



BADGER FACE TEXEL
— SHEEP SOCIETY —

COMPANY BYELAWS
“SOCIETY RULE BOOK”

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Document Statement

This document is the authoritative and adopted version of the Badger Face Texel Society Company Byelaws as of April 2025.

It is held on record by Governance and Corporate Affairs and distributed by the Company Secretary to all key stakeholders, including Society members, the Board of Directors, the National Management Committee, external pedigree registration services or providers, and any other appointed executive, independent, or inspection personnel.

Extracted or summary versions may also be issued to affiliated auctioneers, show organisers, or external parties where relevant, to ensure compliance with the Society's governance framework.

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The Badger Face Texel Society

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Badger Face Texel Society is a Limited Company incorporated in England and Wales under Company Number 11685595



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— SHEEP SOCIETY —

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BADGER FACE TEXEL

— SHEEP SOCIETY —

CONTENTS

SECTION

- 1 ABOUT THESE BYELAWS
- 2 RESPONSIBILITIES TO THESE BYELAWS
- 3 MANAGEMENT AND DECISION-MAKING
- 4 COMPLAINT HANDLING AND DISCIPLINARY PROCESS
- 5 BRANDING AND USE OF MEDIA (INCLUDING SOCIAL MEDIA)
- 6 FLOCK INSPECTIONS AND DNA TESTING
- 7 SOCIETY MEMBERSHIP
- 8 SUBSCRIPTIONS & REGISTRATION FEES
- 9 BREED STANDARD AND FLOCK BOOK
- 10 UK REGISTRATION RULES AND PROCEDURES
- 11 IMPORT AND TRANSFER RULES
- 12 SUPPLEMENTARY REGISTER AND GRADING-UP FRAMEWORK
- 13 REPRODUCTIVE TECHNOLOGIES (AI & EMBRYO TRANSFER)
- 14 IDENTIFICATION AND TAGGING
- 15 SHOW AND SALE ENTRY REQUIREMENTS
- 16 PRE-SALE INSPECTION AND SHOWING
- 17 SALE PROCEDURES AND CONDUCT
- 18 WARRANTY
- 19 LIVESTOCK AUCTIONEERS ASSOCIATION (LAA) CONDITIONS OF SALE
- 20 LIMITATION OF LIABILITY AND DISCLAIMER
- 21 SUMMARY OF AMENDMENTS

APPENDIX

- A FULL RECORD OF AMENDMENTS
- B EDITORIAL STYLE GUIDE
- C GLOSSARY OF TERMS

The Badger Face Texel Society

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BADGER FACE TEXEL

— SHEEP SOCIETY —

COMPANY BYELAWS V3.0

1. ABOUT THESE BYELAWS

- 1.1 Badger Face Texel Society Limited is a private company limited by guarantee, incorporated in 2018 under Company Number 11685595, and known as [The] Badger Face Texel [Sheep] Society. These Company Byelaws ("Byelaws") are in place to govern our organisation (referred to as "us", "we", "our", "society", "company", or "organisation").
- 1.2 The powers of these Byelaws are granted and regulated through the Companies Act 2006, by the legally binding Articles of Association that were created and published when the company was incorporated in 2018. As per Clause 7.1 of the Articles of Association, *"the business of the society shall be managed by the Board of Directors which may delegate any of their powers or functions [...] on the terms set out in the Byelaws"*.
- 1.3 These Byelaws deal with all forms of Society and Company governance and apply to all activities, operations, and matters, including any aspect that may affect our organisation or has the potential to be perceived as affecting our organisation in any way.
- 1.4 These Byelaws are applicable to all individuals who register with us, and to those who could reasonably be interpreted as direct extensions of those individuals and are acting on their behalf or interest (for example, but not limited to, a spouse, partner, parent, sibling, child), collectively referred to as "members" or "you" (and the terms "membership" and "your" will be construed accordingly).
- 1.5 These Byelaws apply to all matters concerning the Badger Face Texel Society and are not intended to interfere with how members manage their own private affairs or interests outside the Society. However, where a member's actions relate to Society operations, communications, or obligations, whether directly or indirectly, adherence to these Byelaws is expected in line with any relevant legal or regulatory standards.

2. RESPONSIBILITIES TO THESE BYELAWS

- 2.1 The Board of Directors has overall responsibility for the effective operation of these Byelaws but shall delegate day-to-day responsibility to Governance and Corporate Affairs.
- 2.2 Responsibility for reviewing these Byelaws to ensure they meet legal requirements, reflect best practice, and make recommendations for change to minimise risk in all Society

The Badger Face Texel Society



BADGER FACE TEXEL

— SHEEP SOCIETY —

aspects, lies with Governance and Corporate Affairs. All changes to these Byelaws will be approved by the Board of Directors and all members will be advised of updates.

- 2.3 All members are responsible for their compliance with these Byelaws and should take their time to carefully read through and understand them. All questions regarding the content or application of these Byelaws should be directed to Governance and Corporate Affairs.
- 2.4 A current version of these Byelaws shall be held on record by Governance and Corporate Affairs and distributed by the Company Secretary to all key stakeholders, including Society members, the Board of Directors, the National Management Committee, external pedigree registration providers, and any other appointed executive, independent, or inspection personnel. Extracted or summary versions may also be issued to affiliated auctioneers, show organisers, or external parties where relevant, to support compliance with the society's governance framework.

3. MANAGEMENT AND DECISION-MAKING

- 3.1 The Society operates a tiered decision-making structure comprising (i) the Board of Directors, (ii) the National Management Committee, (iii) the Voting Members, and (iv) the Regional Representatives. Each tier plays a defined role in the oversight, operation, and development of the Society. The roles and responsibilities of each tier, including their decision-making powers and escalation routes, are referenced in Clause 3.27.
- 3.2 On company-impacting decisions, including all financial matters, the Board of Directors shall decide and finalise on all matters with no further consultation required and share the decision with members in a manner proportionate to the significance of the decision.
- 3.3 On society-impacting decisions, the National Management Committee shall decide on the action proposed and send it to the Board of Directors for review. The reviewed proposal will then be put to a vote of the members to finalise the decision in a manner proportionate to the significance of the decision.
- 3.4 On day-to-day Society matters, the National Management Committee shall decide and finalise on behalf of the members with no further consultation required and then share the decision in a manner proportionate to the significance of the decision.
- 3.5 Whether matters are classed as company-impacting, society impacting, or society day-to-day shall be at the discretion of the Board of Directors using precedent-based decision-making by referring to previous decisions of a similar nature.
- 3.6 The National Management Committee is composed of (i) regional representatives elected by Society members, (ii) executive resources (including independent resources)

