

No.

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

BRITISH GUILD OF AGRICULTURAL JOURNALISTS

Ref: GS11/CU01/99992.193
Burgess Salmon LLP
www.burgess-salmon.com
Tel: +44 (0)117 939 2000
Fax: +44 (0)117 902 4400



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THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
BRITISH GUILD OF AGRICULTURAL JOURNALISTS

1 INTERPRETATION

1.1 In these articles, unless the context requires otherwise:

"**articles**" means the company's articles of association;

"**associate member**" means an associate member of the company who has become an associate member in accordance with article 6;

"**bankruptcy**" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

"**chairman**" means the chairman of the board of directors;

"**director**" means a director of the company;

"**document**" includes, unless otherwise specified, any document sent or supplied in electronic form;

"**electronic form**" has the meaning given in section 1168 of the Companies Act 2006;

"**ENAJ**" means the European Network of Agricultural Journalists;

"**general meeting**" means a meeting of the members of the company including any meeting designated as an annual general meeting;

"**Great Britain**" means England, Scotland or Wales;

"**IFAJ**" means the International Federation of Agricultural Journalists;

"**member**" means a member of the company who has become a member in accordance with article 5 only;

"**objects**" are the objects of the company as set out in article 2; and

"**writing**" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied by letter, e-mail or fax.

1.2 Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

1.3 The relevant model articles (as defined in section 20 of the Companies Act 2006) are excluded from applying to the company.

2 OBJECTS AND POWERS

2.1 The objects for which the company is established are:

- (a) To promote the highest possible standards among journalists, communicators, photographers and others who specialise in communications in agriculture, horticulture, rural affairs and related subjects;
- (b) To represent members' interests and concerns, and maintain relations with appropriate representative bodies;
- (c) To provide a forum, through business meetings and social activities, to meet eminent people in these industries;
- (d) To maintain contact with similar organisations overseas, and to continue membership of and support for the IFAJ and ENAJ;
- (e) To promote schemes for the continuing professional development of members of the company and for the provision and training of suitable entrants into agricultural, horticultural and related journalism;
- (f) To contribute towards a better understanding of agriculture's social and economic importance.

2.2 The company shall have power to do anything within the law that may promote or may help to promote the objects or any of them. In particular (but without limitation) the company has the following powers:-

- (a) to buy, hire, take on lease or in exchange or otherwise acquire property and assets of any kind;
- (b) to acquire the whole or any part of the business or assets of any person, firm, or company carrying on any activity in support of the objects and to give any form of consideration in return for the business or assets;
- (c) to sell, lease, license or otherwise dispose of the whole or any part of the assets or property of the company, either together or in portions, and to accept any form of consideration in return;
- (d) to borrow money, issue loan stock or raise money on such terms and on such security over its property and assets as the company thinks fit;
- (e) to give guarantees and indemnities on any terms;
- (f) to execute, make, draw, accept, endorse, acquire, dispose of, discount, negotiate, issue or otherwise deal with cheques, promissory notes, debentures, drafts, bills of exchange, warrants and other instruments (whether negotiable or transferable or not);
- (g) to charge subscription or membership fees to members whether on a one-off or regular basis;
- (h) to appeal for and accept any donation or gift of money, property or other assets in support of the objects;
- (i) to subscribe for, purchase or otherwise acquire, take, hold or sell any shares or stock, bonds, debentures or debenture stock, or other securities or obligations of any person;
- (j) to invest and deal with any of the moneys of the company in such manner, with or without security and on such terms as the company may think fit;
- (k) to make grants, donations or loans of money;
- (l) to enter into contracts to provide services to or on behalf of other;

