

Moreton In Marsh & District Agricultural & Horse Show Society

BYELAWS

1. Membership.

The annual Membership Subscription will be set by Council.

A person may become a Life Member on payment of one subscription equal to 14 times one year's full subscription at the date of application, or an Honorary Membership may be awarded for any special donation or service to the Society at the discretion of the Council, with all membership privileges.

Privileges

1. Free car pass to car park in forward area.
2. Free admission to Show.
3. Free admission to members' facilities.
4. Free voucher for Show Guide
5. A vote at General Meetings of the Society.

Any two of the following – Chairman, Secretaries or any members of the Council – may accept applications for membership of the Society but may not reject any application, any doubtful case being referred to Council for decision. A resolution before the Council to expel a member of the Society shall not be carried unless by a majority of not less than 75% of those present.

2. Subscriptions.

Subscriptions are due on 1st January each year. If a member's subscription has not been paid by 1st July an additional subscription may be charged; until the arrears have been paid in full the member shall take no part in the proceedings of the Society and badges and passes for the Show will not be issued. When subscriptions are paid after 1st July, the free voucher for the Show Guide will not be issued. Written notice of the intention to consider a resolution to vary subscriptions shall be given to members of the Council and the motion shall not be carried unless by a majority of at least two-thirds of those present.

3. Annual General Meeting.

The Annual General Meeting shall be held within the Society's restricted area not later than the 30th September of every year. Any member wishing to propose a motion at the Annual General Meeting must give notice in writing of the proposal, to the Secretary five working days before the meeting. A member shall only be entitled to inspect the books of the Society with the approval of the Council following written application. The Chairman will at each Annual General Meeting propose a lady or gentleman for election as President for the ensuing year. No political question shall be discussed or alluded to at the Annual or other meetings of the Society, either by members or visitors.

4. Council.

The number of members of the Council for the purposes of Article 50 shall be between 21 and 29, including the Chairman and Vice-Chairman. In the event of the Chairman having to seek re-election to the Council he/she shall automatically be re-elected to the Council for a further period of three years. The Chairman and Vice-Chairman shall not be eligible for re-election to the same office for a period of one year, after three years continuous service in that office. Nominations for the position of Vice-Chairman of the Council must be received by the Secretary at least 21 clear days before the date of the first meeting of the Council following the Annual General Meeting. Such nominations must be in writing, proposed and seconded by members of the Council and accompanied by the written consent of the candidate that he/she is prepared to take office if elected. Verbal nominations may only be made at the meeting if there are no valid written nominations. The Council shall appoint the Bankers of the Society. The Secretaries and Treasurer shall be ex-officio members of the Council but shall have no power to vote.

The Council shall meet soon after the Annual Accounts are available and as soon as possible after the Annual General Meeting. At the first meeting after the Annual General Meeting the retiring President shall become an Honorary Member of the Council for the next five years. Under Article 68 the quorum for a Council meeting is five members.

5. Chairman's Committee.

Constitution: The Chairman and Vice-Chairman of Council, the immediately preceding Chairman of Council together with such others as the Chairman of Council [or, in the Chairman's absence, the Vice-Chairman] decides are necessary to the business to be considered.

Officers: The Chairman and Vice-Chairman of Council.

Meetings: The Committee shall meet as directed by the Chairman or, in his absence, the Vice-Chairman.

Duties: To monitor the budget and deal with any other matters relating to the Show.

6. Committees.

The following Committees shall be appointed by the Council at its first meeting following the Annual General Meeting upon the recommendation of the Chairman and Vice-Chairman, viz:

- a. Horse Committee.
- b. Livestock Committee.
- c. Home and Garden Committee.
- d. Attractions Committee.
- e. Farms and Crops Committee.
- f. Grand Arena Committee
- g. Tractors Committee
- h. Membership Committee
- i. Sheep Shearing Committee

Constitution of Committees: Not less than four members of the Council except the Grand Arena, Farms & Crops and Membership Committees. The Grand Arena Committee shall comprise between six and twelve members including the Chair and Vice Chair of Council, Chairs of Horse and Livestock Committees, and such other members as may be necessary for the conduct of the business of the Committee and its quorum shall be four. The Farms & Crops Committee shall appoint sufficient members to carry out the duties required. The Membership Committee shall comprise between four and twelve members and shall recommend to Council all matters relating to members including, but not limited to subscriptions, members benefits and show facilities and its quorum shall be three. The Chairman and Vice-Chairman of Council are ex-officio members of each committee under Article 63 and are counted within the number of members.

Not more than half the Council members (including Honorary Members) shall serve on any one Committee and no Council member shall act as a co-opted member of a Committee.

The retiring Chairman of the Council shall be an ex-officio member of all Committees for a period of one year following his/her retirement from the Chair.

Officers of Committees: At the first meeting of the Council after the Annual General Meeting the Council Members of each Committee shall elect their Chairman (who must be a member of the Council). At the first meeting of the Committee it shall appoint one or more Vice-Chairman (who, if not elected members, will automatically serve as co-opted members of the Council for their period of office) and to nominate others as co-opted members.

A Quorum shall be 5 members, unless otherwise provided.

7. Crisis Group.

The Crisis Group is constituted to deal with issues arising the day before, during and the day after the annual show if it is not practical to convene a Council meeting.

The members of the group comprise Society Chairman, Society Vice Chairman, Showground Director, and Safety Officer with power to co-opt. The quorum shall be three members.

The Group has power to take necessary steps for the well-being of the Society including the commitment of expenditure.

