

Company number 03473496

**SPECIAL RESOLUTION**

of

**THE DORCHESTER AGRICULTURAL SOCIETY ("the Company")**

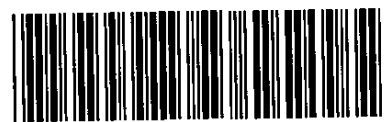
At the Annual General Meeting ("AGM") of the members of the Company duly convened and held at **The Shire Hall, High West Street, Dorchester** on **Wednesday 24th April 2019** the following resolution was duly passed as a special resolution of the Company.

**SPECIAL RESOLUTION**

"That the draft articles of association produced to the AGM and, for the purposes of identification, initialled by the Chairman, be approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association with effect from the end of the AGM".

Dated: 25th April 2019

Signed: ..... R. Wood .....  
Director/Chairman



A15

24/01/2020

#173

COMPANIES HOUSE

Companies Acts 2006  
Company limited by guarantee  
without a share capital

**ARTICLES OF ASSOCIATION**  
**OF**  
**THE DORCHESTER AGRICULTURAL SOCIETY**  
**(Adopted by Special Resolution on 24 April 2019)**

**1. OBJECTS**

The Society is established for the promotion of agriculture in all its branches in particular by holding shows and the support of such charitable institution or charitable purpose as the Trustees shall determine.

**2. POWERS**

The Society has the following powers, which may be exercised only in promoting the Objects:

- 2.1 to hold annual agricultural shows provided that the Society may hold such a show more frequently and provided further that the Society shall not be obliged to hold a show in any year in relation to which the Board of Management shall resolve that the holding of such show is impracticable or not in the interests of the Society;
- 2.2 to hold or organise such other shows and events as the Board of Management may decide;
- 2.3 to provide advice or information and to arrange exhibitions, meetings, lectures, seminars and training courses;

Signed by the Company Secretary  
As approved by the members on 24<sup>th</sup> April 2019

- 2.4 to make grants or loans;
- 2.5 to carry out research;
- 2.6 to support, administer or set up other charities;
- 2.7 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other Society;
- 2.8 to accept gifts and to raise funds (but not by means of **taxable trading**);
- 2.9 to borrow money;
- 2.10 to give security for loans or other obligations (but only in accordance with the restrictions imposed by the **Charities Act**);
- 2.11 to acquire or hire property of any kind;
- 2.12 to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act);
- 2.13 to set aside funds for special purposes or as reserves against future expenditure;
- 2.14 to deposit or invest its funds in any manner (but to invest only after obtaining such advice from a **financial expert** as the **Board of Management** considers necessary and having regard to the suitability of investments and the need for diversification);
- 2.15 to delegate the management of investments to a financial expert;
- 2.16 to arrange for investments or other property of the Society to be held in the name of a **nominee company** acting under the direction of the Board of Management or controlled by a financial expert acting under its instructions, and to pay any reasonable fee required;

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Signed by the Company Secretary  
As approved by the members on 24<sup>th</sup> April 2019

- 2.17 to deposit documents and physical assets with any company registered or having a place of business in England or Wales as **custodian**, and to pay any reasonable fee required;
- 2.18 to insure the property of the Society against any foreseeable risk and take out other insurance policies to protect the Society when required;
- 2.19 subject to Article 6.3, to employ paid or unpaid agents, staff or advisers;
- 2.20 to enter into contracts to provide services to or on behalf of other bodies;
- 2.21 to co-operate with other bodies;
- 2.22 to establish or acquire subsidiary companies;
- 2.23 to do anything else within the law which promotes or helps to promote the Objects.

