

The Companies Acts 1985, 1989 and 2006

Company limited by guarantee

**NEW ARTICLES OF ASSOCIATION  
OF SUFFOLK AGRICULTURAL ASSOCIATION**

(adopted by special resolution dated [13 February] 2017)

1. Membership
  - 1.1 The number of members is unlimited.
  - 1.2 The Association must maintain a register of members.
  - 1.3 Membership of the Association is open to any individual or organisation interested in promoting the Objects who:
    - (a) applies to the Association in the form required by the Trustee Board;
    - (b) is approved by the Trustee Board; and
    - (c) applies either electronically or in writing to become a member either personally or (in the case of an organisation) through an authorised representative and is ratified as such at the Council meeting immediately before the next AGM.
  - 1.4 The Trustee Board may establish different classes of membership (including life and honorary membership), prescribe their respective privileges and duties and set the amounts of any subscriptions.
  - 1.5 Membership is terminated if the member concerned:
    - (a) gives written notice of resignation to the Association;
    - (b) dies or (in the case of an organisation) ceases to exist;
    - (c) is removed from membership by resolution of the Trustee Board on the ground that in their reasonable opinion the member's continued membership is harmful to the Association. The Trustee Board may only pass such a resolution after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice.
  - 1.6 The Trustee Board may also resolve to remove from membership any member more than six months in arrear in paying the relevant subscription, but it may also resolve to reinstate the member on payment of the amount due
  - 1.7 Membership of the Association is not transferable.
2. General Meetings
  - 2.1 Members are entitled to attend general meetings either personally or (in the case of a member organisation) by an authorised representative. General meetings are called on at least 21 clear days' written notice specifying the

business to be discussed.

- 2.2 There is a quorum at a general meeting if the number of members or authorised representatives present in person or by proxy is at least 15.
- 2.3
  - (a) The President shall preside at the Annual General Meeting;
  - (b) The Chairman or (if he is unable or unwilling to do so) the Vice Chairman shall preside at all other general meetings;
  - (c) In the absence of the President, the Chairman or the Vice Chairman, the members present shall choose a member of the Trustee Board to take the chair.
- 2.4 Except where otherwise provided by the Articles or the Companies Act, every issue is decided by a majority of the votes cast.
- 2.5 Except for the chairman of the meeting, who has a second or casting vote, every member present in person or by proxy or (in the case of member organisations) through an authorised representative has one vote on each issue.
- 2.6 The Association must hold an AGM in every year not more than 15 months after the holding of the preceding AGM at such time and place as the Trustee Board may determine.
- 2.7 At an AGM the members:
  - (a) approve the minutes of the previous AGM;
  - (b) receive the accounts of the Association for the previous financial year;
  - (c) receive the annual report of the Trustee Board on the Association's activities since the previous AGM;
  - (d) accept the retirement of those members of the Council who wish to retire or who are retiring by rotation;
  - (e) On the recommendation of the Nominations Committee or as proposed by any member in accordance with Article 10.3 elect members of Council to fill the vacancies arising;
  - (f) appoint auditors for the Association;
  - (g) may discuss and determine any issues of policy or deal with any other business put before them by the Trustee Board.
- 2.8 Any general meeting which is not an AGM is an EGM.
- 2.9 An EGM may be called at any time by the Trustee Board or by the Chairman and must be called within 28 clear days on a written request from not less than one-tenth of the members.
- 2.10 If within half-an-hour from the time appointed for the holding of a general meeting, a quorum is not present, then the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall be adjourned to such time and place as the chairman of the meeting shall determine.

- 2.11 The chairman of any general meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
- 2.12 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman of the meeting or by at least five members or authorised representatives present in person or by a member or members or authorised representatives present in person representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
- 2.13 Subject to the provisions of Article 2.12 above, if a poll be demanded in the manner aforesaid, it shall be taken at such time and place, and in such manner, as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 2.14 No poll shall be demanded on the election of a chairman of a meeting or on any question of adjournment.
- 2.15 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- 2.16 Votes at general meetings whether on a show of hands or a poll may be given by proxy and proxies shall have one vote for each proxy they hold.

