



## **RULES OF THE NATIONAL FARMERS' UNION**

As amended by Council on 18 January 2016

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**These Rules are supplemental to, and made under paragraph 9.14 of, the Constitution and were approved by Council on 18 April 2016.**

## **1. DEFINITIONS AND INTERPRETATION**

1.1 In these Rules, unless the context requires otherwise, the singular shall include the plural and vice versa and the use of any gender shall include the other gender. Unless otherwise defined, words and expressions defined in the Constitution shall have the meanings ascribed to them in the Constitution. 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. References to rules and appendices are, unless the context requires otherwise, references to rules of, and appendices to, these Rules.

1.2 The following expressions where the context so admits shall have the following meanings.

**"Allocated Votes"** has the meaning given to it in rule 4.6.3;

**"Constitution"** means the Constitution of the NFU adopted on 21 January 2013 as amended from time to time;

**"constituency"** means any region or Wales or sub division of any region or Wales for the purpose of elections of the NFU;

**"County Subscription Income"** has the meaning given to it in rule 4.7.2;

**"election date"** means the date of any election;

**"electronic voting system"** means a system for recording the votes of Council Members by means of electronic voting device, as approved for use for the purposes of these rules by the Governance Board from time to time;

**"Regional Director"** means the person, from time to time, appointed to the position of regional director in each region and the director of NFU Cymru or such other similar post within the NFU from time to time;

**"Register of Members"** means the register of members of the NFU maintained in accordance with the Constitution and the Rules;

**"Relevant Bodies"** means the NFU Bodies other than the Council;

**"Membership Year"** means a membership year of the NFU, being, at the date of adoption of these revised rules, the period from 1 November to 31 October; and

**"Voting Year"** commences at the close of the AGM held during the relevant Membership Year, and ceases at the close of the AGM in the following year.

## **2. BOUNDARIES OF THE REGIONS AND COUNTIES**

2.1 The area of operation of the NFU shall be divided geographically for electoral and organisational purposes into counties and regions.

2.2 As at the date of the adoption of these Rules, the regions and the counties, which comprise such regions, are as set out in Appendix 1.

### **3. NOTICE OF COUNCIL MEETINGS**

- 3.1 Subject to paragraph 9.11.1 of the Constitution, all meetings shall be called by at least 14 clear days' notice but a meeting may be called by shorter notice to consider:
  - 3.1.1 Non-Weighted Voting Matters if it so agreed by one-third of the Council Members for the time being entitled to attend and vote at such meeting; and
  - 3.1.2 Weighted Voting Matters if it is so agreed by Council Members representing not less than one-third of the total number of votes exercisable pursuant to the Weighted County Voting System in accordance with these rules.
- 3.2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted.
- 3.3 The notice and any other communications relating to any meeting which any member is entitled to receive shall be given to all Council Members.
- 3.4 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate the proceedings at that meeting.

### **4. PROCEEDINGS OF COUNCIL**

- 4.1 No business shall be transacted at any meeting of Council unless a quorum is present in respect of the business under consideration. In respect of business constituting:
  - 4.1.1 Non-Weighted Voting Matters, one-third of the Council Members for the time being entitled to vote upon the business to be transacted being present in person or by alternate shall be a quorum; and
  - 4.1.2 Weighted Voting Matters, Voting Representatives representing not less than one-third of the total number of votes exercisable pursuant to the Weighted County Voting System in accordance with these rules shall be a quorum.
- 4.2 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting (in respect of the business in respect of which a quorum (as determined in accordance with rule 4.1) is not or ceases to be present) shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the chairman may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.
- 4.3 The President or in his absence the Deputy President or the Vice President shall preside as chairman of meetings of Council. If no such persons are present within fifteen minutes after the time appointed for holding the meeting, the Council Members present shall elect one of their number to be chairman.
- 4.4 The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting in respect of the business in respect of which a quorum is present from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.
- 4.5 **Voting in respect of Non-Weighted Voting Matters**
  - 4.5.1 A resolution put to the vote of a meeting in respect of a Non-Weighted Voting Matter shall be decided on a show of hands unless before the show of hands a secret ballot

or vote by means of electronic voting system is duly demanded. A secret ballot or vote by means of electronic voting system may be demanded by the chairman or at least ten Council Members having the right to vote at the meeting.

- 4.5.2 A secret ballot or vote by electronic voting system shall be taken as the chairman directs and he may fix a time and place for declaring the result of the secret ballot or such vote. The result of the secret ballot or such vote shall be deemed to be the resolution of the meeting at which the secret ballot or such vote was demanded.
- 4.5.3 In the event a member of Council is entitled to be a member of Council in more than one capacity, on any vote of Council in respect of a Non-Weighted Voting Matter such member shall have one vote in respect of each capacity in respect of which they would be entitled to be a member of Council and vote on the relevant matter, and shall be entitled to call for a vote by way of secret ballot or by means of electronic voting system in such circumstances to give effect to the provisions of this rule.
- 4.5.4 If at any meeting of Council any votes taken on a show of hands shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the result of the voting unless it was pointed out at the same meeting, and not in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting.

