Date of constitution (date of charity registration): [DATE]

Constitution

of

THE ROYAL CORNWALL AGRICULTURAL ASSOCIATION

(a charitable incorporated organisation)

Charity number [NUMBER]

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TOZERS

Constitution of a Charitable Incorporated Organisation with voting members other than its charity trustees

('Association' Model Constitution)

1. Name

The name of the Charitable Incorporated Organisation ("the **CIO**") is The Royal Cornwall Agricultural Association.

2. National location of principal office

The CIO must have a principal office in England or Wales. The principal office of the CIO is in England.

3. Objects

The objects of the CIO ("the **Objects**") are:

(1) to promote and encourage agriculture, horticulture, forestry, conservation and industry for the public benefit (in particular but not exclusively in the County of Cornwall); and to improve and advance them in all their branches and in all trades, crafts and professions with them in an exclusively charitable manner;

(2) to advance science, research and education in connection with agriculture, horticulture, forestry, conservation and industry for the public benefit; and

(3) to promote the improvement of all forms of livestock and the prevention and eradication of disease in all forms of livestock.

4. Powers

The CIO has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the CIO's powers include power to:

(1) acquire the assets, liabilities and charitable undertaking of the existing unincorporated charity known as The Royal Cornwall Agricultural Association registered as a charity in England and Wales with charity number 250312 and established pursuant to a Trust Deed dated 30 December 1926 and general laws dated 21 January 1966, as amended on 6 March 2000 and 10 March 2005 (the **"Existing Charity"**);

(2) hold exhibitions of modern agricultural, horticultural and forestry methods and processes and to hold competitions for and shows for the exhibition of all forms of livestock, farm produce and horticultural produce and forestry and also shows for the exhibition of machinery, implements, tools and appliances;

(3) demonstrate methods of manufacture and industrial processes and food processes and, in particular, to demonstrate methods used in agriculture and horticulture and the processing of food and animal husbandry and forestry and in the improvement of land;

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(4) hold or promote educational meetings, classes, seminars, and courses, undertake school visits and any other educational activities, either alone or with others, and to undertake or promote research, and to disseminate the useful results of any such research;

(5) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011, if it wishes to mortgage land;

(6) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

(7) sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;

(8) employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of that clause;

(9) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

(10) accept or refuse gifts and donations and to raise funds (but not by means of Taxable Trading);

(11) provide advice or information;

(12) carry out research;

(13) co-operate with other bodies;

(14) support, administer or set up other charities;

(15) acquire, merge with or enter into any partnership or joint venture arrangement with any other body for the purposes of any of the Objects;

(16) enter into contracts and agreements of any kind, including without limitation contracts to provide services to or on behalf of other bodies;

(17) establish or acquire subsidiaries;

(18) act as a trustee and to undertake and execute charitable trusts; and

(19) carry out campaigning and advocacy, provided that the charity trustees are satisfied that any proposed campaigning and advocacy will further the Objects to an extent justified by the resources committed and that such activity is not the dominant means by which the CIO promotes the Objects.

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5. Application of income and property

(1) The income and property of the CIO must be applied solely towards the promotion of the objects.

(a) A charity trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.

(b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

(2) None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO or connected person. This does not prevent a member or connected person who is not also a charity trustee:

(a) receiving a benefit from the CIO as a beneficiary of the CIO;

(b) buying or receiving goods and/or services from the CIO on reasonable and proper terms;

(c) selling goods, services or any interest in land to the CIO on reasonable and proper terms;

(d) being employed by, or receiving remuneration from, the CIO on reasonable and proper terms;

(e) receiving interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate);

(f) receiving rent for premises let by the member or connected person to the CIO. The amount of rent and the other terms of the lease must be reasonable and proper;

(g) receiving a benefit from the CIO in their capacity as a competitor at the CIO's exhibitions including the receipt of any prize or award as a successful competitor at any such exhibition on the same terms as any other successful competitor; or

(h) taking part in the normal trading and fundraising activities on the same terms as members of the public.

(3) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by clause 6.

6. Benefits and payments to charity trustees and connected persons

(1) **General provisions**

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No charity trustee or connected person may:

(a) buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public or members of the CIO;

(b) sell goods, services, or any interest in land to the CIO;

(c) be employed by, or receive any remuneration from, the CIO;

(d) receive any other financial benefit from the CIO;

unless the payment or benefit is permitted by sub-clause (2) of this clause or authorised by the court or the Charity Commission ("the **Commission**"). In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

(2) **Scope and powers permitting trustees' or connected persons' benefits**

(a) A charity trustee or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that a majority of the charity trustees do not benefit in this way.

(b) A charity trustee or connected person may enter into a contract for the supply of services and/or of goods to the CIO where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.

(c) A charity trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

(d) A charity trustee or connected person may receive rent for land or premises let by the trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

(e) Subject to subclause (3) of this clause, a charity trustee or connected person may be employed by the CIO other than for acting as a charity trustee and may receive and retain reasonable remuneration paid to them in respect of their employment.

(f) A charity trustee or connected person may receive a benefit from the CIO in their capacity as a competitor at the CIO's exhibitions including the receipt of any prize or award as a successful competitor at any such exhibition on the same terms as any other successful competitor.

