

THE COMPANIES ACT 2006

SPECIAL RESOLUTION

To alter clauses in the articles of association

PART A

Enter details of the community interest company

Company name: **THE RED POLL CATTLE SOCIETY**

Company number: **27159**



At a general meeting of the above company, duly convened and held at:
**JERSEY PAVILION, 4TH STREET, NATIONAL AGRICULTURE CENTRE,
STONELEIGH, WARWICKSHIRE**

On the following date: **22nd April 2023**

The following six resolutions listed in Part B were passed as special resolutions:

Part B

RESOLUTION

That:

(1) The following clauses in the articles of association shall be amended as follows:

Members

OLD

4.8. A Junior Member not be required to pay a subscription.

NEW

4.8. A Junior Member shall not be required to pay a subscription.

OLD

4B.1 The Council may (at its absolute discretion) select up to four individuals in any calendar year to become an Honorary Member of the Society ("a Vice President"). A Vice President shall not be required to pay a subscription and shall be entitled to receive notice of, attend but not to vote at Council meetings and shall be entitled to receive notice of, attend and vote at General Meetings.

New

4B.1 The Council may (at its absolute discretion) select individuals to become Honorary Members of the Society ("a Vice President"). A Vice President shall not be required to pay a subscription and shall be entitled to receive notice of, attend but not to vote at Council meetings and shall be entitled to receive notice of, attend and vote at General Meetings.

Removal of members

OLD

6. Any Member who shall fail in the observance of any valid rule, regulation or bye-law made by the Council or whose conduct in any respect shall be, in the opinion of the Council, derogatory to the character or prejudicial to the interests of the Society, may be removed from the Society by the Council by a resolution to that effect, passed by a majority of at least two-

thirds of the Council Members present and voting at a Special Council Meeting, of which not less than twenty-one days' previous notice, specifying the intention to propose such resolution, shall have been sent to all Council Members, and at which not less than two-thirds of the Council Members, exclusive of the member whose removal is in question, if he or she happens to be a Member of the Council, shall be present. Provided always that no such resolution as aforesaid shall have any validity or effect, unless the member whose failure or conduct is in question shall have been given a proper opportunity of attending the said meeting and being heard in his or her defence.

NEW

6. Any Member who shall fail in the observance of any valid rule, regulation or bye-law made by the Council or whose conduct in any respect shall be, in the opinion of the Council, derogatory to the character or prejudicial to the interests of the Society, may be removed from the Society by the Council by a resolution to that effect, passed by a majority of at least two-thirds of the Council Members present and voting at a Special Council Meeting, of which not less than twenty-one days' previous notice, specifying the intention to propose such resolution, shall have been sent to all Council Members, and at which not less than two-thirds of the Council Members, exclusive of the member whose removal is in question, if he or she happens to be a Member of the Council, shall be in attendance. Provided always that no such resolution as aforesaid shall have any validity or effect, unless the member whose failure or conduct is in question shall have been given a proper opportunity of attending the said meeting and being heard in his or her defence.

Copyright

OLD

39 (d)

They may retain for the Society the copyright and absolute interest in the book or publication called "The Red Polled Herd Book" or "Red Poll and British Dane Herd Book" mentioned in the Memorandum of Association, or any successor publication, in particular the publication called "The Red Poll Herd Book", together with the unsold volumes, copies, sheets and stock thereof and any manuscript, documents and things relating thereto or connected therewith and the benefit of any subsisting contracts or agreements with printers, publishers or other persons relating to the same publication on such terms as they may think fit.

NEW

39 (d)

They may retain for the Society the copyright and absolute interest in the book or publication called "The Red Polled Herd Book" or "Red Poll and British Dane Herd Book" mentioned in the Memorandum of Association, or any successor publication, in particular the publication called "The Red Poll Cattle Society Herd Book", together with the unsold volumes, copies, sheets and stock thereof and any manuscript, documents and things relating thereto or connected therewith and the benefit of any subsisting contracts or agreements with printers, publishers or other persons relating to the same publication on such terms as they may think fit.

OLD

39 (l)

Appointment and removal of Officers

It may from time to time appoint a Treasurer, employ and remove a Secretary or Secretaries of the Society, also an Editor or Editors of any publication of the Society, also any other officers, clerks and servants, at such salaries and wages respectively and with such respective duties and spheres of employment and generally upon such terms as it may think fit.

NEW

39 (l)

It may from time to time employ and remove a Secretary or Secretaries of the Society, also an Editor or Editors of any publication of the Society, also any other officers, clerks and servants, at such salaries and wages respectively and with such respective duties and spheres of employment and generally upon such terms as it may think fit.

Application of funds

OLD

40 (a)

In acquiring for the Society the copyright and interest in the publication or book called "The Red Polled Herd Book" or "Red Poll and British Dane Herd Book".

NEW

40 (a)

In acquiring for the Society the copyright and interest in the publication or book called "The Red Polled Herd Book" or "The Red Poll Cattle Society Herd Book"

(2) The articles of association shall be altered so as to take the form of the articles of association attached to this resolution are in substitution for, and to the exclusion of, any articles of association of the company previously registered with the Registrar of Companies.


.....
Chairman

27-4-23
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Date

Version 1.0 28/2/2012