

# THE ROYAL AGRICULTURAL SOCIETY OF ENGLAND

## BYE-LAWS

*(Pursuant to Article 13 of the Charter)*

***Amended 23rd April 2007, 25th May 2012, 2nd August 2012 and 17 July 2017***

### **Interpretation**

1 In these Bye-Laws:

"Charity" means The Royal Agricultural Society of England incorporated by Royal Charter on 26 March 1840.

"Charter" means the Royal Charter of the Charity granted in the year 1996 and any amendments allowed or charters granted supplemental thereto.

"Due Date" means the 1st day of October.

"Trustees" means the Board of Trustees of the Charity other than co-optees appointed under Article 7 of the Charter (and "Trustee" has a corresponding meaning).

"Member" where the context so admits means a member of the Charity.

"the Registered Office" means the office of the Charity at Stoneleigh Park, Warwickshire CV8

"the Bye-Laws" means these Bye-Laws of the Charity drawn up pursuant to Article 13 of the Charter.

"the Secretary" means the Secretary of the Charity or any other person appointed to perform the duties of the Secretary of the Charity including a joint, assistant or deputy secretary.

"Year" means 1st October to 30th September inclusive.

Words importing the masculine gender only shall include the feminine gender.

### **MEMBERS**

2 The Charity shall have a membership in such categories and on such terms and conditions as the Trustees shall from time to time determine.

3 Every candidate for admission as a Member shall make an application in writing addressed to the Membership Department and sent to the Registered Office.

4 Admission of Members shall be through election by the Trustees.

5 The Charity shall inform a successful candidate of his election to membership and send him a copy of the Bye-Laws and a copy of the Charter on request. No Member shall be absolved from the effect of the provisions of the Charter or of the Bye-Laws on the plea of not being acquainted with them or of not having received a copy of them.

6 Members shall enjoy the right to attend, speak and vote at General Meetings of the Charity and such other meetings of Members as shall from time to time be summoned.

7 Upon election the candidate for membership shall be requested to remit to such bank account as shall be specified for this purpose within one month from the date of such request the amount of his first subscription. On payment of his first subscription he shall become a Member and be entitled to all the benefits and privileges of membership, and be bound by these Bye-Laws.

8 If the first subscription is not paid within one month of the date of request, the election of the candidate to membership is void, unless he shall satisfy the Trustees that the delay in payment was through sufficient cause.

9 Annual subscription rates shall be determined by the Trustees.

10 All annual subscriptions (except the first subscription by a new Member as provided by Bye-Law 7) shall be payable by the Due Date in each year without demand.

11 If any Member shall fail to pay his annual subscription within one month of the Due Date, notice shall be sent to him calling his attention to his failure to pay. If such subscription is not paid on or before the 30th day of November the Trustees may terminate his membership.

- 12 A Member struck off for failure to pay his annual subscription may, upon written application to and at the discretion of the Trustees, be reinstated to membership provided always that all arrears of subscription is paid.
- 13 Any Member may resign his membership by giving notice in writing to that effect to the Membership Department at the Registered Office. Every such notice shall, unless otherwise expressed, be deemed to take effect as from the beginning of the month next following its receipt.
- 14 No Member who resigns shall be entitled to a refund of the subscription paid in respect of the year in which he resigns and he shall not be liable to pay his subscription for the following year.
- 15 A Member convicted on indictment of any criminal offence, or adjudged bankrupt, or go into liquidation or make a composition or arrangement with his creditors under the provisions of any statute, or do or suffer any equivalent act or thing under any applicable law, shall immediately cease to be a Member, but the Trustees, in their discretion, shall have power to reinstate him.
- 16 A Member can be removed from membership by a resolution of two thirds of the Trustees that it is in the best interests of the Charity (which by way of example only would include the Trustees determining that the Member does not share the objectives, vision and direction of the Charity from time to time), that his membership is terminated. A resolution to remove a Member from membership may only be passed if:
- a) the Member has been given at least four weeks' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed;
  - b) the Member or, at the option of the Member, the Member's representative (who need not be a Member) has been allowed to make representations to the meeting.
- 17 It shall be in the power of the Trustees to suspend from membership any Member whose expulsion is to be considered in accordance with Bye-Law 16 until the decision of the applicable meeting is reached.
- 18 Any person who for whatever reason ceases to be a Member remains liable for any arrears of subscriptions or other sums due from him and shall not be entitled to the return of any subscription already paid.
- 19 Every Member shall from time to time communicate to the Membership Department at the Registered Office his address or that of his banker or agent and all notices sent by first class post to such address shall be considered as having been given on the day following the date of posting.