- (m) to support and subscribe to, or guarantee money for, any charitable or benevolent objects or for any public, general or useful object;
- (n) to establish branches or subsidiaries, and to promote any other company or person which (in the opinion of the directors) is likely to assist or benefit the company; and to subscribe for or otherwise acquire all or any part of the shares or securities of any such company;
- (o) to amalgamate, merge with or support any other company or undertaking whose objects are or include objects similar to those of the company or which may (in the opinion of the directors) advantageously be combined with the objects, or which is possessed of property, assets or rights suitable for any of the purposes of the company and on any terms whatsoever;
- (p) to employ or engage such paid or unpaid employees, agents or advisers as are necessary for carrying out the work of the company;
- (q) to make all reasonable and necessary provision for the payment of pensions and superannuation to employees and dependants;
- (r) to insure the property of the company against any foreseeable risk and to take out insurance policies to protect the company when required;
- (s) to provide indemnity insurance for the benefit of any persons who are or were at any time directors or officers of the company or any other company which is a subsidiary or subsidiary undertaking of the company or who are or were at any time trustees of any pension fund in which any employee of the company or of any other such company or subsidiary undertaking are or have been interested;
- (t) to act as agent or broker or trustee for any person, firm or company, and to undertake and perform any form of contract;
- (u) to pay out of the company's funds the costs incurred in forming the company;
- (v) to establish and administer contests and competitions or to arrange or participate in any events or functions in support of the objects; and
- (w) to publicise the objectives, activities and functions of the company by all such means or through all such media as the company may think fit.

3 APPLICATION OF INCOME AND PROPERTY

3.1 The income and property of the company must be applied solely towards the promotion of the objects. No part of the income or capital may be paid or transferred, directly or indirectly, to the members or associate members of the company, whether by way of dividend or bonus or in any other way that amounts to a distribution of profit or surplus. This does not prevent the payment of:

- (a) reasonable and proper remuneration and benefits to any officer, employee, member or associate member of the company in return for any services or goods provided to the company;
- (b) discounts provided to members or associate members in respect of their purchase of goods or services provided by the company;
- (c) grants, donations or loans to members or associate members of the company;
- (d) a reasonable rate of interest on money lent to the company by members or associate members;

- (e) reasonable rent for property let to the company by members or associate members;
- (f) reasonable expenses to any officer, employee, member or associate member of the company; or
- (g) any indemnity and insurance referred to in article 32.

4 LIABILITY OF MEMBERS

4.1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for:

- (a) payment of the company's debts and liabilities contracted before he ceases to be a member;
- (b) payment of the costs, charges and expenses of winding up; and
- (c) adjustment of the rights of the contributories among themselves.

5 MEMBERS

5.1 The subscribers to the memorandum of association are the first members of the company.

5.2 No person shall become a member of the company unless:

- (a) that person earns their livelihood wholly or mainly through journalism, communication or photography in the agricultural, horticultural or related industries;
- (b) that person's work must be published, broadcast or communicated in Great Britain (whether that person lives in Great Britain or elsewhere);
- (c) that person has completed an application for membership in a form approved by the directors which must be signed and seconded by two members; and
- (d) the directors have approved the application.

5.3 The directors shall have absolute discretion to approve or refuse an application for membership and the directors may in their absolute discretion disapply some or all of the membership criteria set out in articles 5.2(a) and 5.2(b), in particular a person may be accepted as a member where they have published and/or broadcast works which the directors consider to be significant.

5.4 If the directors determine to refuse the application they shall inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

5.5 Members shall have one vote each and shall be eligible for appointment as a director, officer, Honorary Position (pursuant to article 20.2) or any other office or position in the company and shall be entitled to endorse applications for new members.

6 ASSOCIATE MEMBERS

6.1 There shall be three categories of associate membership:

- (a) Retired Associate Membership shall be open to individuals who are now retired but who previously worked as an agricultural journalist, communicator or photographer in either an employed or freelance capacity. This category of associate membership shall pay a reduced subscription as set by the board

from time to time but shall have no voting rights and shall not be eligible to apply for company awards;

- (b) Honorary Associate Membership may be awarded to persons who have made an outstanding contribution to the company but who otherwise do not qualify as a member. This category of associate membership shall not pay a subscription fee, but shall have no voting rights and shall not be eligible to apply for company awards or endorse applications for membership. An Honorary Associate Member shall not be appointed as a director but may be eligible for the Honorary Positions pursuant to article 20.2; and
- (c) Friend of the Guild Associate Membership shall be open to individuals who do not otherwise qualify as a member (including students who are enrolled full-time in a relevant course at a British institution of higher education) provided that their involvement is judged to be in the best interests of the company by the directors. This category of associate membership shall pay an annual fee but shall have no voting rights and shall not be eligible to hold any other company offices (including the Honorary Positions set out in article 20.2) and shall not be able to endorse applications for membership.