#### 4.6 **Voting in respect of Weighted Voting Matters**

- 4.6.1 A resolution put to the vote of a meeting in respect of a Weighted Voting Matter shall be decided by means of a vote by electronic voting system.
- 4.6.2 The vote shall be taken as the chairman directs and he may fix a time and place for declaring the result of the vote. The result of the vote shall be deemed to be the resolution of the meeting at which the vote was made.
- 4.6.3 On a vote in respect of a Weighted Voting Matter, the County Chairman and County Representative of each county shall be entitled to exercise one half of the total number of votes allocated to such county in accordance with rule 4.7 below ("**Allocated Votes**"), provided that, in the event that such county has an uneven number of Allocated Votes in accordance with rule 4.7, the County Chairman shall be entitled to exercise one half of the total number of Allocated Votes (rounded down to the nearest whole number) and the County Representative shall be entitled to exercise the remainder of the Allocated Votes. The Welsh Representative of each Welsh county shall be entitled to exercise the total number of votes allocated to such Welsh county in accordance with rule 4.7 below.
- 4.6.4 Voting Representatives are entitled to vote or abstain from voting in such manner as the relevant Voting Representative sees fit and, for the avoidance of doubt, the County Chairman and County Representative of each county need not exercise (or refrain from exercising) the votes allocated to them in accordance with this rule in the same manner as the other, provided that all votes allocated to each Voting Representative must be cast (or made subject to abstention) in the same manner by such Voting Representative.
- 4.6.5 For the avoidance of doubt no Council Member other than a Voting Representative shall be entitled to vote on a Weighted Voting Matter.

#### 4.7 **Allocation of votes to Voting Counties**

- 4.7.1 Votes shall be allocated to Voting Counties in accordance with this rule 4.7.

- 4.7.2 Votes shall be based on aggregate subscription income received or due from Farmer & Grower Members of a Voting County for the relevant Membership Year ("**County Subscription Income**") in accordance with rules 4.7.3 and 4.7.4 below.
- 4.7.3 Votes shall be allocated to each Voting County pursuant to rule 4.7.2 on the following basis:
- 4.7.3.1 one vote for the first £50,000 of County Subscription Income (or part thereof); and, thereafter,
- 4.7.3.2 one vote for each additional £50,000 by which the County Subscription Income exceeds £50,000,
- in respect of each Voting County, respectively.
- 4.7.4 County Subscription Income in respect of each Voting County shall be determined by the Audit and Remuneration Committee and reported to Council in writing by not later than 14 calendar days prior to the commencement of the relevant Voting Year. Such determination shall be binding save in the case of manifest error. The County Subscription Income for the relevant Membership Year shall determine the allocation of votes to Voting Representatives in respect of all Weighted Voting Matters during the Voting Year to which such Membership Year relates.

#### **4.8 Voting – general**

- 4.8.1 The provisions of this rule 4.8 apply to all votes of Council.
- 4.8.2 In the case of an equality of votes the chairman shall be entitled to a casting vote in addition to any other vote he may have.
- 4.8.3 If a Council Representative or County Chairman or the chairman of a National Commodity Board who is a Council Member is unable to attend a meeting of Council, the Regional Board whose region includes the county that he represents (in the case of a Council Representative or a County Chairman) or the National Commodity Board (in the case of a chairman of a National Commodity Board) may appoint an alternate to attend and vote (where such appointer would otherwise be entitled to do so in accordance with the Constitution and this rule 4) on his behalf. An alternate is to be counted in the quorum at meetings of Council where his appointer would be entitled to be counted in the quorum.
- 4.9 Council shall keep minutes, in books kept for the purpose, of the proceedings at meetings of Council.
- 4.10 The Governance Board shall review, and report to Council on, the operation of the Weighted County Voting System not later than six months after the end of the Voting Year during which the Weighted County Voting System is first used, and thereafter shall review and report to Council at least biennially on the operation of the Weighted County Voting System.

#### **5. PROCEEDINGS AT GENERAL MEETINGS**

- 5.1 No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business and during the transaction of business. Two hundred members present in person, by proxy or a duly authorised representative of a corporation or partnership which is a member, shall be a quorum.
- 5.2 If within fifteen minutes from the time fixed for a general meeting (or such longer time as the chairman of the meeting may think fit to allow) a quorum is not present, or if during the meeting a quorum ceases to be present, the meeting shall stand adjourned to such day, place

and time as may have been specified for the purpose in the notice convening the meeting or (if not so specified) as the chairman may determine. If at such adjourned meeting a quorum is not present within fifteen minutes from the time fixed for holding the meeting, the meeting shall be dissolved.

