



At the Council Chamber, Whitehall

THE 16th DAY OF DECEMBER 2020

BY THE LORDS OF HER MAJESTY'S MOST HONOURABLE
PRIVY COUNCIL

The Privy Council has approved the revised By-Laws of the Royal Agricultural Benevolent Institution as set out in the Schedule to this Order.

Richard Tilbrook

SCHEDULE

REVISED BY-LAWS OF THE ROYAL AGRICULTURAL BENEVOLENT INSTITUTION

1. MEMBERS

- 1.1. The Corporation must maintain a register of members.
- 1.2. The members of the Corporation are:
 - 1.2.1. The Council members;
 - 1.2.2. Former Council members for a period of 5 years following their tenure;
 - 1.2.3. The representative of each County Committee which shall be the Chair of the County Committee unless such position has not been appointed, in which case the County Committee will nominate the representative from the other officers (vice chair, treasurer or secretary) of the County Committee; and
 - 1.2.4. The President and Vice Presidents appointed by the Council.

And who sign the register of members or who consent in writing to become members.

- 1.3. Members shall be entitled to such voting rights or other privileges as may from time to time be specified in the Regulations made by the Council in accordance with By-Law 5.7.
- 1.4. Membership is terminated if the member concerned:

- 1.4.1 gives written notice of resignation to the Corporation; or
- 1.4.2 dies; or
- 1.4.3 any sum due from the member to the Corporation remains unpaid six months after it is due and the Council resolves to end that member's membership; or
- 1.4.4 the member fails to respond in writing within 40 days of being sent a notice in writing requesting confirmation that they wish to remain a member and containing a warning that their membership may be ended and the Council resolves to end their membership; or
- 1.4.5 is removed from membership by resolution of the Council on the ground that in its reasonable opinion the member's continued membership is harmful to the Corporation. The Council may only pass such a resolution after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice.

1.5 Membership of the Corporation is not transferable.

2. **OFFICERS**

The Officers of the Corporation shall consist of a Chairman, up to two Deputy Chairmen, an Honorary Treasurer, and such other Officers as may be appointed from time to time by the Council.

3. **THE COUNCIL**

- 3.1 Council shall consist of not less than 9 nor more than 12 Trustees.
- 3.2 The Trustees shall be elected by the members of the Corporation at the AGM in accordance with any relevant Regulations. The Council may generally or specifically resolve to authorise the use of a postal or electronic ballot for the election of Trustees and/or the passing of any resolution. The requirements for postal or electronic voting shall be set out in the Regulations.
- 3.3 The majority of the Trustees shall consist of persons who are or who have been engaged in agriculture.
- 3.4 The Council may at any time co-opt any individual who is qualified to be appointed as a Trustee to fill a vacancy in their number or as an additional Trustee subject to the maximum number of Trustees specified in By-Law 3.1, but a co-opted Trustee holds office only until the next AGM, where they must retire but may stand for election. Any time served as a co-opted Trustee shall not count towards any maximum terms of office.
- 3.5 Trustees shall be elected for a 4 year term after which, if they remain qualified, they shall be eligible for re-election for a further 4 year term. Save that where a Trustee's final 4 year term expires before the expiry of their term of appointment as an Officer to

the Council (as provided for in By-Law 4.6 and 4.7) then the Trustee may remain as a Trustee until the expiry of their term as Officer. For the purposes of this By-Law a “year” shall mean a complete period of service between two AGMs.

- 3.6 A Trustee may, in exceptional circumstances as determined by the Council, stand for re-election for a further final term of up to two years provided that this is approved by a resolution of the Council passed by a majority of at least 75% of those Trustees present and voting. For the avoidance of doubt a Trustee who has served the maximum period of service including the exceptional further term of up to two years cannot be subsequently co-opted to the Council.
- 3.7 Every Trustee after appointment or reappointment must sign a declaration of willingness to act as a charity trustee of the Corporation before he or she may vote at any meeting of the Trustees.
- 3.8 A Trustee’s term of office automatically terminates if he or she:
 - 3.8.1 is disqualified under the Charities Act from acting as a charity trustee unless a waiver has been granted by the Charity Commission;
 - 3.8.2 is incapable, whether mentally or physically, of managing his or her own affairs and it is resolved by a majority of the other Trustees to remove him or her;
 - 3.8.3 is absent without permission from 3 consecutive meetings of the Council and is asked by the majority of other Trustees to resign;
 - 3.8.4 ceases to be a member (but such a person may be reinstated by resolution passed by all the other Trustees on resuming membership of the Corporation before the next AGM);
 - 3.8.5 resigns by written notice to the Council (but only if at least 9 Trustees will remain in office); or
 - 3.8.6 is removed by resolution of the members present and voting at a general meeting after the meeting has invited views of the Trustee concerned and considered the matter in the light of any such views; or
 - 3.8.7 is a co-opted Trustee and is removed by the Council; or
 - 3.8.8 dies; or
 - 3.8.9 becomes bankrupt or makes any arrangement or composition with their creditors; or
 - 3.8.10 is removed from office by a resolution of at least 75% of the other Trustees present and voting at a Council meeting provided:
 - (a) at least half of the serving Trustees are present at the meeting; and

- (b) that prior written notice of the meeting and the intention to propose such a resolution has been given to the Trustee in question.

