Relevant Number);

(b) shall be entitled to cast a vote by making a cross on the voting paper opposite the name of the candidate in whose favour the vote is cast; and

(c) shall not be entitled to cast more than one vote for any candidate; and

25.12.2 the Board may appoint scrutineers (who need not be members) to count the numbers of votes validly cast for each candidate, and the Relevant Number of candidates in whose favour the largest numbers of votes have validly been cast shall be deemed duly elected at the annual general meeting.

25.13 The result of the ballot shall be declared by the chairman of the annual general meeting and minuted and the minute of the declaration shall be conclusive evidence of the result of the ballot.

Casual Vacancy

25.14 Following consideration and assessment of the Nominations and Selections Committee as described in Article 25.6, the Board may appoint a person who is willing to act to be a Board Member to fill a Vacancy with a Co-Opted Member until the next annual general meeting, and such person shall have all the voting rights of a Board Member. The Board may not appoint a person by virtue of this Article 25.14 who has unsuccessfully stood for election to the Board in the election immediately preceding the proposed appointment.

Co-opted Board Members

25.15 In accordance with Article 25.14, the Board may also appoint a member of the Association willing to act as an additional Board Member (a "Co-opted Board Member") provided that the appointment does not cause the number of Board Members to exceed any number fixed by the Articles as the maximum number of Co-opted Board Members. A Co-opted Board Member may vote at Board meetings and shall hold office until the conclusion of the second annual general meeting following his or her appointment. The Board may not appoint a person by virtue of this Article 25.15 who has unsuccessfully stood for election to the Board in the election immediately preceding the proposed appointment.

Maximum term

25.16 Subject to Article 25.17, a Board Member who has served for two consecutive terms of office must (unless relevant Board Member is the Chairman, Vice Chairman or Treasurer and the Board Members decide there are exceptional circumstances and resolve that a Board Member may serve a third consecutive term of office) take a break from office and may not be reappointed or re-elected until the second annual general meeting following the annual general meeting at which his or her break from office commenced.

25.17 A Co-opted Board Member whose period in office has ended in accordance with Article 25.16 shall be eligible to serve as an Elected Board Member without needing to take a break from office. An Elected Board Member whose period in office has ended in accordance with Article 25.16 shall not be eligible to serve as a Co-opted Board Member until the second annual general meeting following the annual general meeting at which his or her break from office commenced.

Timing of retirement

25.18 A Board Member who retires at an annual general meeting and who is not reappointed shall retain office until either:

25.18.1 the meeting appoints someone in his or her place; or

25.18.2 (if no one is appointed in his or her place) until the end of the meeting.

General

25.19 A Board Member may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Board Members.

26. Disqualification and removal of Board Members

A Board Member shall cease to hold office if:

26.1 he or she ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law;

26.2 he or she is disqualified under the Charities Act 2011 from acting as a Trustee of a charity;

26.3 the Board Members reasonably believe he or she has become physically or mentally incapable of managing his or her own affairs and they resolve that he or she be removed from office;

26.4 the Board Member is found to be guilty of a breach of an Association's standard under the Association's Disciplinary Policy and procedure;

26.5 notification is received by the Association from him or her that he or she is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least six Board Members will remain in office when such resignation has taken effect);

26.6 he or she fails to attend three consecutive meetings of the Board Members and the Board Members resolve that he or she be removed for this reason;

26.7 at a general meeting of the Association, a resolution is passed that he or she be removed from office, provided the meeting has invited his or her views and considered the matter in the lightof such views;

26.8 at a meeting of the Board Members at which at least half of the Board Members are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless he or she has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or of making written representations to the Board Members; or

26.9 he or she ceases to be a member of the Association.

