

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION
OF
YORKSHIRE AGRICULTURAL SOCIETY
Incorporated on 23rd September 1982
Company no. 01666751**

Adopted by Special Resolution dated [8th May 2014]

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ARTICLES OF ASSOCIATION
of
YORKSHIRE AGRICULTURAL SOCIETY

NAME

1 The Society's name is **Yorkshire Agricultural Society**.

INTERPRETATION

2 In these Articles, the following words shall have the following meanings, unless the context otherwise requires:

Words	Meanings
Address	a postal address or, for the purposes of communication in electronic form, a fax number or an e-mail (but excluding a telephone number for receiving text messages) in each case registered with the Society;
the Articles	the Articles of Association of the Society, as amended from time to time;
Chairman	the chairman of Trustees appointed in accordance with these Articles;
Charity Commission	the Charity Commission for England and Wales;
clear day	in relation to a period of notice means that period excluding the day when the notice is given or is deemed to be given and the day for which it is given or on which it is to take effect;
Companies Acts	the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Society;
Connected Person	any spouse, civil partner, partner, parent, child, brother, sister, grandparent or grandchild of a Trustee, any firm or body corporate (including a limited liability

	partnership) of which a Trustee is a partner, member or employee and any company of which a Trustee is a director, employee or shareholder having a beneficial interest in more than one per cent of the share capital;
the Council	the Council of the Society as defined in Article 62;
document	includes, unless otherwise specified, any document sent or supplied in electronic form;
electronic form	as defined in section 1168 of the Companies Act 2006;
ex officio members	the President, President-Elect and Honorary Show Director;
Financial Expert	an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
Financial Year	the Society's financial year;
General Meeting	a general meeting of the Society held in accordance with the Companies Acts;
Honorary Show Director	the Honorary Show Director of the Society as defined in Article 108;
Members	the members of the Society for the purposes of the Companies Acts;
Month	calendar month;
Objects	the objects of the Society as defined in Article 5;
the Office	the registered office of the Society;
the President	the President of the Society as defined in Article 102;
the President-Elect	the President-Elect of the Society as defined in Article 102;
the Register	the register of Members of the Society kept pursuant to the Companies Acts;
Regulations	the regulations of the Society made by the Trustees pursuant to Article 109;

Services	(in the context of remuneration for services as stipulated in Article 14) includes goods that are supplied in connection with the provision of those services;
the Society	the company regulated by the Articles;
a Trustee	a director of the Society and Trustees means all the directors. The Trustees are Society trustees as defined by section 177 of the Charities Act 2011;
United Kingdom	Great Britain and Northern Ireland;
Vice Chairman	the vice chairman of Trustees appointed in accordance with the Articles;
in writing or written	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise;
Year	calendar year.

2.1 Unless specifically stated otherwise:

2.1.1 Other words or expressions bear the same meaning as in the Companies Acts as in force on the date when the Articles become binding on the Society.

2.1.2 Words denoting the singular include the plural and vice versa.

2.1.3 Words denoting any one gender include all genders.

2.1.4 Each reference to “**person**” includes a reference to a body corporate, unincorporated association, government, local authority, state, partnership, scheme, fund or trust (in each case, whether or not having separate legal personality).

2.1.5 All references to legislative provisions are to the legislation concerned as amended, repealed, re-enacted or replaced and in force from time to time.

2.2 The relevant model articles for a company limited by guarantee are expressly excluded.

LIABILITY OF MEMBERS

- 3** The liability of the Members is limited.
- 4** Every Member undertakes to contribute such amount as may be required (not exceeding one pound) to the assets of the Society in the event of its being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Society contracted before he ceases to be a Member and of the costs, charges and expenses of winding-up and for the adjustment of the rights of the contributories among themselves.

OBJECTS

- 5** The Society's objects are specifically restricted to the following:
 - 5.1** To support and promote agriculture, rural and allied industries throughout the North of England including championing the role of farmers as providers of high quality produce and encouraging consumers to choose healthy and local produce;
 - 5.2** To advance and encourage agricultural research and greater understanding and empathy with farming and the countryside amongst the general public and particularly children;
 - 5.3** To advance and encourage the protection and sustainability of the environment;
 - 5.4** To hold in pursuance of its main objectives an annual agricultural show;
 - 5.5** For such charitable purposes as the Trustees in their absolute discretion see fit.

