

COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE YOUNG FARMERS' CLUBS OF ULSTER

The logo for Clever Fulton Rankin features a thick blue horizontal bar above the company name. The name is stacked in three lines: "Clever" on the top line, "Fulton" on the middle line, and "Rankin" on the bottom line. The text is in a blue, sans-serif font.

**Clever
Fulton
Rankin**

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1. The company's name is The Young Farmers' Clubs of Ulster (and in this document it is called the "**Charity**").

2. LIABILITY OF MEMBERS

2.1 The liability of the members is limited.

2.2 Every member promises, if the Charity is dissolved while he/she remains a member or within one year after he/she ceases to be a member, to pay up to £1 towards:

2.2.1 payment of those debts and liabilities of the Charity incurred before he/she ceased to be a member;

2.2.2 payment of the costs, charges and expenses of winding up; and

2.2.3 the adjustment of rights of contributors among themselves.

3. OBJECTS

The Charity's Objects are specifically restricted to the following:

3.1 By the way of open clubs to advance the education of young people aged between 12 and 30 years old in agriculture, rural life and related subjects in order to assist in the development of their spiritual and mental capacities, self-reliance and individual responsibility so that they may grow to full maturity as individuals and members of the community. The Charity shall be a non-political and non-sectarian organisation.

The Mission Statement of the Charity shall be:

"The Young Farmers' Clubs of Ulster is a people focused organisation with the objective of encouraging individual development, creativity, initiative and contribution for the benefit of the member, the Charity, industry and the community".

Nothing in the articles shall authorise an application of the property of the Charity for purposes which are not charitable in accordance with section 2 of the Charities Act (Northern Ireland) 2008.

4. POWERS

¹ Adopted pursuant to a special resolution passed on [●] April 2018.

- 4.1 The Charity has the following powers, which may be exercised only in promoting the Objects:
- 4.1.1 to form Young Farmers' Clubs in such areas of the six counties of Northern Ireland as may be thought desirable and practicable and advise and assist them, to promote and organise suitable activities, to prescribe such regulations governing clubs and activities as shall be conducive to their efficient management;
 - 4.1.2 to organise (or to make grants or loans towards the costs of others organising) meetings, lectures, conferences, broadcasts or courses of instruction;
 - 4.1.3 to publish or distribute information in any format;
 - 4.1.4 to co-operate with other bodies;
 - 4.1.5 to enter into any funding or other arrangement with any government or any other authority (supreme, municipal, local or otherwise) and to obtain from such government or authority any rights, concessions, privileges, licences and/or permits;
 - 4.1.6 to establish, participate in and/or support (financially or otherwise) groups, forums, associations, federations or organisations with purposes which are within the Objects for any of the charitable purposes included in the Objects;
 - 4.1.7 to set up, make grants to, support or administer other charities and undertake and execute charitable trusts;
 - 4.1.8 to raise funds (but not by means of Taxable Trading);
 - 4.1.9 to accept any gift of money, property or other assets whether subject to any special trusts or not;
 - 4.1.10 to borrow money and give security for loans (but only in accordance with the restrictions imposed by the Applicable Charities Legislation (if any) and provided that the amount borrowed shall not, without the consent of a specially convened meeting of the Council, at any one time exceed fifty thousand pounds with interest thereon at the rate at which it was borrowed;
 - 4.1.11 to acquire or hire property rights or privileges of any kind and to construct, restore, improve, maintain and alter such property;
 - 4.1.12 to let or dispose of or turn to account property of any kind (but only in accordance with the restrictions imposed by the Applicable Charities Legislation (if any));
 - 4.1.13 to make planning applications, applications for consent under bye-laws or building regulations or other similar applications;
 - 4.1.14 to pay any rent and other outgoings and expenses and execute and do all such other instruments, acts and things as may be requisite in connection with the use, maintenance, upkeep, expansion, alteration or improvement of such property;
 - 4.1.15 to purchase lease or hire and operate and maintain any equipment necessary or convenient for the administration of the Charity;

- 4.1.16 to make grants or loans of money and to give guarantees;
- 4.1.17 to set aside funds for special purposes or as reserves against future expenditure but only in accordance with a written policy about reserves;
- 4.1.18 to draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- 4.1.19 to deposit or invest funds in any manner (but to invest only after obtaining advice from a Financial Expert, unless the Directors reasonably conclude that in all the circumstances it is unnecessary or inappropriate to do so, and having regard to the suitability of investments and the need for diversification);
- 4.1.20 to delegate the management of investments to a Financial Expert, but only on terms that:
 - 4.1.20.1 require the Financial Expert to comply with the investment policy (and any revision of that policy) set down in writing for the Financial Expert by the Directors;
 - 4.1.20.2 require the Financial Expert to report transactions to the Directors at such interval as the Directors consider appropriate;
 - 4.1.20.3 require the Financial Expert to review the performance of the investments with the Directors regularly;
 - 4.1.20.4 entitle the Directors to cancel the delegation arrangements at any time;
 - 4.1.20.5 require the investment policy and the delegation arrangement to be reviewed with the Directors at least once a year;
 - 4.1.20.6 require all payments to the Financial Expert to be on a scale or at a level which is agreed in advance and to be notified promptly to the Directors on receipt;
 - 4.1.20.7 prohibit the Financial Expert from doing anything outside the powers of the Directors;
- 4.1.21 to arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body controlled by the Directors or by the Financial Expert acting under the instructions of the Directors) and to pay any reasonable fee required;
- 4.1.22 to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required;
- 4.1.23 to purchase insurance designed to indemnify the Directors against any personal liability in respect of any negligence, default, breach of trust or breach of duty committed by them in their capacity as Charity Directors provided that the terms of such insurance exclude the provision of indemnity for liability incurred:
 - 4.1.23.1 to pay a fine imposed in criminal proceedings;
 - 4.1.23.2 to pay a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);

- 4.1.23.3 by a Director in defending criminal proceedings in which he is convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct, by him, or
- 4.1.23.4 by a Director, to the Charity, that arises out of any conduct which he knew (or must reasonably be assumed to have known) was not in the interests of the Charity or in the case of which he did not care whether it was in the interests of the Charity or not;
- 4.1.24 subject to Article 8.1.1, to employ paid or unpaid agents, staff or advisers;
- 4.1.25 to provide and contribute to superannuation or pension funds for the employees and workers of the Charity or any of them or otherwise to make provision for such employees and workers, their widows and children;
- 4.1.26 to enter into contracts to provide services to or on behalf of other bodies;
- 4.1.27 to acquire, merge with, amalgamate with or enter into any joint venture or partnership, partnering or collaboration working and/or to amalgamate for the takeover of the Charity by or to take over any charitable organisation (or part thereof) the purposes of which is in the opinion of the Directors similar to the purposes of the Charity;
- 4.1.28 to enter into and carry into effect agreements or arrangements with associations, institutions, companies or individuals which are reasonably necessary for the attainment or furtherance of the Charity's Objects or any of them;
- 4.1.29 to establish, participate in and support (financially or otherwise) groups, associations, federations or organisations with purposes which are within the Objects;
- 4.1.30 to establish or acquire subsidiary companies to assist or act as agents for the Charity;
- 4.1.31 to pay the reasonable and proper costs of forming and administering the Charity; and
- 4.1.32 to do anything else within the law which the Directors believe will promote or help to promote the Objects.