- 5.3 The President, or in his absence the Deputy President or the Vice President, shall preside as chairman at a general meeting. If no such persons are present within fifteen minutes after the time fixed for holding the meeting, those Council Members present shall choose one of their number to be chairman.
- 5.4 The chairman of the meeting can take any action he considers appropriate for the proper and orderly conduct of the business to be carried out at the general meeting. The chairman's decision on matter of procedure or arising incidentally from the business of the meeting (including whether or not a matter falls in these categories) shall be final.
- 5.5 The chairman of any general meeting at which a quorum is present may with the consent of the meeting (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place.
- 5.6 In addition, the chairman may without such consent adjourn the meeting to another time and/or place if in his opinion:
  - 5.6.1 it is or is likely to be impracticable to hold or continue the meeting because of the number of members wishing to attend; or
  - 5.6.2 the conduct of any persons attending the meeting prevents or is likely to prevent the orderly conduct of the business of the meeting; or
  - 5.6.3 an adjournment is otherwise necessary so that the business of the meeting may be properly conducted.
- 5.7 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is validly demanded in accordance with rule 5.11.
- 5.8 In the case of an equality of votes, the chairman of the meeting shall be entitled to a casting vote in addition to the votes to which he may be entitled.
- 5.9 Any corporation which is a member may authorise any person to act as its representative at any general meetings. A person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member at such meeting.
- 5.10 No objection shall be raised as to the qualification of any person to vote or as to the admissibility of (or exclusion of) any vote except at the meeting or adjourned meeting or poll at which that vote is given or tendered. Any objection shall be referred in due time to the chairman of the meeting and shall only vitiate the decision of the meeting or poll on any resolution if the chairman decides that the same may have affected that decision. The decision of the chairman on such matters shall be final and conclusive.
- 5.11 **Conduct of a Poll**
  - 5.11.1 A poll may be demanded by:
    - 5.11.1.1 the chairman of the meeting; or
    - 5.11.1.2 not less than 10 members voting in person or by proxy or by duly authorised representative.

- 5.11.2 A poll duly demanded shall be taken in such manner (including the use of ballot or voting papers or tickets or by electronic device) and at such time (either forthwith or not more than 30 days from the date of the meeting or adjourned meeting at which the poll was demanded) and at such place, in each case, as the chairman shall direct. The chairman may, and if so directed by the meeting shall, appoint scrutineers who need not be members and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least 7 clear days' notice shall be given specifying the time and place at which the poll is to be taken. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 5.11.3 The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which a poll has been demanded. If a poll is demanded before the declaration of the result on a show of hands and the demand is duly withdrawn the meeting shall continue as if the demand had not been made.

## **5.12 Proxies**

- 5.12.1 Any voting member is entitled to appoint a proxy to attend and vote at a general meeting instead of him
- 5.12.2 A proxy must be a member.
- 5.12.3 The appointment of a proxy shall not preclude a member from attending and voting in person at the meeting concerned.
- 5.12.4 An appointment of proxy shall be in any usual or common form or in any other form which the Secretary may from time to time approve and shall be executed by the appointer or a duly authorised officer of the appointer.
- 5.12.5 The appointment of a proxy shall be delivered personally or by post to the office or such other place within the United Kingdom as may be specified by or on behalf of the NFU for that purpose in the notice convening the meeting at least 48 hours before the time fixed for holding the meeting at which the person named in the appointment proposes to vote, but the secretary may decide to treat a proxy as valid notwithstanding that it has not been received in accordance with this provision.

## **6. ELECTION OF COUNCIL REPRESENTATIVES AND COUNTY CHAIRMEN**

### **6.1 Constituencies**

For the purpose of elections of Council Representatives and County Chairmen each county shall be an electoral constituency.

### **6.2 Eligibility of Candidates**

A member shall be eligible for election as Council Representative or County Chairman only if:

- 6.2.1 he is a voting member;
- 6.2.2 his registered address is in the constituency; and
- 6.2.3 his subscription for the current year is not in arrears the date of the election.



### 6.3 **Eligibility to Nominate and Vote**

A member may only nominate a candidate for election as Council Representative or County Chairman and vote in the ballot held in the constituency if he is a voting member and his registered address is in the constituency.

### 6.4 **Accidental Omissions**

A ballot shall not be invalidated by any accidental omission to send any notice or voting paper to any voting member at his registered address.

### 6.5 **Register of Members and mailing of Notices and Voting Papers**

If, in accordance with rule 6.10, a ballot is necessary, voting papers shall be mailed to voting members in each constituency using the NFU's normal mailing systems by extracting from the Register of Members the names and addresses of the members in each constituency at 31 October in the year preceding the election.

### 6.6 **Nomination of Candidates**

Twenty voting members whose registered addresses are in the constituency or a formally convened NFU meeting of the members of the relevant constituency may nominate any other member eligible (in accordance with rule 6.2) for election as a Council Representative or County Chairman for the constituency.

### 6.7 **Nomination Form**

6.7.1 Nominations shall be made in the form prescribed by the Secretary from time to time and must be received by the Regional Director at least 28 days before the date of the election.

6.7.2 The nomination form shall include:

6.7.2.1 the full names and registered address of the candidate;

6.7.2.2 his NFU membership number;

6.7.2.3 the name of the constituency for which he is nominated;

6.7.2.4 the names and NFU membership numbers of the nominators (or details of the relevant NFU meeting at which the nomination was made in accordance with rule 6.6);

6.7.2.5 a biography of and/or statement by the candidate of not more than 150 words which must be approved by the Regional Director, if necessary on the advice of the Secretary of the NFU, to ensure that any material which in his opinion might be unlawful is removed;

6.7.2.6 the signed consent of the candidate; and

6.7.2.7 such other information as Council shall from time to time determine.

