

# Draft Rules and 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 each such Area having its own constitution rules and objectives
“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 Company
“Board”	The Board of Management elected by Council as set out in Part 5.
“Club”	A Young Farmers Club affiliated to the Company An “Open Club” is a Club formed under the standard open club constitution. A “School Club” is a Club formed under the standard school club constitution
“Club Member”	Full Members and Associate Members of a Club
“Full 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 as set out in Part 3.
“Council Member”	A member of Council as set out in section 2 of Part 2.
“County”	A federation made up of affiliated Young Farmers Clubs in a specified geographical area
“County Vote”	Where each County represented has 1 vote per 600 Full Members or part thereof for each Council Member (or Substitute Council Member) present at the meeting.
“Gross Levy”	The total subscription payable by Full Members to the Company
“Honorary Member”	A person elected by an Annual Meeting of Clubs to be an Honorary Life Member
“Levy”	The share of the Gross Levy plus the total Associate Subscription plus the total School Club Levy payable by a County
“NFYFC Officer”	An official elected as set out in Part 4.
“School Club Subscription”	The subscription payable by a School Club to the Company
“Steering Group”	A sub-committee of Council elected by Council as set out in Appendix 3

“Substitute Council Member” Such person as is referred to in section 3 of Part 3

“Wales FYFC” The Wales Federation of Young Farmers Clubs

“Youth Board” The body referred to in Section 6 of Part 3

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

## **PART 1 – ORGANISATION AND AFFILIATION OF CLUBS, COUNTIES AND AREAS**

### **1. Affiliation to the Company**

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

All Area Committees are affiliated to the Company.

### **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 of affiliation from the Company**

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

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

A Club or County that has been disaffiliated or whose affiliation has been suspended cannot take part in any of the activities, meetings or programme of the Company.

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 Company**

The members of the Company will be

- Club Members who will not be members for the purposes of the Act and shall not be entitled to attend general meetings of the company.
- Honorary Members who will not be members for the purposes of the Act and shall not be entitled to attend general meetings of the company.
- Council Members as set out in section 2 who shall be entitled to attend general meetings of the Company and vote

### **2. Council Members**

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

These representatives, the Chair and Vice Chairs of Council, the Chair of the Youth Board and the Chairs of Area Committees will be counted as members of the Company for the purposes of the Act, subject to the Articles of Association.

### **3. Refusal, suspension or disqualification as a Club Member**

Council can, by a 75% majority of those present and voting:

- Refuse to recognise someone as a Club Member
- Suspend someone from being a Club Member for a specified period, which cannot be longer than 3 months
- Disqualify someone from being a Club Member with immediate effect

When someone has been suspended or disqualified from being a Club Member that person is suspended from holding office in any Club, County, Area Committee and from membership of Council and from taking part in any of the activities, meetings or programme of the Company. At the end of the specified period, the member must either be disqualified as referred to above or reinstated.

Where a Council Member is suspended or disqualified from being a Club Member then the Board will be required to consider whether that person should be removed as a member of the Company.

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

The Board can, in accordance with the Articles of Association

- Refuse membership of the Company to someone
- Disqualify someone from membership of the Company

Someone refused or disqualified from membership of the Company may not be a Council Member.

## **PART 3 – COUNCIL**

### **1. Organisation of Council**

Council is the committee responsible for setting the strategic direction of the programme of the Company, the election of the Board, the holding to account of the Board, the appointment and supervision of Steering Groups and sub-committees and is responsible for these Rules and Bye Laws and the constitutions of Clubs, Counties and Areas.

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

Each County will elect annually 2 representatives to Council, both of which must be Club Members of a Club affiliated to that County and 1 of which must be a Full Member in the year in which they were elected. A Club Member cannot be elected to Council by more than one County at the same time.

These elected representatives can be elected for a total of 4 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 serve the remainder of the replaced Council Members term.

Council shall also include the Chair of the Youth Board and the Chairs of the Area Committees.

### **3. Substitute Council Members**

Counties will elect annually 2 Deputy Council Members, both of which must be Club Members and 1 of which must be a Full Member in the year in which they were elected.

If a Council Member is unable to attend a meeting of Council, then a County may send a Substitute Council Member to represent the County, provided that a County is represented by at least 1 Full Member, as follows

- A Deputy Council Member can attend the meeting to represent the County with the same right to vote as the elected Council Member without needing to notify the Company; or
- The County or the Council Member can notify the Company of the name of the Club Member attending to represent the County at least 1 hour before the start of the meeting that they are attending. Once notified to the Company, that Club Member has the same right to attend and vote at meetings as the elected Council Member. If the Company is not notified at least 1 hour before the start of the meeting, then any Club Member representing the County may attend and speak at meetings but not vote.

