

# CYMDEITHAS AMAETHYDDOL FRENHINOL CYMRU ROYAL WELSH AGRICULTURAL SOCIETY



## Minutes of the Royal Welsh Agricultural Society's ANNUAL GENERAL MEETING

held at the Wales Millennium Centre, Cardiff on Wednesday, 28<sup>th</sup> June 2023

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### PRESENT

Mr John Homfray (President), Mrs Nicola Davies (Chair of Council), Mr Alwyn Rees (Vice Chairman of Council), Professor Wynne Jones (Chair of Board), Mr Richard Price (Honorary Show Director), Mr David Powell (Honorary Treasurer) and 89 members.

### IN ATTENDANCE

Mr Aled Rhys Jones (Chief Executive), Mrs Agata Kowalska-Belcher (Head of Finance) Mrs Rachel Powell (Head of Operations), Miss Clare James (Head of Business Development), Miss Bryony Pritchard (Membership Officer) and other staff members.

### 1. WELCOME

The Chair of Council, Mrs Nicola Davies, welcomed everyone to the 2023 AGM held in Cardiff Bay. The Chair thanked Glamorgan for hosting the Annual General Meeting and further thanked everyone for their continued commitment to the Society.

The Chair invited the President to say a few words.

Mr John Homfray, President, started by thanking everyone for attending and thanked the whole of the Glamorgan team for their support and help over the busy few months and especially at the recent successful Regen Event hosted by the county. He explained that he was looking forward to the main Show and other fundraising events over the coming months.

2. APOLOGIES - were received from 85 members.

### 3. SOCIETY'S ANNOUNCEMENTS

The Chair reported that since the last AGM held in June 2022, the Society had recorded the passing of several members and dear friends of the Society.

### Obituaries

- Our Patron, Her Majesty Queen Elizabeth II  
The Society joined the entire nation in mourning the Queen who had been the Society's Patron for 70 years. Condolences are extended to His Majesty King Charles III and the all the Royal family.

The Queen had attended the Royal Welsh Show on three occasions. Firstly, in 1947, as Princess Elizabeth, in her role as Honorary President of the show that took place in Carmarthen. Secondly, in 1983, the year Lord Geraint Howells of Ponterwyd was President and, most recently, in 2004 when she attended to mark the centenary of the Society.

- Sir Meuric Rees, Escuan Hall, Tywyn, Meirionnydd.  
President in 1978 and former Chair of Council, winner of Sir Bryner Jones Award in 1990 and awarded the Society's Gold Medal.
- Dame Kate Thomas, Gelli Hir Farm, Nelson, Glamorgan.  
Past President and Chief Steward at the International Pavilion.
- Mr Emlyn Kinsey Pugh MBE FRAgS  
Sadly passed away at the age of 95. Emlyn had been a stalwart of the Society having served on the Board of Directors for many years and held a number of other prominent positions and a loyal supporter of CARAS.
- Mrs Rhiannon Roderick, of Argoed, Llangwryfon, Aberystwyth,  
Daughter of the late Dr Richard Phillips (sister of the late Teleri Bevan).  
The Dr Richard Phillips Award started in 1984 and Rhiannon has always been instrumental in supporting the competition for many years.
- Professor Des Hayes, Aradeg, 19 Penbryn Avenue, Carmarthen.  
Former judge of the Dr Richard Phillips Award for many years.
- Mr Huw Geraint Williams  
Huw will be fondly remembered for his years of outstanding support and contribution as the Society's Senior Veterinary Officer. As a result of his dedication, the Society awarded Huw with Honorary Life Vice Presidency in 2019.
- Rt Hon Lord Morris of Aberavon KG KC  
Lord Morris died peacefully on 5 June following a short illness.  
Lord Morris served as MP for Aberavon in the House of Commons for 41 years, then as a member of the House of Lords for a further 22 years.
- Major Peter Holtorp of Glyn Farm, Painscastle  
Major Holtorp had been a Senior Steward in the Collecting Ring for 40 years and a former member of the Radnorshire Advisory Committee. He was also awarded Honorary Life Governorship in 2018.
- Mrs Ann Morgan of Penmaenau Farm, Llanelwedd  
A neighbouring farmer and loyal supporter of the Society. Condolences were extended to her husband; Alun, and her sons; Gwyn and Gareth, and all the family.
- Mr David Anthony  
Mr Anthony of Cwm Risca farm, Tondu, Bridgend – Grandfather of Jacob Anthony Ambassador for Glamorgan, awarded MBE in 1990s for service to Agriculture.
- Mr Kaye Mansel Davies of Cefn Mawr, Crymych

Chairman/founder of Mansel Davies & Son Ltd. He opened the show in 2019 alongside his son and grandson in Pembrokeshire's Feature County year.

