



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

As amended by Council on 24 June 2024

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**These Rules are supplemental to, and made under paragraph 9.18 of, the Constitution and were approved by Council on 24 June 2024.**

## **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 all genders.
- 1.2 Unless otherwise defined, words and expressions defined in the Constitution shall have the meanings ascribed to them in the Constitution.
- 1.3 References to any statute or other legislation shall be deemed to include any amendments to such legislation, statutory modification or re-enactment thereof for the time being in force and any statutory regulations made thereunder.
- 1.4 References to rules and appendices are, unless the context requires otherwise, references to rules of, and appendices to, these Rules.
- 1.5 From 26 June 2023 until the Implementation Date, the NFU shall be administered in accordance with the provisions of the Constitution and Rules as modified by the transitional provisions set out in Schedule 1 to these Rules. The provisions of Schedule 1 shall cease to have effect on and from the Implementation Date.
- 1.6 The following expressions where the context so admits shall have the following meanings:

**"Allocated Votes"** means the voting process set out in rule 4.6.3;

**"Constitution"** means the Constitution of the NFU adopted on 26 June 2023 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"** means the subscription income set out 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 or other suitable system, as approved for use for the purposes of these rules by the Governance Board from time to time;

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

**"Membership Panel"** means a sub-committee of the Governance Board comprised of at least three of their number who have declared that they have no conflict of interest or loyalty in relation to the membership matter to be determined. The President may not be a member of the Membership Panel;

**"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;

**"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;

**"Transitional Arrangements"** means the transitional provisions set out in Schedule 1 to the Rules; 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 in England, which comprise such regions, are as set out in part 1 of Appendix 1 (subject to the Transitional Arrangements), and the counties in Wales are as set out in part 2 of Appendix 1. The lists as set out in these Appendices may only be amended with the consent of Council.

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

3.1 Save for the suspension or removal of a National Officeholder requiring not less than 21 clear days' notice in accordance with paragraph 9.12.1 of the Constitution, all meetings shall be called by at least 14 clear days' notice. However in accordance with paragraph 9.12.1 of the Constitution a meeting may be called by shorter notice in exceptional circumstances if so agreed in writing (including by email) in advance, or, at the start of the meeting so convened 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. If the meeting is to be held by electronic means, the notice shall specify the manner in which Council Members may join and participate in the meeting.

3.3 The notice and any other communications relating to any meeting which any Council 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 being present in person or by alternate 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 chair 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 their absence the Deputy President or the Vice President shall preside as chair 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 chair.
- 4.4 The chair 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 chair 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 chair directs and the chair 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 chair of the meeting, be of sufficient magnitude to vitiate the result of the voting.
- 4.5.5 In the event that the Council Meeting takes places by electronic means, the chair shall ensure that all Council Members have the ability to vote on any resolution put to the meeting either publicly (as with a show of hands) or by means of secret ballot or electronic voting system, if so demanded.
- 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 chair directs and the chair 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 Chair and Council Representative of each county (or their alternates) shall be entitled to exercise one half of the total number of votes allocated to such county in accordance with rule 4.7 below as 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 Chair shall be entitled to exercise one half of the total number of Allocated Votes (rounded down to the nearest whole number) and the Council Representative shall be entitled to exercise the remainder of the Allocated Votes. The Welsh Representative of each Welsh county (as set out in part 2 of Appendix 1) 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 (or their alternates) sees fit and, for the avoidance of doubt, the County Chair and Council 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 (or their alternate) shall be entitled to vote on a Weighted Voting Matter.
- 4.6.6 In the event that the Council Meeting takes places by electronic means, the chair shall ensure that all Council Members have the ability to vote on any resolution in respect of a Weighted Voting Matter by way of a suitable electronic voting system.

#### **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 County Subscription Income received or due from voting members of a Voting County for the relevant Membership Year 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 in respect of Non-Weighted Voting Matters the chair shall be entitled to a casting vote in addition to any other vote they may have.