PRESIDENT AND VICE-PRESIDENTS

27. President and Vice President(s)

27.1 The Board Members shall appoint and remove an individual to serve as President of the Association on such terms as they shall think fit. The Board Members shall also appoint and remove at least one individual to serve as Vice President on such terms as they think fit. The Board shall appoint the President for a term of two or three years as set out in the appointing resolution and the Vice President(s) for a term of one year and, in each case, they shall be appointed by the Board Members at the Board meeting preceding the annual general meeting of the Association and such appointments shall take effect from the relevant annual general meeting. For the avoidance of doubt, neither the President nor the Vice President(s) shall be a Board Member. The President and the Vice President(s) shall have the right to be given notice of, to attend and speak (but not vote) at any Board meeting and, if not a member, any general meeting of the Association. The President and Vice President(s) shall also have the right to receive accounts of the Association when available to members.

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

28. Becoming a member

28.1 The members of the Association shall be the subscribers to the Memorandum of Articles of the Association and such other persons as are admitted to membership in accordance with compliance with the membership categories approved by the Board Members in accordance with the Articles, from time to time.

Unincorporated organisations

28.2 An organisation (excluding Breed Clubs) admitted to membership which is unincorporated shall be a member through the person of its nominated representative from time to time. Every such organisation must notify the Association in writing of the name of its nominated representative and may, subject to the Board Members' right to decline to accept any person as a member, replace such nominated representative at any time by giving notice to the Association. The membership rights may be exercised by the nominated representative or by the organisation which he or she represents.

Corporate Members

28.3 An organisation admitted to membership which is an incorporated body ("a Corporate Member") may by resolution of its directors or other governing body authorise a person or persons to act as its authorised representative or representatives at any meeting of the Association. Evidence of the appointment of the representative must be provided in the form of:

28.3.1 an original or certified copy of the resolution of the directors or other governing body of the Corporate Member;

28.3.2 a letter confirming the appointment of the representative on the letterhead of the Corporate Member signed by a duly authorised individual and submitted with evidence of the authority under which it was signed; or

28.3.3 such other form as the Board Members may reasonably require.

28.4 A person authorised under Article 28.3 may exercise (on behalf of the Corporate Member) the same powers as the Corporate Member could exercise if it were an individual member.

Subscriptions

28.5 The Board Members may at their discretion levy subscriptions on members of the Association at such rate or rates as they shall decide. Annual subscriptions shall become due and paid by members annually in January of each calendar year. On admission, the subscription payable will be the relevant annual subscription for that period up to the following January regardless of when the member joins in a membership year. If any member's subscription shall be unpaid for a period of 3 months, during which time he shall be entitled to receive publications of the Association, his, her or its membership shall lapse.

Register of members

28.6 The names of the members of the Association must be entered in the register of members which shall include, where relevant, details of the nominated representative which is a member of the Association on behalf of an unincorporated organisation under Article 28.2.

29. Termination of membership

29.1 Subject to Article 28.2, membership is not transferable without the prior written consent of the Association.

29.2 A member shall cease to be a member:

29.2.1 if the member, being an individual, dies;

29.2.2 if the member, being an individual, has a bankruptcy order made against him or her, or has an order made against him or her in individual insolvency proceedings in a jurisdiction other than England and Wales which have an effect similar to that of bankruptcy and the Board resolves that he or she should cease to be a membersfor such reason;

29.2.3 if the member is a member on behalf of an unincorporated organisation under Article 28.2 and the unincorporated organisation ceases to exist;

29.2.4 if the member, being a Corporate Member, goes into liquidation other than for the purpose of a solvent reconstruction or amalgamation, has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets, or has an order made or a resolution passed for its winding up;

29.2.5 on the expiry of at least seven Clear Days' notice given by the member to the Association of his, her or its intention to withdraw;

29.2.6 if any subscription or other sum payable by the member to the Association is not paid on the due date and remains unpaid at the end of the period of three calendar months beginning with the due date. The Board may re-admit to membership any person who ceases to be a member on this ground on him, her or it paying such reasonable sum as the Board Members may determine; or

29.2.7 if the Board resolves to remove him or her as a member. Such a resolution shall not be passed unless he or she has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or of making written representations to the Board Members. For the avoidance of doubt, the Board is not required to provide any reasons for such removal.