POWERS

- 6** The Society has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so and, without prejudice to the foregoing:
 - 6.1** To raise funds provided that, in doing so, the Society must not undertake any trading activity in respect of which some or all of the profits are liable to tax;
 - 6.2** To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - 6.3** To sell, lease or otherwise dispose of all or any part of the property belonging to the Society. In exercising this power, the Society must comply as appropriate with sections 117 to 123 of the Charities Act 2011;
 - 6.4** To borrow money and to charge the whole or any part of the property belonging to the Society as security for repayment of the money borrowed or as security for a

grant or the discharge of an obligation. The Society must comply as appropriate with sections 124 to 126 of the Charities Act 2011 if it wishes to mortgage land;

- 6.5 To co-operate with other bodies and to exchange information and advice with them;
- 6.6 To establish or support any body formed for any of the charitable purposes included in the Objects;
- 6.7 To acquire or merge with any other Society;
- 6.8 To enter into any partnership or joint venture arrangement with any body;
- 6.9 To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 6.10 To employ and remunerate such staff or to engage such unpaid agents as are necessary for carrying out the work of the Society. The Society may employ or remunerate a Trustee only to the extent it is permitted to do so by Articles 7 to 19 and provided it complies with the conditions in those Articles;
- 6.11 To:
 - 6.11.1 deposit or invest funds;
 - 6.11.2 engage a Financial Expert as a professional fund manager and to delegate the management of investments to such a manager; and
 - 6.11.3 arrange for the investments or other property of the Society to be held in the name of a nominee;
- 6.12 To provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- 6.13 To enter into contracts to provide services; and
- 6.14 To establish or acquire subsidiary companies.

APPLICATION OF INCOME AND PROPERTY

- 7** The income and property of the Society shall be applied solely towards the promotion of the Objects.
- 8** A Trustee is entitled to be reimbursed from the property of the Society or may pay out of such property reasonable expenses properly incurred by him when acting on behalf of the Society.

- 9** A Trustee may benefit from trustee indemnity insurance cover purchased at the Society's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 10** A Trustee may receive an indemnity from the Society in the circumstances specified in Article 120.
- 11** None of the income or property of the Society may be paid or transferred directly or indirectly by way of a dividend bonus or otherwise by way of profit to any Member. This does not prevent a Member who is not also a Trustee receiving:
- 11.1 A benefit from the Society in the capacity of a beneficiary of the Society;
- 11.2 Reasonable and proper remuneration for any goods or services supplied to the Society.

TRUSTEES' BENEFITS

- 12** No Trustee or Connected Person may:
- 12.1 buy any goods or services from the Society on terms preferential to those applicable to members of the public;
- 12.2 sell goods, services, or any interest in land to the Society;
- 12.3 be employed by, or receive any remuneration from, the Society;
- 12.4 receive any other financial benefit from the Society, unless:
- 12.4.1 the payment is permitted by Articles 13 to 18; or
- 12.4.2 the Trustees obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes.
- 13** A Trustee or Connected Person may receive a benefit from the Society in the capacity of a beneficiary of the Society provided that a majority of the Trustees do not benefit in this way.
- 14** A Trustee or Connected Person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Society where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.
- 15** Subject to Article 19, a Trustee or Connected Person may provide the Society with goods that are not supplied in connection with the services provided to the Society by the Trustee or Connected Person.

- 16** A Trustee or Connected Person may receive interest on money lent to the Society at a reasonable rate.
- 17** A Trustee or Connected Person may receive rent for premises let by the Trustee or Connected Person to the Society if the amount of the rent and the other terms of the lease are reasonable and provided that the Trustee concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 18** A Trustee or Connected Person may take part in the normal trading and fundraising activities of the Society on the same terms as members of the public.
- 19** The Society and its Trustees may only rely on the authority provided by Article 15 if each of the following conditions is satisfied.
- 19.1 The amount or maximum amount of the payment for the goods is set out in an agreement in writing between:
- 19.1.1 the Society; and
- 19.1.2 the Trustee or Connected Person supplying the goods (“**the supplier**”) under which the supplier is to supply the goods in question to or on behalf of the Society.
- 19.2 The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- 19.3 The other Trustees are satisfied that it is in the best interests of the Society to contract with the supplier rather than with someone who is not a Trustee or Connected Person. In reaching that decision, the Trustees must balance the advantage of contracting with the Trustee or Connected Person against the disadvantages of doing so.
- 19.4 The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Society.
- 19.5 The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.
- 19.6 The reason for their decision is recorded by the Trustees in the minute book.
- 19.7 A majority of the Trustees then in office are not in receipt of remuneration or payments authorised by Article 12.