### 3. APPLICATION OF INCOME AND PROPERTY

THE income and property of the Society shall be applied solely towards the promotion of the Objects and no portion of such income and property shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to Members of the Society and no Trustee shall be appointed to any office of the Society paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Society provided that nothing shall prevent any payment in good faith by the Society:-

- 3.1 of reasonable and proper remuneration to any Member officer or servant of the Society not being a Trustee for any services rendered to the Society;
- 3.2 of reasonable and proper rent for premises demised or let by any Member of the Society or a Trustee;

- 3.3 of fees remuneration or other benefit in money or money's worth to a company or society of which a Trustee may be a member holding not more than one one-hundredth part of the capital of that company or society; and
- 3.4 of out-of-pocket expenses to any Trustee

#### 4. MEMBERSHIP

- 4.1 The number of persons who may become Members of the Society is unlimited.
- 4.2 The Society must maintain a register of Members.
- 4.3 The form and the procedure for applying for Membership are to be prescribed by the Board of Management.
- 4.4 (1) The Board of Management may only refuse an application for Membership if, acting reasonably and properly, it considers it to be in the best interests of the Society to refuse the application.
- (2) The Board of Management must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- (3) The Board of Management must consider any written representations the applicant may make about the decision. The Board of Management's decision following any written representations must be notified to the applicant in writing and shall be final.
- 4.5 Membership is not transferable.
- 4.6 The Board of Management may establish one or more classes of non-voting associates or supporters with different rights and obligations.

#### 5. SUBSCRIPTIONS

- 5.1 Each Member (other than an honorary Life Vice-President) shall pay a subscription to the Society and the amount of such subscriptions shall be fixed and may be varied from time to time by the Society.
- 5.2. Subscriptions shall be due and payable on the first day of January in each year. Each Member shall be liable (at the discretion of the Trustees) for the payment of the subscription for the ensuing year unless notice shall have been given in writing to the Secretary on or before the previous thirtieth day of November.
- 5.3 An individual or organisation who or which has not paid his, her or its subscription by the date on which the Society sends to the Members its formal notice of the annual general meeting or of any other general meeting of the Society in the relevant subscription year will not be sent such notice and will not be entitled to exercise a vote at that meeting either in person, by proxy or through its authorised representative.

## 6. TERMINATION OF MEMBERSHIP

- 6.1 Membership is terminated if:
- (1) the Member dies;
  - (2) the Member resigns by written notice to the Society unless there would be less than five Members after the resignation;
  - (3) any subscription or other sum due from the Member to the Society is not paid in full by a date which is one calendar month prior to the date of the first day of the Society's annual agricultural show for that year.
- 6.2 The Board of Management may resolve to expel any Member from the Society if it considers that it is in the best interests of the Society that his or

her Membership is terminated. A resolution to expel a Member may only be passed if:

- (1) the Member has been given at least twenty-one days' notice in writing of the general meeting of the Society at which the resolution will be proposed and the reasons why it is to be proposed; and
- (2) the Member or his, her or its representative (if any) has been allowed to make representations to the meeting.

6.3 On the expulsion of a Member the Secretary shall remove his or her name from the Register of Members and the Board of Management shall by resolution make such provision as it shall in its absolute discretion think fit concerning the refund or otherwise of any subscriptions or part thereof paid by such expelled Member and no expelled Member shall be entitled to repayment of any such sums as aforesaid.

## 7. RIGHTS OF MEMBERS

In addition to all rights conferred on Members by these Articles the Board of Management may from time to time resolve that such other rights shall be attendant upon Membership of the Society as shall to the Board of Management seem fit but so that no such right shall conflict with any provision of these Articles.

## 8. GENERAL MEETINGS

8.1 A general meeting may be called by the Board of Management at any time and must be called within 21 days of a written request from at least 10% of the

Membership or (where no general meeting has been held within the last year) at least 5% of the Membership.

8.2 The Society shall hold an annual general meeting in each year on a day fixed by the Board of Management. Members must annually at the annual general meeting:

- (1) receive and, if so resolved, adopt the accounts of the Society for the previous **financial year** and a report on the accounts from the Society's Treasurer, auditors or accountants;
- (2) receive a written report on the Society's activities;
- (3) be informed of the retirement of those Trustees who wish to retire;
- (4) elect the honorary officers in accordance with Article 10;
- (5) elect Trustees to fill the vacancies arising in accordance with Article 12.