30. Categories of membership

30.1 Subject to Article 30.2, the Board may establish such different categories of membership as it thinks fit. The Board may, at its discretion, impose different subscriptions and confer different benefits on different membership categories and may, at its discretion, alter such benefits and subscriptions at any time.

30.2 The Board may not create different classes of members with different rights within the meaning of those parts of the Companies Acts which deal with class rights.

30.3 The Board will establish relevant terms of membership for each category of member it establishes, which will set out, the rights and benefits of that membership including any restrictions on the access and use of any intellectual property rights of the Association in whatever form the Association holds such rights.

31. Associate members

The Board may establish such classes of associate membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as it thinks fit and may admit and remove such associate members in accordance with such regulations as the Board shall make, provided that no such associate members shall be members of the Association for the purposes of the Articles or the Companies Acts.

ORGANISATION OF GENERAL MEETINGS

32. Annual general meetings

The Association must hold an annual general meeting once in every calendar year and not more than 15 months shall pass between one annual general meeting and the next. It shall be held at such time and place as the Board Members think fit.

33. Other general meetings

33.1 The Board Members may call a general meeting at any time.

33.2 The Board Members must call a general meeting if required to do so by the members under the Companies Acts.

34. Length of notice

All general meetings must be called by either:

34.1 at least 14 Clear Days' notice; or

34.2 shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote at that meeting. Any such majority must together represent at least 90% of the total voting rights at that meeting of all the members.

35. Contents of notice

35.1 Every notice calling a general meeting must specify the place, day and time of the meeting and the general nature of the business to be transacted.

35.2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.

35.3 In every notice calling a meeting of the Association there must appear with reasonable prominence a statement informing the member of his, her or its rights to appoint another person as his, her or its proxy at a meeting of the Association.

35.4 If the Association gives an electronic Address in a notice calling a meeting, it will be deemed to have agreed that any Document or information relating to proceedings at the meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice).

36. Service of notice

Notice of general meetings must be given to every member, to the Board Members, to the President, to any Vice President and to the auditors of the Association.

37. Attendance and speaking at general meetings

37.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

37.2 A person is able to exercise the right to vote at a general meeting when:

37.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

37.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

37.3 The Board Members may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

37.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

37.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

38. Quorum for general meetings

38.1 No business (other than the appointment of the chair of the meeting) may be transacted at a general meeting unless a quorum is present.

38.2 The quorum shall be ten persons entitled to vote on the business to be transacted (each being a member, an authorised representative of a Corporate Member or a proxy for a member).

38.3 If a quorum is not present within thirty minutes from the time appointed for the meeting:

38.3.1 the chair of the meeting may adjourn the meeting to such day, time and place (within 14 days of the original meeting) as he or she thinks fit; and

38.3.2 failing adjournment by the chair of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 days of the original meeting), time and place as the Board Members may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

39. Chairing general meetings

39.1 The President (if any) or in his or her absence a Vice President shall preside as chairman of every general meeting. In a Vice President's absence, the Chairman or in his or her absence the Vice Chairman, or in their absence some other Board Member nominated by the Board Members shall preside as chairman of every general meeting.

39.2 If neither the Chairman nor any Board Member nominated in accordance with Article 39.1 is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Board Members present shall elect one of their number to chair the meeting and, if there is only one Board Member present and willing to act, he or she shall be chair of the meeting.

39.3 If no Board Member is present and willing to act as chair of the meeting within fifteen minutes after the time appointed for holding the meeting, the members present in person, or via their authorised representative if a Corporate Member, or by proxy and entitled to vote must choose one of the members or authorised representatives of Corporate Members present in person to be chair of the meeting. For the avoidance of doubt, a proxy holder who is not a member entitled to vote shall not be entitled to be appointed chair of the meeting under this Article 39.3.

40. Attendance and speaking by Board Members, President, Vice President(s) and non-members

40.1 Board Members may attend and speak at general meetings, whether or not they are members.

40.2 The President and Vice President(s) may attend and speak at general meetings, whether or not they are members.

40.3 The chair of the meeting may permit other persons who are not members of the Association (or otherwise entitled to exercise the rights of members in relation to general meetings) to attend and speak at a general meeting.