MEMBERS

- 20** Membership is open to individuals or organisations who:
- 20.1 apply to the Society in the form required by the Trustees; and
 - 20.2 are approved by the Trustees.
- 21** Membership is not transferable.
- 22** The Trustees must keep a Register in accordance with the Companies Acts.
- 23** The Trustees may establish different classes of membership with different rights and obligations and shall record the rights and obligations in the Register.
- 24** Membership is terminated if:
- 24.1 the Member dies or, if it is an organisation, ceases to exist;
 - 24.2 the Member resigns by written notice to the Society unless, after the resignation, there would be less than the number of Members required for a quorum at a General Meeting;
 - 24.3 any sum due from the Member to the Society is not paid in full within six months of it falling due; or
 - 24.4 the Trustees or a committee of them, after due enquiry, resolve that the interests of the Society so require.

FEES AND SUBSCRIPTIONS

- 25** The fees and subscriptions for the different categories of membership shall be such sums (if any) as shall be set by the Trustees and shall be due on the date or dates prescribed by the Trustees. The Trustees may set different rates for different classes of Members.
- 26** A Member who is in arrears with any fee or subscription due from him and who has been notified in writing by the Trustees shall cease to be a member in accordance with the Regulations and his name shall be removed from the Register of Members. The Trustees, if authorised to do so by the Regulations and in accordance with the terms therefore, may waive or lower the sum demanded.
- 27** A Member, who is in arrears with any fee or subscription or other sum due to him to the Society, shall not be entitled to exercise any voting rights and may have his other privileges of membership suspended in accordance with the Regulations.
- 28** Where any Member has ceased to be Member under Article 24, Regulations may prescribe circumstances in which such a person could be reinstated as a Member.

GENERAL MEETINGS

- 29** The Society shall hold an annual general meeting in every year, provided not more than 15 months shall elapse between the date of one annual general meeting and the next, which all Members are entitled to attend.
- 30** The Trustees, or the Chairman, may whenever they or he thinks fit call General Meetings and on the requisition of Members pursuant to the provisions of the Companies Acts shall proceed to convene a General Meeting in accordance with those provisions. If at any time there are not within the United Kingdom sufficient Trustees capable of acting to form a quorum any Trustee may call a General Meeting.

NOTICE OF GENERAL MEETINGS

- 31** A General Meeting shall be called by at least 14 clear days' notice.
- 32** A General Meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights at that meeting of all Members.
- 33** The notice shall contain a statement setting out the rights of Members to appoint a proxy under section 324 of the Companies Act 2006.
- 34** The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 35** No business shall be transacted at any General Meeting unless a quorum of Members is present. Unless the Articles otherwise provide, ten present in person or by proxy or by authorised corporate representative and entitled to vote on the business to be transacted shall be a quorum.
- 36** If, within half an hour from the time appointed for the holding of a General Meeting, a quorum is not present or if during a meeting a quorum ceases to be present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week (but if that day falls on a bank or public holiday, the meeting will be held on the first business day (excluding Saturdays and Sundays) after that holiday), at the same time and place, or to such day, time and place as the Chairman, or the Trustees, shall appoint, and if

at the adjourned meeting a quorum is not present within hour an hour from the time appointed for holding the meeting, the Members present in person or by proxy or by authorised corporate representative shall be a quorum.

- 37** The Chairman shall preside as chairman at every General Meeting of the Society or if he shall not be present within half an hour after the time appointed for holding the meeting, or shall be unwilling to preside, the Vice Chairman (if any) shall, if present and willing to act, preside as chairman failing which the Members present shall elect one of their number to be chairman of that meeting.
- 38** The chairman of any General Meeting may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.
- 39** When a General Meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise, it shall not be necessary to give any such notice.
- 40** At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- 40.1 by the chairman of the meeting; or
- 40.2 by at least two Members present in person or by proxy having the right to vote on the resolution; or
- 40.3 by a Member or Members present in person or by proxy representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.
- 41** Unless a poll is so demanded, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the General Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 42** The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

- 43** A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the General Meeting at which the poll is demanded.
- 44** No poll shall be demanded on the election of a chairman of a General Meeting or on a question of adjournment. A poll demanded on any other question shall be taken at such time and place as the chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent continuance of a General Meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the General Meeting shall continue as if the demand had not been made.
- 45** No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 46** A proposed written resolution of the Members pursuant to the Companies Act 2006 lapses if it is not passed before the end of the period of 60 days beginning with its circulation date (as defined in the said Act).
- 47** Any corporation which is a Member may, by resolution of its directors or other governing body, authorise any person to act as its representative at any General Meeting and such representative shall be entitled to exercise the same powers on behalf of the corporation which he represents as if he had been an individual Member including power when personally present to vote on a show of hands and to demand or concur in demanding a poll.

