



# Rules & Bye Laws of the National Federation of Young Farmers' Clubs

## DEFINITIONS AND INTERPRETATION

These Rules and Bye Laws are made as set out in the Articles of Association and come into force on XXX. In the year that the Rules and Bye Laws come into force, and only in that year, transitional rules set out in Appendix 2 also apply.

In these Rules and Bye Laws, the following terms are used:

“Act”	The Companies Act 2006 and any legislation which supplements or replaces it.
“Area” / “Area Committee”	A committee made up of representatives of Counties in a specified geographical area
“Articles of Association”	The current Articles of Association of the Company
“Associate Member”	An associate member of a Club as defined in the current standard open club constitution
“Associate Subscription”	The subscription payable by Associate Members to the Federation
“Board”	The Board of Management elected by Council as set out in Part 5.
“Club”	A Young Farmers Club affiliated to the Federation
“Club Member”	A member of a Club as defined in the current standard open club constitution
“Company”	NFYFC, a company registered under the Companies Act 2006 in England and Wales with company number XXXX
“Council”	The committee made up of 2 representatives elected by each County and the chair and vice-chairs elected by that committee as set out in Part 3.
“Council Member”	A Club Member elected to Council by a County
“County”	A federation made up of affiliated Young Farmers Clubs in a specified geographical area
“DBS Check”	An enhanced check from the Disclosure and Barring Service, or an equivalent or successor body
“Federation”	The National Federation of Young Farmers Clubs – a membership organisation made up of affiliated Young Farmers Clubs
“Gross Levy”	The total subscription payable by Club Members to the Federation
“Levy”	The share of the Gross Levy plus the total Associate Subscription payable by a County
“Steering Group”	A sub-committee of Council elected by Council as set out in Part 3
“Wales FYFC”	The Wales Federation of Young Farmers Clubs

Words in the singular will include the plural (and vice versa).

Any notice, agenda or notification will be considered sent to a Club, County, Area or an individual if it has been sent by post to the last known address or in electronic form to the last email address provided. A notice sent to a Club or County is deemed to be sent to every member of that Club or County.

A notice, notification or nomination will be considered sent to the Federation if it has been sent to the registered office of the Company or in electronic form to an email address set by the Board.

## **PART 1 – ORGANISATION OF THE FEDERATION**

### **1. Affiliation to the Federation**

A Club or County wanting to affiliate to the Federation must apply to Council and the decision of Council on an application is final.

### **2. Organisation of Clubs, Counties and Area Committees**

Every Club must be a member of a County and every County must be a member of an Area.

The allocation of Clubs to Counties will be along boundaries defined by Council. A Club may ask that it is affiliated to a particular County and where there is any doubt the allocation will be made by Council and that allocation is final.

For Counties affiliated to Wales FYFC the Area Committee will be the Council of the Wales Federation of Young Farmers Clubs. and Counties not affiliated to Wales FYFC will be allocated to Areas using boundaries defined by Council and where there is any doubt the allocation will be made by Council and that allocation is final.

### **3. Disaffiliation or suspension from the Federation**

A Club or County can apply to the Federation to be disaffiliated, or a County can apply for a Club to be disaffiliated, or Council can disaffiliate or suspend affiliation to a Club or County for a specified period.

A disaffiliation or suspension can only be approved by a 75% majority vote at a Special Meeting of Council. At the end of the specified period the suspended Club or County must be reinstated or disaffiliated.

A suspended or disaffiliated Club or County cannot take part in any of the activities, meetings or programme of the Federation.

Where a Club or County applies for disaffiliation then Council can set conditions which must be complied with before disaffiliation takes place.

## **PART 2 – MEMBERS AND MEMBERSHIP**

### **1. Members of the Federation**

The Members of the Federation will be

- Members and Associate Members of affiliated Young Farmers Clubs as defined in the current standard open club constitution.
- Honorary Life Members elected by an Annual Meeting of the Federation

Members of the Federation will not be counted as members of the Company for the purposes of the Act.