#### **HONORARY APPOINTMENTS**

- 20 The Trustees shall be empowered to make the following honorary appointments:
- a) Honorary Trustees - being persons who in the opinion of the Trustees are of such reputation and standing as to bring prestige to the Charity by their association with it. There shall be no limit on the number of Honorary Trustees; they shall be elected annually, shall enjoy Member privileges and not be called upon for the payment of any subscription;
  - b) Honorary Fellows - being persons who have in the opinion of the Trustees either rendered exceptional services to agriculture or attained high achievement in farming operations or both; the number of Honorary Fellows shall not at any time exceed fifty; they shall be appointed for life, shall enjoy Member privileges and not be called upon for the payment of any subscription;
  - c) Honorary Vice-Presidents - being persons who in the opinion of the Trustees are distinguished by their services to the Charity; there shall be no limit on the number of Honorary Vice Presidents; they shall be elected annually and shall enjoy Member privileges.
  - d) Honorary Members - being persons who have in the opinion of the Trustees rendered exceptional services to agriculture or allied sciences; the number of such Honorary Members shall not exceed fifty, of whom not more than twenty-five may be British Subjects; they shall be appointed for life, shall enjoy Member privileges and not be called upon for the payment of any subscription; and
  - e) Honorary Council Members - being persons who immediately prior to the adoption of these Bye-Laws were members of the Advisory Council and who are not members of the

Council immediately following the adoption of these Bye-Laws; they shall be appointed for life and shall be able to attend meetings of the Advisory Council, take part in discussions but shall not have any voting rights.

Nothing in these Bye-Laws shall be construed to prevent holders of honorary appointments being Members.

### **GENERAL MEETINGS**

- 21 The annual general meeting of the Charity shall be held in the month of May in each year on a date and at a time and place to be fixed by the Trustees for the following purposes:
- a) To receive the Trustees' Report and Summary Financial Statement for the Year.  
Those Members wishing to receive a full copy of the Trustees Report, including the Financial Statements, can receive these in any of the following ways:
    - i) By post, on application to the Secretary.
    - ii) By email, on application to the Secretary.
  - b) To take note of the appointment by the Trustees of a President to hold office for the Year next ensuing, as required.
  - c) To take note of the persons appointed to act as Trustees.
  - d) To take note of the appointment or selection of the Advisory Council members
  - e) To authorise the Trustees to fix the remuneration of the auditors.
- 22 The Trustees may at any time for any special purpose call an extraordinary general meeting, and shall do so within eight weeks from the date of receipt of a requisition in writing of any twenty Members entitled to vote stating the purposes for which the meeting is required.
- 23 The annual general meeting shall be called by at least twenty-one clear days' notice. Any other general meeting shall be called by at least fourteen clear days' notice.
- 24 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. The notice shall be given in writing to all Members, all Trustees and the auditors.
- 25 Requests for additions to the agenda of a general meeting shall be made in writing at least fourteen days before the meeting. Any Member desirous of moving any resolution at the annual general meeting shall give notice in writing to the Secretary not later than the fourteen days before the date of the meeting, which shall include the text of the proposed resolution.
- 26 Minutes of the meetings shall be kept and shall be signed by the Chairman of the Trustees.
- 27 General meetings of the Charity shall be chaired by the President of the Charity or, if he is unable to act, by the Chairman of the Charity, and if he is also unable to act, by a Trustee appointed by a majority of the Trustees present at the start of the meeting.
- 28 The quorum at all general meetings shall be twenty Members present in person.
- 29 No amendment (other than a motion for adjournment) shall be moved to any resolution proposed at any annual or other general meeting unless written notice of the amendment shall have been sent to the Secretary not less than seven clear days before the meeting.
- 30 Every Member present shall be entitled to one vote upon every motion on show of hands, and in case of an equality of votes, the chairman of the meeting shall have a second or casting vote.

### **BOARD OF TRUSTEES**

- 31 Subject to the terms of the Charter and these Bye-Laws, the appointment and retirement of Trustees shall be determined in accordance with any Regulations for the Appointment and Retirement of Trustees adopted by the Trustees from time to time.
- 32 The Board of Trustees shall meet as necessary but at least once a year to examine the accounts and arrange the affairs of the Charity. Not less than seven clear days' notice shall be given of such meetings to each Trustee.
- 33 Subject to Articles 14 and 15 of the Charter, a meeting may be held either in person or by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.

