

**PARTIAL AMENDMENT OF RULES
IRISH SIMMENTAL CATTLE SOCIETY LIMITED – 3146 R**

A Special General Meeting of the above society will be held on 14th December 2024 at the Tullamore Court Hotel, immediately after our Annual General Meeting which will start at 3.30pm, to consider and, if thought fit, adopt the following Partial Amendment to the Rules of the Society.

Meeting Purpose:

The meeting is being convened to consider and approve that the rules of the Society be amended as set out below and that references to, or flowing from, outdated legislation be amended where such amendments are necessary to register the specific rule amendments supporting that simple principle.

Proposed Resolutions:

Resolutions pursuant to the Rules of the Society and Section 10 of the Industrial and Provident Societies Act 1893 (as amended):

“That the current rules of the Society be amended in the following manner:

RESOLUTION –

Global Changes

That any of the following references throughout the existing Rules be deleted:

“auditor”, “Auditor”

and the following words be substituted therefor:

“Statutory Auditor”

References to “Statutory Auditor” already present in the existing Rules shall not be subject to this change.

That any of the following references throughout the existing Rules be deleted:

“audit”

and the following words be substituted therefor:

“statutory audit”

References to “statutory audit” already present in the existing Rules shall not be subject to this change.

Rule 1.

THAT existing Rule 1 (h) be amended so that the words “1978” be deleted and replaced with “2021”;

THAT Rule 1 (bb) be inserted:

iv.)bb. “Statutory Auditor” shall mean a Statutory Auditor who shall be appointed subject to Section 55 of the Companies (Statutory Audits) Act 2018 (as amended) and who shall be selected in accordance with Rule 22.

Rule 5.

That the second paragraph of Rule 5 be deleted in its entirety, such text being as follows:

“The Society shall consist of the members at the date of registration of these Rules and such other persons, societies and companies or bodies incorporated under any other Act of the Oireachtas as the Council may admit to membership, provided that each person is at the time of admission the owner or breeder of one or more pure bred Irish Simmental female animals in Ireland eligible for entry in the Simmental (Irish Fleckvieh) Cattle Herdbook and of such other persons as Council may decide and provided that where an applicant for Membership is not the possessor of a Herd Number issued by the Department of Agriculture and Food that he may only make a joint application for Membership with an applicant who has a Herd Number and the relevant provisions of Rule 15 shall apply or he may seek Membership as a B Member, if the Council so decides.”

And that the following be substituted therefor:

“The Society shall consist of the members at the date of registration of these Rules and such other persons, societies and companies or bodies incorporated under any other Act of the Oireachtas as the Council admit to membership in accordance with Article 13(1) of Regulation (EU) 2016/1012 or any other legislation altering or amending or re-enacting the same, provided that each person is at the time of admission the owner or breeder of one or more pure bred Irish Simmental female animals in the territory covered by the Society’s breeding programme eligible for entry in the Simmental (Irish Fleckvieh) Cattle Herdbook in accordance with Article 13(1) of Regulation (EU) 2016/1012 or any other legislation altering or amending or re-enacting the same and of such other persons as Council may decide and provided that where an applicant for Membership is not the possessor of a Herd Number issued by the Department of Agriculture and Food that he may only make a joint application for Membership with an applicant who has a Herd Number and the relevant provisions of Rule 15 shall apply or he may seek Membership as a B Member, if the Council so decides.”

Rule 18.

THAT the heading of Rule 18 be renamed “Deposits and Borrowing Powers”:

THAT the text of existing Rule 18 be renumbered as Rule 18 (a) and a new subsection (b) be inserted thereafter as follows:

- (b) The Society shall not accept money on deposit from members and others within the meaning of deposit in the Acts (or otherwise defined), however the Society may accept monies in the form of down payment, instalment or security in relation to any transactions or activities incidental to its business subject to the acceptance of such monies in those circumstances being:
 - i. compliant with applicable legislation; and
 - ii. in such sums, at such rates of interest and on such terms as the Board may decide.”

Rule 54.

THAT the following text be inserted at the end of existing rule 54:

“Any resolutions passed in this manner are not valid until registered with the Registrar of Friendly Societies.”

Rule 55.

THAT existing Rule 55 be amended so that “the Public Auditors authorised by section 187 of the Companies Act 1990” be deleted and replaced with “the Statutory Auditors authorised by section 55 of the Companies (Statutory Audits) Act 2018” and any references to “Public Auditor” be deleted and replaced with “Statutory Auditor”;

Rule 56.

THAT existing rule 56 be deleted, such text being as follows:

“The Council shall before the 31st day of March in each year forward to the Registrar the form of Annual Return covering the period and in the manner prescribed by the acts and the Regulations, accompanied by a copy of every Auditor's report and balance sheet made during the period included in the return.”

and that the following be substituted therefor:

“The Society shall once in every year no later than:

- a) 31 October, where the date its last published balance sheet falls between 1 January and 30 June, and
- b) 30 April, where the date of its last published balance sheet falls between 1 July and 31 December (of the preceding year);

send to the Registrar an annual return of the receipts and expenditure, funds and effects of the Society as audited.”

Rule 57.

THAT existing rule 57 be deleted in its entirety.

That Rule is: The Council shall, at least once in every three years, make out and send to the Register, together with the Annual Return for the year, a Special Return, signed by the Auditor, showing the holding of each person in the Society at the date to which the said Annual Return is made out, provided that where such persons are in the list of Members kept by the Society distinguished by numbers it shall be sufficient if they are distinguished in the Special Return by such numbers, and in that case it shall not be necessary to specify their names.

Rule 61.

THAT existing rule 61 be deleted, such text being as follows:

Any member or person interested in the funds of the Society may inspect his own account and the register of members during business hours at the Society's Registered Office.

and that the following be substituted therefor:

- (a) Any member or person having an interest in the funds of the Society shall be allowed to inspect his own account and the books containing the names of the members at the registered office of the Society or at any place where the same are kept, subject to such regulations as to the time and manner of such inspection as may be made from time to time by the General Meetings of the Society.
- (b) Any person shall be allowed to inspect the book containing the names of the Members, and their holdings in shares, at the registered office of the Society or at any place where the same are kept, subject to such regulations as to the time and manner of such inspection as may be made from time to time by the General Meeting of the Society on payment of €10 or such lesser sum as the Society may prescribe, for each inspection.
- (c) The provisions of the Acts as regards persons requiring, and the Society sending to such persons, copies of the information provided in paragraph b) of this rule, such provisions being sections 17A.(3) and (4) of the Act of 1893 (as inserted by the Friendly Societies and Industrial and Provident Societies Act 2014), are hereby incorporated in full in the Rules provided however that the request shall be satisfied on the payment of ten euro (€10) by such person."

Signed;

Member of the Society

Signed;

Member of the Society

Signed;

Member of the Society

Signed;

Applicant

Date;