6.2 Associate members shall have no voting rights. They shall not be entitled to receive notices of general meetings (although they may attend a general meeting and speak at a general meeting if requested by the Chairman) and shall not be "members" of the company for company law purposes.

6.3 The directors shall have absolute discretion to approve or refuse an admission to associate membership and shall not be required to give any reason for accepting or refusing any associate member.

7 MEMBERS AND ASSOCIATE MEMBERS - TERMINATION OF MEMBERSHIP

7.1 Membership and associate membership is not transferable and shall be terminated:

- (a) in the case of an individual, on his or her death, bankruptcy or when the person makes any arrangement or composition with creditors generally;
- (b) in the case of a corporate body or other organisation with independent legal identity, on completion of a winding up or any other dissolution or where the entity ceases to exist for whatever reason;
- (c) when the member or associate member resigns by written notice to the company; or
- (d) if any membership or associate membership subscription due from the member to the company is not paid in full within six months of it having been demanded and it falling due; or
- (e) pursuant to or in accordance with article 7.2 below.

7.2 If a member or associate member has a change in their circumstances which means they would no longer qualify for their current class of membership:

- (a) the directors may terminate such membership; and
- (b) the directors may offer to re-appoint the member or associate member to another class of membership based on their new circumstances if the criteria for such class of membership is met in accordance with these articles.

7.3 If the directors terminate a membership in accordance with article 7.2, the member or associate member shall be notified in writing of such termination and shall have a right to appeal in writing within 14 days of being notified of such termination. The decision of

the directors on appeal will be final and the members and associate members will have no further right of appeal.

7.4 Without prejudice to article 7.1, a member or associate member may be removed or suspended from membership by a resolution of the directors (passed by two thirds of the directors present and voting) that it is in the best interests of the company that his or her membership is terminated or suspended. A resolution to remove or suspend a member or an associate member from membership may only be passed if:

- (a) the member or associate member has been given at least twenty one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed; and
- (b) the member or associate member or, at the option of the member or associate member, the member's or associate member's representative (who need not be a member or associate member of the company) has been allowed to make representations to the meeting.

7.5 A member or an associate member who has their membership terminated under this article 7 may only re-apply for membership after a period of 12 months from the date of the termination. If the person is re-admitted as a member or an associate member, the directors may impose any conditions of re-admission as they think fit.

7.6 A member or an associate member who ceases to be a member or an associate member of the company pursuant to article 7 shall not be entitled to a return or refund of any subscription or membership fee.

8 REGISTER OF MEMBERS AND LIST OF ASSOCIATE MEMBERS

8.1 The name and address of a person who has become a member shall be entered into the Register of Members of the company and any person who ceases to be a member shall be recorded as resigning from membership of the company in the Register of Members.

8.2 The company shall also keep a separate list of associate members.

9 ANNUAL GENERAL MEETINGS

9.1 The directors may, but do not have to, call in any year a general meeting to be designated as an annual general meeting which shall be held for such purposes as may be set out in the rules of the company or otherwise as the directors think fit.

9.2 An annual general meeting shall be called on not less than 14 clear days' notice.

9.3 The annual general meeting shall be chaired by the president, or in the president's absence, by the chairman.

9.4 The board of directors shall determine the time and the place of the annual general meeting.

10 GENERAL MEETINGS – NOTICE

10.1 A general meeting shall be called on not less than 14 clear days' notice.

10.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 90 per cent of the total voting rights.

10.3 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is designated as an annual general meeting, the notice must say so. The notice must also contain a statement setting out

the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 16.