The Badger Face Texel Society



BADGER FACE TEXEL

— SHEEP SOCIETY —

- appointed by the Board of Directors, and (iii) executive members from the Board of Directors. All those who form part of the National Management Committee are known as Committee Officers and may consult on all matters; however, executive resources appointed by the Board of Directors are not permitted to vote on society decisions.
- 3.7 The National Management Committee shall elect from among its members a Chairperson, Vice Chairperson, Treasurer, Secretary, and any other named Committee Officer roles it deems necessary. The Chairperson, Vice Chairperson and Treasurer must be filled by paid-up members, each of whom must be a qualifying member of the Society only, and the Secretary or any other Committee Officer roles can be from paid-up members, executive resources, or executive members from the Board of Directors.
- 3.8 The National Management Committee shall convene at least twice per year, in a formally minuted meeting, either in person, by electronic means, or by telephone. Committee Officers shall be notified by the Company Secretary not less than 28 days before such meeting, with the means of communication, the date and time of the meeting, and a meeting agenda including any relevant pre-meeting information for decision-making.
- 3.9 The quorum for a National Management Committee meeting shall comprise the Chairperson, Treasurer, Secretary, and at least 50% of the remaining Committee Officers. Each Committee Officer shall hold one vote, and decisions shall be made by simple majority. In the event of a tied vote, the Chairperson shall have a casting vote.
- 3.10 A Committee Officer who is unable to attend a meeting in person may register a proxy vote on any pre-circulated matters by submitting their vote or appointing a proxy no later than seven days prior to the meeting, by post or by email to the address provided by the Company for such purposes. If no proxy is nominated, the Chairperson shall vote on their behalf in accordance with the pre-meeting information provided.
- 3.11 The National Management Committee and Committee Officers are subject to a “Code of Conduct” that expands on all responsibilities and shall be created under the authority of these Byelaws, reviewed on an ad hoc basis as required by the Company, and shall be subject to final approval by the Board of Directors.
- 3.12 Mr Clive Richardson, the Founding Director of the Badger Face Texel Society Limited, shall retain the position of Chief Society Officer and Chairperson of the National Management Committee until such time as he voluntarily vacates the office at his sole discretion.
- 3.13 Committee Officers shall serve for a term of two years and may stand for re-election. Executive resources appointed by the Board of Directors and executive members from the Board are not subject to this retirement cycle. Any retiring Chairperson not re-elected shall remain for one year as an ex officio member.

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BADGER FACE TEXEL

— SHEEP SOCIETY —

- 3.14 A qualifying member is defined as any individual holding a fully paid-up current full membership of the Society, or their appointed proxy. Only one individual may represent each flock prefix at any given time and in any voting circumstance.
- 3.15 As per Clause 24 of the Company's Articles of Association, an Annual General Meeting shall be held for members. This general meeting shall be used to share communications of Director decisions made through the year, address National Management Committee matters that require member voting decisions, and provide a structured forum for additional member poll demands.
- 3.16 As per Clause 25 of the Company's Articles of Association, at Annual General Meetings, "every member who is present (or by proxy) shall on a show of hands have one vote" for any matters, and "every member present in person (or by proxy) shall on a poll have one vote" for same.
- 3.17 As per Clause 26.1 of the Company's Articles of Association, at Annual General Meetings, "a poll may be demanded at any general meeting by any qualifying person present and entitled to vote at the meeting".
- 3.18 Pursuant to Sections 321 and 329 of the Companies Act 2006, any group of five or more members may, at any time and for any reason, demand a poll on any matter. The Board of Directors must respond accordingly. Decisions made by such polls are referred to as 'member resolutions' and are legally binding. Resolutions may be classified as 'ordinary', 'special', or 'extraordinary', requiring a minimum affirmative vote of 50%, 75%, or 95% respectively of all qualifying members.
- 3.19 Qualifying members, as defined in Clause 3.14, shall elect Regional Representatives on a regional basis. These Regional Representatives shall lead local communications, decide on regional day-to-day matters (Clause 3.20), vote in day-to-day society decisions (Clause 3.3) on the National Management Committee, and contribute to wider society matters (Clause 3.2), all on the members' behalf.
- 3.20 Current regions are Northern Ireland, Scotland, England, Wales, and Europe, and day-to-day matters include shows, sales, local breed promotion, and other region-specific decisions. All decisions beyond the day-to-day shall be submitted to the National Management Committee for consideration and approval. The National Management Committee reserves the right to amend regions and scope of the role at their discretion.
- 3.21 There shall be between one Regional Representative per twenty-five to fifty paid-up members in any region. The National Management Committee shall determine final representation levels within these parameters to ensure fair voice while maintaining a

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BADGER FACE TEXEL

— SHEEP SOCIETY —

streamlined decision-making process. Regions with fewer than twenty-five members may be assigned to the closest geographical group.

- 3.22 Regional Representatives may establish Regional Engagement Groups within their region to support local activity. Excluding the representative, these groups should include between five to twenty percent of paid-up regional members. Final group composition shall be determined by the representative within these thresholds.
- 3.23 Regional Representatives and their Engagement Groups shall work with Governance and Corporate Affairs to ensure compliance with the Byelaws and all relevant statutory and policy frameworks. Group members may consult on all matters; however, final authority shall rest with the Regional Representative as the elected voice of their regional members. Engagement Groups shall not operate on a voting basis. All decisions shall be made by the Regional Representative in line with the role and responsibilities entrusted to them by both the regional membership and the National Management Committee.
- 3.24 Representatives and their Regional Engagement Groups shall work with Governance and Corporate Affairs to ensure compliance with Byelaws and relevant frameworks. Group members may consult on all matters, but final authority rests with the Regional Representative as the voted voice of the members.
- 3.25 The Society Treasurer shall allocate an annual budget to each Regional Representative for the purpose of promoting the breed through events, education, or marketing. All additional expenditure must be pre-approved by the National Management Committee.
- 3.26 These Byelaws do not currently permit the formation of devolved Regional Committees or Regional Clubs. However, the Board of Directors reserves the right to review this position as the Society and its regions grow in scale, capacity, and governance maturity.
- 3.27 Members are not permitted to create or operate any independent decision-making group outside those defined within these Byelaws. This includes any group or structure that may be perceived as influencing, representing, or acting on behalf of the Society without formal authority. Any such action may be subject to disciplinary proceedings under Section 4 (Complaint Handling and Disciplinary Process) of these Byelaws.
- 3.28 The document "*Decision-Making Guide*" and a *Roles and Responsibilities* framework expand on the structure and practical operation of this section. These documents shall be created under the authority of these Byelaws, reviewed on an ad hoc basis as required by the Company, and shall be subject to final approval by the Board of Directors.

The Badger Face Texel Society

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BADGER FACE TEXEL

— SHEEP SOCIETY —

4. COMPLAINT HANDLING AND DISCIPLINARY PROCESS

- 4.1 Complaints regarding a member(s), executive resource(s), an executive member(s) from the Board of Directors, or any of our structures must be made in writing to the National Management Committee, Badger Face Texel Society, c/o Holme House, The Dale, Ainstable, Carlisle, Cumbria, CA4 9RH. The National Management Committee shall convene, subject to Clause 4.2, within 90 days to review the complaint in an initial Complaint Hearing.
- 4.2 In the interests of preventing frivolous, malicious, or such otherwise ill-intentioned complaints, all complaints shall be due a holding deposit of two hundred and fifty pounds to be paid in full before an initial Complaint Hearing shall proceed. The holding deposit shall be liable to forfeiture should the National Management Committee consider the complaint to be ill-intentioned in nature, otherwise it shall be returned 14 days after the initial Complaint Hearing. A Committee Officer, having declared no personal interest in a matter, can bring forward a complaint without a holding deposit.
- 4.3 Any party who receives a complaint against them shall be notified of the complaint and any applicable next steps within 30 days of receipt, and at least 14 days before the initial Complaint Hearing. They shall have the right to be present at the hearing without prejudice, with any witnesses or representation they desire.
- 4.4 The quorum for an initial Complaint Hearing is the Chair or Vice Chairperson, one quarter of the regional representatives, and an external resource to record hearing notes. The hearing shall decide if the complaint should progress to an investigation on the balance of probabilities as having sufficient foundation for an allegation of misconduct, and there will be one vote for each Committee Officer with all matters to be resolved on a majority vote. In the event of an equal vote, the Chair or Vice Chairperson present has the casting vote.
- 4.5 Claims of misconduct, including but not limited to, disrepute, breach of policies, rules or these byelaws, inappropriate behaviour in reflection of policies, rules or these byelaws, including complaints made against a member, or for being found guilty of discreditable conduct in the industry by a third-party regulatory body, are all collectively referred to as alleged misconduct.
- 4.6 Given the potential impact on the organisation, acts of upheld misconduct by members(s) (members as defined in Clause 1.4), may incur disciplinary action, up to and including expulsion from the society, and in extreme cases, civil and criminal liability that could result in legal proceedings being introduced.
- 4.7 The National Management Committee is empowered to investigate, and/or suspend member(s) pending investigation for alleged misconduct, and sanction as required for all events of upheld misconduct that will be classified as minor, serious, or gross misconduct.