### 3. Role and Membership of the Trustee Board

- 3.1 The Trustee Board shall have control and responsibility for the assets, affairs and general policy of the Association. Trustee Board members are the charity trustees of the Association for the purposes of the Charities Act and the directors of the Association for the purposes of the Companies Act.
- 3.2 The Trustee Board shall comprise not fewer than eight nor more than twelve Trustees as follows:
- Up to 10 members of Council elected for terms of three years by the Council on the advice of the Nominations Committee to include:
- The Chairman  
The Vice Chairman  
The Show Director  
The Treasurer  
(the "ex officio roles" - see Article 9)
- Up to two individuals co-opted in accordance with Article 3.10

- 3.3 Deliberately blank
- 3.4 If not already a Trustee, the Deputy Show Director may also attend but not vote at meetings of the Trustee Board in the year before his appointment as Show Director.
- 3.5 Elected Trustees not in ex officio roles shall hold office until immediately after the end of the AGM following election of their successors by the Council meeting nearest to the AGM in each year at which the Council shall elect or re-elect the elected Trustees.
- 3.6 Elected Trustees not in ex officio roles may stand for re-election for a second term of three years and thereafter may stand for re-election on an annual basis for a maximum of four more years in total. For the elimination of doubt, where an existing member of the Trustee Board is elected to one of the ex officio roles his period of service as a Trustee will not be taken into account when considering his years' service in the ex officio role.
- 3.7 After any Trustee has resigned as such, he may not offer himself for re-election for a period of one year
- 3.8 The term of office of a Trustee, or of any of its committees, shall terminate automatically if he:
- (a) is declared bankrupt or a receiving order is made against him or he makes any arrangement or composition with his creditors;
  - (b) if he is incapable, whether mentally or physically, of managing his own affairs;
  - (c) if he ceases to be a member of the Association
  - (d) resigns by written notice;
  - (e) is absent without good reason from three out of four consecutive meetings of the Trustee Board;
  - (f) is removed by resolution of the Council after receiving advice from the Nominations Committee, which shall first invite the views of the Trustee concerned and consider the matter in the light of any such views.
- 3.9 The Trustee Board may, on the advice of the Nominations Committee, at any time appoint a member of Council who is eligible to be appointed to fill any vacancy among the elected Trustees, subject to ratification at the next Council meeting.
- 3.10 The Trustee Board may at any time co-opt for terms of not more than five years up to two additional members of the Association to be Trustees, subject to ratification at the next Council meeting and to annual renewal by the Trustee Board.
- 3.11 A technical defect in the appointment of a Trustee of which the other Trustees are unaware at the time does not invalidate decisions taken at a meeting.
- 3.12 On appointment every Trustee shall sign a declaration of willingness to act as a charity trustee and director of the Association and shall undergo a course of

instruction (if required) as to the responsibilities of such office before he may vote at any meeting of the Trustee Board or any of its committees.

#### 4. Proceedings of the Trustee Board

- 4.1 The Trustee Board must hold at least six meetings each year.
- 4.2 A quorum at such a meeting is 50% or (if that is not a whole number) the nearest whole number above it.
- 4.3 A meeting of the Trustee Board may be held either in person or by suitable electronic means agreed by the Trustee Board in which all participants may communicate with all the other participants.
- 4.4 The Chairman or failing him, (or if he is unable or unwilling to do so) some other Trustee chosen by those present, presides at each meeting.
- 4.5 Every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 4.6 Except for the chairman of the meeting, who has a casting vote, every Trustee has one vote on each issue.
- 4.7 A procedural defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

#### 5. Powers of the Trustee Board

- 5.1 The Trustee Board shall have power to appoint (and remove) any person to act as Chief Executive (or such other title as it may decide for such role), as well as other senior administrative staff.
- 5.2 The Trustee Board shall have power to appoint (and remove) any person to act as Company Secretary in accordance with the Companies Act.
- 5.3 The Trustee Board shall have power to call General Meetings in accordance with Article 2.9.
- 5.4 The Trustee Board may delegate any of its powers and responsibilities to committees. Subject to Article 6 all committees shall be chaired by a member of the Trustee Board and may consist of members of the Trustee Board and/or Council and/or others as the respective committee thinks fit. As a minimum there shall be a show committee, to which Article 6 applies, and a risk committee, an audit committee and an investment committee.
- 5.5 The proceedings of all committees shall be reported back promptly to the Trustee Board.
- 5.6 The Trustee Board shall agree the terms of reference of each committee and may impose conditions when delegating, including conditions that the relevant powers are to be exercised exclusively by one committee and/or that no expenditure be incurred except in accordance with a budget previously agreed by the Trustee Board. The Trustee Board may revoke or alter any delegation.

