

ROYAL JERSEY AGRICULTURAL & HORTICULTURAL SOCIETY

CONSTITUTION & FUNDAMENTAL RULES

Agreed 10th February 2009 at EGM of the RJA&HS (Replacing rules agreed 16/10/2006)

CONSTITUTION

TITLE

1. The name of this organisation shall be The Royal Jersey Agricultural & Horticultural Society (“the Society”).

STATUS

2. The Society was founded on 26th August 1833 and was incorporated by an Act of the States of Jersey dated 13th March 1884 (“the 1884 Act”) under the title “*La Société Royale d’Agriculture et d’Horticulture de Jersey.*”
3. The Society is a ‘not for profit’ organisation consisting of two departments, Agriculture and Horticulture, whose activities support the objects of the Society.
4. The Society shall consist of Honorary and Subscribing Members whose numbers shall be unlimited and be open to all who are engaged in agriculture or horticulture or who have an interest in the object of the Society.

OBJECT OF THE SOCIETY

5. The object for which the Society was established, as set out in the preamble to the 1884 Act, was to encourage the development of agriculture and horticulture and in furtherance of that object the Society will -
 - 5.1. promote the Island’s rural culture, encourage the production of local produce and protection of the farmed countryside;
 - 5.2. encourage the practice of good agriculture and horticulture in Jersey through shows, exhibitions, competitions, demonstrations, lectures, publications, visits and any other means;
 - 5.3. promote and encourage the breeding of superior cattle of the Jersey breed and to administer the register of cattle known as the Jersey Herd Book in accordance with the rules set out therein;
 - 5.4. provide and develop services to members and others in support of these objects and maintain a source for information relating to agriculture and horticulture in Jersey; and
 - 5.5. represent the interests of members in promoting these objects in the Island and elsewhere.

PATRONS

6. The Patron of the Society is Her Majesty The Queen.
7. The Vice Patrons of the Society are the Lieutenant Governor of Jersey, the Bailiff of Jersey and the Dean of Jersey.
8. The Annual General Meeting of the Society may, at its discretion, and on the nomination of the Council of the Society, elect additional Vice Patrons.

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GOVERNANCE

9. The income and assets of the Society, from wherever derived, shall be applied solely in promoting the objects of the Society and no distribution shall be made to its members in cash or otherwise.
10. The Society shall be administered by a Council consisting of the Officers of the Society and up to three further members elected for such purpose at the Annual General Meeting.
11. The Agricultural and Horticultural Departments shall each be administered by a General Committee elected for such purpose at the Annual General Meeting.

FUNDAMENTAL RULES

MEMBERSHIP

12. The Society shall have four kinds of membership, namely Honorary Life Members and Subscribing Members who shall be Individual Full Members, Joint Full Members or Junior Members.
13. Applications for membership shall be made on the appropriate form and are deemed to be an acceptance by the applicant to abide by the rules and regulations of the Society and of the spirit in which it was founded.
14. Honorary Life Membership is the highest honour the Society can bestow on an individual in recognition of outstanding service or achievement.
 - 14.1. The award of Honorary Life Membership may be made at the discretion of the Council at the Annual General Meeting of the Society.
 - 14.2. The recipients of Honorary Life Membership shall enjoy the privileges of membership of the Society for life without subscription.
 - 14.3. A maximum of one such award may be made each year.
 - 14.4. Nominations for such an award may be made by any member in writing to the Council at any time.
15. Subscribing Members shall enjoy the privileges of membership of the Society and shall consist of:
 - 15.1. Individual Full Members who are individuals who have attained the age of eighteen, corporate bodies or partnerships who pay an annual subscription. Each member shall enjoy the right to cast one vote at meetings.
 - 15.1.1. In the case of corporate bodies or partnerships the application for membership must be accompanied by the name of an individual over the age of eighteen years who shall cast any votes entitled to the membership at meetings.
 - 15.1.2. Changes of representative are to be notified in writing to the office.
 - 15.1.3. A representative of a body of persons may hold office in the Society but shall do so in his or her own name. Any office thus held shall not be transferable to

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another representative or even to the holder in another capacity, but shall become vacant immediately that representation is terminated.