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BADGER FACE TEXEL

— SHEEP SOCIETY —

- 4.8 Minor and serious misconduct will result in sanctions from a formal warning, up to and including suspension from the society, exhibiting at, or taking part in, any show or sale held under the rules and regulations of the society, a ban on entries to the flock book, advertisements in the yearbook, newsletter, media outlets, for sale list or any other publications during the period of suspension, for a period of time to be determined by the National Management Committee, using precedent decision-making, referring to previous decisions of similar nature, and commensurate with the misconduct level.
- 4.9 Any three acts of minor and/or serious misconduct in a rolling three-year period will be treated as gross misconduct upon the third event, as will five acts of minor and/or serious misconduct in a rolling ten-year period on the fifth event.
- 4.10 Gross misconduct upheld with or without satisfactory mitigation shall result in sanctions from a final formal warning, up to and including expulsion from the society, and in extreme cases, civil and criminal liability that could result in legal proceedings being introduced. In exceptional circumstances, the National Management Committee has the right to instantly suspend or ban all elements of membership without investigation and prior notification to the offender if they deem it necessary for the immediate protection and welfare of the Society.
- 4.11 A member removed from the society under the sanction of gross misconduct will have no claim to the return of any subscriptions paid or any part thereof, or to the return of any monies paid to the society for any reason at any time.
- 4.12 All sanctions are eligible for an appeal process. In the interests of preventing frivolous, malicious, or such otherwise ill-intentioned appeals, all appeals shall be subject to a holding deposit of two hundred and fifty pounds, payable in full before the appeal process shall proceed. Appeals shall be heard by a member of the Board of Directors who has not been involved in the complaint and/or investigation and disciplinary process, or in absence of an eligible Director, shall be arbitrated by an impartial third party (e.g. the NSA). The holding deposit shall be liable to forfeiture should the appeal be considered ill-intentioned in nature, otherwise it shall be returned 14 days after the Appeal Hearing. Decisions made in the appeal process shall be final.
- 4.13 The document titled "*Complaint Handling and Disciplinary Process*" expands on all such aspects and shall be created under the authority of these Byelaws, reviewed on an ad hoc basis as required by the Company, and shall be subject to final approval by the Board of Directors.

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BADGER FACE TEXEL

— SHEEP SOCIETY —

5. BRANDING AND USE OF MEDIA (INCLUDING SOCIAL MEDIA)

- 5.1 A “*Branding and Style Guide*” shall be developed under the authority of these Byelaws to support consistency, professionalism, and brand integrity across all official Society communications and materials. This guide shall outline approved use of logos, colour palettes, fonts, tone of voice, and other visual identity elements for both internal and external audiences. All promotional materials, websites, social media profiles, publications, and marketing or educational outputs produced on behalf of the Society shall follow this guide unless otherwise approved by the Board of Directors. The Branding and Style Guide shall be reviewed and updated as needed and is subject to final approval by the Board of Directors.
- 5.2 All members shall be aware that the use of media in a manner that may constitute misconduct, whether through deliberate or inadvertent misuse, may result in disciplinary action. Such breaches include anything that could be reasonably perceived by another person, authority, or the Society, that risks bringing the Society into disrepute, causing reputational or branding harm, or involving acts of bullying, discrimination, or harassment against any individual. This includes, but is not limited to:
- 5.2.1 Making offensive or derogatory comments relating to sex, gender, race (including nationality), disability, sexual orientation, religion or belief, age, or bullying another individual; or posting images or links to content that is discriminatory or offensive.
 - 5.2.2 Bringing the Society into disrepute by publicly criticising or arguing with other members (including via social media), making defamatory comments about individuals, organisations, or groups, or posting inappropriate images or links to inappropriate content.
 - 5.2.3 Breach of copyright by using someone else's images or written content without permission, or by failing to provide appropriate acknowledgement where permission has been granted.
 - 5.2.4 Creating, purchasing, or editing, either directly or through a third party, any form of social media page, profile, group, digital or printed media, website, email, or communication method that could reasonably be perceived by another person, authority, or the Society to have been made on behalf of the Society, or affiliated with it, without appropriate authority.
- 5.3 The document titled “*Media Policy*” expands on aspects of Clause 5.2 and shall be created under the authority of these Byelaws, reviewed on an ad hoc basis as required by the Company, and shall be subject to final approval by the Board of Directors.

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BADGER FACE TEXEL

— SHEEP SOCIETY —

6. FLOCK INSPECTIONS AND DNA TESTING

- 6.1 These Byelaws grant the National Management Committee the authority to create and maintain a named Inspection Panel, and to update its membership as required. Only individuals appointed to the current Inspection Panel may conduct flock inspections or appraisal visits on behalf of the Society. All such inspectors must hold appropriate breed knowledge and act with impartiality. Where an inspection is not initiated by the National Management Committee, pre-payment shall be required, and inspection fees shall be agreed in advance between the inspector and the animal owner, prior to travel.
- 6.2 To ensure comprehensive regional coverage across the United Kingdom, the Panel must include a minimum of two inspectors from each of the following regions: England, Wales, Scotland, and Northern Ireland. Consequently, the overall Inspection Panel shall have at least eight members, with an upper limit of sixteen members unless additional appointments are approved by the Board of Directors. The composition of the Panel shall be reviewed periodically to guarantee that all regions are adequately represented and that the required expertise is maintained.
- 6.3 The Society reserves the right to visit and inspect any registered flock at any time. Inspections may be carried out for a range of purposes, including random selection, verification of flock book records, assessment of conformity to the Breed Standard, or the provision of advisory support to members. Members may request inspections voluntarily, or they may be initiated by the Society, including in response to complaints, sales checks, or administrative concerns. All inspections shall be conducted by individuals appointed to the Society's Inspection Panel, in accordance with Clauses 6.1 and 6.2 of these Byelaws.
- 6.4 The Society reserves the right to charge members for flock inspections where inspections are required due to record discrepancies, false declarations, failure to meet the Breed Standard, complaint investigations, or other high-risk flags. A minimum inspection fee of two hundred and fifty pounds per inspection officer shall apply, plus any applicable travel costs. All sheep must be made available at a single location for inspection. Where inspections are routine, advisory, or initiated solely by the Society without cause, inspection fees may be waived at the discretion of the Board of Directors.
- 6.5 Members shall be given a minimum of 14 days' notice for any routine or scheduled inspection, unless the inspection is initiated in response to a formal complaint, suspected misconduct, or urgent verification need. Notification shall be issued by the Registration Secretary or other authorised representative of the Society and shall include the reason for inspection and the name(s) of the appointed inspector(s).
- 6.6 Members are required to ensure all pedigree-registered sheep recorded as alive in the flock book are present at the time of inspection. If any registered sheep is absent without

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BADGER FACE TEXEL

— SHEEP SOCIETY —

pre-declared cause, that animal may be deregistered, and its progeny disqualified from registration unless supported by frozen semen or embryo documentation and appropriate veterinary certification.

