



**CONSTITUTION OF THE NATIONAL FARMERS' UNION**

Approved: 26 June 2023

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# NATIONAL FARMERS' UNION CONSTITUTION

Approved by Council on 26 June 2023

## 1 NAME

The name of the association is the **NATIONAL FARMERS' UNION** (the "NFU") (commonly known as the NFU).

## 2 DEFINITIONS AND INTERPRETATION

- 2.1 In this Constitution, unless the context requires otherwise, the singular shall include the plural and vice versa and the use of any gender shall include all genders.
- 2.2 Words and expressions defined herein shall have the meanings ascribed to them.
- 2.3 References to any statute or other legislation shall be deemed to include any amendments to such legislation, statutory modification or re-enactment thereof for the time being in force and any statutory regulations made thereunder.
- 2.4 References to paragraphs are, unless the context requires otherwise, references to paragraphs of this Constitution.
- 2.5 From 26 June 2023 until the Implementation Date, the NFU shall be administered in accordance with the provisions of the Constitution and Rules as modified by the transitional provisions set out in Schedule 1 to the Rules. The provisions of Schedule 1 of the Rules shall cease to have effect on and from the Implementation Date.
- 2.6 The following expressions where the context so admits shall have the following meanings:

"**agriculture**" shall have the meaning ascribed to it in the Agriculture Act 1947;

"**Appointed National Commodity Board Members**" means members of the National Commodity Boards appointed in accordance with paragraph 15.3;

"**Audit and Remuneration Committee**" means the audit and remuneration committee provided for in paragraph 17;

"**clear days**" in relation to the period of a notice means that period excluding the day when notice is given or deemed to have been given and the day for which it is given or on which it is to take effect;

"**company**" means any body corporate wherever incorporated;

"**Constitution**" means this constitution of the NFU and the Rules as the same shall be amended from time to time;

"**Council**" means the governing body of the NFU provided for in paragraph 9;

"**Council Member**" means a member of Council as provided for in paragraph 9.3;

"**Council Representative**" means the representative of a county elected in accordance with the Constitution to represent that county at meetings of Council;

"**countryside**" means rural areas and activities generally;

"**county**" means those English counties set out in Appendix 1 to the Rules as the same shall be amended from time to time;

"**County Chair**" means the chair of a county elected in accordance with the Constitution;

"**Director General**" means the director general of the NFU from time to time;

"**farmer**" means a person engaged in the business of farming;

"**Farmer & Grower Member**" means the farmers and/or growers set out in paragraph 7.1.1;

"**Farmer & Grower Member Organisation**" means the organisations set out in paragraph 7.1.2; "**farming**" includes agriculture, horticulture, pisciculture, silviculture and viticulture;

"**Farming, Food and Environment Board**" means the farming, food and environment board provided for in paragraph 14.1;

"**general meeting**" means a meeting of the members convened in accordance with paragraph 19;

"**Governance Board**" means the governance board provided for in paragraph 14.1;

"**grower**" means a person engaged in the business of horticulture;

"**horticulture**" means the production of fruit, flowers, shrubs, plants, trees, hops, mushrooms, watercress, vegetables and potatoes;

"**Implementation Date**" means the date in 2024 on which the NFU's Annual General Meeting is held (as at the date of adoption, scheduled to be 21 February 2024);

"**land**" has the meaning ascribed to it in the Law of Property Act 1925;

"**Legal Assistance Scheme**" means the legal assistance scheme available to members of the NFU on a subscription basis and administered by the Legal Board;

"**Legal Board**" means the legal board provided for in paragraph 16;

"**member**" means any member of the NFU for the time being as set out in paragraphs 7.1 and 7.2 and any additional class(es) of membership created in accordance with paragraph 7.4.2;

"**National Commodity Boards**" means the national commodity boards provided for in paragraph 15.3 and, for the purpose of paragraph 14.3 only, shall also mean NFU Sugar;

"**National Commodity Board Selection Panel**" means the selection panel constituted for the purpose of selecting Appointed National Commodity Board Members in accordance with the Standing Orders;

"**National Officeholders**" means the President, the Deputy President and the Vice President of the NFU from time to time;

"**NFU Bodies**" means the bodies established and maintained pursuant to paragraph 8.2

and **"NFU Body"** shall mean any one of them;

**"NFU Cymru Commodity Board"** means a commodity board in Wales as provided for in paragraph 15.2;

**"NFU Mutual"** means the National Farmers Union Mutual Insurance Society Limited, trading as NFU Mutual;

**"NFU Sugar"** means the NFU Body established pursuant to paragraph 18.1;

**"non-voting members"** means such categories of non-voting membership as may be established by the Council in accordance with paragraph 7.2;

**"Non-Weighted Voting Matters"** means all matters to be determined by a vote of Council in accordance with this Constitution other than Weighted Voting Matters;

**"objects"** means the objects of the NFU set out in paragraph 5.1;

**"office"** means head office of the NFU from time to time;

**"officer"** means a person elected to one of the offices of the National Officeholders, the Director General and the Secretary;

**"ordinary resolution"** means:

- (a) in respect of a vote of the members in general meeting, a resolution passed by a simple majority of such members, who being entitled to do so, vote in person (including by electronic participation) or (where proxies and/or alternates are allowed) by proxy or by alternate or (in the case of a corporate member) by duly authorised representative at the meeting concerned;
- (b) in respect of a Weighted Voting Matter, a resolution passed by a simple majority of the votes cast in person (including by electronic participation) or by alternate in accordance with the Weighted County Voting System; and
- (c) in respect of a Non-Weighted Voting Matter, a resolution passed by a simple majority of Council Members, who being entitled to do so, vote in person (including by electronic participation) or by alternate at the meeting concerned.

**"person"** includes a firm of partners, a body corporate and any organisation, institution or other body of persons whether incorporated or otherwise;

**"property"** has the meaning ascribed to it in the Law of Property Act 1925;

**"region"** means a geographical division of the area of operation of the NFU comprising such counties as Council may from time to time determine, (at the date of the adoption of this revised Constitution, such regions are as set out in Appendix 1 to the Rules, subject to the Transitional Arrangements)

**"Regional Board"** means a regional board as provided for in paragraph 12;

**"Regional Commodity Board"** means a regional commodity board as provided for in paragraph 15.1;

**"Regional Director"** has the meaning ascribed to it in the Rules;

**"Rules"** means any rules made pursuant to paragraph 9.18 and includes regulations and Standing Orders made from time to time by Council for the conduct of the business of the NFU;

**"Secretary"** means the secretary of the NFU from time to time;

**"special resolution"** means:

- (a) in respect of a vote of the members in general meeting, a resolution passed by a majority of not less than three-fourths of such members, who being entitled to do so, vote in person (including by electronic participation) or (where proxies and/or alternates are allowed) by proxy or by alternate or (in the case of a corporate member) by duly authorised representative at the meeting concerned;
- (b) in respect of a Weighted Voting Matter, a resolution passed by a majority of not less than three-fourths of the votes cast in person (including by electronic participation) or by alternate in accordance with the Weighted County Voting System; and
- (c) in respect of a Non-Weighted Voting Matter, a resolution passed by a majority of not less than three-fourths of Council Members, who being entitled to do so, vote in person (including by electronic participation) or by alternate at the meeting concerned.

