

All previous rules rescinded

National Farmers' Retail & Markets  
Association Limited  
Registered number 23675R

# RULES of

## The National Farmers' Retail & Markets Association

Rules revised November 2003. All previous rules rescinded. Name changed 01 March 2004. Registered office changed 13 Nov 2007.

For interpretation of terms see Section 34 at the end of this document.

### 1. NAME

- a) The name of the Association shall be 'National Farmers' Retail and Markets Association Limited' (hereinafter referred to as 'the Association'). The acronym FARMA will be recognised.
- b) The name may be changed by a resolution for that purpose passed at a general meeting, and with the written approval of the Financial Services Authority.

### 2. USE OF NAME

The name of the Association shall be displayed in a conspicuous position and in letters easily legible at the registered office and in every other office or place in which the business of the Association is carried on and shall be mentioned in legible characters in all business letters, bills, invoices, receipts, letters of credit, notices, advertisements and other official publications of the Association, and in all bills of exchange, promissory notes, endorsements, cheques and orders for money or goods purporting to be signed by or on behalf of the Association.

### 3. SEAL

The Association shall have a seal on which shall be engraved in legible characters the name of the Association. The seal shall be kept in the custody of the Secretary and shall be used only under the authority of a duly recorded resolution of the Council. The impression of the seal on any document shall be attested by the signatures of two Councillors and the Secretary.

### 4. REGISTERED OFFICE

The Registered Office of the Association shall be situated at 12 Southgate Street, Winchester, Hampshire, SO23 9EF. The situation of the Registered Office may be changed by resolution of the Council or at a general meeting and notified within 14 days to the Financial Services Authority in the form for the time being prescribed by law.

### 5. SCOPE OF MEMBERSHIP AND ACTIVITY OF THE ASSOCIATION

A) Members of the Association may be engaged in:-

- i) farm retailing (including attending farmers' markets, selling products and services from a farm direct to the public, including delivery to customers' homes)
- ii) production, marketing and retailing of regional & local foods, products and services which are sold at retail venues, or direct delivery to the public or to local service providers
- iii) foodservice activities based upon farm, local and regional products
- iv) organising, managing or arranging farmers' markets
- v) distribution networks
- vi) private and public procurement activities.

These are described in these Rules as "direct sales activity (activities)". Where this term is used it embraces all the forms of selling direct and the infrastructure for making this happen.

- B) The Association may accept membership from any part of the world. Its work will be principally focussed upon activities within the United Kingdom.
- C) Aspects of activity within the European Union will be given priority as deemed by the Council.

### 6. OBJECTS OF THE ASSOCIATION

The objects of the Association shall be to carry on for the benefit of the members and potential members:-

- A) the trade, industry or business of a representative and co-operative association of farmers, producers, retailers and farmers' market managers including any one or more of the following:
  - i) supplying goods required for direct sales activities
  - ii) supplying services in connection with direct sales activities
  - iii) supplying training in connection with direct sales activities.
- B) any other trades, industries or businesses deemed by the Association to be capable of being carried on in connection with the above objects or to be likely to enhance the value of or render more profitable the business of its members or the Association's property or undertaking.
- C) establishment of standards by which members and potential members of the Association should adhere in order to maintain the integrity and quality of the direct sales activity.

Specifically the Association will pay particular attention to the following actions:-

- a) To co-ordinate requirements of farm direct businesses in the United Kingdom
- b) To co-ordinate requirements of farmers' markets in the United Kingdom
- c) To co-ordinate requirements of smaller-scale producers selling direct on a local and regional scale within the United Kingdom
- d) To improve the quality of produce sold at the farm gate
- e) To improve the service to customers
- f) To increase the sales of fresh farm produce and local/regionally marketed products.
- g) To increase the efficiency and profitability of members' businesses.
- h) To collect and co-ordinate, to disseminate and publicise information relevant to direct sales activities of farm, local and regional products.
- i) To assist members of the Association in the acquisition of goods and services required for use in production and marketing of their products through direct sales activities.
- j) To promote members' businesses.
- k) To promote the sector.
- l) To act as a consultative body on matters pertaining to direct sales activities, retail marketing of farm produce and to represent the best interests of its members as producers and retail sellers of fresh produce and quality local and regional products.
- m) To develop and promote schemes for training of members and members' staff in the skills of growing, rearing and producing for direct sales activities.
- n) To develop and promote schemes for training of members and members' staff in the skills of retailing, marketing, merchandising, systems and other aspects of direct selling activities.
- o) To adopt codes of conduct which are binding on members in order to enhance the attainment of the objects of the Association.
- p) To co-operate with other persons and organisations in furthering the objects of the Association.
- q) To promote equal opportunities regardless of race, sex, age, creed, disability or social background.