- 6.7 If a sheep is found not to conform to the Breed Standard during inspection, a second inspection shall be organised to confirm the finding. The second inspection shall be subject to the cost provisions set out in Clause 6.4. If two inspectors agree that the sheep fails to meet the Breed Standard, the animal may be deregistered. The owner and Registration Secretary shall be notified, and if applicable, any relevant auctioneer shall also be informed.
- 6.8 In the event of deregistration following inspection, the member shall have the right to appeal. In the interests of preventing frivolous, malicious, or otherwise ill-intentioned appeals, the appeal process shall be subject to the cost provisions set out in Clause 6.4, payable in full before the appeal proceeds. The National Management Committee shall appoint three independent members from the Inspection Panel to re-inspect the animal and advise accordingly. If the appeal is successful, the holding deposit shall be returned in full within fourteen days. If the appeal is unsuccessful and the original decision upheld, the holding deposit shall be forfeited. Decisions made by the National Management Committee following the appeal process shall be final.
- 6.9 The Society reserves the right to request DNA testing on any registered sheep or its offspring for the purposes of verifying parentage, assessing heritability, or supporting breed development. DNA testing may be requested at flock inspections, Society sales, or other official events. Testing shall be arranged through a member of the Inspection Panel, acting on behalf of the Society.
- 6.10 If DNA results confirm discrepancies in stated parentage, the affected sheep may be deregistered without refund of registration fees. Where intentional misrepresentation is suspected, the matter shall be referred to the National Management Committee for disciplinary action in accordance with Section 4 (Complaint Handling and Disciplinary Process). The breeder shall be required to cover the full cost of testing. There is no appeal process in cases where parentage discrepancies are confirmed by DNA evidence.
- 6.11 Failure to comply with a DNA testing request, without providing reasonable written justification, may result in the affected sheep being deregistered and further disciplinary action being taken against the member. In such cases, the burden of proof rests with the member to demonstrate why compliance was not possible or appropriate.

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BADGER FACE TEXEL

— SHEEP SOCIETY —

7. SOCIETY MEMBERSHIP

- 7.1 Membership shall be open to any individual who owns or expresses a bona fide interest in Badger Face Texel Sheep.
- 7.2 Membership is a privilege and not a right. It may be suspended or withdrawn in the event of misconduct, disrepute, or breach of policies, rules, or these Byelaws.
- 7.3 Application for membership shall be made using the official Society membership application form. Membership shall be granted only upon approval by the National Management Committee. The Society reserves the right to refuse membership to any individual, partnership, or organisation without obligation to provide justification.
- 7.4 Each member shall be issued with a unique three-letter Flock Code, Prefix Registration and log-in credentials to the Grassroots online registry system. No two flocks shall be permitted to register the same flock code or prefix. Applicants are advised to confirm availability of their preferred code with the Society prior to submission.
- 7.5 Only one membership shall be permitted per individual, partnership, or organisation. Only one membership shall be permitted per flock code, UK flock number, CPH (holding) number, or registered address. Membership may be held as an individual, joint, or business membership. Attempting to obtain multiple memberships may result in termination of the existing membership.

8. SUBSCRIPTIONS & REGISTRATION FEES

- 8.1 Subscriptions shall be payable by members annually in advance on the 1st of May. The subscription amount shall be determined by the Board of Directors prior to the end of the current year and published on the official Society membership application form.
- 8.2 Members who have not paid their subscription fee by the 1st of July shall cease to receive the benefits of membership and shall be considered to have resigned. A re-joining fee, equal to the annual membership fee, shall be payable in addition to the current membership fee, at the discretion of the National Management Committee.
- 8.3 New members joining the Society after the 1st of December shall be entitled to a reduced initial annual membership fee by way of account credit. If the new member registers lambs in the joining year, the full membership amount shall become payable retrospectively.
- 8.4 Any member who has held membership for not less than three years may, subject to the consent of the Board of Directors, apply to become a life member, on payment of a sum

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BADGER FACE TEXEL

— SHEEP SOCIETY —

of one thousand, five hundred pounds, in lieu of further annual subscriptions. The Board of Directors shall have the power to fix a limit on the number of life members.

- 8.5 The Board of Directors shall have the power to elect as honorary life members, without further subscription, any member of not less than three years' standing who, in the opinion of the Board of Directors, has rendered outstanding service to the Society.
- 8.6 Where a member has any outstanding balance owed to the Society, including unpaid membership fees, registration charges, transfer fees, inspection fees, or disciplinary-related costs, the Society reserves the right to withhold access to all services until the outstanding amount is paid in full. This includes, but is not limited to, suspension of access to the Grassroots or equivalent online system, refusal to process registrations or transfers, and exclusion from sale entries or other Society events.
- 8.7 In exceptional circumstances, the Board of Directors may permit a member to enter animals for a Society sale despite having an outstanding balance. In such cases, the Society shall be listed as a direct beneficiary with the appointed auctioneer, and the amount owed shall be deducted from the member's sale proceeds prior to any funds being released to the vendor.
- 8.8 All decisions regarding subscriptions, registration fees, import fees, or any other fee, including payment thereof shall remain at the sole discretion of the Board of Directors and shall not be delegated to the National Management Committee as a finance-impacting decision.
- 8.9 The document titled "*Subscriptions and Registration Fees*" expands on all such aspects and shall be created under the authority of these Byelaws, reviewed on an ad hoc basis as required by the Company, and shall be subject to final approval by the Board of Directors.

9. BREED STANDARD AND FLOCK BOOK

- 9.1 The Society shall maintain a Breed Standard for Badger Face Texel sheep, and this shall be created under the authority of these Byelaws and reviewed annually by the National Management Committee, who shall have the authority to make amendments as deemed necessary for the advancement, clarity, or protection of the breed, in accordance with the decision-making powers outlined in Section 3 (Management and Decision-Making) of these Byelaws.
- 9.2 The Society shall maintain two distinct Flock Books to record the pedigree registration of male and female Badger Face Texel sheep owned by members of the Society: (i) the Main Register, which shall contain only animals born with the correct Badger Face

The Badger Face Texel Society



BADGER FACE TEXEL

— SHEEP SOCIETY —

Texel markings and from fully registered parents; and (ii) the Supplementary ("Sub") Register, which shall contain animals that are not eligible for full registration due to phenotype but may contribute to the breed under grading-up rules.

- 9.3 The Society's Flock Book shall be maintained either internally by an appointed Registration Secretary or externally by an executive or independent resource, as determined from time to time by the National Management Committee. Their performance, accuracy, and service standards shall be subject to ongoing monitoring and review by the National Management Committee to ensure compliance with the Society's governance framework. Any change to the method of Flock Book management shall be formally recorded by the Society and communicated to members as appropriate.