- 10.4 The notice must be given to all the members and to the directors and auditors and to anyone else entitled to receive notice in accordance with these articles.
- 10.5 The board of directors may call a general meeting at any time and the directors shall call a general meeting on the requisition of the members pursuant to the provisions of the Companies Act 2006.

11 GENERAL MEETINGS – QUORUM

- 11.1 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- 11.2 The quorum is the lesser of:
 - (a) twenty members; or
 - (b) twenty per cent of the membershipentitled to vote present in person or by proxy.

12 GENERAL MEETINGS - CHAIRMAN

- 12.1 Subject to article 9.3, the chairman shall chair general meetings if present and willing to do so. In the chairman's absence, the deputy chairman shall chair general meetings if present and willing to do so.
- 12.2 If the chairman (or the deputy chairman) is unwilling to chair the general meeting or is not present within ten minutes of the time at which a general meeting was due to start:
 - (a) the directors present; or
 - (b) if no directors are present, the members present in person or by proxy and entitled to vote at the general meetingmust appoint a director or member to chair the general meeting.
- 12.3 The person chairing a general meeting in accordance with this article is referred to as "the chairman of the meeting".

13 GENERAL MEETINGS – ADJOURNMENT

- 13.1 If the persons attending a general meeting within half an hour of the time at which the general meeting was due to start do not constitute a quorum, or if during a general meeting a quorum ceases to be present the chairman of the meeting must adjourn it (unless the general meeting was called on the requisition of members in which case it shall be dissolved).
- 13.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
 - (a) the meeting consents to an adjournment; or
 - (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 13.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

- 13.4 When adjourning a general meeting, the chairman of the meeting must:
- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 13.5 If the continuation of an adjourned meeting is to take place more than 30 days after it was adjourned, notice of the adjourned meeting shall be given as in the case of the original general meeting.
- 13.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

14 **GENERAL MEETINGS - ATTENDANCE AND SPEAKING**

- 14.1 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 14.2 Directors may attend and speak at general meetings, whether or not they are members or corporate representatives of members.
- 14.3 The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

15 **GENERAL MEETINGS - VOTING**

- 15.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.
- 15.2 Every member shall have one vote on any resolution, which may be exercised in person or by proxy except that no member shall be entitled to vote on any resolution unless all moneys presently payable by him to the company have been paid.
- 15.3 Associate members shall have no voting rights.
- 15.4 No objection may be raised to the qualification of any person voting at a general meeting except at the general meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the general meeting is valid.
- 15.5 Any such objection must be referred to the chairman of the meeting whose decision is final.
- 15.6 A poll on a resolution may be demanded:
- (a) in advance of the general meeting where it is to be put to the vote; or
 - (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 15.7 A poll may be demanded by:
- (a) the chairman of the meeting;
 - (b) the directors;
 - (c) two or more persons having the right to vote on the resolution; or
 - (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

- 15.8 A demand for a poll may be withdrawn if:
- (a) the poll has not yet been taken; and
 - (b) the chairman of the meeting consents to the withdrawal.
- 15.9 Polls must be taken in such manner as the chairman of the meeting directs.
- 16 PROXIES AND PROXY NOTICES**
- 16.1 Any member entitled to attend a general meeting is entitled to appoint another person (whether or not a member) to exercise all or any of the member's rights to attend, speak, vote (on a show of hands or a poll), join in the demand for a poll or otherwise participate at a general meeting.
- 16.2 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
- (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which it relates, including the date stated in the notice of general meeting by which the proxy notice must be delivered to the company (which shall not be more than 48 hours before the start of the general meeting).
- 16.3 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 16.4 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 16.5 Unless a proxy notice indicates otherwise, it must be treated as:
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- 16.6 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that general meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.
- 16.7 An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 16.8 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 16.9 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

17 MEMBERS' WRITTEN RESOLUTIONS

- 17.1 A resolution in writing agreed and passed by the required majority of eligible members in accordance with the procedure set out in sections 288 – 300 of the Companies Act 2006 has effect as if passed by the company in general meeting.

