

**The Companies Act, 2014**

**COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION**  
**OF**  
**IRISH HOLSTEIN FRIESIAN ASSOCIATION**  
**Approved EGM 10/05/2023**

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The optional provisions contained in the Companies Act 2014 shall apply to the Company save insofar as they are excluded or varied hereby.

**Interpretation and General**

1. In these Articles of Association ("Articles"):-

"The Act" means the Companies Act 2014

"These presents" means these Articles and the Regulations of the Association from time to time in force.

"The Association" or "IHFA" means Irish Holstein Friesian Association Limited

"The Board" means the Board of the Association as hereinafter constituted.

"Executive Committee" means the Executive Committee established by the Board pursuant to Article 34 hereunder.

"Members" means the members of the Association in accordance with Article 6.

"Memorandum" means the memorandum of association of the Association.

"The Office" means the registered office of the Association.

"The Seal" means the Common Seal of the Association.

"Voting Members" means any Member that is not an Associate Member.

2. The Association is established for the purposes expressed in the Memorandum.
3. The rights and liabilities attaching to any Members of the Association under these Articles may be varied from time to time by a special resolution of the Voting Members.

**Members**

4. The number of Members with which the Association proposes to be registered is five thousand but the Board may from time to time register an increase of Members.

5. Subject to Article 7 every person wishing to become a Member of the Association shall sign a written consent to become a Member on becoming a Member.
6. The Board may from time to time (and in its absolute discretion) create additional classes of membership. At the adoption of these Articles the classes of membership are:
  - (a) individual Members;
  - (b) Corporate Members;
  - (c) Partnership Members; and
  - (d) Associate Members.
7. The following persons shall be Members of the Association, namely:-
  - (a) every person who is at the date of Adoption of these Articles a Member of the Association; and
  - (b) every person who shall:
    - (i) be elected a Member by the Board under the provisions hereinafter contained in these presents;
    - (ii) have signed a written consent to become a Member; and
    - (iii) have within thirty days of election paid the subscription (if any) payable by him/her/it on election.
8. A Member of the Association may resign his/her/its Membership at any time by serving upon the Association, at the office, notice in writing in that behalf.
9. Every Member shall pay to the Association on election in respect of the then current year and thereafter annually in advance a subscription of such sum as may from time to time be determined by the Board ("Subscription"). Different Subscriptions may be payable in respect of the different classes of Members as the Board may from time to time so determine. No Subscriptions shall be repayable in whole or in part to any person on his/her/its ceasing for any reason to be a Member of the Association.
10. The annual Subscription of each Member shall become due and payable on the 1<sup>st</sup> day of March, in each year and if not paid on or before the 28<sup>th</sup> day of March in that year shall be considered to be in arrears. No Member whose Subscription is in arrears shall be entitled to receive Notice of, or to attend or vote at, General Meetings or to enjoy any of the privileges of the Association.
11. The name of any Member whose Subscription is two years in arrears shall be struck off the list of Members by the Board and thereupon he/she/it shall cease to be a Member of the Association.
12.
  - (a) No person (including, without limitation, any proposed individual Member, Corporate Member, Partnership Member or Associate Member) shall be admitted as a Member of the Association unless he/she/it has submitted an application for membership and that application is approved by the Board. All applicants for membership with the exception of Associate Membership should have an animal belonging to the breed and located within the geographical territory of the Association
  - (b) It shall be a requirement for each applicant for membership that the holding where the animal is kept has a herd number which is-registered with the Department of Agriculture, Food and the Marine's for the purposes of identification and movement.
  - (c) The Board shall at its sole discretion be entitled to exclude a breeder from membership where the member is not complying with the Rules of procedure or Breeding programme of the Association.
13. The Board may in its discretion permit Members to become life Members not obligated to continue paying Subscriptions.