VOTES OF MEMBERS

- 48** Every Member shall have one vote (whether on a show of hands or on a poll) to be cast by the Member either personally or by proxy or by authorised corporate representative.
- 49** Members shall vote on the election of members of Council in accordance with Articles 64 and 77.
- 50** No objection shall be raised to the qualification of any voter except at the General Meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid for all purposes. Any objection

made in due time shall be referred to the chairman whose decision shall be final and conclusive.

- 51** Every Member shall be entitled to appoint another person as his proxy in accordance with the Companies Acts. A proxy does not need to be a Member.
- 52** Proxies may only be validly appointed by a notice in writing (a "**proxy notice**") which states the name and address of the Member appointing the proxy, identifies the person appointed as proxy and the General Meeting in relation to which he is appointed, is signed by or on behalf of the Member or authenticated in such manner as the Trustees may determine.
- 53** The Trustees may require proxy notices to be delivered in a particular form.
- 54** Proxy notices may specify how the proxy appointed under them is to vote (or to abstain from voting) on one or more resolutions.
- 55** Unless a proxy notice indicates otherwise, it must be treated as allowing the person appointed as proxy discretion as how to vote on any ancillary or procedural resolutions put to the meeting and appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.
- 56** The appointment of a proxy and any other authority under which it is executed may:
- 56.1 in the case of an instrument in writing be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Society in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- 56.2 in the case of an appointment contained in a communication in electronic form, where an address has been specified for the purpose of receiving communications in electronic form:
- 56.2.1 in the notice convening the meeting, or
- 56.2.2 in any instrument of proxy sent out by the Society in relation to the meeting, or
- 56.2.3 in any invitation contained in a communication in electronic form to appoint a proxy issued by the Society in relation to the meeting,
- it shall be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

56.3 in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

56.4 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman of the meeting;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

In this Article, “**address**”, in relation to communications in electronic form, includes any number or address used for the purposes of such communications.

In calculating the period mentioned in this Article no account shall be taken of any part of the day that is not a working day.

57 A Member who is entitled to attend, speak and vote at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Society by or on behalf of that Member. If such a Member attends the General Meeting in person his proxy appointment shall be automatically terminated.

58 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

59 An appointment under a proxy notice may be revoked by delivering the Society a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

60 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor’s behalf.

61 Any matter or thing which may under these Articles be dealt with by ordinary resolution and is not required by law to be dealt with in general meeting may, if the Trustees so resolves, be determined by a postal ballot in accordance with rules made by the Trustees.

THE COUNCIL

62 There shall be a Council of the Society which shall consist of:-

62.1 the President;

62.2 the President-Elect;

62.3 the Honorary Show Director; and

62.4 until otherwise determined by the Society in General Meeting;

62.4.1 not more than 27 elected members; and

62.4.2 not more than 20 co-opted members; and

62.4.3 not more than 2 members nominated by Harrogate Borough Council; and

62.4.4 not more than 1 nominated by North Yorkshire County Council.

The number of elected members shall at all times exceed the number of ex-officio, co-opted and nominated members.

63 The Council shall form an advisory body to the Society and shall have the power to elect Trustees from their number in accordance with Article 79.1.

64 The elected members of the Council shall be elected from among the Members by the Members (either passed at a general meeting or by way of ballot in accordance with rules made by the Trustees) but no person appointed to any office of the Society in respect of which he is paid by salary or fees or remunerated by any benefit in money or money's worth from the Society shall be eligible to be elected as a Trustee.

65 Of the 27 elected members:-

65.1 12 shall be elected by those Members whose Relevant Area for voting purposes is North Yorkshire,

65.2 6 shall be elected by those Members whose Relevant Area for voting purposes is West Yorkshire,

65.3 3 shall be elected by those Members whose Relevant Area for voting purposes is South Yorkshire; and

65.4 6 shall be elected by those Members whose Relevant Area for voting purposes shall be East Yorkshire.

The provisions of Article 77 shall apply to determine each Member's Relevant Area.

66 No elected member may be elected to be a member of the Council unless a nomination made in writing by a Member and supported by another proposing such

Member for election as aforesaid shall have been received by the Secretary not less than 50 clear days before the date of the relevant annual general meeting.