18 DIRECTORS – APPOINTMENT AND REMOVAL

- 18.1 For the period of two months from the date on incorporation of the Company, the number of directors shall be a minimum of three. The board of directors shall have the power to appoint any member who is willing to be a director during the two month period from the date of incorporation of the Company, provided always that the total number of directors shall not exceed eleven.
- 18.2 From the date which is two months from the date of incorporation of the Company, the number of directors shall be eleven unless otherwise determined by ordinary resolution and shall comprise, to the extent that a person has not been nominated to such a position at the time of his or her appointment in accordance with article 18.1,:
- (a) a chairman to be nominated and appointed in accordance with article 19;
 - (b) a deputy chairman to be appointed in accordance with article 20;
 - (c) a treasurer to be appointed in accordance with article 20;
 - (d) an IFAJ executive representative to be appointed in accordance with article 20; and
 - (e) seven other members.
- 18.3 Subject to articles 18.1 and 18.8, any person who is a member and is willing to act as a director, and is permitted by law to do so, may nominate themselves to be a director in accordance with the following provisions:
- (a) nominations must be in writing;
 - (b) nominations must be endorsed by two or more members; and
 - (c) nominations must be received by the secretary no less than 28 days prior to the date of the next annual general meeting.
- 18.4 If the number of nominations is more than the number of directors required by these articles, at the next annual general meeting the members shall vote on which nominees to appoint as the directors of the company.
- 18.5 The directors shall have power at any time to appoint any person who is a member and who is willing to act as a director, either to fill a vacancy or as an addition to the existing board of directors, but the total number of directors shall not exceed any maximum number permitted by these articles at such time. Any director so appointed shall retire (save for a director appointed in accordance with article 18.1) and be eligible for election at the annual general meeting of the company next following such appointment.
- 18.6 Save for a director appointed pursuant to article 18.5 and subject to articles 19.2 and 20.1, directors shall be appointed for a 3 year term.
- 18.7 A person ceases to be a director as soon as:
- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
 - (b) that person dies;

- (c) a bankruptcy order is made against that person;
 - (d) a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - (e) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - (f) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
 - (g) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
 - (h) that person is absent from two consecutive meetings without the permission of the directors or without reasonable cause and apology and the directors resolve that his or her office be vacated;
 - (i) that person fails to contribute adequately to the work of the company and the directors resolve that his or her office be vacated;
 - (j) that person ceases to be a member.
- 18.8 If a person ceases to be a director pursuant to articles 18.7(h) or 18.7(i), that person shall not be eligible for appointment as a director in accordance with this article 18 for a period of 12 months from the date they cease to be a director.

19 DIRECTORS - CHAIRMAN

- 19.1 The directors may nominate a director to chair their meetings and the members shall approve (by ordinary resolution) the formal appointment of such nominated director as the chairman at the next annual general meeting. Until formal appointment of the chairman is made at the annual general meeting, that director shall be entitled to act as the chairman of the Company.
- 19.2 The chairman shall be appointed for a period of two years.
- 19.3 The chairman may defer his or her re-appointment as a director (pursuant to article 21.1(a)) until the annual general meeting immediately following the expiry of his or her term as chairman.
- 19.4 If the chairman is not participating in a directors' meeting within 15 minutes of the time at which it was to start, the deputy chairman shall chair it.
- 19.5 If the numbers of votes for and against a proposal are equal, the chairman (or the deputy chairman if he or she is chairing the meeting) has a casting vote. But this does not apply if, in accordance with the articles, the chairman or deputy chairman is not to be counted as participating in the decision-making process for quorum or voting purposes.