### **4. Removal of Council Members**

Council can, by a 75% majority of those present and voting 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.

### **5. Sub-committees**

Council may set up sub-committees, which may or may not be 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.

All Steering Groups are subject to the Rules and Byelaws set out in Appendix 3, until Council adopts terms of reference for that Steering Group.

A sub-committee meeting may be held, if agreed by the participants, by suitable electronic means (including by telephone) in which each participant may communicate with all the other participants.

All sub-committees are always under the supervision of Council and their terms of reference must be reviewed by Council at least once every 24 months.

### **6. Youth Board**

Council must set up a Youth Board, to ensure that the views of the whole age range of Full Members is considered when setting the programme and activities of the Company.

Council will determine the terms of reference and membership of the Youth Board, and if Council sets up Steering Groups then the Youth Board will be treated as if it was a Steering Group.

## **PART 4 – NFYFC OFFICERS**

### **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 Company 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 seconds 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, as set out in Appendix 1.

A Chair or a Vice Chair can be removed from office by a 75% majority of those present and voting 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 Clubs 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 Clubs 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 of those present and voting at a Special Meeting of Council. If the President is removed from office, then Council must arrange a Special Meeting of Clubs to elect a new President as soon as possible.

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

If Council sets up Steering Groups, then the Chairs and Vice Chairs of those Steering Groups are NFYFC Officers and the terms of reference of Steering Groups must include rules for the appointment and removal of Chairs and Vice Chairs and otherwise be appointed, removed and regulated in accordance with Appendix 3.

## **4. Deputy Presidents**

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

A Deputy President can be removed from office by a 75% majority of those present and voting 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 Clubs.

## **5. Suspension of an NFYFC Officer**

An NFYFC Officer 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 NFYFC Officer must be reinstated or removed at the end of specified period.



## **6. Requirements on becoming an NFYFC Officer**

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

- Policy for the safeguarding of children, young people and adults at risk
- Equality and Diversity Policy
- Drugs and Alcohol Policy
- Social Media Policy
- The Volunteer Policy

If someone is unable to agree to any of these requirements, then they will be suspended from being an NFYFC Officer by the Board and Council must start the process for an election at its next meeting.

If an NFYFC Officer does not comply with any of the policies that they agree to on election, then that is reason for suspension or removal.

## **7. Honoraria**

The following NFYFC Officers 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 NFYFC 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 Company for the purposes of charity law.

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

The Board must always have a minimum of 33% Full Members.

### **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 Club Members 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 Club Member 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 33% of its members are not Full Members. When Council receives this report, it can elect 1 further Full 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 of the Board present and voting at a meeting called for that purpose but the vote removes the person from the position of Chair only and does not remove him or her from the Board.

## **3. Voting**

Every member of the Board has one vote and the person chairing the meeting will have a casting vote in the event of a tie.

A Board meeting has a quorum if 50% of its members are present.

## **4. Reporting to Council**

The Board must report to the Council at every ordinary meeting of the Council.

## **5. 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 of those present and voting 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.

## **6. 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 the procedure for the regulation of such sub-committees and may change the terms of reference and membership and such procedure 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 Club Member, but all sub-committees are always under the supervision of the Board.

# **PART 6 – MEETINGS OF COUNCIL**

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

Council will hold at least 2 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 Company 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 (including Substitute Council Members as set out in Part 3)

The person chairing the meeting has a casting vote only.

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 one vote, or
- a County Vote

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 in which case it must be taken by way of a County Vote
- It is proposed, seconded and passed by a 50% majority of Council Members present that a County Vote is taken

## **5. Observers**

The following may attend meetings of Council as observers

- President
- Deputy Presidents
- Immediate past Chair of Council
- Honorary Members
- 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 7 – MEETINGS OF CLUBS**

### **1. Annual Meetings of Clubs**

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

A Special Meeting of Clubs 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 Special Meeting of Clubs. Only the business that the meeting was called for can be done at a Special Meeting of Clubs.

The quorum for a Meeting of Clubs is 100 voting members.

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

Council will decide the venue, date and time of the Annual Meeting of Clubs 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 Company 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 Company 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 of Clubs
- The notice and agenda for the Annual Meeting of Clubs must be approved by Council and sent to Clubs, Counties, Areas, Council Members and Honorary Members at least 28 days before the date of the meeting.

The notice and agenda of a Special Meeting of Clubs must be sent to Clubs, Counties, Council Members and Honorary Members 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 unable, then the Chair of Council will appoint a Deputy President to chair the meeting.