(g) A charity trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

(3) The CIO may only rely upon the authority provided by sub-clauses 6(2)(b) to 6(2)(e) of this clause if each of the following conditions is satisfied:

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(a) the remuneration or other sums paid to the charity trustee or connected person do not exceed an amount that is reasonable in all the circumstances;

(b) the charity trustee is absent from the part of any meeting at which there is discussion of:

(i) the employment or remuneration or any matter concerning the contract;

(ii) the performance of the charity trustee or connected person in the employment or contract; or

(iii) any proposal to enter into any other contract or arrangement with them or to a connected person or to confer any benefit upon them or a connected person that would be permitted under sub-clauses 6(2)(b) to 6(2)(e); or

(iv) any other matter relating to a payment or the conferring of any benefit permitted under sub-clauses 6(2)(b) to 6(2)(e).

(c) The charity trustee does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.

(d) The other charity trustees are satisfied that it is in the interests of the CIO to employ or to contract with that charity trustee or connected person rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of employing or contracting a charity trustee or connected person against the disadvantages of doing so (especially the loss of the charity trustee's services as a result of dealing with the charity trustee's conflict of interest);

(e) The reason for their decision is recorded by the charity trustees in the minute book.

(f) A majority of the charity trustees then in office have received no such payments.

(4) In clauses 5 and 6:

(a) "the CIO" includes any company in which the CIO:

(i) holds more than 50% of the shares; or

(ii) controls more than 50% of the voting rights attached to the shares; or

(iii) has the right to appoint one or more directors to the board of the company;

(b) "**connected person**" includes any person within the definition set out in clause 33 (Interpretation).

7. Conflicts of interest and conflicts of loyalty

A charity trustee must:

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(1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and

(2) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest).

Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

8. Liability of members to contribute to the assets of the CIO if it is wound up

If the CIO is wound up, the members of the CIO have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9. Membership of the CIO

(1) **Admission of new members**

(a) **Eligibility**

(i) Membership of the CIO is open to anyone who is interested in furthering its purposes, and who, by applying for membership, has indicated his, her or its agreement to become a member and acceptance of the duty of members set out in sub-clause (4) of this clause.

(ii) A member may be an individual, a corporate body, or an individual or corporate body representing an organisation which is not incorporated.

(iii) The existing members of the Existing Charity (including, for the avoidance of doubt, life members) shall automatically become members of the CIO upon completion of the transfer of the assets and operations of the Existing Charity to the CIO.

(iv) Membership of the CIO shall be for a 12 month period commencing on 1 January and expiring on 31 December each year, which shall apply whatever the actual date of admission to membership and/or the date of payment of the relevant membership fee to the CIO in respect of such membership.

(b) **Admission procedure**

The charity trustees:

(i) may require applications for membership to be made in any reasonable way that they decide;

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(ii) may refuse an application for membership if they believe that it is in the best interests of the CIO for them to do so;

(iii) shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 28 days of the decision being taken. Any decision to confirm refusal of the application for membership shall be final.

(2) **Transfer of membership**

Membership of the CIO cannot be transferred to anyone else except in the case of an individual or corporate body representing an organisation which is not incorporated, whose membership may be transferred by the unincorporated organisation to a new representative. Such transfer of membership does not take effect until the CIO has received written notification of the transfer.

(3) **Duty of members**

It is the duty of each member of the CIO to exercise his or her or its powers as a member of the CIO in the way he or she or it decides in good faith would be most likely to further the purposes of the CIO.

(4) **Termination of membership**

(a) Membership of the CIO comes to an end if:

(i) the member dies, or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist; or

(ii) the member sends a notice of resignation to the charity trustees; or

(iii) any sum of money owed by the member to the CIO is not paid in full within one month of its falling due; or

(iv) the charity trustees decide that it is in the best interests of the CIO that the member in question should be removed from membership, and pass a resolution to that effect.

(b) Before the charity trustees take any decision to remove someone from membership of the CIO they must:

(i) inform the member of the reasons why it is proposed to remove him, her or it from membership;

(ii) give the member at least 21 clear days' notice in which to make representations to the charity trustees as to why he, she or it should not be removed from membership;

(iii) at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;

(iv) consider at that meeting any representations which the member makes as to why the member should not be removed; and

(v) Allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

(5) **Membership fees**

The CIO may require members to pay reasonable membership fees to the CIO.

(6) **Informal or associate (non-voting) membership**

(a) The charity trustees may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.

(b) Other references in this constitution to "members" and "membership" do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

10. Members' decisions

(1) **General provisions**

Except for those decisions that must be taken in a particular way as indicated in sub-clause (4) of this clause, decisions of the members of the CIO may be taken either by vote at a general meeting as provided in sub-clause (2) of this clause or by written resolution as provided in sub-clause (3) of this clause.

(2) **Taking ordinary decisions by vote**

Subject to sub-clause (4) of this clause, any decision of the members of the CIO may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting (including votes cast by postal or email ballot).

(3) **Taking ordinary decisions by written resolution without a general meeting**

(a) Subject to sub-clause (4) of this clause, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:

(i) a copy of the proposed resolution has been sent to all the members eligible to vote; and

(ii) a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature (or in the case of an organisation which is a member, by execution according to its usual procedure), by a statement of their identity accompanying the document, or in such other manner as the CIO has specified.