20 DIRECTORS – OTHER POSITIONS ON THE BOARD AND HONORARY POSITIONS

- 20.1 In addition to the appointment of a chairman in accordance with article 19, the directors shall also appoint a current director of the company to the following positions on the board:

- (a) a deputy chairman to be appointed for a two year period by the directors at the first board meeting following the annual general meeting. The deputy chairman may defer his or her re-appointment as a director (pursuant to article 21.1(a)) until the annual general meeting immediately following the expiry of his or her term as deputy chairman;
- (b) a treasurer to be appointed by the directors at the first board meeting following the annual general meeting for such time as he or she is willing to stay in the role subject to a maximum period of 10 years. The treasurer may defer his or her re-appointment as a director (pursuant to article 21.1(a)) until the annual general meeting immediately following the expiry of his or her term as treasurer; and
- (c) an IFAJ executive representative to be appointed by the members at the annual general meeting for a period of three years. The IFAJ executive representative is entitled to receive notice of and attend all board meetings of the directors and shall be entitled to vote and count towards the quorum of any board meeting. The IFAJ executive representative can apply to the board of directors to extend his or her term beyond three years in the event of IFAJ obligations, such as office holding or committee chairmanship and the board may, in its absolute discretion, extend such term or such period as they see fit.

20.2 The following Honorary Positions shall also be elected from the members and certain categories of associate members which entitles the appointee to receive notice of and attend all board meetings of the directors but shall not entitle the appointee to vote or count towards the quorum of any board meeting and, for the avoidance of doubt, such appointees shall not (by virtue of holding an honorary position under this article 20.2) be "directors" of the company for company law purposes:

- (a) The directors may nominate a president to chair and conduct the business of the annual general meeting for a maximum term of 5 years and the members shall approve (by ordinary resolution) the formal appointment of such nominated person as the president at the next annual general meeting. Until formal appointment of the president is made at the annual general meeting, that nominated person shall be entitled to act as the president of the Company;
- (b) The board of directors may appoint a non-executive member of the board to provide knowledge, expertise or experience to the board of directors as they deem necessary;
- (c) The honour of Guild Fellowship may, at the discretion of the board of directors, be conferred upon any member and certain categories of associate member (as determined by the board from time to time) in recognition of special service to the company. Fellows are entitled to use the letters FG AJ and the five most senior fellows (to be determined by the date of their fellowship, or if this is the same date, the date of their membership of the company) shall be entitled to receive notice of and attend all board meetings of the directors (but shall not, for the avoidance of doubt, have any right to vote at a board meeting and therefore shall not be a "director" for the purposes of company law); and
- (d) Subject to article 18, the board of directors may appoint patrons or vice presidents or any other role or position as they see fit.

20.3 The board of directors may appoint a company secretary. The company secretary does not have to be a director or a member of the company.

21 DIRECTORS - RETIREMENT

21.1 At each annual general meeting of the company:

- (a) subject to articles 19.3 and 20.1, all those directors who have been in office for three years or more since their appointment shall retire from office. Subject to article 18, a director who retires by this article 21.1(a) is eligible for re-appointment for a further two year period by the company if he or she is willing to continue to act as a director for a second term, provided always that if a director has been appointed for two consecutive terms, he or she is not eligible for re-appointment for a third term by the company until a period of 12 months has passed from the date of his or her retirement from office at the end of the second term;
 - (b) all those directors who have been appointed in accordance with article 18.5 shall retire from office. A director who retires by article 21.1(b) is eligible for re-appointment in accordance with article 18 for a full three year term.
 - (c) any director who wishes to retire from office may do so at any annual general meeting.
- 21.2 If a director is required to retire at an annual general meeting by a provision of these articles the retirement shall take effect from the conclusion of the meeting.

22 DIRECTORS – POWERS AND AUTHORITY

- 22.1 Subject to these articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company as are not required by the Companies Act 2006 to be exercised by the members in general meeting or otherwise.
- 22.2 The members may, by special resolution, direct the directors to take, or refrain from taking, specified action. No such special resolution invalidates anything which the directors have done before the passing of the resolution.
- 22.3 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:
- (a) to such person or committee;
 - (b) by such means (including by power of attorney);
 - (c) to such an extent; and
 - (d) in relation to such matters or territories
- on such terms and conditions as they think fit.
- 22.4 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 22.5 The directors may revoke any delegation in whole or part, or alter its terms and conditions.
- 22.6 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.
- 22.7 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

23 DIRECTORS - DECISION-MAKING

- 23.1 Unless otherwise specified in these articles, any decision of the directors must be either:

- (a) a majority decision at a directors' meeting; or
- (b) a unanimous resolution in writing of the directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting. Such resolution in writing may comprise several copies in like form each of which is signed by one or more directors.