- 34 A resolution in writing, signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees, shall be as valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees.
- 35 Subject to paragraphs 14 and 15 of the Charter, a Trustee shall be included in the quorum where he is present by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants.
- 36 a) In acting as a Trustee, a Trustee must always act in the best interests of the Charity.  
b) Subject to Article 11 of the Charter, a Trustee must:  
i) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared; and  
ii) absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest),  
any Trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Trustees on the matter.
- 37 a) A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken by the Trustees.  
b) A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting of the Trustees.
- 38 Minutes shall be taken of all the proceedings of the Board of Trustees.

#### **ADVISORY COUNCIL**

- 39 The Advisory Council shall consist of the following:  
a) the President;  
b) no more than twenty-three persons (all being Members) appointed by the Trustees following a nomination and selection process as determined by the Trustees with input from the Advisory Council from time to time, known as "Nominated Members"; and  
c) such members of the Board of Trustees appointed under Article 7 of the Charter.  
The Council shall be competent to act notwithstanding any vacancy in its membership or defect in the appointment of its Members.

#### **ELIGIBILITY OF MEMBERS OF THE ADVISORY COUNCIL**

- 40 The President shall be a person of such reputation and standing as the Trustees consider appropriate for the office. He/She shall not be required to be a Member but when a Member, may be a member of the Advisory Council in another capacity. His/Her role shall be titular and he/she shall not cast a vote at meetings of the Advisory Council or at General Meetings, except insofar as he/she exercises the Chairman's prerogative of the casting vote. In all the official relations of the Charity the President shall take precedence over all other Members.
- 41 The Nominated Members (of whom there shall be no more than twenty-three) shall be persons distinguished in science or engaged or interested in some industry connected directly or indirectly with agriculture. A Nominated Member shall be a Member. Nominated Members shall be appointed for a term of three years and can be appointed for a further term or terms as determined by the Trustees from time to time provided it is determined by them to be in the best interests of the Charity. They shall be ineligible for appointment or reappointment after the age of seventy.

- 42 The Board of Trustees shall appoint a President who shall be appointed for a two year term of office.
- 43 If the President resigns dies or becomes incapacitated from any cause whatsoever before the expiration of his term of office the Trustees shall fill the vacancy so caused and such replacement shall hold office for the remainder of his/her predecessor's term of office.
- 44 The Advisory Council should meet at least two times a year with one such meeting coinciding with the date of the annual general meeting of the Charity.
- 45 The Advisory Council may from time to time invite holders of certain honorary appointments to attend and speak but not vote at meetings of the Advisory Council. Save as aforesaid members of the Advisory Council alone have the right of attending and voting at all meetings of the Advisory Council.

#### **EMPLOYEES**

- 46 The Trustees shall have the power to appoint employees, including a Chief Executive, on such terms as the Trustees shall deem fit.
- 47 The Chief Executive shall carry on the day-to-day business of the Charity in accordance with the decisions of the Trustees and in accordance with the terms of his appointment.
- 48 The Trustees shall have power to appoint, pay and dismiss a Secretary and such other servants as may be deemed necessary.

#### **COMMON SEAL**

- 49 The Trustees may give a general authorisation to the Secretary to affix the Common Seal of the Charity to all leases and contracts and deeds and agreements and transfers of stocks and shares and like instruments provided that every occasion on which the Common Seal is so affixed it shall be witnessed by a Trustee and countersigned by the Secretary and shall be reported to the Board of Trustees at its next meeting and recorded in the minutes of that meeting.

#### **INTELLECTUAL PROPERTY RIGHTS**

- 50 Every essay or paper or work of or by any Member communicated to and accepted by the Charity for publication and the copyright therein shall be the property of the Charity alone from the time of its being sent to the Charity and the copyright in every lecture delivered at the request of the Trustees by any Member together with any notes, copy draft prints or manuscript of any such lecture and the copyright therein shall be the property of the Charity alone from the time of the delivery of the lecture unless in any case some previous arrangement to the contrary has been made by the Trustees with the author.

#### **OTHER COMMITTEES**

- 51 The Trustees may from time to time appoint from among the membership of the Charity or from outside the Charity such other committees at they may deem necessary or expedient and may depute or refer to them such of the powers and duties or advisory duties as the Trustees may determine. All committees shall periodically report their proceedings to the Trustees and shall conduct their business in accordance with the directions of the Trustees and in accordance with the procedures approved by the Trustees.