### **Corporate Members, Partnership Members and Associate Members**

14. Any company incorporated under the Act or any other body corporate may become a Member and, for the purposes of these Articles, shall be known as a “**Corporate Member**”.
15. A Corporate Member shall be entitled at any time after being elected a Member of the Association by notice in writing addressed to the Association and deposited at the Office to appoint any person to be its representative to attend and vote at meetings of the Association on its behalf (whether in person or by proxy) and may at any time by notice in writing addressed to the Association and deposited at the Office revoke any appointment so made and by any such notice appoint some other person to be its representative. A vote given or a poll demanded by the duly authorised representative of a Corporate Member shall be valid notwithstanding the previous revocation of the authority of the person invoking or demanding the poll unless notice of that revocation has been deposited at the Office in accordance with this Article.
16. The Association may enter the name of a partnership in the Register of Members of the Association (the “Register of Members”) and, subject as is provided in this Article, the Association shall be entitled to treat every reference in the Articles to a Member as a reference to the partnership so registered as if the partnership were a legal person (a “**Partnership Member**”) and every partnership previously treated by the Association as a Member shall be deemed to be a Partnership Member.
17. The Association shall rely on an instrument of proxy, a power of attorney and any other notice, direction, communication or other document purporting to have been signed on behalf of a Partnership Member and the Association is entitled to assume that any signatory is duly authorised to represent and bind all the partners of the Partnership Member in relation to the particular matters in question without any further inquiry, save where notice to the contrary from any person purporting to be a partner of the Partnership Member has been received by the Association at the Office.
18. Without prejudice to Article 15, a partnership the name of which is entered in the Register of Members may, by any two persons purporting to be partners in the partnership, authorise a person to act as its representative at a meeting (the “**Partnership Representative**”). The Partnership Representative is entitled to exercise on behalf of the partnership those powers which could be exercised if the Partnership Representative were an individual Member. The partnership is for the purpose of the Articles deemed to be a single Member present in person at a meeting if the Partnership Representative is present. All references to attendance and voting in person should be construed accordingly.
19. Any notice or other communication given, or payment made, by the Association to a Member which is entered in the Register of Members in the name of a partnership shall be given or made to the registered address of the partnership in the Register of Members (or to such other person or address as the partnership may in writing direct). Any cheque, warrant or order may be made payable to or to the order of the name of the partnership which is entered in the register.
20. A Corporate Member shall not be eligible for election or appointment as a President or as a member of the Board but this provision shall not prevent any Corporate Member from nominating, on its behalf, any one individual who is its director or other officer or member for election or appointment to such office in the Association.
21. The Board may (in its absolute discretion) admit persons to membership of the Association on terms that such persons shall enjoy such rights of membership as the Board may determine. For the purposes of these Articles, any such Member shall be known as an “**Associate Member**”. Associate Members shall not have the right to vote at general meetings of the Members or otherwise. Furthermore, except as

permitted by Article 24, an Associate Member shall not have the right to be elected as a Board member nor to be elected as any other office holder of the Association.

22. **Trusts:** Except as required by law, the Association shall recognise no person as holding any membership on any trust.

### **The Board**

23. The business of the Association shall be vested in, and conducted by, the Board of the Association.
24. With the exception of the President and President-Elect who may be Voting Members or Associate Members, the Board of the Association shall consist of Voting Members whose Subscription shall be up to date. At each Annual General Meeting the Voting Members shall elect the following officers to the Board:-
- (a) **President** – The person elected to fill the office of President shall be the person who shall have held the position of President-Elect for the previous year. Every President shall assume office immediately after the conclusion of the meeting at which he/she shall have been elected and shall hold office as President for a period of one year. In the event of a President not being willing or able to continue to hold office for the period for which he/she has been elected, the President-Elect shall thereupon assume the function of President for the remainder of that year and shall also be entitled to be elected as President, in the normal way, for the following year.
- (b) **President-Elect** – The President Elect shall be elected at each Annual General Meeting of the Association.
25. The Board of the Association shall consist of those individuals set out under Article 24 in addition to the following:
- (a) such Voting Members as are elected to the Board at Annual General Meeting to represent the various electoral areas that are from time to time laid down by the Board (“Electoral Areas”). In that regard the representation for each Electoral Area (“Electoral Representatives”) shall be as follows:-
- (i) Three Board representatives from Electoral Area number 1; and
- (ii) One Board representative each from Electoral Areas number 2 to 15 inclusive,
- (b) Any Voting Member holding an IHFA representative position on the board of the Irish Cattle Breeding Federation (“ICBF”) shall be eligible to serve on the Board of the Association for the duration of his/ her term as an ICBF board member;
- (c) Any one Voting Member to act as a representative of the Irish Pure Friesian Club to the Board; and
- (d) Up to three Voting Members which the Board at its sole discretion, resolves to co-opt as additional members of the Board in order to undertake (or continue) specific projects of the Association. Such Board members under this Article 25(d) shall have the right to participate in but not vote on resolutions at Board meetings.

