

PERTSHIRE AGRICULTURAL SOCIETY

ARTICLES OF ASSOCIATION UPDATE

SUMMARY OF CHANGES

1. The content that was previously split between a Memorandum of Association and Articles of Association. All the information is now contained in a single Articles of Association.
2. **Objects (Charitable Purposes)** – At Article 3 the wording has been updated to include wording required by OSCR (the Scottish Charity Regulator). OSCR have provided their consent to this wording. Any further changes will require the pre-consent of OSCR.
3. **Powers** – An updated modern list of powers has been added at Schedule 2.
4. **Membership** – Life membership is no longer mentioned, the possibility of Honorary membership has been added at Article 5.7.

There is a provision covering the Register of Members. Whilst not contained in the existing Articles of Association, it reflects company law and is applicable to the Society now.

Provisions have been included covering circumstances under which membership would cease. These are standard provisions.
5. **General Meetings** – General meetings in terms of company law refer to the meetings of the members. In practice, the Society has one General Meeting each year being the Annual General Meeting (AGM).

The notice period for General meetings has been reduced to fourteen days as per the Companies Act 2006. The provisions allow for a hybrid or completely virtual General Meeting if decided by the Directors.

Proxy voting is included, this is a requirement of the Companies Act 2006 and applies to a Company not withstanding what the Articles say. The draft includes a template Proxy appointment form which can be adapted and used in the future.

Article 6.10 covers the decisions which can only be decided by not less than 75% of the members present in person or by proxy at a General meeting (AGM or EGM). The provisions on demanding a poll (counted vote) and written resolutions reflect the companies legislation.
6. **Board of Directors** – the Board of Directors are also the Charity Trustees in terms of charity law. A maximum number of Directors has been included of forty-three individuals, including the top table. The composition of the Board of Directors is at Article 8.1 allowing forty Directors to be elected by the members, two individuals co-opted directly by the Directors and the retiring Chair is automatically a Director.

Article 8.2 confirms that a term of office for an Elected Director is three years and that Directors are eligible for re-election without limit.

The division into wards for the purposes of the appointment of Directors as contained in the existing Articles of Association has not been carried forward. Instead, Article 8.2.5 confirms that in electing Directors there should be regard to having equal representation on the Board of Directors from North Perthshire, South Perthshire, East Perthshire, West Perthshire and outwith Perthshire, however, the Society is not bound to meet this requirement where it is not possible or impractical.

Updated standard provisions have been included at Article 8.6 covering the retiral and deemed retiral of Directors, a specific provision has been included where the individual fails in their delegated duties in relation to Perth Show.

Standard provisions have been added covering conduct of Directors, constraints on payment and conflicts of interest.
7. **Chair, Vice Chair and Junior Vice Chair** – will continue to be appointed by the Board and this is covered at Article 9. This will be decided by the new Board, from their own number, after the AGM when applicable. The eligibility criteria for each post has been reviewed and updated at Article 9.3.
8. Article 12 covers **Director's meetings**.

9. Article 14 covers **Honorary President, Honorary Vice President(s) and Honorary Patron(s)**. This provision provides clarity that such positions do not confer directorship/trusteeship rights. A five-year term has been introduced for any Honorary Vice President or an Honorary President appoint **after** the new Articles are adopted, a second term of five years is possible. A maximum number of Honorary Vice Presidents has been introduced of 15.
10. **Finance and Accounts** – updated standard provisions have been included at Article 15.
11. **Dissolution** - on dissolution the assets may only be given to other charities, as now.