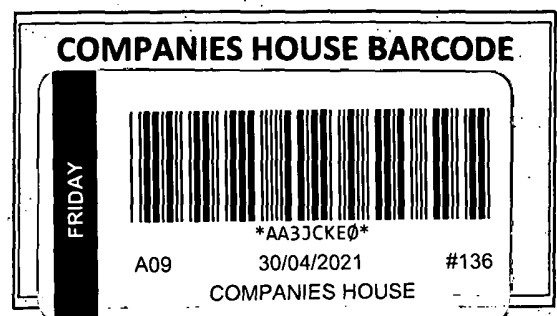


SEPARATOR SHEET



THE COMPANIES ACTS 1985 TO 1989
COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
DEVON COUNTY AGRICULTURAL ASSOCIATION

GENERAL

(as amended by special resolution dated 19th January 2018)

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

Words	Meanings
The Act	The Companies Act 1985 (as amended)
The Statutes	The Companies Acts 1985 to 1989, and every other Act for the time being in force concerning joint stock companies and affecting the Company
These presents	These Articles of Association and the regulations of the Association from time to time in force.
The Association	The above-named Company
The Board of Management	The board of management for the time being of the Association appointed pursuant to Article 53
The Council	The Council of Management for the time being of the Association
Co-opted Members of the Council	the non-voting members of the Council appointed by the Council under Article 35.
Elected Members of the Council	the members of the Council other than (i) the Officers (ii) Co-opted Members of the Council
Subscribers	the subscribers to the Memorandum of Association
the Former Association	the unincorporated association formed 5th January 1872 and known as The Devon County Agricultural Association

the Formation Date	the date of incorporation of the Association
Former Member	any person who was on the Formation Date a Member of the Former Association
Former Vice President	any person who was on the Formation Date a Vice President of the Former Association
Former Life Members	any Former Member who has paid to the Former Association a subscription constituting him a Member for life.
Former Life Vice President	any Former Vice President who had paid to the Former Association a subscription constituting him a Vice President for life
Junior Member	any person who shall have been admitted to membership of the Association as a Junior Member in accordance with the provisions of Article 4
Ordinary Member	any person who shall either have: (i) subscribed the Memorandum of Association as an Ordinary Member; or (ii) been admitted to membership of the Association as an Ordinary Member in accordance with the provisions of Article 4
Vice President	any person who shall either have: (i) subscribed the Memorandum of Association as a Vice President (ii) been admitted to membership of the Association as a Vice President in accordance with the provisions of Article 4
the relative Current Annual Subscription	the sums from time to time determined by the Council under Article 4(c)
the relative Current Life Subscription	the sums from time to time determined by the Council under Article 4(d)
the Office	the registered office of the Association
the Seal	the common seal of the Association
the United Kingdom	Great Britain and Northern Ireland
Month	Calendar month

The Council shall from time to time determine such sum as shall be payable by each class of member to compound any obligation otherwise arising in respect of the relative Current Annual Subscription.

(e) Application for Membership

- (i) Any person who desires to become a member of the Association shall complete a written application form approved by the Council and shall return such form to the Secretary. Such application shall specify whether the Applicant wishes to become an Ordinary Member or a Vice President or a Junior Member of the Association and shall, in each case (save where the Applicant is a Former Life Member or Former Life Vice President respectively) be accompanied by payment of either the relative Current Annual Subscription or the Relative Current Life Subscription (as the case may be).
- (ii) Persons shall be eligible to apply to become a Junior Member (and subject to these articles of association to continue to be a Junior Member) if they are at the date of application or date of renewal of membership (as the case may be) at least 18 years of age and less than 26 years of age.

(f) Registration

Save as hereinafter provided, each such application shall be considered by the Council who shall accept or refuse the same as they in their discretion shall think fit and the Council shall not be obliged to give any reason therefore. The name and address of each successful applicant shall be entered by the Secretary in the Register of Members of the Association as an Ordinary Member or a Vice President or a Junior Member as the case may be.

(g) Payment of Current Annual Subscriptions

On the 1st day of October in every calendar year next occurring after his admission to membership every Ordinary Member Junior Member and Vice President shall pay to the Association a sum equal to the relative Current Annual Subscription unless such Ordinary Member Junior Member or Vice President shall either:

- (i) have previously paid the relative Current Life Subscription at the rate for the time being prevailing at the time of such payment;
- (ii) be a Former Life Member or Former Life Vice President (as the case may be); or
- (iii) have been admitted to the Association as an Honorary Life Member or Honorary Life Vice President as hereinafter provided, in which event no further payment in respect of the relative Current Annual Subscription shall be required.