For the avoidance of doubt, the President and President-Elect may be elected from Board members listed in this Article, however they are not required to be elected from the Board members listed in this Article and therefore may be elected by the Voting Members as additional Board members for the relevant terms set out under Article 24.

26. At the first Meeting of the Board after the Annual General Meeting the following officers shall be elected by the Board:-

- (a) **Chairperson** – A Chairperson shall be elected from amongst the Board members, who shall assume office and shall be entitled to preside at all meetings of the Board at which he/she shall be present during his tenure of office as Chairperson. If the Chairperson shall not be present at the appointed time for any meeting or within ten minutes thereafter, the Vice Chairperson shall act as Chairperson for that meeting. If in turn the Vice Chairperson shall not be present at the appointed time for any meeting or within ten minutes thereafter, the Board members present shall choose one of their number to act as Chairperson for that meeting. Every Chairperson of the Board shall hold office as Chairperson until the termination of the Annual General Meeting next succeeding the date of his/her election, but shall thereafter be eligible for re-election. The Chairperson shall be eligible to hold the office of Chairperson for a maximum of four consecutive years, subject always to the maximum term of office of a director set out in Article 27. At the expiration of such four consecutive years the Chairperson shall not be eligible for election to that same office for a period of one further year.
- (b) **Treasurer** – A Treasurer shall be elected from among the Board members. The Treasurer shall fulfil all normal duties associated with such office. Every Treasurer shall hold office as Treasurer until the termination of the Annual General Meeting next succeeding the date of his/her election, but shall thereafter be eligible for re-election. The Treasurer shall be eligible to hold the office of Treasurer for a maximum of four consecutive years, subject always to the maximum term of office of a director set out in Article 27. At the expiration of such four consecutive years the Treasurer shall not be eligible for election to that same office for a period of one further year.
- (c) **Secretary** – The Secretary shall be appointed by the Board and shall receive such remuneration and be employed upon such conditions as the Board shall consider appropriate.
- (d) **Vice Chairperson** – A Vice Chairperson shall be elected from amongst the Board members. Every Vice Chairperson of the Board shall hold office as Vice Chairperson until the termination of the Annual General Meeting next succeeding the date of his/her election, , but shall thereafter be eligible for re-election. The Vice Chairperson shall be eligible to hold the office of Vice Chairperson for a maximum of four consecutive years, subject always to the maximum term of office of a director set out in Article 27. At the expiration of such four consecutive years the Vice Chairperson shall not be eligible for election to that same office for a period of one further year.

Furthermore, the Association’s national young members association (“YMA”) shall, through its National YMA Committee, nominate three candidates amongst the National YMA Committee to act as a representative responsible for updating and advising the Board on YMA matters (the “YMA Representative to the IHFA”), The Board, upon receipt of the names of the three nominees will select one of the nominees to act as the YMA Representative to the IHFA. For the avoidance of doubt, the YMA Representative to the IHFA will not be a member of the Board and shall only attend such portion of the Board meetings as are applicable to the YMA, as directed by the Board. The YMA Representative to the Board will not be entitled to vote at Board meetings.

27.

- (a) The election of members of the Board of the Association whether under Articles 24 or 25(a) shall take place by postal ballot. Each Board member elected under Article 24 shall be elected for the relevant term for such offices set out under that Article. Each board member elected under Article 25 shall be elected for a three year term and shall be eligible for re-election for a second such three year term (“Second Board Term”). Save as set out under Article 27(b), at the expiration of such Second

Board Term a Board member elected under Article 25 shall not be eligible for election to the Board for a period of one further year.

(b) The Board shall have discretion to select (by way of majority vote) up to three of those Board members elected under Article 25 who would otherwise be required to resign from the Board following the expiration of his/her Second Board Term to continue to act as Board members for a period of one further year ("Third Board Term"), subject to such Board members putting themselves forward for such re-election. Following the expiration of such Third Board Term a Board member who is re-elected under this Article 27(b) shall not be eligible for election to the Board for a period of one further year.