5. MEMBERS

- 5.1 The subscribers to the Memorandum are the first members of the Charity.
- 5.2 Membership is open to other individuals aged 12 years old and over who:
 - 5.2.1 apply to the Charity in the form required by the Directors;
 - 5.2.2 are members of a Club; and
 - 5.2.3 are approved by the Directors.
- 5.3 The Directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.
- 5.4 The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

5.5 The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final.

5.6 A person, who has previously held full membership of the Charity or who is, in the opinion of the Directors deemed to have a sufficiently close relationship with the Charity, and who subscribes to its principles and agrees to comply with these Articles may, on receipt of the appropriate fee register as an Associate member. Associate members however shall not have any voting rights at any level within the Charity and shall not be able to hold office, other than honorary positions.

5.7 Membership is not transferable.

5.8 The Directors must keep a register of names and addresses of the members.

6. CLASSES OF MEMBERSHIP

6.1 The Directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.

6.2 The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership.

6.3 The rights attached to a class of membership may only be varied if:

6.3.1 three-quarters of the members of that class consent in writing to the variation; or

6.3.2 a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.

6.4 The provisions in the Articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

7. TERMINATION OF MEMBERSHIP

7.1 Membership is terminated if:

7.1.1 the member dies or[, if it is an organisation,] ceases to exist;

7.1.2 the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;

7.1.3 any sum due from the member to the Charity is not paid in full within six months of it falling due and the Directors resolve to terminate the membership of the Charity;

7.1.4 the member is removed from membership by a resolution of the Directors that it is in the best interests of the Charity that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:

7.1.4.1 the member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed; and

7.1.4.2 the member or, at the option of the member, the members' representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

8. BENEFITS TO MEMBERS AND DIRECTORS

8.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the members but:

8.1.1 members who are not Directors may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied; and,

8.2 Subject to compliance with Article 8.5:

8.2.1 members and Connected Persons may be paid interest at a reasonable rate on money lent to the Charity;

8.2.2 members and Connected Persons may be paid a reasonable rent or hiring fee for property let or hired to the Charity; and

8.2.3 members and Connected Persons may receive charitable benefits on the same terms as any other members of the beneficial class.

8.3 A Director must not receive any payment of money or other Material Benefit (whether directly or indirectly) from the Charity except:

8.3.1 as mentioned in Articles 8.1 or 8.4;

8.3.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually and necessarily incurred in running the Charity;

8.3.3 the benefit of indemnity insurance as permitted by the Applicable Charities Legislation;

8.3.4 an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings);

8.3.5 in exceptional cases, other payments or benefits (but only with written consent in advance where necessary under Applicable Charities Legislation and where required by the Companies Acts the approval or affirmation of the members).

8.4 No Director or Connected Person may be employed by the Charity except in accordance with Article 8.3.5, but any Director or Connected Person may enter into a written contract with the Charity, as permitted by Applicable Charities Legislation, to supply services or services and associated goods in return for a payment or other Material Benefit but only if:

8.4.1 the services or services and associated goods are actually required by the Charity, and the Directors decide that it is in the best interests of the Charity to enter into such a contract;

8.4.2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Article 8.5; and

8.4.3 no more than half of the Directors are subject to such a contract in any financial year.

- 8.5 Subject to Article 8.6, any Director who becomes a Conflicted Director in relation to any matter must:
- 8.5.1 declare the nature and extent of his or her interest before discussion begins on the matter;
 - 8.5.2 withdraw from the meeting for that item after providing any information requested by the Directors;
 - 8.5.3 not be counted in the quorum for that part of the meeting; and
 - 8.5.4 be absent during the vote and have no vote on the matter.
- 8.6 When any Director is a Conflicted Director, the Directors who are not Conflicted Directors, if they form a quorum without counting the Conflicted Director and are satisfied that it is in the best interests of the Charity to do so, may by resolution passed in the absence of the Conflicted Director authorise the Conflicted Director, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Director, to:
- 8.6.1 continue to participate in discussions leading to the making of a decision and/or to vote; or
 - 8.6.2 disclose to a third party information confidential to the Charity; or
 - 8.6.3 take any other action not otherwise authorised which does not involve the receipt by the Conflicted Director or a Connected Person of any payment or material benefit from the Charity; or
 - 8.6.4 refrain from taking any step required to remove the conflict.
- 8.7 This provision may be amended by special resolution but, where the result would be to permit any material benefit to a Director or Connected Person, only with the prior written consent, where required under Applicable Charities Legislation.

9. GENERAL MEETINGS

- 9.1 An AGM must be held in each year on a date not later than 30th June.
- 9.2 The Directors may call a general meeting at any time.
- 9.3 A general meeting may be called on a written request to the Directors from members entitled to exercise at least 10% of the voting rights of the members or, if more than twelve months have passed since the Charity last held a general meeting, from members entitled to exercise at least 5% of the voting rights of the members.
- 9.4 On receipt of a written request made pursuant to Article 9.3, the Directors must call a general meeting within 21 days and the general meeting must be held not more than 28 days after the date of the notice calling the meeting.
- 9.5 Members must annually at the AGM:
- 9.5.1 receive the accounts for the Charity for the previous financial year;

- 9.5.2 receive a written report on the Charity's activities for the previous year;
- 9.5.3 be informed of the retirement of those Directors who wish to retire or who are retiring by rotation;
- 9.5.4 elect Directors to fill the vacancies arising; and
- 9.5.5 appoint reporting accountants or auditors for the Charity.

10. NOTICE OF GENERAL MEETINGS

- 10.1 The minimum period of notice required to hold a general meeting of the Charity is fourteen clear days.
- 10.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- 10.3 The notice of a general meeting must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an AGM, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and Article 13.
- 10.4 The notice of a general meeting must be given to all the members and to the Directors and reporting accountants or auditors.
- 10.5 The proceedings at a general meeting shall not be invalidated because a person who was entitled to receive notice of the general meeting did not receive it because of an accidental omission by the Charity.