### **2. Members of the Company**

Each County must elect 2 representatives annually to be Council Members as set out in Part 3.

These representatives and the Chair and Vice Chairs of Council will be counted as members of the Company for the purposes of the Act

### **3. Refusal, suspension or disqualification from membership of the Federation**

Council can, by a 75% majority vote

- Refuse membership of the Federation to someone
- Suspend someone from membership of the Federation for a specified period, which cannot be longer than 3 months
- Disqualify someone from membership with immediate effect

When someone has been suspended from membership that person is suspended from holding office in any Club, County, Area Committee and from membership of Council. At the end of the specified period, the member must either be disqualified or reinstated.

When someone is disqualified from membership that person is disqualified from holding office in any Club, County or Area.

Anyone refused, suspended or disqualified from membership cannot take part in any of the activities, meetings or programme of the Federation.

### **4. Refusal or disqualification from membership of the Company**

The Board can, in accordance with the Act

- Refuse membership of the Company to someone
- Disqualify someone from membership of the Company with immediate effect

Someone refused or disqualified from membership of the Federation may not be a member of the Company or of the Council

## **PART 3 – COUNCIL AND ITS STEERING GROUPS**

### **1. Organisation of Council and Steering Groups**

Council is the committee responsible for setting the strategic direction of the programme of the Federation, the election and supervision of the Board, the appointment and supervision of Steering Groups and is responsible for the Rules and Bye Laws and the constitutions of Clubs, Counties and Areas.

Steering Groups are sub committees of Council and are responsible for direction, and sometimes implementation, of specific parts of the programme of the Federation under the supervision of Council.

Council will decide the number of Steering Groups and will define their terms of reference, including the parts of the programme each Steering Group is responsible for.

### **2. Election of Council Members**

Counties will elect annually 2 representatives to Council, both of which must be Club Members and 1 of which must be 21 years of age or under on 1 September in the year in which they were elected.

These elected representatives can be re-elected for a total of 3 terms of 1 year each, unless they are elected Chair or Vice Chair of either Council or a Steering Group when they can be re-elected for an additional 1 year term.

A County whose representative has been elected Chair or Vice Chair of Council, can elect a replacement representative to Council.

A County whose representative dies, retires or is removed can elect a replacement representative to Council.

A County electing a replacement representative to Council must ensure they comply with the first paragraph of this rule. A replacement representative will be a Council Member for the same length of time as the Council Member they replace would have been.

### **3. Appointment of Steering Group Members**

Every Council Member will be a member of a Steering Group, except for the Chair and Vice Chairs of Council, and every Area must have at least 1 representative on each Steering Group.

Council Members will be appointed to Steering Groups as follows:

- Areas will nominate 1 Council Member to each Steering Group
- Council will appoint Council Members not nominated by Areas bearing in mind:
  - The preferences and skills of the Council Members being appointed
  - The balance of representation between Areas

Council will decide the number of members in each steering group but must ensure that all steering groups are approximately equal in size.

### **4. Deputy Council Members**

If a Council Member is unable to attend a meeting of a Steering Group or of Council then their County can appoint another person, who must be Club Member, to represent the County as a Deputy Council Member.

Counties may appoint Deputy Council Members in any way they choose, but must notify the Federation of the name of the Deputy Council Member 96 hours before the start of the meeting that they are attending. Once notified to the Federation, the Deputy Council Member has the same right to attend and vote at meetings as the elected Council Member.

If the Federation is not notified 96 hours before the start of the meeting, then a Deputy Council Member may attend and speak at meetings but not vote.

### **5. Removal of Council Members**

Council can, by a 75% majority vote at a Special Meeting of Council remove a Council Member. Where a Council Member is removed then the Board will be required to consider whether that person should be removed as a member of the Company.

### **6. Removal of Steering Group Members**

Any Steering Group can, by a 75% majority vote request that a Council Member be appointed to another Steering Group. Where such a vote is passed, Council must consider the request at the next available meeting and the decision of Council is final.