- 5.7 The Trustee Board may make standing orders and rules consistent with the Memorandum, the Articles and statutory legislation to govern proceedings at general meetings, proceedings of Council, of the Trustee Board and proceedings of its committees and may exercise any powers of the Association not reserved to a general meeting.
- 5.8 The Trustee Board shall appoint one of its members as chairman of any subsidiary company of the Association.
- 5.9 Subject to the provisions of the Memorandum, the Articles and statutory legislation, the Trustee Board may also make rules or bye-laws to govern the administration of the Association, to regulate membership and to assist the resolution of disputes or differences within the Association.
- 5.10 The Trustee Board shall provide a report of its activities and of its committees to each meeting of the Council. The Trustee Board shall prepare and submit copies of the annual report and the annual statement of account to the Council prior to each AGM.
- 5.11 The Trustee Board may (at its discretion) refer any matter to Council for discussion even if it is not a matter on which the Trustee Board is required to consult under Article 5.10.

## 6. Show Committee

- 6.1 The Trustee Board shall have a committee called the Show Committee that shall plan and organise regular agricultural shows in accordance with clause 3(2) of the Association's Memorandum of Association.

- 6.2 The members of the Show Committee shall include:

The Show Director,  
the Deputy Show Director,  
The Senior Stewards,  
the President,  
the Chairman,  
the Vice Chairman,  
the Treasurer.

The Show Director may co-opt other individuals as required, subject to ratification at the next Trustee Board meeting.

- 6.3 The Show Director shall be chairman of the Show Committee and the committee shall meet at such times as he thinks fit.

## 7. Honorary Officers

- 7.1 (a) There shall be a President of the Association who shall be elected by the members at each Annual General Meeting on the recommendation of the Nominations Committee and Council. The President shall hold office for one year from such meeting and shall be a member of the Association.

(b) There may also be a President Elect to whom the provisions of paragraph (a) of this Article shall apply mutatis mutandis.

- 7.2 There may also be Honorary Life Vice Presidents who shall be any person or persons whom the Council on the recommendation of the Nominations

Committee elects to become an Honorary Life Vice President. The Honorary Life Vice Presidents of the Association shall hold office for life or until they resign. Honorary Life Vice Presidents shall on their election become ipso facto members of the Association with full voting rights as members of the Association either gratuitously or on such terms as the Nominations Committee shall specify.

- 7.3 There may be other Honorary Officers of the Association if the Council shall so resolve who may be elected by and at any meeting of the Council and shall hold office for one year from such meeting.
- 7.4 No individual may hold more than one Honorary Officer position (not including Honorary Life Vice President) at the same time without the consent of the Council
- 7.5 Unless expressly stated Honorary Officers shall not be members of Council but, whilst in office, shall be entitled to attend and speak but not vote at meetings of the Council.

## 8. Role and Membership of the Council

- 8.1 The Council shall advise and assist the Trustee Board and provide representation and two-way communication for the Association at local level within Suffolk. It shall be a forum for debate and the primary channel for encouraging volunteers and for ensuring goodwill and continuity. The Trustee Board shall consult it on any matter that would result in major change to the structure, main objects or general strategic policies of the Association. The Council's prior consent by a two thirds majority of those present and voting in person or by proxy shall be required for any disposal of any asset, property or right by the Association for a sum in excess of £500,000 (excluding any fund, investment or other property managed for the Association by a professional fund manager) and for any land acquisition or construction project involving capital expenditure in excess of that figure. Such figure may be varied from time to time by resolution of the Council.
- 8.2 The Council shall consist of:
  - Ex officio Council members (see Article 9)
  - Elected Council members (see Articles 10 and 11)
  - Co-opted Council members (see Article 12)

## 9. Ex Officio Council Members

- 9.1 (a) At the date of adoption of these Articles the Chairman and the Vice Chairman are RC Rous and D Nunn respectively and they shall hold office and be ex-officio members of Council until immediately after the end of the 2017 AGM.
- (b) Thereafter the Chairman and Vice Chairman shall be elected (on the recommendation of the Nominations Committee) for terms of three years by the members of the Council at the Council meeting immediately before the AGM, to take office immediately after the end of the AGM. They shall be ex officio members of Council while in office.
- (c) They may stand for re-election for a second term of three years and thereafter they may stand for re-election on an annual basis for a

maximum of three more years in total. Following nine years' service they may not stand for re-election except in exceptional circumstances.