11. PROCEEDINGS AT GENERAL MEETINGS

- 11.1 No business shall be transacted at any general meeting unless a quorum is present.
 - 11.2 A quorum is thirty members present in person or by proxy representing between them not less than 10 Clubs and entitled to vote upon the business to be conducted at the meeting.
 - 11.3 If:
 - 11.3.1 a quorum is not present within half an hour from the time appointed for the meeting; or
 - 11.3.2 during a meeting a quorum ceases to be present,
- the meeting shall be adjourned to such time and place as the Directors shall determine.
- 11.4 The Directors must reconvene the meeting and must give at least seven days' notice of the reconvened meeting stating the date, time and place of the meeting.
 - 11.5 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the meeting shall be dissolved.

- 11.6 General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors.
- 11.7 If there is no such person, or he or she is not present within fifteen minutes of the time appointed for the meeting, a Director nominated by the Directors shall chair the meeting.
- 11.8 If there is only one Director present and willing to act, he or she shall chair the meeting.
- 11.9 If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- 11.10 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 11.11 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 11.12 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 11.13 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 11.14 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- 11.14.1 by the person chairing the meeting; or
- 11.14.2 by at least two members present in person or by proxy and having the right to vote at the meeting; or
- 11.14.3 by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 11.15 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 11.16 The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
- 11.17 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- 11.18 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 11.19 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.

- 11.20 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 11.21 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 11.22 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- 11.23 The poll must be taken within thirty days after it has been demanded.
- 11.24 If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 11.25 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

12. CONTENT OF PROXY NOTICES

- 12.1 Proxies may only validly be appointed by a notice in writing (a “**proxy notice**”) which:
 - 12.1.1 states the name and address of the member appointing the proxy;
 - 12.1.2 identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
 - 12.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
 - 12.1.4 is delivered to the Charity in accordance with the Articles and any instruction contained in the notice of the general meeting to which they relate.
- 12.2 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 12.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 12.4 Unless a proxy notice indicates otherwise, it must be treated as:
 - 12.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 12.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

13. DELIVERY OF PROXY NOTICES

- 13.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.

- 13.2 An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 13.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 13.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

14. WRITTEN RESOLUTIONS

- 14.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
- 14.1.1 a copy of the proposed resolution has been sent to every eligible member;
- 14.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
- 14.1.3 it has been received at the registered office within a period of 28 days beginning with the circulation date.
- 14.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.

15. VOTES OF MEMBERS

- 15.1 Subject to Articles 5 and 6, the following members shall be entitled to one vote each (at Council):
- 15.1.1 At Club Level, Leader, Secretary, Treasurer, Council Representative and Senior Leader of each Junior Club;
- 15.1.2 At County Level, Chair, Vice Chair, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, PRO, County Ulster Farmers Union Representative and 4 (four) Co-Options from each County; and
- 15.1.3 At Central Level, the outgoing Executive Committee and the Incoming Sub-Committee Members appointed pursuant to paragraph 19.3(f) below.
- 15.2 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

16. DIRECTORS

- 16.1 A Director must be a natural person aged 16 years or older and must be a member of the Charity appointed in accordance with Article 17.4

16.2 No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 20.

16.3 A Director may not appoint an alternate Director or anyone to act on his or her behalf at meetings of the Directors.

17. COUNCIL

17.1 The governing body of the Charity shall be a Council which shall meet at least once a year and which shall comprise members of County Committees of Young Farmers' Clubs, the Executive Committee and the salaried officers of the Charity who may speak with the permission of the presiding Chairman but shall not vote, provided that if, on elections being held in the manner prescribed in these Articles, the required number of members are not elected the Council shall consist of those members only who have been duly elected at such elections.

17.2 Not fewer than 30 members representing 10 Clubs shall form a quorum for meetings of the Council.

17.3 The Executive Committee shall call a meeting of the Council at any time at the request of the President or Secretary of the Charity, or any member, official, Club, Club Committee, County Committee or Central Committee provided a demand for such a meeting is signed by not fewer than one-third of the Council members appointed by and directly representing individual Young Farmers' Clubs, or by one-third of the members of the Executive Committee.

17.4 At its annual meeting the Council shall elect to office until the next annual meeting a President, a Deputy President, Vice Presidents and Honorary Treasurer, all of whom shall be members of each sub-committee ratified by the Council but the Chairman of such sub-committees, who shall be elected by the members of the respective sub-committee(s), shall take precedence over them during the sittings of such sub-committees. The number of Vice Presidents shall not exceed four. In addition to the Office Bearers mentioned in this Article each sub-committee shall consist of two representatives of each County Committee and not more than five co-opted persons, elected by the relevant sub-committee.

17.5 The President and Deputy President shall be Chairman and Deputy Chairman respectively of the Council and the Deputy President shall be Chairman of the Executive Committee as established in accordance with Article 18.

17.6 The Council shall have the absolute discretion to decide, and from time to time to vary, the number of terms for which a person shall be eligible for re-election to the same office.

18. EXECUTIVE COMMITTEE

18.1 The Council shall appoint annually, an Executive Committee from amongst its members, with power to manage the affairs and activities of the Charity. The Executive Committee shall be empowered, on behalf of the Council, to take such day to day actions as it considers desirable and which shall be binding on the Council and the Charity unless they are subject to any restrictions imposed by the Companies Acts, Applicable Charities Legislation, the Articles or any special resolution and provided always that such action shall not contravene or otherwise prejudice the authority or policy of the Council or of the Charity as detailed in these Articles.

19. COUNTY COMMITTEES

- 19.1 There shall be a county committee ("**County Committee**") in each County which shall have at least three meetings in each year, one of which shall be the annual general meeting when office bearers shall be appointed and an Annual Report and Statement of Accounts considered. At each annual general meeting those entitled to vote shall be each incoming Club Leader, Club Secretary, Club Treasurer and Club Council representative together with the outgoing County Chair, County Vice Chair, County Secretary, County Assistant Secretary, County Treasurer, County Assistant Treasurer, County Public Relations Officer, County Ulster Farmers' Union Executive Committee representative and County nominees to Council.
- 19.2 The functions of a County Committee shall be to co-ordinate the work of the Clubs in the County; to promote suitable County activities; to submit resolutions affecting the Charity to the Council or Executive Committee and to advise and assist the Council and the Executive Committee in carrying out the policy of the Charity.
- 19.3 Each County Committee shall consist of:
- (a) Four persons appointed by each Senior Young Farmers' Club in the County, three of whom shall be the Club Leader, Secretary and Treasurer, or deputies appointed by them, such deputies to be office-bearers of the Club other than the President or Vice-President(s) unless meeting the requirements regarding age and membership in Article 16(a) and (d);
 - (b) Senior leader of each Junior Club in the County;
 - (c) One representative of the County Committee to the executive committee of the Ulster Farmers' Union;
 - (d) A maximum of four persons co-opted by the County Committee. No person shall be co-opted to serve on more than one County Committee at the same time;
 - (e) At least one representative of the Charity's staff (without vote);
 - (f) The 3 (three) persons elected to represent the County Committee on each of the Charity's sub-committees as provided for in Article 17.4;
 - (g) A maximum of 4 (four) additional persons elected as County nominees;
 - (h) Each County Committee shall appoint a Chairman, Vice-Chairman, Secretary and Treasurer and shall annually nominate from amongst its members directly representing Senior Young Farmers' Clubs, two persons for election to the Executive Committee at the AGM of the Council;
 - (i) In the event of there being only one Club in a County the Committee of that Club shall be deemed to be the County Committee and shall enjoy that status and accept the liabilities and obligations of a County Committee; and
 - (j) The County in which a Club shall vote and on the County Committee of which a Club shall be entitled to have representation shall be the County in which is situate the place referred to in its name, or, if the name of the Club is not a place name, the place where the club regularly holds its meetings.