- 4.8.3 In the case of an equality of votes in respect of Weighted Voting Matters the vote shall be re-run, and in the event of a further tie the vote shall be decided on the toss of a coin.
- 4.8.4 If a Council Representative or County Chair or the chair 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 they represent (in the case of a Council Representative or a County Chair) or the National Commodity Board (in the case of a chair 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 their behalf. An alternate is to be counted in the quorum at meetings of Council where the person for whom the alternate has been appointed 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 **Electronic Participation in Council Meetings**
- 4.10.1 The Governance Board may determine that any one or more of the Council Members can take part in a meeting of Council by way of video conference, or online meeting facility or conference telephone or similar equipment designed to allow everybody to take part in the meeting and to exercise their right to vote on any resolution.
- 4.10.2 The Governance Board may determine that any Council Meeting may take place exclusively via electronic means or may allow Council Members to decide whether they will attend a physical meeting in person, or attend the same meeting using electronic means, provided that the manner of holding the meeting and the options for taking part are made clear to all Council Members and all Council Members are able to take part in the meeting and exercise their right to vote on any resolution, however they may choose to participate.
- 4.10.3 Taking part in this way will be treated as being present at the meeting. Meetings will be treated as taking place where the largest group of the participants are or, if there is no such group, where the Chair is unless the Council Members decide otherwise.

## **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. One hundred voting 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 chair 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 chair 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 their absence the Deputy President or the Vice President, shall preside as chair 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 chair.
- 5.4 The chair of the meeting can take any action the chair considers appropriate for the proper and orderly conduct of the business to be carried out at the general meeting. The chair'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 chair 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 chair may without such consent adjourn the meeting to another time and/or place if in the chair's 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 chair of the meeting shall be entitled to a casting vote in addition to the votes to which they 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 they represent 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 chair of the meeting and shall only vitiate the decision of the meeting or poll on any resolution if the chair decides that the same may have affected that decision. The decision of the chair 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 chair 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 chair shall direct. The chair 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 the chair 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 in their stead.

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, 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, or electronically as specified in the notice convening the meeting (including by email). 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 CHAIRS**

### **6.1 Constituencies**

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

### **6.2 Eligibility of Candidates**

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

6.2.1 they are a voting member;

6.2.2 their registered address is in the constituency;

6.2.3 their subscription for the current membership year is not in arrears at the date of the election; and

6.2.4 subject to the Transitional Arrangements and paragraph 6.3:

6.2.4.1 in the case of a Council Representative, they have not already served three consecutive terms in office as a Council Representative, or four consecutive terms in office first as County Chair for two terms then as Council Representative for two terms, unless an interval of at least four years has passed since the date on which they ceased to hold office; or

6.2.4.2 in the case of a County Chair, they have not already served in office for two consecutive terms, unless an interval of at least four years has passed since the date on which they ceased to hold office;

- 6.2.5 they have not been removed from office by the Council or the Governance Board (or any sub-committee of its members constituted by it) within the last five years.

### **6.3 Extended Eligibility for those standing for election as chair of the Regional Board**

The following provisions apply to a Council Representative or County Chair who wishes to stand for election or re-election as Regional Chair but would otherwise have served for their maximum term of office (in accordance paragraph 6.2.4) and would therefore been ineligible to do so:

- 6.3.1 The relevant Council Representative and/or County Chair who wishes to stand for election as the chair of their Regional Board must make their intention known to the County meeting immediately prior to the date on which nominations for Council Representative and/or County Chair close.
- 6.3.2 The County meeting should be asked to indicate whether they are supportive of the relevant Council Representative and/or County Chair standing for election as chair of their Regional Board. The Regional Director (or their delegate) will determine whether or not the County meeting has been supportive of such candidacy in such manner as they may determine.
- 6.3.3 If both the Council Representative and County Chair will have completed their maximum terms of office and wish to stand as chair of their Regional Board, the County meeting should be asked to indicate which of the candidates they support in that role.
- 6.3.4 Provided that the Council Representative and/or County Chair has the support of their County to do so, they may stand for a further term of office in that capacity in order to enable them to stand for election as chair of their Regional Board.
- 6.3.5 If a Council Representative and/or County Chair is supported by their County to stand for a further term in accordance with paragraph 6.3.2 and is not then successfully elected as the chair of the Regional Board, they may serve for the remainder of their term as Council Representative and/or County Chair but may not then serve for any further terms as Council Representative and/or County Chair (as applicable) unless paragraph 6.3.7 applies.
- 6.3.6 If a Council Representative and/or County Chair is supported by their County to stand for a further term in accordance with paragraph 6.3.2 and is then successfully elected as the chair of the Regional Board, they may serve for up to two further terms of office (i.e. up a further three terms of office in total) as Council Representative and/or County Chair (in accordance with the procedure in paragraph 6.3) provided that they continue to remain as chair of the Regional Board throughout that period, and subject to paragraph 6.3.7.
- 6.3.7 Any individual may stand for election to the office of Council Representative or County Chair after an interval of at least four years has passed since the date on which they ceased to hold that office.