**"Standing Orders"** means the standing orders agreed and published from time to time by Council or the Governance Board (as the case may be);

**"statutory authority"** includes bodies granted statutory powers, national and local government and their departments, offices and agencies;

**"Transitional Arrangements"** means the transitional provisions set out in Schedule 1 to the Rules;

**"voting member"** means a Farmer & Grower Member and a Farmer & Grower Member Organisation (as each of those terms is defined);

**"Voting Counties"** means the counties and the Welsh counties;

**"Voting Representatives"** means the County Chairs, Council Representatives and Welsh Representatives, being those Council Members entitled to vote on Weighted Voting Matters;

**"Weighted County Voting System"** means the process set out in paragraph 9.14;

**"Weighted Voting Matters"** means:

- (a) the election of the National Officeholders in accordance with paragraph 10.3 or 10.6 (as the case may be);
- (b) the election of members of the Governance Board in accordance with paragraph 14.3;
- (c) the election of members of the Audit and Remuneration Committee in accordance with paragraph 17.1;
- (d) any decision to suspend or remove a National Officeholder in accordance with paragraph 10.8;
- (e) any amendment to this Constitution insofar as such amendment relates to the Weighted County Voting System (including, without limitation, any amendment to this definition of Weighted Voting Matters);
- (f) any amendment to the Rules insofar as such amendment relates to the Weighted County Voting System; and

- (g) any other matter which Council determines from time to time should be a weighted voting matter;

**"Welsh Council"** means the Welsh council provided for in paragraph 13;

**"Welsh counties"** means those Welsh counties set out in Appendix 2 to the Rules as the same shall be amended from time to time;

**"Welsh Representatives"** means the representatives of each Welsh county as notified to the Secretary from time to time by the Director of NFU Cymru;

**"year end"** means 31 October in every year, or such other date as Council may determine from time to time; and

**"Young Farmers' Club"** means the National Federation of Young Farmers' Clubs.

### **3 GENERAL DESCRIPTION**

- 3.1 The NFU is an unincorporated association the members of which are farmers, growers and others interested in agriculture, horticulture, rural areas and businesses, the countryside and/or the environment.
- 3.2 The geographical area of operation of the NFU shall be the countries of England and Wales.
- 3.3 Save as otherwise provided by the Constitution, the NFU and its property shall be administered and managed in accordance with this Constitution by Council.

### **4 SCOPE OF CONSTITUTION**

- 4.1 This Constitution (and any amendment thereof) and any Rules (and any amendment thereof) shall be an agreement between and be binding on every member and every body of the NFU.
- 4.2 Council is the sole authority for the construction and interpretation of the Constitution and any Rules from time to time. The decision of Council in determining any such construction or interpretation shall be final and binding on the members.

### **5 OBJECTS**

- 5.1 The objects of the NFU are:
- 5.1.1 to represent and promote the interests of farmers and growers, and others with an interest in agriculture, horticulture and the countryside;
- 5.1.2 to provide a full range of support services, including, but not limited to, political, professional, technical and commercial services to members of the NFU and to others with agricultural, horticultural and countryside interests where they do not conflict with the interests of members;
- 5.1.3 to provide legal services to members and to furnish funds for the prosecution or defence of legal actions or other legal or quasi-legal proceedings deemed to affect agricultural and horticultural interests;
- 5.1.4 to carry on or participate in any business or other activity which, in the opinion of Council, may be carried on in connection with any of the other objects;
- 5.1.5 to provide such other services and benefits to farmers and growers and others with an interest in agriculture, horticulture, rural areas and businesses, the countryside and/or the environment as the Governance Board shall from time

to time determine; and

5.1.6 such other objects as Council may from time to time determine in order to further the interests of farming, growing, agriculture, horticulture, rural areas and businesses, the countryside and/or the environment.

5.2 Each of the objects is to be separately interpreted in the broadest possible sense. None of the objects is to be interpreted in a way which would make it subordinate or incidental to another object.

## **6 POWERS**

In furtherance of the objects but not otherwise the NFU may exercise the following powers:

- 6.1 to carry on any activity which can in the opinion of Council be advantageously carried on in connection with or ancillary to any of the objects;
- 6.2 to improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the NFU;
- 6.3 to invest and deal with the moneys of the NFU not immediately required, in such manner as may from time to time be determined and to hold or otherwise deal with any investments made;
- 6.4 to lend and advance money or give credit on any terms and with or without security to any person, firm or company, to enter into guarantees, contracts of indemnity and sureties of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company;
- 6.5 to borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the NFU's property or assets (whether present or future), and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the NFU of any obligation or liability it may undertake or which may become binding on it;
- 6.6 to draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes and other negotiable or transferable instruments;
- 6.7 to enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the objects or any of them, and to obtain from any such government or authority any rights, privileges or concessions which the NFU may think desirable to obtain and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions;
- 6.8 to pay all or any expenses incurred in connection with the promotion of the NFU, or to contract with any person, firm or company to pay the same;
- 6.9 to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been employed by, or who are serving or have served the NFU and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants;



- 6.10 to apply for, promote, and obtain any Act of Parliament, order, or licence of any government department or other authority for enabling the NFU to carry any of its objects into effect, or for effecting any modification of the NFU's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the NFU's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the NFU's interests;
- 6.11 to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the NFU in the shape of donations, subscriptions or otherwise or for the purpose of further attainment of the objects of the NFU of any of them;
- 6.12 to take and accept any gifts of money, property or other assets subject to any special trust or not;
- 6.13 to enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interest or co-operation with any company, firm or person with interests similar to the objects of the NFU and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company;
- 6.14 to establish or promote or concur in establishing or promoting any other association, company or body whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of the NFU or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of the NFU, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company;
- 6.15 to purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which the NFU is authorised to carry on;
- 6.16 to amalgamate with any other organisation, association or company whose objects are to include objects similar to those of the NFU;
- 6.17 to do all or any of the things or matters aforesaid either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others; and
- 6.18 to do all such other things as may be deemed incidental or conducive to the attainment of the NFU's objects or any of them.

## **7 MEMBERSHIP**

### **7.1 Voting Membership**

Subject to any eligibility criteria determined from time to time in accordance with Rule 11.1, membership of the NFU shall be open to the following, who shall be voting members:

- 7.1.1 individuals who are farmers and/or growers and who are not in arrears of any subscriptions laid down from time to time by Council; and
- 7.1.2 any body corporate, firm of partners or other body of persons whether incorporated or otherwise which is engaged in farming and/or growing which is not in arrears of any subscriptions laid down from time to time by Council.