(b) The resolution in writing may comprise several copies to which one or more

members have signified their agreement.

(c) Eligibility to vote on the resolution is limited to members who are members of the CIO who have paid their membership fee in full on the date when the proposal is first circulated in accordance with paragraph (a) above.

(d) Not less than 5% of the members of the CIO may request the charity trustees to make a proposal for decision by the members.

(e) The charity trustees must within 21 days of receiving such a request comply with it if:

(i) The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;

(ii) The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and

(iii) Effect can lawfully be given to the proposal if it is so agreed.

(f) Sub-clauses (a) to (c) of this clause apply to a proposal made at the request of members.

(4) **Decisions that must be taken in a particular way**

(a) Any decision to remove a trustee must be taken in accordance with clause 15(2).

(b) Any decision to amend this constitution must be taken in accordance with clause 31 of this constitution (Amendment of Constitution).

(c) Any decision to wind up or dissolve the CIO must be taken in accordance with clause 32 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

11. General meetings of members

(1) **Types of general meeting**

There must be an annual general meeting (AGM) of the members of the CIO. The first AGM must be held within 18 months of the registration of the CIO, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report, and must elect trustees as required under clause 13.

Other general meetings of the members of the CIO may be held at any time.

All general meetings must be held in accordance with the following provisions.

(2) **Calling general meetings**

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(a) The charity trustees:

(i) must call the annual general meeting of the members of the CIO in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting; and

(ii) may call any other general meeting of the members at any time.

(b) The charity trustees must, within 21 days, call a general meeting of the members of the CIO if:

(i) They receive a request to do so from at least 5% of the members of the CIO; and

(ii) The request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.

(c) If, at the time of any such request, there has not been any general meeting of the members of the CIO for more than 12 months, then sub-clause (b)(i) of this clause shall have effect as if 3% were substituted for 5%.

(d) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.

(e) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.

(f) Any general meeting called by the charity trustees at the request of the members of the CIO must be held within 28 days from the date on which it is called.

(g) If the charity trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.

(h) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.

(i) The CIO must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but the CIO shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

(3) **Notice of general meetings**

(a) The charity trustees, or, as the case may be, the relevant members of the CIO, must give at least 14 clear days' notice of any general meeting to all of the members, and to any charity trustee of the CIO who is not a member.

(b) If it is agreed by not less than 90% of all members of the CIO, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3)(a) of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this

constitution, by the Charities Act 2011 or by the General Regulations.

(c) The notice of any general meeting must:

(i) state the time and date of the meeting;

(ii) give the address at which the meeting is to take place and, where relevant, the arrangements for attending the meeting Virtually;

(iii) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting;

(iv) if a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration; and

(v) include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee, or where allowed under clause 25 (Use of electronic communication), details of where the information may be found on the CIO's website.

(d) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

(e) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the CIO.

(4) **Chairing of general meetings**

The person nominated as chair by the charity trustees under clause 19(2) (Chairing of meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the CIO who are present at a general meeting shall elect a chair to preside at the meeting.

(5) **Quorum at general meetings**

(a) No business may be transacted at any general meeting of the members of the CIO unless a quorum is present in person either physically or, or where relevant, Virtually, when the meeting starts.

(b) Subject to the following provisions, the quorum for general meetings shall be 25 members. An organisation represented by a person present at the meeting in person, either physically or where relevant, Virtually, in accordance with sub-clause (7) of this clause, is counted as being present in person.

(c) If the meeting has been called by or at the request of the members and a quorum is not present in person either physically or where relevant Virtually within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.

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(d) If the meeting has been called in any other way and a quorum is not present in person either physically or where relevant Virtually within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the chair or be notified to the CIO's members at least seven clear days before the date on which it will resume.

(e) If a quorum is not present in person either physically or where relevant Virtually within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting in person either physically or where relevant Virtually constitute a quorum.

(f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the charity trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

(6) **Voting at general meetings**

(a) Any decision other than one falling within clause 10(4) (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting (including email and postal votes where applicable). Every member (in respect of whose membership the relevant membership fee has been paid in full for the relevant membership period) has one vote unless otherwise provided in the rights of a particular class of membership under this constitution.

(b) A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person or by proxy at the meeting.

(c) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.

(d) A poll may be taken:

(i) at the meeting at which it was demanded; or

(ii) at some other time and place specified by the chair; or

(iii) through the use of postal or electronic communications.

(e) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.

(f) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

(7) **Representation of organisations and corporate members**

An organisation or a corporate body that is a member of the CIO may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of the CIO.

The representative is entitled to exercise the same powers on behalf of the organisation or corporate body as the organisation or corporate body could exercise as an individual member of the CIO.

(8) **Adjournment of meetings**

The chair may with the consent of a meeting at which a quorum is present in person either physically or where relevant Virtually (and shall if so directed by the meeting adjourn the meeting to another time and/or place). No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

(9) **Postal and email voting**

(a) The CIO may, if the charity trustees so decide, allow the members to vote in advance by post or electronic mail ("email") to elect members of Council or to make a decision on any matter that is being decided at a general meeting of the members.