## 7. POWERS

- a) The Association shall have powers to do all things which it deems to be necessary or expedient for the furtherance or attainment of one or more of its objects or to be incidental to or consequential upon one or more of its objects.
- b) Without prejudice to the generality of paragraph (a) the Association may:
  - i) Collect such subscriptions as outlined under 8(b) (iv) and 11 hereof as approved by the Council and raise other funds for the purpose of the Association by such means as it shall think fit, including obtaining of donations, grants and borrowing of money.
  - ii) Pay subscriptions and donations to such organisations as the Association deems fit to affiliate to and provide materials or sundries in any manner in order to further the objects of the Association.

## 8(A) MEMBERS

- i) All persons engaged in direct sales activities of produce, goods and services from farm holdings within their own or their employer's business shall be eligible for full voting membership of the Association.
- ii) All persons engaged in the organisation and services involved with the establishment and running of farmers' markets shall be eligible for full voting membership of the Association.
- iii) All persons engaged in the production and distribution of local/regionally marketed produce, goods and services for direct sales activities shall be eligible for full voting membership of the Association.
- iv) A person intending to become a member shall apply to the Secretary. The Council shall decide in its absolute discretion whether to accept or refuse the application. On acceptance into membership, a person shall pay for and be issued one share and shall be entered in the register of members. No member shall hold more than one share of the Association.
- v) The Council of the Association may at any time elect as an Honorary member any person whose membership would enhance the standing of the Association and its objects or in recognition of outstanding service to the Association. The Council may also invite persons to be co-opted to membership to fulfil specific functions for the Association. Honorary and Co-opted members shall not pay a subscription but shall enjoy all the rights and benefits of membership.

## 8(B) ASSOCIATES

- i) The Council may admit as Associates of the Association such bodies corporate, unincorporated associations and individuals as are not members but who support the objectives of the Association.
- ii) Associates shall have such rights and benefits as the Council shall decide in each case. Associates shall not hold shares or have the right to vote and the Council shall not give to any Associate a right to participate in any distribution of surpluses or surplus assets of the Association.
- iii) Associates shall not be eligible to serve on the Council of the Association.
- iv) Associates shall pay to the Association an annual subscription fee in accordance with provisions laid down from time to time.
- v) A person shall cease to be an Associate if he is expelled in accordance with the provisions of paragraph 8(e) or if he resigns from Associateship in accordance with the provisions of Rule 12 or if he dies or being a partnership or body corporate it is dissolved or wound up other than for the purpose of reconstruction or amalgamation.

## 8(C) CESSATION OF MEMBERSHIP

A person shall cease to be a member and the share held by him shall be cancelled and any sum paid up thereon forfeited if:

- i) he is expelled from membership under Rule 8(e)

- ii) being an individual, he dies or being a partnership or a body corporate it is dissolved or wound up for reason other than the purpose of reconstruction or amalgamation
- iii) he resigns from membership in accordance with Rule 12
- iv) he fails to pay the annual subscription in accordance with Rule 11(b).

## 8(D) REPRESENTATION OF BODIES CORPORATE, PARTNERSHIPS OR GROUPS

- i) Every member which is a body corporate, unincorporated association, partnership or acts as a marketing/representational group for direct sales activities may appoint an individual to act as its representative at general meetings. Each such appointment shall be made by a written notification to the Association and may be revoked in the like manner. A duly appointed representative shall be entitled to attend general meetings and to speak in place of the member which appointed him and to vote in the place of the member which appointed him and in so doing shall have the full rights conferred by these Rules on that member acting in person.
- ii) Every member which is a body corporate, unincorporated association, partnership or acts as a marketing/representational group for direct sales activities is entitled to only one vote in the affairs of the Association.