### 6.8 **Notice of Election**

6.8.1 Preliminary notice of the date of an election in a constituency shall be published in an NFU publication delivered to all voting members in the constituency at least 56 days before the date of the election.

- 6.8.2 The preliminary notice shall state:
- 6.8.2.1 the number of vacancies to be filled in the constituency and the reason for such vacancies;
  - 6.8.2.2 the date of the election, which shall be no later than 15 December in any year;
  - 6.8.2.3 the date, at least 28 days before the election date, by which nominations of candidates must have been received by the Regional Director;
  - 6.8.2.4 the approximate date on which voting papers will be mailed to members and the date by which they must be returned; and
  - 6.8.2.5 the name, address and telephone number of the NFU office from which nomination forms may be obtained.

## 6.9 **Hustings**

The Governance Board may from time to time make rules relating to the holding and conduct of hustings in respect of the election of Council Representatives and County Chairmen, which must not be inconsistent with the Constitution or the Rules.

## 6.10 **Treatment of nominations or where no nominations are received**

- 6.10.1 If only one candidate is nominated for a vacancy as Council Representative or County Chairman in accordance with rule 6.7 then in respect of such vacancy the person nominated shall be deemed to be elected.
- 6.10.2 If there is more than one candidate for a vacancy as Council Representative or County Chairman in accordance with rule 6.7 then a ballot of the voting members in the constituency shall be held in accordance with rules 6.11 to 6.14 (inclusive).
- 6.10.3 If no candidates are nominated for a vacancy as Council Representative or County Chairman in accordance with rule 6.7 then rule 6.15 shall apply.

## 6.11 **Ballot of the Members**

- 6.11.1 Each Regional Director, at least 14 days before the date of the election in any constituency, shall send voting papers to all voting members eligible to vote in the constituency.
- 6.11.2 The voting papers shall contain details of:
  - 6.11.2.1 the offices in respect of which the election is being held and the number and type of vacancies to be filled;
  - 6.11.2.2 the names of the candidates in alphabetical order and their registered addresses;
  - 6.11.2.3 the date on or before which the voting papers must be received by the Regional Director and the address to which such papers should be returned;
  - 6.11.2.4 the biography of and/or statement by each of the candidates, suitably amended if appropriate; and

6.11.2.5 instructions on how to vote.

**6.12 Completion of voting papers**

6.12.1 Voting papers shall be completed by placing a cross on the voting paper in the place provided opposite the name of each candidate for whom the member wishes to vote, by inserting the member's NFU membership number (if not already so inserted) in the place provided, and by signing the voting paper in the place provided.

6.12.2 A voting paper shall be regarded as spoiled and shall not be counted in the election if:

6.12.2.1 a member has registered votes for more than one candidate for each vacancy in the constituency;

6.12.2.2 the instructions on how to vote have not been adhered to or the member has made marks on or written on the voting paper and the voting paper is ambiguous as to its intentions; or

6.12.2.3 the voting paper has not been completed as required by paragraph 6.12.1 of this rule.

**6.13 Return of voting papers**

6.13.1 Completed voting papers shall be sent to the Regional Director for each constituency to be received at least three clear days before the date of the election (the "due date").

6.13.2 Unless otherwise indicated the envelope in which voting papers are returned to the Regional Director shall be clearly marked with the words, "NFU Voting Paper".

**6.14 Counting of votes and procedures for dealing with voting papers**

6.14.1 In respect of each postal ballot, if ordered to do so by the Regional Board, the Regional Director or a person appointed by him shall collect unopened all voting papers received by the due date and shall open and examine them in the presence of at least three members of the Regional Board one of whom shall be the chairman. Otherwise the Regional Director shall open the voting papers, count the votes cast for each candidate in each constituency and as soon as practicable after the election date report the result to the Regional Board.

6.14.2 In each constituency the candidate with the highest number of votes shall be declared elected.

6.14.3 In the event of a tie there shall be one recount. If after the recount there is a tie between one or more candidates the election shall be decided by the toss of a coin in the case of a tie between two candidates or by drawing lots in the case of a tie between more than two candidates. At least three members of the Regional Board shall be present for the recount or the means of resolving the tie.

6.14.4 The result of the election in each constituency shall be published in an NFU publication delivered to each member as soon as practicable after the result has been declared and the names and addresses of the Council Representatives and County Chairmen shall be delivered in writing to the Secretary no later than three days after the election date.

6.14.5 In respect of every ballot the Regional Director shall keep a record of:

6.14.5.1 the total number of voting papers received;

- 6.14.5.2 the number of voting papers rejected and the reasons for the rejection;
- 6.14.5.3 the total number of valid votes cast in favour of each candidate; and
- 6.14.5.4 the name of the candidate(s) elected for each constituency.