24 DIRECTORS' MEETINGS

- 24.1 The directors may regulate their meetings as they think fit, subject to the provisions of these articles and any rules of the company.
- 24.2 The directors shall have a minimum of four board meetings each year.
- 24.3 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.
- 24.4 Notice of a directors' meeting must be given to each director in such form and with such content as the directors determine, but need not be in writing unless the directors so determine.
- 24.5 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another directors' meeting.
- 24.6 For the period of two months from the date on incorporation of the Company, the quorum for a directors' meeting shall be three. Following the date which is two months from the date of incorporation of the Company, the quorum for a directors' meeting may be fixed from time to time by a decision of the directors, but it must never be less than five, and unless otherwise fixed it is five.
- 24.7 If the total number of directors of the company for the time being is less than the quorum required, the directors must not take any decision other than a decision:
 - (a) to appoint further directors, or
 - (b) to call a general meeting so as to enable the members to appoint further directors.
- 24.8 A director may be counted towards the quorum and participate in a directors' meeting, or part of a directors' meeting, by or through the medium of conference telephone or video conference or any other form of electronic means, provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting, or by a series of telephone calls or video conferences or by exchange of communications in any other electronic form from and to the chairman of the meeting or otherwise as the directors may agree.
- 24.9 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

25 DIRECTORS' MEETINGS - RECORDS OF DECISIONS TO BE KEPT

- 25.1 The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every decision taken by the directors.

26 DIRECTORS' INTERESTS – DECLARATIONS IN TRANSACTIONS WITH THE COMPANY

- 26.1 A director must declare the nature and extent of any interest, direct or indirect, which he or she has in:
 - (a) a proposed transaction or arrangement with the company; or

- (b) in an existing transaction or arrangement entered into by the company which has not previously been declared

to the directors in accordance with the requirements of the Companies Act 2006 and any other rules determined by the directors to apply to such declarations of interest.

26.2 No declaration of an interest shall be required by a director:

- (a) in relation to an interest which cannot reasonably be regarded as likely to give rise to a conflict of interest; or
- (b) if, or to the extent that, it concerns the terms of his service contract.

26.3 A director may be counted as participating for quorum and voting purposes in relation to the directors' decision-making process concerning any proposed or existing transaction or arrangement with the company in which he or she has an interest where such interest has been duly declared in accordance with this article 26.

27 DIRECTORS' INTERESTS – CONFLICTS OF INTEREST

27.1 The directors may authorise, to the fullest extent permitted by law, any matter which may otherwise constitute or give rise to a breach of the duty of a director under section 175 of the Companies Act 2006 to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company.

27.2 A director shall not be regarded as having a conflict of interest solely because he or she is also a member of the company.

27.3 Authorisation of a matter under this article 27 shall be effective only if:

- (a) any requirement as to the quorum at the directors' meeting at which the matter is considered is met without counting the director in question and any other interested director (together the "**interested directors**"); and
- (b) the matter was agreed to without the interested directors voting or would have been agreed to if the votes of the interested directors had not been counted.

27.4 Any authorisation of a matter under this article 27:

- (a) shall be subject to such conditions or limitations as the directors may determine, whether at the time such authorisation is given or subsequently, including as to the director's right to participate for quorum or voting purposes in any future directors' decision-making process which concerns the authorised interest; and
- (b) may be terminated or suspended by the directors at any time

provided always that any such termination or suspension or the imposition of any such conditions or limitations will not affect anything done by the director concerned prior to such event in accordance with the relevant authorisation.

27.5 A director shall comply with the terms of any such authorisation and with any policies or procedures dealing with conflicts of interest which are from time to time approved by the directors.