- 15.2. Joint Full Members who are married couples who pay an annual subscription at the rate of one and a half times that of the Individual Full Membership, with both individuals enjoying the right to vote and all other privileges of membership. (Amended 2012.04.30)
- 15.3. Junior Members who are individuals under the age of eighteen at the time of joining, who pay an annual subscription, who enjoy all the privileges of membership with the exception of the rights to vote and stand for election and who may continue as Junior Members until the end of the calendar year in which they become eighteen years of age PROVIDED ALWAYS that any such member may apply to be an Individual Full Member at any time after attaining the age of eighteen years and paying the appropriate subscription.
16. Subscriptions shall be fixed annually at the Annual General Meeting of the Society and come into effect for the following membership year.
17. Annual subscriptions are due on the 1st day of January each year and no person whose subscription remains unpaid by the 31st day of March may claim privileges of membership until such time as the overdue subscription is paid. Membership will automatically cease if the overdue subscription remains unpaid at the end of the year in which it is due.
18. Members of the Society shall enjoy the following privileges;
- 18.1. The right (save in the case of Junior Members as aforesaid) to stand for election and serve as a member of the Council of the Society or any Committee of the Society or of either Department.
- 18.2. The right (save in the case of Junior Members as aforesaid) to vote at all meetings of the Society, each eligible member being entitled to cast one vote. In the instance that a member may also be the voting representative for other memberships the maximum number of votes that may be cast by any one individual is two.
- 18.3. The right to take part in shows and events organised by the Society subject to the regulations of those events.
- 18.4. The right to use the facilities of the Jersey Herd Book subject to such rules pertaining at the time and as agreed by the Agricultural Committee.
- 18.5. The right to use any facility of the Society subject to such policies and rules as may be in force at any time.
19. The Council may expel a member, or withdraw privileges of membership, if it is satisfied that the member has been in material contravention of any of the rules or regulations of the Society or has acted in such a way as to bring or to be calculated to bring the reputation of the Society into disrepute.
- 19.1. Any member so affected may appeal against the Council's decision to a special committee of Members ("the Appeal Committee") constituted for that purpose and consisting of the President, as Chairman, together with three other members of the

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Society who are not members of the Council; one nominated by the Council, one nominated by the individual concerned and one nominated by the President.

19.2. The decision of the Appeal Committee shall be final and binding.

OFFICERS

20. The Officers of the Society shall be the President, Vice President for Agriculture, Vice President for Horticulture, Treasurer of the Agricultural Department, Treasurer of the Horticultural Department and Secretary, who shall all be members of the Society.

21. The Officers, with the exception of the Secretary, shall be elected by members of the Society at the Annual General Meeting.

21.1. These Officers will hold office for three consecutive years and will be eligible for re-election for one further period of three years after which there must be an interval of one year before being eligible for re-election to the same office.

21.2. A Treasurer may be re-elected without interval where no other nominations are received and the majority of members present agree.

21.3. A vacancy in any of these offices occurring during any term shall be filled at an Extraordinary General Meeting of members called for that purpose and the Officer so elected shall complete the term of the office rendered vacant and shall be eligible for re-election for two further terms.

21.4. Nominations for each office shall be made on a form approved by the Council, duly proposed and seconded by members of the Society and received at the office of the Society not later than 21 days prior to the General Meeting, and shall be published in the convening notice of that meeting which shall vote only on nominations so received.

22. Subject always to Rule 36 the Secretary shall be appointed by the Council for such term, and at such remuneration, as it may think fit. The Secretary shall not cast any vote on the Council of the Society.

DUTIES OF OFFICERS

23. The President shall perform all duties as ordinarily pertain to the office of President and preside over all meetings of the Council of the Society and all General Meetings of members. In the absence of the President the Vice President with seniority of service shall preside.

24. The Vice President for Agriculture shall chair all meetings of the General Committee of the Agricultural Department (“**the Agricultural Committee**”).