6.14.6 The Regional Director shall retain the voting papers for each constituency for a period of 30 days after the date on which the result of each election was published in each constituency. Thereafter, provided there has been no request by a member entitled to vote in the ballot to scrutinise the voting papers, they shall be destroyed.

6.14.7 If within 21 days of the publication of the result of any election there has been a request to scrutinise the voting papers, which results in a challenge of the result of the election the matter shall be referred to the Regional Board. The Regional Board or a committee established for the purpose shall consider the matter within 21 days and publish its decision as soon as practicable. Its decision shall be final.

## **6.15 Procedure where no nominations are received**

6.15.1 If no candidates are nominated for a vacancy in any constituency in accordance with Rule 6.7, then the Regional Board may, at its option:

6.15.1.1 select a candidate (who must fulfil the criteria set out in rule 6.2) for such unfilled vacancy and the selected candidate shall be deemed to be elected; or,

6.15.1.2 convene a meeting (or designate any scheduled meeting) of the county for the purposes of nominating and electing any person fulfilling the criteria set out in rule 6.2 to the relevant vacancy, in which case a ballot shall be held at such meeting.

6.15.2 The provisions of rules 6.12 and 6.14.2 to 6.14.7 (inclusive) shall apply mutatis mutandis to a ballot held pursuant to this rule 6.15.

## **6.16 Casual vacancies**

In the event of a casual vacancy arising during the term of appointment of a Council Representative or County Chairman, an election shall be held in accordance with rules 6.1 to 6.15 (inclusive). If the incumbent Council Representative or County Chairman (as the case may be) is unwilling to, or incapable of, acting, then the Regional Director may appoint such person to act as interim Council Representative or County Chairman (as the case may be) pending the election or appointment of his successor in accordance with this rule 6.

## **7. REGIONAL AND COUNTY ORGANISATION**

### **7.1 Regional Organisation**

7.1.1 Each Regional Board shall within 3 months of the year end in any year prepare a scheme for the organisation and administration of the region and to facilitate consultation and the exchange of information, knowledge and expertise with members. Such scheme shall be submitted to the Secretary for the approval of the Governance Board within 28 days of a request by the Secretary.

7.1.2 It shall be the responsibility of each Regional Director, in consultation with the Regional Board, to prescribe the arrangements for discharging the functions described in rule 7.1.1.

## **7.2 Regional Boards**

Each Regional Board shall discharge such functions as are delegated to it by Council and shall be subordinate and accountable to Council.

## **7.3 Regional Commodity Boards**

Each Regional Commodity Board shall discharge such functions as are delegated to it by Council and the relevant National Commodity Board and shall be subordinate and accountable to Council and the relevant National Commodity Board.

## **7.4 Groups and Local Branches**

Each county may establish such groups and local branches as it sees fit for the organisation and administration of the activities of the NFU and its members within such county, such groups and local branches to be governed by terms of reference which must not be inconsistent with the Constitution or the Rules.

# **8. NOMINATION AND ELECTION OF CANDIDATES TO THE OFFICES OF THE NATIONAL OFFICEHOLDERS**

## **8.1 Eligibility of Candidates**

A member shall be eligible for election as a National Officeholder only if:

8.1.1 he fulfils the criteria set out in paragraph 10.2 of the Constitution; and

8.1.2 his subscription for the current year is not in arrears at the date of the election.

## **8.2 Notice of Election**

Notice of the date of the election shall be given by the Secretary to each Regional Director and shall be published in an NFU publication delivered to all members at least 40 days before the date of the election and shall include:

8.2.1 the offices to be filled and the reason for the vacancy;

8.2.2 the date, at least 21 days before the election date, by which nominations must be received by the Secretary; and

8.2.3 one copy of the nomination form.

## **8.3 Nomination Form**

Nominations shall be made in the form prescribed by the Secretary from time to time. The nomination form may be copied in sufficient numbers for distribution to members who request a copy. The nomination form shall include:

8.3.1 the full names and registered address of the candidate;

8.3.2 his NFU membership number;

8.3.3 the name of the office for which he is nominated;

8.3.4 the names and NFU membership numbers of the nominators (or details of the relevant meeting at which the nomination was made in accordance with paragraph 10.3 of the Constitution);

- 8.3.5 a biography of and/or statement by the candidate of not more than 150 words which must be approved by the Secretary to ensure that any material which in his opinion might be unlawful is removed;
- 8.3.6 the signed consent of the candidate; and
- 8.3.7 such other information as Council shall from time to time determine.

#### 8.4 **Hustings**

The Governance Board may from time to time make rules relating to the holding and conduct of hustings in respect of the election of National Officeholders, which must not be inconsistent with the Constitution or the Rules.