### **6.4 Eligibility to Nominate and Vote**

A member may only nominate a candidate for election as Council Representative or County Chair and vote in the ballot held in the constituency if the nominating member is a voting member whose registered address is in the constituency and whose subscription for the current membership year is not in arrears at the date the nomination is made and/or on the date of voting (as applicable).

### **6.5 Accidental Omissions**

A ballot shall not be invalidated by any accidental omission to send any notice or voting form to any voting member at their registered address or email address (as applicable).

**6.6 Register of Members and mailing of Notices and Voting Forms**

If, in accordance with rule 6.10, a ballot is necessary, voting forms shall be provided to voting members in each constituency by email to each member's last known email address or, if the NFU has no such record, by 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.

**6.7 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 Chair for the constituency.

**6.8 Nomination Form**

6.8.1 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.

6.8.2 The nomination form shall include:

6.8.2.1 the full names and registered address of the candidate;

6.8.2.2 the candidate's NFU membership number;

6.8.2.3 the name of the constituency for which the candidate is nominated;

6.8.2.4 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);

6.8.2.5 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 their opinion might be unlawful is removed;

6.8.2.6 the signed consent of the candidate (which may be by way of electronic signature); and

6.8.2.7 such other information as the Secretary shall from time to time determine.

**6.9 Notice of Election**

6.9.1 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.

6.9.2 The preliminary notice shall state:

6.9.2.1 the number of vacancies to be filled in the constituency and the reason for such vacancies;

- 6.9.2.2 the date of the election, which shall be no later than 15 December in any year (unless the Secretary approves the holding of the election on a later date);
- 6.9.2.3 the date, at least 28 days before the election date, by which nominations of candidates must have been received by the Regional Director;
- 6.9.2.4 the approximate date on which voting forms will be sent to members and the date by which they must be returned; and
- 6.9.2.5 the name, address, email address and telephone number of the NFU office from which nomination forms may be obtained.

## 6.10 **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 Chairs, which must not be inconsistent with the Constitution or the Rules.

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

- 6.11.1 If only one candidate is nominated for a vacancy as Council Representative or County Chair in accordance with rule 6.7 then in respect of such vacancy the person nominated shall be deemed to be elected.
- 6.11.2 If there is more than one candidate for a vacancy as Council Representative or County Chair 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).
- 6.11.3 If no candidates are nominated for a vacancy as Council Representative or County Chair in accordance with rule 6.7 then rule 6.15 shall apply.

## 6.12 **Ballot of the Members**

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

## 6.13 **Completion of voting forms**

- 6.13.1 Voting forms shall be completed by placing a cross on the voting form 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 form in the place provided or, in the case of electronic completion, indicating their completion of the voting form in the manner set out in the accompanying voting instructions.

6.13.2 A voting form shall be regarded as spoiled and shall not be counted in the election if:

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

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

6.13.2.3 the voting form has not been completed as required by paragraph 6.12.1 of this rule.

#### 6.14 **Return of voting forms**

6.14.1 Completed voting forms 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").

6.14.2 Unless otherwise indicated the envelope or email (as applicable) in which voting forms are returned to the Regional Director shall be clearly marked with the words, "NFU Voting Paper".

#### 6.15 **Counting of votes and procedures for dealing with voting forms**

6.15.1 In respect of each ballot of the members, if ordered to do so by the Regional Board, the Regional Director or a person appointed by them shall collect unopened all voting forms 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 chair. Where voting forms are received by electronic means, the Regional Director shall set out a robust process to ensure that all such forms can be counted and verified in an appropriate manner by at least three members of the Regional Board. Otherwise the Regional Director shall open the voting forms, 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.

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

6.15.3 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.

6.15.4 The result of the election in each constituency shall be published in an NFU publication delivered to each member (or published on the NFU's website) as soon as practicable after the result has been declared and the names and addresses of the Council Representatives and County Chairs shall be delivered in writing to the Secretary no later than three days after the election date.

