

Resolution of the Red Poll Cattle Society (Company No: 27159)

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 on 9th May 2015:

SPECIAL RESOLUTION TO AMEND THE ARTICLES OF THE RED POLL CATTLE SOCIETY AT AN EXTRAORDINARY GENERAL MEETING ON 9th May 2015

To consider and pass a Special Resolution that the Society's Articles of Association be changed by amending Article 31(c), adding new Articles 31(d) and (e), amending Articles 39(l), 43, 47 and 50 as follows

Existing Article 31(c)

(c) Eligibility of member for office of President-Elect

No person shall unless recommended by the Council for election be eligible for office as President-Elect unless not less than three nor more than twenty-one days before the date appointed for the Annual General Meeting at which the election is to be made there shall have been left at the registered office of the Society a written notice signed by a member duly qualified to attend and vote at the meeting of his or her intention to propose such person for election and also written notice signed by that person of his or her willingness to be elected

Proposed new Article 31(c)

(c) Eligibility of member for office of President Elect

No person shall, unless recommended by Council, be eligible for election to the office of President Elect unless not less than three nor more than twenty-one days before the date appointed for the first Council meeting of the calendar year there shall have been left at the registered office of the Society a written notice signed by a member duly qualified to attend and vote at the Annual General Meeting of his or her intention to propose such person for election together with a written notice signed by that person of his or her willingness to be elected

Proposed new Article 31(d)

(d) If at any Annual General Meeting no person is elected to the office of President Elect, Council may appoint a member of the Society to hold that office and the person so appointed shall thereafter hold that office on the same terms as if he or she had been elected thereto at the Annual General Meeting immediately preceding such appointment

Proposed new Article 31(e)

(e) No person shall be recommended by Council under Article 31(c) or appointed under Article 31(d) unless the person so recommended or appointed has signified his or her prior consent to be so recommended or appointed

Existing Article 39(l)

39(l) Appointment and removal of Officers

They may from time to time appoint, 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 they may think fit

Proposed new Article 39(l)

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

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such salaries and wages respectively and with such respective duties and spheres of employment and generally upon such terms as it may think fit

Existing Article 43

43. Notice of Meeting

The President or Chairman or any five Council Members may and on the request of the President or Chairman or any five Council Members the Secretary to the Council shall at any time summon a meeting of the Council At least ten days' notice of every meeting of the Council specifying the business to be transacted thereat shall be sent by post or electronically to every Council Member entitled to receive the same except that a Council Member who is absent from the United Kingdom shall not be entitled to be sent such notice

Proposed new Article 43

43. Notice of Meeting

The President or Chairman or any five Council Members may and on the request of the President or Chairman or any five Council Members the Secretary shall at any time summon a meeting of the Council At least ten days' notice of every meeting of the Council (exclusive in every case of both the day on which it is served or deemed to be served and of the day for which it is given) specifying the business to be transacted thereat shall be sent by post or electronically to every Council Member entitled to receive the same except that a Council Member who is absent from the United Kingdom shall not be entitled to be sent such notice

Existing Article 47

47. Chairman of Council

The Council may elect a Chairman of their meetings and determine the period for which he or she is to hold office but if no such Chairman is elected or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Council Members present may choose one of their number to be Chairman of the meeting

Proposed new Article 47

47. Chairman of Council

The Council may elect a Chairman and Vice Chairman of its meetings and determine the period for which they are to hold office

Existing Article 50

50. Appointment of Accountants

Accountants shall be appointed by Council

Proposed new Article 50

50. Appointment of Accountants

Accountants shall be appointed annually at the Annual General Meeting