- Mrs Mary Edwards (Casob Stud), Llanbister  
Mrs Edwards passed away at the age of 94. She was the mother of Mrs Phillipa Owens, a regular exhibitor and member of the Livestock Committee.
- Mrs Nan Howells of Capel Bangor  
Mrs Howells served on the Horticulture Committee representing Floral Art.
- Mr Maldwyn Harries.  
Mr Harries of Pen Y Banc near Llandeilo, sadly passed away as a result of an incident with a bull on the farm. His son Mark was awarded the Louise Owen Memorial Scholarship in 2020.
- Rev Brian Reardon of Builth Wells  
A loyal supporter of the Society and RWAS volunteer Chaplain that attended our events.
- Mr Graham Jones, of Ysciog, Builth Wells  
Landowner of the former Travellers Site situated outside Builth Wells during Show week.
- Mr Artie Thomas from Pembrokeshire  
S4C Production Manager at the Show
- Mrs Mair Rees  
Mother of Mr Alwyn Rees, Vice Chair of Council.
- Alice, daughter of Board member Edward & Anne Owen of Shropshire
- Mr Tudor Davies, of Parc Newydd Farm, Llanwrda.  
Father of Jonathan Davies, Board Member and Secretary of the Carmarthenshire Advisory Committee.
- Mr Gary Powell  
Brother of Mr David Powell, Honorary Treasurer.
- Mrs Merriel Richards  
Wife of Mr Hugh Richards OBE FRAgS, of Hengoed Fawr Farm, Llanelli.
- Mr Gordon Gittoes  
Father of the Tradestand Officer, Simon Gittoes.
- Mrs Catherine Vaughan  
Mother of Mr Richard Vaughan, Meirionnydd Board member.
- Mrs Ann Kinsey of Court Farm, Llanellwedd  
Wife of David, mother of Shane, of Court Contractors who are stock litter contractors at the Society events.
- Mr Gwyn Davies of Plas Captain, Denbigh

Grandfather of Miss Lowri Lloyd Williams, past Ambassador.

- Father of Mrs Ruth Davies, Secretary of Clwyd Advisory Committee
- Father of Mrs Rhian Connick, Head of Wales Federation of Women's Institutes  
Mrs Connick stewards at both the Show and Winter Fair.
- Son of Margaret Lloyd Jones of Llanwrst, Margaret is a loyal steward and judge in the sheep section.
- Mr John Lydiate  
Father of Mr Dan Lydiate of Abbeycmwhir, Llandrindod Wells.
- Mrs Nia James (daughter-in-law) of Mr & Mrs Stephen James FRAGS, Gellyolau, Gelly, Clunderwen, Pembrokeshire.
- Mother of Mr Stephen Price, Gellicadwgan, Llanfaredd, Builth Wells (land owner used for show car parking).
- Mrs Miriam Jones of Builth Wells (former tea lady for the Society).
- Mr John Saer, husband of Sheila Saer who worked for the Society for several years.  
John also helped with marking out the tradestands at events.
- Mr John Richards of Builth Wells (previously Rhosferig & Cwmchwefru, Llanafan)  
of 'JPR' Skip hire. Also former Stock Litter contractors for the Society.
- Mr E Caerwyn Roberts OBE JP FRAGS of Ysgubor, Llandanwg, Harlech,
- Mr Charles Honey, formerly of Agri Lloyd, sponsor of RWAS events.
- Mrs Clare Drakeford, wife of the First Minister Mark Drakeford.
- Mrs Ann Thomas, widow of the late Mr James Thomas, former Vice Chair of Council.
- Major Sir Michael Parker KCVO, CBE.  
Major Parker produced the Centenary Cavalcade display for the 2004 Royal Welsh Show.
- Mr Richard Gibb FRAGS, of Colwinston, Cowbridge.  
Awarded CARAS Fellowship in November 2021 and presented with his Certificate at the 2022 Royal Welsh Show Reception.
- Mr Richard Price of Bridgend.  
Loyal supporter of the Show and former exhibitor in the Section A Horse Section.
- Mr Iwan Evans of Aberhosan, Machynlleth.  
Tragically died in a farm accident and his son Dafydd also seriously injured and in hospital.
- Mr Tom Evans (Hafod Denbigh) aged 97 from Esgair Llyn, Pentrefoelas - Exhibitor of Welsh Sheep