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

6.15.5.1 the total number of voting forms received;

6.15.5.2 the number of voting forms rejected and the reasons for the rejection;

6.15.5.3 the total number of valid votes cast in favour of each candidate; and

6.15.5.4 the name of the candidate(s) elected for each constituency.

6.15.6 The Regional Director shall retain the voting forms 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 forms, they shall be deleted or destroyed (as applicable).

6.15.7 If within 21 days of the publication of the result of any election there has been a request to scrutinise the voting forms, 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.

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

6.16.1 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:

6.16.1.1 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,

6.16.1.2 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.

6.16.2 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.

## **6.17 Casual vacancies**

In the event of a casual vacancy arising during the term of appointment of a Council Representative or County Chair, an election shall be held in accordance with rules 6.1 to 6.15 (inclusive). If the incumbent Council Representative or County Chair (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 Chair (as the case may be) pending the election or appointment of a successor in accordance with this rule 6. Any such interim Council Representative or County Chair may exercise such right to vote as they would have been entitled to had they been duly elected.

Any time served by an individual in filling a casual vacancy shall not count towards a Council Representative or County Chair's (as applicable) term of office for the purpose of calculating their maximum permitted term in office in accordance with paragraph 6.2.4.

## **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 AND SUSPENSION AND REMOVAL OF NATIONAL OFFICEHOLDERS**

## **8.1 Eligibility of Candidates**

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

- 8.1.1 the member fulfils the criteria set out in paragraph 10.2 of the Constitution;
- 8.1.2 the member's subscription for the current year is not in arrears at the date of the election;
- 8.1.3 the member is not disqualified from being the director of a company;
- 8.1.4 the maximum permitted term specified in paragraph 10.4 of the Constitution would not be reached whilst the member was in office;
- 8.1.5 no circumstances exist at the date of their nomination and election that would cause them to automatically cease to be a Council Member on election in accordance with paragraph 9.9 of the Constitution;
- 8.1.6 they have not been removed from office by the Council or the Governance Board (or any sub-committee of its members constituted by it) within the last five years.

## **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 45 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 provided 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 the candidate's NFU membership number;
- 8.3.3 the name of the office for which the candidate 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 their opinion might be unlawful is removed;
- 8.3.6 the signed consent of the candidate (which may be by way of electronic signature); 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 their 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 that National Officeholder 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 the candidate shall not be elected and in the case of a National Officeholder standing for re-election, the candidate 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 (or electronic) ballot of all Council Members shall be held within 10 working days. If following the postal (or electronic) 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 their absence, the Secretary) and the other National Officeholders.
- 8.5.9 Abstentions and spoiled voting forms shall not be counted as votes cast in the election.

## **8.6 Suspension or Removal of a National Officeholder**

If Council convenes a meeting to consider the suspension or removal of a National Officeholder pursuant to paragraph 10.8 of the Constitution, the following procedure shall apply:

- 8.6.1 The National Officeholder shall be notified at least 21 clear days in advance of the date of the meeting at which the proposal to remove them from office shall be considered, together with a statement of the reasons why such resolution is to proposed and shall be given the opportunity to submit representations in advance for consideration by Council. Such representations must be in writing and be received by the Secretary at least seven clear days before the meeting and sent to all Council Members.
- 8.6.2 The National Officeholder may be invited to attend the Council meeting and make representations to Council verbally. The National Officeholder may be accompanied by any such person whose attendance shall be agreed with the Governance Board in advance. The National Officeholder shall not be entitled to be present when Council is invited to vote on the National Officeholder's suspension or removal. Such suspension or removal is a Weighted Voting Matter which must be passed by a special resolution of the Council. If a decision is taken to suspend a National Officeholder, Council must agree upon the period of the suspension from office.
- 8.6.3 The National Officeholder shall be notified in writing of Council's decision to suspend or remove them (as applicable) promptly following the conclusion of the meeting.