67 The Secretary shall notify all Members of the names and addresses of the candidates for election to the Council with the notice of the relevant annual general meeting.

68 At the annual general meeting in every year, one-third (or, if their number is not a multiple of three, the number of nearest to but not exceeding one third) of the members of the Council for the time being representing each of the Relevant Areas shall retire from office.

69 The elected members of the Council to retire in every year shall be those who, as amongst those representing each Relevant Area, have been longest in office since their last election but, as between persons, who became members of the Council on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot in respect of each of the Relevant Areas. A retiring member of the Council shall be eligible for re-election.

70

70.1 On an election, the candidate or candidates to be elected to represent any Relevant Area shall be the candidate or candidates standing for election to represent that Relevant Area for whom the most votes shall be cast.

70.2 If, at an election,

70.2.1 an equal number of votes is cast for two or more candidates standing for election to represent a Relevant Area; and

70.2.2 the number of such candidates getting an equal number of votes exceeds the number of vacancies still to be filled to represent that Relevant Area,

those candidates to be elected shall be determined by lot.

71 The Council shall have the power at any time and from time to time to appoint any Member to be an elected member of the Council to fill a casual vacancy in the number of elected members of Council. An elected member of the Council appointed to fill a casual vacancy as aforesaid shall hold office for the remainder of such period as the member of the Council in whose place he was appointed would have continued to hold office before next retiring in accordance with these Articles. Any member of the Council appointed under this Article shall be eligible for re-election.

- 72** The Society may by ordinary resolution of which notice has been given in accordance with the Companies Acts remove any member of the Council before the expiration of his period of office notwithstanding anything in these Articles.
- 73** The Society may by ordinary resolution appoint another person in place of a member of the Council (other than a member nominated by Harrogate Borough Council or North Yorkshire County Council) removed from office under Article 72. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a member of the Council on the day on which the member of the Council in whose place he is appointed was last elected to be a member of the Council.
- 74** Co-opted members of the Council shall be appointed by the Trustees and shall serve for up to three years following the date of their co-option and the Trustees have the power to re-appoint a co-opted member of the Council for a further term or terms. No individual may be co-opted a member of the Council if as a result of such election the number of ex-officio, co-opted and nominated members shall be equal to or exceed the number of elected members.
- 75** The members of Council nominated by Harrogate Borough Council or North Yorkshire County Council shall be appointed by notice in writing addressed to the Society and shall hold office until they or either of them shall vacate office under Articles 69 or 85 or be removed by notice in writing given by Harrogate Borough Council or North Yorkshire County Council to the Society. The said Councils may by like notice appoint a person to be a member of the Council in place of any person who vacates office or is removed as aforesaid. Any such appointment under this Article shall be subject to the person so appointed signing a consent to act as a member of the Council in the form from time to time required by the Trustees.
- 76** Meetings of the Council shall be chaired by the President of the Society. The Council shall meet at least three times per calendar year for purposes to include:-
- 76.1 to receive a report from the Trustees on plans for the coming year;
- 76.2 to review the previous year, including the Great Yorkshire Show;
- 76.3 to consider and comment upon the longer term strategy of the Society;
- 76.4 to approve representation on behalf of the Society by Council members on other organisations' ruling bodies; and
- 76.5 to approve the appointment of the President and President-Elect.

VOTES FOR ELECTION OF COUNCIL MEMBERS

77

- 77.1 Subject to the provisions of the Articles, the procedure for the election of members of the Council shall be set out in rules made by the Trustees.
- 77.2 Upon a vote for the election of a member(s) of the Council, a Member may vote only for the candidate or candidates who are proposed for election to represent the Relevant Area for which he has the right to vote as determined by Articles 77.4 to 77.7.
- 77.3 A Relevant Area is North Yorkshire or West Yorkshire or South Yorkshire or East Yorkshire and with such variations to the boundaries thereof as the Council may resolve from time to time.
- 77.4 A Member who resides in a Relevant Area may vote only for candidates proposed for election as Council members to represent the Relevant Area where he resides.
- 77.5 A Member who does not reside in a Relevant Area but owns agricultural or forestry land in a Relevant Area may vote only for candidates to represent the Relevant Area where he owns agricultural or forestry land.
- 77.6 A Member who does not reside in a Relevant Area but owns such land in more than one Relevant Area must elect the Relevant Area for which candidates he will vote.
- 77.7 A Member who does not reside or own such land in any Relevant Area must elect the Relevant Area for which candidates he will vote.

