



THE WORSHIPFUL COMPANY OF BUTCHERS GUILD



THE INSTITUTE OF MEAT REGISTERED NUMBER 418000 SPECIAL RESOLUTIONS

I certify that the following Resolutions were passed by Members of the Company named above at their Extraordinary General Meeting duly convened and held at Founders' Hall, 1 Cloth Fair, London EC1A 7HT on 4 October 2000:-

1. **THAT** the Company's memorandum be and it is hereby amended by
 - 1.1 omitting from paragraph 3 (c) the words "is not issued by the authority of the Board of Trade or any Government Department or authority but"
 - 1.2 omitting paragraphs 5 and 6 in their entirety
 - 1.3 making consequential amendments to the numbering of the clauses
2. **THAT** the articles of association be abrogated and thereupon replaced by adopting the new articles attached thereto and approved without amendment.

Signed

J. Mallon

Hon. Secretary

Dated: 4th October 2000



ARTICLES OF ASSOCIATION

OF

THE INSTITUTE OF MEAT

COMPANY NUMBER 48000

As adopted by Special Resolution dated 4 October 2000

Preliminary

1. Regulations 2 to 35 inclusive, 54,55,57,59 - 63 inclusive, 82, 87, 102-108 inclusive, 110, 114, 116 and 117 of Table A shall not apply to the Company but the Articles hereinafter contained and, subject to the modifications hereinafter expressed, the remaining regulations of Table A shall constitute the Articles of Association of the Company.

Interpretation

2. In Regulation 1 of Table A, the definition of "the holder" shall be omitted.

Membership

3. The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be members of the Company. No person shall be admitted a member of the Company unless he is approved by the directors. Every person who wishes to become a member shall deliver to the Company an application for membership in such form as the directors require executed by him.
4. There shall be six classes of members each of whom shall be elected by the directors.

Honorary Fellow	Hon.F.Inst.M.
Fellow	F. Inst.M.
Graduate Member	G.M.Inst.M
Member	M Inst.M.
Associate	A.Inst.M.
Affiliate	Aff.Inst.M
5. The directors shall have full discretion as to the admission of any person to membership in any class, and shall be entitled in their absolute discretion to require any person proposed for admission as a member or for transfer from one class of membership to another to submit to a qualifying examination and may dispense with a qualifying examination in the case of any person who in the opinion of the directors possesses the necessary qualifications.
6. No member of the Company shall be entitled to any rights or privileges other than those which, by these Articles, attach to the specific class of membership of the Company to which he belongs.

7. The rights and privileges of every member of the Company shall be personal to himself, and shall not be sold transferred alienated assigned charge or otherwise disposed of legally or beneficially. All rights of membership shall automatically terminate upon the death or bankruptcy of any member.
8. Every member of the Company shall further to the best of his ability the objects, interests and influence of the Company, and shall observe all by-laws and regulations of the Company made pursuant to the powers in that behalf hereinafter contained.
9. Every candidate for admission to membership of any class of the Company, or for transfer from one class to another, whether he shall have passed the necessary qualifying examination, if any, or not, shall be duly proposed in writing and from personal knowledge by two members of the Company (not being Associates) and such proposal shall be in the form applicable (as determined by the directors from time to time), and shall be forwarded to the directors who shall elect or reject such person by ballot or otherwise as they shall determine. In the case of the non-election of a candidate for membership, a second ballot shall be granted if demanded by any five directors by a written notice addressed and sent to the Company within 28 days of any such decision and any second ballot shall be taken at the next meeting of the directors at which applications for membership are determined.

Cessation of membership

10. A member may at any time withdraw from the Company and terminate membership by giving at least seven days' written notice to the Company. Upon receipt of such notice the directors shall remove the members' name from the register of members ("the Register") and all rights of membership shall terminate from such time.
11. A member of any class of the Company whose subscription is two years in arrears shall be deemed to have forfeited his claim to membership, and his name may be removed from the Register by order of the directors. He shall nevertheless continue to be liable to pay the Arrears of subscriptions due at the time of his name being so removed.
12.
 - 12.1. A member of any class of the Company may be excluded from the Company by a resolution of a majority of at least three-fourths of the directors present and voting at a special meeting of the directors at which not less than six directors shall be present. Such member shall have fourteen clear day's notice sent to him of the meeting of the directors at which it is proposed to move any such resolution, and he may attend the meeting, and shall, if he attends the meeting, be entitled to be heard prior to the passing of any such resolutions.
 - 12.2. Prior to convening a meeting of the directors under this clause, an invitation to resign may be sent by the Company to the member concerned.
 - 12.3. A member of the Company so excluded shall forfeit all claim to a return of the money (if any) paid by him to the Company on his admission as a member thereof, or by way of annual subscription, as the case may be, and shall cease to be a member of the Company and his name shall be removed from the Register, but he shall be liable to pay any arrears of membership subscriptions due by him at the time of his exclusion.