### **7. Other sub-committees**

Council may set up set up sub-committees, which are not Steering Groups, and can be called by any name, for any purpose. Council must set the terms of reference and membership of sub-committees and may change the terms of reference and membership at any time, including closing the sub-committee.

Council can appoint someone to be a member of a sub-committee who is not a member of the Federation, but all sub-committees are always under the supervision of Council.

## **PART 4 – OFFICERS OF THE FEDERATION**

### **1. Chair and Vice Chairs of Council**

Council will elect a Chair and 2 Vice Chairs from amongst its members at its first meeting each year.

Nominations for the Chair and Vice Chairs must be received by the Federation in writing, either by post or in electronic form, 35 days before the day of the meeting that the election will be held.

Nominations:

- Must be signed by a proposer and seconder who are both Council Members on the day that they sign the nomination and on the day of the meeting that the election is held
- Must nominate for the office someone who is a Council Member on the day that the nomination is received and on the day of the meeting that the election is held
- Can only be withdrawn if both the proposer and seconder agree, or the person nominated refuses to stand

A person may be nominated for both Chair and Vice Chair.

At the meeting that the election is held:

- If not enough nominations for the Chair and Vice Chairs were received by the due date then anyone who is a Council Member can be nominated for election from the floor, by a proposer and a seconder who must both be Council Members
- If there are more people nominated than there are positions available, then a vote must be held
- People nominated may make a brief statement before the vote. Proposers and seconders may only confirm their nomination.
- The election for Chair will be held first, and if a person nominated for both Chair and Vice Chair is elected Chair then that person will be removed from the election for Vice Chairs.
- The vote will be counted using the Alternative Vote System

A Chair or a Vice Chair can be removed from office by a 75% majority vote at a Special Meeting of Council. If a Chair or Vice Chair is removed from office, then another election must be arranged and held as soon as possible.

If the Chair is removed, then Council must nominate a Vice Chair of Council to act as interim Chair until the election is held. If neither Vice Chair is willing to be Interim Chair, then an election of a new Chair must be held immediately.

### **2. President, Patron and President Elect**

The President, and when recommended by Council, the President Elect will be elected at the Annual Meeting of the Federation as a motion from Council for a term of 1 year and can be re-elected at the end of that term.

A Patron may be elected at the Annual Meeting of the Federation as a motion from Council and holds office for whatever term Council recommends.

The President, Patron or President Elect can be removed from office by a 75% majority vote of at a Special Meeting of Council. If the President is removed from office, then Council must arrange a Special Meeting of the Federation to elect a new President as soon as possible.

### **3. Steering Group Chairs and Vice Chairs**

Each Steering Group will elect a Chair and a Vice Chair at its first meeting each year.

- Either the Chair or a Vice Chair of Council will chair the meeting for the election
- The election for Chair will be held first
- Any Council Member can be nominated, by a proposer and a seconder who must both be Council Members
- If there are more people nominated than there are positions available, then a vote must be held
- People nominated may make a brief statement before the vote
- The vote will be counted using the Alternative Vote System
- The vote for Vice Chair is then held using the same process and any person nominated for Chair but not elected can be nominated as Vice Chair.

A Chair or Vice Chair of a Steering Group may be removed by a 75% majority vote of the Steering Group, but if a proposal to remove a Chair or Vice Chair is made either the Chair or a Vice Chair of Council must chair the meeting for the discussion of the proposal and the vote.

If the Chair of a Steering Group is removed, then the Vice Chair will become Chair of the Steering Group. If the Vice Chair is not willing, then an election for Chair must be held immediately.

### **4. Deputy Presidents**

Each Area can nominate a Deputy President and the people nominated are elected at the Annual Meeting of the Federation as a motion from Council.

A Deputy President can be removed from office by a 75% majority vote at a Special Meeting of Council and following a removal Council can approve a nomination from the Area concerned to be Deputy President until the next Annual Meeting of the Federation.

### **5. Members of the Board**

Members of the Board are elected as set out in Part 5 and removed as set out in the Articles of Association of the Company.

Where someone is a member of the Board because they have another position (including Council Member) and they are removed from that position then Council must begin the process to remove that person from the Board as soon as possible.