(h) Subscribers

Subscribers who have subscribed the Memorandum as Ordinary Members or Vice Presidents respectively shall thereby become bound to pay to the Association a sum equal to the relative Current Annual Subscription unless such Subscriber as an Ordinary Member or Vice President shall either:

- (i) elect to pay the relative Current Life Subscription; or
- (ii) be a Former Life Member or Former Life Vice President (as the case may be) in which event no payment shall be required.

(i) **Honorary Life Members**

- (i) The Council may from time to time invite any person whom it thinks fit to become an Honorary Life Member of the Association. Such invitation shall be conveyed to such person in writing by the Secretary and upon receipt by the Secretary such person's acceptance of the invitation and consent to become a member of the Association his name shall be entered in the Register of Members as an Honorary Life Member. Neither the Current Life Subscription nor the Current Annual Subscription relative to Ordinary members or Vice Presidents shall be payable by an Honorary Life Member.
- (ii) Notwithstanding that he shall be referred to as an Honorary Life Member and save as set out in (i) above, any such person so appointed after the date of adoption of these Articles shall enjoy the rights and privileges and be subject to the restrictions and limitations of an Ordinary Member.

(j) **Corporate Members**

Any corporation or unincorporated association admitted to membership of the Association shall by resolution of its directors or other governing body delivered to the Secretary at the registered office nominate such person as it thinks fit to act as its representative at any meeting of the Association and save as provided by Section 375 of the Act to exercise all the rights and privileges attached to such membership of such corporation or unincorporated association to the exclusion of any other person and the name of such person shall be entered in the Register of Members against the name of such corporation or unincorporated association which may, by like resolution and notice, nominate some other person in place of the preceding nominee.

(k) **Honorary Life Vice President**

- (i) The Council may from time to time invite any person who it thinks fit to become an Honorary Life Vice President of the Association. Such invitation shall be conveyed to such person in writing by the Secretary and upon receipt by the Secretary of such person's acceptance of the invitation and consent to become a member of the Association his name shall be entered into the Register of Members as an Honorary Life Vice President. Neither the Current Life Subscription nor the

Current Annual Subscription relative to Ordinary Members or Vice Presidents shall be payable by an Honorary Life Vice President.

- (ii) Notwithstanding that he shall be referred to as an Honorary Life Vice President and save as set out in (i) above, such person shall enjoy the rights and privileges and be subject to the restrictions and limitations of a Vice President.

5. Cesser of Membership

A member shall cease to be a member upon the occurrence of any one or more of the following events, whereupon the Secretary shall forthwith remove his name from the Register of Members:

- (a) death of the member;
- (b) receipt of written notice by the Secretary of the resignation of the member signed by him;
- (c) failure by such member to pay the relative Current Annual Subscription within ninety days of the same becoming payable, and the Council having thereafter resolved by a simple majority to terminate his membership;
- (d) the passing of a resolution for his removal under Article 6,

but in no such event shall any subscription monies paid by him be repayable.

6. Removal of Membership

- (a) The Council may at any time convene a meeting of the Council on not less than twenty-one days' written notice to all members of the Council and the member of the Association concerned for the purpose of considering and, if thought fit, passing by a majority of not less than two-thirds of the members of the Council attending and voting thereon, a resolution to remove as a member of the Association the person whose conduct the Council shall consider to be derogatory to the character or prejudicial to the best interests of the Association.
- (b) The quorum at any such meeting shall be fifteen exclusive of the member whose removal is in question if he is a Member of the Council.
- (c) The member whose removal is in question:
 - (i) shall be entitled to be represented by not more than two persons of whom one may address the meeting prior to the resolution being put;
 - (ii) shall be sent, not less than twenty-one days before the Meeting written particulars of the conduct under consideration together with a copy of any Report prepared for the Council in connection therewith.

- (d) In the event of such resolution being passed the name of such member shall be removed from the Register of Members and he shall thereupon cease to be a member of the Association.

GENERAL MEETINGS

7. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding the last preceding Annual General Meeting.
8. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
9. The council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 368 of the Act.
10. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Statutes entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Statutes in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.
11. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

12. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of the Auditors.
13. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided fifteen Members (whether Ordinary Members, Junior Members, or Vice Presidents) personally present shall be a quorum.

14. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not 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, at the same time and place, or at such other place as the Council may determine.
15. If at any General Meeting no person entitled to preside shall be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside.
16. The Chairman 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 have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
17. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least five members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting 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 minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
18. Subject to the provisions of Article 19, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
19. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.
20. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting shall be entitled to a second casting vote.
21. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
22. Subject to the provisions of the Statutes a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives)

shall be as valid and effective as if the same had been passed at a General Meeting of the Association duly convened and held.

VOTES OF MEMBERS

23. Subject as hereinafter provided, every member shall have one vote whether he is an Ordinary Member, a Junior Member, or a Vice President.
24. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.
25. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote. A proxy must be a member of the Association.
26. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under then hand of some officer duly authorised in that behalf.
27. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
28. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
29. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit

"I
"of
"an Ordinary Member/Junior Member/Vice President of [name]
"hereby appoint
"of
"and failing him
"of
"to vote for me and on my behalf at the [Annual

"or Extraordinary, or Adjourned, as the case may be]
"General Meeting of the Association to be held on
"the day of and at every adjournment
"thereof.
"As witness my hand this day of 20[]."

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

OFFICERS

30. The Association shall have the following Officers:

- (i) the President
- (ii) the President-Elect
- (iii) the Chairman
- (iv) the Vice-Chairman
- (v) the Treasurer
- (vi) the Honorary Show Director

(a) President

The President shall assume office as President for the forthcoming year automatically on the conclusion (by reason only of effluxion of time) of his office as President-Elect to hold office as President until the conclusion of the next Annual General Meeting. The President shall be entitled to preside as Chairman at any Annual General Meeting of the Association held during his term of office at which he shall be present. The members of the Association may at any time by Ordinary Resolution determine the appointment of any person as President in which event or, in the case of a vacancy arising in such office for any other reason, the President Elect shall automatically succeed to such vacated office which he shall continue to hold (unless such office is determined by the members of the Association by Ordinary Resolution) until the conclusion of the second Annual General Meeting next succeeding.

(b) President-Elect

The President-Elect shall be elected for the forthcoming year from amongst the members of the Association at the Annual General Meeting to hold office until the conclusion of the next Annual General Meeting, whereupon he shall automatically assume office as President in accordance with sub-clause (a) of this Article. The members of the Association may at any time determine the appointment of any person as President-Elect or fill any vacancy arising in such office and in either case, appoint some other person in his place who shall (subject as aforesaid) vacate office and assume office as President at the same time as the person in whose place he was appointed.

(c) Chairman

The Chairman shall be elected for the forthcoming year from amongst the members of the Association by the Council at its first meeting held after the

Annual General Meeting to hold office until the conclusion of the first meeting of the Council held after the conclusion of the next Annual General Meeting. Any person may be re-elected as Chairman provided that he shall not hold such office for more than seven successive years. The Chairman shall be entitled to preside as Chairman of all meetings of the Association at which he shall be present, save in the case of the Annual General Meeting at which the President (if present) shall be entitled to preside. The Council may at any time determine the appointment of any person as Chairman or fill any vacancy arising in such office and in either case appoint some other person in his place. In default of such appointment such vacancy shall be filled automatically by the Vice-Chairman. Any person appointed to or filling the vacancy arising in the office of Chairman shall (subject as aforesaid) vacate office at the same time as the person in whose place he was appointed.

(d) Vice-Chairman

The Vice-Chairman shall be elected for the forthcoming year from amongst the members of the Association by the Council at its first meeting held after the Annual General Meeting to hold office until the conclusion of the first meeting of the Council held after the conclusion of the next Annual General Meeting. Any person may be re-selected Vice-Chairman provided that he shall not hold such office for more than seven successive years. The Vice-Chairman shall in the absence of the Chairman be entitled to preside as Chairman at all meetings of the Association at which he shall be present at which the Chairman would (if present) have been entitled to preside. The Council may at any time determine the appointment of any person as Vice-Chairman or fill any vacancy arising in such office and in either case, appoint some other person in his place who shall (subject as aforesaid) vacate office at the same time as the person in whose place he was appointed.

(e) Treasurer

The Treasurer shall be elected for the forthcoming year from amongst the members of the Association by the Council at its first meeting held after the Annual General Meeting to hold office until the conclusion of the next Annual General Meeting. The Treasurer shall perform such duties for and on behalf of the Association as the Council shall from time to time determine. The Council may at any time determine the appointment of any person as Treasurer or fill any vacancy arising in such office and in either case, appoint some other person in his place who shall (subject as aforesaid) vacate office at the same time as the person in whose place he was appointed.