- (d) Subject to the above the Chairman and Vice Chairman shall each hold office as such until immediately after the end of the AGM following election of their successors and shall at the same time cease to be members of Council but be eligible for re-election to Council.
- 9.2
- (a) There shall be a Show Director (who must be a member of the Association) responsible (together with the Show Committee and the Chief Executive) for the organisation of the agricultural show for a three year term, subject to prior termination by the Trustee Board on the grounds of the Show Director's illness or other inability to perform his duties, having first invited the Show Director's views and considered the matter in the light of them. The Council may, on the recommendation of the Trustee Board, at its discretion extend the term for a further year.
  - (b) The Show Director shall be elected by the Council on the recommendation of the Nominations Committee (after consultation with past Show Directors), at least one year before the first show he is to direct. Unless extended in accordance with Article 9.2 (a), he will hold office from the end of the preceding show to the end of the third show he directs.
  - (c) There shall be a Deputy Show Director who shall be elected by the Council on the recommendation of the Show Director. He will hold office from the end of the preceding show to the end of the one show at which he serves and will not be eligible for re-election for a period of one year other than in exceptional circumstances.
  - (d) The Show Director and Deputy shall be ex officio members of Council while in office but, on relinquishing office, they will revert to any status they had as elected Council members and be eligible for election or re-election as such and be eligible for election to the Trustee Board.
- 9.3
- There shall be a Treasurer who shall be elected (on the recommendation of the Nominations Committee with the approval of the Trustee Board) by the members of the Council at the Council meeting immediately before the Annual General Meeting, to take office immediately after the end of the AGM. He shall be an ex officio member of Council while in office. The Treasurer may hold office for up to two terms of three years and thereafter he may stand for re-election on an annual basis for a maximum of four more years in total. No individual may serve as both Chairman and Treasurer at the same time. On relinquishing office the Treasurer will revert to any status he had as an elected Council member and be eligible for election or re-election as such and be eligible for election to the Trustee Board
- 9.4
- Senior Stewards may be appointed by the Show Director at such times and for such periods as the Show Director may determine, subject to ratification at the next Council meeting. Senior Stewards shall be ex officio members of the Council for the period that they are in office.
- 9.5
- Members of the Trustee Board shall be ex officio members of Council.
- 9.6
- There may be other ex officio members of Council if the Trustee Board shall so resolve who may be elected by and at any meeting of the Council and shall hold office for such period as is determined by the Trustee Board on their appointment.



10. Elected Council Members

- 10.1 The Council shall have 45 elected members, who shall all be members of the Association. The Association may from time to time in general meeting increase or reduce the numbers of elected members of the Council.
- 10.2 The elected members of the Council shall be elected from among the members for the time being of the Association by the members in Annual General Meeting.
- 10.3 No member may be elected to be a member of the Council unless recommended by the Nominations Committee or a nomination made in writing by one member of the Association and supported by another proposing such member for election as aforesaid shall have been received by the Nominations Committee not less than 30 clear days before the date of the relevant AGM. The Nominations Committee shall notify all members of the Association of the names and addresses of the candidates for election to the Council.
- 10.4 The Council shall have power at any time and from time to time to appoint any member of the Association to be a member of the Council to fill a casual vacancy among the elected members of the Council. A person appointed to fill a casual vacancy as aforesaid shall hold office for the remainder of such period as the member in whose place he was appointed would have continued to hold office before next retiring in accordance with these Articles. Any person appointed under this Article shall be eligible for re-election.