### **6. Suspension of an Officer of the Federation**

An Officer of the Federation can be suspended for a specified period, which must not be more than 3 months using the same process and voting majority that would be used to remove that Officer.

A suspended Officer must be reinstated or removed at the end of specified period.

## **7. Requirements on becoming an Officer of the Federation**

As soon as possible after someone becomes an Officer of the Federation, they must be provided with and confirm in writing, either by post or in electronic form, their agreement to:

- Consent for the Federation to obtain a DBS Check
- The Social Media Policy of the Federation
- The Volunteer Policy of the Federation

Where someone is elected Chair or Vice Chair of Council or Chair of the Board they are also required to be provided with and confirm in writing, either by post or in electronic form, their agreement to the Officers Policy of the Federation.

If someone is unable to agree to any of these requirements or the result of the DBS Check is unfavourable, then the Board can by a 75% majority vote remove the person from office and must immediately start the process for an election.

If an Officer does not comply with any of the policies that they agree to on taking office that is reason for suspension or removal.

## **8. Honoraria**

The following Officers of the Federation are entitled to receive honoraria

- Chair of Council
- Vice Chairs of Council
- Chair of the Board

Council will set the amount that may be paid to each officer by a vote in Council in which the Chair and Vice Chair of Council must not take part. The amounts must be reviewed at least once every 3 years.

No officer may receive an honorarium of more than £5,000 per annum.

## **PART 5 – BOARD OF MANAGEMENT**

The members of the Board are the directors of the Company for the purposes of company law and the trustees of the charity for the purposes of charity law.

The Board is responsible for the day to day running of the Federation, for ensuring that the Federation complies with the laws and regulations that apply to it, matters relating to the employment of staff, for the financial management of the Federation and for the administration of the Company.

The Board may also have powers given to Council by the Rules and Bye Laws delegated to it.

The Board is not a Steering Group of Council.

### **1. Election**

The members of the Board will be elected as follows:

- The Chair and Vice Chairs of Council are members of the Board until their term as Chair or Vice Chair of Council ends
- Council can elect 4 people who must be Club Members for a maximum of 2 terms of 2 years each.
- Council can elect 3 people who must not be members of the Federation for a maximum of 2 terms of 2 years each.
- Council can elect 1 person recommended by the Board to be its Chair who does not need to be a member of the Federation for a maximum of 2 terms of 2 years each.

The Board must report to Council as soon as it becomes aware that more than 49% of its members are not Club Members. When Council receives this report, it can elect 1 further Club Member to be a member of the Board until the next Annual General Meeting of the Company.



## **2. Chair of Board**

The Chair of the Board is elected by Council on the recommendation of the Board, which must follow best practice for the governance of charity in making its recommendation.

The Chair can be removed by a 75% majority vote of the Board at a meeting called for that purpose but the vote removes the person from the position of Chair only and does not remove them from the Board.

## **3. Voting**

Every member of the Board has 1 vote and the person chairing the meeting will have a casting vote in the event of a tie, which they do not have to use.

A Board meeting has a quorum of 50% of its members are present and 50% of those present are Club Members.

## **4. Delegation of powers by Council**

Council may delegate any of the powers given to it in the Rules and Bye Laws to the Board by 75% majority vote in Council.

Council can delegate a power with or without a time limit and can set conditions on when and how the delegated power can be used, which are binding on the Board. As well as any other condition set by Council, the Board must report its use of any powers delegated to it to the Council meeting immediately after it was used.

Council must review the powers delegated to the Board at its first meeting every year.

## **5. Sub-committees**

The Board may set up sub-committees which can be called by any name, for any purpose. The Board must set the terms of reference and membership of sub-committees and may change the terms of reference and membership at any time, including closing the sub-committee.

The Board can appoint someone to be a member of a sub-committee who is not a member of the Board or who is not a member of the Federation, but all sub-committees are always under the supervision of the Board.