## **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 chair 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 on a biennial basis and they shall hold office for a period of two years until the beginning of the first meeting of the Relevant Body following the Annual General Meeting two calendar years after appointment.
- 9.2.3 Save as provided by the Constitution and subject to rule 9.2.4, no chair of a Relevant Body who has been elected in that capacity for two or more successive terms of office shall be re-elected unless that person 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 their re-election.
- 9.2.4 Where the number of members of the Relevant Body present and voting when the vote is taken is fewer than 20, the chair shall be re-elected if they obtain a majority of sixty per cent of the votes cast by the members of the Relevant Body present and voting when the vote is taken on their 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 The standing orders shall set out 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 and such terms and conditions of membership as may be prescribed from time to time.
- 11.4 **Register of Members**
  - 11.4.1 The name, address and principal farming, business and related farming interests of each member shall be kept by the NFU in the Register of Members.
  - 11.4.2 The postal 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 or an Farmer/Grower Controlled Business Sectors Member farming in England or Wales, the address of their principal farm business; and
    - 11.4.2.2 for a non-voting member, the address of their residence or principal office address (as applicable).

- 11.4.3 A member who changes address shall inform the NFU Call Centre and/or the relevant Group Secretary, who shall update the Register of Members.
- 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 their own entry in the Register of Members during normal office hours and upon prior notice of not less than 28 days.

## 11.5 **Rights, Privileges and Benefits**

In accordance with paragraph 7.4.3 of the Constitution, 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.

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

11.6.1 In accordance with paragraph 7.3 of the Constitution, NFU may refuse an application for membership, suspend membership for such period as it may determine or terminate the membership of any person, for reasons including but not limited to:

- 11.6.1.1 criminal conviction or pending criminal charges;
- 11.6.1.2 inappropriate or offensive behaviour directed at any member of NFU staff or NFU member;
- 11.6.1.3 any behaviour that risks prejudicing the reputation of the NFU including a breach of any NFU code of conduct or the membership terms and conditions; and
- 11.6.1.4 (in the case of refusal of membership), an ongoing dispute with a current NFU member;

along with any other matter the Governance Board may from time to time determine and set out in writing.

11.6.2 When the issue of refusal, suspension or termination of membership arises, the Governance Board shall establish a Membership Panel to consider the matter, as set out in these Rules.

### **Refusal of membership**

11.6.3 Any application for voting or non-voting membership shall be considered by the NFU's membership team and may be refused by the membership team on the basis of any guidance provided from time to time by the Governance Board. A refusal of membership shall be communicated to the individual or organisation (as applicable) by a notice in writing with a statement confirming the reason for such refusal and explaining the right to appeal against the operation of the notice.

11.6.4 Notice of an appeal against refusal must be received by the Secretary within 14 days of the notification of refusal being given. The notice of appeal must be signed by the applicant (or their duly authorised representative) and explain why the refusal is being appealed and provide any suitable supporting evidence relevant to the refusal.

11.6.5 The Membership Panel shall consider the applicant's appeal in writing and shall communicate its decision to the applicant in writing within three months of the date of

the notice of appeal against refusal. The decision of the Membership Panel on the refusal of an applicant's membership shall be final and binding. Any person whose membership is refused by the Membership Panel may not re-apply for membership within 12 months of the date of their determination.

### **Suspension and Termination of Voting Membership**

- 11.6.6 The proposed suspension or termination of the membership of a voting member shall be considered in the first instance by the Membership Panel at a meeting convened for that purpose.
- 11.6.7 The Secretary (or an alternate nominated by the Secretary) shall notify the relevant member at least 28 days before the date of the meeting of:
  - 11.6.7.1 the date of the meeting;
  - 11.6.7.2 a summary of the allegations of any misconduct or other matters which are to be considered by the Membership Panel, prepared on behalf of the NFU;
  - 11.6.7.3 copies of the evidence that will be provided to the Membership Panel (provided that the member shall not be entitled to receive copies of such evidence if this would infringe or undermine the data subject rights or confidentiality of any other person);
  - 11.6.7.4 the date by which the member's written submissions or other written evidence must be received by the Secretary (being not less than seven days before the date of the meeting).
- 11.6.8 The member may send to the Secretary (or an alternate nominated by the Secretary) written submissions or written evidence which they wish the Membership Panel to consider at its meeting at least seven days before the date of the meeting. No evidence provided after that date will be considered by the Membership Panel.
- 11.6.9 The Membership Panel will appoint a chair. The chair may decide the detailed procedure for the meeting but save in exceptional cases the matter will be decided based on the documentation provided to the Membership Panel.
- 11.6.10 The Membership Panel will consider the evidence provided to it on behalf of the NFU and any submissions provided by the member and will determine whether or not the member should be suspended (and if so, for how long) or have their membership terminated.
- 11.6.11 A notice of suspension or termination shall be sent to the member concerned stating the reason for the suspension or termination (as applicable) and explaining the right to appeal to Council against the operation of the notice. In the case of a suspension, the period of suspension and (if appropriate) the process for reviewing the suspension, will be set out in the notice of suspension sent to the member.
- 11.6.12 Notice of an appeal against suspension or termination must be received by the Secretary within 14 days of the date of the notice confirming suspension or termination. The notice of appeal must be signed by the member and state why the suspension or termination is being appealed. In the event that a member appeals against a decision to suspend or terminate their membership, the suspension or termination shall not take effect until the appeal has been decided.
- 11.6.13 Upon receipt of an appeal notice the President must decide either to dismiss the appeal or allow the appeal to be heard. The President may allow an appeal if the member has provided fresh evidence that was not available at the time of