8.3 General meetings are called on at least 21 **clear days'** written notice indicating the business to be discussed and setting out the terms of any proposed special resolution.

8.4 Members are entitled to attend general meetings in person or by proxy (but only if the appointment of a proxy is in writing in a form prescribed by the Board of Management, and signed by the Member and delivered to the Secretary before the commencement of the meeting).

8.5 There is a quorum at a general meeting if the number of Members who are present in person or by proxy (or, if an organisation, by its authorised representative) and entitled to vote is at least 5% of the total Membership of the Society.



- 8.6 Every Member present in person or by proxy has one vote on each issue. Each individual who holds joint Membership with another individual Member shall have one vote on each issue. An organisation which is a Member is entitled to only one vote on each issue which shall be exercised by its authorised representative appointed in accordance with Article 8.7 below.
- 8.7 Any organisation which is a Member of the Society may by resolution of its committee, council or other governing body authorise such one person as it thinks fit to act as its representative at any general meeting of the Society and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he or she represents as that organisation could exercise if it were an individual Member of the Society. The Society shall not be required to consider whether the authorised representative has been properly appointed by the organisation.
- 8.8 A technical defect in the appointment of a Member of which the Members are unaware at the time does not invalidate a decision taken at a general meeting or by a written resolution.

## 9. PROCEEDINGS AT GENERAL MEETINGS

- 9.1 The Chairman or in his or her absence the Vice-Chairman elected pursuant to Article 10 shall chair every general meeting of the Society or if there is no such Chairman or Vice-Chairman or if neither of them is present within fifteen minutes after the time appointed for the holding of the meeting or either is unwilling to act the Trustees present shall elect one of their number to chair the meeting.

- 9.2 If at any meeting no Trustee is willing to act as chairman or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting the Members present shall choose one of their number to chair the meeting.
- 9.3 The chairman of the 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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meetings shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 9.4 Except where otherwise provided by the Articles or the Companies Act, every issue is decided by **ordinary resolution**.
- 9.5 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 on the declaration of the result of the show of hands) demanded:-
- (1) by the chairman of the meeting or
  - (2) by at least five Members present
  - (3) by any Member or Members present in person and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
- 9.6 Unless a poll is so demanded a declaration by the chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the minutes of

proceedings of the Society 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.

- 9.7 The demand for a poll may be withdrawn.
- 9.8 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 or casting vote.
- 9.9 A poll demanded on the election of a chairman of the meeting or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken at such time and in such manner as the chairman of the meeting directs and any business other than that on which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

## 10. HONORARY OFFICERS

- 10.1 There shall be a President of the Society who shall be elected annually by the Members in an annual general meeting and shall hold office for a maximum of three years. The President may be a Member of the Society but otherwise shall not become such by reason only of his election..
- 10.2 There may also be a Deputy President to whom the provisions of 10.1 of this Article shall apply as appropriate.
- 10.3 There shall be a Chairman of the Society who must be a Member of the Society and who shall be elected by the Members in an annual general meeting and shall hold office for two years, such term of office to commence on the

- first day of November after that annual general meeting. The Chairman may be re-elected after expiration of his term of office for one further year.
- 10.4 There may also be a Vice-Chair to whom the provisions of Article 10.3 shall apply as appropriate.
- 10.5 There shall be a Treasurer of the Society who must be a Member of the Society who shall be elected by the Members in an annual general meeting and shall hold office with effect from the conclusion of the annual general meeting for one year from such meeting.
- 10.6 The Chairman, Vice-Chairman and Treasurer shall be Trustees for the time that they hold office.
- 10.7 There may be honorary Life Vice-Presidents of the Society who shall be elected from time to time by the Board of Management as a sign of appreciation for meritorious or long service to the Society or the objects of the Society and who shall thereafter hold their office for life or until retirement. Honorary Life Vice-Presidents shall be Members of the Society but shall not have to pay a membership subscription and shall not have the right to attend meetings of the Board of Management.
- 10.8 There may be other honorary officers to the Society if the Board of Management so resolves who shall be elected by the Board of Management and shall hold office for one year from such meeting.
- 10.9 If any of the honorary officers (other than an honorary Life Vice-President) elected pursuant to this Article shall resign, die or be removed from office for any reason during his or her term of office the Board of Management shall appoint a Member of the Society as the relevant acting honorary officer until the next following annual general meeting when such acting honorary officer

shall retire but may if he or she so wishes stand for election to that office by the Members in accordance with the terms of this Article.