41. Adjournment

41.1 The chair of the meeting may adjourn a general meeting at which a quorum is present if:

41.1.1 the meeting consents to an adjournment; or

41.1.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

41.2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

41.3 When adjourning a general meeting, the chair of the meeting must:

41.3.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Board Members; and

41.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

41.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Association must give at least 7 Clear Days' notice of it:

41.4.1 to the same persons to whom notice of the Association's general meetings is required tobe given; and

41.4.2 containing the same information which such notice is required to contain.

41.5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

42. Voting: general

42.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

42.2 On a vote on a resolution at a meeting on a show of hands, unless a poll is duly demanded, a declaration by the chair of the meeting that the resolution:

42.2.1 has or has not been passed; or

42.2.2 passed with a particular majority; is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in minutes of the meeting recorded in accordance with Article 55 is also conclusive evidence of that fact without such proof.

43. Votes

Votes on a show of hands

43.1 On a vote on a resolution which is carried out by a show of hands, the following persons have one vote each:

43.1.1 each member present in person; and

43.1.2 (subject to Article 48.3) each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution; and

43.1.3 each authorised representative of a Corporate Member present;

provided that if a person attending the meeting falls within two or more of the above categories, he or she is not entitled to cast more than one vote but shall instead have a maximum of one vote.

Votes on a poll

43.2 On a vote on a resolution which is carried out by a poll, the following persons have one vote each:

43.2.1 every member present in person; and

43.2.2 every member present by proxy (subject to Article 48.3); and

43.2.3 every authorised representative of a Corporate Member (subject to Article 43.3) present.

43.3 On a vote on a resolution at a meeting which is carried out by a poll, if more than one authorised representative of a Corporate Member purports to vote on behalf of the same Corporate Member:

43.3.1 if they purport to vote in the same way, they will be treated as having cast one vote between them; and

43.3.2 if they purport to vote in different ways they are treated as not having voted.

General

43.4 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have.

43.5 No member shall be entitled to vote at any general meeting unless all monies presently payable by him, her or it to the Association have been paid.

44. Errors and disputes

44.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

44.2 Any such objection must be referred to the chair of the meeting whose decision is final.

45. Poll votes

45.1 A poll on a resolution may be demanded:

45.1.1 in advance of the general meeting where it is to be put to the vote; or

45.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

45.2 A poll may be demanded by:

45.2.1 the chairman of the meeting;

45.2.2 the Board Members;

45.2.3 three or more persons having the right to vote on the resolution;

45.2.4 any person, who, by virtue of being appointed proxy or authorised representative of a Corporate Member for one or more members having the right to vote on the resolution, holds three or more votes; or

45.2.5 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

45.3 A demand for a poll may be withdrawn if:

45.3.1 the poll has not yet been taken; and

45.3.2 the chair of the meeting consents to the withdrawal.

46. Procedure on a poll

46.1 Subject to the Articles, polls at general meetings must be taken when, where and in such manner as the chair of the meeting directs.

Results

46.2 The chair of the meeting may appoint scrutineers (who need not be members) and decide how and when the result of the poll is to be declared.

46.3 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.

Timing

46.4 A poll on:

46.4.1 the election of the chair of the meeting; or

46.4.2 a question of adjournment; must be taken immediately.

46.5 Other polls must be taken within 30 days of their being demanded.

46.6 A demand for a poll does not prevent a general meeting from continuing, except as regards the question on which the poll was demanded.

Notice

46.7 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded.

46.8 In any other case, at least 7 days' notice must be given specifying the time and place at which the poll is to be taken.

Proxies

Power to appoint

46.9 Proxies must be appointed by a notice in writing (a "Proxy Notice").

46.10 A Proxy Notice shall be in the following form (or in any other form which the Board may approve):

"British Pig Association

Name of member appointing the proxy:

Address:

I/We hereby appoint [name of proxy] of [address of proxy] as my/our proxy to vote in my/our name(s) and on my/our behalf at the meeting of the British Pig Association to be held on [date], and at any adjournment thereof.