### **7.2 Non-Voting Membership**

Council may establish different classes of membership for individuals, bodies corporate and such other organisations who have an interest in the work of the NFU and set out their respective rights and obligations, save that any such category of membership shall be non-voting. The eligibility for such classes of non-voting membership shall be determined from time to time in accordance with Rule 11.1.

### **7.3 Refusal, Suspension and Termination of Membership**

The NFU may for any reason refuse an application for membership or suspend or terminate the membership of any member (whether they are voting or non-voting members) in accordance with the procedure set out in the Rules.

### **7.4 Changes to Membership**

Council may decide from time to time to:

- 7.4.1 adapt existing classes of membership;
- 7.4.2 add new classes of membership;
- 7.4.3 subject to paragraph 7.5, determine the privileges and benefits which attach to each class of membership (including, without limitation, their voting rights);
- 7.4.4 fix, amend and publicise the structure and rates of subscription which apply to each class of membership.

### **7.5 Determining voting status of additional classes of members**

Any additional class of membership created in accordance with paragraph 7.4.2 shall automatically be deemed to be non-voting membership unless determined otherwise by Council.

### **7.6 Subscriptions**

It shall be the obligation of all members to pay subscriptions on time and at the prescribed rates, in accordance with Rule 12.

### **7.7 Register of Members**

The NFU shall maintain a register of members.

### **7.8 Non-Members**

- 7.8.1 Council may admit to affiliation with the NFU any organisation, institution, association or other body of persons whether incorporated or otherwise which has objects similar to those of the NFU but such affiliation shall not confer any rights of membership of the NFU.
- 7.8.2 The NFU may provide services to any person who claims an interest in farming, the countryside or the environment and any person who is a member of a recognised profession or teaching body relating to the law, accountancy, land agency, valuation, rural economy, agriculture or otherwise and has paid any annual charges laid down from time to time by Council. The NFU may decide from time to time to adapt the services which attach to each class of person, extend the scope of the services to other classes of person or vary the charges made for the services but the provision of such services shall not confer any rights of membership.

## **8 GENERAL ORGANISATION**

## **8.1 National Organisation**

- 8.1.1 The area of operation of the NFU shall be divided geographically for electoral and organisational purposes into counties and regions.
- 8.1.2 Council may from time to time determine, after due consultation with interested parties, the number and geographical boundaries of the counties and regions and shall have the power to restructure counties and regions.
- 8.1.3 With the prior sanction of Council, counties and regions may be sub-divided geographically for electoral, consultative or organisational purposes but not otherwise.

## **8.2 NFU Bodies**

The NFU shall maintain the following bodies:

- 8.2.1 Council;
- 8.2.2 the Governance Board;
- 8.2.3 the Farming, Food and Environment Board;
- 8.2.4 the National Commodity Boards;
- 8.2.5 the Regional Commodity Boards;
- 8.2.6 the Welsh Council;
- 8.2.7 the Regional Boards;
- 8.2.8 the Legal Board;
- 8.2.9 the Audit and Remuneration Committee; and
- 8.2.10 such other boards and bodies as Council may determine from time to time in accordance with paragraph 18.

## **9 COUNCIL**

- 9.1 Council shall be the executive of the NFU and may exercise all the powers of the NFU except where the exercise of a power is reserved to the members in general meeting in accordance with this Constitution. Council may delegate its powers to the Governance Board, the Farming, Food and Environment Board and other bodies of the NFU and members of NFU staff and National Officeholders save where this Constitution provides otherwise, and such delegated authority must be used in accordance with any terms that Council provides.
- 9.2 Decisions of the Council shall be made by ordinary resolution, unless specified to the contrary in this Constitution.
- 9.3 **Council Members**

Council shall comprise the following:

- 9.3.1 the Council Representative of each county (other than the Isle of Wight);
- 9.3.2 the County Chair of each county;

- 9.3.3 the Welsh Representatives;
  - 9.3.4 the National Officeholders;
  - 9.3.5 the chairs of such National Commodity Boards as may be determined by Council from time to time in accordance with paragraphs 9.5 and 9.6;
  - 9.3.6 the chair of NFU Sugar;
  - 9.3.7 the chair of the Legal Board;
  - 9.3.8 a representative of the National Pig Association or its successor body (if any), such representative being notified in writing to the Secretary by the National Pig Association (or its successor body) from time to time;
  - 9.3.9 representatives of other agricultural associations as Council may determine from time to time, including but not limited to NFU Mutual, such representatives being notified in writing to the Secretary by the relevant association from time to time; and
  - 9.3.10 a representative of the Young Farmers' Club, such representative being notified in writing to the Secretary by the Young Farmers' Club from time to time.
- 9.4 Each county (other than the Isle of Wight) shall elect a Council Representative in accordance with the procedure set out in the Rules and each county shall elect a County Chair in accordance with the procedure set out in the Rules to represent such counties at meetings of Council.
- 9.5 At the date of the adoption of this revised Constitution, the National Commodity Boards whose chairs shall be members of Council pursuant to paragraph 9.3.5 are:
- 9.5.1 the Combinable Crops National Commodity Board;
  - 9.5.2 the Dairy National Commodity Board;
  - 9.5.3 the Livestock National Commodity Board;
  - 9.5.4 the Horticulture and Potatoes National Commodity Board; and
  - 9.5.5 the Poultry National Commodity Board.
- 9.6 Council may from time to time add to, remove from or substitute those National Commodity Boards whose chairs are Council Members.
- 9.7 The Secretary shall maintain a register of Council Members.
- 9.8 The proceedings of Council or any committee thereof or other body or officer deriving authority therefrom shall not be invalidated by any vacancy arising among the members of Council or by any failure to appoint or any defect in the appointment or qualification of a Council Member.
- 9.9 **Removal and Suspension of a Council Member**
- A Council Member shall cease to hold office if:
- 9.9.1 they are the subject of a written opinion by a registered medical practitioner who is treating that Council Member, addressed to the NFU, stating that that Council Member has become physically or mentally incapable of acting as a Council Member and may remain so for more than three months;

- 9.9.2 they die;
  - 9.9.3 they are declared bankrupt;
  - 9.9.4 absent without the permission of Council from all its meetings held within a period of six months and Council resolves that such office be vacated;
  - 9.9.5 it is determined by Council or by the Governance Board (or any sub-committee of its members constituted by it) that their conduct or behaviour is detrimental to the interests of NFU or otherwise in breach of any code of conduct in place from time to time;
  - 9.9.6 they notify Council of a wish to resign (but only if at least twenty members of Council will remain in office when the notice of resignation is to take effect); or
  - 9.9.7 they are a Council Member by virtue of holding a particular post specified in paragraph 9.3 and they cease to hold that post.
- 9.10 If a Council Member ceases to hold office by virtue of paragraph 9.9.1 to 9.9.6, any other NFU offices held by that individual, including but not limited to those set out at paragraph 9.3, shall also be deemed to terminate automatically unless the Council determines otherwise.
- 9.11 Notwithstanding the provisions of paragraphs 9.9.7 and 9.10, Council may require a county to suspend or remove a Council Representative or County Chair who has failed or refused to pay the relevant subscription and the county may appoint an alternative Council Representative or County Chair in their place, to hold office for the remainder of the term of the suspended or removed Council Representative or County Chair.
- 9.12 **Number and Notice of Council Meetings**