10.10 The President, Deputy President, Chairman and Vice-Chairman who are in office immediately prior to the adoption of these Articles shall each continue to hold such office for the remaining period of his original term of office.

## 11. THE BOARD OF MANAGEMENT

11.1 The number of trustees on the Board of Management shall be at least three and unless otherwise determined by a special resolution of the Members) not more than nine individuals who are over the age of 18 being:

(1) the Chairman, the Vice-Chairman and the Treasurer; and

(2) up to six elected Trustees appointed in accordance with Article 12.1.

11.2 Those individuals who are members of the Board of Management at the date of the adoption of these Articles and whose details have been filed with Companies House shall continue to serve as Trustees until their respective terms of office expire and, subject to Article 12.4 shall be eligible to be elected to serve a further term or terms of office in accordance with Article 12.1

11.3 The Board of Management has control of the Society and its property and funds and may exercise all such powers of the Society as are not required to be exercised by the Members of the Society.

11.4 A Trustee may not act as a Trustee unless he/she has signed a written declaration of willingness to act as a company director and charity trustee of the Society. No one may be appointed as a Trustee if he/she would be disqualified from acting under the provisions of Article 12.7.

11.5 The President, the Deputy President shall not be Trustees but shall receive notice of all meetings of the Board of Management and, subject as provided below, shall each have the right to attend meetings of the Board of Management and to speak at those meetings, but he/she shall not:

(a) count towards the quorum of; or

(b) have any right to vote on any matter considered at any meeting of the Board of Management.

If so requested by a majority of the Trustees present at any meeting of the Board of Management, the President and/or the Deputy President shall leave such meeting for such period as the Board of Management shall request.

11.6 The immediate past chairman shall not be a Trustee but may receive notice of all meetings of the Board of Management and, subject as provided below, may attend those meetings but he/she shall not:

(a) count towards the quorum of; or

b) have any right to vote on any matter considered at any meeting of the Board of Management

If so requested by a majority of the Trustees present at any meeting of the Board of Management, the immediate past chairman shall leave such meeting for such period as the Board of Management shall request.

11.7 The Board of Management shall have power at any time to co-opt any person to be a Trustee either to fill a casual vacancy or as an addition to the existing Trustees but so that the total number of Trustees shall not at any time exceed any maximum number fixed in accordance with these Articles. Any Trustee so co-opted shall hold office only until the next following annual general meeting and shall then be eligible for re-election but shall not be taken into

account in determining the Trustees who are to retire by rotation at such meeting in accordance with Article 12.

- 11.8 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

12. ELECTION OF TRUSTEES AND TERMINATION OF OFFICE OF A TRUSTEE

- 12.1 At each annual general meeting of the Society, up to six Members of the Society may stand for election as Trustees to the Board of Management at that annual general meeting; and each such Member who is elected at that meeting shall take office as an elected Trustee with immediate effect.
- 12.2 At each annual general meeting one-third of the elected Trustees for the time being (other than the Chairman, Vice-Chairman or Treasurer) or if their number is not a multiple of three then the number nearest to one-third shall retire from office.
- 12.3 The Trustees to retire shall be those who have been longest in office since their last election but as between persons who were elected Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 12.4 A retiring Trustee shall be eligible for re-election but an elected Trustee who has served three consecutive three-year terms of office shall retire and shall not be capable of re-election under this Article for a minimum period of one year from such retirement.
- 12.5 The Society at the meeting at which a Trustee retires in the above matter may fill the vacated office by electing a person to it and in default the retiring

Trustee shall if offering himself or herself 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 Trustee shall have been put to the meeting and lost.