3.9 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.

4. COUNCIL PROCEEDINGS

4.1 The Council shall call and hold such Council meetings as it requires. Meetings of the Council may be held in person or may be held using such audio and video conferencing facilities or such other electronic facilities as become available, provided that each Trustee can communicate with the others attending.

4.2 A quorum at a meeting of the Council is 7 Trustees.

4.3 The Chairman or (if the Chairman is unable to do so) some other Trustee chosen by the Trustees shall preside at each meeting.

4.4 Except for the chairman of the meeting, who has a second or casting vote, every Trustee has one vote on each issue.

4.5 Every issue may be determined by a simple majority of votes cast at a meeting, but a written resolution signed by all Trustees is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.

4.6 The Council at its first meeting after each AGM, shall elect from its own body people to fill the Offices of Chairman, up to two Deputy Chairmen and Honorary Treasurer.

4.7 Officers will hold office for a term of 3 years retiring at the third AGM after their appointment.

4.8 Any five Trustees shall have the power of requisitioning a special meeting of the Council on giving to the Chairman notice in writing stating the object of such meeting. The Chairman shall immediately convene such special meeting by giving at least 7 days' notice in writing addressed to each member of the Council specifying the time and place of the meeting and the business to be transacted.

5. POWERS OF THE COUNCIL

The Council subject to the provisions of the Royal Charter and the By-Laws has the following powers in the administration of the Corporation:

5.1 to appoint (and remove) Officers from among their number;

5.2 to appoint individuals to the honorary positions of Patron and to appoint (and remove) individuals to Vice President who shall serve for terms of five years and shall be eligible for re-appointment for further terms of five years;

5.3 to appoint and remove individuals to the honorary positions of President and Chaplain;

- 5.4 to delegate any of their functions to individuals and to committees consisting of two or more individuals appointed by them (but the majority of members of every committee must be members of the Council and all proceedings of committees must be reported promptly to the Council);
- 5.5 to make Regulations to govern proceedings at General Meetings;
- 5.6 to make rules to govern their proceedings and proceedings of committees;
- 5.7 to make Regulations consistent with the provisions of the Royal Charter and the By-Laws to govern the administration of the Corporation and the use of its seal (including the operation of bank accounts and the commitment of funds);
- 5.8 to resolve, or establish procedures to assist the resolution of, disputes within the Corporation;
- 5.9 to establish and dissolve County committees and manage them in accordance with guidelines established by the Council from time to time;
- 5.10 to exercise any powers of the Corporation which are not reserved to a general meeting; and
- 5.11 to decide:
 - 5.11.1 the qualifications of candidates for regular payments and method of payment;
 - 5.11.2 the qualifications of candidates for grants relief or assistance, (otherwise than by regular payment) and the manner in which such candidates shall be chosen (whether by election, nomination, or otherwise) and the nature and amount of any such grants, relief or assistance, and the manner in, and the time at which such grants, relief, or assistance shall be given;
 - 5.11.3 the forfeiture of the right to regular payments, grants, relief, or other assistance; and
 - 5.11.4 the constitution of special funds by gift, contribution, or bequest for the purpose of providing regular payments, grants, relief or assistance and (subject to the terms of the gifts, contributions or bequests) the management of any such special funds and the manner in which the person to receive a regular payment, grant relief or assistance thereout is to be nominated or ascertained, and the manner in which the capital or income of the fund is to be disposed of.

6. RECORDS AND ACCOUNTS

- 6.1 The Trustees must comply with the requirements of the Charities Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Commission of:

- 6.1.2 annual reports; and
- 6.1.3 annual statements of account.
- 6.2 The Trustees must keep proper records of:
 - 6.2.1 all proceedings at general meetings;
 - 6.2.2 all proceedings at meetings of the Council;
 - 6.2.3 all reports of committees; and
 - 6.2.4 all professional advice obtained.
- 6.3 Accounting records relating to the Corporation 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 Council so decides.
- 6.4 A copy of the Corporation's latest available statement of account must be supplied on request to any Trustee or member. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Corporation's reasonable costs.