TRUSTEES

- 78** A Trustee must be a natural person aged 16 years or older and no one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Article 85.
- 79** The number of Trustees shall not be less than three nor more than eleven. The Trustees shall consist of:-
- 79.1 Not more than 7 members of the Council, who shall be elected by the Council from amongst their number in accordance with rules made by the Trustees;
- 79.2 The Honorary Show Director who shall be a Trustee ex officio; and
- 79.3 Not more than 3 co-opted Trustees.
- 80** Co-opted Trustees shall be appointed by the Trustees for a term of office of three years in accordance with Article 82.

- 81** The Trustees shall have power at any time and from time to time to appoint any individual as a Trustee to fill a casual vacancy. A Trustee appointed to fill a casual vacancy shall hold office for the remainder of such period as the Trustee in whose place he was appointed would have continued to hold office before next retiring in accordance with these Articles. Any Trustee appointed under this Article shall be eligible for re-election.
- 82** Other than the Honorary Show Director, Trustees shall be appointed for a term of office of three years. A retiring Trustee who remains qualified may be reappointed for a further two terms of office. Subject to Article 86, after serving three terms of office, a Trustee must stand down and shall not be eligible for re-election or co-option for at least one year.
- 83** A person shall not be entitled to act as a Trustee, whether on a first or any subsequent entry into office, until he has signed a declaration of acceptance and willingness to act in accordance with the Articles.

POWERS AND DUTIES OF THE TRUSTEES

- 84** Subject to the provisions of the Companies Acts and the Articles, the business of the Society shall be managed by the Trustees who may exercise all the powers of the Society. No alteration of the Articles shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of the Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.

DISQUALIFICATION, REMOVAL AND RESIGNATION OF TRUSTEES

- 85** The office of a Trustee shall be vacated if:
- 85.1** (except in the case of the President, President-Elect, Honorary Show Director and Members nominated by Harrogate Borough Council or North Yorkshire County Council) he ceases to be a Member;
- 85.2** he ceases to be a member of the Council (but such person may be reinstated by resolution passed by all the other Trustees on resuming membership of the Council before the next annual general meeting or may be co-opted by all the other Trustees subject to Articles 74 and 79);
- 85.3** he is a co-opted Trustee and is removed by a resolution of the other Trustees;

- 85.4 he dies or becomes subject to a bankruptcy order or interim order or he makes any arrangement or composition with his creditors;
- 85.5 he is suffering from mental disorder and either is admitted to hospital in pursuance of an application for admission for treatment under any statute for the time being in force relating to mental disorder or an order is made in relation to his personal welfare or property and affairs under legislation relating to mental health or mental capacity;
- 85.6 by notice in writing to the Society he resigns his office (but only if the number of Trustees necessary for a quorum at a Trustees' meeting will remain in office when the notice of resignation is to take effect);
- 85.7 he is disqualified from acting as a trustee under any statute or ceases to hold office by virtue of any provision of the Companies Acts or is prohibited by law from holding office;
- 85.8 he has been convicted of any criminal offence, except where the maximum sentence for that offence is a fine;
- 85.9 he absents himself from the meetings of the Trustees during a continuous period of six months without special leave of absence from the Trustees and they pass a resolution that he has by reason of such absence vacated office;
- 85.10 he is removed from office by a resolution of the Members duly passed pursuant to section 168 of the Companies Act 2006;
- 85.11 he is directly or indirectly interested in any proposed or actual transaction or arrangement with the Society and fails to declare the nature and extent of his interest as required by section 177 of the Companies Act 2006; or
- 85.12 the other Trustees resolve that the interests of the Society so require.

CHAIRMAN AND VICE CHAIRMAN

- 86** The Trustees may elect from their number a Chairman and Vice Chairman and may determine for what period they are to hold office. A retiring Chairman and Vice Chairman may be re-elected. Where a Chairman has served their maximum term of office as a Trustee in accordance with Article 82, they shall be eligible to serve for one additional term of three years whilst they remain as Chairman. A retiring Chairman can, if resolved by the Trustees, continue to serve as a Trustee until the next annual general meeting or to the end of his period as a Trustee.