9.12.1 **Number of Meetings**

Council shall hold at least four ordinary meetings each year. A special meeting may be called at any time by a National Officeholder, the Secretary (at the request of a National Officeholder) or by any ten Council Members. Save in exceptional circumstances requiring a shorter notice period to be given in accordance with Rule 3.1, a special meeting shall be called on the following notice:

- (a) Where the matters to be discussed include the suspension or removal of a National Officeholder, upon not less than 21 clear days' notice being given to all Council Members; or
- (b) In all other circumstances, upon not less than fourteen clear days' notice being given to all Council Members .

9.12.2 **Notice of Meetings**

Notice of meetings of Council shall be given in accordance with the Rules.

9.13 **Electronic Participation in Council Meetings**

- 9.13.1 If the Governance Board so determines, Council Members may take part in a meeting of Council by being present in person or by alternate or by attendance electronically in person or by alternate, in accordance with Rule 4.10. Any Council Member who participating in a meeting electronically shall be deemed to be present at the meeting in person for the purposes of the Constitution and Rules.

9.13.2 In exceptional circumstances, the Governance Board may determine that the Council meeting need not be held in any particular place and may be held by electronic means without any number of those participating in the meeting being together in the same place.

**9.14 Votes of Council Members**

**9.14.1 Voting in respect of Weighted Voting Matters**

Voting by Council Members in respect of Weighted Voting Matters shall be effected by means of the system of weighted voting prescribed by the Rules, which shall allocate votes to the Voting Representatives based on the aggregate subscription income received from the voting members of the Voting Counties as such Voting Representatives represent.

**9.14.2 Voting in respect of Non-Weighted Voting Matters**

Voting by Council Members in respect of Non-Weighted Voting Matters shall be effected by means of a vote on a show of hands or in a secret ballot or by means of an electronic voting system in accordance with the Rules, in respect of which every Council Member present in person (including by electronic participation) or by alternate shall have one vote PROVIDED that the following Council Members are not entitled to vote: the Honorary Life Members of Council (in such capacity); representatives of other agricultural associations including NFU Mutual, and the representative of the Young Farmers' Club.

**9.15 Decisions in Writing**

A vote of Council on Non-Weighted Voting Matters may be taken at a Council Meeting or by a resolution in writing agreed by Council Members in accordance with paragraph 9.14. This resolution may consist of more than one document in the like form each signed by or otherwise agreed to by one or more than one person. For the avoidance of doubt, a Council Member may indicate their agreement to a resolution in writing by email or some other electronic form.

**9.16 Saving Provisions**

All acts bona fide done by the Council shall, notwithstanding it be afterwards discovered that there was some defect in a matter of procedure or otherwise, be as valid as if no procedural defect had been present.

**9.17 Proceedings at Meetings of Council**

The proceedings of Council shall be conducted in accordance with the Rules.

**9.18 Rules**

Council may from time to time make and alter rules for the conduct of its business and the business of the NFU and any of its bodies, including, without limitation, the summoning and conduct of its or their meetings, the election of representatives, the refusal suspension and termination of membership, and the custody of documents. No rule may be made which is inconsistent with this Constitution.

**9.19 Delegation of Authority**

9.19.1 In order to procure the timely and efficient administration of the business of the NFU, Council shall delegate the management of its affairs to the following individuals in the following manner, who shall have full authority to act on its behalf in relation to the matters so delegated:

- (a) Director General in relation to the day to day management, operations (including all staffing matters) and administration of the NFU;
- (b) each of the National Officeholders of the NFU in relation to representation and oversight of key industry issues of the NFU;
- (c) the President of NFU Cymru, in relation to representation and oversight of key industry issues of NFU Cymru; and
- (d) the Secretary, in relation to overseeing matters of interpretation of the Constitution and advising in relation to electoral procedures.

Such individuals shall comply with any terms of reference set out by the Council and shall fully and promptly report their acts and decisions to the Governance Board or the Farming, Food and Environment Board (as applicable).

9.19.2 Council may delegate such functions as it may from time to time determine to the following NFU Bodies:

- (a) the Governance Board, to oversee the NFU's governance, set the NFU's financial strategy and annual budget and manage the NFU's resources;
- (b) the Farming, Food and Environment Board, to oversee the NFU's policy priorities;
- (c) the Legal Board, to oversee the operation of the Legal Assistance Scheme; and
- (d) the Audit and Remuneration Committee, to carry out the functions set out in paragraph 17.

9.19.3 Council may, from time to time, appoint such other committees, working parties, forums or other bodies consisting of Council Members or others to carry out such functions as Council may deem necessary or desirable. Any such committees, working parties, forums or other bodies shall fully and promptly report their acts and decisions to Council (or to such other body as the Council may determine).

## 9.20 **Interests of members**

If a Council Member is interested in any contract or arrangement with the NFU (other than a contract or arrangement generally applicable to the membership) either directly or indirectly, they must notify the Secretary. Such Council Member may be counted in the quorum but may not vote in relation to any such contract or arrangement. The Governance Board may establish and maintain such other procedures to manage the conflicts of interest of Council Members as it may from time to time determine.

## 10 **NATIONAL OFFICEHOLDERS**

- 10.1 The National Officeholders of the NFU shall be the President, the Deputy President and the Vice President elected in accordance with the Constitution and the Rules.
- 10.2 Subject to the Transitional Arrangements, only current Farmer & Grower Members and any one representative from each current Farmer & Grower Member Organisation shall be eligible to stand as candidates for election to the offices of the National Officeholders.

- 10.3 Candidates for election to the offices of the National Officeholders may be nominated:
- 10.3.1 by twenty voting members;
  - 10.3.2 by resolution of a properly constituted meeting of a county; or
  - 10.3.3 by a resolution of a Regional Board.

Such members (or the secretary of the county meeting or Regional Board as the case may be) shall submit such nominations in writing to be received by the Secretary no later than thirty days before the date of the Council Meeting at which the election is to be held. Council Members may make nominations during the Council Meeting held for the purposes of the election in the event that a National Officeholder who is standing for re-election fails to secure the required majority as herein provided either where there are no other nominations in accordance with the provisions of this sub paragraph or where no candidate nominated in accordance with the provisions of this sub paragraph secures the support of an ordinary resolution of Council.