#### 8.5 **Balloting Procedures**

- 8.5.1 The ballot for the election of the National Officeholders shall be conducted in accordance with procedures set out in this rule 8.5.
- 8.5.2 The Director General or, in his absence, the Secretary shall take the chair for the conduct of the election unless a previously elected National Officeholder remains in office and is not required to stand for re-election in which case he shall take the chair.
- 8.5.3 Where more than two candidates are standing for election and none of them secures the majority required by paragraph 10.4 of the Constitution, candidates will be eliminated through successive ballots in accordance with rules 8.5.4, 8.5.5 and 8.5.6 until either one candidate secures the required majority or two candidates remain following which a further ballot between them shall be held.
- 8.5.4 The candidate who obtained the lowest number of votes in a ballot shall be eliminated together with any other candidate whose votes, when added to those of other candidates who obtained fewer or the same number of votes, total less than the number of votes obtained by the candidate with the next highest number of votes save that a candidate receiving the second highest number of votes shall not be so eliminated.
- 8.5.5 If two candidates are tied on the second highest number of votes a separate ballot between them shall be held to eliminate one candidate.
- 8.5.6 If more than two candidates are tied on the second highest number of votes a separate ballot shall be held. If in that separate ballot none of the candidates obtains a simple majority, the candidate who obtained the lowest number of votes shall be eliminated together with any other candidate whose votes, when added to those of other candidates who obtained fewer or the same number of votes, total less than a simple majority of the votes cast. Further separate ballots shall then be held until one candidate obtains a simple majority.
- 8.5.7 Subject to rule 8.5.8, if in a final ballot a candidate fails to secure the majority required by paragraph 10.4 of the Constitution he shall not be elected and in the case of a National Officeholder standing for re-election, he shall not be eligible for re-nomination. New nominations, including re-nominations of previously nominated candidates, shall be sought at the special meeting of Council and a further election shall be held immediately.
- 8.5.8 Where in a final ballot held between two candidates requiring a simple majority the votes are tied, a further ballot shall be held immediately. In the event of a further tie a postal ballot of all Council Members shall be held within 10 working days. If following the postal ballot the votes between the candidates are still tied, the election

shall be decided by the toss of a coin in the presence of the Director General (or, in his absence, the Secretary) and the other National Officeholders.

8.5.9 Abstentions and spoiled voting papers shall not be counted as votes cast in the election.

## **9. RELEVANT BODIES**

### **9.1 Terms of Reference**

In accordance with the Constitution, each Relevant Body shall be governed by their own terms of reference.

### **9.2 Relevant Bodies**

9.2.1 Each Relevant Body may co-opt persons with relevant skills, knowledge or expertise (whether members of the NFU or otherwise) as additional members on such terms as they see fit but such co-opted members shall not be entitled to vote and provided that the number of co-opted members shall not exceed more than one quarter of the total number of members of the Relevant Body.

9.2.2 Save as provided by the Constitution, the chairman of each Relevant Body shall be elected by the members of such Relevant Body from among any of their own number at the first meeting of the Relevant Body following the Annual General Meeting in each year and they shall hold office until the end of the first meeting of the Relevant Body following the Annual General Meeting in the succeeding year.

9.2.3 Save as provided by the Constitution, no chairman of a Relevant Body who has been elected in that capacity for two or more successive terms of office shall be re-elected unless he obtains a majority of 75 per cent of the votes cast by the members of the Relevant Body present and voting when the vote is taken on his re-election.

## **10. EXPENSES**

The Governance Board shall decide from time to time the sums which Council Members, members of NFU Bodies and other bodies of the NFU shall receive by way of travelling and other out of pocket expenses incurred when engaged on the business of the NFU.

## **11. MEMBERSHIP**

11.1 Council may make and amend rules from time to time to determine the eligibility of persons for admission to each class of membership.

11.2 No person, body corporate, firm of partners, farmer controlled business or other body of persons shall be admitted to any class of membership unless they are eligible and an application has been made in the prescribed form.

11.3 The application form must be signed by the applicant, who shall agree, if admitted, to abide by the NFU's Constitution and Rules.

### **11.4 Register of Members**

11.4.1 The name, address and principal farming, business and related interests of each member shall be kept by the NFU in the Register of Members.

11.4.2 The address of a member to be entered in the Register of Members shall be:

- 11.4.2.1 for a Farmer & Grower Member, a Farmer & Grower Member Organisation, a Farmer & Grower (Partner) Members or an Farmer/Grower Controlled Business Sectors Member farming in England or Wales the address of his principal farm business; and
- 11.4.2.2 for an Associate Member, Affiliate Member or Honorary Member, the address of his residence.
- 11.4.3 A member who changes his address shall inform the NFU Call Centre and/or the relevant Group Secretary.
- 11.4.4 The Register of Members shall be deemed to contain a correct list of the members, their registered addresses and their interests and shall be deemed to be complete and conclusive.
- 11.4.5 Any member shall be entitled to inspect his entry in the Register of Members during normal office hours and upon prior notice of not less than 40 days.

## **11.5 Termination of Membership**

Council may at any time terminate the membership of an Associate Member, an Affiliate Member or an Honorary Member without giving any reason.

## **11.6 Rights, Privileges and Benefits**

Council may decide from time to time what rights, privileges and benefits attach to each class of membership, may segment each class of membership for the purpose of deciding on which rights, privileges and benefits shall attach to each segment of each class, and may fix, vary, adapt, amend or withdraw any of the rights, privileges or benefits that attach to each class.