(f) Honorary Show Director

The Honorary Show Director shall be elected for the forthcoming year from amongst the members of the Association by the Council at its first meeting held after the Devon County Show to hold office until the conclusion of the next Devon County Show. The Honorary Show Director shall perform such duties for and on behalf of the Association as the Council shall from time to time determine. The Council may at any time determine the appointment of any person as Honorary Show Director or fill any vacancy arising in such

office and in either case, appoint some other person in his place who shall (subject as aforesaid) vacate office at the same time as the person in whose place he was appointed.

- (g) Each of the officers shall ex officio be a member of the Council but shall not while retaining such office retire by rotation as members of the Council or be counted as such members for the purposes of any calculation in connection therewith.

COUNCIL OF MANAGEMENT

31. The number of the members of the Council (inclusive of the Officers and Co-Opted Members of the Council) shall not be less than 40, and there shall be no more than 100 voting members of the Council (including Officers) and no more than 30 non-voting Co-Opted Members of the Council.
32. The Council may (subject to the limits imposed by Article 31) from time to time and at any time appoint any member of the Association whether or not he has attained the age of seventy as a member of the Council, either to fill a casual vacancy or by way of addition to the Council. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election, but shall not be taken into account in determining the members of the Council who are to retire at such meeting.
33. Save in respect of Co-Opted Members of the Council, no person who is not an Ordinary Member or a Junior Member of the Association shall in any circumstances be eligible to hold office as a member of the Council.
34. Only those elected members of the Council entitled to vote at meetings of the Council shall be the directors of the Company for the purposes of the Act and the trustees of the Association for the purposes of the Charities Act 1993.

CO-OPTED MEMBERS OF THE COUNCIL

35. The Council may from time to time and at any time appoint a person (who may or may not be a member of the Association) to be a Co-Opted Member of the Council who shall be entitled to attend and speak at all meetings of the council but not to vote or be counted in the quorum thereat. Any member so appointed shall retain his office only until the next Annual General Meeting but shall not be taken into account in determining the members of the Council who are to retire at such meeting. Any such Co-Opted Member of the Council shall be a representative of an organisation approved in advance annually by the Council and ratified by the Association at the Annual General Meeting, and which has been invited by the Council to nominate a representative.

POWERS OF THE COUNCIL

36. The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit and may exercise all such powers of the Association, and do on behalf of the Association all such acts as

may be exercised and done by the Association, and as are not by the Statutes or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Statutes and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting; but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made. Without prejudice to the generality of the foregoing the Council may:-

- (i) make and publish regulations concerning the administration and operation of shows held under the auspices of the Association and may alter, add to, vary or abrogate such regulations as the Council shall think fit;
 - (ii) afford to each or either class of its members special rights and privileges and subject each or either class of its members to special restrictions or limitations in connection with their participation in or attendance at shows held under the auspices of the Association and may alter, add to, vary or abrogate any such rights, privileges, restrictions or limitations as the Council shall think fit.
37. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY

38. Subject to Section 10 of the Act the Secretary shall be appointed by the Council for such time at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 283 and 284 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

CHIEF EXECUTIVE

39. The Council shall appoint for such time and upon such conditions as they may think fit a person other than a member of the Council as Chief Executive who, subject to such restrictions as the Council may from time to time impose upon him, shall be invested with the management of the business and affairs of the Association and (without prejudice to the generality of the foregoing) shall have powers to appoint and dismiss managers, clerks and servants and to enter into any contracts on behalf of the Association in the ordinary course of business and to do all other acts and things in the ordinary course of the business of the Association consistent with his position as Chief Executive which he may consider necessary or conducive to the interests of the Association. The Chief Executive shall not be a member of the Council but shall be

entitled to attend and speak at all meetings of the Council but not to vote or be counted in the quorum thereat. The Chief Executive shall be eligible to be appointed Secretary under the provisions of Article 38.

THE SEAL

40. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

41. The office of a member of the Council shall be vacated:
- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
 - ~~(B) If he is absent from four consecutive meetings of the Council.~~
 - (C) If he becomes of unsound mind.
 - (D) If (except in the case of Co-Opted Members of the Council) he ceases to be a member of the Association.
 - (E) If by notice in writing to the Association he resigns his office.
 - (F) If he ceases to hold office by reason of the order made under the Company Directors Disqualification Act 1986 or is disqualified pursuant to section 72(4) of the Charities Act 1993
 - (G) If he is removed from office by a resolution duly passed pursuant to Section 303 of the Act.

provided always that a member of the Council so disqualified shall not be prevented from standing for election to the Council in accordance with Article 44 if the relevant disqualifying event ceases to apply.

