

The Companies Act, 2014

**COMPANY LIMITED BY GUARANTEE
MEMORANDUM OF ASSOCIATION
OF
IRISH HOLSTEIN FRIESIAN ASSOCIATION
Approved EGM 10/05/2023**

1. The name of the Company is "Irish Holstein Friesian Association."
2. The Company is a company limited by guarantee, under Part 18 of the Companies Act 2014.
3. The objects for which the Company is established are:-
 - (1)
 - (a) To promote and encourage and extend the breeding of Pedigree Holstein Friesian cattle.

Any of the additional objects as set out hereunder are expressly stated and agreed to be subsidiary to the main object at (1) (a) above and are to be carried on only where same are exclusively in furtherance of the main object as hereinbefore specified.
 - (b) To encourage Agricultural Show Societies and to provide suitable classes at Shows for Holstein Friesian cattle.
 - (c) To organise Open-days, Farm walks, Conferences and Lectures for the purpose of promoting Holstein Friesian Cattle.
 - (d) To encourage the involvement of as many persons as possible including in particular younger members, in showing animals and taking part in the activities of the Company and in particular in educational outings and similar events.
 - (e) To organise shows and sales of top quality stock, both male and female.
 - (f) To arrange such meetings, discussions and other events as may from time to time seem desirable and appropriate in the interest of the Association and the development and furtherance of its objects.
4. The Registered Office of the Association will be situate in the Republic of Ireland.
5. For the purpose of achieving the foregoing objects (which shall be the Association's primary objects) and so far as the same may be necessary or advisable for such purpose, but not further or otherwise, to do or assist or take part in doing all or any of the following things:-
 - (i) To purchase, import, breed, hire or otherwise acquire and hold, re-sell, let out on hire or otherwise deal in Holstein Friesian cattle, whether of Irish or Foreign origin.
 - (ii) To compile, keep, maintain, edit, issue and publish a Herd Book of recognised and pure-bred Holstein Friesian cattle and a register or registers supplementary thereto of other recognised and qualified cattle for breeding purposes.

- (iii) To compile or obtain by purchase or other means from Co-operatives and other persons as may be thought fit, lactation records and other statistics and information of or relating to any Holstein Friesian cattle or other cattle, and to sell, dispose of, publish, circulate to members or others and otherwise deal with or make use of any such records, statistics or information in any way which may be thought calculated to promote the objects of the Association.
- (iv) To prepare and issue by way of sale or otherwise and on such terms or conditions as may be thought fit to members and others, certificates of entries made in the Association's Herd Book and Supplementary registers and also Certificates of the Association of lactation records and other records and statistics relating to any Holstein Friesian cattle or other cattle based on any records or statistics or other information obtained or compiled by the Association.
- (v) To promote, organise, manage and hold or participate in the promotion, organisation, management and holding of shows and auction and other sales of Pedigree Holstein Friesian cattle and other cattle, and to arrange or assist in the arrangement of classes of cattle at any such shows as aforesaid, and to provide, present, subscribe to or otherwise promote or aid and support the provision and augmentation of prizes to be awarded at any such shows as aforesaid and to recommend and appoint suitable persons to act as Judges thereat, and also to pay or make contributions towards the payment of expenses incurred by all or any of the exhibitors in or about the exhibition of cattle at any such show as aforesaid which may be approved for this purpose by the Association.
- (vi) To investigate, adjudicate upon, or otherwise determine or settle, cases of doubtful or suspected Pedigrees of Holstein Friesian or other cattle and other disputes or questions relating to or connected with the Holstein Friesian cattle or members of the Association.
- (vii) To consider and promote or oppose legislation affecting the interests of cattle breeders.
- (viii) To purchase, take on Lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which may be necessary or advisable for the promotion of the Association's objects, and to construct, maintain and alter any buildings or erections necessary or advisable for the work of the Association.
- (ix) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be considered expedient with a view to the promotion of its objects.
- (x) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association and may be conducive to its objects.
- (xi) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.
- (xii) To invest in such ways as shall seem desirable to the Directors any moneys of the Company not immediately required for the use in connection with its main object as provided for at clause 3(1)(a) and to place any such moneys on deposit with bankers and others; subject nevertheless as regards the making of investments 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; prior permission to be obtained from the Revenue Commissioners where the Company intends to accumulate funds over a period in excess of two years for any purpose.
- (xiii) To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Body as an employee, or to the wives, husbands, children or other dependents of such person

provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 and provided that such pension scheme has been operated by the Body and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the pension scheme while employed by the Body; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Body and to subscribe or guarantee money for charitable objects.