## 8(E) EXPULSION

- i) If a member is accused of mis-conduct which the Council considers to be detrimental to the Association the Council shall arrange to meet to consider the matter and shall deliver to that member at his address shown in the register of members not less than twenty-eight days notice in writing specifying the day, hour and place of the meeting and the alleged mis-conduct and notifying the member of his rights to attend the meeting and to make representations to the Council.
- ii) At the meeting, after considering any written representations submitted by the accused member to the Secretary submitted not less than two days before the date of the meeting, and any oral representations which that member may wish to make at the meeting the Council shall vote on a resolution for the expulsion and if the resolution receives a concurring vote of not less than two thirds of the Council members present then the accused member shall be expelled from membership of the Association.
- iii) A person who has been expelled from membership shall not be readmitted except by a resolution of the Council passed with the concurring votes of two-thirds of the Council members present and voting.

## 8(F) DEATH OR BANKRUPTCY OF A MEMBER

Upon receiving a claim from the personal representative of a deceased member or the trustee in bankruptcy of a bankrupt member to any property in the Association of the deceased or bankrupt member, the Council at its discretion either shall transfer the property to which the personal representative or trustee in bankruptcy has become entitled or shall pay an equivalent sum in either case to or to the order of a personal representative or trustee in bankruptcy.

## 8(G) NOMINATIONS

A member may nominate in accordance with the Act a person to whom any of his property in the Association (other than his share) shall be transferred on his death. On receiving satisfactory proof of death of a member who has made a nomination which is valid under the Act the Council at its discretion either shall transfer the property comprised in the nomination to the extent that it is so valid or shall pay an equivalent sum to the person or persons entitled thereunder.

## 8(H) REGISTER OF MEMBERS

The Association Secretary shall keep a register of all members containing the particulars required by the Act and the Council shall ensure that the register is kept in such a way permitted by the Act

that the particulars required by the Act to be available for inspection are readily accessible without the need to disclose other particulars contained in the Register.

## 9. SHARES

Shares shall be of the nominal value of £1 and shall be neither withdrawable nor transferable. No member shall hold more than one share in the Association.

## 10. JOINT SHAREHOLDINGS

In the case of a partnership being a member its share shall be held by the partners jointly. All acts done or notices given in respect of a share held jointly shall be deemed to be valid if done or given by or to the persons whose name stands first in the register of members as a joint holder of that share.

## 11. SUBSCRIPTIONS AND FEES

- a) There shall be an annual subscription payable by all members other than honorary and co-opted members. The said subscription shall be fixed annually by the Council.
- b) In the first year of membership the subscription shall become due and payable fourteen days after entry on the register of members and thereafter on the first anniversary of the entry. Subscriptions will be considered in arrears if not paid within three calendar months of the due date. (No member whose subscription is thus in arrears shall enjoy any of the privileges of the Association until such arrears have been paid.) If after a reminder has been sent the subscription is not yet paid within twelve months, the members name shall be removed from the Register. A member whose name has been so removed may be reinstated only on payment of the arrears due at the time of his removal or at the discretion of the Secretary.
- c) In addition to subscriptions, the Council will set fees for services and benefits offered to members. The fees will be reviewed annually by the Secretary and reported to the Council. Benefits may be withdrawn at the instructions of the Secretary should fees remain unpaid following a reminder.

## 12. TERMINATION OF MEMBERSHIP

A member who wishes to resign shall give in writing to the Secretary thirty days notice of such intention.

## 13. AUTHORITY OF THE COUNCIL

The business of the Association shall be conducted by the Council which shall act in all things for and in the name of the Association and which may exercise all such powers of the Association as are not by law or by these Rules required to be exercised by the Association in general meeting. The Council shall be responsible for establishing the policy of the Association and for management of its affairs and activities.

