

**COMPANIES ACT 2006
SPECIAL RESOLUTION**

Company Number: 00183637

Company Name: Swaledale Sheep Breeders Association

On the 14th day of June 2023, the following resolutions were passed as Special Resolutions of the Company (unanimous) "that the Articles of Association be amended as follows":

2A

Article 2A to be amended so as to read as follows:

- 2A A partnership or an incorporated association admitted to membership of the Association shall have only one vote and shall by notice sent to the Secretary nominate the partner or member of the Association who may exercise such vote or appoint a proxy and provide a contact address.
- (i) An incorporated association may from time to time by resolution of its directors or other governing body authorise one member of its board of directors or governing body to act as its representative at general meetings of the Association or appoint a proxy.
 - (ii) A partnership may from time to time by agreement of all its partners authorise one partner to act as its representative at general meetings of the Association or appoint a proxy.
 - (iii) The partner or member of the incorporated association shall keep the Secretary informed of any changes in the membership of the partnership or incorporated association.

2B

Article 2B to be amended so as to read as follows:

- 2B Provided that the Association has been given notice of the authority in writing in the form of application for membership or subsequently at the registered office or to the secretary and such additional evidence of the authority or continuance of authority as the Council may in its absolute discretion require :-
- (i) the person authorised may exercise the same powers on behalf of his appointer as the appointer could exercise if he were an individual member of the Association; and
 - (ii) an authorised person present at a meeting shall be deemed to be the member present in person.



7 (e)

Article 7 (e) to be amended so as to read as follows:

- (e) The Council may whenever they think fit convene a meeting of the Council not less than 3 months before the appropriate annual general meeting for the purpose for electing a Chairman of the Association who will already be a member of the Council, and who will be elected for a term of 12 months commencing on the Annual General Meeting following his election by polling the highest number of votes cast by the members of the council. Nominations for Chairman are to be made in writing, signed by at least two members and delivered to the Council not less than 56 clear days before the appropriate Council meeting. The agenda for the appropriate Council meeting will contain the names of nominees who have declared to the Council that they are willing to serve as Chairman of the Association. A retiring Chairman may be reappointed.

12

Article 12 to be amended so as to read as follows:

- 12 Qualification for entry in the Flock Book of the Association shall be by means of an Annual Inspection conducted by Inspectors appointed by the Association. All fully paid-up members of the SSBA are qualified to be chosen as Inspectors. District Marks or letters are as follows:

- A – Barnard Castle District (Including Republic of Ireland and Northern Ireland)
- B – Swaledale District
- C – Kirkby Stephen District
- D – Weardale District
- E – North Yorkshire Moors District

21

Article 21 to be amended so as to read as follows:

- 21 (a) An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least 21 Clear Days notice. All other extraordinary general meetings shall be called by at least fourteen Clear Days notice but a general meeting may be called by shorter notice if it is so agreed :-
 - (i) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
 - (ii) in the case of any other meeting by a majority in number of the members having a right to attend and vote being majority together holding not less than 95% of the total voting rights of all the members.

(b) The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

(c) The notice shall be given to all the members and to the directors and auditors.

(d) The Chairman may determine that the Annual General Meeting any extraordinary general meeting and any Council meeting can be held entirely by means of telephone electronic or other communications facilities that permit all participants to communicate with each other during a meeting. A person participating in a meeting by such means is deemed to be present at the meeting.

24

Article 24 to be amended so as to read as follows:

24 If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be adjourned to a time and place agreed by Council

38

Article 38 to be amended so as to read as follows:

38 No person shall be appointed a director at any general meeting unless:

(a) he is recommended by the directors; or

(b) not less than 14 nor more than 35 Clear Days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Association of the intention to propose that person for appointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Association's register of directors together with notice executed by that person of his willingness to be appointed or reappointed.

58

Article 58 to be amended so as to read as follows:

58 The Directors shall cause minutes to be recorded and kept for the purpose.

(a) of all appointments of officers made by the directors; and

(b) of all proceedings at meetings of the Association, and of the directors, and of committees of directors, including the names of the directors present at each such meeting.