## **11.7 Suspension and Expulsion**

- 11.7.1 In accordance with paragraph 7.2 of the Constitution, Council may refuse an application for membership, suspend for such period as it may determine or terminate the membership of any person.
- 11.7.2 A notice of refusal, suspension or termination shall be sent to the member or applicant concerned stating the reason for the refusal, suspension or termination and explaining the right to appeal to Council against the operation of the notice.
- 11.7.3 Notice of an appeal against refusal, suspension or termination must be received by the Secretary within 14 days of the notice of refusal, suspension or termination being given. The notice must be signed by the member or applicant and state why the refusal, suspension or termination is being appealed.
- 11.7.4 Council shall consider the member's or applicant's appeal, either in writing, or in person, or through an appointed representative, at its next scheduled meeting and shall communicate its decision to the member or applicant in writing.
- 11.7.5 A suspended or expelled member shall not be liable to pay any outstanding subscription.
- 11.7.6 Any applicant who is refused membership or any expelled member may later be readmitted to membership on appeal or, on application, at the discretion of Council.



## **12. SUBSCRIPTIONS**

### **12.1 Payment**

- 12.1.1 The annual subscriptions of members shall be paid to the funds of the NFU.
- 12.1.2 The subscription year shall run from the first day of November in each year to the thirty first day of October in the succeeding year or such other period as Council may determine and the total amount of the subscription for each subscription year shall be due on the first day of November in each year.
- 12.1.3 Notice of the amount of each annual subscription due to be paid for each subscription year shall be given to each member in advance of the due date.
- 12.1.4 The first annual subscription of a member who is admitted to membership other than on the first day of November shall be reduced proportionately.
- 12.1.5 Each member shall receive, by way of acknowledgement of the payment of his subscription, a membership card or other form of receipt as determined from time to time.
- 12.1.6 Council may decide from time to time in respect of any or all classes of membership, to allow annual subscriptions to be paid by instalments or, in respect of certain members, that the date on which subscriptions are due to be paid shall be other than the first day of November.
- 12.1.7 Subscriptions shall be paid by such methods as the Governance Board may from time to time approve.
- 12.1.8 If any member fails to pay his annual subscription by the end of the subscription year in which it was due, and he has been reminded that the payment is overdue, then his membership shall terminate forthwith and all his rights, privileges and benefits shall be withdrawn.

### **12.2 Subscription Rates**

- 12.2.1 Council may determine from time to time the basis on which subscriptions are to be calculated and the rates and structure of subscriptions, which shall apply to each class of membership for each year.
- 12.2.2 Before fixing the rates of subscription for any year Council may, but it shall not be obliged to, consult with each Regional Board.
- 12.2.3 The subscription notice required to be sent to each member in accordance with rule 12.1.3 shall specify the basis on which the subscription is calculated, the rate for the relevant subscription year and the total amount due.

## **13. MAKING OF CONTRACTS**

- 13.1 Contracts made by or on behalf of the NFU shall be validly made and binding on the NFU only if made in accordance with this rule 13.
- 13.2 Any contract which, if made between private persons would be required by law to be in writing and, if made according to English law, to be entered into as a deed or under seal, may be made on behalf of the NFU in writing and executed as a deed by any two officers or one officer and the Secretary of the NFU. Such contract may be varied or discharged in the same manner.

- 13.3 Any contract which, if made between private persons would be required by law to be in writing and signed by the parties, may be made on behalf of the NFU in writing and be executed by any person acting under the express or implied authority of the Governance Board. Such contract may be varied or discharged in the same manner.
- 13.4 Any contract which, if made between private persons would by law be valid although made orally only and not reduced into writing, may be made either in writing or orally on behalf of the NFU by any person acting under the express or implied authority of the Governance Board. Such contract may be varied or discharged in the same manner.
- 13.5 In accordance with paragraph 20.2 of the Constitution the title to all land, property and investments held by, in trust for or on behalf of the NFU, shall be vested in the National Farmers' Union Trust Company Limited (or such other body) acting as custodian trustee and all contracts relating to land, property and investments shall be executed in the approved form either under seal of such company or by the duly authorised signatories of such company.

#### **14. USE OF TITLE, COAT OF ARMS ETC.**

No member, body, member of staff or other organisation or person shall use or display, or permit to be used or displayed, the name "National Farmers' Union" or its initials "NFU", or any logo or device representing the NFU, or the NFU coat of arms, or any other trademark or design, whether registered or not, owned by the NFU, without the prior express or implied consent of the Governance Board.