## 14. COUNCIL ELECTION OF

- a) The Council shall normally consist of up to sixteen members but may rise to no more than twenty members in exceptional circumstances. Councillors shall be chosen by election or, in the circumstances described in Section (d) (iv) of this Rule, by co-option. The election shall be held through a combination of in person (or proxy) and in writing ballot annually at the Annual General Meeting or at the discretion of the Council by a ballot in writing alone. For all ballots the Secretary shall post ballot papers to all members of the Association showing the names of all persons nominated for the Council and the vacancies existing not less than fourteen days before the last day of polling.

### ELIGIBILITY

- b) To be eligible to serve on Council a person shall be a member of the Association or the representative of a body corporate, partnership or acts as a marketing/representational group for direct sales activities which is a member of the Association.

- c) Provided that not more than one third of the Council stands down, at the end of every third year of service on the Council, unless at that time they are Officers of the Association, each Council member shall retire from service. They may however seek re-election for a second term. Following a second term, a Councillor must stand down and may not stand for election for a further three years.

### BALANCE

- d) Members will be made aware of the wish to provide a regional balance on the Council.
- e) From time to time the Council may set a quota to represent different interests of the membership. Any such quota should not be regarded as permanent and its justification must be reviewed by the Council annually.

### ELECTION TO THE COUNCIL

- f) In all cases election to the Council shall be by majority vote of the Association. The method of election to the Council shall be as follows:
  - i) any two members of the Association may nominate members for election to the Council
  - ii) all nominations, which shall be in writing and received by the Secretary not less than twenty-one days before the Annual General Meeting at which the election may take place (or the date chosen for postal ballot by the Council)
  - iii) in the event of there being more nominations than there are vacancies to be filled, election shall be by ballot
  - iv) in the event of there being fewer nominations than there are vacancies, with the approval of those present at the Annual General Meeting, nominations may be taken from the floor of the meeting or Council shall have the power to co-opt members if it so wishes at any time.

### ABSENCE FROM COUNCIL MEETINGS

- g) If any serving member of Council absents himself from three consecutive Council meetings without good reason he may be deemed to have resigned, as his place may be filled for the remainder of the period of his office by co-option from the Council. If eligible he may, however, seek re-election.

### REMOVAL FROM COUNCIL

- h) The Association in general meeting may by resolution remove any Council member before the expiration of his period of office and may appoint another person in his stead. The person so appointed shall hold office for so long as his predecessor would have done but may then stand for re-election without express nominations.

### CEASING TO BE A COUNCIL MEMBER

- i) A person shall cease to be a Council member if he:
  - i) ceases to be qualified in accordance with Rule 14 (b); or
  - ii) is removed from office in accordance with Rule 14 (h); or
  - iii) becomes a patient within the means of Part VIII of the Mental Health Act 1959; or
  - iv) has been deemed to have resigned in accordance with Section (e) of this Rule, or expressly resigns his office by giving to the Council notice in writing signed by him and the resignation is accepted by the Council or, not being accepted, is not withdrawn within seven days of receipt by the Council; or
  - v) in the opinion of a majority of other Council members expressed by a duly recorded resolution of the Council, trades in competition with the Association, whether as a sole-trader or in partnership or is a director or employee of a body corporate which competes in business with the Association or holds a controlling interest in such a body corporate.

## 15. PROCEEDINGS OF THE COUNCIL

### ELECTION OF OFFICERS

- a) Officers of the Association must be Council members. They will be nominated and seconded within Council before being put to ratification at the Annual General Meeting. Should any officer not be ratified, nominations of serving Councillors can be taken from the floor at the AGM. The term of office shall be not more than three years but officers may be renominated for a second term. In the event of an office becoming vacant in the usual twelve months between Annual General Meetings, the Council shall be empowered to elect its officers by ballot subject to later ratification at the Annual General Meeting. At its discretion, it (the Council) may appoint an Honorary President and Vice President for the Association for a term of office it shall prescribe. The President will have no executive powers.
- b) The Council shall meet for the despatch of business and regulate its meets as it thinks fit.