20. APPOINTMENT OF DIRECTORS

20.1 The Executive Committee shall comprise:

- (i) The President, immediate Past President, Deputy President, Vice-Presidents and Honorary Treasurer of the Charity;
- (ii) Two representatives nominated by each County Committee, see Article 9 (d);
- (iii) The Chairman and Vice Chairman of each Sub-Committee appointed by that Committee;
- (iv) One representative of the Ulster Farmers' Union;
- (v) If so desired one representative providing expertise required by the Executive Committee may be elected annually at the first meeting of the Executive Committee;
- (vi) Two representatives of the persons co-opted by the County Committees;
- (vii) The standing Board member representing Rural Youth Europe;
- (viii) The Secretary of the Charity (without vote);
- (ix) Not more than two other co-opted persons, elected annually by the first Executive Committee of the year; and
- (x) If desired, one Life Member (ex officio).

The Executive Committee shall be entitled to appoint up to two persons to act as observers at meetings of the Executive Committee or any committee. Observers shall be entitled to receive notice of, and attend and speak at, all meetings of the Executive Committee and to receive copies of all board papers as if they were a director, but shall not be entitled to vote on any resolutions proposed.

20.2 Six members of the Executive Committee shall form a quorum.

20.3 The Executive Committee shall meet at least six times in each year.

20.4 Members of the Executive Committee shall be the Directors.

20.5 No person shall be appointed or re-appointed as a Director at any general meeting:

- (a) unless he is recommended by the Council; or
- (b) unless not less than 14 nor more than 35 clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or re-appointed, be required to be included in the Charity's register of Directors together with a notice executed by that person of his willingness to be appointed or re-appointed.

- 20.6 Not less than seven nor more than 28 clear days before the date appointed for holding an AGM notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a Director retiring by rotation at the meeting) who is recommended by the Directors for appointment or reappointment as a Director at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment or reappointment as a Director. The notice shall give the particulars of that person which would, if he were so appointed or re-appointed, be required to be included in the Charity's register of Directors.
- 20.7 Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act as a Director either to fill a vacancy or as an additional Director.
- 20.8 The Directors may at any time co-opt any individual who is eligible under Article 16. A Co-opted Director shall be appointed to hold office from the date of appointment to the next AGM and shall be entitled to attend meetings of the Directors and shall have a right to vote at meetings of the Directors. Co-opted Directors shall be members of the Charity for so long as they remain Co-opted Directors. A Co-opted Director shall be eligible to be co-opted again, subject to a recommendation from the Council on each occasion.
- 20.9 Any member of the Executive Committee who, during his term of office, shall absent himself from three meetings within any 12 month period of the Executive Committee without furnishing an explanation of his absence acceptable to the Executive Committee, shall be deemed to have vacated his membership of the Executive Committee, and the Executive Committee shall have power to request the County Committee to fill the vacancy in relation to County representatives or appoint a replacement where not a County nominee.

21. POWERS OF DIRECTORS

- 21.1 A resolution in writing, signed by more than 50% of all the members of the Executive Committee entitled to receive, and having received, notice of a meeting of the Executive Committee for the time being, shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee.
- 21.2 All acts done by any meeting of the Executive Committee or a committee thereof, or by any person acting as an Executive Committee member, shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Executive Committee members or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to act as an Executive Committee member.
- 21.3 The Executive Committee may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Executive Committee members to be the attorney or attorneys of the Clubs of Ulster for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Executive Committee under these articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Executive Committee may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

- 21.4 The Executive Committee shall also have the power to establish, for limited and specified periods only, any other ad hoc committee which is deemed necessary in order to assist the Executive Committee in its work and to assign them relevant terms of reference.
- 21.5 No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
- 21.6 Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

22. DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 22.1 A Director shall cease to hold office if he or she:
- 22.1.1 ceases to be a Director by virtue of any provision in the Companies Acts or is prohibited by law from being a Director;
 - 22.1.2 is disqualified from acting as a trustee by virtue of Applicable Charities Legislation;
 - 22.1.3 ceases to be a member of the Charity;
 - 22.1.4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - 22.1.5 resigns as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect);
 - 22.1.6 may not be a 'fit and proper person' under HMRC's test and the Directors believe that his continued involvement as a Director could jeopardize the Charity's tax reliefs and exemptions with HMRC and the Directors resolve that his office be vacated; or
 - 22.1.7 is absent without the permission of the Directors from three meetings in any 12 month period and the Directors resolve that his or her office be vacated.

23. REMUNERATION OF DIRECTORS

The Directors must not be paid any remuneration unless it is authorised by Article 8.

24. PROCEEDINGS OF DIRECTORS

- 24.1 The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles.
- 24.2 Any Director may call a meeting of the Directors.
- 24.3 The Secretary (if any) must call a meeting of the Directors if requested to do so by a Director.
- 24.4 Questions arising at a meeting shall be decided by a majority of votes.
- 24.5 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.

- 24.6 A meeting may be held by suitable electronic means agreed by the Directors in which each participant may communicate with all the other participants.
- 24.7 No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the Directors in which a participant or participants may communicate with all the other participants.
- 24.8 If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
- 24.9 The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment.
- 24.10 If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
- 24.11 The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by the Articles or delegated to him or her by the Directors.
- 24.12 A resolution in writing or in electronic form agreed by a simple majority of all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held provided that:
- 24.12.1 a copy of the resolution is sent or submitted to all the Directors eligible to vote; and
- 24.12.2 a simple majority of Directors has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office.
- 24.13 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Directors has signified their agreement.

25. DELEGATION

- 25.1 The Directors may delegate any of their functions to committees consisting of two or more individuals appointed by them. At least two members of every committee must be Directors and the terms of any delegation must be recorded.
- 25.2 The Directors may impose conditions when delegating, including the conditions that:
- 25.2.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate; and
- 25.2.2 no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.
- 25.3 The Directors may revoke or alter a delegation.

25.4 All acts and proceedings of any committees must be fully and promptly reported to the Directors.

26. DECLARATION OF DIRECTORS' INTERESTS

A Director must 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. A Director must absent himself or herself from any discussions of the Directors 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) unless expressly invited to remain in order to provide information.