25. The Vice President for Horticulture shall chair all meetings of the General Committee of the Horticultural Department (“**the Horticultural Committee**”).

26. The Treasurers of each Department shall with the assistance of the Secretary:

26.1. have custody of their respective Departmental funds and assets; and

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- 26.2. prepare an income and expenditure budget which shall form the basis of authorised expenditure for their respective Department, and
- 26.3. ensure that audit procedures are in place to enable a report to be presented to the members at the Annual General Meeting.
- 27. The Secretary shall ensure that, for the meetings of Council together with any General Meetings of members, proper notice is given, attendance records are kept and that minutes are taken and preserved. The Secretary shall also ensure that proper records are kept of the register of members and safeguard the seal of the Society.

COUNCIL

- 28. The Council shall comprise the officers and other Members elected as is hereinafter provided in Rule 31.
- 29. The Council shall meet for the dispatch of business, adjourn and otherwise regulate its meetings as may be necessary. Questions arising at any meeting shall be decided by a majority resolution. In the case of an equality of votes the Chairman will have a second or casting vote.
- 30. A simple majority of voting Council members present shall form a quorum.
- 31. Three further members shall be elected to the Council by the membership at the Annual General Meeting.
 - 31.1. These Council members will hold office for three consecutive years and will be eligible for re-election for one further period of three years after which there must be an interval of one year before being eligible for re-election to the same office.
 - 31.2. Nominations for the office of Council Member shall be made on a form approved by the Council, duly proposed and seconded by members of the Society and received at the office of the Society not later than 21 days prior to the Annual General Meeting, and shall be published in the convening notice of that meeting which shall vote only on nominations so received.
 - 31.3. A vacancy in this office occurring during any term may be filled by an appointment of the Council until the next Annual General Meeting. A council member so appointed will be eligible for election for two further terms.
- 32. Any three members of Council may request the President to convene a meeting of Council, which shall be held at the earliest opportunity. The President may call a meeting of the Council at any time.
- 33. The Council shall have responsibility for:
 - 33.1. The overall policy of the Society and co-ordination of the work of the two departments;
 - 33.2. Any overall financial matters relating to the Society, including the safeguarding of assets belonging to the Society or either Department, the appointment of authorised signatories, and arranging for the accounts to be audited by a properly qualified auditor.

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- 33.3. The employment and remuneration of staff necessary to run the affairs of the Society, including the issuing of employment contracts through a delegated Staff Committee consisting of two members of Council, and the apportionment between the two Departments of the cost of such employment and other administration expenses of the Society.
- 33.4. The purchase, sale, lease, mortgage or charging of any real estate, together with the maintenance of all real estate belonging to the Society with due regard to the Department which derives benefit there from.
- 33.5. Undertaking or authorising a Department of the Society to undertake the establishment, purchase or otherwise acquisition of all, or part of, any business which may be considered to relate to or be conducive to the attainment of the object of the Society.
34. The Council may co-opt additional non-voting members with particular skills from time to time.
35. The Council shall maintain accurate minutes of its proceedings.

EMPLOYEES

36. A Chief Executive Officer may be appointed by the Council to supervise the proceedings and operations of the Society. The Chief Executive Officer shall also be the Secretary of the Society unless otherwise decided by the Council.
37. In the event that no Chief Executive Officer has been appointed the Council may delegate to an employee any duty or obligation of the Chief Executive Officer.
38. The Council may appoint further employees as are deemed necessary for the fulfilment of the objects of the Society.

FINANCE

39. The financial year of the Society shall be the calendar year.
40. The assets of the Society may be held in its name or in the name of either Department. Each Department shall derive any income arising from assets held in their name.
41. Income derived from subscriptions shall be applied equally to the two Departments.
42. The Society and Departments shall maintain accounts at a bank or banks authorised by the Jersey Financial Services Commission to carry on banking business in Jersey.
43. The Treasurers shall have responsibility for all matters relating to the running of the Department's financial affairs. The Council shall appoint persons authorised to sign on behalf of the Society and the General Committees shall appoint persons authorised to sign on behalf of each Department respectively.