Certificates, examinations and students

13. Subject to the provisions of the Memorandum of Association and to such regulations as the directors may from time to time prescribe, the directors may issue to any Honorary Fellow, Fellow, Graduate Member, Member or Associate or Affiliate a certificate showing the class to which he belongs.
Every such certificate shall be in such form as may from time to time be approved by the Directors, and shall remain the property of, and shall on demand be returned to, the Company, and in any case shall be surrendered or cancelled by the Company upon resignation, termination or exclusion from membership of the Company.
14. 14.1. The examinations which a candidate for membership of any class shall be required to pass to qualify him for such membership shall be such, and shall be held in such manner and at such times and in such subjects, as the directors shall from time to time in their absolute discretion prescribe.
- 14.2. The directors shall keep a register of Students (who shall not be members) and may in their absolute discretion register as a Student any person who has satisfied them of his intention to pursue a course of systematic study in relation to meat and may whenever they think fit remove a Student from such register. The directors may make such regulations in respect of Students, including any subscription, as they may in their absolute discretion, think fit.

Contributions of members

15. Every member shall on election to any class of membership pay an annual subscription to be determined from time to time by the directors.
16. The first annual subscription shall, upon election, be payable in full in advance and subsequent subscriptions shall be paid on the 1st January in each year, and without reference to the period of the year at which members are elected. Members shall be entitled to receive a copy of all publications which may have been issued to members during the year of their election. The directors may on the election of any member in their absolute discretion accept payment of a sum proportionate to and in full discharge of such member's subscription for, the unexpired portion of the membership year and calculated in minimum fractions of quarters.
17. Every member of the Company shall be considered as belonging thereto, and as such liable to payment of his annual subscription and other payments (if any) until his name shall have been removed by the Company from the Register, or until he shall have signified to the directors in writing, his desire to resign, having previously paid all arrears and returned his membership certificate; or in the case of loss of certificate, shall have given such undertaking to return the membership certificate as soon as the same shall be recovered as the directors may reasonably require.
18. No member whose annual subscription is one year in arrears shall be entitled to receive notice of or attend or take part in any meetings of the Company, nor to receive the Company's printed papers, nor shall any such member be entitled to vote.
19. The directors may, in their absolute discretion, reduce, remit, or compound the annual subscription, or the arrears of annual subscription, of any member of the Company.

20. Any member requiring a duplicate membership certificate shall be granted one which shall be endorsed "duplicate copy", and be signed by the directors or by whom they may direct at a charge which the directors shall determine from time to time. All duplicate copy certificates shall be returnable under the same conditions as the original certificates.

The President and directors

21. The directors shall consist of not more than 12 members of the Company but not more than five directors shall be Honorary Fellows.
22. A President elected shall be elected from time to time by members at General Meeting who is not required to be a member of the Company.
23. The directors may from time to time appoint a Secretary or any other post which seems to them appropriate for the efficient carrying out of the Company's business.

Notice of general meetings

24. In Regulation 38 of Table A:
- 24.1. in paragraph (b) the words "of the total voting rights at the meeting of the members" shall be substituted for "in nominal value of the shares giving that right"; and
- 24.2. the words "The notice shall be given to all the members and to the directors" shall be substituted for the last sentence.

Proceedings at general meetings

25. The words "and at any separate meeting of the holders of any class of shares in the Company" shall be omitted from Regulation 44 of Table A.
26. Paragraph (d) of Regulation 46 of Table A shall be omitted.
27. Unless and until otherwise determined by the directors, votes shall be given personally and not by proxy, but at any time and from time to time the directors may frame and issue regulations entitling members not ordinarily residing in the United Kingdom, or otherwise unable to attend meetings, to record their votes by proxy (such proxy being a member) and (without prejudice to any provisions of any relevant Statute or of these Articles) to regulate and from time to time rescind or vary the procedure and prescribe the conditions of voting by proxy and such regulations shall have the force and effect of regulations of the Company.

Votes of members

28. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy (if appropriate) shall have one vote.

Director's expenses

29. The words "of the holders of any class of shares or of debentures" shall be omitted from Regulations 83 of Table A.

Proceedings of directors

30. In paragraph © of Regulation 94 of Table A the word "debentures" shall be substituted for the words "shares, debentures or other securities" in both places where they occur.

Minutes

31. The words "of the holders of any class of shares in the Company" shall be omitted from Regulation 100 of Table A.

Notices

32. The second sentence of Regulation 112 of Table A shall be omitted.
33. The words "or of the holders of any class of shares in the Company" shall be omitted from Regulation 113 of Table A.

11th September 2000.

AMENDED BY SPECIAL RESOLUTION AT A MEETING
OF THE COMPANY ON 4TH OCTOBER, 2000.

I certify this to be a true copy.

J. M. Allison
Company Secretary
11th October 2000