27. VALIDITY OF DIRECTORS' DECISIONS

27.1 Subject to Article 25.2, all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:

- (i) who was disqualified from holding office;
- (ii) who had previously retired or who had been obliged by the constitution to vacate office;
- (iii) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

- (iv) the vote of that Director; and
- (v) that Director being counted in the quorum;

the decision has been made by a majority of the Directors at a quorate meeting.

27.2 Article 25.1 does not permit a Director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for Article 25.1, the resolution would have been void, or if the Director has not complied with Article 24 or Article 25.

28. SEAL

If the Charity has a seal it must only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director.

29. MINUTES

29.1 The Directors must keep minutes of all:

29.1.1 appointments of officers made by the Directors;

29.1.2 proceedings at meetings of the Charity; and

29.1.3 meetings of the Directors and committees of Directors including:

- (i) the names of the Directors present at the meeting;
- (ii) the decisions made at the meetings; and
- (iii) where appropriate the reasons for the decisions.

30. FORMATION OF YOUNG FARMERS' CLUBS

30.1 Junior, Schools or Senior Young Farmers' Clubs shall be formed only by persons authorised to do so by the Council or Executive Committee of the Charity and in the manner prescribed in these Articles.

30.2 A meeting of interested persons shall be called under the auspices of the Charity and shall be addressed by persons duly appointed by the Council or Executive Committee for the purpose and with the authority to form Young Farmers' Clubs.

30.3 The meeting shall be presided over by a Chairman proposed, seconded and elected by a majority vote of those present. The authority and duties of the person thus elected shall cease at the time hereinafter prescribed, but he may, by a majority of votes, be elected to such office as the meeting shall decide, upon the decision to form a Young Farmers' Club having been taken.

30.4 After the meeting has been addressed by the representative(s) of the Charity, the meeting shall be invited to propose, second, and decide by majority vote whether a Young Farmers' Club is formed. In the same manner a name will be agreed for the Club and a representative of the Charity shall then assume the Chairmanship of the meeting and shall conduct the election of the following office-bearers by ballot: - President; Club Leader; Secretary; Treasurer; PRO; and a Committee of not fewer than six. The office-bearers thus elected shall be deemed to be full members and the representative(s) of the Charity shall forthwith pronounce the Club duly formed and properly constituted (subject to the provisions of Article 30.5) and competent to carry out functions of a Young Farmers' Club. The Executive Committee retains the rights to vary this methodology in respect of the formation of Schools Clubs from time to time.

30.5 Provided the Executive Committee of the Charity is satisfied that club is formed in the manner prescribed in Article 30.4, it shall grant affiliation to the said Club within 90 days of the date of its formation.

31. CLUB MEETINGS

31.1 Each Club shall hold annually at least eight regular business meetings at a place agreed by the majority of the members and unless the Council or Executive Committee shall decide otherwise such meetings of Clubs shall be held during the period September to April, preferably between the hours of 7.30 p.m. and 10.30 p.m.

31.2 Each Club should include in its annual programme a suitable balance of educational, training, cultural and social activities.

- 31.3 A register of attendance of members shall be completed not later than 15 minutes after the appointed starting time of each Club meeting and those who are not present at that time without an excuse acceptable to the Committee of the Club shall be marked absent.
- 31.4 Each Club shall, within twenty-eight days of its annual general meeting, send, in writing, to the Secretary of the Charity, the names and addresses of the office-bearers of the Club elected at the annual general meeting. Except in individual cases where the Executive Committee decides otherwise, each Club shall hold its annual general meeting between January 1st and February 28th both dates inclusive. Although elected between January 1st and February 28th Club office-bearers and committee members shall not assume office before the first day of March following.
- 31.5 For the avoidance of doubt, only fully paid up Club members who at the date of each annual general meeting are under the age of 31 years shall be entitled to vote at that annual general meeting.
- 31.6 Each Club shall forward to the Secretary of the Charity, within 60 days of the end of the club's financial year, a certified copy of the Club's statement of accounts.

32. FORM OF MEETINGS OF CLUBS

- 32.1 Each Club meeting shall include the following business:
- (a) Pledges;
 - (b) Approval and acceptance of minutes;
 - (c) Completion of register;
 - (d) Business arising from minutes;
 - (e) General correspondence;
 - (f) County Committee and Central Executive Office correspondence;
 - (g) Any other business; and
 - (h) Main programme.
- 32.2 Not fewer than four persons below the age of 30 years shall have experience of acting as Chairman at Club meetings in any one season.
- 32.3 It shall be the duty of the club secretary to prepare an agenda for each club meeting and such agenda shall be followed by the Club Chairman except by a majority decision of the members present unless Article 28 applies.
- 32.4 Club Committees shall, where possible, meet prior to the full meeting of the Club and make to the full meeting of the club such recommendations pertaining to the matters on the agenda, as they think desirable. Unless the Club Committee decides otherwise the Club Leader shall be Chairman of the Club Committee and four members of the Club Committee shall form a quorum.

- 32.5 The majority decision of those members called to, and attending a meeting of the Club, shall prevail provided such decisions shall not contravene or otherwise prejudice the authority or policy of the Council of the Charity as set forth in these Articles.
- 32.6 In matters of urgency, where decisions affecting the Club have to be taken within forty-eight hours, the Club Committee shall have power to take such decisions on behalf of the Club without calling a full meeting of the Club provided always that the urgency was not a result of the negligence of any member of the Club Committee and that that action taken and the reasons for such action are fully reported to a full meeting of the Club at the earliest opportunity. Decisions so taken shall be binding on the Club providing such decisions are not at variance with or contrary to the policy of the Club as laid down in the Club Rules.

33. OFFICE BEARERS FOR CLUBS

- 33.1 Each Club shall elect annually, by simple majority vote, a President and one or more Vice-Presidents who need not necessarily be members of the club and, from amongst its members, a Club Leader, a Secretary, a Treasurer, Council Representative, Public Relations Officer and such other office bearers as the club shall consider necessary or desirable. No age limit shall apply in the case of the President and Vice-Presidents. All other office-bearers should be thirty years of age or under, provided that if no candidates aged thirty years or under shall present themselves for election to any particular office, then the Club may elect a person over thirty years of age to that office.
- 33.2 For the avoidance of doubt, the roles of President and Vice-President shall be to attend Club meetings if invited, to attend parents' evenings and other parents' events, harvest festivals and such other events as may be notified to them in writing from time to time, and to share knowledge with the current Club Committee. The role shall have no management function but shall be paternal and advisory in nature.
- 33.3 The Executive Committee shall have power to waive this rule where it appears to it to be in the interests of the Charity to do so.
- 33.4 Except in the case of new Clubs (see Article 13 (d) only full members or such grades of members as the Council may from time to time decide shall be entitled to serve on the Committee of a Club or to hold official positions (other than the Honorary positions of President or a Vice-President).
- 33.5 The President, Club Leader, Secretary, Treasurer, Council Representative and Public Relations Officer and such other office-bearers as the members in annual general meeting shall appoint or elect to it shall be members of the Club Committee.
- 33.6 Persons who are not members may be appointed President or Vice-Presidents of a Club but whereas a person appointed President shall automatically become an honorary member for their tenure in the role.