12.6 No person other than a Trustee retiring at the meeting shall unless recommended by the Board of Management be eligible for election to the Board of Management at any general meeting unless not less than twenty eight days before the date set for the meeting there shall have been left at the registered office of the Society notice in writing signed by two Members qualified to attend and vote at the meeting for which such notice is given of *their intention to propose and second such person for election and also notice* in writing signed by that person of his or her willingness to be elected.

12.7 A Trustee's term of office as such (including any Trustee holding office as the Chairman, Vice-Chairman or Treasurer) automatically terminates if he/she:

- (1) ceases to be a director of the Society by virtue of any provision in the Companies Act or the Directors' Disqualification Act 1986;
- (2) is disqualified under the Charities Act from acting as a charity trustee;
- (3) is incapable, whether mentally or physically, of managing his/her own affairs;
- (4) is absent without permission from three consecutive meetings of the Board of Management and is asked by a majority of the other Trustees to resign; or
- (5) resigns by written notice to the Board of Management (but only if at least five Trustees will remain in office); or
- (6) is removed by the Members.



13. PROCEEDINGS OF THE BOARD OF MANAGEMENT

- 13.1 The Board of Management must hold at least four meetings each year.
- 13.2 A quorum at a meeting of the Board of Management is five Trustees.
- 13.3 A meeting of the Board of Management may be held either in person or by suitable **electronic means** agreed by the Board of Management in which all participants may communicate with all the other participants but at least one meeting in each year must be held in person.
- 13.4 The Chairman or (if the Chairman is unable or unwilling to do so) the Vice-Chairman (if any) or some other Trustee chosen by the Board of Management present presides at each meeting.
- 13.5 Any issue may be determined by a simple majority of the votes cast at a meeting, but a **resolution in writing** agreed by all the Board of Management (other than any **Conflicted Trustee** who has not been authorised to vote) is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document.
- 13.6 Every Trustee has one vote on each issue but, in case of an equality of votes, the chairman of the meeting has a second or casting vote.
- 13.7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

14 CONFLICTS OF INTEREST

- 14.1 Any Trustee who becomes a **Conflicted Trustee** in relation to any matter must:

Signed by the Company Secretary  
As approved by the members on 24<sup>th</sup> April 2019

- (1) declare the nature and extent of his or her interest before discussion begins on the matter;
- (2) withdraw from the meeting for that item after providing any information requested by the Trustees;
- (3) not be counted in the quorum for that part of the meeting; and
- (4) be absent during the vote and have no vote on the matter.

14.2 When any Trustee is a Conflicted Trustee, the Trustees who are not Conflicted Trustees, if they form a quorum without counting the Conflicted Trustee and are satisfied that it is in the best interests of the Society to do so, may by resolution passed in the absence of the Conflicted Trustee authorise the Conflicted Trustee, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Trustee, to:

- (1) continue to participate in discussions leading to the making of a decision and/or to vote, or
- (2) disclose to a third party information confidential to the Society, or
- (3) take any other action not otherwise authorised which does not involve the receipt by the Conflicted Trustee or a **Connected Person** of any payment or material benefit, or
- (4) refrain from taking any step required to remove the conflict.

14.3 This provision may be amended by special resolution but, where the result would be to permit any material benefit to a Trustee or Connected Person, only with the prior written consent of the Commission.

## 15. SUB-COMMITTEES OF THE BOARD OF MANAGEMENT

15.1 The Board of Management may delegate any of its powers of day to day administration to sub-committees of the Board of Management. Subject to Article 16, sub-committees shall consist of at least one Trustee and such other persons as it thinks fit who need not be Members of the Society. Any subcommittee so formed shall conform to any terms of reference or regulations that may be set for it from time to time by the Board of Management and shall report all acts and proceedings to the Board of Management as soon as is reasonably practicable provided that such sub-committee shall not incur expenditure except in accordance with a budget previously agreed by the Board of Management.