At a special meeting of Council called in accordance with paragraph 9.12.1, which has been convened for the purpose and held immediately after the conclusion of the Annual General Meeting, the National Officeholders shall be elected by Council in accordance with the Weighted County Voting System. Each candidate standing for election shall be entitled to address Council at such meeting for no more than three minutes. Each National Officeholder shall be eligible for re-election and shall hold office until their re-election, or the election of another person to the relevant office in their place, is declared in accordance with paragraph 10.5.

- 10.4 A member shall be elected as a National Officeholder for a term of two years by ordinary resolution of Council. If a candidate stands for re-election to the same National Officeholder post after an initial term of two years, they may be elected for a second term of two years by ordinary resolution of Council. If a candidate stands for re-election to the same National Officeholder post having already been elected for two successive terms of two years, they may only be re-elected to the same office for a further term by special resolution of Council. Subject to the Transitional Arrangements, no member may hold the same National Officeholder post for a consecutive period of more than six years, but may be re-elected to that post after an interval of at least four years has passed since the date on which they ceased to hold office.
- 10.5 All voting shall be carried out in accordance with the Rules and the results, including the number of votes cast for each candidate, shall be declared by the chair of the special meeting. Such declaration shall be conclusive save in the case of manifest error. On receipt of a written request from the relevant Regional Director, received within 30 days of the election, the Secretary shall notify such Regional Director of the votes cast by the County Chairs and Council Representatives of such region.
- 10.6 Council may elect a Council Member to fill a casual vacancy in any of the offices of National Officeholder and the person so elected shall hold office for the remainder of the term of office of the National Officeholder they have replaced. Any time served by an individual in filling a casual vacancy shall not count towards a National Officeholder's term of office for the purpose of calculating their maximum permitted term in office in accordance with paragraph 10.4.
- 10.7 Any National Officeholder who is elected or appointed to a political post, or such other position which Council determines compromises the political neutrality of the NFU, shall resign immediately from their post.
- 10.8 At a Council meeting specially convened for the purpose, Council may, by special resolution, suspend or remove a National Officeholder in accordance with the procedure set out in the Rules. A National Officeholder so removed shall also be deemed to automatically cease to hold any other NFU offices held by that individual.



- 10.9 The Audit and Remuneration Committee shall determine from time to time the sum which each of the National Officeholders shall receive.

## **11. COUNTY ORGANISATION – REPRESENTATIVES AND CHAIRS**

The Council Representative and County Chair shall be elected on two-year terms in accordance with the Constitution and Rules.

## **12. REGIONAL ORGANISATION**

- 12.1 The NFU shall establish a Regional Board in each region which shall comprise:
- 12.1.1 the County Chairs of each county in the region;
  - 12.1.2 the Council Representatives of each county in the region; and
  - 12.1.3 the chair of each of the Regional Commodity Boards.
- 12.2 Each Regional Board shall be governed by its own terms of reference adopted with the approval of Council which must not be inconsistent with the Constitution or the Rules and which it may amend from time to time subject to ratification by Council. Each Regional Board may determine its own schedule of meetings provided that it must meet at least twice in every year.
- 12.3 Each Regional Board shall elect a chair and a vice chair in accordance with the Rules, who shall be one of the Council Representatives or County Chairs on the Regional Board.

## **13. WELSH ORGANISATION/NFU CYMRU**

- 13.1 The NFU shall establish the Welsh Council as a Council for Wales, which shall work to further the NFU's objects in Wales and which shall be delegated all those functions which Council exercises in respect of the whole of the area of operation of NFU Cymru, provided that all acts and proceedings of the Welsh Council shall be fully and promptly reported to Council.
- 13.2 The Welsh Council may establish such boards including:
- 13.2.1 A NFU Cymru policy board, to oversee matters of policy for the NFU in Wales in accordance with terms of reference approved by Welsh Council under which it shall be governed from time to time;
  - 13.2.2 NFU Cymru Commodity Boards, in accordance with paragraph 15.2.
- 13.3 The Welsh Council shall be governed by its own terms of reference adopted with the approval of Council which must not be inconsistent with the Constitution or the Rules and which it may amend from time to time subject to ratification by Council.

## **14. NFU BOARDS**

- 14.1 Until such time as Council determines otherwise by special resolution, Council shall appoint and maintain a Farming, Food and Environment board and a Governance Board. The Governance Board shall have responsibility for overseeing the NFU's governance, setting the financial strategy, annual budget and management of the resources of the NFU. The Farming, Food and Environment Board shall have responsibility for determining the NFU's policy priorities and setting its work programme and addressing multi-sector issues.

### **14.2 Farming, Food and Environment Board**

14.2.1 The Farming, Food and Environment Board shall comprise:

- (a) the National Officeholders,
- (b) the President of NFU Cymru,
- (c) the chairs of each National Commodity Board,
- (d) the chair of NFU Sugar, and
- (e) the representative of the National Pig Association appointed to Council in accordance with paragraph 9.3.9.

It may also invite others to attend (but not vote at) its meetings where appropriate.

14.2.2 A National Officeholder, as agreed amongst their number from time to time, shall chair the Farming, Food and Environment Board.

14.2.3 The Farming, Food and Environment Board shall be governed by its own terms of reference adopted with the approval of Council which must not be inconsistent with the Constitution or the Rules and which it may amend from time to time subject to ratification by Council. The Farming, Food and Environment Board shall determine its own schedule of meetings provided that, save for in exceptional circumstances, it must meet at least 6 times and not more than 10 times a year.

### 14.3 **Governance Board**

14.3.1 The Governance Board shall comprise:

- (a) the National Officeholders,
- (b) the Director General,
- (c) the President of NFU Cymru, and
- (d) five individuals from amongst the National Commodity Board chairs and Regional Board chairs, each elected by Council, comprising either three National Commodity Board chairs and two Regional Board chairs, or three Regional Board chairs and two National Commodity Board chairs.

14.3.2 The National Commodity Board chairs and the Regional Board chairs who shall be members of the Governance Board shall be elected by Council at the next Council meeting held after the biennial election of the National Officeholders.

14.3.3 A National Commodity Board chair or a Regional Board chair shall be elected to the Governance Board for a period of two years by ordinary resolution of Council. They shall hold office for a period of two years or for the period that they hold office as National Commodity Board chair or Regional Board chair, whichever is the shorter period. Council shall have the power to fill any temporary vacancies as it sees fit, any such appointment, unless previously terminated, expiring on the second anniversary of the immediately preceding election pursuant to this paragraph 14.3.3.

14.3.4 A National Officeholder, as agreed amongst their number from time to time, shall chair the Governance Board.

14.3.5 The Governance Board shall be governed by its own terms of reference

adopted with the approval of Council which must not be inconsistent with the Constitution or the Rules and which it may amend from time to time subject to ratification by Council. The Governance Board shall determine its own schedule of meetings provided that, save in exceptional circumstances, it must meet at least 6 times in a year.