27.6 A director shall not by reason of his or her holding office as director be accountable to the company for any benefit, profit or remuneration which that director or any person connected with him or her derives from any matter declared in accordance with article 26 or authorised under this article 27.

27.7 Subject to any terms of any authorisation and with any policies or procedures dealing with conflicts of interest which are from time to time approved by the directors, a director shall be under no obligation to disclose to the company any information which he or obtains or has obtained otherwise than as a director of the company and in respect of which he owes a duty of confidentiality to another person in relation to any matter declared in accordance with article 26 or authorised under article 27.

28 **DIRECTORS' - REMUNERATION AND EXPENSES**

28.1 Directors are entitled to such remuneration and other benefits (if any) as the directors determine:

- (a) for their services to the company as directors, and
- (b) for any other service which they undertake for the company.

28.2 The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at:

- (a) meetings of directors or committees of directors;
- (b) general meetings

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company or as set out in the rules of the company.

29 **COMMUNICATIONS**

29.1 Subject to these articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.

29.2 Subject to these articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

29.3 Any notice to be given to or by any person pursuant to these articles must be in writing (which includes in electronic form).

29.4 The company may give any notice to a member either:

- (a) personally; or
- (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
- (c) by leaving it at the address of the member; or
- (d) by giving it using electronic communications to the member's address provided for the purpose.

29.5 A member present in person at any meeting of the company shall be deemed to have received notice of the meeting and of the purposes for which it was called.

29.6 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

29.7 Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

29.8 A notice shall be deemed to have been given:

- (a) 48 hours after the envelope containing it was posted; or
- (b) in the case of an electronic communication, 48 hours after it was sent.

30 ACCOUNTS AND OTHER RECORDS

30.1 The directors must:

- (a) prepare, circulate and file accounts;
- (b) keep accounting records;
- (c) prepare and file annual returns; and
- (d) keep minutes of all meetings of the directors and members and all other proper records

as required by the Companies Act 2006.

30.2 Except as required by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

31 SEAL

31.1 If the company has a seal it must only be used by the authority of the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary (if any) or by a second director.

32 DIRECTORS' INDEMNITY AND INSURANCE

32.1 Subject to article 32.2, a relevant director of the company or an associated company may be indemnified out of the company's assets against:

- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company;
- (b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006);
- (c) any other liability incurred by that director as an officer of the company or an associated company.

32.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Act 2006 or by any other provision of law.

32.3 The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

32.4 In this article 32:

- (a) a "**relevant director**" means any director or former director of the company or an associated company;
- (b) a "**relevant loss**" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company; and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

33 RULES OR BYE LAWS

33.1 The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the company.

33.2 Without prejudice to the generality of the directors' powers under article 33.1, the rules or by laws may regulate the following matters but are not restricted to them:

- (a) any admission fees, subscriptions and other fees or payments to be made by members and associate members, including procedures in the event of non-payment;
- (b) the rights, responsibilities and conduct of members and associate members to the extent not dealt with by these articles or the Companies Act 2006;
- (c) the procedures at general meetings and directors' meetings to the extent such procedure is not regulated by these articles or the Companies Act 2006; and
- (d) generally, all such matters as are commonly the subject matter of rules in a company of a similar nature as the company.

33.3 Any rules or bye laws may be altered or repealed by a decision of the directors and any alteration or amendment must be communicated to the members and associate members.

33.4 The directors shall adopt such means as they think sufficient to bring the rules and bye laws to the notice of members.

33.5 The rules or bye laws, shall be binding on all members. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in these articles.

34 DISSOLUTION

34.1 On the winding up or dissolution of the company any property whatsoever remaining after the satisfaction of all debts and liabilities:

- (a) shall not be paid to or distributed among the members of the company;
- (b) shall be transferred to the Guild of Agricultural Journalists' Charitable Trust (charity number 1025968) or, if that is not possible, then such property shall be applied or transferred to one or more institutions having objects similar to the objects of the company, each of which has restrictions in its constitution or governing instrument on the application of property that are equivalent to the restrictions in these articles or, if that is not possible then such property shall be applied or transferred towards any charity or charities.