ROTATION OF MEMBERS OF THE COUNCIL

42. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the members of the Council for the time being or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.
43. The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last

election or appointment. A retiring member of the Council shall be eligible for re-election.

44. Subject to the limitations imposed by Article 31, the Association may, at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.
45. No person not being a member of the Council retiring at the meeting shall, unless recommended by the council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.
46. The Association may from time to time in General Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.
47. In addition and without prejudice to the provisions of Section 303 of the Act, the Association may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may subject to the limitations imposed by Article 31 by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.
48. Any elected member of the Council standing for re-election and any other person not currently a member of the Council proposed for election to the Council must as a condition of their election and prior to their being able to attend at any meeting of the Council sign a declaration in a form approved by the Council acknowledging their duties and responsibilities as a charitable trustee.

PROCEEDINGS OF THE COUNCIL

49. The Council 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. Unless otherwise determined, fifteen shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. If a member of the Council holds more than one office of the Association at the same time, he shall only have one vote at meetings of the Council, except where such person is also Chairman in which case he shall have a second or casting vote in the case of an equality of votes. Registers of attendance by voting and non-voting members of the Council at

each meeting of the Council shall be kept by the Secretary and no member of the Council shall be entitled to speak and (where appropriate) vote at meetings of the Council unless they have signed the register of attendance.

50. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.
51. The Chairman shall be entitled to preside at all meetings of the council at which he shall be present and in default the Vice-Chairman shall so preside, but if at any meeting neither the Chairman nor the Vice-Chairman is present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.
52. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the council generally.
53. The Council may delegate any of their powers to the Board of Management or to any other committees consisting of such member or members of the Council and others (whether members of the Association or not) as they think fit Provided Always that no resolution of any committee which includes persons who are not members of the Council shall be effectively passed unless it is agreed to by a majority of the members of the Council comprising such committee. Any committee so formed shall in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.
54. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.
55. The Council shall cause proper minutes to be made of all appointments of officers made by the council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

BOARD OF MANAGEMENT

56. **Powers**

The Board of Management ("the Board") shall be empowered in accordance with Article 53 of these Articles to act in the name of and on behalf of the Council of the Association in all matters save and except only the alienation (where absolutely or for a term of years certain including creation of a charge) of the endowment property of the Association.

57. Membership

The Board shall consist of:-

- 57.1 Three members by virtue of their appointment to offices within the Association which are the Chairman of the Council, the Honorary Show Director, the Honorary Treasurer. On the termination of his period of office, or on resignation, an *ex officio* member of the Board shall leave the Board.
- 57.2 Up to five members who shall be elected by the Council.
- 57.3 One or more members who may be co-opted by the Board from the membership of the Council.

58. Qualification of the Five Elected Members

A candidate for election to the Board must be a current, fully paid or honorary member of the Association and a current elected member of the Council. The Association Secretary shall certify that a candidate for election is so qualified and has signed a declaration of willingness to serve and an undertaking to attend meetings of the Board and devote such time to the Board as is required for the proper discharge of the duties and responsibilities of the office.

59. Term of Election

The elected members of the Board shall serve for a period of three years and shall be eligible for re-election

60. Proposal of Candidates

The candidate for election must complete a proposal form. The candidate must be proposed in writing by an elected member of the Council and sponsored by a further nine signatories, all of whom shall be elected members of the Council. A member of the Council may not propose or sponsor more candidates than there are vacant places on the Board.

61. Procedure for Election

- 61.1 The Council shall elect/appoint scrutineers for a prospective ballot at its March/April meeting. Each June the Association Secretary shall circulate to all members of the Council a notice of election for the Board of Management stating:

