

## INTERPRETATION

EMW  
Chairman

0. In this constitution:

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"the Act" means the Companies Act 2006

"the Council" means the Council of management of the Society

"Secretary" means any person appointed to perform the duties of the Secretary of the Society

"the Society" means Essex Agricultural Society

"the United Kingdom" means Great Britain and Northern Ireland

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, email, facsimile, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in this Constitution shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the Society.

The use of the male pronoun – 'he' or 'his' – shall throughout this constitution convey the sense of either male or female.

## NAME

1. The name of the company (hereinafter called "the Society") is Essex Agricultural Society.
2. The registered office of the Society will be situate in England.

## .OBJECTS

3. The Objects for which the Society is established are to promote and advance agriculture for the benefit of the public and to such end generally to improve and publicise it in all its branches and to encourage skill and industry in it and in all trades, crafts and professions connected with it.
4. To hold in pursuance of its main objects an annual agricultural show provided that the Society shall not be obliged to hold a show in any year in relation to which the council of the society shall resolve that the holding of such a show shall be impracticable or not in the interests of the Society.

## GENERAL

5. The number of members with which the Society is registered is unlimited.

6. The Society is established for the purposes expressed in this Constitution.

#### **LIABILITY OF MEMBERS**

7. 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 is a member or within one year after he ceases to be a member and of the costs charges and expenses of winding-up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding ONE POUND.

#### **ADMISSION OF MEMBERS**

8. Any person desiring to become a member of the Society shall apply to the Secretary of the Society. Upon receipt of any application (as aforesaid) the Secretary shall place the same as soon as possible before a committee of the Council appointed at such time and from time to time as to the Council shall seem fit to consider the same; and the committee having accepted rejected the same for good and sufficient reason, the Secretary shall forthwith inform the applicant of their decision. And the Secretary shall enter the names of all such applicants as shall have been accepted as aforesaid in the register of members of the Society, whereupon such persons shall become members.
9. In any case where provision shall be made by resolution of the Council for the payment of a joint subscription both persons in respect of whom such joint subscription shall be paid shall be admitted to be and shall be members of the Society as if they had paid separate subscriptions but so that a failure by either of such persons to pay a joint subscription as provided by Article 10 hereof shall have the consequences therein set out for both such members.

#### **RETIREMENT OF MEMBERS**

10. Any member who shall desire to retire or resign shall signify such desire to the Secretary and provided that after such retirement the number of members is not less than thirty the Secretary shall forthwith remove such person's name from the books of the Society, whereupon he shall cease to be a member.

#### **SUBSCRIPTIONS**

11. Save where a resolution made by the Council provides for the payment of joint subscriptions, each member shall pay a subscription to the Society and the amount of such subscription shall be fixed and may be varied from time to time by the Council.
12. All subscriptions shall become due when a person is entered in the books of the Society as a Member or Life Member and in the case of annual subscriptions shall also be payable on the first day of January of the year next following the calendar year during which a member was first admitted to be a member, and similarly in each subsequent year.
13. In case any person shall have failed to pay a subscription within twenty-one days of becoming a member or by the thirtieth day of April in any year in which such subscription shall have become due, being an annual subscription, on the first day

of January, the Council shall have the right to remove his name from the books of the Society whereupon he shall cease to be a member.

#### **EXPULSION OF MEMBERS**

14. The Council may in its absolute discretion resolve to expel any member from the Society and the Secretary shall forthwith cause his name to be removed from the books of the Society whereupon he shall cease to be a member.
15. Not less than twenty-one days previous to the meeting at which such resolution shall be proposed notice of the proposed resolution shall be sent by or on behalf of the Society to the registered address of such member and such notice shall contain a full statement of the reasons for the proposed expulsion and the member shall be entitled to be heard in his own defence at the meeting and to call oral evidence but not to be represented.
16. On the expulsion of a member as aforesaid the Council 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.

#### **RIGHTS OF MEMBERS**

17. In addition to all rights conferred on members by this Constitution the Council may from time to time resolve that such other rights shall be attendant upon membership of the Society as shall to the Council seem fit but so that no such right shall conflict with any provision of the Constitution of the Society or with these Articles.
18. In case any corporation shall be a member of the Society such corporation may by writing to the Society nominate a person to exercise on its behalf any rights and privileges conferred upon members under Article 17 hereof.

#### **GENERAL MEETINGS**

19. The Society shall in each year hold a general meeting as its annual general meeting in addition to any other meetings held in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Society and that of the next. The annual general meeting shall be held at such time and place as the Council shall appoint.
20. All general meetings other than annual general meetings shall be called extraordinary general meetings.
21. The Council may, whenever it thinks 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 302 of the Act. If at any time there are not within the United Kingdom sufficient members of the Council to form a quorum, any three members of the Council or any twenty-five percent of members of the Society may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.