15.2 A sub-committee may elect a chairman of its meetings. If no such chairman is elected or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the same the members present may choose one of their number to chair the meeting.

15.3 A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

## 16 THE SHOW COUNCIL

16.1 The Show Council shall be a sub-committee of the Board of Management which shall be established as provided by this Article

16.2 The Show Council will comprise of up to thirty five (35) individuals (or such other number as the Board of Management shall determine) being:-

- (1) the Chairman, the Vice-Chairman and the Treasurer of the Society;

- (2) the President and the Deputy President of the Society;
- (3) the chairman of each sub-committee formed by the Show Council in accordance with Article 17;
- (4) such other representatives of each sub-committee of the Show Council as may be appointed by resolution of the Show Council from individuals who are Members of the Society and who are nominated by that sub-committee for a term of one year only which may be renewed
- (5) such other individuals (who need not be Members of the Society) who are co-opted by resolution of the Show Council for a term of one year only which may be renewed.

16.3 If the chairman of a sub-committee formed by the Show Council is unable to attend a meeting of the Show Council he or she may request another representative of that sub-committee to attend instead; or if that chairman is unable or unwilling to make such a request, that sub-committee may choose one of its number to attend the Show Council meeting in the place of its chairman.

16.4 Individuals co-opted as members of the Show Council pursuant to Article 16.2 (5) who are not Members of the Society may not vote on resolutions of the Show Council.

16.5 The Show Council must meet at least four times a year and may meet and regulate its meetings as it sees fit, subject to Article 15 and any terms of reference or regulations as to its proceedings issued by the Board of Management. Questions arising at such meetings will be decided by majority vote and each member of the Show Council will have one vote. If a Show

Council member fails to attend three Show Council meetings in succession, then the Chairman may resolve to remove that member from the Show Council

16.6 The Chairman and Vice-Chairman of the Society for the time being will be the chairman and vice-chairman respectively of the Show Council but if either or both of them is for any reason unable to attend or act at a meeting of the Show Council, the Show Council must elect from one of its own members a chairman or vice-chairman (as appropriate) of that meeting.

16.7 The quorum for the meetings of the Show Council will be one third of its members.

16.8 The Show Council's responsibilities will include:

- (1) Such matters as are delegated to it by the Board of Management and are noted within the Society Terms of Reference
- (2) generally providing support for the other activities of the Society;
- (3) representing the views of the Members;
- (4) acting as an advisory body to the Society and the Board of Management;
- (5) providing an annual report to the Board of Management for production to the Members of the Society at the annual general meeting on the shows and the other activities of the Society.

## 17 SUB-COMMITTEES OF THE SHOW COUNCIL (BEING INDIVIDUAL SECTOR COMMITTEES)

17.1 The Show Council may delegate any of its powers of day to day administration to sub-committees of the Show Council consisting of at least two Members of the Society and such other persons as the chairman of that sub-committee thinks fit. Any subcommittee so formed shall conform to any

terms of reference or regulations that may be set for it by the Show Council and agreed by the Board of Management and shall report all acts and proceedings to the Show Council as soon as is reasonably practicable provided that such sub-committee shall not incur expenditure unless previously approved by the Board of Management.

17.2 A sub-committee may elect a chairman of its meetings who must be a Member of the Society. If no such chairman is elected or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the same the members present may choose one of their number to chair the meeting.

17.3 The members of a sub-committee of the Show Council may, subject to any terms of reference as have been set for it pursuant to Article 17.1, otherwise regulate their proceedings as they see fit.

## 18 WRITTEN RESOLUTIONS OF MEMBERS

18.1 Except where otherwise provided by the Articles or the Companies Act, a written resolution of the Members (whether an ordinary or a special resolution) is as valid as an equivalent resolution passed at a general meeting. In the case of a Member that is an organisation, its authorised representative may signify its agreement.

18.2 For the purpose of this Article a written resolution may be set out in more than one document each signed by or on behalf of one or more Members.