- Mr Alfie Groves, former Estate Worker who retired in 2009. Awarded Honorary Life membership at the 2007 Royal Welsh Show.
- Mr Tommy Price of Gelliwrol, Cwmann, Lampeter . Exhibitor and former judge of the Pedigree Welsh Sheep Section.
- Mr John Nixon  
A tremendous supporter of Builth and District Ploughing Match for many years and was their President in 2018.
- Mr David Maddox, of Chadwell Grange Farm, Newport, Shropshire, former exhibitor in the Holstein cattle section at the Show.
- Mr Tom Evans, of Eglwysrwr, former Senior Steward in Jersey Cattle Section, awarded Honorary Life Governorship in 2009.
- Mr Trevor Nicholas - Society member from Pembrokeshire – celebrated his 100<sup>th</sup> Birthday and has recently passed away.

A moments silence was held.

#### Congratulations

- Congratulations to Glamorgan on hosting a successful Regen Event and to Clwyd on another successful Da Byw Conference.
- His Majesty King Charles III and the new Prince & Princess of Wales
- Awarded OBE in the Queens Birthday Honours List 2022:
  - Professor Robert Glyn HEWINSON of Aberystwyth University  
Lately Lead Scientist, Bovine Tuberculosis, Animal and Plant Health Agency. For services to Animal Health and Welfare.
- Dewi Jenkins of Talybont - Supreme Champion winner at the International Sheepdog Trials held at Castle Howard, Yorkshire.
- Dr Richard Irvine, New Chief Veterinary Officer for Wales.  
Dr Irvine was the UK Deputy Chief Veterinary Officer and policy Deputy Director for Global Animal Health in Defra. He joined Welsh Government in March.
- Mr Mark Alexander appointed Head of the new Sustainable Land Management Division at the Welsh Government.
- Miss Katie Davies of Pembrokeshire. Katie attended the Oxford Farming Conference in early January 2023 and won the best contribution by an OFC Scholar at the Oxford Union Debate.
- Mr Meurig Raymond of Pembrokeshire – elected Chair of The Farmers' Club.

- Mrs Chloe Lewis (Assistant Livestock Officer) and her husband Chris on the birth of their baby daughter Ella-Rose Lewis.
- Mrs Esyllt Ellis Griffiths and her husband Llyr on the birth of a baby boy Osian. (Ceredigion Ambassador 2024).
- Miss Lowri Lloyd Williams and her partner Gareth, on the birth of a baby boy Elis Lloyd Williams. Congratulations to Lowri as new Chair of the Society's Marketing and Communications Committee.
- Mr Howard Nixon, appointed Chair of RWAS Staffing & Remuneration Committee.
- Mr Nigel Owen – re-elected President of National Federation of Young Farmers Clubs for a fourth year.
- Mr Denley Jenkins and Mrs Brenda Jenkins on being elected President Elect for Ceredigion's Feature year.
- Mr Hugh Williams from Milfeddygon Williams Vets in Tywyn, Gwynedd. He won the Practice of the Year Award at the Petplan Veterinary Awards held on 23 March. Hugh is one of Society's official vets at the show.
- Mr Brian Jones MBE FRAGS - elected President of the Pembrokeshire Agricultural Society.
- Mr John Owen FRAGS – elected President Elect for 2024 for Caernarfon.
- Mrs Janet Phillips FRAGS – appointed High Sheriff of Gwynedd and Chair of CARAS Cymru.
- Welsh Shearing Team in New Zealand:  
 Team Manager            Alwyn Manzini  
 Competitors             Gethin Lewis and Dylan Jones  
 The Team competed in three Test Matches and three Speedshear competitions in New Zealand over a period of three weeks.
- Mr John Thomas (Board member) recently elected President of Glamorgan Farmers Club
- Forage Farm Shop and Kitchen – Regional Winner of 'Farm Shop and Deli 2023 Retailer Awards'
- Hybu Cig Cymru – 4 new Board members appointed  
 Caroline Sanger-Davies of Flintshire  
 Professor Mike Humphreys  
 Mr Hugh Hesketh-Evans of Denbighshire  
 Mrs Vicki Spencer-Francis of Cowshed Communications  
 (new Board members have replaced Mr Huw Davies, Claire Williams and Melody Chapman)
- Welcome Lowri Lloyd Williams as new Chair of Marketing and Communications Committee
- Congratulations to Mr Wyn Owen FRAGS on being elected Chairman of Nuffield UK at the Nuffield Farming Conference held in Cardiff.