11. Rotation of Elected Council Members

- 11.1 At each AGM those elected members of Council who have served as such for five years shall retire and shall be eligible for re-election. The adoption of these Articles shall not affect the terms of service of existing elected members of Council.
- 11.2 In the event that the Association increases or reduces the number of elected members of the Council under Article 10.1(a) it shall determine in what rotation they shall go out of office and may make the appointments necessary for effecting any such increase. The Association shall at the meeting at which a member of the Council retires under Article 11.1 fill up the vacated office by electing another person to it, unless at such meeting it is expressly resolved not to fill the vacated office.
- 11.3 The office of a member of the Council shall be vacated:-
- (a) if he is declared bankrupt or a receiving order is made against him or he makes any arrangement or composition with his creditors;
  - (b) if he is incapable, whether mentally or physically, of managing his own affairs;
  - (c) if he ceases to be a member of the Association (but such a person may be reinstated by a resolution of the Council on resuming membership before the next AGM);
  - (d) if by notice in writing to the Association he resigns his office;
  - (e) the Association may by extraordinary resolution remove any member of the Council before the expiration of his period of office, and may by an ordinary resolution appoint another qualified member in his stead but

any person so appointed shall retain his office only so long as the member in whose place he is appointed would have held office if he had not been removed.

## 12. Co-opted Council Members

- 12.1 Council may from time to time co-opt further persons to be members of Council to serve for such period as shall be determined by Council. Co-opted membership shall be offered to:

The Lord Lieutenant  
A nominee of the Suffolk Young Farmers Club  
The principal of Easton Otley College

and any other individuals nominated by the Trustee Board on the recommendation of the Nominations Committee

## 13. Proceedings of the Council

- 13.1 The Council shall meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Unless otherwise determined fifteen 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 Chairman shall have a second or casting vote. There shall be not less than two meetings of the Council every year.
- 13.2 If at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the Vice Chairman shall act as Chairman and in his absence the members of the Council present shall choose a member of the Trustee Board to be chairman of the meeting.
- 13.3 A meeting of Council may be summoned by the Trustee Board or by the written request of ten members of the Council. The Chief Executive shall, at any time, on receipt of such written request forthwith summon a meeting of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting except by electronic means to such electronic address as he shall have specified to the Chief Executive.
- 13.4 A technical defect in the appointment of a member of Council of which the Council was unaware at the time does not invalidate decisions taken at a Council meeting.
- 13.5 At each meeting the Council shall receive and consider a report from the Trustee Board.
- 13.6 Votes at Council meetings whether on a show of hands or a poll may be given by proxy and proxies shall have one vote for each proxy they hold.

## 14. Nominations Committee

- 14.1 The Association shall have a Nominations Committee.
- 14.2 The Nominations Committee shall not be a committee of either the Council or the Trustee Board.
- 14.3 It shall comprise:
- (a) Four members of Council appointed from time to time by the Show

Committee to include the Show Director.

- (b) Two members of Council appointed from time to time by the Council.
- (c) Two members of Council appointed from time to time by the Trustee Board.
- (d) The immediate past Chairman of the Association who shall act as chairman of the Committee.

14.4 At the end of 2017 (being the third year following the creation of the Nominations Committee), one half (or the whole number nearest thereto) of the members of the Nominations Committee shall resign and may offer themselves for re-election. In the absence of agreement, those to resign shall be decided by lot. Thereafter members of the Nominations Committee shall hold office for five years following appointment, but may be reappointed for a second five year term.

14.5 Terms of reference for the Nominations Committee shall be agreed by the Trustee Board and Council and shall be subject to review every three years

## 15 Proceedings and Functions of the Nominations Committee

15.1 The Nominations Committee shall hold at least two meetings per year. Unless otherwise determined a quorum shall be five. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman of the Committee shall have a second or casting vote.

15.2 The Nominations Committee shall be chaired by the immediate past chairman of the Association. If at any meeting such person be not present within five minutes after the time appointed for holding the meeting the members of the Committee present shall choose a chairman from those present. In case of an equality of votes the appointed chairman shall not have a second or casting vote.

15.3 The Committee's responsibilities shall include: recommendations for

- a) Membership of
  - i) the Council, including co-opted members;
  - ii) the Trustee Board
- b) the appointment of:
  - i) the Chairman
  - ii) the Vice Chairman
  - iii) the Show Director (after consultation with past Show Directors)
  - iv) the Treasurer
  - v) the President Elect
  - ii) Honorary Life Vice Presidents

15.4 The Nominations Committee shall on an annual basis:

- a) assess the performance of the Chairman; and
- b) monitor the Trustee Board's review of its performance; and
- c) monitor the training of Trustees.