consideration by the Membership Panel, or the member provides evidence of significant procedural error on the part of the NFU or the Membership Panel.

- 11.6.14 If the President decides to allow the appeal, they shall determine the next meeting of the Council at which such appeal shall be considered. They shall also write to the member setting out the procedure that will apply to the hearing of the appeal by the Council, including any further information that may be provided by the member, the date by which such information should be provided and whether or not the member may appear in person to make representations at the Council meeting.
- 11.6.15 Council shall consider the member's appeal in writing, or in person, or through an appointed representative (as previously determined by the President in accordance with rule 11.6.14), at the appointed Council meeting. Council's decision shall be taken by ordinary resolution and communicated to the member in writing within 14 days of the date of the Council meeting.

### **Suspension and Termination of Non-Voting Members**

- 11.6.16 The proposed suspension or termination of the membership of a non-voting member shall be considered by the Membership Panel at a meeting convened for that purpose.
- 11.6.17 The Secretary (or an alternate nominated by the Secretary) shall notify the relevant member at least 28 days before the date of the meeting of:
- 11.6.17.1 the date of the meeting;
  - 11.6.17.2 a summary of the allegations of any misconduct or other matters which are to be considered by the Membership Panel, prepared on behalf of the NFU;
  - 11.6.17.3 copies of the evidence that will be provided to the Membership Panel (provided that the member shall not be entitled to receive copies of such evidence if this would infringe or undermine the data subject rights or confidentiality of any other person);
  - 11.6.17.4 the date by which the members' written submissions or other written evidence must be received by the Secretary (being not less than seven days before the date of the meeting).
- 11.6.18 The member may send to the Secretary (or an alternate nominated by the Secretary) written submissions or written evidence which they wish the Membership Panel to consider at its meeting at least seven days before the date of the meeting. No evidence provided after that date will be considered by the Membership Panel.
- 11.6.19 The Membership Panel will appoint a chair. The chair may decide the detailed procedure for the meeting but save in exceptional cases the matter will be decided based on the documentation provided to the Membership Panel.
- 11.6.20 The Membership Panel will consider the evidence provided to it on behalf of the NFU and any submissions provided by the member and will determine whether or not the member should be suspended (and if so, for how long) or have their membership terminated.
- 11.6.21 A notice of suspension or termination shall be sent to the member concerned stating the reason for the suspension or termination (as applicable). In the case of a suspension, the period of suspension and (if appropriate) the mechanism for reviewing the suspension, will be set out in the notice of suspension sent to the member. The decision of the Membership Panel in the case of the suspension or termination of a non-voting member shall be final and there shall be no right of appeal.

11.6.22 A suspended or expelled member shall not be liable to pay any outstanding subscription. The NFU shall not be required to repay any portion of subscription fees already paid by that member for the remainder of the membership year at the point of suspension or termination.

## **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 their 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 their annual subscription by the end of the subscription year in which it was due, and has been reminded that the payment is overdue and has not received special dispensation from their Regional Director, then their membership shall terminate forthwith and all corresponding 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 NFU.