28. The primary duty of the Chairperson shall be to preside at Board and Executive Committee Meetings, maintain order, conduct meaningful debates, summarize meetings, permit proper decision making and provide effective leadership to the Board.
29. The Secretary shall maintain proper minute books and records and shall have custody of all records and paper of the Association and shall conduct all correspondence on behalf of the Association and shall ensure that minutes are signed at each meeting.
30. The Treasurer shall furnish financial statements as often as is reasonably required and shall furnish a full statement of account at the end of each year. Such statement of account shall be audited and submitted to the Annual General Meeting of the Association.
31. The Board may appoint sub-committees and delegate to such sub-committees any of its powers, except those relating to the election and expulsion of Members. Membership of such sub-committee shall be established by such Rules as the Board may make, from time to time.

#### **Proceedings at Board Meetings**

32. Meetings of the Board shall take place as such times and in such places as shall from time to time be decided by the Board but there shall be a minimum of two Board meetings in each calendar year. Any Board member who fails to attend two consecutive Board meetings without a valid apology or exceptional circumstances shall be removed from the Board by resolution of the other Board members.
33. Voting at Board meetings of the Association shall be on the basis of one vote for each Board member present and eligible to vote.
34. The Board shall appoint an Executive Committee to do all such things as they may consider appropriate for the welfare of, or conducive to the better management of, the Association and for the management of its concerns and businesses and enterprises. The Executive Committee shall be made up of the President, Chairperson, Treasurer, Secretary and three further Board members appointed to the Executive Committee by the Board. The quorum for meetings of the Executive Committee shall be four Executive Committee members present in person. The members of the Executive Committee shall hold office for the same period in which they hold office as members of the Board. Any casual vacancy may be filled by the Board at the same or next meeting and the person so appointed shall continue in office for the remainder of the period of office of the person whose absence shall have caused the vacancy.
35. **Auditors**: Auditors shall be appointed at the Annual General Meeting of the Association, on the recommendation of the Board. Proper accounts and balance sheets as at the 31<sup>st</sup> day of December in each year shall be audited and made available to Voting Members of the Association at each Annual

### **General Meetings**

36. The Annual General Meeting shall be held within the calendar year at such a venue as shall be decided by Board. At least twenty one (21) clear days' notice of such meeting shall be sent to each Voting Member at the address as noted in the Association's Register of Members **by post, email, inclusion in IHFA journal or any other method deemed suitable by the board**. The President shall preside at such Annual General Meeting. Eight Voting Members present in person or by proxy shall constitute a quorum for Annual General Meetings.
37. At least twenty one (21) clear days' notice of such meeting shall be sent to each Voting Member at the address as noted in the Association's Register of Members. The President shall preside at such Annual General Meeting. Eight Voting Members present in person or by proxy shall constitute a quorum for Annual General Meetings.
38. The Board may call an Extraordinary General Meeting when any question of importance shall arise, by giving not less than twenty one (21) clear days' notice in the case of a meeting called for the passing of a special resolution and 14 clear days' notice for all other such meetings. The Board shall be obliged to call such Extraordinary General Meeting upon receipt by the Secretary of a requisition signed by not less than fifty (50) Voting Members so requesting. The requisition shall state the matter which it is proposed to bring before the meeting and the proceedings at the meeting shall be confined to the matter set forth in the requisition. Such a meeting shall be called not more than sixty days from the date of receipt of such requisition by the Secretary. Eight Voting Members present in person or by proxy shall constitute a quorum for Extraordinary General Meetings.
39. Every Voting Member shall have one vote at general meeting.
40. Where there is an equality of votes, the Chairperson of the meeting at which such equality of votes shall arise shall be entitled to a second or casting vote.

### **Rules of the Association**

41. Every Member shall be bound by, and shall submit to, the Rules of the Association.
42. The Board may from time to time make, amend and repeal such rules or bye-laws (including disciplinary rules) (together "Rules") as they may deem necessary or expedient or convenient for the proper conduct and management of the Association and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
  - (a) the admission and classification of Members of the Association (including the admission of organisation to membership) and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, Subscription and other fees or payments to be made by Members;
  - (b) the conduct of Members of the Association in relation to one another and in relation to the Association's employees and the disciplinary rules and procedures in the event of misconduct;
  - (c) the setting aside of the whole or any part or parts of the Association's premises at any particular time or times or for any particular purpose or purposes;

- (d) the procedure at general meetings and meetings of the Board and committees established by the Board in so far as such procedure is not regulated by the Articles;
- (e) any herdbook maintained by the Association (which the Board shall also have the right to manage), including the creation or amendment of rules relating to any such herdbook and the classification of cattle; and
- (f) generally, all such matters as are commonly the subject matter of company rules.