### **4. Voting**

The people having a vote at a Meeting of Clubs 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 person chairing the meeting will have a casting vote only.

### **5. Observers**

The following may attend Meetings of Clubs as observers

- Any Club Member
- 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 of Clubs**

- 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 of Clubs

No other business can be carried out at a Meeting of Clubs 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 Annual Meeting of Clubs.

## **PART 8 – MEETINGS OF THE COMPANY**

### **1. Company Meetings**

The Company will have an annual general meeting of its members every year as set out in Articles 13 to 25 of the Articles of Association and the Act. Any other general meeting of the members of the Company called as referred to in the Articles of Association or the Act is a special meeting.

General 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.

### **2. 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

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

Only business required to be carried out at the annual general meeting or by the Act, the Articles of Association or the notice of a special meeting can be carried out at a Company meeting.

## **PART 9 – LEVY**

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

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

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

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

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

The Levy will be paid by 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 Full Members declared by all Clubs in the annual return of membership at 31 August in each year to calculate the amount due for each Full Member
- Taking the total number of Full 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 Full 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
- Taking the total number of School Clubs declared in the annual return or membership at 31 August each year by the County, and multiplying by the School Club Subscription

## **3. Collection**

The Levy charged by the Company 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 Full Members, Associate 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 Full Members, Associate Members and School Clubs 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 Company until they are paid and Council will consider suspension of affiliation from the Company.

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

Every year the Gross Levy, the Associate Subscription and the School Club 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 Clubs as a motion. The motion must be put to the Annual Meeting of Clubs even if the recommendation is that there is no change and the change must be expressed in monetary value and percentage terms
- The Annual Meeting of Clubs 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 and can adopt a change that is no more than 67% of the change recommended to the Annual Meeting of Clubs and the decision of Council is final
  - If an amendment is proposed and passed, then Council must reconsider its recommendation at its next meeting and must decide either:
    - to adopt that amendment, or
    - adopt a change that is no more than 50% of the change recommended to the Annual Meeting of Clubs and the decision of Council is final.
- As soon as a change is adopted, that change is used in the next calculation of Levy

## **PART 10 – DISPUTES**

Any Club Member, Club, County or Area can raise a dispute with the Company, either in writing or in electronic form, 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 Club Members, 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 a Sub-Committee of Council**

If the party making the dispute does not accept the decision, then they may appeal. The appeal must be made to the Company 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 Club Members.

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 Sub-Committee of Council, 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 Company**

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

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 Club Members, and the decision of that Arbitration Panel is final and binding on all parties.

### **6. Disputes with NFYFC Officers**

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

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 Club Members, and the decision of that Arbitration Panel is final and binding on all parties and cannot be further appealed to the Board





## **PART 11 – CHANGES TO THE RULES AND BYE LAWS**

Council is responsible for both the letter and the spirit of the Rules and Bye Laws.

The Rules and Byelaws can be changed as set out in the Articles of Association.

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

## **PART 12 – NOTICES UNDER THE RULES AND BYELAWS**

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 Company if it has been sent to the registered office of the Company or in electronic form to an email address set by the Board and where a deadline has been set for its receipt, by 5pm on the relevant day.

## **PART 13 – STATUS OF THE ARTICLES OF ASSOCIATION**

In the event of a conflict between the Articles of Association and the Rules and Bye Laws the provisions of the Articles of Association will prevail.

## **APPENDIX 1 – MEETING RULES**

The rules in this Appendix apply to meetings of Council, to meetings of Steering Groups, and to the Annual Meeting of Clubs. This Appendix does not apply to meetings of the Board or general meetings of the Company.

For the purposes of interpreting a Club, County or Area constitution, this Appendix is the Standing Orders of the Executive Council and the Standing Orders of NFYFC General Meeting.

In this Appendix:

“Chair” means the person chairing the meeting

“Poll” means an exact count of votes

“Motion” means any point which needs a vote

“Amendment” means an amendment proposed to a Motion

“Point of Order” means a question on procedure during a meeting

### **1. Procedure at meetings**

A record of attendance must be kept and minutes must be taken. At ordinary meetings, the minutes of the previous meeting must be approved as a true and correct record at every meeting as early in the meeting as possible.

The meeting must follow the agenda that has been circulated. The Chair can move items into a different order, but cannot leave out any items unless agreed by a 51% majority of those present and voting. Any business that is not on the agenda can be discussed if the Chair allows it but the agenda cannot be added to unless a 67% majority of those present and voting agree.

If a Steering Group or sub-committee makes a report, then that report must be approved by a 51% majority of those present and voting.