#### **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 the member's 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 the member may in their 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 Farming, Food and Environment 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 they may incur or sustain by reason of anything done or omitted to be done by any such person in or about the discharge of their 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**

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

**Schedule 1**  
**Transitional Provisions 2023-2024**

**Part 1: Regional Re-organisation**

**1 Definitions**

1.1 In this Schedule the following expressions where the context so admits shall have the following meanings:

1.1.1 **"Existing Regional Boards"** means the English regional boards of the NFU in place prior to the Regional Adoption Date as detailed in part 1 of Appendix 1

1.1.2 **"Existing Regional Commodity Boards"** means the English regional commodity boards of the NFU in place prior to the Regional Adoption Date as detailed in part 1 of Appendix 1

1.1.3 **"First Regional Transition Period"** means the period commencing on the adoption of these Rules and ending immediately prior to the Regional Adoption Date

1.1.4 **"New Regional Boards"** means the English regional boards of the NFU in place on and from the Regional Adoption Date as detailed in Appendix 2

1.1.5 **"New Regional Commodity Boards"** means English regional commodity boards of the NFU in place on and from the Regional Adoption Date as detailed in Appendix 2

1.1.6 **"Regional Adoption Date"** means 1 November 2023

1.1.7 **"Second Regional Transition Period"** means the period commencing on the Regional Adoption Date and ending on the Implementation Date

1.2 This schedule shall have effect notwithstanding anything in the Constitution or Rules.

1.3 Regional Chairs:

<b>Existing regions</b>	<b>Proposed new Regions</b>	<b>Chairs during Second Regional Transition Period</b>
North East		
North West	Northern	Chair elected by new Regional Board/Regional Commodity Board
East Anglia	Eastern	Chair elected by new Regional Board/Regional Commodity Board
South East		
South West	Southern	Chair elected by new Regional Board/Regional Commodity Board
West Midlands		
East Midlands	Midlands	Chair elected by new Regional Board/Regional Commodity Board

## **2 Exercise of Functions during First Regional Transition Period**

- 2.1 During the First Regional Transition Period the following bodies and persons shall continue to exercise the functions of the under the NFU Constitution and Rules as modified by this Schedule:
- 2.1.1 The Existing Regional Boards
  - 2.1.2 The chair of each Existing Regional Board
  - 2.1.3 The Existing Regional Commodity Boards
  - 2.1.4 The chair of each Existing Regional Commodity Board
- 2.2 The Existing Regional Boards and the Existing Regional Commodity Boards may each do such things as may be necessary or expedient to smooth the transition from the Existing Regional Boards to the New Regional Boards and from the Existing Regional Commodity Boards to the New Regional Commodity Boards.
- 2.3 The Existing Regional Boards and the Existing Regional Commodity Boards will no longer exist after the Regional Adoption Date but all members of the Existing Regional Boards will sit on the New Regional Boards on and from the Regional Adoption Date and all members of the Existing Regional Commodity Boards will sit on the New Regional Commodity Boards on and from the Regional Adoption Date. All matters that would have been dealt with by the Existing Regional Boards will, on and from the Regional Adoption Date, be dealt with by the New Regional Boards and all matters that would have been dealt with by the Existing Regional Commodity Boards will, on and from the Regional Adoption Date, be dealt with by the New Regional Commodity Boards.

## **3 Exercise of Functions during Second Regional Transition Period**

- 3.1 On and from the Regional Adoption Date including during the Second Regional Transition Period, in relation to the New Regional Boards:
- 3.1.1 the New Regional Boards shall exercise all of the functions of the Regional Boards in place of the Existing Regional Boards;
  - 3.1.2 the New Regional Boards may do such things as may be necessary or expedient to smooth the transition from the Existing Regional Boards to the New Regional Boards; and
  - 3.1.3 all members of the Existing Regional Boards shall sit on the New Regional Boards in accordance with the revised territories set out in Appendix 2.
- 3.2 On and from the Regional Adoption Date including during the Second Regional Transition Period, in relation to the New Regional Commodity Boards:
- 3.2.1 the New Regional Commodity Boards shall exercise all of the functions of the Regional Commodity Boards in place of the Existing Regional Commodity Boards;
  - 3.2.2 the New Regional Commodity Boards may do such things as may be necessary or expedient to smooth the transition from the Existing Regional Commodity Boards to the New Regional Commodity Boards; and
  - 3.2.3 all members of the Existing Regional Commodity Boards shall sit on the New Regional Commodity Boards in accordance with the revised territories set out in Appendix 2.
- 3.3 During the Second Regional Transition Period:
- 3.3.1 Prior to the commencement of the Second Regional Transition Period, each New Regional Board shall make arrangements to elect a chair of the New Regional Board pursuant to

paragraph 1.3, in accordance with the requirements of the Constitution, Rules and Standing Orders.