22. Any requisition made by members of the Council or by members shall express the object of the meeting proposed to be called, and shall be left at the registered office of the Society.
23. Upon receipt of such requisition the Council shall forthwith proceed to convene a general meeting; if they do not proceed to convene the meeting within twenty-one days from the date of the requisition, the requisitionists may themselves convene a meeting.

#### **NOTICE OF GENERAL MEETING**

24. An annual general meeting and a meeting called for the passing of a special resolution shall be called by fourteen days notice in writing at the least, and a meeting of the Society other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Society in general meeting, to such persons as are, under the articles of the Society, entitled to receive such notices from the Society: Provided that a meeting of the Society shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed:
  - (a) in the case of a meeting called as the annual general meeting, by all of the members entitled to attend and vote thereat; or
  - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ten per cent of the total voting rights at that meeting of all the members.
25. The accidental omission to give notice to, or the non-receipt of, notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

26. All business shall be deemed special that is transacted at any extraordinary general meeting; and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election of members of the Council in the place of those retiring and the appointment and the fixing of the remuneration of the auditors.
27. No business shall be transacted at any meeting unless a quorum of not less than ten members is present at the commencement of such business.

28. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Council or members, shall be dissolved, in any other case it shall stand adjourned to the same day in the following week, at the same time and place, and if at such adjourned meeting a quorum is not present, it shall be adjourned sine die.
29. The Chairman, if any, of the Council, or in his absence the Vice-Chairman, shall preside as chairman at every general meeting of the Society, or if there is no such Chairman or Vice-Chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Council who are present shall elect one of their number to be chairman of the meeting.
30. If at any meeting no member of the Council is willing to act as chairman or if no member of the Council is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
31. 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 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 an adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
32. 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 by at least five members of Council or members and unless such poll be demanded a declaration by the chairman 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 book containing 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. The demand for a poll may be withdrawn.
33. If a poll is demanded in manner aforesaid the same shall be taken at such time and in such manner as the Chairman directs, and the result of such poll shall be deemed to be the resolution of the Society in general meeting, save that a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.
34. In any vote at a General Meeting the result shall be determined by a simple majority of Members present entitled to vote. 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.

## **VOTES OF MEMBERS**

35. Every member shall have one vote.
36. No member shall be entitled to vote at any general meeting unless all monies presently payable by him to the Society have been paid.
37. On a poll vote, or a show of hands, votes may be given either personally or by proxy.
38. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Society.
39. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Society or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time of holding the meeting or adjourned meetings 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.
40. An instrument appointing a proxy shall be in writing and signed by the member and clear for the purpose for which it is given.
41. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
42. 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 such death, insanity or revocation as aforesaid shall have been received by the Society, at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
43. No member shall vote whether by himself or by proxy on any matter in which he is personally interested pecuniarily or debate on such matter without the permission of the majority of the persons present and voting, such permissions to be given or withheld without discussion.

## **CORPORATION ACTING BY REPRESENTATIVES AT MEETINGS**

44. Any corporation which is a member of the Society may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Society, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Society.

## HONORARY OFFICERS

45. (a) Council shall extend an invitation to the Lord Lieutenant of Essex to become the Patron of the Society. If the Lord Lieutenant chooses to accept the invitation then the Lord Lieutenant shall automatically become a member of the Council of the Society. The Lord Lieutenant shall remain Patron of the Society for as long as he holds the title Lord Lieutenant. If the Lord Lieutenant declines to accept the invitation to become Patron of the Society then the position of Patron may be void until either:
- i) there is a new Lord Lieutenant and a further invitation may be extended; or
  - ii) the Council resolve to invite another individual of suitable standing to be Patron in place of the Lord Lieutenant.
- (b) There shall be a President of the Society who shall be elected by the members in annual general meeting and shall hold office for one year from such meeting. The President must be a member of the Society before his election.
- (c) There shall also be a President Elect to whom the provisions of para (b) of this constitution (*mutatis mutandis*) shall apply.
46. Any person who has given the Society long and/or meritorious service may be elected an Honorary Life Member at an Annual General Meeting upon the recommendation of the Council. An Honorary Life Member shall have all the privileges of an ordinary member.
47. There may be Honorary members of the Council who shall be elected from time to time by the members of the Council, and who shall thereafter hold their offices for life or until retirement. Honorary members of the Council must be members of the Society.
48. There may be other honorary officers to the Society if the Council so resolve who shall be elected by the Council and shall hold office for one year from such meeting.