(NB If you do not specify the name of the proxy, your vote will be cast by the chairman of the meeting.)

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution 1	*for	*against	*abstain	*as the proxy thinks fit
Resolution 2	*for	*against	*abstain	*as the proxy thinks fit
All other resolutions properly put to the meeting	*for	*against	*abstain	*as the proxy thinks fit

*Strikeout whichever is not desired.

Unless otherwise instructed, the proxy may vote as he or she thinks fit or abstain from voting.

Signed: ....

Dated:..."

46.11 Proxy Notices must be signed by or on behalf of the member appointing the proxy, or authenticated in such manner as the Board may determine.

46.12 A proxy for a member representing an unincorporated organisation under Article 28.4 may be appointed by the member or by the organisation which he or she represents.

46.13 The Association may require Proxy Notices to be delivered in a particular form, and may specifydifferent forms for different purposes.

46.14 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

46.15 Unless a Proxy Notice indicates otherwise, it must be treated as:

46.15.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

46.15.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

47. Delivery of Proxy Notices

47.1 The Proxy Notification Address in relation to any general meeting is:

47.1.1 the registered office of the Association; or

47.1.2 any other Address or Addresses specified by the Association as an Address at which the Association or its agents will receive Proxy Notices relating to that meeting, or any adjournment of it, delivered in Hard Copy Form or Electronic Form; or

47.1.3 any electronic Address falling within the scope of Article 48.2.

47.2 If the Association gives an electronic Address:

47.2.1 in a notice calling a meeting;

47.2.2 in an instrument of proxy sent out by it in relation to the meeting; or

47.2.3 in an invitation to appoint a proxy issued by it in relation to the meeting;

it will be deemed to have agreed that any Document or information relating to proxies for that meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice). In this Article 48.2, Documents relating to proxies include the appointment of a proxy in relation to a meeting, any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy, and notice of the termination of the authority of a proxy.

Attendance of member

47.3 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting (including an authorised representative of a Corporate Member) remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Association by or on behalf of that person (or the Corporate Member which they represent). If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid.

Timing

47.4 Subject to Articles 48.5 and 48.6, a Proxy Notice must be received at a Proxy Notification Address not less than 48 hours before the general meeting or adjourned meeting to which it relates.

47.5 In the case of a poll taken more than 48 hours after it is demanded, the Proxy Notice must be received at a Proxy Notification Address not less than 24 hours before the time appointed for the taking of the poll.

47.6 In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the Proxy Notice must be:

47.6.1 received in accordance with Article 48.4; or

47.6.2 given to the chair, Secretary (if any) or any Board Member at the meeting at which the poll was demanded.

Interpretation

47.7 Saturdays, Sundays, and Public Holidays are not counted when calculating the 48 hour and 24 hour periods referred to in this Article 48.

Revocation

47.8 An appointment under a Proxy Notice may be revoked by delivering a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given to a Proxy Notification Address.

47.9 A notice revoking the appointment of a proxy only takes effect if it is received before:

47.9.1 the start of the meeting or adjourned meeting to which it relates; or

47.9.2 (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.

Execution

47.10 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

48. Amendments to resolutions

48.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

48.1.1 notice of the proposed amendment is given to the Association in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours (excluding Saturdays, Sundays and Public Holidays) before the meeting is to take place (or such later time as the chair of the meeting may decide); and

48.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

48.1.3 A special resolution to be proposed at a general meeting may be amended by ordinaryresolution, if:

48.1.4 the chair of the meeting proposes the amendment at the general meeting at whichthe resolution is to be proposed; and

48.1.5 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

48.2 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

WRITTEN RESOLUTIONS

49. Written resolutions

General

49.1 Subject to this Article 50 a written resolution agreed by:

49.1.1 members representing a simple majority; or

49.1.2 (in the case of a special resolution) members representing not less than 75%;

of the total voting rights of eligible members shall be effective.