(b) The charity trustees must appoint at least two persons independent of the CIO or a suitable independent third party provider to serve as scrutineer(s) to supervise the conduct of the postal/email ballot and the counting of votes.

(c) If postal and/or email voting is to be allowed on a matter, the CIO must send to members of the CIO not less than 21 days before the deadline for receipt of votes cast in this way:

(a) a notice by email, if the member has agreed to receive notices in this way under clause 25 (Use of electronic communication), including an explanation of the purpose of the vote and the voting procedure to be followed by the member, and a voting form capable of being returned by email or post to the CIO, containing details of the resolution being put to a vote, or of the candidates for election, as applicable;

(ii) a notice by post to all other members, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the member; and a postal voting form containing details of the resolution being put to a vote, or of the candidates for election, as applicable.

(d) The voting procedure must require all forms returned by post to be in an envelope with the member's name and signature, and nothing else, on the outside, inside another envelope addressed to 'The Scrutineers for The Royal Cornwall Agricultural Association', at the CIO's principal office or such other postal address as is specified in the voting procedure.

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(e) The voting procedure for votes cast by email must require the member's name to be at the top of the email, and the email must be authenticated in the manner specified in the voting procedure.

(f) Email votes must be returned to an email address used only for this purpose and must be accessed only by a scrutineer.

(g) The voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.

(h) The scrutineer(s) must make a list of names of members casting valid votes, and a separate list of members casting votes which were invalid. These lists must be provided to a charity trustee or other person overseeing admission to, and voting at, the general meeting. A member who has cast a valid postal or email vote must not vote at the meeting, and must not be counted in the quorum for any part of the meeting on which he, she or it has already cast a valid vote. A member who has cast an invalid vote by post or email is allowed to vote at the meeting and counts towards the quorum.

(i) For postal votes, the scrutineer(s) must retain the internal envelopes (with the member's name and signature). For email votes, the scrutineer(s) must cut off and retain any part of the email that includes the member's name. In each case, a scrutineer must record on this evidence of the member's name that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.

(j) Votes cast by post or email must be counted by the scrutineer(s) before the meeting at which the vote is to be taken. The scrutineer(s) must provide to the person chairing the meeting written confirmation of the number of valid votes received by post and email and the number of votes received which were invalid.

(k) The scrutineer(s) must not disclose the result of the postal/email ballot until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only at this point shall the scrutineer(s) declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.

(l) Following the final declaration of the result of the vote, the scrutineer(s) must provide to a charity trustee or other authorised person bundles containing the evidence of members submitting valid postal votes; evidence of members submitting valid email votes; evidence of invalid votes; the valid votes; and the invalid votes.

(m) Any dispute about the conduct of a postal or email ballot must be referred initially to a panel set up by the charity trustees, to consist of two trustees and two persons independent of the CIO. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Society.

12. Charity trustees

(1) Functions and duties of charity trustees

The charity trustees shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO, subject to subclause (2) of this clause. It is the duty of each charity trustee:

(a) to exercise his or her powers and to perform his or her functions as a trustee of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO; and

(b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:

(i) any special knowledge or experience that he or she has or holds himself or herself out as having; and

(ii) if he or she acts as a charity trustee of the CIO in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

(2) **Limitation on powers of the charity trustees**

The charity trustees may exercise any powers of the CIO which are not reserved to the Council or the members, provided always that in the case of any proposal to acquire any freehold or leasehold property of a value of at least £1,000,000, or to sell, lease or otherwise dispose of any freehold or leasehold land held by the CIO of a value of at least £1,000,000, any such proposal shall require the prior approval of Council by way of a majority vote at a duly convened meeting or online or postal vote of the Council.

(3) **Eligibility for trusteeship**

(a) Every charity trustee must be a natural person.

(b) No one may be appointed as a charity trustee:

(i) if he or she is under the age of 16 years; or

(ii) if he or she would automatically cease to hold office under the provisions of clause 15(1)(g).

(c) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.

(d) No one is entitled to stand for election as an Elected Trustee unless their candidacy has been reviewed by the **Nominations and Governance Committee**.

(e) At least one of the trustees of the CIO must be 18 years of age or over. If there is no trustee aged at least 18 years, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.

(4) **Number of charity trustees**

(a) There shall be not more than 14 charity trustees, comprised of:

(i) not more than 8 charity trustees elected by the Council in accordance with clauses 13(2) to (7) ("**Elected Trustees**");

(ii) not more than 3 charity trustees appointed by the charity trustees themselves in accordance with clause 13(8) ("**Co-opted Trustees**");

(iii) not more than 2 ex-officio charity trustees, being the Honorary Director of Showyard and the Chair of the Trading Subsidiary, appointed pursuant to clause 13(10) ("**Ex-Officio Trustees**"); and

(iv) one charity trustee nominated by Cornwall Federation of Young Farmers' Clubs and appointed by the charity trustees in accordance with clause 13(9) (a "**Nominated Trustee**").

(b) There must be at least three charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.

(c) The maximum number of charity trustees that can be appointed is as provided in sub-clause (a) of this clause. No trustee appointment may be made in excess of these provisions.