## **PART 6 – AREA COMMITTEES**

Area committees are committees of the Federation with their own constitutions, rules and objectives, made up of Council Members and other elected representatives of each County within the Area and other members as set out in their constitutions, which are responsible for:

- The organisation of some parts of the programme of the Federation
- The allocation of Council members to Steering Groups as set out in Part 3
- Communication between the Federation and Counties and vice versa
- The sharing of best practice amongst Counties and their officers

## **1. Chairs of Area Committees**

An Area Committee elects its Chair from amongst its members, and can remove that Chair, as set out in its own constitution and rules.

Area Chairs are the representatives of the Federation in their Areas and as such must be provided with and confirm in writing, either by post or in electronic form, their agreement to:

- Consent for the Federation to obtain a DBS Check
- The Social Media Policy of the Federation
- The Volunteer Policy of the Federation

If an Area Chair:

- Does not agree to any of the policies or does not consent to the DBS Check
- The result of the DBS Check is unfavourable
- Does not comply with any of the policies that they agree to on taking office

The Federation will report the issue to the Area Committee, and Council must consider suspending or disqualifying the Area Chair from membership of the Federation

Chairs of Area Committees can attend meetings of Council and any Steering Group as an observer without voting rights, and can be appointed as a Deputy Council Member by any County in their Area.

## **PART 7 – MEETINGS OF COUNCIL**

### **1. Ordinary and Special Meetings of Council**

Council will hold at least 3 ordinary meetings a year and must set the dates of those meetings at least 6 months in advance.

A Special Meeting of Council may be called for specific purposes either by Council at a meeting, by the Board or by 25% of Council Members signing a request for a Special Meeting. Only the business that the meeting was called for can be done at the Special Meeting.

Ordinary and Special Meetings of Council are not members' meetings or general meetings for the purposes of the Act.

The quorum for any Council meeting is 35% of Council Members.

### **2. Notice and Agenda**

At least 21 days' notice must be given of any Council meeting which must include an agenda. The notice must include the place, date and start time for the meeting and must be sent to all those who can attend and to Counties.

Clubs, Counties and Areas may put motions for Council to consider at an ordinary meeting and must send any motion to the Federation at least 28 days before the date of the meeting. The Chair and Vice Chairs of Council must look at any motions to confirm that they can be discussed by Council before they are put on the Agenda and any motions that cannot be discussed by Council must be sent back to the Club, County or Area for them to reconsider with the reasons that it has not been put on the Agenda.

### **3. Chairing the meeting**

The Chair of Council will chair all Council Meetings. If they cannot, then the earliest elected Vice Chair of Council will and if they cannot then the most recently elected Vice Chair of Council will.

If none of the Chairs or Vice Chairs can chair a Council Meeting, then Council will elect someone to chair the meeting from amongst its members.

#### **4. Voting**

The only people having a vote at any Council meeting are:

- Council Members
- Deputy Council Members standing in for a Council Member and notified to the Federation as set out in Part 3
- The Chair and Vice Chairs of Council

Except for the election of the Chair and Vice Chair of Council, a vote at any Council meeting is taken by either a show of hands, where each person with a vote has 1 vote, or a county vote where each County represented has 1 vote per 600 members or part thereof.

A vote at any Council meeting will be taken with a show of hands unless

- The vote is about the Gross Levy, Associate Subscription or Levy
- The vote is about something that affects the members of the Federation as a whole
- It is proposed and seconded by Council Members that a county vote is taken

The person chairing the meeting will have a casting vote in the event of a tie, which they do not have to use.

#### **5. Observers**

The following may attend meetings of Council as observers

- President
- Deputy Presidents
- Immediate past Chair of Council
- Area Chairs
- Anyone who is a member of the Board but not a Council Member
- Anyone employed by the Company
- Anyone invited to attend by the Chair of Council

Observers do not have a vote and may only speak when the Chair of Council gives permission

#### **6. Procedure at meetings**

Meetings will be held under the meetings rules set out in Appendix 1 and the decision of the person chairing the meeting on procedure is final.