34. FORM OF RULES FOR CLUBS

- 34.1 Each Club affiliated to the Charity and each County Committee shall adopt and operate under the terms of the Articles (the "**Club Rules**").

35. CLUBS' ACTIVITIES

35.1 Each Club shall, not later than 1 November in each year, forward to the Secretary of the Charity an outline of the programme, which it is proposed that the Club should follow for the period up to, and including the month of April following, for the information of the Executive Committee.

36. EXPULSION OF CLUBS

36.1 The Executive Committee shall have power to suspend, and the Council shall have power to expel any Club from the Charity provided that a majority of two to one of those present voting, vote for such suspension or expulsion. In the event of expulsion the expelled Club shall automatically cease to have any rights or interest in the Charity and shall forfeit all rights or claims on the Charity of its property or assets. On the expulsion of a Club each and every member of it shall be automatically expelled. Before deciding on expulsion, Council shall give an opportunity to any person or Club under suspension to state their case in accordance with the provisions of Article 7.

37. MEMBERSHIP FEES

37.1 The annual membership fee payable by each member of each Club shall be agreed upon by the Club provided that it should not be less than the minimum subscription payable by each affiliated club in respect of each member to Central Executive Office. The minimum subscription payable to Central Executive Office, in respect of each member, shall be such sum as the Executive Committee shall, from time to time, determine and ratified by Council before implementation.

37.2 It shall be the duty of each Club treasurer to issue to each member, upon payment of the required membership fee to the Club, an official membership card or similar. Unused membership cards in his/her possession together with the appropriate membership fees for the current season and together with the appropriate insurance fee must be returned to the Chief Executive's Office on or before 30 November in each year.

37.3 The financial year of the Charity shall be from September 1st to August 31st and for audit purposes it shall be assumed by the Charity that the financial year of each constituent Club shall be also from September 1st to August 31st.

37.4 It shall be a condition precedent to full membership of a Club that the required membership fee shall have been paid to the Club and any person who shall not have been issued with a membership card as set out in Article 37.3 above shall be deemed not to have subscribed and shall in consequence cease to enjoy the rights and privileges of full membership and shall be unable to vote or hold any office in the Club for so long as the annual subscription shall remain unpaid. Likewise the members of any Club whose annual subscription to central funds shall be unpaid on 31st January in any year shall cease to enjoy the rights and privileges of membership for so long after that date as the annual subscription shall remain unpaid.

37.5 The Annual Subscription of new Clubs shall fall due on, or before, 30th November each year, commencing not earlier than twelve months after the date of affiliation.

38. ACCOUNTS

38.1 The Directors must prepare for each financial year accounts as required by the Companies Acts and Applicable Charities Legislation. The accounts must be prepared to show a true and

fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

- 38.2 The Directors must keep accounting records as required by the Companies Acts and Applicable Charities Legislation.
- 38.3 Each Club must submit its annual financial return to the Charity's head office on or before 30 November in each year.

39. ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

- 39.1 The Directors must comply with the requirements of the Applicable Charities Legislation with regards to the:
 - 39.1.1 transmission of the statements of account to the Charity;
 - 39.1.2 preparation of an Annual Report and its transmission to the Commission; and
 - 39.1.3 preparation of an Annual Return and its transmission to the Commission.
- 39.2 The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

40. MEANS OF COMMUNICATION TO BE USED

- 40.1 Subject to the Articles, anything sent or supplied by or to the Charity under the Articles may be sent or supplied in any way in which the Companies Acts provides for documents or information which are authorised or required by any provision of the Companies Acts to be sent or supplied by or to the Charity.
- 40.2 Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.
- 40.3 Any notice to be given to or by any person pursuant to the Articles:
 - 40.3.1 must be in writing; or
 - 40.3.2 must be given in electronic form.
- 40.4 The Charity may give any notice to a member either:
 - 40.4.1 personally; or
 - 40.4.2 by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - 40.4.3 by leaving it at the address of the member; or
 - 40.4.4 by giving it in electronic form to the member's address.

- 40.5 A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
- 40.6 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 40.7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 40.8 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with s. 1147 of the Companies Act 2006.
- 40.9 In accordance with s. 1147 of the Companies Act 2006 notice shall be deemed to be given:
- 40.9.1 48 hours after the envelope containing it was posted; or
- 40.9.2 in the case of an electronic form of communication, 48 hours after it was sent.

41. RULES

- 41.1 The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity.
- 41.2 The bye laws may regulate the following matters but are not restricted to them:
- 41.2.1 the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
- 41.2.2 the creation or recognition of groups of supporters or friends of the Charity who are not members of the Charity and the rights and privileges of such groups and any subscriptions or rules regulating the terms of their association with the Charity;
- 41.2.3 the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
- 41.2.4 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
- 41.2.5 the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Companies Acts or by the Articles; and
- 41.2.6 generally, all such matters are as commonly the subject matter of company rules.
- 41.3 The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- 41.4 The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity.

The rules or bye laws shall be binding on all members of the Charity. No rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.

42. INDEMNITY

42.1 The Charity shall indemnify every relevant Director against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default, or breach of duty or breach of trust in relation to the Charity.

42.2 In this Article a “**relevant Director**” means any Director or former Director of the Charity.

43. DISPUTES

If a dispute arises between members or Directors of the Charity about the validity or propriety of anything done by the members or Directors of the Charity under these Articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

44. DISSOLUTION

44.1 The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:

44.1.1 directly for the Objects; or

44.1.2 to any charity or charities for purposes similar to the Objects; or

44.1.3 to any charity or charities for use for particular purposes that fall within the Objects.

44.2 Subject to any such resolution of the members of the Charity, the Directors of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Charity be applied or transferred:

44.2.1 directly for the Objects; or

44.2.2 to any charity or charities for purposes similar to the Objects; or

44.2.3 to any charity or charities for use for particular purposes that fall within the Objects.

44.3 In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity and if no resolution in accordance with Article 44.1 or 44.2 is passed by the members or the Directors the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission.