(5) **First charity trustees**

The first charity trustees of the CIO are –

Sir Ralph Ferrers Alexander Vyvyan
Edward Grenfell Bailey
Mark Henwood Chanter
James Andrew Eustice
Mark Stephen Hoskin
Catherine Mead
Jeremy Paul Oatey
Paul Malcolm Richards
Rachel Mary Thomas

13. Appointment of charity trustees

Elected Trustees

(1) At the first annual general meeting ("**AGM**") of the members of the CIO all the charity trustees shall retire from office.

(2) At the first AGM the members of the Council shall elect from among their number up to eight Elected Trustees for such initial terms of office of either two, three or four years in accordance with such arrangements as the charity trustees shall determine.

(3) Following the first AGM, all further Elected Trustees (including any existing Elected Trustees who remain eligible and stand for re-election following expiry of their current term) shall be elected by members of the Council from among their number at the AGM for terms of three years in accordance with such arrangements as the charity trustees shall determine.

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(4) An Elected Trustee who has served their term must retire at the next AGM that occurs nearest to the expiry of their term.

(5) Any vacancies arising among the Elected Trustees may be filled by the decision of the members of the Council at the AGM; any vacancies not filled at the AGM may be filled as provided in sub-clause (6) of this clause.

(6) The members of the Council at a meeting of the Council or at a general meeting, or the charity trustees, may at any time decide to appoint a new Elected Trustee whether in place of an Elected Trustee who has retired or been removed in accordance with clause 15 (Retirement and removal of charity trustees), or as an additional Elected Trustee, provided that the limit specified in clause 12(3) on the number of Elected Trustees would not as a result be exceeded.

(7) A person so appointed by the members of the Council shall serve for a term of three years and must retire at the next AGM that occurs nearest to the expiry of their term. A person so appointed by the charity trustees shall retire at the conclusion of the AGM next following the date of his or her appointment.

(8) **Co-opted Trustees**

Following the first AGM, the charity trustees may appoint up to three Co-opted Trustees by resolution of the charity trustees for terms of up to three years and a Co-opted Trustee who has served their term must retire at the next meeting of the charity trustees that occurs following the expiry of their term.

(9) **Nominated Trustee**

(a) The Cornwall Federation of Young Farmers' Clubs ("the **nominating body**") may nominate one person to act as a Nominated Trustee by notice in writing to the CIO.

(b) Any such nomination must be made at a meeting held according to the ordinary practice of the nominating body.

(c) The appointment of any such nominee as a Nominated Trustee shall be subject to the approval of the charity trustees and if so approved, shall be made by resolution of the charity trustees for a single term of 3 years.

(d) A Nominated Trustee who has served their term must retire at the next meeting of the charity trustees that occurs following the expiry of their term.

(e) The person appointed as a Nominated Trustee need not be a member of the nominating body.

(f) A Nominated Trustee has the same duty under Clause 12(1) as the other charity trustees to act in the way he or she decides in good faith would be most likely to further the purposes of the CIO.

(10) **Ex-officio Trustees**

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(a) The holder for the time being of each of the offices of Honorary Director of Showyard and Chair of the Trading Subsidiary (each an "**office holder**") shall automatically, by virtue of holding that office ("ex-officio") be a charity trustee.

(b) If unwilling to act as a charity trustee, an office holder may:

(i) before accepting appointment as a charity trustee, give notice in writing to the charity trustees of his or her unwillingness to act in that capacity; or

(ii) after accepting appointment as a charity trustee, resign under the provisions contained in clause 15 (Retirement and removal of charity trustees).

The relevant office of Ex-officio Trustee will then remain vacant until the relevant office holder ceases to hold office.

14. Information for new charity trustees

The charity trustees will make available to each new charity trustee, on or before his or her first appointment:

(a) a copy of this constitution and any amendments made to it; and

(b) a copy of the CIO's latest trustees' annual report and statement of accounts.

15. Retirement and removal of charity trustees

(1) A charity trustee ceases to hold office if he or she:

(a) reaches the end of their term of office as a charity trustee, and they are not re-appointed or re-elected;

(b) retires by notifying the CIO in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);

(c) is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;

(d) dies;

(e) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

(f) is removed by the members of the CIO in accordance with sub-clause (2) of this clause;

(g) is disqualified from acting as a charity trustee by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision); or

(h) (in the case of an Ex-Officio Trustee), they cease to be an office holder;

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(i) are removed by a resolution passed by a majority of the other charity trustees for breaching their duties as a charity trustee, or for breaching the charity trustees' Code of Conduct (if any), or if a majority of the other charity trustees reasonably believe that their removal as a charity trustee is in the best interests of the CIO, provided always that before passing such a resolution the other charity trustees must have first invited the view of the charity trustee concerned and have considered the matter in light of any such views.

(2) A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 11, and the resolution is passed by a two-thirds majority of votes cast at the meeting.

(3) A resolution to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members or the charity trustees of the CIO.

16. Reappointment of charity trustees

Any charity trustee who retires as a charity trustee by coming to the end of their current term of office or by giving notice to the CIO is eligible for reappointment subject to the following provisions:

(1) A retiring Elected Trustee who remains eligible may be re-elected for a maximum of three consecutive terms of office (including their initial term but excluding any period of service prior to the first AGM or any period of appointment by the charity trustees pursuant to clause 13(6)), and may not be reappointed for a fourth consecutive term, but may be reappointed after an interval of at least one year.