## 19 SECRETARY

The Secretary shall be appointed by the Board of Management for such term at such remuneration and on such conditions as the Board of Management may think fit and any Secretary so appointed may be removed by it provided that no Trustee may occupy the salaried position of Secretary.

20. PATRON

The Board of Management may from time to time appoint a patron, who shall not be a member of the Board of Management.

21. RECORDS AND ACCOUNTS

21.1 The Board of Management must comply with the requirements of the Companies Act and of the Charities Act as to keeping records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the Commission of information required by law including:

- (1) annual returns;
- (2) annual reports; and
- (3) annual statements of account.

21.2 The Board of Management must also keep records of:

- (1) all proceedings at meetings of the Board of Management;
- (2) all resolutions in writing;
- (3) all reports of sub-committees; and
- (4) all professional advice obtained.

21.3 Accounting records relating to the Society must be made available for inspection by any Trustee at any time during normal office hours and may be made available for inspection by Members who are not Trustees if the Trustees

so decide.

- 21.4 A copy of these Articles and latest available statement of account must be supplied on request to any Trustee. Copies of the latest accounts must also be supplied in accordance with the Charities Act to any other person who makes a written request and pays the Society's reasonable costs.

## 22 RULES AND REGULATIONS

- 22.1 The Board of Management may make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct, management and administration of the Society. Such rules may regulate the following matters but are not restricted to them:

- (1) the admission of Members of the Society (including the admission of organisations as Members) or of non-voting associates or supporters and the rights and privileges of such Members, associates or supporters and any subscriptions and other fees or payments to be made by them;
- (2) the conduct of the Trustees or the Members of the Society in relation to one another, and to the Society's employees and volunteers;
- (3) the procedure at general meetings and meetings of the Board of Management or of sub-committees in so far as such procedure is not regulated by the Companies Act or by the Articles;
- (4) *procedures to assist the resolution of disputes or differences within the Society;*



- (5) generally, all such matters as are commonly the subject matter of company rules.

## 23. COMMUNICATIONS

23.1 Notices and other documents to be served on Members or Trustees under the Articles or the Companies Act may be served:

- (1) by hand;
- (2) by post;
- (3) by suitable electronic means; or
- (4) through publication in the Society's newsletter (if any) if posted to Members or on the Society's website.

23.2 The only address at which a Member is entitled to receive notices sent by post is an address in the U.K. shown in the register of Members.

23.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

- (1) 24 hours after being sent by electronic means, posted on the Society's website or delivered by hand to the relevant address;
- (2) three clear days after being sent by first class post to that address;
- (3) four clear days after being sent by second class or overseas post to that address;
- (4) immediately on being handed to the recipient personally;  
or, if earlier,
- (5) as soon as the recipient acknowledges actual receipt.

23.4 A technical defect in service of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

Signed by the Company Secretary  
As approved by the members on 24<sup>th</sup> April 2019

## 24 IRREGULARITIES

24.1 The proceedings at any meeting (whether of the Board of Management, the Show Council or any sub-committee) or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not referred to in the notice unless a provision of the Companies Acts specifies that such informality, irregularity or want of qualification shall invalidate it.

24.2 This Article applies to the proceedings, resolutions and decisions of the Board of Management, the Show Council or any sub-committee formed by the Board of Management or Show Council.

## 25. LIMITED LIABILITY

The liability of the Members is limited.

## 26. CONTRIBUTION TO ASSETS OF THE SOCIETY

Every Member of the Society undertakes to contribute to the assets of the Society in the event of the same being wound up while he she or it is a Member or within one year after he she or it ceases to be a Member for payment of the debts and liabilities of the Society contracted before he she or it 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 such amount as may be required not exceeding One Pound (£1.00).

27. DISSOLUTION

27.1 If on the winding up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities any property whatever the same shall not be paid to or distributed among the Members of the Society but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Society and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Society under or by virtue of Article 3 such institution or institutions to be determined by the Members of the Society at or before the time of dissolution and in so far as effect cannot be given to such provision then to some other charitable object.