#### **15. NOTICES**

- 15.1 Any notice to be given to or by any person under the Constitution or these rules shall be in writing, except where otherwise expressly stated. Any such notice may be given using electronic communications provided sent to such address (if any) for the time being notified for that purpose to the person sending the notice by or on behalf of the person to whom the notice is sent and in the case of communications between the NFU and its members, in accordance with rules 15.2 and 15.3.
- 15.2 The NFU shall give any notice or other document under the Constitution or these rules to a member by whichever of the following methods it may in its absolute discretion determine:
- 15.2.1 personally; or
  - 15.2.2 by posting the notice or other document in a prepaid envelope addressed, in the case of a member, to his registered address, or in any other case, to the person's usual address; or
  - 15.2.3 by leaving the notice or other document at that address; or
  - 15.2.4 by sending the notice or other document using electronic communications to such address (if any) for the time being notified to the NFU by or on behalf of the member for that purpose; or
  - 15.2.5 by placing the notice in any NFU publication delivered to the members; or
  - 15.2.6 by any other method approved by Council.
- 15.3 Proof that an envelope containing a notice or other document was properly addressed, prepaid and posted shall be conclusive evidence that the notice or document was given. Proof that a notice or other document contained in an electronic communication was sent or given in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators current at the date of adoption of the Constitution or, if the Governance Board so resolves, any subsequent guidance so issued, shall be conclusive evidence that the notice

or document was sent or given. A notice or other document sent by the NFU to a member by post shall be deemed to be given or delivered:

- 15.3.1 if sent by first class post or special delivery post from an address in the United Kingdom to another address in the United Kingdom, or by a postal service similar to first class post or special delivery post from an address in another country to another address in that other country, on the day following that on which the envelope containing it was posted;
  - 15.3.2 if sent by airmail from an address in the United Kingdom to an address outside the United Kingdom, or from an address in another country to an address outside that country (including without limitation an address in the United Kingdom), on the third day following that on which the envelope containing it was posted;
  - 15.3.3 in any other case, on the second day following that on which the envelope containing it was posted.
- 15.4 A notice or other document sent by the NFU to a member contained in an electronic communication shall be deemed given to the member on the day following that on which the electronic communication was sent to the member. Such a notice or other document shall be deemed given by the NFU to the member on that day notwithstanding that the NFU becomes aware that the member has failed to receive the relevant notice or other document for any reason and notwithstanding that the NFU subsequently sends a copy of such notice or other document by post to the member.
- 15.5 Members of NFU Bodies must supply a current email address to which notices of meetings and other documents in connection with their membership of such boards may be sent.
- 15.6 A member shall give any notice or other document under this Constitution to the NFU by whichever of the following methods he may in his absolute discretion determine:
- 15.6.1 by posting the notice or other document in a prepaid envelope addressed to the office and marked for the attention of the Secretary; or
  - 15.6.2 by leaving the notice or other document at the office; or
  - 15.6.3 by sending the notice or other document using electronic communications to such address (if any) for the time being notified by or on behalf of the NFU for that purpose.

## **16. INDEMNITY FOR STAFF AND OFFICERS OF THE NFU**

- 16.1 Save to the extent that the relevant actions, claims, proceedings, costs, charges, losses, damages, or expenses are attributable to the fraud, negligence or wilful default of the person concerned, every:
- 16.1.1 member of staff of the NFU;
  - 16.1.2 National Officeholder, the Director General and Secretary;
  - 16.1.3 Council Member; and
  - 16.1.4 member of the NFU Bodies and such consultation panels and other bodies as Council, the Governance Board or the Policy Board shall from time to time determine,

shall be indemnified by the NFU from and against all actions, claims and other proceedings whatsoever and all costs, charges, losses, damages and expenses which he may incur or

sustain by reason of anything done or omitted to be done by any such person in or about the discharge of his or her office or duties on behalf of the NFU.

16.2 This indemnity is given to members of staff of the NFU subject to their terms and conditions of employment and any instructions regarding the performance of their duties in force for the time being and the said terms and conditions of employment and instructions shall take precedence over this indemnity.

**17. AMENDMENT OF RULES**

17.1 Council may make, vary and rescind these Rules from time to time by ordinary resolution.

## APPENDIX 1

### Regions and counties

<b>Region</b>	<b>Counties</b>
South West (6 counties)	Gloucestershire (1) Wiltshire (2) Dorset (3) Somerset (4) Devon (5) and Cornwall (6)
East Anglia (6 counties)	Essex (1) Hertfordshire (2) Suffolk (3) Bedfordshire and Huntingdonshire (4) Cambridgeshire (5) and Norfolk (6)
South East (7 counties)	Kent (1) East Sussex (2) Surrey (3) West Sussex (4) Buckinghamshire, Berkshire and Oxfordshire (5) Hampshire (6) and the Isle of Wight (7)
East Midlands (5 counties)	Leicestershire, Northamptonshire and Rutland (1) Lincolnshire Holland (2) Nottinghamshire (3) Lincolnshire (4) and Derbyshire (5)
West Midlands (5 counties)	Herefordshire (1) Worcestershire (2) Shropshire (3) Staffordshire (4) and Warwickshire (5)
North East (4 counties)	Northumberland (1) North Riding and Durham (2) West Riding (3) and York East (4)
North West (3 counties)	Cumbria (1) Lancashire (2) and Cheshire (3)

## APPENDIX 2

### Welsh counties

<b>Welsh counties</b>
Anglesey
Brecon & Radnor
Mid Gwynedd
Ceredigion
Carmarthenshire
Clwyd
Glamorgan
Meirionnydd
Monmouthshire
Montgomeryshire
Pembrokeshire