1. the present membership of the Board;
 2. the two (or less) elected members of the Board due to retire by rotation, stating whether they are standing for re-election or not;
 3. the procedure and conduct of the election and ballot, if it becomes necessary;
and enclosing -
 4. a form of nomination;
 5. the form of declaration required of a candidate.
- 61.2 There shall be a closing date for the return of nomination forms. An existing elected member of the Board seeking re-election shall also complete a proposal form requiring a proposer, and nine sponsors.
- 61.3 Prior to the July meeting of the Council, the Association Secretary shall circulate members of the Council stating whether there are more candidates for election than vacant places on the Board and whether a ballot is required.
- 61.4 If a ballot is required, each elected member of the Council shall be entitled to vote with one vote for each vacated place. A ballot paper will be deemed to be invalid if the number of votes cast on the ballot paper exceeds or is less than the number of vacant places on the Board.
- 61.5 The ballot shall be held on a date such that the result of the ballot can be announced at the July meeting of the Council and the elected members shall take office from that date.
- 61.6 In the event of an equality of votes for the last remaining vacancy a further secret ballot shall be undertaken at the July meeting of the Council in order to resolve the issue. Should one of the successful candidates be elected as an *ex-officio* member of the Board, then the losing candidate with the most number of votes shall be deemed to be elected to the Board.
- 62. Proceedings of the Board of Management**
- 62.1 Subject to the provisions of the Articles, the members of the Board may regulate their proceedings as they think fit. A member may, and the Association Secretary at the request of a member shall, call a meeting of the Board. It shall not be necessary to give notice of a meeting to a member who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. A member co-opted to the Board without election other than as an *ex officio* member shall not vote. If a member of the Board holds more than one office of the Association at the same time, he shall only have one vote at meetings of the Board, except where such person is also Chairman of the Board in which case he shall have a second or casting vote in the case of an equality of votes.

- 62.2 The quorum for the transaction of the business of the members of the Board shall be four excluding any co-opted members.
- 62.3 The continuing members or a sole continuing member of the Board may act notwithstanding any vacancies in their number, but, if the number of members of the Board is less than the number fixed as the quorum, the continuing members or member may act only for the purpose of filling vacancies or of calling a meeting of the Council in order to elect additional members to the Board.
- 62.4 The members of the Board may appoint one of their number to be the chairman of the Board and may at any time remove him from that office. Unless he is unwilling to do so, the member so appointed shall preside at every meeting of the Board at which he is present. But if there is no member holding that office, or if the member holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the members present may appoint one of their number to be chairman of the meeting.
- 62.5 All acts bona fide done by a meeting of the Board, or of a sub-committee of the Board, or by a person acting as a member of the Board shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any member or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member and had been entitled to vote.
- 62.6 A resolution in writing signed by all the members of the Board entitled to receive notice of a meeting of the Board or of a sub-committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) a sub-committee of the Board duly convened and held and may consist of several documents in the like form each signed by one or more members.
- 62.7 A member shall not vote at a meeting of the Board or of a sub-committee of the board on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Association unless his interest or duty arises only because:
- (a) the resolution relates to the giving by him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Association or any of its subsidiaries; and/or
 - (b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Association or any of its subsidiaries for which the member has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security.

For the purposes of this regulation, an interest of a person who is, for any purpose of the Companies Act 1985, connected with a member of the Board shall be treated as an interest of the member of the Board.

- 62.8 A member of the Board shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

62.9 Where proposals are under consideration concerning the appointment of two or more members of the Board to offices or employments with the Association or any body corporate in which the Association is interested the proposals may be divided and considered in relation to each member separately and (provided he is not for another reason precluded from voting), each of the members of the Board concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

62.10 The members of the Board shall cause minutes to be made in books kept for the purpose -

- (a) of all appointments of officers made by the Board; and
- (b) of all proceedings at meetings of the Board, and of sub-committees of the Board members, including the names of the members present at each such meeting.

The minutes shall be confidential to members of the Board.

62.11 An elected member of the Board shall be disqualified if he fails to attend any meeting of the Board for a consecutive period of 12 months.

ACCOUNTS

63. The Council shall cause accounting records to be kept in accordance with the requirements of the Statutes.

64. The accounting records shall be kept at the Office, or subject to the provisions of the Statutes, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the officers of the Association.

65. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being officers of the Association, and no member (not being an officer) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.

66. At the Annual General Meeting in every year the Council shall in accordance with the provisions of the Statutes lay before the Association a proper income and expenditure account for the period since the last preceding account made up to a date not more than five months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting subject nevertheless to the provisions of Section 240 of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices as hereinafter directed are to be

served. The Auditors' reports shall be open to inspection and be laid before the meeting as required by Section 241 of the Act.

AUDIT

67. In accordance with the provisions of the Statutes once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
68. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Statutes, the elected members of the Council being treated as the Directors mentioned in those provisions.

NOTICES

69. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.
70. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.
71. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION

72. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.