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The
Dairy Council

Minute of General Meeting

The Dairy Council

Company No: 203597

TUESDAY



A10 *A79DU2EQ* 03/07/2018 #23
COMPANIES HOUSE

**Minute of a General Meeting of The Dairy Council Ltd held on Thursday 28th June 2018
at the Royal Garden Hotel, 2 -24 Kensington High St, London W8 4PT at 10.00am.**

A quorum of members was present.

Special Resolutions

Special Resolutions were unanimously approved in the following terms:

SPECIAL RESOLUTIONS

The Dairy Council

Company No: 203597

TO CEASE OPERATIONS

(Resolution 2)

That The Dairy Council (The Council) **Company No: 203597** will cease operations with effect from midnight on 30th June 2018 and that responsibility for promoting dairy and providing information on dairy, nutrition and health and all related activities shall be passed to Dairy UK Ltd (Dairy UK), a company limited by guarantee, registered in England as number 1971245 and having similar purposes and aims as The Dairy Council with effect from that date and time.

TRANSFER OF FINANCES

(Resolution 3)

That the financial assets and liabilities of The Council **Company No: 203597**, including any remaining financial reserves shall transfer to Dairy UK with effect from 1st July 2018. For the avoidance of doubt the share in the non-trading subsidiary of The Council, the Milk Race Ltd will not be included in this transfer. The remaining funds under the AHDB projects contracts will also be passed across, Dairy UK having agreed to respect the AHDB funding ring fencing arrangements

CONTRACTS

(Resolution 4)

That all contractual obligations of The Council **Company No: 203597** shall be passed to Dairy UK with effect from 1st July 2018, Dairy UK having agreed to assume responsibility for such obligations.

AUDIT EXEMPTION Company No: 203597

(Resolution 5)

That in terms of the Companies Act 2006, (s477) and meeting the definition of a small company laid down in the Act, The Council elects to take advantage of the total exemption from an audit of its Accounts from financial year 2018 onwards.

DISPENSE WITH AGM Company No: 203597

(Resolution 6)

That The Council hereby elects to use the dispensation under the Companies Act 2006 to cease holding an Annual General Meeting effective from calendar year 2019 onwards.

AMENDMENT OF THE MEMORANDUM AND ARTICLES Company No: 203597 (Resolution 7)

To amend Article 29 by the deletion of "a minimum of four" and insertion of "a minimum of two". It is proposed Article 29 will read "The number of Directors is subject to a minimum of two and a maximum of twenty." A copy of the amended Articles will be tabled at the meeting for examination.

USE OF ASSETS

(Resolution 8)

To authorise Dairy UK to use at its absolute discretion and without payment, any of the following belonging to The Council **Company No: 203597** - data, computer systems, software, documents, copy, Intellectual Property Rights, artwork, logos and any other materials or information owned by or licensed to the Council. Intellectual Property Rights means the following rights: any patents or patent applications; any trade marks (whether or not registered); copyright or design rights (whether registered or unregistered); database rights; any and all other intellectual or proprietary rights."



Mr Ash Amirahmadi
Chairman of the Meeting



K J Hunter
Company Secretary

Date 28th June 2018.

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The
Dairy Council

A10

"A/9DUZEY"
03/07/2018
COMPANIES HOUSE

#24

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(Company No: 203597) held on 28th June 2018 at 10.00.**

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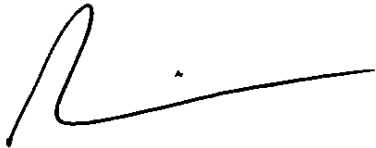
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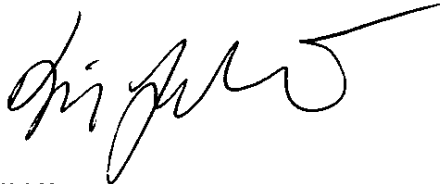
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Mr Ash Amirahmadi
Chairman of the Meeting



K J Hunter
Company Secretary

Date 28th June 2018.