27.2 A final report and statement of account must be sent to the Commission.

27.3 This provision may be amended by special resolution but only with the prior written consent of the Commission.

28. INTERPRETATION

28.1 The Articles are to be interpreted without reference to the model articles under the Companies Act, which do not apply to the Society.

28.2 In the Articles, unless the context indicates another meaning:

**‘the Articles’** means the Society’s Articles of Association and

**‘Article’** refers to a particular Article;

**‘the Board of Management’** means the Board of Management of the Society comprising the Trustees;

**‘Chairman’** means the chairman of the Society who shall also be the chairman of the Board of Management;

**‘the Charities Act’** means the Charities Act 2011;

**‘charity trustee’** has the meaning prescribed by the Charities Act;

**‘clear day’** does not include the day on which notice is given or the day of the meeting or other event;

**‘the Commission’** means the Charity Commission for England and Wales or any body which replaces it;

**‘the Companies Act’** means the Companies Acts 1985 to 2006;

**‘Conflicted Trustee’** means a Trustee in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Trustee or a Connected Person is receiving or stands to receive a benefit (other than payment of a premium for indemnity insurance) from the Society, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Society;

**‘Connected Person’** means a person connected with a Trustee as set out in Section 118 of the Charities Act.

**‘constitution’** means the Articles and any special resolutions relating to them;

**‘custodian’** means a person or body who undertakes safe custody of assets or of documents or records relating to them;

**‘electronic means’** refers to communications addressed to specified individuals by telephone, or email or, in relation to meetings, by telephone conference call or video conference;

**‘financial expert’** means an individual, company or **firm** who is authorised to give investment advice under the Financial Services and Markets Act 2000;

**‘financial year’** means the Society’s financial year;

**‘firm’** includes a limited liability partnership;

**‘indemnity insurance’** means insurance against personal liability incurred by any Trustee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the act or omission amounts to a criminal offence or the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;

**‘material benefit’** means a benefit, direct or indirect, which may not be financial but has a monetary value;

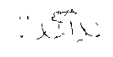
**‘Member’** and **‘Membership’** refer to company Membership of the Society carrying the right to vote;

**‘month’** means calendar month;

**‘nominee company’** means a corporate body registered or having an established place of business in England and Wales which holds title to property for another;

**‘ordinary resolution’** means a resolution agreed by a simple majority of the Members present and voting at a general meeting or in the case of a written resolution by Members who together hold a simple majority of the voting power. Where applicable, ‘Members’ in this definition means a class of Members;

**‘the Objects’** means the Objects of the Society as defined in Article 1;

  
Signed by the Company Secretary  
As approved by the members on 24<sup>th</sup> April 2019

**‘resolution in writing’** means a written resolution of the Board of Management;

**‘Secretary’** means the company secretary;

**‘Society’** means The Dorchester Agricultural Society being the company governed by the Articles;

**‘special resolution’** means a resolution of which at least 21 days’ notice has been given agreed by a 75% majority of the Members present and voting at a general meeting or in the case of a written resolution by Members who together hold 75% of the voting power. Where applicable, **‘Members’** in this definition means a class of Members;

**‘taxable trading’** means carrying on a trade or business in such manner or on such a scale that some or all of the profits are subject to corporation tax;

**‘the Trustees’** means the members of the Board of Management who are the charity trustees of the Society as defined by the Charities Act and who are also the directors of the Society under the Companies Act;

**‘written’** or **‘in writing’** refers to a legible document on paper or a document sent by electronic means which is capable of being printed out on paper;


**‘written resolution’** refers to an ordinary or a special resolution which is in writing;

**‘year’** means calendar year.

28.3 Reference to the singular includes the plural and references to the masculine includes the feminine, and vice versa.

28.4 Expressions not otherwise defined which are defined in the Companies Act have the same meaning.

28.5 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

  
Signed by the Company Secretary  
As approved by the members on 24<sup>th</sup> April 2019