## COUNCIL

49. There shall be a Council of the Society which shall consist of the Patron, President, President-Elect, 6 elected members and such co-opted members as hereinafter mentioned.
50. The Chairman the Vice-chairman of the Council of the Society shall be elected by the members of the Council at its first meeting after the annual general meeting and shall each hold office until the first meeting of the Council following the next annual general meeting. The Chairman the Vice-Chairman shall each be eligible for re-election.
51. The members of the Council shall be elected from among the members for the time being of the Society by the members in annual general meeting, but no person appointed to any office of the Society in respect of which he is paid by salary or fees or remuneration by any benefit in money or money's worth from the Society shall be eligible to be a member of the Council.

52. Save in the case of a member of the Council retiring at a meeting, who may be re-elected upon being proposed and seconded at the meeting, no member may be elected to be a member of the Council unless a nomination made in writing by one member of the Society and supported by another proposing such member for election as aforesaid shall have been received by the Secretary not less than 14 clear days before the date of the relevant annual general meeting.
53. In every year one third of the elected members of the Council for the time being shall retire from office.
54. The members of the Council to retire in every year shall be those who have been longest in office since their last election, but as between persons who became members of the Council on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
55. A retiring member of the Council shall not be eligible for re-election for one year save for the Chairman and Vice-Chairman, for the time being.
56. The Council shall have power at any time and from time to time to appoint any member to be a member of the Council either to fill a casual vacancy or as an addition to the existing members of the Council. A member of the Council appointed to fill a casual vacancy as aforesaid shall hold office for the remainder of such period as the member in whose place he was appointed would have continued to hold office before next retiring in accordance with these articles; and all other members appointed under this article shall hold office only until the next following annual general meeting, but shall not be taken into account in determining the members of the Council who are to retire by rotation at such meeting. Any member of the Council appointed under this article shall be eligible for re-election.
57. The Society may by ordinary resolution of which special notice has been given in accordance the Act, remove any member of the Council before the expiration of his period of office notwithstanding anything in these articles.
58. The Society may by ordinary resolution appoint another person in place of a member of the Council removed from office under Article 68 hereof. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a member of the Council on the day on which the member of the Council in whose place he is appointed was last elected to be a member of the Council.

#### **POWERS AND DUTIES OF THE COUNCIL**

59. The Council shall have absolute control over all the affairs and property of the Society, and shall prescribe, alter or cancel rules, by-laws and regulations for the regulation of the Society and its activities and shall exercise all such powers of the Society as they shall think fit provided that no rule made as aforesaid shall be inconsistent with the Articles of Association of the Society.



60. The Council may delegate any of its day to day business administration to committees consisting of such member or members of the Council and others as it thinks fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council provided that all acts and proceedings of any such committee shall be reported fully and promptly to the Council and provided further that no such committee shall expend funds of the Society otherwise than in accordance with a budget agreed by the Council. The chairman and vice-chairman of the Council shall be ex officio members of any committee so formed.
61. The Council shall engage all such officers and servants as shall be necessary and shall regulate their duties and fix their salaries.
62. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Society shall be signed, drawn, accepted, endorsed or otherwise executed in such manner as the Council shall from time to time by resolution determine, and in default of such resolution shall be executed by any two of the following namely the Chairman or the Vice-Chairman and either the Treasurer or the Secretary.

#### **PROCEEDINGS OF THE COUNCIL**

63. The Council and any Committee or Committees formed by the Council as aforesaid may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they shall think fit. Questions arising at any such meeting shall be decided by a majority of votes.
64. Each Committee formed by the Council as aforesaid shall appoint its own chairman. If the Chairman is for any reason unable to act, the Committee shall elect from its own members a Chairman of its meetings.
65. The quorum necessary for the transaction of the business of the Council shall be five and no business shall be transacted at any meeting of the Council unless a quorum is present at the start of business.
66. The quorum for the meetings of each several committee formed by the Council as aforesaid shall be as determined by the Council from time to time but shall not be less than three.
67. In the case of equality of votes at meetings of the Council the Chairman of the Council shall have a second or casting vote and in the case of equality of votes at meetings of any Committee formed by the Council as aforesaid the Chairman of such committee shall have a second or casting vote.

#### **DISQUALIFICATION OF MEMBERS OF COUNCIL**

68. A member of the Council shall cease to be such if he:
  - (a) ceases to be a member of the Society; or

- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) becomes prohibited from holding office by law; or
- (d) (becomes of unsound mind; or)
- (e) retires from the Council by notice in writing to the Society; or
- (f) is removed from office by a resolution duly passed pursuant to section 168 of the Act; or
- (g) is absent from four consecutive meetings of the Council without permission.

A member of the Council shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

#### **LIABILITY OF COUNCIL MEMBERS**

- 69. The Council may decide to purchase and maintain insurance, at the expense of the Society, for the benefit of any relevant directors in respect of any relevant loss.
- 70. In this Article:
  - (a) a 'relevant director' means any member or former member of the Council of the Society; and
  - (b) a 'relevant loss' means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the Society.