PROCEEDINGS OF THE TRUSTEES

- 87** Subject to the Articles, the Trustees may regulate their proceedings as they think fit.
- 88** Unless otherwise resolved by the Trustees, the Trustees shall meet at least four times each Year.
- 89** The Chairman or Vice Chairman of the Trustees may, and on the request of two Trustees shall, at any time call a meeting of the Trustees.
- 90** The quorum necessary for the transaction of business of the Trustees shall be three Trustees. Questions arising at any Trustees' meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.
- 91** The Chairman shall be entitled to preside at all meetings of the Trustees. If there shall be no Chairman or if at any meeting he is unwilling to do so or is not present within five minutes after the time appointed for holding the meeting, the Vice Chairman shall act as chairman of the meeting and if no Vice Chairman is elected or if at any meeting he is unwilling to do so or is not present within five minutes after the time appointed for holding the meeting, the Trustees present shall choose one of their number to be chairman of the meeting.
- 92** Any of the Trustees, or any committee of the Trustees, can take part in a Trustees meeting or committee meeting by way of a:
- 92.1 video conference or telephone or similar equipment designed to allow everybody to take part in the meeting; or
- 92.2 series of video conferences or conference telephone calls from the Chairman.
- Taking part in this way will be treated as being present at the meeting. A meeting which takes place by a series of video conferences or telephone calls from the Chairman will be treated as taking place where the Chairman is. Otherwise, meetings will be treated as taking place where the largest group of the participants are or, if there is no such group, where the chairman of the meeting is, unless the Trustees decide otherwise.
- 93** The Trustees for the time being may act notwithstanding any vacancy in their body but if and so long as their number is less than the number fixed as the quorum it shall be lawful for them to act for the purpose of filling up vacancies in their body or of calling a General Meeting but not for any other purpose.

94 All acts bona fide done by any meeting of the Trustees, or of any committee of the Trustees, or by any person acting as a Trustee, shall be valid notwithstanding the participation in any vote of a Trustee:-

94.1 who was disqualified from holding office;

94.2 who had previously retired or who had been obliged by the Articles to vacate office;

94.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise

if without the vote of that Trustee and that Trustee being counted in the quorum, the decision has been made by a majority of the Trustees at a quorate meeting.

95 Article 94 does not permit a Trustee or a Connected Person to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of the Trustees if, but for Article 94, the resolution would have been void, or if the Trustee has not complied with Article 97.

96 A resolution in writing signed or approved by all the Trustees or all the members of any committee of the Trustees entitled to vote on the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or of such committee duly convened and held. The resolution may consist of more than one document in the same form each signed or approved by one or more persons.

DECLARATION OF TRUSTEES' INTERESTS

97 A Trustee must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared. A Trustee must absent himself from any discussions of the Trustees in which it is possible that a conflict will arise between his duty to act solely in the interests of the Society and any personal interest (including but not limited to any personal financial interest).

CONFLICTS OF INTEREST

98 If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply:

- 98.1 the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- 98.2 the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting; and
- 98.3 the unconflicted Trustees consider it is in the interests of the Society to authorise the conflict of interests in the circumstances applying.

In this Article, a conflict of interest arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Trustee or to a Connected Person.

COMMITTEES

- 99** The Trustees may appoint one or more committees consisting of three or more persons appointed by them at least one of whom must be a Trustee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Trustees would be more conveniently undertaken or carried out by a committee, provided that all acts and proceedings of any such committees shall be fully and promptly reported to the Trustees.
- 100** Any committee of the Trustees may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business provided always that the quorum shall never be less than three members of the body concerned.
- 101** The members of the Council may appoint any of their number to be an advisory committee or working group and any advisory committee or working group shall conform to any regulations that may be imposed on it by the Council. Any such advisory committee or working group shall have power to co-opt additional members who need not be Trustees, members of the Council or Members but it shall have no power to bind or do any act, deed or thing on behalf of the Trustees or the Society and its only function shall be to advise and make recommendations to the Trustees or Council in respect of those matters put before it by the Trustees or Council for advice.

HONORARY OFFICERS

- 102** There shall be a President and President-Elect of the Society. The appointment of President shall be approved by the members of the Council upon the recommendation of the Trustees one year in advance of taking up office and during

that year shall hold office as the President-Elect from the conclusion of the Annual Show following the date of his election to the conclusion of the next following Annual Show. Thereafter he shall hold office as President for one year. For the purpose of this Article, a year means the period from the end of one Annual Show to the end of the next Annual Show of the Society. The President and President-Elect may be Members but otherwise shall not become such by reason of their election.