### COMMITTEES

- c) The Council may delegate any of its powers to such committees as it thinks fit. Any committee so formed shall comply with any directions given by the Council. The Chairman and the Vice Chairmen shall be ex-officio members of all such committees.

### BY-LAWS

- d) The Council may make such by-laws relating to the conduct of Councillors and the affairs of the Association as it shall from time to time think fit and as are not inconsistent with these Rules.

### QUORUM FOR COUNCIL MEETINGS

- e) A quorum of one-third of Councillors shall be necessary for all meetings of the Council. In exceptional circumstances a smaller number can constitute a quorum provided that written representations have been received from Councillors to make up the original quorum requirement.

## 16. SECRETARY

The Council shall appoint a Secretary for the Association and shall decide his remuneration and the duties to be performed by him in addition to those specified in these Rules. The Council may dismiss the Secretary and appoint another person to the office. The Secretary shall be responsible for the day to day conduct of the Association's affairs between meetings of the Council and shall act on behalf of the Council.

## 17. OTHER EMPLOYEES AND/OR AGENTS

The Council may appoint such employees and or agents as it considers necessary on the Business of the Association and shall decide their remuneration and duties. The Council may dismiss an employee or agent.

## 18. INVESTMENTS

The funds of the Association may be invested in any one or more of the following ways, namely:

- a) in any way authorised by Section 31 of the Act;
- b) in any body corporate or unincorporated with limited liability which has objects relating to co-operation and/or direct sales activities;
- c) by making loans or advances to members for the purposes of their direct sales activities on such security (if any) and on such terms as the Council shall decide;

but not otherwise.

## 19. FINANCIAL CONTROL

- a) The Council shall cause proper accounting records to be kept showing all sums of money received and expended by the Association and the matters in respect of which the receipt and

expenditure takes place, all sales and purchases of goods by the Association and the assets and liabilities of the Association. The accounting records shall be kept in such a way as to explain the Association's transactions and give a true and fair view of its income and expenditure and its state of affairs.

- b) A balance sheet and income and expenditure account shall be prepared for each accounting year of the Association and shall be audited or independently examined by a suitable accountancy practice as provided in Rule 23. At the Annual General Meeting each year, the audited or independently examined accounts for the last accounting year shall be presented for discussion and approval.
- c) Only persons authorised by the Council shall accept money or give receipts for money or sign cheques or make disbursements or enter into any contract to impose liability on the Association.

## 20. USE OF FUNDS

- a) The income and property of the Association, from wherever derived, shall be applied exclusively towards the promotion of the objects of the Association and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to members provided that nothing in this Rule shall prevent the payment in good faith of reasonable and proper remuneration to any officer, servant or agent of the Association or to any appropriate organisation in return for service actually rendered to the Association nor prevent payment of interest on loans made by members of the Association as provided in Rule 21 below.
- b) The Association shall not receive moneys on deposit.

## 21. LOANS

- a) A member may make a loan to the Association of such amount and on such terms as agreed by contract, and the Council may obtain loans to the Association by any other means and from any other sources on such security (if any) and such terms at the Council shall decide but so that the total capital sum outstanding at any time on all loans to the Association shall not exceed £50,000.
- b) The rate of interest payable by the Association in respect of any accounting year on any loan (other than a sum borrowed by way of overdraft or otherwise from the banker of the Association or borrowed on security of a mortgage or property held by the Association) shall not exceed the highest level of the basic lending rate charged by Barclays Bank during that year.

## 22. REMUNERATION

- a) Where officers and/or committee chairmen are asked by the Council to undertake a programme of work which the Council agrees is exceptional, they may be provided with a stipend to a maximum of £1,000 per annum, subject to rise with inflation and annual review and approval by the Council;
- b) otherwise membership of the Council shall be unpaid;
- c) all members of the Association shall be entitled to reimbursement of reasonable expenses incurred on the Association's business, provided that the Council gives its approval in advance and/or satisfactory supporting evidence is provided to the Secretary.