3.3.2 Prior to the commencement of the Second Regional Transition Period, each New Regional Commodity Board shall make arrangements to elect a chair of the New Regional Commodity Board pursuant to paragraph 1.3, in accordance with the requirements of the Constitution, Rules and Standing Orders.

### **Part 2: Officeholders Terms of Office**

- 1 This Part 2 shall apply to the following officeholders at the date of adoption of the Constitution and these Rules:
  - a. National Officeholders
  - b. County Chairs
  - c. Council Representatives
  - d. National Commodity Board chairs
  - e. National Commodity Board vice chairs
  - f. Appointed National Commodity Board members
  - g. Regional Commodity Board members
  - h. Regional Commodity Board chairs
  - i. Regional Board chairs(together the **Office Holders**).
- 2 The office term limits which are set out in the Constitution, Rules and Standing Orders shall, subject to paragraph 3, apply on and from the Implementation Date.
- 3 All individuals who are Office Holders as at the Implementation Date but whose electoral cycle falls in 2024 or 2025, and who would otherwise have reached their maximum permitted term limit, shall be eligible to continue in that post for one further term of two years notwithstanding the maximum term limits set out in the Constitution, Rules and Standing Orders, subject to continuing to meeting the remaining eligibility criteria and being re-elected or re-appointed to that post in accordance with the Constitution and Rules.

### **Part 3: National Forums**

Prior to the adoption of the Constitution and these Rules, the NFU had established a number of national forums, in accordance with the previous Standing Orders approved by Council on 12 October 2020. Notwithstanding their removal from the Standing Orders now in place, these National Forums will remain in place, subject to the terms governing them under the previous version of the Standing Orders, until the meeting of Council held in October 2024, at which time they shall automatically cease to exist.

### **Part 4: Farmer & Grower (Partner) Members**

- 1 From the date of adoption of the Constitution and Rules until 1 November 2024 (**Interim Period**), there shall continue to be a class of members known as "**Farmer & Grower (Partner) Members**". An individual shall be eligible to be a Farmer & Grower (Partner) Member if they are a business partner of a Farmer & Grower Member (who may or may not be in a familial relationship with the

Farmer & Grower Member) and is engaged as a farmer and/or grower and is not in arrears of any subscriptions laid down from time to time by Council.

- 2 During the Interim Period, Farmer & Grower (Partner) Members shall be voting members (as defined in the Constitution) and the definition of voting member shall accordingly be deemed amended to the extent necessary during the Interim Period for that purpose.
- 3 Farmer & Grower (Partner) Members shall be eligible to stand as candidates for election to the offices of the National Officeholders pursuant to paragraph 10.2 of the Constitution, for so long as that class of membership remains.
- 4 For a Farmer & Grower (Partner) Member, the postal address of a member to be entered in the Register of Members shall be the address of their principal farm business.
- 5 At the end of the Interim Period, any Farmer & Grower (Partner) Member shall automatically convert to a Farmer & Grower Member, subject to the eligibility requirements of that class of member.

## APPENDIX 1

### Part 1: English Regions and counties to 31 October 2023

<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)

## Part 2: Welsh counties

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

## APPENDIX 2

### New English Regions and counties from 1 November 2023

<b>Region</b>	<b>Counties</b>
Southern Region (9 counties)	Gloucestershire (1) Wiltshire (2) Dorset (3) Somerset (4) Devon (5) Cornwall (6) Buckinghamshire, Berkshire and Oxfordshire (7) Hampshire (8) and the Isle of Wight (9)
Eastern Region (10 counties)	Essex (1) Hertfordshire (2) Suffolk (3) Bedfordshire and Huntingdonshire (4) Cambridgeshire (5) Norfolk (6) Kent (7) East Sussex (8) Surrey (9) and West Sussex (10)
Midlands Region (10 counties)	Leicestershire, Northamptonshire and Rutland (1) Lincolnshire Holland (2) Nottinghamshire (3) Lincolnshire (4) Derbyshire (5) Herefordshire (6) Worcestershire (7) Shropshire (8) Staffordshire (9) and Warwickshire (10)
Northern Region (7 counties)	Northumberland (1) North Riding and Durham (2) West Riding (3) York East (4) Cumbria (5) Lancashire (6) and Cheshire (7)