## **PART 8 – MEETINGS OF STEERING GROUPS**

### **1. Meetings of Steering Groups at Council and additional meetings**

Steering Groups will hold at least 3 meetings a year as part of Council meetings and Council may approve additional meetings.

The quorum for any Steering Group meeting is 35% of its members elected by Council as set out in Part 3.

### **2. Notice and Agenda**

The notice and agenda for all Steering Group meetings held as part of a Council meeting must be sent with the notice and agenda for the Council meeting and must include the place, date and start time for the meeting and must be sent to all those who can attend.

The notice and agenda for an additional steering group meeting should be sent with at least 14 days' notice.

### **3. Chairing the meeting**

The Chair of the Steering Group will chair meetings and if they cannot then the Vice Chair will. If the Chair or Vice Chair is not able to chair the meeting, then the Steering Group will elect a chair for the meeting from amongst its members.

#### **4. Voting**

The only people having a vote at a Steering Group meeting are

- Council Members elected to that Steering Group
- Deputy Council Members standing in for a Council Member elected to that Steering Group and notified to the Federation as set out in Part 3

Every person with a vote has 1 vote and the person chairing the meeting will have a casting vote in the event of a tie, which they do not have to use.

#### **5. Observers**

The following may attend meetings of Steering Groups as observers

- Chair and Vice Chairs of Council
- Area Chairs
- Immediate past Chair of the Steering Group
- Anyone who is a member of the Board but not a Council Member
- Anyone employed by the Company
- Anyone invited to attend by the Steering Group Chair

Observers do not have a vote and may only speak when the Chair of the Steering Group gives permission

#### **6. Procedure at meetings**

Meetings will be held under the meetings rules set out in Appendix 1 and the decision of the person chairing the meeting on procedure is final.

## **PART 9 – MEETINGS OF THE FEDERATION**

### **1. Federation Meetings**

The Federation will have an Annual Meeting every year which must be held no later than 6 months after the financial year end of the Company.

A Special Meeting of the Federation may be called for specific purposes either by Council, by the Board or by representative of 25% of all Clubs signing a request for a Federation Meeting. Only the business that the meeting was called for can be done at a Special Meeting.

The quorum for a Federation Meeting is 150 voting members.

### **2. Notice and Agenda**

Council will decide the venue, date and time of the Annual Meeting and give 6 months' notice to Clubs and Counties with a timetable of when motions and amendments will be received and circulated.

- Motions to be proposed must be received by the Federation not less than 50 working days before the date of the Annual Meeting
- Within 7 days of the date for Motions to be received, the Federation must send copies of all the proposed motions to Clubs and Counties.
- Amendments to proposed motions must be received not less than 25 working days before the date of the Annual Meeting
- The notice and agenda for the Annual Meeting must be sent approved by Council and sent to Clubs, Counties Areas, Council Members and Observers at least 28 days before the date of the meeting.

The notice and agenda of a Special Meeting must be sent to Clubs, Counties, Council Members and Observers at least 28 days before the date of the meeting

### **3. Chairing the meeting**

The President will chair the meeting and if they are unable to then the Chair of Council will. If the Chair of Council is unwilling, then the Chair of Council will appoint a Deputy President to chair the meeting.

#### **4. Voting**

The people having a vote at a Federation Meeting are:

- Two representatives of each Club who must both be Club Members
- One representative of each County who must be a Club Member
- Council Members
- The Chair and Vice Chairs of Council

Every person with a vote has 1 vote and the person chairing the meeting will have a casting vote in the event of a tie, which they do not have to use.

#### **5. Observers**

The following may attend Federation Meetings as observers

- Any Member of the Federation
- Area Chairs
- Anyone who is a member of the Board but not a Council Member
- Honorary Members
- Anyone employed by the Company
- Anyone invited to attend by the President or Chair of Council

Observers do not have a vote and may only speak when the chair of the meeting gives permission

#### **6. Procedure at meetings**

Meetings will be held under the meetings rules set out in Appendix 1 and the decision of the person chairing the meeting on procedure is final.