## 23. AUDIT OR INDEPENDENT EXAMINATION OF ACCOUNTS

- a) The Association in general meeting shall appoint for each accounting year an accountancy practice to audit or independently examine the accounts of the Association as provided by the Industrial and Provident Societies Act 1965 to provide a report to the AGM on the Association's accounts and balance sheet for that year. The accountancy practice shall be qualified under Section 7 of that Act and is not

prohibited by Section 8 thereof from being appointed auditor or independent examiner of the Association's accounts.

- b) The re-appointment of, or the appointment of an auditor or independent examiner in place of an auditor or independent examiner appointed to audit/examine the accounts of the Association for an immediately preceding year shall be carried out in accordance with Sections 5 and 6 of the said Act.
- c) The auditor or independent examiner shall in accordance with Section 9 of the said Act make a report to the Association on the accounts audited/examined by him on the revenue account or accounts and on the balance sheet for the year of account in respect of which he is appointed and shall have such rights as are provided by the said Act.

## 24. ANNUAL RETURN

- a) Every year the Secretary shall furnish to the Financial Services Authority in the form and at the time prescribed by him or by the Act the annual return relating to the affairs of the Association for the last accounting year together with:
  - i) a copy of the report of the auditor or independent examiner on the accounts of the Association for that year, and
  - ii) a copy of each balance sheet made during that period and of the report of the auditor / independent examiner thereon.
- b) The Association shall supply free of charge to every member or person with an interest in the funds of the Association on his application a copy of the last annual return together with a copy of the report of the auditor / independent examiner on the accounts and balance sheet contained in the return.

## 25. ANNUAL ACCOUNTS

The Association Secretary shall keep a copy of the latest annual accounts together with the report made thereon by the auditor / independent examiner and make them available as requested to members, statutory authorities; other requests will be met at the discretion of the Council.

## 26. NOTICE

- a) Every general meeting shall be convened by notifying the membership at least 14 days in advance of the meeting specifying the day, hour and place of the meeting and the business to be transacted.
- b) The accidental omission to give any member notice of a general meeting or non-receipt of a notice by any member shall not invalidate the proceedings at the meeting.
- c) A general meeting not convened in compliance with 26(a) shall be deemed to have been properly convened if all members of the Association present in person or by proxy agree that the meeting shall be deemed to have been properly convened.

## 27. QUORUM

A quorum of five per cent of the current paid-up membership of the Association [not in arrears as defined in Rule11(b)] shall be necessary for business of a General Meeting. If within an hour after the time appointed for any such meeting a quorum is not present, the meeting shall take place but subject to rediscussion at a second General Meeting if five per cent of members demand in writing such a meeting within fourteen days after the first General Meeting.

## 28. VOTING

- a) At any meeting where a vote or ballot takes place or for a postal ballot, three scrutineers shall be appointed by the Chairman or Vice Chairman of the Association to conduct the count and declare the result. In the event of equality of votes the Chairman of the meeting or in the case of the postal poll, the Chairman or in his absence, a Vice Chairman of the Association shall be entitled to a second or casting vote.

- b) For postal ballots and meetings where postal ballots are included, the Council may apply a deadline for inclusion of votes into the ballot. This deadline should be set at not more than four days prior to the ballot or meeting.
- c) Any member who is unable to attend a General Meeting may appoint any other member as his voting proxy, provided that he gives the Secretary of the Association two clear days notice in writing of such intention and the name of his proxy.
- d) Every member entitled to vote shall have one vote.

## 29. AMENDMENT OF THE CONSTITUTION

The Constitution may be amended only at a General Meeting or by poll of its members. The proposed amendment(s) to the Constitution shall be submitted in writing to the Secretary and supported in written application by at least ten members not less than twenty eight days before the date of the General Meeting, or a meeting at which the poll is requested. The Secretary shall then prepare the detailed rules and inform the membership in writing and/or through a website(s) which is known to members and regularly used for the business of the Association with the full text of the amendments proposed at least two weeks before the General Meeting or poll. Amendments to the Rules are not valid until registered with the Financial Services Authority.

## 30. ANNUAL GENERAL MEETING

The Annual General Meeting shall be called each year by the Council. The Secretary shall notify the membership of the place, time and date of an AGM at least 14 days in advance of the meeting.