#### **BYE-LAWS AND REGULATIONS**

- 52 The Trustees may by resolution passed at any meeting by not less than two-thirds of the Trustees present in person and voting (being an absolute majority of the whole number of the Trustees) from time to time make such Bye-Laws as to it shall seem requisite and convenient for the regulation, government and advantage of the Charity, its Members and property for the furtherance of the objects and purposes of the Charity and from time to time revoke, amend or add to any Bye-law or Bye-Laws.
- 53 The Trustees shall be the sole authority for the interpretation of these Bye-Laws and of any regulations made from time to time by the Trustees, and the decision of the Trustees upon any

question of interpretation or upon any matter affecting the Charity and not provided for by these Bye-Laws or by the regulations shall be final and binding on the Members.

### **FINANCIAL YEAR**

- 54 The financial year of the Charity shall end on the 31st day of December in each year, to which day the accounts of the Charity shall be balanced.

### **REGULATIONS FOR THE APPOINTMENT AND RETIREMENT OF TRUSTEES**

1. The Chairman and Vice-Chairman may serve a maximum of two consecutive three-year terms, provided that the Trustees can appoint a Chairman or Vice Chairman for more than two such terms should they determine, in their absolute discretion, that this is in the best interests of the Charity. The term of office as Chairman or Vice Chairman can be additional to the term of office already served by such officer as a Trustee, and the limit imposed by Regulation 5 below of six consecutive years will not apply in such circumstances.
2. The Selected Members shall be selected or appointed by the Trustees from members of the Advisory Council who will not be aged 65 or older on taking up office. The Trustees shall determine, in their absolute discretion, the selection or appointed process from time to time. Should a Selected Member cease to be a member of the Advisory Council, then he shall at the same time cease to be a Selected Member, but any such person shall then be eligible for appointment as an Appointed Member.
3. The Appointed Members shall be appointed by the Board of Trustees who may determine, in their absolute discretion, the appointment process for the Appointed Members from time to time.
- 6 If a casual vacancy for a Selected Member or an Appointed Member of the Board of Trustees is created that vacancy shall be filled in accordance with such procedure as the Board of Trustees shall from time to time specify. A person filling a casual vacancy shall serve on the Board of Trustees only for the remainder of his/her predecessor's term of office, and shall be eligible for re-appointment or re-election.
- 7 No member of the Board of Trustees shall act as a Trustee for more than six consecutive years and there must be a gap of at least one year thereafter before he or she can be reappointed or re-elected as a Trustee SAVE THAT the Trustees in their absolute discretion may override this provision from time to time where it is considered to be in the best interests of the Charity.
- 8 Selected Members shall be selected from amongst the Advisory Council by the Trustees and serve for a period of three years when they will retire. Subject to Regulation 7, a retiring Selected Member shall be eligible for re-selection provided that he or she remains a member of the Advisory Council.
- 9 Appointed Members shall be appointed by the Board of Trustees and serve for a period of three years after which they will retire. Subject to Regulation 7, a retiring Appointed Member shall be eligible for re-appointment for a further term or terms of office.
- 10 Removal of Trustees: a two-thirds majority of the Trustees can remove a Trustee on the grounds of unprofessional conduct, conduct likely to bring the Charity into disrepute or where the majority of Trustees determine the Trustee not to share the Charity's objectives, vision or direction.

### **RULES FOR THE SELECTION OF SELECTED MEMBERS OF THE BOARD OF TRUSTEES**

1. The Secretary shall distribute to all members of the Advisory Council an invitation, in the form of a nomination paper, to stand for selection to the Board of Trustees to take up the appointment on the 1st January following. Such nomination paper shall set out the Board of Trustees requirements in relation to the skills mix for the Board of Trustees. The nomination paper must be signed by the candidate and by two seconders who shall be members of the Advisory Council. Such a nomination may consist of several documents in the same form, each signed by one or more of the seconders. Facsimile, photocopies and scanned copies (such as PDF) of the nomination paper will be admissible. The candidates for selection may submit a selection statement with their completed nomination paper.
2. When the nominations have closed, the Board of Trustees shall meet to select the Selected Members from amongst the valid candidates taking into account the required skills mix for the Board. The Board of Trustees can determine the selection process from time to time.

3. Following the selection, the Secretary shall communicate the results to all the candidates.