#### **7. Business that can be carried out at an Annual Meeting**

- Election of President, President Elect, Deputy Presidents or Patron
- Election of Honorary Members
- Receiving and adopting the Annual Report
- Motions from Council concerning Levy and Gross Levy
- Other motions from Council
- Motions from Clubs or Counties to the Board or Council to consider, including changes to the Rules and Byelaws. Council can refuse to put on the agenda a Motion from a Club or County that has been considered in any of the 3 previous Annual Meetings

No other business can be carried out at a Federation Meeting unless agreed by the Board.

If a Motion requesting Council or the Board to consider something is passed then it must be considered and a full report of the results must be made by Council, the Board or both to the next Federation Meeting.

## **PART 10 – MEETINGS OF THE COMPANY**

### **1. Company Meetings**

The Company will have an annual general meeting of its members every year as set out in the Articles of Association and the Act. Any other general meeting of the members of the Company called as set out in the Articles of Association and the Act is a special meeting.

Company Meetings should be held immediately before or after Council Meetings unless it is necessary to hold a meeting on another date or at a different location.

The quorum for a Company Meeting is 35% of the members of the Company

## **2. Notice and Agenda**

The Board will decide the venue, date and time of the Annual General Meeting and give 3 months' notice to members of the Company with a timetable of when motions and amendments will be received and circulated.

The notice and agenda for the Annual General Meeting must be sent to members of the Company and members of the Board at least 28 days before the date of the meeting.

## **3. Chairing the meeting**

The Chair of Council will chair the meeting and if they are unable to then the Chair of the Board will.

## **4. Voting**

Only members of the Company as set out in Part 2 and members of the Board as set out in Part 5 have a vote and every member has 1 vote.

The person chairing the meeting will have a casting vote in the event of a tie, which they do not have to use.

## **5. Observers**

The following may attend Company Meetings as observers

- Anyone employed by the Company
- Anyone invited to attend by the Chair of Council or Chair of the Board

Observers do not have a vote and may only speak when the chair of the meeting gives permission

## **6. Procedure at meetings**

Meetings will be held under the meetings rules set out in Appendix 1 and the decision of the person chairing the meeting on procedure is final.

## **7. Business that can be carried out at a Company Meeting**

Only business required by the Act, the Articles of Association or the notice of a Special Meeting can be carried out at a Company Meeting.

# **PART 11 – LEVY**

## **1. Gross Levy and Associate Subscription**

At the date that these rules come into force, the Gross Levy is £XXX and the Associate Subscription is £10 per Associate Member.

The total amount of Associate Subscription received is restricted for use in personal development and training activities and programmes of the Federation

The Gross Levy and the Associate Subscription will be reviewed every year.

## **2. Levy payable by Counties**

The Levy will be paid by members of Clubs through their Counties and will be calculated as follows:

- The Gross Levy at 31 August in each year will be divided by the total number of Club Members declared by all Clubs in the annual return of membership at 31 August in each year to calculate the amount due for each Club Member
- Taking the total number of Club Members declared in the annual return of membership at 31 August each year by Clubs that are members of the County, and multiplying by the amount due for each Club Member; plus
- Taking the total number of Associate Members declared in the annual return of membership at 31 August each year by Clubs that are members of the County, and multiplying by the Associate Subscription

### **3. Collection**

The Levy charged by the Federation will be payable by the County to which it is invoiced and is collected on 1 September each year. The County can recharge or collect it from members or Clubs in any way that it wants.

If the County does not recharge or collect the Levy, or the County is not operating, then Council will recharge it to Clubs based on the number of members declared in the annual return of membership.

If the County has not paid the Levy by 30 November each year, or whatever date Council decides, then the County, its member Clubs and the members of those Clubs will not be allowed to take part in any part of the programme or activities of the Federation until they are paid and Council will consider suspension from the Federation.