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AGRICULTURAL & HORTICULTURAL GENERAL COMMITTEES

44. The Agricultural Committee shall consist of the President, Vice President for Agriculture, Treasurer of the Agricultural Department and five other members. (Amended 2014.04.24)
45. The Horticultural Committee shall consist of the President, Vice President for Horticulture, Treasurer of the Horticultural Department and five other members. (Amended 2014.04.24)
46. A quorum for either Committee shall be formed by a simple majority of the voting members of that Committee. Questions arising at any meeting shall be decided by a majority resolution. In the case of an equality of votes the Chairman will have a second or casting vote.
47. The Agricultural Committee shall be responsible for all matters relating to the Agricultural Department, including:
 - 47.1 All financial matters relating to the Department, including the preparation of income and expenditure budgets and the appointment of authorised signatories.
 - 47.2 The administration of the Jersey Herd Book, the setting of Herd Book fees, and the maintenance of the Herd Book Rules.
 - 47.3 The administration and regulation of cattle shows and competitions including the appointment of persons required to act as judges.
 - 47.4 The promotion of the Jersey breed of dairy cow.
 - 47.5 Representation of the Department's interest in any other matter.
 - 47.6 The documentation of all Department proceedings including the maintenance of accurate minutes of its meetings.
48. The Horticultural Committee shall be responsible for all matters relating to the Horticultural Department, including:
 - 48.1 All financial matters relating to the Department, including the preparation of income and expenditure budgets, the appointment of authorised signatories and the documentation of all Department proceedings.
 - 48.2 The making and amendment of regulations to govern the conduct of exhibitions, competitions and shows held by the Department.
 - 48.3 Visiting or appointing Committee members to visit premises being used by a competitor, exhibitor or participant, with prior notice.
 - 48.4 Representation of the Department's interest in any other matter.
 - 48.5 The documentation of all Department proceedings including the maintenance of accurate minutes of its meetings.
49. The General Committees may each appoint, supervise and dissolve sub-committees of which the members shall be members of the Society to carry out such aspects of the work of the Committee as it may stipulate.

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- 49.1 Sub-committees shall be chaired by a General Committee member who may with the previous agreement of the General Committee co-opt such other members of the Society on to the sub-committee as is felt by him or her necessary.
- 49.2 The chairman of a sub-committee shall report regularly to the Council upon its work either orally or in writing.
- 49.3 No sub-committee shall have the authority to spend Department funds or charge its assets or incur liabilities without the prior approval of the General Committee or Council.
- 49.4 All sub-committees shall maintain minutes of their proceedings and a written record of the resolutions passed by them of which copies approved as accurate by their chairman shall be submitted to the General Committee of the Department.
50. Members of the General Committees, other than the Officers, shall be elected at the Annual General Meeting subject to that which is set out in Rule 50.3.
 - 50.1 Committee Members shall serve for a term of three years and will be eligible for re-election for one further term of three years after which there must be an interval of one year before being eligible for re-election.
 - 50.2 A Committee Member may be re-elected without interval where no other nominations are received and the majority of members present agree.
 - 50.3 A vacancy on a Committee shall be filled at an Extraordinary General Meeting of Members provided that there shall be not less than three months remaining before the Annual General Meeting. (Amended 2014.04.24)
 - 50.4 Nominations for election to a Committee shall be made on the appropriate form duly proposed and seconded by members of the Society, and must be received by the Office not later than 21 days prior to the date fixed for the General Meeting and shall be published in the convening notice of that meeting.
 - 50.5 Should insufficient nominations be received by the stipulated time, vacancies may be filled by nominations proposed and seconded at the General Meeting.
 - 50.6 Any Committee Member who fails to attend at least two thirds of the meetings of the Committee during any one year (except in the case of illness or where a majority of the remaining members of the Committee shall decide that there is another good and sufficient reason), shall be ineligible for re-election.
 - 50.7 The attendance record of members at all Committee meetings shall be enclosed with the convening notice of each Annual General Meeting.

