

27159.

**The Companies Act 1948**

**Company Limited by Guarantee and not having a Share Capital**

**Resolution of the Red Poll Cattle Society ("the Company")  
Passed 19<sup>th</sup> October 2004**

**At an Extraordinary General Meeting of the members of the above named company, duly commenced and held at The Jersey Pavilion, National Agricultural Centre, Stoneleigh, Warwickshire, the following resolution was passed:**

**As a special resolution:**

**That regulation 4 and 7A of the articles of association of the Company be deleted and replaced with the following:**

**4 Members**

4.1 For the purposes of these Articles of Association the following terms shall have the following meanings:-

‘Life Member’ means a member of the Society who has paid a subscription in accordance with article 4.5

‘Annual Member’ means a member of the Society who is not a Student Member or a Junior Member and who has paid a subscription in accordance with article 4.6

‘Student Member’ means a member of the Society who is not a Life Member, Annual Member or a Junior Member and who is

- i) under 21 years of age and
  - ii) engaged in full time education
- on 1<sup>st</sup> January in each year

‘Junior Member’ means a member of the Society who is not a Life Member, Annual Member or a Student Member and who is under 16 years of age on 1<sup>st</sup> January in each year

‘Member’ means a member of the Society whether Life Member, Annual Member, Student Member or Junior Member and Members shall be construed accordingly

4.2 The Members of the Society shall be the subscribers of the Memorandum of Association and such other persons as shall apply for admission and be admitted as Members of the Society

4.3. Every application for membership of the Society shall be made in writing to the Council specifying the grade of membership applied for and in the case of application for Life Membership or Annual Membership whether the applicant wishes to register cattle (‘a Registering Member’) or not register cattle (‘an Associate Member’)

4.4. At the next meeting of the Council after receipt of any application for membership the application shall be considered by the Council, which shall decide on the admission or rejection of the applicant. The Council shall not be obliged to inform a rejected applicant of the reason for rejection

4.5. A Life Member of the Society shall pay a subscription of £500 (Registering Member) or £250 (Associate Member) or such other sum as the Council shall from time to time prescribe.



- 4.6. An Annual Member shall pay a subscription of £25 (Registering Member) or £15 (Associate Member) or such other sum as the Council shall from time to time prescribe payable annually on or before 1<sup>st</sup> January in each year or on such other date as the Council may from time to time prescribe
- 4.7. A Student Member shall pay a subscription of £8 or other such sum as the Council shall from time to time prescribe payable annually on or before 1<sup>st</sup> January in each year or on such other date as the Council shall from time to time prescribe.
- 4.8. A Junior Member shall pay a subscription of £5 or other such sum as the Council shall from time to time prescribe payable annually on or before 1<sup>st</sup> January in every year or such other date as the Council shall from time to time prescribe.
- 4.9. Any Member may at any time retire from membership on giving written notice to that effect to the Council or the Secretary for the time being but unless such notice is given on or before the 1<sup>st</sup> July in any year the retiring Member shall, if an Annual Member, Student Member or Junior Member, notwithstanding his retirement, pay the annual subscription for the then ensuing year.

#### 4A Rights and Privileges of Members

- 4A.1 Registering Life Members and Registering Annual Members shall in addition to all of the rights set out elsewhere in these Articles:
- i) Be entitled to receive one free copy of the Society's annual Herd Book for each year of membership; and
  - ii) Be entitled to register cattle that comply with the requirements of the Society ('Registerable Cattle') in the Society's Herd Book
- 4A.2 Associate Life Members and Associate Annual Members shall have all of the rights set out in these Articles excluding the rights set out in 4A.1(i) and 4A.1(ii) above.
- 4A.3 Student Members:
- i) Have no right to either receive notice of or to attend or vote at any General Meeting, but
  - ii) May register up to a total of two female Registerable Cattle in the Society's Herd Book (subject to paying the appropriate registration fee as the Council shall from time to time prescribe).
- 4A.4 Junior Members:
- i) shall have no right to either receive notice of or attend or vote at any General Meeting; or
  - ii) register cattle in the society's Herd Book

#### **4B Vice Presidents**

- 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:
- i) receive notice of and attend at General Meetings but not (unless in capacity as Life Member or Annual Member) to vote at any General Meeting; and
  - ii) to receive notice of and attend at council meetings, but not to vote at council meetings

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**Chairman of the meeting**

**Date** ..... 1/11/04 .....