(2) A retiring Co-opted Trustee who remains eligible may be re-elected for a maximum of three consecutive terms of office including their initial term but excluding any period of service prior to the first AGM, and may not be reappointed for a fourth consecutive term, but may be reappointed after an interval of at least one year.

(3) A Nominated Trustee reaching the end of their term of office may not be re-appointed as a Nominated Trustee for a further term of office (but may, if eligible, be subsequently appointed as an Elected Trustee or a Co-opted Trustee).

17. Chair and Vice Chair

(1) The Chair and Vice-Chair:

(a) shall be appointed by the charity trustees from among their number and the term of each office may commence and end at different times;

(b) (in the case of the Chair) shall not also act as The Chair of the Trading Subsidiary at the same time; and

(c) shall be appointed for a maximum term of office of three years from the date of appointment.

(2) A retiring Chair or Vice-Chair who is eligible may be reappointed as long as they remain appointed as a charity trustee, provided that they shall not serve for more than two consecutive terms, unless the charity trustees consider it would be in the best interests of the CIO for a particular charity trustee to continue to serve as Chair or Vice-Chair, in which case, the retiring Chair or Vice-Chair may be re-appointed for a further term of office not exceeding three years, or the remainder of their term of office as a charity trustee, whichever is the shorter.

(3) The Vice-Chair shall not automatically succeed an outgoing Chair and any charity trustee shall be eligible for the position of Chair.

(4) The Chair and Vice-Chair shall be invited to, and may attend, speak at, but not vote at all subcommittee meetings of the CIO (where they are not already members of such subcommittees) ex-officio.

18. Taking of decisions by charity trustees

Any decision may be taken either:

(a) at a meeting of the charity trustees; or

(b) by resolution in writing or electronic form agreed by all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more charity trustees has signified their agreement.

19. Delegation by charity trustees

(1) The charity trustees may delegate any of their powers or functions to a committee or committees, or to the CEO, or any other person, by such means, to such an extent, in relation to such matters as they think fit and, if they do, they must determine the terms of reference on which the delegation is made. The charity trustees may at any time alter those terms of reference, or revoke the delegation.

(2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements –

(a) a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;

(b) the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and

(c) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

(3) The charity trustees may establish advisory committees (whether including charity trustees or not) to advise on any matters and in whatever manner the charity trustees decide, but any such advisory committee will only act in an advisory capacity and may not carry out the functions of the charity trustees.

20. Meetings and proceedings of charity trustees

(1) **Calling meetings**

(a) Any charity trustee may call a meeting of the charity trustees.

(b) Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

(2) **Chairing of meetings**

The Chair, or in his or her absence, the Vice-Chair, shall chair meetings of the charity trustees. If no Chair or Vice-Chair has been so appointed, or if neither the Chair nor the Vice-Chair is willing to preside or is present within 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

(3) **Procedure at meetings**

(a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is four charity trustees. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.

(b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.

(c) In the case of an equality of votes, the charity trustee chairing the meeting shall have a second or casting vote.

(d) The President and President Elect and the CEO shall be invited to attend meetings of the charity trustees and may speak at such meetings (in each case unless decided otherwise by the charity trustees) but shall not have any right to vote.

(4) **Participation in meetings by electronic means**

(a) A meeting may be held partially or wholly by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.

(b) Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

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(c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

21. Saving provisions

(1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

(a) who was disqualified from holding office;

(b) who had previously retired or who had been obliged by the constitution to vacate office;

(c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for sub-clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

22. The Council

Role of the Council

(1) The role of the Council is to appoint the Elected Trustees, the President and President Elect, to approve acquisitions or disposals of property of a value of over £1m in accordance with clause 12(2), and to advise and assist the charity trustees and provide a forum for debate on strategic matters relating to the CIO.

(2) The charity trustees shall procure that the Council shall be provided with:

(a) regular reports on the business of the CIO;

(b) regular opportunities to ask questions of the charity trustees at Council meetings;

(c) annual reports and accounts and the opportunity to discuss contents and ask questions.

(3) The Council shall report annually to members at the AGM on the activities of the Council and members of Council shall be expected to act as advocates and ambassadors for the CIO among the CIO's members, volunteers, the wider public and other stakeholders.

Composition of the Council

(4) The first members of the Council shall be the current members of the Council of the Existing Charity as at the date of transfer of the assets and operations of the Existing

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Charity to the CIO, who shall serve until the conclusion of the AGM to be held in 2028.

(5) The charity trustees shall establish and determine transitional arrangements by way of Rules in accordance with clause 29 ("**Transitional Arrangements**") which shall apply between the 2028 AGM and the 2036 AGM in relation to the election of members of Council to reduce the total number of members of Council to the numbers set out in subclause (6) of this clause and to establish their respective terms of office.

(6) With effect from the AGM to be held in 2036, the number of the members of the Council shall be no more than 48, comprising:

(a) thirty-six members who shall be elected by the members of the CIO from among their number at the AGM, with eighteen being drawn from the eastern division of the County of Cornwall and eighteen being drawn from the western division of the County of Cornwall, with the geographic boundary of such division being determined by an imaginary line drawn from St Columb to St Austell as set out in the Schedule to this constitution; and

(b) the remaining twelve members shall be elected by the members of the CIO irrespective of locality.