The Board shall adopt such means as they think sufficient to bring to the notice of Members of the Association all such Rules as introduced, amended or repealed, which shall be binding on all Members of the Association, provided always that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

The Association in general meeting shall have power to alter, add to or repeal the Rules by resolution of two thirds of the Voting Members present at an Extraordinary General Meeting. Any Voting Member may requisition the holding of an Extraordinary General Meeting for such purpose in accordance with Article 37 hereunder.

For the avoidance of doubt any proposed amendments to the Memorandum or to these Articles will require the passing of a special resolution of the Voting Members approving such amendments.

#### **Disqualification, Removal from Membership, etc.**

- 43. Membership of the Association shall automatically cease on any Member's death or dissolution.
- 44. If any Member shall refuse or wilfully neglect to comply with any of these Articles or shall have been guilty of such conduct as in the opinion of the Board, either shall have rendered him/her/it unfit to remain a Member of the Association or shall be injurious to the Association, or if the Board shall for any other good reason (including the breach by the Member of the Association's disciplinary rules and procedures, showing rules, herdbook rules, by-laws or any other rules of the Association in place from time to time) require that a Member shall be expelled or suspended from membership or otherwise sanctioned in respect of his/her/its membership, such Member may, by a resolution of the Board, be expelled or suspended from Membership or otherwise sanctioned provided that the Association's disciplinary rules and procedures shall have been followed and provided that the Member shall have been given notice of the intended resolution for his/her/its expulsion and shall have been afforded an opportunity of giving orally, or in writing, to the Association (or any relevant committee thereof) any explanation or defence as he/she/it may think fit in accordance with all applicable Rules.
- 45. A Member shall be disqualified or removed from membership of the Association if he/she/it:-
  - (a) is adjudged a Bankrupt in the State or makes any arrangement or composition with his/her/its Creditors generally; or
  - (b) becomes of unsound mind; or
  - (c) resigns by notice in writing to the Association; or
  - (d) is convicted of an Indictable offence; or



- (e) is expelled from membership in accordance with the Association's disciplinary rules and procedures, showing rules, herdbook rules, by-laws or any other Rules of the Association in in place from time to time.
46. No person, society or company, which in the opinion of the Board is either directly or indirectly involved in the carrying on of any business in direct competition with and detrimental to that in which the Association is engaged shall be eligible to become or remain as a Member, subject as otherwise hereinafter provided. If a Member becomes ineligible to continue as a Member under the provisions of this Article the Board shall cause a notice to be served on such Member by pre-paid registered or recorded delivery post addressed to such Member at his/her/its registered or last known address and such notice shall:-
- (a) state the basis for the Board's opinion;
  - (b) request the Member's comments thereon within 21 days of the date of such notice;
  - (c) state that the Board proposes to consider the removal of his/her/its name from the Register of Members at a Board meeting to be held not less than one month from the date of posting of said notices and;
  - (d) request the attendance of the Member at that meeting.
47. At the Board meeting convened for the purpose of the matters referred to in the notice served under Article 45 above or at any adjournment thereof it shall be lawful and competent for the Board, having considered the comments, explanations and submissions (if any) made by the Member to remove the name of such Member from the Register of Members by resolution to that effect passed by a two thirds majority of the Board members present and voting at such a Board meeting and upon such resolution having been passed the membership of such Member shall be deemed for all purposes to have been cancelled and annulled and an entry to that effect shall be made in the Register of Members. No claim of any nature or description shall lie against the Board or against the Association by reason of the removal of the Members name from the Register of Members.
48. In the event of the death of a Member the Board shall be entitled, through its Secretary to request production of an original or sealed and certified copy Grant of Probate or Letters of Administration, as the case may be, before registering the successor of such Member as a Member of the Association PROVIDED ALWAYS that the Secretary shall, at his or her discretion, be entitled to dispense with such proof or request such alternative proof, whether by way of a letter from a solicitor, or otherwise, before registering such change of membership.
49. **Seal:** The Seal of the Association shall be used only by the Authority of the Board and every instrument to which the Seal shall be affixed shall be signed by one Board member and shall be counter-signed by the Secretary or by a second Board member.
50. **Ownership of Animals:** Save as herein otherwise provided the Association shall be entitled to treat a person registered as a Member as the absolute owner of any animals entered in the breeding book, who have declared their ownership to the Association.