GENERAL MEETINGS

51. General Meetings of Members shall either be the Annual General Meeting or an Extraordinary General Meeting.
 52. No business shall be transacted at a General Meeting unless a quorum is present which shall be formed when the number of members present exceeds twice the number of the Council by one.
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53. Questions arising at a General Meeting shall be decided by a majority resolution. In the case of an equality of votes the Chairman will have a second or casting vote.
54. Members shall vote at all General Meetings by a show of hands. There shall be no proxy voting.
55. Any member may call for a ballot which shall then be conducted.
56. For the election of Officers if more than the required number of persons is proposed for any office the election shall be decided by ballot. The arrangements for the ballot shall be agreed between the candidates concerned and if they shall not agree the most senior Officer of the Society not being a candidate shall determine the arrangements and shall take appropriate steps to communicate these to the candidates not less than 48 hours before the meeting.
57. Any member addressing the Chair shall rise and all questions of order shall be decided by the Chairman.
58. No motion which has been rejected shall be made again at the same meeting.
59. General Meetings shall be convened not less than 14 days before the date of meeting.

ANNUAL GENERAL MEETING

60. The Annual General Meeting of the Society shall be held during the first three months of the calendar year which meeting shall – (Amended 2010.03.30)
 - 60.1 Receive the annual report of the Society.
 - 60.2 Elect Officers, Council members and General Committee members as appropriate.
 - 60.3 Receive the Annual Accounts of the Society.
 - 60.4 Consider any proposed alterations to the Constitution or Fundamental Rules of which notice has been given.
 - 60.5 Transact any other lawful business.

EXTRAORDINARY GENERAL MEETINGS

61. The Council may at any time convene an Extraordinary General Meeting.
62. On the signed requisition of at least twelve members for the holding of an Extraordinary General Meeting of members (which Requisition shall state the object or objects for which a meeting is requested), the President shall be required to submit such requisition as soon as possible to Council who shall decide if the reasons given in the Requisition are sufficient to warrant the convening of an Extraordinary General Meeting of members. The decision of Council shall be final.

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AMENDMENTS TO THE CONSTITUTION OR FUNDAMENTAL RULES

63. This Constitution and rules may be amended by a resolution passed at a general meeting of the Society of which the required notice has been given to members accompanied by an explanatory note setting out the general nature, precise terms and intended effect of the proposed amendment.

DISSOLUTION

64. If the Council should decide that it would be advisable to dissolve the Society it shall call an Extraordinary General Meeting of which the required notice shall be given to members accompanied by an explanatory note setting out the reasons for such dissolution and the terms upon which it is suggested that such dissolution should take place.
65. If the dissolution is agreed by the members of the Society, which shall require a majority of two thirds of the members eligible to vote, then, after obtaining such consent as may be required from the States of Jersey and/or the Royal Court and complying with any conditions precedent which may be attached to such consent, and after satisfaction of the proper debts and liabilities of the Society, the Society shall be dissolved and any outstanding assets shall be distributed to such charitable organisation or organisations whose objects most closely correspond with those of the Society as the Council shall determine with preference being given to bodies active within the Island of Jersey.

Amendments:

2010.03.30 – AGM: Rule 60: To read “The Annual General Meeting of the Society shall be held during the first **four** months of the calendar year which meeting shall -”

2012.04.30 – AGM: Rule 15.2: To read “Joint Full Members who are couples living at the same address who pay an annual subscription -”

2014.04.25 – AGM: Rule 44: To read “The Agricultural Committee shall consist of the President, Vice President for Agriculture, Treasurer of the Agricultural Department and up to five other members.”

2014.04.25 – AGM: Rule 45: To read “The Horticultural Committee shall consist of the President, Vice President for Horticulture, Treasurer of the Horticultural Department and up to five other members.”

2014.04.24 – AGM: Rule 50.3: To read “A vacancy in this office occurring during any term may be filled by an appointment of the Committee until the next Annual General Meeting. A committee member so appointed will be eligible for election for two further terms.”