49.2 On a written resolution each member shall have one vote.

49.3 A written resolution is not a special resolution unless it stated that it was proposed as a special resolution.

49.4 A members' resolution under the Companies Acts removing a Board Member or auditor before the expiry of his or her term of office may not be passed as a written resolution.

Circulation

49.5 A copy of the proposed written resolution must be sent to every eligible member together with a statement informing the member how to signify his, her or its agreement and the date by which the resolution must be passed if it is not to lapse.

49.6 In relation to a resolution proposed as a written resolution of the Association the eligible members are the members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.

49.7 The required majority of eligible members must signify their agreement to the written resolution within the period of 28 days beginning with the Circulation Date.

49.8 Communications in relation to written resolutions must be sent to the Association's auditors in accordance with the Companies Acts.

Signifying agreement

49.9 A member signifies his, her or its agreement to a proposed written resolution when the Association receives from him, her or it (or from someone acting on his, her or its behalf) an authenticatedDocument:

49.9.1 identifying the resolution to which it relates; and

49.9.2 indicating the member's agreement to the resolution.

49.10 For the purposes of Article 50.9:

49.10.1 a Document sent or supplied in Hard Copy Form is sufficiently authenticated if it is signed by the person sending or supplying it; and

49.10.2 a Document sent or supplied in Electronic Form is sufficiently authenticated if:

(a) the identity of the sender is confirmed in a manner specified by the Association; or

(b) where no such manner has been specified by the Association, if the communication contains or is accompanied by a statement of the identity of the sender and the Association has no reason to doubt the truth of that statement.

49.11 If the Association gives an electronic Address in any Document containing or accompanying a written resolution, it will be deemed to have agreed that any Document or information relating to that resolution may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the Document).

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

50. Communications by the Association- Methods of communication

50.1 Subject to the Articles and the Companies Acts, any Document or information (including any notice, report or accounts) sent or supplied by the Association under the Articles or the Companies Acts may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by the Association, including without limitation:

50.1.1 in Hard Copy Form;

50.1.2 in Electronic Form; or

50.1.3 by making it available on a website.

50.2 Where a Document or information which is required or authorised to be sent or supplied by the Association under the Companies Acts is sent or supplied in Electronic Form or by making it available on a website, the recipient must have agreed that it may be sent or supplied in that form or manner or be deemed to have so agreed under the Companies Acts (and not revoked that agreement). Where any other Document or information is sent or supplied in Electronic Form or made available on a website the Board Members may decide what agreement (if any) is required from the recipient.

50.3 Subject to the Articles, any notice or Document to be sent or supplied to a Board Member in connection with the taking of decisions by Board Members may also be sent or supplied by the means which that Board Member has asked to be sent or supplied with such notices or Documents for the time being.

Deemed delivery

50.4 A member present in person or by proxy or via their authorised representative if a Corporate Member] at a meeting of the Association shall be deemed to have received notice of the meeting and the purposes for which it was called.

50.5 Where any Document or information is sent or supplied by the Association to the members:

50.5.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;

50.5.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;

50.5.3 where it is sent or supplied by means of a website, it is deemed to have been received:

(a) when the material was first made available on the website; or

(b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

50.6 Subject to the Companies Acts, a Board Member or any other person (other than in their capacity as a member) may agree with the Association that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

Failed delivery

50.7 Where any Document or information has been sent or supplied by the Association by Electronic Means and the Association receives notice that the message is undeliverable:

50.7.1 if the Document or information has been sent to a member or Board Member and is notice of a general meeting of the Association, the Association is under no obligation to send a Hard Copy of the Document or information to the member's or Board Member's postal address as shown in the Association's register of members or Board Members, but may in its discretion choose to do so;

50.7.2 in all other cases, the Association shall send a Hard Copy of the Document or information to the member's postal address as shown in the Association's register of members (if any), orin the case of a recipient who is not a member, to the last known postal address for that person (if any); and

50.7.3 the date of service or delivery of the Documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

Exceptions

50.8 Copies of the Association's annual accounts and reports need not be sent to a person for whom the Association does not have a current Address.