## **15 COMMODITY BOARDS**

### **15.1 Regional Commodity Boards**

15.1.1 The NFU may establish and maintain a Regional Commodity Board in each region in respect of the following commodities and interests:

15.1.1.1 combinable crops;

15.1.1.2 dairy;

15.1.1.3 livestock;

15.1.1.4 sugar;

15.1.1.5 horticulture and potatoes;

15.1.1.6 poultry; and

15.1.1.7 such other agricultural and environmental interests as Council may from time to time determine.

15.1.2 Each county shall have up to two representatives on each Regional Commodity Board of the region in which the county is situated. Each Regional Commodity Board shall be governed by terms of reference adopted with the approval of Council which must not be inconsistent with the Constitution or the Rules or the Standing Orders and which it may amend from time to time subject to ratification by Council.

15.1.3 Each Regional Commodity Board may determine its own schedule of meetings provided that, save for in exceptional circumstances, it must meet at least twice in every year.

15.1.4 Each Regional Commodity Board shall elect one of their members as a chair and one as a vice-chair.

15.1.5 Subject to paragraph 15.1.6, a Regional Commodity Board may co-opt additional members whether or not they are members of the NFU, provided that such co-opted members may not vote at meetings of the relevant Regional Commodity Board and may not be elected as chair.

15.1.6 Subject to the Transitional Arrangements and paragraph 15.1.7, each Regional Commodity Board member (including any co-opted member) shall be appointed for a term in office of two years, subject to a maximum permitted total of three terms in office.

15.1.7 If any Regional Commodity Board member has been elected as chair of their Regional Commodity Board and/or chair of their corresponding National Commodity Board pursuant to paragraph 15.4, in the event that their maximum term in office as a Regional Commodity Board member would otherwise prevent them from being eligible to continue to stand for election as chair of that Regional Commodity Board and/or National Commodity Board (as applicable), the maximum permitted term of office for that Regional Commodity Board member set out in paragraph 15.1.6 shall

accordingly be extended as follows:

- 15.1.7.1 in the case of election as Regional Commodity Board chair, for up to three further terms in office of two years each so as to enable that person, if so elected, to be chair of the Regional Commodity Board for up to three terms of two years; and
- 15.1.7.2 in the case of election as National Commodity Board chair, for up to a further three terms in office of two years each (in addition to those detailed in paragraph 15.1.7.1) so as to enable that person, if so elected, to be chair of the relevant National Commodity Board for up to three terms in office of two years each.

## 15.2 **NFU Cymru Commodity Boards**

The Welsh Council may establish and maintain NFU Cymru Commodity Boards in Wales in respect of such commodities as the Welsh Council may from time to time approve, having due regard to National Commodity Boards maintained by the NFU. The membership and governance arrangements of the NFU Cymru Commodity Boards shall be determined from time to time by Welsh Council and approved by the Council.

## 15.3 **National Commodity Boards**

### **Elected National Commodity Boards**

- 15.3.1 The NFU may establish and maintain National Commodity Boards in respect of the following commodities, which shall have the membership set out in paragraph 15.3.2:
  - 15.3.1.1 livestock;
  - 15.3.1.2 dairy;
  - 15.3.1.3 combinable crops; and
  - 15.3.1.4 such other agricultural and environmental interests as Council may from time to time determine (save in respect of a commodity or interest in respect of which a National Commodity Board is then currently maintained pursuant to paragraph 15.3.4 below).
- 15.3.2 Subject to paragraph 15.3.5, the membership of the National Commodity Boards established pursuant to paragraph 15.3.1 shall comprise the following individuals:
  - 15.3.2.1 the chairs of each Regional Commodity Board and the chair of the NFU Cymru Commodity Board in respect of the relevant commodity or interest;
  - 15.3.2.2 a second representative from each region and from NFU Cymru in respect of the relevant commodity or interest, appointed in accordance with the Standing Orders;
  - 15.3.2.3 any Appointed National Commodity Board Members appointed in accordance with paragraph 15.3.3; and
  - 15.3.2.4 the chair of each of the north uplands group and the south uplands group (each established under the Standing Orders) shall ex officio be members of a National Commodity Board

determined automatically by reference to the commodity to which that chair is aligned.

- 15.3.3 Each National Commodity Board established or maintained pursuant to this paragraph 15.3.1 may have up to four additional Appointed National Commodity Board Members selected by the relevant National Commodity Board Selection Panel in accordance with the procedures set out in the Standing Orders. Appointed National Commodity Board Members shall not have the right to vote.
- 15.3.4 Each Appointed National Commodity Board Member and National Commodity Board Member appointed in accordance with 15.3.2.2 shall be appointed for a term of two years, subject to a maximum permitted total of three terms, in accordance with Standing Orders (and subject to the Transitional Arrangements).
- 15.3.5 Each National Commodity Board established or maintained pursuant to paragraph 15.3.1 shall have up to 13 members (other than co-opted members and ex officio members pursuant to paragraph 15.3.2.4).
- 15.3.6 Each National Commodity Board shall elect a chair from amongst the members set out in paragraph 15.3.2.1, subject to paragraph 15.4.

#### **Selected National Commodity Boards**

- 15.3.7 National Commodity Boards in respect of the following commodities may be established and maintained:
  - 15.3.7.1 horticulture and potatoes;
  - 15.3.7.2 poultry; and
  - 15.3.7.3 such other agricultural and environmental interests as Council may from time to time determine (save in respect of a commodity or interest in respect of which a National Commodity Board is then currently maintained pursuant to paragraph 15.3.1 above).

Each National Commodity Board established or maintained pursuant to paragraph 15.3.7 shall have up to 12 members (other than co-opted members) as determined from time to time by the Governance Board. Members shall be selected from nominees made by members who are active within the relevant commodity sector by a selection committee appointed for the purpose by the President.

Each National Commodity Board shall elect a chair from amongst their number, subject to paragraph 15.4

#### **General provisions relating to National Commodity Boards**

- 15.4 Each National Commodity Board shall elect a chair for a term of two years, subject to a maximum permitted total of three terms, in accordance with the Standing Orders (and subject to the Transitional Arrangements).
- 15.5 Each National Commodity Board shall be governed by its own terms of reference adopted with the approval of Council which must not be inconsistent with the Constitution or Rules or the Standing Orders and which it may amend from time to time subject to ratification by Council. Each National Commodity Board may determine its own schedule of meetings provided that, save for in exceptional circumstances, it must meet at least twice in every year.
- 15.6 A National Commodity Board may co-opt additional members whether or not they are

members of the NFU, provided that such co-opted members may not vote at meetings of the relevant National Commodity Board and may not be elected as chair.