10. UK REGISTRATION RULES AND PROCEDURES

- 10.1 Applications for registration shall be made by the breeder, defined as the registered owner of the dam at the time of birth, using the appropriate form provided by the Society or via the online Grassroots online registry system. In exceptional circumstances, the National Management Committee may, at its sole discretion, accept a registration application from an individual other than the breeder.
- 10.2 To support financial forecasting, operational planning, and flock book accuracy, all members must notify the Society of lambs born each season by 31st May in the year of birth. Notifications must include basic birth details (e.g. pedigree, birth date, quantity, and sex), even if the member does not yet intend to register all lambs. Lambs that are not notified by this deadline may be subject to an additional registration charge, and the National Management Committee reserves the right to refuse registration or apply penalty charges unless reasonable mitigation is provided. All dates, deadlines, and associated fees shall be set at the discretion of the Board of Directors.
- 10.3 Registration shall only be available for sheep that meet the Society's Breed Standard. The Society reserves the right to reject, downgrade, or deregister any sheep that does not conform to the relevant Breed Standard at any time, in accordance with Section 6 (Flock Inspections and DNA Testing) of these Byelaws.
- 10.4 The following sheep shall be eligible for registration in the Flock Book:
- 10.4.1 MV and Non-MV sheep may be registered. MV status shall not affect eligibility for registration but may determine class or sale eligibility.
- 10.4.2 UK-born sheep sired by a fully registered Badger Face Texel ram and out of a fully registered Badger Face Texel ewe.

The Badger Face Texel Society

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www.badgerfacetexelsociety.co.uk • 01768 870523 • secretary@badgerfacetexelsociety.co.uk



BADGER FACE TEXEL

— SHEEP SOCIETY —

- 10.4.3 UK-born sheep sired by a fully registered Badger Face Texel ram or out of a fully registered Badger Face Texel ewe, crossed with a fully registered Beltex, White Texel, or Dutch Texel, that phenotypically meet the colour and conformation requirements of the Badger Face Texel. These sheep may be registered as Badger Face Texels at the discretion of the Society.
- 10.4.4 European-born Badger Face Texel sheep sired by a fully registered Badger Face Texel ram and out of a fully registered Badger Face Texel ewe, accompanied by a valid pedigree certificate from a recognised body such as Stamboek Blauwe Texelaar or other comparable organisations. All such entries shall be subject to inspection and approval. A full import fee shall apply, and a UK transfer fee may also be charged at the discretion of the National Management Committee.
- 10.4.5 European-born sheep sired by a fully registered Badger Face Texel ram or out of a fully registered Badger Face Texel ewe, crossed with a fully registered Beltex, White Texel, Dutch Texel, or Blue Texel, that phenotypically meet the colour and conformation requirements of the Badger Face Texel. These sheep must be accompanied by a valid Badger Face Texel pedigree certificate from a recognised body such as Stamboek Blauwe Texelaar or other comparable organisations, and shall be subject to inspection and approval. A full import fee shall apply, and a UK transfer fee may also be charged at the discretion of the National Management Committee.
- 10.5 A supplementary register shall be maintained for fully registered females of other Texel breeds (Beltex, Dutch Texel, Texel) which do not initially meet full breed type or colouring standards. When such females are bred to a fully registered Badger Face Texel ram, any resulting offspring that meet the Breed Standard for colour and conformation may be upgraded to the Main Register. Offspring that do not exhibit Badger Face colouring may remain within the Sub-Register. The supplementary register is detailed separately under Section 12 (Supplementary Register and Grading-Up Framework) of these Byelaws.
- 10.6 The following lambs shall not be submitted for registration: sheep exhibiting anatomical abnormalities including over- or undershot jaws, twisted feet, or poor conformation; sheep with partial or full blindness, blue, china, or wall eyes; rams lacking two fully developed testicles in a single scrotum; or any animal failing to meet the Breed Standard.
- 10.7 To be included in the Flock Book, lamb registrations must be received by 30th November in the year of birth. Registrations submitted after this date shall be treated as late registrations and may be accepted until 30th November of the following calendar year, subject to approval by the National Management Committee. Lambs that were not notified in accordance with Clause 10.2 may incur additional charges or be refused registration if reasonable mitigation is not provided. All dates, deadlines, and associated fees shall be set at the discretion of the Board of Directors.

The Badger Face Texel Society

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BADGER FACE TEXEL

— SHEEP SOCIETY —

- 10.8 For all successful registrations, a certificate of registration shall be issued to the new owner for each sheep accepted into the Flock Book. All registration certificates and documentation issued by or received on behalf of the Society remain the property of the Society and must be returned to the Society upon request, sale, or death of the sheep.
- 10.9 In the event that a registration application is refused or withdrawn, the member shall have the right to appeal. The National Management Committee shall appoint inspectors from the Society's Inspection Panel to re-assess the animal, and the appeal process shall follow the procedures outlined in Section 6 (Flock Inspections and DNA Testing).
- 10.10 Applications to transfer ownership of registered sheep between UK members shall be made using the appropriate form provided by the Society or via the Grassroots online registry system. A transfer fee shall be payable for each transaction, as detailed in the document titled "*Subscriptions and Registration Fees*" created under the authority of these Byelaws. No registration certificate shall be considered valid unless the correct transfer procedures and payments have been completed.
- 10.11 Lambs born before 1st January must be registered as lambs born in the year in which they were born, and not the following calendar year. It is a breach of these Byelaws to attempt to register lambs with an incorrect year of birth for any reason. Any such act shall be considered gross misconduct and may result in deregistration of the affected lambs, suspension or termination of membership, and further disciplinary action in accordance with the procedures set out in Section 4 (Complaint Handling and Disciplinary Process) of these Byelaws.
- 10.12 All members must retain accurate flock records, including lambing dates, tagging sequences, and parentage details, and must make these available to the Society upon request. The Society reserves the right to audit these records where there is reason to believe that registration data, particularly year of birth, has been incorrectly declared. Audits may include tag inspections, record checks, or on-farm verification. Failure to maintain or present accurate records, or to cooperate with an audit, may result in disciplinary action in accordance with Section 4 (Complaint Handling and Disciplinary Process) of these Byelaws.
- 10.13 Any act of forgery, falsification, or unauthorised amendment of breeding certificates or registration documentation, whether from an Import Certificate, UK Transfer Certificate, or any part of the Society's Flock Book, shall result in deregistration of the affected sheep and all progeny. No fees shall be refunded. The member responsible may be subject to further disciplinary action, including the revocation of Society membership, without reimbursement, in accordance with the procedures set out in Section 4 (Complaint Handling and Disciplinary Process) of these Byelaws.

The Badger Face Texel Society

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BADGER FACE TEXEL

— SHEEP SOCIETY —

11. IMPORT AND TRANSFER RULES

- 11.1 Only fully paid-up members of the Society with a registered flock prefix may import sheep into the Society's Flock Book. Imported animals must comply with all Society rules and be eligible for registration under Section 9 (Breed Standard and Flock Book) of these Byelaws.
- 11.2 Imported sheep must be registered by the original importer. The individual named on the official movement documentation shall be considered the importer for the purpose of registration and shall bear all associated responsibilities and costs.
- 11.3 Imported sheep must be registered with the Society within 30 days of arrival in the UK. This includes submission of valid pedigree documentation from a recognised Badger Face Texel Society or equivalent association in the country of origin, along with government-issued movement paperwork such as Department of Agriculture or DEFRA/DAERA documentation.
- 11.4 Late registration of imported animals may be accepted at the discretion of the National Management Committee but will be subject to a late registration fee. If import documentation is incomplete or delayed, the Committee reserves the right to reject the application or request additional evidence, including inspection or DNA verification, as outlined in Section 6 (Flock Inspections and DNA Testing).
- 11.5 Imported sheep may only be registered if both parents are registered with a recognised Badger Face Texel Society or equivalent body in the country of origin. The Society reserves the right to verify this information by inspection or DNA analysis at the importer's expense.
- 11.6 Any falsification of import paperwork, including movement dates, certificates, or parentage details, shall be treated as gross misconduct. Affected animals and their progeny may be deregistered without reimbursement of fees. The member responsible may be subject to further disciplinary action in accordance with Section 4 (Complaint Handling and Disciplinary Process) of these Byelaws.
- 11.7 Where no pedigree or parental paperwork exists, imported animals shall not be eligible for entry into either register of the Flock Book. In exceptional cases where import paperwork cannot be provided but the breeder is known and verifiable, the Society may consider registration upon satisfactory inspection. Such cases shall be referred to the National Management Committee, with a final decision made at its discretion and subject to the governance rules in Section 3 (Management and Decision-Making).
- 11.8 Transfer of ownership for imported sheep shall follow the same rules as UK flock transfers as outlined in Clause 10.9, along with the original pedigree certificate.