Election of members of Council

(7) Members of Council elected from the 2028 AGM onwards shall be elected for terms of three years (subject to adjustment in accordance with the Transitional Arrangements) and a member of Council who has served their term must retire at the next AGM that occurs nearest to the expiry of their term.

(8) Elections of members of Council shall be conducted in accordance with such arrangements as the charity trustees shall decide, and the charity trustees may make arrangements for advance voting in relation to such elections to be carried out by postal and/or email voting in accordance with clause 11(9).

(9) A retiring member of Council who remains eligible may be re-elected for a maximum of three consecutive terms of office including their initial term (excluding any period of co-option under subclause (11) of this clause), but shall not then be eligible for re-election as a member of Council until the expiry of a period of one year following the end of their previous term of office.

(10) The CIO may, at the meeting at which a member of the Council comes to the end of their term of office, fill the vacated office by electing a member thereto, and in default the retiring member of Council shall, if eligible and offering themselves for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

(11) The Council may (in addition to its power of appointment in subclause 6(b) of this clause and subject to the limits imposed by subclause (6) of this clause) from time to time and at any time appoint any member of the CIO as a member of the Council, either to fill a casual vacancy or by way of addition to the Council. Any member so appointed shall retain their office only until the next AGM, but they shall then be eligible for re-election.

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(12) No person who is not a member of the CIO shall in any circumstances be eligible to hold office as a member of the Council.

Proceedings of Council

(13) The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as it sees fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, one third of the members of the Council shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the person chairing the meeting shall have a second or casting vote. The meetings and proceedings of the Council shall be governed by the provisions of this constitution for regulating the meetings and proceedings of the members of the CIO so far as applicable and so far as the same shall not be superseded by any regulations made by the charity trustees.

(14) On the request of a member of the Council supported by four other Council members, the CEO shall, at any time, summon a meeting of the Council by notice served upon the members of the Council.

(15) The Chair shall be entitled to preside at all meetings of the Council at which they shall be present and in default the Vice-Chair shall so preside, but if at any meeting neither the Chair nor the Vice-Chair is present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to chair the meeting.

(16) A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the CIO for the time being vested in the Council generally.

(17) The Council shall cause proper minutes to be made of all appointments made by the Council and of the proceedings of all meetings of the Council, and all business transacted at such meetings.

Disqualification or removal of members of Council

(18) A member of Council's term of office automatically terminates if they:

(a) reach the end of their term of office in accordance with this constitution and are not re-appointed or re-elected.

(b) resign by written notice to the CIO;

(c) become incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

(d) are absent from three consecutive meetings of the Council unless a resolution of a majority of the other members of Council determines they should remain a member of Council;

(e) are removed by the members of the CIO by resolution in general meeting;

(f) are removed by a resolution passed by a majority of the other members of Council for breaching their duties as a member of Council, or for breaching the Council's Code of Conduct (if any), or if a majority of the other members

of Council reasonably believe that their removal as a member of Council is in the best interests of the CIO, the Council having first invited the view of the individual concerned and have considered the matter in light of any such views;

(g) die; or

(h) cease to be a Member.

23. President and President-Elect

(1) The CIO shall have the following honorary officers:

(a) the President; and

(b) the President-Elect.

(2) The President

(a) The President shall assume office as President for the forthcoming year automatically on the conclusion of their office as President-Elect to hold office as President until the conclusion of the next AGM.

(b) The rights, privileges, duties and responsibilities of the President shall be set out in terms of reference as decided by the charity trustees from time to time.

(c) The charity trustees may at any time resolve to terminate the appointment of any person as President should they consider this in the best interests of the CIO, in which event or in the event of a vacancy arising in such office for any other reason, the President Elect shall automatically succeed to such vacated office which they shall continue to hold until the conclusion of the second AGM next succeeding.

(d) For the avoidance of doubt, the President is not by virtue of their office a charity trustee.

(3) President-Elect

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(a) The President-Elect shall be elected by the Council on the recommendation of the charity trustees for the forthcoming year at the AGM to hold office until the conclusion of the next AGM, whereupon they shall automatically assume office as President in accordance with clause 23(2). The President-Elect may, but need not be, a member of the CIO.

(b) The charity trustees may at any time resolve to terminate the appointment of any person as President-Elect should they consider this in the best interests of the CIO, in which event or, in the event of a vacancy arising in such office for any other reason, the Council may at any time fill such vacancy (on the recommendation of the charity trustees) and then assume office as President at the same time as the person in whose place they were appointed.

(c) For the avoidance of doubt, the President-Elect is not by virtue of their office a charity trustee.

24. Execution of documents

(1) The CIO shall execute documents by signature.

(2) A document is validly executed by signature if it is signed by at least two of the charity trustees.

25. Use of electronic communications

(1) **General**

The CIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

(a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;

(b) any requirements to provide information to the Commission in a particular form or manner.

(2) **To the CIO**

Any member or charity trustee of the CIO may communicate electronically with the CIO to an address specified by the CIO for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the CIO.