- 103** There may be Honorary Life Vice-Presidents of the Society who shall be elected from time to time by the members of the Council and who shall thereafter hold office for life or until retirement or termination of Membership under Article 24. Honorary Life Vice-Presidents shall become Members by reason of their election, if they are not already Members.
- 104** There shall be an Honorary Show Director to oversee the direction of the Great Yorkshire Show and to act as a link between Show committees and stewards to the Trustees and Council. The Honorary Show Director shall be appointed by the Trustees as an ex officio Trustee and member of the Council and who shall hold office until determined by the Trustees or by retirement. The Honorary Show Director shall become a Member by reason only of his appointment, if he is not already a Member.
- 105** There may be other honorary officers of the Society, if the Council so resolves, who shall be elected by the Council and who shall hold office for one year from the meeting at which they were appointed to include the Scrutineer, the Honorary Chaplain and the Honorary Veterinary Surgeon.
- 106** Such offices shall be honorary offices, carrying no executive duties or responsibilities and no voting powers unless they are also a Trustee, a Member or a member of Council.

MINUTES

- 107** The Trustees must keep minutes of all:
- 107.1 Appointments of Trustees and officers made by the Trustees;
- 107.2 Proceedings at General Meetings of the Society;
- 107.3 Meetings of the Trustees and committees of the Trustees including;
- 107.3.1 the names of the persons present at the meeting;
- 107.3.2 the decisions made at the meetings; and
- 107.3.3 where appropriate the reasons for the decisions.

108 Any minutes of any meeting, if purporting to be signed by the chairman of that meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without further proof of the facts stated in such minutes.

REGULATIONS

109 The Trustees may from time to time make such reasonable and proper regulations as they may deem necessary or expedient for the proper conduct and management of the Society and may add to, repeal or vary any such regulations. All regulations so made and for the time being in force shall be binding on all Members and the Trustees shall adopt such means as they think fit to bring such regulations to the notice of Members. Regulations may concern the following subjects:

109.1 the procedure at General Meetings and meetings of the Trustees and its committees insofar as such procedure is not regulated by the Articles;

109.2 the conduct of Members in relation to one another, and to the Society's employees and volunteers;

109.3 any other subjects which the Articles provide may be covered by Regulations;

109.4 generally all such matters as are commonly the subject of company rules or bye-laws PROVIDED that no regulation shall contravene any of the provisions of the Articles or the Companies Acts.

ACCOUNTS

110 The Trustees shall comply with the requirements of the Companies Acts as to keeping accounting records, the audit or examination of annual accounts and the preparation and submission to the Registrar of Companies and the Charity Commission of annual accounts.

ANNUAL REPORT

111 The Trustees shall comply with their obligations under the Charities Act 2011 with regard to the preparation of any annual report and its transmission to the Charity Commission.

ANNUAL RETURN

112 The Trustees shall comply with their obligations under the Charities Act 2011 with regard to the preparation of any annual return and its transmission to the Charity Commission.

NOTICES

- 113** Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Trustees or of any of its committees) shall be in writing to the Address for the time being notified for that purpose to the person giving the notice.
- 114** The Society may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his Address or by leaving it at that Address or by giving it in electronic form to an Address for the time being notified to the Society by the Member.
- 115** Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic form was sent shall be conclusive where the Society can show that it was properly addressed and sent in accordance with section 1147 Companies Act 2006. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic form, at the expiration of 48 hours after the time it was sent.
- 116** Notwithstanding any other provisions of the Articles, the Society may send or supply any document or information to Members that is required or authorised to be sent or supplied by the Society under the Companies Acts or the Companies Act 2006 ("2006 Act") or pursuant to the Articles or the Regulations by making it available on a website to Members. The relevant provisions of the 2006 Act, which apply when documents sent under the Companies Acts or the 2006 Act are made available on a website, shall (with any necessary changes) also apply when any document or information is sent or supplied under the Articles or Regulations to Members.

DISPUTES

- 117** If a dispute arises between the Members about the validity or propriety of anything done by the Members under the Articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

DISSOLUTION

118 The Members may at any time before, and in expectation of, its dissolution resolve that any net assets of the Society after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Society be applied or transferred in any of the following ways:

118.1 directly for the Objects;

118.2 to any charity or charities with purposes similar to the Objects; or

118.3 to any charity or charities for use for particular purposes that fall within the Objects.

119 In no circumstances shall the net assets of the Society be paid to or distributed among the Members (except to a Member that is itself a charity) and if no resolution in accordance with Article 118 is passed by the Members the net assets of the Society shall be applied for charitable purposes as directed by the Court or the Charity Commission.

INDEMNITY

120 The Society may indemnify a Trustee or former Trustee against any liability incurred by him in that capacity to the extent permitted by sections 232 to 234 of the Companies Act 2006.