The Group will report to Council without delay any event which may have significant legal, financial, or reputational effect upon the Society.

8. Close of Meetings.

Any Committee, Working Party or Council meeting in progress at 10.00 p.m. shall, without resolution, automatically be adjourned to such time and place as the Chairman of the meeting decides, unless the meeting resolves to the contrary.

9. Minutes.

Copies of the minutes or reports of meetings shall be sent to the members of the committee or working party as soon as practical and to Council members with the next Council agenda.

Minutes of Council meetings shall be sent to Council members as soon as practical.

10. Electronic Communication.

Subject to the Moreton Show Privacy policy, agenda, minutes and other communications may be sent electronically.

11. Definition of Restricted Boundary.

A 10 mile radius from Moreton-in-Marsh together with an additional area contained by a boundary in the west at the junction of the radius with A46 (now B4632) near Didbrook Fields following the line of the B4632 in a westerly direction to Cordean Lane, Winchcombe, and following that road to Syreford and thus to the A436, via Andoversford to Seven Springs and south on the A435 to Perrotts Brook turning east across the Fosseyway (A429) through Ampney Sheephouse across the A433 and turning east on Akerman Street to Quenington to join Hatherop and Eastleach Turville road through Eastleach Martin in a north-easterly direction via Bradwell Grove to the A361 then north to Burford, through Burford High Street following the A361 to Shipton-under-Wychwood re-joining the 10 mile radius in the east near Shipton Station. In addition another northern area bounded by the A422, starting at the junction with the A429 near Ettington and continuing to the outskirts of Banbury by Drayton School, heading south to Crouch Hill and then following the A361 through Bloxham and South Newington, to re-join the 10 mile radius near Pomfret Castle.

12. Cheques

Cheques drawn or on-line payments made on behalf of the Society shall be signed/authorised as follows:

(a) Payments not exceeding £1,500 shall be signed or authorised by the Treasurer, or Chairman, or Vice-Chairman or immediate past Chairman;

(b) Payments exceeding £1,500 shall be signed or authorised by at least two of those named in (a) above.

No cheque or on-line payment payable to an authorised signatory may be signed solely by him or her. The Treasurer, or Chairman, or Vice-Chairman or immediate past Chairman, shall issue any necessary receipts for monies paid to the Society.

13. Ordering of Goods and/or Services.

Goods and services shall only be ordered by or with the authority of a Secretary, or the Showground Manager or, exceptionally, the Treasurer or Chairman or Vice-Chairman of the Society. Goods and services may not be ordered for personal gain.

14. Conflict of Interest.

Introduction

It is based upon the four steps Guidance given by the Charity Commission (CC) and is a localisation of that advice. It address only conflicts within the office. Others outside the office, e.g. involving contractors, need to be considered separately having regard to CC Guidance, but the general principles of removal or management of conflicts apply. Before the AGM each year CC guidance will be checked for changes as revision of this policy paper may be needed.

14.1 Definition: Conflicts of Interest.

Perceived or theoretically possible personnel and/or financial mis-management of Society matters to the

disadvantage of the Society, arising from a relationship between a Chairman or Vice-Chairman [an Officeholder] or Council Member and a member of the Office Team. Charity Commission gives no exact definition so the ordinary meanings of words apply. In identifying and assessing the potential conflicts it is necessary to disregard the actual personalities and probabilities.

14.2 Consideration of Removal of Conflicts.

Charity Commission guidance is that the initial step should be removal of conflicts. It is only when conflicts cannot sensibly be removed that consideration turns to management of them.

14.3 Managing Conflicts of Interest.

- a) An Officeholder or Council Member must declare an interest and take no part in any discussions and/or decisions about personnel matters whenever consideration is given to them, including pay, if they involve any member of the Office Team with whom he/she has a conflicted relationship.
- b) Any role which would ordinarily have been taken by an Office holder in 14.1 above must be taken by one of the recent former Chairmen who continue as Trustees/Council Members.
- c) Officeholders and/or Treasurer must not authorise any payment direct or indirect to anyone with whom they have a conflicted relationship but may authorise other payments in accordance with the current Bye Laws.
- d) Members of the Office Team who have a conflicted relationship with an Office holder must not approach him/her about any personnel matter involving themselves or others. In the unlikely event of any disciplinary matter arising involving a conflicted member of the Office Team, the conflicted Office holder must not be involved and the matter proceed in accordance with 14.2 above.
- e) In the probable event that a Vice Chairman having a conflicted relationship assumes the Chair, these arrangements will continue whilst the conflict remains save that the new Vice-Chairman or one of the most recent Chairmen will act for the purposes above.
- f) Office holders, Council members and the Office Team will be made aware of these procedures with the aim that they are invoked when needed and proper.

14.4 Record of Conflicts of Interest.

Whilst the conflict remains, at the Council Meeting after the Annual General Meeting this paper will be an agenda item and reviewed with a non-conflicted Council member in the chair. A non-conflicted member of the Office Team will keep a paper register when these procedures are invoked and not already recorded in minutes, including date, briefly the nature of the issue and the alternate person, e.g. "1 October 2022, hours review of XY, [*name of the unconflicted Office holder who acted*]". This record must be available to any Council member at the Show Office and not contain any material covered by GDPR; it is not necessary to include the outcome of any recorded item

[As amended 01.12.2020]- Boundary

[As amended 21.03.2023]- Conflicts of Interest & Crisis Group

[As amended 01.11.2023]- Sheep Shearing committee added to bylaw 6