(3) **By the CIO**

(a) Any member or charity trustee of the CIO, by providing the CIO with his or her email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member has indicated to the CIO his or her unwillingness to receive such communications in that form.

(b) The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website –

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(i) provide the members with the notice referred to in clause 11(3) (Notice of general meetings);

(ii) give charity trustees notice of their meetings in accordance with clause 21(1) (Calling meetings); and

(iii) submit any proposal to the members or charity trustees for decision by written resolution or postal vote in accordance with the CIO's powers under clause 10 (Members' decisions), or 10(3) (Decisions taken by resolution in writing), or 11(9) (the provisions for postal/email voting).

(c) The charity trustees must:

(i) take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal;

(ii) send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.

26. Keeping of Registers

The CIO must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and charity trustees.

27. Minutes

The charity trustees must keep minutes of all:

(1) appointments of officers made by the charity trustees;

(2) proceedings at general meetings of the CIO;

(3) meetings of the charity trustees and committees of charity trustees including:

(a) the names of the trustees present at the meeting;

(b) the decisions made at the meetings; and

(c) where appropriate, the reasons for the decisions;

(4) decisions made by the charity trustees otherwise than in meetings.

28. Accounting records, accounts, annual reports and returns, register maintenance

(1) The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of account, and to the preparation of annual reports and returns. The

statements of account, reports and returns must be sent to the Charity Commission, regardless of the income of the CIO, within 10 months of the financial year end.

(2) The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

29. Rules

The charity trustees 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 CIO, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the CIO on request.

30. Disputes

If a dispute arises between members of the CIO about the validity or propriety of anything done by the members under this constitution, 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.

31. Amendment of constitution

As provided by sections 224-227 of the Charities Act 2011:

(1) This constitution can only be amended:

(a) by resolution agreed in writing by all members of the CIO; or

(b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO.

(2) Any alteration of the CIO's objects, of any provision of the CIO's constitution directing the application of property on its dissolution or any provision of the CIO's constitution where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.

(3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

(4) A copy of any resolution altering the constitution, together with a copy of the CIO's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed.

32. Voluntary winding up or dissolution

(1) As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:

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(a) at a general meeting of the members of the CIO called in accordance with clause 11 (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:

(i) by a resolution passed by a 75% majority of those voting, or

(ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or

(b) by a resolution agreed in writing by all members of the CIO.

(2) Subject to the payment of all the CIO's debts:

(a) Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.

(b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied.

(c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.

(3) The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:

(a) the charity trustees must send with their application to the Commission:

(i) a copy of the resolution passed by the members of the CIO;

(ii) a declaration by the charity trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and

(iii) a statement by the charity trustees setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution;

(b) the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any charity trustee of the CIO who was not privy to the application.

(4) If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

33. Interpretation

In this constitution:

"CEO" means the chief executive officer of the CIO (or equivalent) as appointed by the charity trustees from time to time.

"Chair" means the chair of the charity trustees appointed under clause 17.

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"Chair of the Trading Subsidiary" means the chair of the board of directors of the CIO's wholly trading subsidiary company, as may be appointed from time to time;

"charity trustee" means a charity trustee of the CIO.

The **"Communications Provisions"** means the Communications Provisions in Part 9 of the General Regulations.

"connected person" means:

(a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee or member;

(b) the spouse or civil partner of the charity trustee, member, or of any person falling within sub-clause (a) above;

(c) a person carrying on business in partnership with the charity trustee, member or with any person falling within sub-clause (a) or (b) above;

(d) an institution which is controlled –

(i) by the charity trustee, member or any connected person falling within sub-clause (a), (b) or (c) above; or

(ii) by two or more persons falling within sub-clause (d)(i), when taken together;

(e) a body corporate in which –

(i) the charity trustee, member or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or

(ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 applies for the purposes of interpreting the terms used in this constitution.

"Council" means the council of members of the CIO established pursuant to clause 22.

"Dissolution Regulations" means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

"Existing Charity" has the meaning set out in clause 4(1).

"General Regulations" means the Charitable Incorporated Organisations (General) Regulations 2012.

"Honorary Director of Showyard" means the individual appointed from time to time as Honorary Director of Showyard of the CIO by the charity trustees.

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"Nominations and Governance Committee" means the sub-committee established by the charity trustees responsible for (amongst other matters) monitoring the skills and experience of the charity trustees and Council and make recommendations of external candidates to the charity trustees, including co-options to Council and the board of charity trustees, and to nominate the President-Elect for approval by Council.

A **"poll"** means a counted vote or ballot, usually (but not necessarily) in writing.

"President" means the honorary President of the CIO appointed in accordance with clause 23(2).

"President Elect" means the honorary President-Elect of the CIO appointed in accordance with clause 23(3).

"Taxable Trading" means carrying on a trade or business in such manner or on such a scale that some or all of the profits are subject to corporation tax.

"Vice-Chair" means the vice-chair of the charity trustees appointed under clause 17.

"Virtually" means partially or wholly by telephone link, video link, or other technology enabling all participants to communicate with one another in real time without being physically present in the same place.

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SCHEDULE

Delineation of the County showing the East and West Divisions for the nominations to Council