- Farmers Weekly Awards 2022
- Agricultural Student of the Year – winner – Mr Ben Chilman of Presteigne.
- Shortlisted
  - Ag Student of the Year – Elin Protheroe of Cwmbryn Farm, Beulah, Llanwrtyd Wells
  - Dairy Farming of the Year (2 candidates from Wales) - Kevin Jones of Bryn Mawr, Flintshire and Aled Morris of Marian Mawr, Denbighshire
  - Sheep Farmer of the Year – Andrew Phillips of Windsor Farm, Pembrokeshire
- British Farming Awards 2022
- Silver Award - Dairy Farmer of the Year – Morgan Tudor of Llysun Farm, Welshpool.
- Silver Award - Diversification of the Year (Large) – Laura and John Lewis of Nant-y-Gelli Farm, Squirrels Nest Treehouse Retreat, Powys.
- Contribution to British Agriculture Winner – Mr Phil Stocker, Chief Executive National Sheep Association
- Farmers Guardian, Marts the Heart – New Auctioneer of the Year 2022  
Sion Eilir Roberts, aged 27 – joined St Asaph Market in November 2020 as Principal Auctioneer and takes great pride in the role.
- Shortlisted –
  - Farm Worker of the Year – Alison Waugh of Daisy Bank Dairy, Powys
  - Grassland Farmer of the Year – John Yeomans, Llwyn Y Brain, Powys
  - Sheep Farmer of the Year – Gwen Price of Carmarthenshire
- British Grassland Society Grassland Farmer of the Year 2022 Award
- Aled & Owain Rees, of Treclyn Isaf, Eglwyswrw, Crymych, Pembrokeshire (members of Cardigan Grassland Society).
- Mr Dai Davies FRAGS of Gwarffynnon, Silian, Lampeter – elected President of Ceredigion Grassland Event 2024.
- Mr Rowland Davies FRAGS – elected President of the Dorset Horn and Poll Dorset Sheep Breeders Association.
- Mr Peter Rees recognised for his services to the Dairy Industry by the Farmers Union of Wales at the recent Welsh Dairy Show.
- King's Honours List – June 2023
- Awarded OBE-
  - William Gray, Chairman Royal Highland and Agricultural Society of Scotland, for services to Agriculture, to Charity and to the community in Scotland
  - Medwin Hughes, Vice Chancellor, University of Wales and University of Wales Trinity St David Group, for service to Education and to the Welsh Language

- Alan Edward Jones, Lately Chairman and Consultant, The Village Bakery, for services to the Food Industry
- Valerie Hawkins, Chief Executive Officer, Mid Wales Tourism, for services to Tourism and to the Economy
- CARAS
  - Mrs Janet Phillips – new Chair of CARAS Cymru.
  - Mr Mansel Raymond – new Vice Chair of CARAS Cymru.
- Associates who have been awarded and progressed to Fellowship
  - Mrs Eirwen Williams, Llangwyrfon, Aberystwyth
  - Mr Elfyn Owen, Llanddoged, Llanrwst
  - Mr Julian Radcliffe, Penmark Place Farm, Vale of Glamorgan
  - Mrs Nicola Davies, Cribyn, Lampeter
  - Mrs Susan Jones, Gaerwen, Anglesey
  - Mr Robert Powell, Maesmynis, Builth Wells
  - Mr Denley Jenkins, Newcastle Emlyn, Ceredigion
  - Mr Robert Lewis, Cwmdauddwr, Rhayader
  - Mr Wyn Owen, Foel, Welshpool
  - Mr Wyn Evans, Ystrad Meuig, Ceredigion
  - Mr Andrew Evans, Maesmawr, Welshpool
  - Miss Abi Reader, Wenvoe, Cardiff