A Motion or an Amendment which would change or cancel a Motion passed within the previous year can only be discussed if a 67% majority of those present and voting agree.

Any member with a vote can raise a Point of Order and the ruling of the Chair on a Point of Order or any point of procedure or order is final.

### **2. Speaking and voting**

Anyone who speaks at a meeting, whether they have a right to speak or are invited to speak by the Chair, must:

- Speak through the Chair at all times and stand to speak if asked by the Chair
- Speak only to the point being discussed
- Make it clear when they are expressing their own opinion, or the opinion of their Club, County or Area
- Speak only once to a point unless asked to by the Chair, except to raise a Point of Order
- Stop speaking when told to by the Chair
- Must stay within time limits for speaking set out by the Chair

Where a vote is taken, the Chair must clearly say the wording of the Motion being voted on beforehand

- Anyone with a vote can vote “for”, “against” or “abstain”
- The Chair can ask for a Poll or anyone with a vote can ask for a Poll. If the vote is a County Vote or needs to be counted using the Alternative Vote System then that vote is always a Poll.

A Poll:

- Must be done immediately, but the meeting can move on to other items on the agenda while the votes are being counted
- The counting can be done in any way that the Chair decides
- The Chair will appoint people to count the votes and one person to be in charge of the count. These must be approved by a 51% majority of those present and voting.
- The results must be given in full as soon as possible

### **3. Motions**

Any Motion or Amendment must:

- Be proposed and seconded by anyone with a vote before it can be voted on
- Be withdrawn if either the proposer or seconder asks to withdraw it and another proposer or seconder cannot be found
- Cannot be proposed more than once at the same meeting

Any Motion can be amended by adding, removing or changing the words in the Motion being discussed, but cannot be significantly amended. The decision of the Chair on whether something proposed is a significant amendment or not is final.

A Motion that has not been seconded cannot be amended and an Amendment cannot be amended whilst it is being discussed.

If a Motion is amended:

- The Amendment is discussed – the Motion must not be discussed
- The Amendment is voted on.
- If the Amendment is passed, the original Motion is amended
- If the Amendment is not passed, the original Motion is not amended
- Whether the Amendment is passed or not, another Amendment can be proposed and is dealt with in the same way until there are no more Amendments.
- When there are no more Amendments, the Chair must clearly say the wording of the final Motion and then it is discussed and voted upon.
- The Chair can ask if there needs to be a vote where they feel that the view of the meeting on the Motion is clear and if no-one with a vote disagrees the Chair declares the result. If anyone with a vote disagrees then a vote on the Motion must be held.

After any discussion of a Motion, the proposer of the Motion can use a right of reply to points made during the discussion, but is not allowed to make any new points. The proposer of an Amendment does not have a right of reply.

### **4. Special Motions**

At any point during the discussion of a Motion, anyone with a vote can propose either “That the Motion is voted on” or “That the meeting moves on to the next item”.

These motions are special motions and if they are seconded must be voted on immediately without any discussion, unless an Amendment is being discussed. If an Amendment is being discussed when the special motion is proposed, the discussion and vote on the Amendment must be finished first.

If the special motion is passed by a 51% majority of those present and voting then:

- If the special motion is “That the motion is voted on” then the proposer of the Motion being discussed can use their right of reply and the Motion being discussed is immediately voted on.
- If the special motion is “That the meeting moves on to the next item” then there is no further discussion of the Motion being discussed, there is no vote and the Chair moves the meeting on to the next item on the agenda.

## 5. Alternative Vote System

Where the Rules and Byelaws (including the Appendices) require a vote under the Alternative Vote System for an election, then the vote will be held and counted as follows:

- The Chair will appoint people to count the votes and one person to be in charge of the count. These must be approved by a 51% majority of those present and voting.
- Each person with a vote
  - Must rank the candidates standing for election in their order of preference, with 1 being the most preferred candidate on a voting paper
  - Must express a preference for at least 1 candidate, but does not need to express a preference for every candidate
  - Must not rank more than one candidate with the same rank. If they do then their vote is not counted.
- The count is held using the following method:
  1. The votes are scrutinised and any which are ineligible because they are illegible, or more than one candidate has the same rank, or where the preferences are unclear are removed. The decision of the person appointed to oversee the count on whether a vote is ineligible is final
  2. The total number of eligible votes is counted
  3. The quota for a candidate to be elected is:

$$\frac{\text{Total eligible votes}}{\text{Number of places to be filled}} + 1$$

The calculation is rounded up to nearest whole number

4. The votes are sorted by highest preference and the highest preference votes for each candidate are counted
5. Any candidate who has more votes than the quota is elected. If there are more candidates who have more votes than the quota than places to be filled, then candidates are elected in order from highest number of votes to lowest until there are no places to fill. Where candidates have an equal number of votes then the candidate to be elected shall be decided by the toss of a coin, to be carried out by the Chair
6. If there are more candidates for election than the number of places to be filled then the candidate with the lowest number of votes is eliminated. Where candidates have an equal number of votes then the candidate to be eliminated shall be decided by the toss of a coin, to be carried out by the Chair
7. The votes of elected candidates are set aside and the votes of the eliminated candidate is redistributed amongst the candidates who have not been elected. Votes are redistributed according to the next preference for a candidate who has not been elected (provided that that candidate has not been eliminated). If it is not possible to redistribute a vote, then that vote is also set aside
8. The total number of votes not set aside is counted and the number of places to be filled is calculated
9. The quota is recalculated using the method in step 3 and the results of step 8. Candidate are elected and eliminated using the procedure in steps 5 to 7 until there are no more spaces to be filled

## **APPENDIX 2 – TRANSITIONAL RULES**

In this Appendix “Old Rules” means any Constitution, Standing Orders or Terms of Reference that were in force, or considered by Council, on the day before these Rules and Byelaws come into force and “New Rules” mean these Rules and Byelaws.

On the day that these Rules and Byelaws come into force:

- The membership of Council does not change until the next meeting that the Chair and Vice Chairs of Council are elected. The Council that makes those elections must be made up as set out in the New Rules
- A Council Member who would have been ineligible to be elected under the Old Rules but who is eligible under the New Rules can be elected a Council Member by their County under the New Rules
- The membership of the Board must be made up as set out in the New Rules and the Articles of Association
- A member of the Board who is ineligible to be elected to the Board under the Old Rules but who is eligible under the New Rules can be elected to the Board under the New Rules
- Anyone who was a Life Vice President, Life Member, Honorary Life Member or Annual Subscriber under the Old Rules becomes an Honorary Member under the New Rules, but may use the title to which they were elected if they wish
- Any NFYFC Officer elected or appointed under the Old Rules that is not referred to in this Appendix remains an NFYFC Officer until the day that they would stop being an NFYFC Officer under the New Rules

Except for anything in this Appendix, all the provisions of the New Rules and the Articles of Association come into immediate effect and in the event of a conflict between this Appendix and the New Rules and the Articles of Association then the provisions of New Rules and the Articles of Association will prevail.

## **APPENDIX 3 – STEERING GROUPS AND SUB-COMMITTEES OF COUNCIL**

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

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.

### **1. Membership of Steering Groups**

Council will decide the membership of Steering Groups, and that membership must include at least 1 Council Member from each Area

The membership of the Steering Group can include no more than 3 co-options of people with knowledge or experience relevant to the Steering Group who can speak but not vote at Steering Group Meetings.

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

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

Any Steering Group can, by a 75% majority of those present and voting 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.

### **3. Appointment and removal of Chair and Vice Chair of a Steering Group**

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, as set out in Appendix 1.
- 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 of those present and voting at a meeting of the Steering Group, but if a proposal to remove a Chair or Vice Chair is made either the Chair of Council or a Vice Chair of Council must chair the meeting for the discussion of the proposal and the vote.
- A 75% majority of those present and voting at a meeting of Council

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

Steering Groups will hold at least 2 meetings a year as part of Council meetings and Council may approve additional meetings.

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.

## **5. 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.

## **6. Voting**

The only people having a vote at a Steering Group meeting are the members of the Steering Group as set by Council. Every person with a vote has one vote and the person chairing the meeting will have a casting vote in the event of a tie.

## **7. Observers**

The following may attend meetings of Steering Groups as observers:

- Chair and Vice Chairs of Council
- Council Members who are not members of the Steering Group
- 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

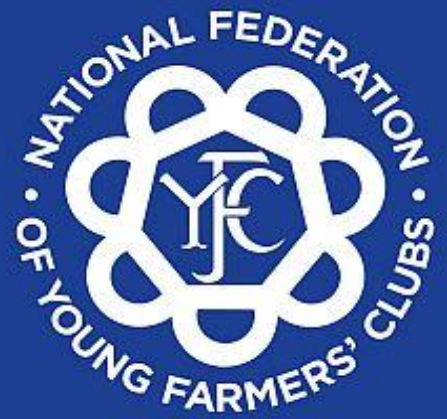
Observers do not have a vote and may only speak when the Chair of the Steering Group gives permission

## **8. 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.







**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)

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