The business of the meeting shall be:

- a) considering and approving the minutes of previous General Meetings
- b) receiving and considering the report of the Council
- c) receiving and considering the reports of the Committees
- d) receiving and considering the accounts of the Association
- e) appointing an auditor / independent examiner of the accounts for the coming financial year
- e) appointing managing agents for the coming financial year
- f) considering, and if thought fit, approving such amendment as the Meeting may decide to the Constitution of the Association of which due notice has been given as in rule 29 hereof
- g) considering such other matters as may be raised by the Council and members of the Association
- h) election of the Council
- i) ratification of Officers.

## 31. EXTRAORDINARY GENERAL MEETING

The Secretary shall notify all members of the Association in writing at least fourteen days before the Meeting, of the purpose, time and date of an Extraordinary General Meeting which may be called by:

- a) Seventy-five per cent of the Council, or
- b) A written request to the Secretary by not less than ten members of the Association.

The final choice of place, time and date shall lie at the discretion of the Council, except that the date shall not be more than sixty days after a prior request has been received.

## 32. CHAIRMAN OF A MEETING

At every General Meeting the Chairman of the Council will preside, or in his absence a Vice Chairman or other such member of the Council as the meeting may nominate. If no member of the Council is present or willing to act as Chairman, those members present shall choose one of themselves to be Chairman of the meeting.

## 33. DISSOLUTION OF THE ASSOCIATION

- a) The Association may be dissolved by the consent of three-fourths of the members testified by their signatures to an instrument of dissolution in the form prescribed by law or may be wound up in any manner provided by the Act.

- b) If in the event of the dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst members of the Association, but shall be given or transferred to some other institution or institutions whose objectives are similar to the objects of the Association and which will prohibit the distribution of its or their income and property amongst its members to an extent at least as great as imposed on the Association under its Rules, such institution or institutions to be determined by members of the Council at or before the time of dissolution and so far as effect cannot be given to the aforesaid provision, then to the Royal Agricultural Benevolent Institution.

- g) Words denoting the singular include the plural and the converse applies;
- h) 'in writing' includes letters and forms sent by post, faxes, e-mails properly addressed and timed. Notices included in publications authorised by the Secretary and deemed by the Council to have reached a majority of the membership shall carry the same weight as an individually addressed notices;
- i) 'post' means papers addressed to the regular mailing address as notified at least 21 days in advance to the Secretary. Proof of posting will only be secured in exceptional circumstances. Any material will be deemed to be posted within a specified time where the Secretary has deposited the posted items with the Royal Mail or other suitable carrier or delivered by hand. A signature from recipients will not be required. The Association cannot be held responsible for any post that is lost, damaged or delayed for any reason whatsoever;
- j) 'inform the membership' includes 'in writing' formats and may also include providing information on a website(s) which is known to members and regularly used for the business of the Association;
- k) 'notify the membership' is the same as 'inform the membership'. The timing of such information or notices which is posted is outlined in 34(i) above;
- l) 'postal ballot' refers to the process by which the Council through the Secretary will notify the membership;
- m) 'ballot' - any date for a ballot is the date on which the ballot is counted and declared.

### 34. INTERPRETATION

In these Rules, unless a contrary intention is apparent:

- a) 'The Act' means the Industrial and Provident Societies Act 1965 with any statutory amendment thereof;
- b) 'Agriculture' has the same meaning as in the Agriculture Act 1947 and 'agricultural' shall be construed accordingly;
- c) 'The Council' means the Council for the time being of the Association;
- d) 'Councillor' means a member for the time being of the Council;
- e) 'Person' means an individual or a partnership or a body corporate;
- f) Words denoting the masculine gender include the feminine and the neuter;

Signed: Ms Rita Exner, Secretary: ..... Dated: .....

Signed: Mr Richard Simkin, Chairman: ..... Dated: .....

Signed: Mr Michael Blee, Treasurer: ..... Dated: .....

Signed: Mr Ian Byatt, Vice-chairman: ..... Dated: .....