The Nominations Committee shall submit a report on the above to Council allowing a suitable period of time before the AGM.

- 15.5 The Chairman shall never be a member of the Nominations Committee.
- 15.6 Members of the Nominations Committee shall abstain from voting within such committee on a recommendation for any appointment for which they may be a candidate.
- 15.7 All recommendations to be made by the Nominations Committee in respect of appointments must be reviewed and approved by the Trustee Board before being presented to Council.

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17. Records and Accounts

17.1 The Trustee Board must comply with the requirements of the Companies Act and of the Charities Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:

- (a) annual returns;
- (b) annual reports; and
- (c) annual statements of account.

17.2 The Trustee Board must keep proper records of:

- (a) all proceedings at general meetings;
- (b) all proceedings at meetings of the Trustee Board;
- (c) all reports of its committees; and
- (d) all professional advice obtained.

17.3 Accounting records relating to the Association must be made available for inspection by any member of the Trustee Board at any time during normal office hours and may be made available for inspection by other members of the Association if the Trustee Board so decide.

17.4 A copy of the Association's latest available statement of account must be supplied on request to any Trustee, Council member or member of the Association. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Association's reasonable costs.

18. Notices

18.1 Notices under the Articles may be sent by hand, by post or by suitable electronic form or (where applicable to members generally) may be published in any suitable journal or newspaper circulating in Suffolk or any journal distributed by the Association.

- 18.2 The only address at which a member is entitled to receive notices sent by post is an address in the U.K. shown in the register of members.
- 18.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
- (a) 24 hours after being sent by electronic form or delivered by hand to the relevant address;
  - (b) two clear days after being sent by first class post to that address;
  - (c) three clear days after being sent by second class to that address;
  - (d) on the date of publication of a newspaper containing the notice;
  - (e) on being handed to the member (or, in the case of a member organisation, its authorised representative) personally; or, if earlier,
  - (f) as soon as the member acknowledges actual receipt.
- 18.4 A technical defect in the giving of notice of which the Trustee Board is unaware at the time does not invalidate decisions taken at a meeting whether of the Association or the Council or the Trustee Board.

19. Dissolution

The provisions of the Memorandum relating to dissolution of the Association take effect as though repeated here.

20 Interpretation

- 20.1 In the Memorandum and in the Articles, unless the context indicates another meaning:

‘AGM’ means an annual general meeting of the Association;

‘the Articles’ means the Association’s articles of association;

‘authorised representative’ means an individual who is authorised by a member organisation to act on its behalf at meetings of the Association and whose name is given to the Secretary;

‘the Association’ means Suffolk Agricultural Association;

‘Chairman’ means the Chairman of the Association ;

‘the Charities Act’ means the Charities Act 2011;

‘charity trustee’ has the meaning prescribed by the Charities Act;

‘clear day’ means 24 hours from midnight at the end of the day of the relevant event;

‘the Commission’ means the Charity Commission for England and Wales;

‘the Companies Act’ means the Companies Acts (as defined in Section 2 of the Companies Act 2006);

'Council' includes the members of Council;

'director' means a member of the Trustee Board who is also a director of the Association in accordance with the Companies Act;

'EGM' means an extraordinary general meeting of the Association;

'electronic form' has the meaning given by section 1168 Companies Act 2006;

'financial year' means the Association's financial year;

'firm' includes a limited liability partnership;

'indemnity insurance' means insurance against personal liability incurred by any Trustee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether the act or omission was a breach of trust or breach of duty;

'member' and 'membership' refer to membership of the Association;

'Memorandum' means the Association's Memorandum of Association;

'month' means calendar month;

'President' means the President of the Association;

'Secretary' means the company secretary of the Association;

'Trustee' means a member of the Trustee Board;

'Vice Chairman' means the Vice Chairman of the Council;

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

'year' means calendar year.

- 20.2 Expressions defined in the Companies Act have the same meaning.
- 20.3 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.
- 20.4 Where the context admits references to the masculine include the feminine and vice versa.