50.9 Notices of general meetings need not be sent to a member who does not register an Address with the Association, or who registers only a postal address outside the United Kingdom, or to a member for whom the Association does not have a current Address.

51. Communications to the Association

The provisions of the Companies Acts shall apply to communications to the Association.

52. Secretary

A Secretary may be appointed by the Board Members for such term, at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary:

52.1 anything authorised or required to be given or sent to, or served on, the Association by being sent to its Secretary may be given or sent to, or served on, the Association itself, and if addressed to the Secretary shall be treated as addressed to the Association; and

52.2 anything else required or authorised to be done by or to the Secretary of the Association may be done by or to a Board Member, or a person authorised generally or specifically in that behalf by the Board Members.

53. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

54. Minutes

The Board Members must cause minutes to be made:

54.1 of all appointments of officers made by the Board Members;

54.2 of all resolutions of the Association and of the Board Members (including, without limitation, decisions of the Board Members made without a meeting); and

54.3 of all proceedings at meetings of the Association and of the Board Members, and of committees of Board Members, including the names of the Board Members present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Board Members' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Board Member of the Association, be sufficient evidence of the proceedings.

55. Records and accounts

55.1 The Board Members shall comply with the requirements of the Companies Acts and of the Charities Act 2011 as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

55.1.1 annual reports;

55.1.2 annual returns; and

55.1.3 annual statements of account.

55.2 Except as provided by law or authorised by the Board Members or an ordinary resolution of the Association, no person is entitled to inspect any of the Association's accounting or other records or Documents merely by virtue of being a member.

56. Exclusion of model articles

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

WINDING UP

57. Winding up

If upon the winding-up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the Association under or by virtue of Article 4 hereof, such charitable institution or institutions to be determined by the Members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

SCHEDULE INTERPRETATION

Defined terms

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

	Term	Meaning
1.1	"Address"	includes a postal or physical address and a number or address used for the purposes of sending or receiving Documents or information by Electronic Means;
1.2	"Articles"	the Association's articles of association;
1.3	"Board" and "Board Members"	the directors of the Association, and includes those persons occupying the position of director, by whatever name called;
1.4	"Chairman"	has the meaning given in Article 8.1;
1.5	"Circulation Date"	in relation to a written resolution, has the meaning given to it in the Companies Acts;
1.6	"Clear Days"	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
1.7	"Companies Acts"	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Association;
1.8	"Connected"	any person falling within one of the following categories: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Board Member; or (b) the spouse or civil partner of any person in (a); or (c) any other person in a relationship with a Board Member which may reasonably be regarded as equivalent to such a relationship as is mentioned at (a) or (b); or (d) any company, partnership or firm of which a Board Member is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital

	Term	Meaning
1.9	"Co-opted Board Member"	has the meaning given in Article 25.13;
1.10	"Corporate Member"	has the meaning given in Article 28.5;
1.11	"Document"	includes summons, notice, order or other legal process and registers and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
1.12	"Elected Board Member"	has the meaning given in Article 25.2;
1.13	"Electronic Form" and "Electronic Means"	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
1.14	"Financial Expert"	an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000;
1.15	"Hard Copy" and "Hard Copy Form"	have the meanings respectively given to them in the Companies Act 2006;
1.16	"Nominations and Selections	has the meaning given in Article 25.3;
1.17	Committee""Person"	means a member, someone who is appointed as a proxy for a member, or an individual representative of a corporate member;
1.18	"President"	has the meaning given in Article 27;
1.19	"Proxy Notice"	has the meaning given in Article 47;
1.20	"Proxy Notification Address"	has the meaning given in Article 48;
1.21	"Public Holiday"	means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered;
1.22	"Secretary"	the secretary of the Association;
1.23	"Treasurer"	has the meaning given in Article 8.2;
1.24	'Association"	British Pig Association;
1.25	"Vice Chairman"	has the meaning given in Article 8.1;
1.26	"Vice President"	has the meaning given in Article 27; and
1.27	"Writing"	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.

2. Subject to paragraph 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

3. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the Association.