The Badger Face Texel Society

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BADGER FACE TEXEL

— SHEEP SOCIETY —

- 11.9 The National Management Committee reserves the right to refuse registration or transfer of any imported animal where documentation is insufficient, or inspection requirements are not met.
- 11.10 All inspections of imported sheep shall be carried out in accordance with Section 6 (Flock Inspections and DNA Testing).

12. SUPPLEMENTARY REGISTER AND GRADING-UP FRAMEWORK

- 12.1 The Society shall maintain a Supplementary Register, hereafter referred to as the "Sub-Register," for the purpose of recording the structured grading-up of sheep from Texel breeds as set out in Clause 10.3 that do not phenotypically meet the colour requirements of the Badger Face Texel, and of other mismarked sheep born from registered Badger Face Texel lines, in order to support the preservation and development of the Badger Face Texel as a dual-purpose or terminal sire.
- 12.2 All sheep admitted to the Sub-Register must be female. Male progeny of graded-up lines shall not be eligible for registration unless they are born of two parents already recorded in the Main Register and meet full criteria for breed standard, colour, and phenotype.
- 12.3 Sub-Register females must be bred to fully registered Badger Face Texel rams. Resulting offspring may be eligible for upgrade to the Main Register if they are phenotypically correct in colour and conformation, and must have been inspected and approved by an individual appointed to the Society's Inspection Panel, in accordance with the provisions set out in Section 6 (Flock Inspections and DNA Testing).
- 12.4 Animals in the Sub-Register, or their unapproved offspring, shall not be advertised or exhibited as fully registered Badger Face Texels and shall not be permitted to show or sell under the Society's name at official events unless specifically approved.
- 12.5 All Sub-Register animals and their progeny shall be clearly marked as such on their pedigree certificates and within the online flock book. The colour or notation on the pedigree certificate shall distinguish between Main Register and Sub-Register status.
- 12.6 Colour markings shall be recorded for all animals. Recognised variants include Badger Face (BF), White Texel (WT), Black Texel (BL), and Mismarked (MM). These identifiers shall be recorded to assist with long-term colour heritability analysis.

The Badger Face Texel Society

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BADGER FACE TEXEL

— SHEEP SOCIETY —

13. REPRODUCTIVE TECHNOLOGIES (AI & EMBRYO TRANSFER)

- 13.1 All artificial insemination (AI) and embryo transfer (ET) procedures must be carried out by qualified personnel in accordance with current legislation and veterinary standards.
- 13.2 Only rams and ewes that are fully registered with the Society may be used as donors or recipients in AI or ET programmes.
- 13.3 All lambs born through AI or ET must be supported by appropriate documentation. For AI, a certificate of service must be provided at the time of registration. For ET, a certificate of implantation must be provided, signed and dated by the qualified technician, clearly identifying the donor and recipient animals, the number of embryos transferred, and the contact details of the technician.
- 13.4 Embryo Transfer (ET) certificates must be submitted to the Society by 31st December in the year in which implantation takes place. Submissions received after this date may be accepted at the discretion of the Society but will be subject to a late registration fee. However, where documentation is found to have been falsified or falsely claimed to exist, this shall be treated as gross misconduct and may result in disciplinary action in accordance with Section 4 (Complaint Handling and Disciplinary Process) of these Byelaws.
- 13.5 Lambs born by ET must be registered in the year of actual birth, based on the lambing date. Any attempt to misreport or misrepresent the year of birth, whether for showing, sales, or advantage in flock book listings, shall be considered gross misconduct and may result in deregistration of affected lambs and further disciplinary action in accordance with Section 4 (Complaint Handling and Disciplinary Process) of these Byelaws. The Society reserves the right to request supporting lambing records or tag data to verify compliance.
- 13.6 Lambs born by AI or ET shall be marked accordingly on their registration certificates and within the flock book.
- 13.7 An additional registration fee shall be charged for all lambs born through ET. For up to twelve ET lambs per calendar year, the standard ET registration fee shall apply. For members registering more than twelve ET lambs in any calendar year, a higher per-lamb fee shall apply to each lamb beyond the threshold. All registration fees shall be set and reviewed by the Board of Directors.
- 13.8 The Society reserves the right to reject any application for registration of lambs born through AI or ET, or to request further documentation, inspection, or verification of flock records as it deems appropriate.

The Badger Face Texel Society

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BADGER FACE TEXEL

— SHEEP SOCIETY —

- 13.9 All frozen semen and embryos originating from outside the UK (whether frozen or carried by a recipient ewe) must come from donor animals registered with a recognised Badger Face Texel breed society or equivalent authority in their country of origin. All imported semen or embryos must be accompanied by pedigree records covering at least two generations, and the resulting offspring may be subject to DNA verification or inspection at the owner's expense.
- 13.10 The Board of Directors reserves the right to review, amend, or introduce limits relating to the use of artificial insemination (AI), embryo transfer (ET), or related reproductive technologies at its discretion. This may include, but is not limited to, limits on the number of ET registrations, restrictions by breeder, or changes to eligibility or procedural rules. Any such decision shall be made in accordance with Section 3 (Management and Decision-Making) of these Byelaws. This clause is intended to ensure the long-term integrity, balance, and sustainability of the breed and the Society's objectives.

14. IDENTIFICATION AND TAGGING

- 14.1 All sheep put forward for registration must be clearly and uniquely identifiable in compliance with current government tagging legislation, including that issued by DEFRA (England), SEERAD (Scotland), or DAERA (Northern Ireland), as applicable.
- 14.2 Each sheep must carry double identification tags. One tag must be an electronic identifier (EID) and the other a matching visual tag. Both tags must display the UK flock number and individual ID number. The visual tag shall include additional management information such as flock prefix and year letter.
- 14.3 The Society's preferred tagging format includes a management number, which must appear on the visual (non-EID) tag. This number is composed of the three-letter flock code, followed by the last two digits of the birth year, and ending with the last five digits of the sheep's full UK number. In addition to this management number, the tag must also display the year letter corresponding to the lamb's year of birth (as listed in Clause 14.4), placed alongside the last five digits of the UK number.
- 14.4 The Society reserves the right to implement a dual system of year-based identifiers to support flock book records, tag management, and visual identification at shows and sales. This system would include both a year letter and an official tag colour corresponding to the lamb's year of birth, following a five-year rotation to be notified in due course. The Society reserves the right to introduce this system, or amend the existing tagging approach outlined in Clause 14.3, at the discretion of the National Management Committee.