#### **MINUTES**

- 71. The Council shall cause minutes to be made in books provided for the purpose:
  - (a) of all appointments of officers made by the Council; and
  - (b) of the names of all the members of the Council present at each meeting of the Council and of any committee formed by the Council as aforesaid; and
  - (c) of all resolutions and proceedings at all meetings of the Society and of the Council and every member of the Council present at any meeting of the Council or of a Committee formed by the Council as aforesaid shall sign his name in a book to be kept for that purpose.

## **SECRETARY**

72. The Secretary to the Society may be appointed by the Council for such term, at such remuneration and upon such conditions as it may think fit; and any secretary so appointed may be removed by it. 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 not Secretary capable of acting. No Council Member may occupy the salaried position of Secretary.

## **TREASURER**

73. The Treasurer may be appointed by the Council for such term, at such remuneration and upon such conditions as it may think fit; and any Treasurer so appointed may be removed by it. The Council may from time to time by resolution appoint an assistant or deputy Treasurer, and any person so appointed may act in place of the Treasurer if there be no Treasurer or no Treasurer capable of acting. No Council Member may occupy the salaried position of Treasurer.

## **OTHER POSTS**

74. Other Officials, that Council thinks necessary to achieve its objects, may be appointed by the Council for such term, at such remuneration and upon such conditions as it may think fit; and any official so appointed may be removed by it. No Council Member may occupy any such salaried position.
75. The posts of Secretary, Treasurer or any Other Official may be held as an Honorary post.

## **THE SEAL**

76. The Council shall provide for the safe custody of the seal, which shall be used only by the authority of the Council or of a committee formed by the Council and authorised by the Council in that behalf and every instrument to which the seal shall be affixed shall be signed by a member of the Council and shall be countersigned by the Secretary or by a second member of the Council or by some other person appointed by the Council for the purpose.

## **ACCOUNTS**

77. The Council shall cause accounting records to be kept in accordance with the Act.
78. The accounting records shall be kept at the registered office of the Society, or, subject to the Act at such other place or places as to the Council seem fit and shall always be open to inspection by members of the Council.
79. 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

Society or any of them shall be open to the inspection of members not being members of the Council and no member not being a member of the Council shall have any right of inspecting any account or book or document of the Society except as conferred by Statute or authorised by the Council or by the Society in general meeting.

80. At the Annual General Meeting in every year the Council shall lay before the Society a proper income and expenditure account for the period since the last preceding account made up to a date not more than six 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, be sent to the auditors and be put on the Society's website. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Society is not aware or to more than one of the joint holders of any debentures.

## **AUDIT**

81. Auditors shall be appointed and their duties regulated in accordance with of the Act.

## **RESTRICTIONS ON APPLICATION OF PROPERTY AND DISTRIBUTIONS**

82. The income of the Society shall be applied in promoting its objects.
83. The Society may not pay dividends or return capital to its members.
84. Provided that nothing herein shall prevent any payment in good faith by the Society:
- (a) of any reasonable and proper remuneration to any member, officer or servant of the Society (not being a member of the Council) for any services rendered to the Society;
  - (b) of interest on money lent by any member of the Society at a rate per annum not exceeding 2% less than the minimum lending rate prescribed for the time being by the Bank of England or 3% whichever is the greater;
  - (c) of reasonable and proper rent for premises demised or let to the Council;
  - (d) to any member of the Council of reasonable out of pocket expenses; or
  - (e) of fees, remuneration or other benefit in money or money's worth to any member of the Council, or company, or other organisation of which such member of the Council is an employee or in which he is otherwise interested, in consideration of the supply of services, works or goods at the cost of the Society. Provided that such payment may only be made if such member of the Council is absent from all meetings of the Council during the relevant

discussions and takes no part in the relevant decisions and provided further that the other members of the Council are satisfied that the transactions in question are advantageous to the Society.

## **NOTICES**

85. A notice may be served by the Society on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered place of abode.
86. Any notice, if served by post, shall be deemed to have been served at the time the letter containing the same would be delivered in the ordinary course of post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, and posted and that the postage was prepaid.
87. Notice of every general meeting shall be given in any manner hereinbefore authorized to:
  - (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Society an address within the United Kingdom for the giving of notices to them; and
  - (b) the auditor for the time being of the Society.

No other person shall be entitled to receive notices of general meetings

## **WINDING UP**

88. If upon winding up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities any property whatsoever, 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 clauses 82, 83 and 84 hereof. Such institution or institutions to be determined by the members of the Society at or before the time of dissolution and if and so far as effect cannot be given to such provision then to some other charitable object.