## **16 LEGAL BOARD**

- 16.1 A Legal Board, shall be established and maintained with responsibility for the management and strategy of the Legal Assistance Scheme and its funds. The Legal Board shall be made up of one subscriber to the Legal Assistance Scheme nominated by each of the Regional Boards and the Welsh Council (each of whose appointments shall be ratified by the Governance Board), together with up to two additional members who shall be appointed by the Legal Board and ratified by the Governance Board to meet any additional skills requirements. In the event that a nomination is not ratified by Governance Board, the relevant Regional Board or the Welsh Council shall be informed of the decision and asked for an alternative nomination.
- 16.2 The Legal Board shall be governed by its own terms of reference adopted with the approval of Council which must not be inconsistent with the Constitution or the Rules and which it may amend from time to time subject to ratification by Council.

## **17 AUDIT AND REMUNERATION COMMITTEE**

- 17.1 An Audit and Remuneration Committee, the members of which shall be five Council Members, subject to paragraph 17.2, elected biennially by Council and shall be established and maintained with responsibility for the review of the NFU's financial procedures and setting the honoraria of those entitled to the same in accordance with paragraph 20.4.
- 17.2 A member of Council shall not be eligible to be a member of the Audit & Remuneration Committee if they are:
- 17.2.1 a member of the Governance Board;
  - 17.2.2 a member of the Food, Farming and Environment Board;
  - 17.2.3 a member of the Legal Board;
  - 17.2.4 the representative of the Young Farmers' Club appointed to Council in accordance with paragraph 9.3.10; or
  - 17.2.5 any other agricultural association representative appointed to Council in accordance with paragraph 9.3.9.
- 17.3 The Audit and Remuneration Committee shall be governed by its own terms of reference adopted with the approval of Council which must not be inconsistent with the Constitution or the Rules and which it may amend from time to time subject to ratification by Council.
- 17.4 The Audit and Remuneration Committee may co-opt an additional member from outside Council who has significant and relevant financial qualifications and experience and need not be a member of the NFU.

## **18 OTHER BODIES**

- 18.1 Council may from time to time establish, maintain and discontinue such other bodies as it deems necessary or desirable to carry out the functions, and further the objects, of the NFU, including, without limitation:
- 18.1.1 any board or committee which Council deems necessary or desirable in order to discharge any function which may be delegated to the NFU

pursuant to applicable law or regulation and including, at the date of adoption of this revised Constitution, NFU Sugar; and

- 18.1.2 any groups which Council deems necessary or desirable in order to consider any cross-sector issues or other issues relevant to the NFU.
- 18.2 Each such body shall be governed by its own terms of reference adopted with the approval of Council which must not be inconsistent with the Constitution or the Rules and which it may amend from time to time subject to ratification by Council.

## **19 GENERAL MEETINGS OF THE NFU**

### **19.1 Annual General Meeting**

- 19.1.1 There shall be an Annual General Meeting of the NFU which shall be held within six months of the relevant financial year end or as soon as practicable thereafter, provided that, save for in exceptional circumstances, a period of no longer than 18 months shall elapse between Annual General Meetings.
- 19.1.2 Every Annual General Meeting shall be called by Council or if Council fails to do so, by the President.
- 19.1.3 The business to be transacted at the Annual General Meeting shall include the following matters:
  - 19.1.3.1 the appointment of the auditors for the succeeding year;
  - 19.1.3.2 the presentation of the report of the Director General for the preceding year;
  - 19.1.3.3 the presentation of the audited accounts of the NFU for the preceding year; and
  - 19.1.3.4 any other relevant business of which notice has been given to the Secretary by any member entitled to vote at the meeting by the time limit prescribed in paragraph 19.3.5.

### **19.2 Extraordinary General Meetings**

- 19.2.1 All other general meetings shall be called Extraordinary General Meetings.
- 19.2.2 Council or the Governance Board may convene an Extraordinary General Meeting whenever it thinks fit. An Extraordinary General Meeting shall also be convened by the President on receipt of a requisition in writing by at least 500 members in accordance with the Rules, specifying the business required to be conducted at the meeting.

### **19.3 Notice of General Meetings**

- 19.3.1 Notice of a general meeting shall be given to all voting members.
- 19.3.2 An Annual General Meeting shall be called by not less than 30 clear days' notice, and any other extraordinary general meeting by not less than 21 clear days' notice.
- 19.3.3 Every notice calling a general meeting shall specify the place, day and time of the meeting and there shall appear with reasonable prominence in every such notice a statement that a voting member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him.

19.3.4 The notice shall specify the general nature of the business to be transacted at the meeting and in the case of an Annual General Meeting, the notice shall also specify the meeting as such.

19.3.5 Any member may, by written notice to the Secretary, give notice of any other relevant business such member wishes to be considered at an Annual General Meeting. The relevance of such business and its inclusion for consideration within the Annual General Meeting shall be determined by the Secretary. Such notice must be received by the Secretary by not later than:

19.3.5.1 12 weeks before the Annual General Meeting; or,

19.3.5.2 if later, the time at which notice is given of the Annual General Meeting.

19.3.6 The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any person entitled to receive such notice, shall not invalidate the proceedings at any general meeting.

#### 19.4 **Votes of Members**

Every voting member present in person (including by electronic participation), by proxy or by duly authorised representative, shall have one vote on a show of hands or on a poll.

#### 19.5 **Meeting attendance**

Subject to paragraph 19.6.3, every voting member shall have the right to attend the meeting in person, by proxy or by duly authorised representative (as applicable).

#### 19.6 **Electronic General Meetings**

19.6.1 Any general meeting may be held by suitable electronic means at the discretion of the Governance Board. For this purpose 'suitable electronic means' includes holding or participating in a general meeting by way of video conference, online broadcast or conference telephone or similar equipment designed to allow everybody so participating to take part in the meeting.

19.6.2 Taking part in this way will be treated as being present in person at the meeting. Meetings will be treated as taking place where the largest group of the participants are or, if there is no such group, where the Chair is.

19.6.3 In the event that the Governance Board determines that a General Meeting should be held by suitable electronic means, a member (or their proxy or duly appointed authorised representative) will not have the right to attend the meeting physically in person and the Governance Board shall determine the most effective means of enabling members' participation in the meeting.

#### 19.7 **Proceedings of General Meetings**

The proceedings of general meetings shall be conducted in accordance with the Rules.

## 20 **FINANCE AND ADMINISTRATION**

### 20.1 **Income and Expenditure**

20.1.1 The income of the NFU is derived from:

20.1.1.1 subscriptions paid by members;



- 20.1.1.2 sales of goods and services;
  - 20.1.1.3 fees and subventions paid by affiliated organisations;
  - 20.1.1.4 income derived from the ownership of property, investments and other assets; and
  - 20.1.1.5 other donations, contributions and bequests including, without limitation, those of its former county branches.
- 20.1.2 The income of the NFU, including all donations, contributions and bequests, shall be paid into an account operated by the Governance Board in the name of the NFU at such bank as the Governance Board shall from time to time determine. All drawings on the account must be certified by signatories in accordance with procedures duly authorised by the Governance Board.
- 20.1.3 The funds belonging to the NFU shall be applied only in furthering the objects.
- 20.1.4 Subject to such delegated authorities as are validly agreed from time to time, no financial liability shall be incurred by or on behalf of Council without the approval of the Governance Board.