The Badger Face Texel Society

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BADGER FACE TEXEL

— SHEEP SOCIETY —

- 14.5 All sheep must be tagged before applying for registration with the Society. Members are responsible for ensuring their tagging system complies with the regulations applicable in their country or region of residence, including requirements relating to tagging age, approved tag types, and reporting deadlines. All information provided must correspond accurately with flock book submissions.
- 14.6 Tags must be applied with the EID tag placed in the sheep's left ear (as viewed from behind) and the visual tag placed in the right ear, in accordance with current legislation.
- 14.7 In the event a tag is lost or damaged, it must be replaced with a replica tag showing the original number. Tagging discrepancies may result in a requirement for inspection or DNA verification before registration or continued eligibility in the flock book.
- 14.8 The Society supports best practice in tagging to promote animal welfare, compliance, and clear identification. Members are advised to tag lambs at an appropriate age, using clean, approved equipment and correct technique, taking care to avoid veins or cartilage within the ear. Tags should be positioned securely and visibly, but not so tightly as to cause irritation or impede growth. Members should consult their local authority for the most up-to-date regulations and welfare guidance.

15. SHOW AND SALE ENTRY REQUIREMENTS

- 15.1 Only sheep that are fully registered with the Society and comply with the Breed Standard shall be eligible for entry to Society-approved shows and sales. All sheep must be registered and entered at least six weeks prior to the scheduled event.
- 15.2 All sheep entered for Society Sales must be owned by fully paid-up members of the Badger Face Texel Society. Where the governing body of a sale allows entries from non-members, such entries shall be sold at the conclusion of the Society section, and in a separate ring if required.
- 15.3 Only sheep of the Main Register shall be eligible for Society Sales. Sub-Register animals or sheep exhibiting incorrect Badger Face markings, including black markings or mismarked faces, are not permitted to enter under the Society's name.
- 15.4 Excessive entry numbers at Society Sales may be subject to governance by the National Management Committee. Entry limits may be applied based on a percentage of registered stock within a seller's flock, or male versus female entries, and shall be detailed in the relevant sale schedule.
- 15.5 Substitute entries must be notified to the sale administrator no later than seven days before the sale, unless the relevant sale schedule specifies an alternative deadline.

The Badger Face Texel Society



BADGER FACE TEXEL

— SHEEP SOCIETY —

- 15.6 Only one Production, Reduction, or Flock Dispersal Sale is permitted at any one Society Sale. Prior written approval must be sought, and permission shall be at the sole discretion of the National Management Committee, which may impose conditions or limitations, including the application of a percentage fee on gross proceeds.
- 15.7 The National Management Committee shall set minimum reserve (upset) prices for Society Sale entries at a minimum of three hundred guineas unless otherwise published.

16. PRE-SALE INSPECTION AND SHOWING

- 16.1 All sheep entered for Society-approved sales must undergo pre-sale inspection for conformity to the Breed Standard. These inspections shall be carried out by official inspectors appointed by the Society from its Inspection Panel, in accordance with Section 6 (Flock Inspections and DNA Testing) of these Byelaws. Where veterinary inspection is also required for movement, health, or export certification, this shall be conducted by the appointed veterinary authority or department official, as per sale centre or export regulations.
- 16.2 All sheep must be presented for inspection prior to entering the sale ring or participating in show classes. Inspections will take place on the day of the pre-sale show and/or the day of sale, as determined by the event schedule. Each inspection will include tag verification, conformation, locomotion, breed type, teeth, testicles (for males), and udders (for females). Inspectors' decisions are final and not subject to appeal.
- 16.3 Any sheep which, in the opinion of the inspector, fails to meet the Breed Standard, appears unhealthy or injured, or is otherwise deemed unfit for sale shall be excluded from the event. Such sheep must be removed from the sale centre immediately and may not be exhibited, penned, or advertised under the Society's name. Entry fees will not be refunded for failed animals.
- 16.4 Sheep which fail inspection shall be marked clearly (e.g. with a coloured dot on the back of the neck or an alternative method agreed by the event organiser) and may not be brought forward for sale. The inspector's decision is final and not subject to appeal, even if the sheep is accompanied by a veterinary health certificate.
- 16.5 All sheep forward for the Society's Premier Sale at Carlisle must be backstamped with their lot number prior to inspection. Failure to do so may result in rejection. At other sales, neck tags may be used in place of back-stamping, provided they are clearly visible and comply with the sale schedule.
- 16.6 Neck ties may be used on lambs presented as part of ewe and lamb outfits, provided the lambs are clearly identifiable and the ewe is backstamped as required.

The Badger Face Texel Society



BADGER FACE TEXEL

— SHEEP SOCIETY —

- 16.7 Trimming is freestyle; however, the use of artificial colouring, paint, sprays, chalk, or any substance intended to alter the animal's natural appearance is strictly prohibited. Members attempting to create a more permanent alteration, such as wool dyeing, tooth filing, or interference with natural conformation, may have the animal removed from the event and may be subject to disciplinary action in accordance with Section 4 (Complaint Handling and Disciplinary Process) of these Byelaws.
- 16.8 It is recommended that show judges be appointed from the Society's Inspection Panel, as outlined in Clauses 6.1 and 6.2, given that panel members are selected by the National Management Committee based on breed knowledge, impartiality, and regional representation. While this is not mandatory and Regional Representatives may appoint alternative judges for local shows, consistency is encouraged in judging standards and transparency by prioritising use of the approved Inspection Panel wherever possible. The National Management Committee reserves the right to make use of Inspection Panel judges compulsory at a future date if deemed necessary for the integrity or standardisation of official show judging.
- 16.9 Only rosettes, awards, or decorations earned at the current show or sale event may be displayed. Displaying awards from previous events is not permitted.
- 16.10 Exhibiting sheep that are not offered for sale at a Society Sale is not permitted unless expressly stated in the event's official schedule.

17. SALE PROCEDURES AND CONDUCT

- 17.1 Ewes entered as "*in-lamb*" must be accompanied by details of the service sire, including Society registration number. The ram must be fully registered with the Society at the time of service for the resulting progeny to be eligible for registration.
- 17.2 If a ewe has ever been used for embryo flushing, this must be declared at the time of sale, regardless of whether embryos were retained, sold, or not recovered. The vendor must state whether embryos have been collected, and if so, how many, and whether they are retained or have been sold. Similarly, if a ram offered for sale has had semen collected for retention or sale, this must be declared in the catalogue and/or at the time of sale.
- 17.3 All sheep sold must be transferred to the buyer's flock within 30 days of sale. Vendors are prohibited from registering progeny from animals sold at public auction unless the lambs are from previously declared ET or AI procedures supported by signed documentation.
- 17.4 Members must not engage in any conduct intended to artificially inflate, misrepresent, or manipulate the perceived value of sheep sold under the Society's name. This includes, but is not limited to:

The Badger Face Texel Society



BADGER FACE TEXEL

— SHEEP SOCIETY —

- 17.4.1 Claiming or promoting sale prices that significantly exceed the actual transaction value, including misleading statements such as “*progeny (or sibling) sold to £X,000*” where the declared price was inaccurate or no full payment was made.
- 17.4.2 Participating in reciprocal, “*swap*,” or non-cash arrangements in which artificially high sale figures are recorded or publicised without equivalent monetary exchange.
- 17.4.3 Using false or exaggerated claims of sale history, buyer interest, or progeny success as a promotional or marketing tool.

Such practices shall be treated as gross misconduct and may result in disciplinary action under Section 4 (Complaint Handling and Disciplinary Process) of these Byelaws. The Society reserves the right to request supporting documentation or clarification of sale transactions where concerns are raised.