(xiv) To establish and support or aid in the establishment and support of any charitable Associations or Institutions and to subscribe or guarantee money for Charitable purposes in any way connected with the purposes of the Association or calculated to further its objects.

(xv) To contribute to any other Association or Society (including, but not limited to the Holstein Friesian Society of Great Britain and Ireland) which may be necessary to promote the objects of the Association.

(xvi) To pay or make contributions towards the payment of expenses incurred in the transportation of cattle within, to, or from, any Country outside the Republic of Ireland which may be necessary to promote the objects of the Association.

(xvii) To do all or any of the matters hereby authorised in any part of the world, either alone or in conjunction with, or as agents, trustees or factors for, any other companies or persons or by or through any agents, trustees or factors.

(xviii) To do all such other things as are incidental or conducive to the attainment of the Association's primary objects or any of them.

Provided that:-

(i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(ii) The objects of the Association shall not extend to the regulation or relations between workers and employers or organisations of workers and organisations of employers.

6.

(A) The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend bonus or otherwise howsoever by way of profit, to the members of the Association except as permitted in sub-clause (C) of this Clause.

Provided that nothing in this sub-clause (A) shall prevent the payment, in good faith, by the Company of:-

A. Reasonable and proper remuneration to any member, officer or servant of the Company (not being a Director) for any services rendered to the Company.

B. Interest at a rate not exceeding 1% per annum on money lent by Directors or other members of the Company to the Company;

- C. Reasonable and proper rent for premises demised and let by any member of the Company (including any Director) to the Company.
 - D. Reasonable and proper out of pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;
 - E. Fees, remuneration or other benefit in money or money's worth to any Company of which a Director may be a member holding not more than one hundredth part of the issued capital or such Company;
- (B) No member of the Board of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees and no remuneration or other benefit in money or moneys worth shall be given by the Association to any member of such Board except as permitted in sub-clause (C) of this clause.
- (C) Nothing in this Clause 5 shall prevent:
- (i) The payment by the Association to any person of reasonable and proper prices for cattle purchased for use at any artificial insemination station.
 - (ii) The gratuitous distribution by the Association among or sale at discount to any persons of any records, statistics, periodicals, books or other publications whether published by the Association or otherwise relating to any of its objects.
 - (iii) The award by the Association to any person who may be a successful exhibitor at any shows as hereinbefore referred to of any prize, medal or recognition affecting the said show.
 - (iv) The repayment by the Association to any person of all or any of the out-of-pocket expenses reasonably and properly incurred by any such person in or about the exhibition of cattle at any show approved for this purpose by the Association or in the transportation of cattle to, within or from any Country outside the Republic of Ireland in furtherance of the objects of the Association.
 - (v) The payment by the Association to any company of which a member of the Association or a member of the Board may be a member and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.
7. The liability of the members is Limited.
8. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one hundred pounds.
9. 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 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 is imposed on the Association under or by virtue of Clause 6 hereof, such institution or institutions to be determined by the

members of the Association at or before the time of dissolution, and if an so far as effect cannot by given to such provision, then to some other charitable object.

10. True accounts shall be kept of the sums of money received and expended by the Association and the matters in respects of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure accounts and balance sheet ascertained by one or more qualified Auditor or Auditors. Annual audited accounts shall be kept and made available to the Revenue Commissioners, the Charities Regulator Authority and any other appropriate bodies.
11. The company must ensure that the Charities Regulator has a copy of its most recent Constitution If it is proposed to make an amendment to the Constitution of the company which requires the prior approval of the Charities Regulator, notice in writing of the proposed changes must be given to the Charities Regulator for approval and the amendment shall not take effect until such approval is received.