## 20.2 **Property**

- 20.2.1 Subject to the provisions of paragraph 20.2.3, Council shall cause the title to:
- 20.2.1.1 all property held by or in trust for the NFU; and
  - 20.2.1.2 all investments held by or on behalf of the NFU,
- to be vested in a corporation entitled to act as custodian trustee. The trust corporation may be removed by Council at its discretion and shall act in accordance with the lawful directions of the Governance Board. Provided it acts only in accordance with the lawful directions of the Governance Board, the trust corporation shall not be liable for the acts and defaults of the Council Members.
- 20.2.2 The corporation which shall act as custodian trustee shall be the National Farmers' Union Trust Company Limited or such other trust corporation as Council may from time to time determine by special resolution.
- 20.2.3 If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the NFU, Council may permit any investments held by or in trust for the NFU to be held in the name of a clearing bank, trust corporation or any stock broking company which is authorised by the Financial Conduct Authority (or any successor body) as nominee for Council, and may pay such a nominee its reasonable and proper remuneration for acting as such.

## 20.3 **Accounts and Audit**

Council shall comply with its statutory obligations with regard to:

- 20.3.1 the keeping of accounting records for the NFU;
- 20.3.2 the preparation of annual statements of account for the NFU; and
- 20.3.3 the auditing or independent examination of the statements of account of the

NFU.

**20.4 Honorarium**

Subject to the approval of, and on the terms and in the amounts authorised by, the Audit and Remuneration Committee, the following shall be entitled to honorarium on the recommendation of the Governance Board:

20.4.1 the National Officeholders and the President of NFU Cymru;

20.4.2 the chairs of National Commodity Boards;

20.4.3 the members of National Commodity Boards;

20.4.4 the chair of the Legal Board;

20.4.5 the chair of the Audit and Remuneration Committee (the Chair of the Audit and Remuneration Committee shall abstain from voting in relation to any proposals or resolutions regarding their honorarium);

20.4.6 the chairs of the Regional Boards who are during the relevant period elected to the Governance Board;

20.4.7 the County Chairs; and

20.4.8 such other person as the Governance Board from time to time determine.

**21 MISCELLANEOUS**

**21.1 Alterations to the Constitution**

21.1.1 Subject to the following provisions of this paragraph, the Constitution may be altered by a special resolution of Council from time to time. The notice of the Council meeting at which such a resolution is to be proposed must include notice of the resolution which shall set out the terms of the alteration proposed.

21.1.2 No amendment may be made to Paragraphs 1, 4, 5 and 6 or this paragraph 21.1 without the consent of a special resolution of the members at general meeting.

21.1.3 No amendment may be made which would have the effect of changing the legal status of the NFU without the consent of a special resolution of the members at general meeting.

21.1.4 At the Annual General Meeting immediately following the meeting of Council at which any amendment made under this paragraph 21.1 was adopted Council shall publish the details of the amendment and their reasons for it.

**21.2 Dissolution**

If Council decides that it is necessary or advisable to dissolve the NFU it shall call a general meeting of the NFU. If the proposal is approved by a special resolution of the members, Council shall have power to realise any assets held by or on behalf of the NFU. Any assets remaining after the satisfaction of any debts and liabilities shall be given or transferred to such other institution or institutions having objects similar to the objects of the NFU as the members of the NFU may determine or failing that shall be applied for some other suitable purpose.

**21.3 Removal and Suspension of an elected officer of the NFU or member of a NFU Body**

An elected officer of the NFU or a member of an NFU Body shall cease to hold office if:

21.3.1 they are the subject of a written opinion by a registered medical practitioner who is treating that person, addressed to the NFU, stating that the individual has become physically or mentally incapable of acting in their role and may remain so for more than three months;

21.3.2 they die;

21.3.3 they are declared bankrupt;

21.3.4 it is determined by Council or by the Governance Board (or any sub-committee of its members constituted by it) that their conduct or behaviour is detrimental to the interests of NFU or otherwise in breach of any code of conduct in place from time to time;

21.3.5 they are absent without the permission of the relevant NFU Body from all its meetings held within a period of six months and Council or the relevant NFU Body resolves that such office be vacated;

21.3.6 they notify the relevant NFU Body of a wish to resign; or

21.3.7 in the case of the National Officeholders, they are suspended or removed pursuant to paragraph 10.7 or 10.8.

21.4 If an elected officer of the NFU or a member of an NFU Body ceases to hold office by virtue of paragraph 21.3, any other NFU offices held by that individual shall also be deemed to terminate automatically.

21.5 Notwithstanding the generality of paragraph 21.4, Council or the Governance Board (or any sub-committee of its members constituted by it) may require a county or region to suspend or remove any elected, appointed or co-opted board member of the NFU or the Welsh Council who Council or the Governance Board (or any sub-committee of its members constituted by it) determines is not a fit and proper person for the post and appoint an alternative member to serve in their place until the end of the elected officer's term.

21.6 A Regional Board or Welsh Council may require any elected, appointed or co-opted board member of the NFU or Welsh Council from their region to stand down in the event they become subject to an investigation, criminal or civil, which could bring the NFU into disrepute. That Regional Board or Welsh Council may then appoint an alternative member to serve in their place until the end of the elected officer's term.

**21.7 Provision of Services, Exclusion of Liability**

The NFU shall not, and none of its officers, servants, employees or agents shall be liable for any loss (including without limitation consequential loss), costs or expenses, (in each case) of whatever nature, which may arise out of or in consequence of or in connection with any advice (whether legal or otherwise) given by or on behalf of the NFU, provided that the foregoing shall not apply in respect of death or personal injury resulting from negligence.

**21.8 Questions about procedures**

Any person or body shall refer any question relating to the application of procedures and administrative arrangements of the Constitution, Rules or Standing Orders to the Secretary for determination.

**21.9 Arrangements for transition and adoption of revised Constitution**

In the event that amendments to this Constitution are approved by Council pursuant to paragraph 21.1.1 which require the consent of members pursuant to paragraph 21.1.2, until the general meeting at which such consent is given the previous Constitution shall continue to apply but subject to any rules regarding such transitional arrangements as may be made by Council. With effect from the conclusion of the meeting at which such consent is given, the Constitution as amended shall enter into full force and effect and any rules made pursuant to this paragraph 21.6 shall cease to be of any further force and effect.

**21.10 Inconsistency of Terms**

To the extent that there is any inconsistency between the terms of this Constitution, the Rules or any terms of reference of any body of the NFU, the terms of this Constitution shall prevail.