7. GENERAL MEETINGS

- 7.1 Members are entitled to attend General Meetings either personally or by proxy. General meetings are called on at least 14 clear days' written notice specifying the business to be discussed.
- 7.2 There is a quorum at a General Meeting if the number of members present in person or by proxy is at least 15.
- 7.3 The President or (if the President is unable or unwilling to do so) a Trustee appointed by the Trustees present at the beginning of the meeting shall preside at a general meeting.
- 7.4 Except where otherwise provided by Charter, every issue is decided by a majority of the votes cast.
- 7.5 Except for the chairman of the meeting, who has a second or casting vote, every member present in person or by proxy has one vote on each issue.
- 7.6 A written resolution signed by the requisite majority entitled to vote at a General Meeting is as valid as a resolution actually passed at a General Meeting. For this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature.
- 7.7 The Corporation must hold an AGM in every year.

- 7.8 At an AGM the members:
- 7.8.1 receive the accounts of the Corporation for the previous financial year;
 - 7.8.2 receive the Council's report on the Corporation's activities since the previous AGM including:
 - 7.8.2.1 the number of candidates for regular payments;
 - 7.8.2.2 the number of persons receiving grants, relief, or other assistance; and
 - 7.8.2.3 an account of the receipts and expenditure of the Corporation as certified by the Auditor;
 - 7.8.3 accept the retirement of those Trustees who wish to retire or who are retiring by rotation;
 - 7.8.4 elect Trustees to fill the vacancies arising;
 - 7.8.5 appoint auditors for the Corporation; and
 - 7.8.6 may discuss and determine any issues of policy or deal with any other business put before them by the Council.
- 7.9 Any general meeting of the voting members of the Corporation which is not an AGM is a General Meeting.
- 7.10 A General Meeting may be called at any time by the Council and must be called within 28 clear days on a written request from at least 50 members.

8. **NOTICES**

- 8.1 Notices or documents served under the By-Laws may be sent by hand, by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or national newspaper or any journal distributed by the Corporation or published on a website or similar medium.
- 8.2 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. Each member may from time to time notify in writing to the Corporation an electronic address, at which notices and documents may be served upon him.
- 8.3 Any notice given in accordance with these By-Laws is to be treated for all purposes as having been received:
- 8.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;
 - 8.3.2 two clear days after being sent by first class post to that address;

- 8.3.3 three clear days after being sent by second class post to that address;
 - 8.3.4 on the date of publication of a newspaper containing the notice;
 - 8.3.5 on being handed to the member personally;
 - 8.3.6 48 hours after being published on the website or similar medium but the member shall only be deemed to be served if the member has also been served personally, by post or electronically, a notice of availability confirming that the notice or other document in question has been so published and that the notice or other document is available for substantially the whole of any relevant notice period; or, if earlier
 - 8.3.7 as soon as the member acknowledges actual receipt.
- 8.4 A technical defect in the giving of notice or service of a document of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

9. INTERPRETATION

- 9.1 In the Royal Charter and in the By-Laws, unless the context indicates another meaning:

AGM means an annual general meeting of the Corporation;

By-Laws mean these By-Laws and includes any alteration, amendment or addition thereto;

the Charities Act means the Charities Act 2011 as amended;

charity trustee has the meaning prescribed by section 177 of the Charities Act;

clear day means 24 hours from midnight following the relevant event;

the Commission means the body corporate known as the Charity Commission for England and Wales;

the Corporation means the charity known as the Royal Agricultural Benevolent Institution;

the Council means the governing council of trustees for the time being of the Corporation;

financial year means the Corporation's financial year;

General Meeting means a General Meeting of the Members of the Corporation;

indemnity insurance means insurance against personal liability incurred by the Trustees or any one or more of them in respect of negligence, default, breach of trust or duty provided that such insurance shall not extend to any claim arising from any act

or omission which the Trustees knew to be a breach of trust or breach of duty or which was committed by the Trustees in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity;

member and **membership** refer to membership of the Corporation;

month means calendar month;

the Objects means the Objects of the Corporation as defined in clause 4 of the Royal Charter;

Regulations means the regulations for the time being in force made and amended by the Council of the Corporation;

the Royal Charter means the Charter granted by His Majesty King George the Fifth incorporating the Royal Agricultural Benevolent Institution as may be amended from time to time and to which these By-Laws are appended;

Trustee means a member of the Council and **Trustees** means members of the Council;

written or **in writing** refers to a legible document on paper including a fax message; and

year means calendar year.

9.2 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.