### **4. Annual review of Gross Levy and Associate Subscription**

Every year both the Gross Levy and Associate Subscription will be reviewed separately using the same process for each as follows

- The Board will carry out a review and recommend a change or recommend that there is no change
- Council will consider the recommendation of the Board and will either approve it or amend it. This approved or amended recommendation becomes the recommendation of Council
- Council will put its recommendation to the Annual Meeting of the Federation as a motion for it to note. The motion must be put to the Annual Meeting even if the recommendation is that there is no change
- The Annual Meeting of the Federation will vote on the motion from Council:
  - If it is passed, then the recommendation of Council is adopted
  - If it is not passed, then Council must reconsider its recommendation at its next meeting considering the views of the Annual Meeting, and must then decide to either adopt the recommendation put to the Annual Meeting, adopt a different change, or make no change and that decision is final.
- As soon as a change is adopted, the Gross Levy, Associate Subscription or both is changed and is used in the next calculation of Levy

## **PART 12 – DISPUTES**

Any member of the Federation, Club, County or Area can make a dispute which will be dealt with as follows:

### **1. Disputes with Council**

Council will elect a Disputes Panel of at least 5 people, who do not need to be members of the Federation, at its first meeting each year. Each person must be nominated, by a proposer and a seconder who must both be Council Members.

A member of a Dispute Panel will be elected for a term of 1 year and may be re-elected.

If there is a dispute about a decision of Council, 3 people from the relevant Dispute Panel who are not connected or involved with the dispute, will be appointed by Council to investigate the dispute and make a recommendation to resolve the dispute

Council will either accept or reject that recommendation and will advise the party making the dispute of its decision.

### **2. Disputes with Steering Groups**

Steering Groups will appoint Dispute Panels, investigate disputes and advise the party making the dispute of its decision in the same way as Council.

### **3. Appeals on disputes with Council or Steering Groups**

If the party making the dispute does not accept the decision, then they may appeal. The appeal must be made to the Federation in writing, either by post or in electronic form, within 14 days of receiving the decision and be sent with the payment of a charge set by Council which must not be more than £200.

The appeal will be considered by an Arbitration Panel of at least 3 people who are not connected or concerned with the dispute or the Dispute Panel and who do not need to be members of the Federation.

The decision of that Arbitration Panel is final and binding on all parties.

- If the dispute is with Council, then the Arbitration Panel will be appointed by the Board
- If the dispute is with a Steering Group, then the Arbitration Panel will be appointed by Council and cannot be further appealed to the Board.

### **4. Disputes with the Board**

A dispute with the Board must be dealt with in accordance with Articles of Association and the Act.

### **5. Disputes with employees of the Federation**

A dispute with any employees of the Federation will be dealt with by the Board as set out in the staff handbook and the Volunteer Policy of the Federation.

If arbitration is required, the Board will appoint an Arbitration Panel of at least 3 people who are not connected or concerned with the dispute, and do not need to be members of the Federation, and the decision of that Arbitration Panel is final and binding on all parties.

### **6. Disputes with Officers of the Federation**

A dispute with any Officers of the Federation will be dealt with by Council as set out in the Volunteer and Officer Policies of the Federation.

Whenever possible the dispute should be settled by arbitration, and to do this Council will appoint an Arbitration Panel of at least 3 people who are not connected or concerned with the dispute, and do not need to be members of the Federation, and the decision of that Arbitration Panel is final and binding on all parties and cannot be further appealed to the Board

## **PART 13 – CHANGES TO THE RULES AND BYE LAWS**

Council is responsible for both the letter and the spirit of the Rules and Bye Laws. Council can change the rules with a 75% majority vote at a Special Council Meeting called with 28 days' notice.

The notice for the Special Meeting must include the details of the change and the reasons for the change.

When changed, a copy of the Rules and Bye Laws must be sent to every County.





**National Federation of Young Farmers' Clubs (England & Wales)**

YFC Centre, 10th Street, Stoneleigh Park, Warwickshire, CV8 2LG

Telephone: 024 7685 7200

Fax: 024 7685 7229

Email: [post@nfyfc.org.uk](mailto:post@nfyfc.org.uk)

Web: [www.nfyfc.org.uk](http://www.nfyfc.org.uk)

National Federation of Young Farmers' Clubs is a registered Friendly Society

Registered number: 525A