- 17.5 The Society accepts no responsibility for payment disputes, financial guarantees, or claims relating to sale outcomes. Buyers and sellers participate at their own risk, and all warranties, liabilities, and purchaser protections are further outlined in Section 18 (Warranty) and Section 20 (Limitation of Liability and Disclaimer) of these Byelaws.

18. WARRANTY

- 18.1 All Society-approved sales shall operate in accordance with the Livestock Auctioneers Association (LAA) Conditions of Sale, in addition to these Byelaws and any applicable sale-specific rules. Members should familiarise themselves with the LAA Conditions, a copy of which can be obtained from the LAA or the sale organiser.
- 18.2 Where any female sheep is stated to be “*in-lamb*” or “*due to lamb*”, the vendor shall provide details of the service sire, including his ear tag number, and Society registration number. This information must be submitted at the time of entry for publication in the sale catalogue and announced at the sale. The Society offers no warranty as to the viability of any lambs born.
- 18.3 Where a ewe is sold as “*in-lamb*”, the vendor warrants that the ewe is in lamb at the time of sale. This warranty applies for a period of 21 days following the sale. If the purchaser proves breach of warranty, they may return the ewe or receive compensation in accordance with the LAA Conditions of Sale, supported by a veterinary or competent authority certificate.
- 18.4 Where a female sheep is sold and is not described as “*in-lamb*”, the vendor warrants that the ewe is not in lamb at the time of sale. This warranty applies for a period of 14 calendar

The Badger Face Texel Society



BADGER FACE TEXEL

— SHEEP SOCIETY —

days plus 5 working days following the sale. Breach of this warranty shall entitle the purchaser to compensation under the terms of the LAA Conditions.

- 18.5 Where a female is described as “*correct*”, the vendor warrants that the ewe has a sound mouth (no missing or damaged broad teeth) and a fully functional, symmetrical udder. Each side of the udder must milk freely and without obstruction. This warranty applies for 5 working days after the sale.
- 18.6 Any female sheep which has been flushed prior to sale shall be exempt from all fertility-related warranties. This must be clearly declared at the time of entry.
- 18.7 In lots sold as “*ewe with lambs at foot*”, the vendor warrants that the number of lambs being suckled at the time of sale is accurate. This warranty applies for 5 working days from the date of sale.
- 18.8 The vendor warrants that any ram described as a “*stock ram*” and sold for five hundred pounds or more is capable of natural service. This warranty is valid for 100 days from the date of sale. The ram must have two fully descended testicles of even size, free-moving within the scrotum, and without abnormality. If a breach of warranty is confirmed by a veterinary certificate and non-performance is not due to illness or mismanagement by the purchaser, the vendor must either refund the purchase price or replace the ram.
- 18.9 Unless otherwise declared, all animals entered for sale are warranted by the vendor to be free from clinical signs of Johne’s Disease, Tuberculosis, Bluetongue Virus (BTV), and any other notifiable disease or condition deemed a material risk to animal health or movement by DEFRA, DAERA, or an equivalent statutory authority at the time of sale. This warranty applies for 30 calendar days plus 5 working days from the date of sale.

19. LIVESTOCK AUCTIONEERS ASSOCIATION (LAA) CONDITIONS OF SALE

- 19.1 All Society-approved sales shall be subject to the Livestock Auctioneers Association (LAA) Conditions of Sale in force at the time of sale, in addition to the rules and Byelaws of the Badger Face Texel Society. Where any conflict arises between the LAA Conditions and these Byelaws, the Society’s Byelaws shall take precedence in relation to breed-specific eligibility, inspection standards, registration requirements, and membership conduct.
- 19.2 The LAA Conditions govern important matters including the conduct of auctions, vendor and purchaser obligations, payment terms, buyer disputes, and sale cancellations. These Conditions also define categories of warranty (including “*in-lamb*”, “*correct*”, “*stock ram*”, and others), the associated timeframes, and remedies available in the event of a breach.

The Badger Face Texel Society



BADGER FACE TEXEL

— SHEEP SOCIETY —

19.3 It is the responsibility of all vendors and purchasers participating in Society Sales to familiarise themselves with the LAA Conditions. A current copy may be obtained from the Livestock Auctioneers Association or the relevant auction company.

20. LIMITATION OF LIABILITY AND DISCLAIMER

20.1 The Society shall not be liable to any member or third party for any loss, damage, injury, or claim arising from participation in any Society activity, event, service, or communication, including but not limited to meetings, shows, sales, digital platforms, or publications, unless such loss arises directly from gross negligence or wilful misconduct.

20.2 Members acknowledge that they participate in Society activities, utilise its services, or act upon its communications at their own risk. The Society accepts no liability for any costs, damages, losses, or liabilities incurred as a result of such participation or reliance.

20.3 The Society shall not be liable for:

20.3.1 Any loss, theft, or damage to personal property brought to Society events, venues, or gatherings.

20.3.2 Inaccurate or misleading information provided by members in registration forms, sale entries, certificates, or any associated documentation.

20.3.3 Births resulting in offspring that do not meet the Breed Standard and are therefore ineligible for registration.

20.3.4 Disputes between members, whether arising from private transactions, payment disputes, personal disagreements, or any other non-Society matter.

20.4 All data submitted to the Society is the responsibility of the member, and the Society accepts no liability for errors, omissions, or misrepresentations made by members.

20.5 The Society may, from time to time, promote or collaborate with third-party service providers (including but not limited to auctioneers, online platforms, veterinarians, transporters, and sponsors). Such third parties operate independently, and the Society accepts no liability for the performance, conduct, quality, or failures of any provider.

20.6 Committee Officers, Board Directors, executive appointees, and any appointed inspectors shall not be personally liable for any loss, damage, or claim arising in connection with the administration of the Society's affairs, provided that they have acted honestly, in good faith, and within the scope of their authority under these Byelaws and the Company's governing documents.

The Badger Face Texel Society



BADGER FACE TEXEL

— SHEEP SOCIETY —

- 20.7 The Society does not guarantee any financial, performance, or breeding outcomes from participation in Society shows, sales, or registration processes. All buyers and sellers act at their own risk. The Society is not responsible for resolving payment disputes between members, auctioneers, or third-party providers.
- 20.8 The Society accepts no responsibility for losses, claims, or damages arising from participation in Society events. This includes, but is not limited to, refusal of entry, exclusion following inspection, changes to sale format, or actions taken under these Byelaws. Entry, registration, and sale fees are non-refundable in all such cases.
- 20.9 Decisions made by Committee Officers, Board Directors, executive appointees, and any appointed inspectors under these Byelaws are final and binding. The Society shall not be liable for any consequences arising from such decisions including deregistration or exclusion from events or sales.
- 20.10 Nothing in these Byelaws shall exclude or limit liability to the extent that such exclusion or limitation is prohibited by law, including liability for death or personal injury caused by negligence, or for fraud or fraudulent misrepresentation.

21. SUMMARY OF AMENDMENTS

- 21.1 November 2018. Original Byelaws drafted and adopted by the Company's founding officers. Recorded as Version 1.0.
- 21.2 October 2023. These changes were not tracked at the time but are assumed, for the purposes of this log, to relate solely to administrative updates, including contact details and the appointment of an external secretarial service provider. Recorded as Version 2.0.
- 21.3 April 2025. Significant governance and policy revision completed by Christine Shaw, Independent Governance & Corporate Affairs. Recorded as Version 3.0. Full details of the revisions are outlined in Appendix A: Full Record of Amendments.

-- END OF BYELAWS --

The Badger Face Texel Society

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