45. THE PLEDGE

45.1 The form of pledge, which shall be used, shall be as follows:

*“I promise to do my duty,
To be punctual and regular in attendance,
Support all activities to the best of my ability,
Help and encourage others, so that as
Members of the YFCU we may become
Better Farmers, Better Countrymen and Better Citizens”*

46. FORMATION OF JUNIOR CLUBS

- 46.1 The Council or the Executive Committee duly authorised by it shall be empowered to form Junior Clubs for person between the ages of 12 and 16 years in such places in the six counties of Northern Ireland as it considers advisable and to prescribe such regulation as it considers necessary for their proper management provided always that such regulations do not contravene or otherwise prejudice the authority or policy of the Council or the Charity.
- 46.2 Except where the context so admits and unless the contrary intention appears all Articles herein prescribed shall apply to Junior Clubs unless and until the Council decides otherwise. Each such Club shall be supervised by a senior leader (“**Senior Leader**”), appointed by the Senior Club to which the Junior Club is affiliated, and approved by the Executive Committee.
- 46.3 Senior Leaders of Junior Clubs shall together form an advisory committee on Junior Club work and shall have power to submit recommendations to the Executive Committee or the Council.
- 46.4 Each Junior Club shall appoint annually from amongst its members a Club Leader, Secretary, Treasurer and Committee and, subject to the Articles of the Charity, shall have power to conduct its own affairs under the supervision of the Senior Leader.
- 46.5 Upon reaching the age of 16 years a member of a Junior Club shall be entitled to become automatically a full member of the Senior Club of his choice upon payment of the appropriate fee herein-before prescribed without applying in the manner prescribed in Article 5 subject to his having attained such standard as may be prescribed from time to time by the Council.
- 46.6 Length of Meeting: No Junior Club Meeting or function shall extend beyond 9 p.m. without the previous permission of the Senior Leader.
- 46.7 Form of Meeting: Each Junior Club meeting shall include the following business:
- (a) Opening;
 - (b) Completion of register;
 - (c) Pledge;
 - (d) Business;
 - (e) Main programme; and
 - (f) Closing.

47. SECRETARY

47.1 The Secretary of the Charity shall ensure the correct recording of the attendance of all members present at the meetings of the Council, Executive and Central Sub-Committees and the minutes of the proceedings of such meetings, by whatsoever means are provided for that purpose at any given time, which are then to be authenticated by the signature of the presiding Chairman as the proceedings of the meetings; he shall ensure financial accountability; he shall make available all books and documents, including electronic data, relating to the Charity in his possession and render a full and clear account at each audit, and whenever required, by the Council or Executive Committee duly authorised by it or by the Trustees to do so; he shall summon and give due notice in accordance with these Articles of all meetings of the Council and of the Executive and Sub-Committees and keep accounts, documents and papers of the Council; he shall prepare the Annual Report of the Executive Committee for submission to the AGM of the Council, and submit a draft of such report to the Executive Committee for approval prior to the said AGM; he shall carry out all such acts as are required by the Articles herein appearing in connection with the election of office-bearers and members of the Council or Executive Committee duly authorised by it; he shall carry out all such other duties as he may be directed from time to time by the Council or Executive Committee duly authorised by it and shall on all occasions in the execution of his office act with the agreement of the Council or the Executive Committee duly authorised by it; he may depute such of his duties as the Council or Executive Committee duly authorised by it may determine to a paid servant of the Charity. In cases of the absence of the Secretary, the minutes of the proceedings of meetings shall be taken by such other person, as the presiding Chairman shall appoint for the occasion.

48. HONORARY TREASURER

48.1 The Honorary Treasurer shall take full charge of those funds of the Charity, which are not invested or in the hands of the Trustees and shall ensure payment of all demands. He shall make available all books, documents and electronic data, pertaining to the Charity in his possession and he shall render a full and clear account at each audit and whenever required by the Council or Executive duly authorised by it, or Trustees, to do so; he shall ensure the keeping of full and true accounts of all movement of funds showing the financial position of the Charity; he shall be responsible for the closure and balance of the accounts of the Charity as on the 31st day of August in each year and shall present the Accounts duly audited at the AGM of the Council and he shall on all occasions, in the execution of his office, act with the agreement of the Council or Executive Committee duly authorised by it; he may depute such of his duties as the Council or the Executive Committee duly authorised by it, may determine to a paid servant of the Charity. The Honorary Treasurer shall be elected in manner hereinbefore appearing.

49. CONDUCT

49.1 All members of the Charity and its Clubs shall act in a manner which is appropriate to uphold the Pledge of the Charity as detailed at Article 45.

50. TRUSTEES

Club Trustees

50.1 Each Club shall appoint not more than seven nor less than three persons as trustees ("**Club Trustees**"). All property, endowments and capital belonging to the Club shall be vested in the Club Trustees and shall be held by them in trust for the purposes of the Club. One of these

Club Trustees should be the President of the Charity. The Club Trustees shall ensure the payment of the annual income of the said property and capital funds into a banking account of the Club and that all relevant information is shared with the Treasurer of the Club in a timely fashion. The Club Trustees may vary from time to time the investments representing the capital funds of the Club by selling the same and investing the proceeds in any stocks, funds, securities, authorised by Law for the investment of trust funds and lands or premises authorised by the club in General Meeting. Whenever any Club Trustee shall resign by writing under hand or die or become bankrupt or refuse to act or become incapable of acting from any cause whatsoever or shall cease to reside in Northern Ireland, his appointment shall thereupon terminate. As soon as possible after the occurrence of a vacancy in their number the remaining Club Trustees shall select some suitable person to fill the vacancy and shall submit the name and qualification of such person to the Club at the next AGM for confirmation. No such provisional appointment or selection of a Club Trustee shall take effect until the same shall have been confirmed by the members at the AGM.

Where a Club Trustee behaves in a manner which is not in accordance with the terms of this paragraph 50.1 or 50.2 below, or where a Club Trustee generally brings the Association and/or the Club into disrepute, the Executive Committee shall retain the right to remove the Club Trustee in question at any time at the sole discretion of the Executive Committee.

Where the Club no longer has sufficient paid members to operate and an annual general meeting cannot be held the Executive Committee of the Charity may appoint replacement Trustees.

- 50.2 The Club Trustees shall hold the property of the Club solely for the promotion of the objects of the Club, and no portion thereof shall be paid or transferred directly or indirectly by way of bonus or by way of profit to the members of the Club provided that nothing herein shall prevent the payment in good faith or remuneration to any officers or servants of the Club or to any member of the Club or other person in return for any services actually rendered to the Club. If upon the winding-up or dissolution of the Club there remains after the satisfaction of all dues, debts and liabilities any property or monies whatever the same shall not be realised and/or paid to or distributed among the members of the Club but shall be transferred to the Charity, who shall hold the same and any income therefrom upon Trust, and may transfer temporarily or permanently such property to a Club having objects similar to those of the Club being wound-up or dissolved and situate in the same district and in default of any such Club or Clubs being formed in such district within ten years from such dissolution or winding-up then upon trust for such other Club, Institution or Institutions having objects similar to those of the Club being wound-up or dissolved, whether situate in the district or not as the Executive Committee may decide and in default of such decision and approval then as may be determined by the Charity Commission for Northern Ireland.

Property Trustees

- 50.3 The Council shall have power and is hereby authorised to appoint:
- (i) Not more than five and not less than three persons as trustees; or
 - (ii) A Corporate Body as sole trustee (the expression Corporate Body shall include any company or bank of which it is the business or part of the business to undertake and perform for award the duties of trustees); or
 - (iii) Not more than five persons to act jointly with a Corporate Body as aforesaid as trustees,

(“Property Trustees”).

- 50.4 A member of the Council appointed as a Property Trustee may continue to act as such notwithstanding that he or she may cease to be a member of the Council. In the event of the Council deciding to appoint a Corporate Body as Property Trustee either solely or jointly with others the Council shall have power to enter into an agreement binding upon the Charity in which shall be declared the terms and conditions upon which the Corporate body will accept the trusteeship and provide for all the details of the administrative of the Trust as determined by the Corporate Body on the one hand the Charity on the other. The agreement of the Council to the said terms and conditions shall be evidenced by a copy of the Minute to that effect in the Minute Book of the Charity certified by the Chairman of the Meeting at which the resolution was passed. In particular the Agreement shall provide inter alia for the remuneration of the Corporate Body, for the custody by the Corporate Body of all documents of title, for the disposition of income coming into the hands of the Corporate Body as Property Trustee and for the employment, if necessary, by the Corporate Body of Solicitors, Agents and Brokers to transact any business required to be done and for the retention by the Corporate Body of all commissions and brokerage received as the result of such transaction.
- 50.5 All property, endowments and capital belonging to the Charity shall be vested in the Property Trustees and shall be held by them in trust for the purposes of the Charity. The Property Trustees shall pay the Annual Income of the said endowment and capital funds into a banking account of the Charity.
- 50.6 The Property Trustees may vary from time to time the investments representing the capital funds of the Charity by selling the same and investing the proceeds in any stock, funds or securities which, for the time being, may be a trustee security by law in Northern Ireland.
- 50.7 Whenever any Property Trustee shall die or resign by writing under hand, or become bankrupt, or refuse to act or become incapable of acting from any other cause whatsoever, or shall cease to reside in Northern Ireland, his appointment shall thereupon terminate. As soon as possible after the occurrence of a vacancy in their number, the remaining Property Trustees shall select some suitable person to fill the vacancy, and shall submit the name and qualification of such person to the Council for confirmation. No such provisional appointment or selection of a Trustee shall take effect until the same shall have been confirmed by the Council.

51. BANKING AND FINANCE

- 51.1 The Executive Committee shall maintain sufficient Banking Accounts, in the name of the Charity, as is deemed necessary. To these accounts shall be placed all monies received as subscriptions and grants and such other receipts as the Executive Committee may direct.
- 51.2 Each cheque drawn against the central funds of the Charity shall bear the signature of two persons empowered to sign cheques by majority vote of the Executive Committee. The Executive Committee shall decide the number of persons to be empowered to sign cheques at any one time.

52. INTERPRETATION

- 52.1 In these Articles:

“address” means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Charity;

“AGM” means an annual general meeting of the Charity;

“Applicable Charities Legislation” means the Charities Act (Northern Ireland) 1964 and the Charities (Northern Ireland) Order 1987 and the Charities Act (Northern Ireland) 2008 to the extent that they are for the time being in force and applicable to the Charity;

“the Articles” means the Charity’s articles of association;

“Authorised Representative” means an individual who is authorised by a member organisation to act on its behalf at meetings of the Charity and whose name is notified to the Charity in accordance with the Articles;

“the Charity” means the company intended to be regulated by the Articles;

“Charity Trustee” has the meaning prescribed to “charity trustee” by s.180 Charities Act (Northern Ireland) 2008;

“clear days” in relation to the period of a notice means a period excluding:

- the day when the notice is given or deemed to be given; and
- the day for which it is given or on which it is to take effect;

“Club” means any of a Senior, Junior or Schools Young Farmers’ Club as established in accordance with the provisions of these Articles;

“the Commission” means the Charity Commission for Northern Ireland;

“Companies Acts” means the Companies Acts (as defined in s.2 of the Companies Act 2006) insofar as they apply to the Charity;

“Conflicted Director” means a Director in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Director or person connected to a Director is receiving or stands to receive a benefit (other than payment of a premium for indemnity insurance) from the Charity, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Charity;

“Connected Person” means, in relation to a Director, a person with whom the Director shares a common interest such that he/she may reasonably be regarded as benefiting directly or indirectly from any material benefit received by that person, being either a member of the Director’s family or household or a person or body who is a business associate of the Director, and (for the avoidance of doubt) does not include a company with which the Director’s only connection is an interest consisting of no more than 1% of the voting rights;

“Co-opted Director” means a Director co-opted by the Directors in accordance with Article 20.8;

“Directors” means the members of the Executive Committee who are the Directors of the Charity. The Directors are Charity Trustees as defined by Applicable Charities Legislation;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“electronic form” has the meaning given in s. 1168 of the Companies Act 2006;

“Executive Committee” means the board of directors of the Charity;

“Financial Expert” means a person who is reasonably believed by the Directors to be qualified to give the relevant advice and/or provide the relevant services by his ability in and practical experience of financial and other matters relating to the investment;

“Material Benefit” means a benefit which may or may not be financial but which has monetary value;

“member” and **“membership”** refers to membership of the Charity of any class;

“the Memorandum” means the Charity’s memorandum of association;

“the Objects” means the objects of the Charity as defined in Article 3;

“Officers” includes the Directors and the secretary (if any);

“person connected to a Director” means:

- (a) a child, parent, grandchild, grandparent, brother or sister of a Director,
- (b) the spouse or civil partner of a Director or anyone falling within paragraph (a),
- (c) a person carrying on business in partnership with a Director or with any person falling within paragraphs (a) or (b) (or which is controlled by any two or more such persons when taken together),
- (d) a body corporate in which a Director or any person within paragraphs (a) to (c) has a substantial interest (or in which two or more such persons, taken together, have a substantial interest);

“the seal” means the common seal of the Charity, if it has one;

“Secretary” means any person appointed to perform the duties of the secretary of the Charity;

“Taxable Trading” means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, and the profits of which are liable to tax;

“the Directors” means the directors of the Charity. The Directors are Charity Directors as defined by Applicable Charities Legislation;

“the United Kingdom” means Great Britain and Northern Ireland;

“written” or **“in writing”** refers to a legible document or paper or a document which can be printed onto paper including a fax message or electronic mail; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

- 52.2 Unless the context otherwise requires words or expressions contained in the Articles have the same meaning as in the Companies Acts and Applicable Charities Legislation but excluding any statutory modification not in force when this constitution becomes binding on the Charity.
- 52.3 Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.