### Thanks and Best Wishes

- Mrs Mair Evans. Mrs Evans, the wife of the Late Dr Emrys Evans, celebrated her 100<sup>th</sup> birthday, who stepped down as a Council member earlier in 2022.
- Mr Edward Owen FRAgS, of Bishops Castle, Shropshire - stood down as County Advisory and Board member. Welcome to Mr Richard Hartshorn as the new Board member representing Shropshire.
- Miss Mared Rand Jones, former Head of Operations appointed new Chief Executive of Wales YFC
- Mr Arwyn Davies of Hay-on-Wye stepped down from all RWAS Committees. Former Vet at Society events.
- Brigadier Andrew Dawes CBE has now left his tenure as Commander 160<sup>th</sup> (Welsh) Brigade and the new Commander is Brigadier Nicholas Thomas.
- Golden Shears Results –
  - World Champion Individual Machine Shearing – Mr Gwion Lloyd Evans
  - World Champion Woolhandling Team – Ms Sarah Rees and Mrs Ffion Jones
  - Third World Champion Blade Team - Mr Elfed Jackson and Mr Gareth Owen
  - Second Individual Machine Shearing – Mr Richard Jones
  - Sixth Individual Blade Shearing – Mr Elfed Jackson



The Chair concluded by thanking those staff members who have left the Society and moved on to other opportunities, along with welcoming new staff members including the Chief Executive, Head of Finance and Head of Operations. The Chair thanked all the staff, the Estate team and the Stewards for all their dedicated work in ensuring the Society continues to be a success.

#### 4 CONFIRMATION OF MINUTES AND MATTERS ARISING

The minutes from the AGM held on 16th June 2022 were unanimously agreed and were signed as a correct record as proposed by Professor Wynne Jones and seconded by Mr William Hanks. There were no matters arising.

#### 5 REPORT BY THE CHAIRMAN OF THE BOARD OF DIRECTORS

The Chair of the Board of Directors, Professor Wynne Jones shared an overview of his recent report published in the RWAS Journal 2023.

The Chair of Board thanked his predecessor Mr John T Davies and former Chief Executive Mr Steve Hughson for their commitment to their roles over the last 10 years. He welcomed the new Chief Executive Mr Aled Rhys Jones and would fully support over the coming years ahead.

His report focused on some of the current challenges, whilst also setting out key priorities for the Society. Board wishes to engage with all members, through the numerous committees and county advisory committees, to ensure clear communication.

The past 12 months had been very much about returning to normality, despite continuing Covid-19 uncertainty in the build up to the 2022 Festival and Show. He took the opportunity to sincerely thank the staff, directors, chief stewards, stewards and all volunteers. Thanks also go to all who serve on the committees to ensure the smooth running of the events.

#### 6 TO RECEIVE A REPORT FROM THE HONORARY SHOW DIRECTOR

Mr Richard Price, Show Director presented his report to members, which included an update on projects on the showground. The following was noted:

Since the 2022 show we have replaced the main water pipe at the top end of the showground ensuring a clean supply to our main exhibition spaces, greatly reducing waste and expensive repairs to the obsolete old system. Clwyd have very generously funded a 350kw solar system on Halls 2 and 3 to be completed by the show and enabling us to substantially reduce our energy costs during events as well as creating an extra income stream for the Society. Glamorgan County have been working hard to raise funds for the refurbishment of the South Glamorgan Hall and it is important to note that the Feature County model continues to underpin the Society's capital investment of the site and its facilities.

The 2023 show will be officially opened by three members of the Rural Leadership Programme from Glamorgan – Joshua Govier, Natalie Hepburn and Emily Morgan. Celebrity judges will be judging at this year's show – Sara Cox (radio presenter) judging alongside her father in the Interbreed Beef Young Handler competition and Mr Sam Waley-Cohen (Winner of last year's Grand National) judging the Supreme Horse Championship. Social Media influencer Cammy Wilson of The Sheep Game will have a stand at the show alongside the World class shearers in the Meirion Shearing Centre.

The number of livestock entries are up on last year, with more breeds wanting to host their National Show at the Royal Welsh Show. This year the British Blonde Cattle Society and Kerry Hill Sheep Society will host their National Shows. The main ring attractions will be the mesmerising horse

whisperer Santi Serra, Bolddog Motorbike Display, Tristar Carriage Driving, Mounted Games, Interhunt Relay, Spitfire RAF Flypast, Parachute Display Team, Meirion Owen and the Grand Parades of the most highly prized animals.

The vision for the New Horticulture area will be launched along with a Welsh Food and Drink Village called 'Gwledd/Feast' and a new pop-up restaurant Pori/Graze alongside the Members Centre.

He concluded by thanking all the Assistant Honorary Directors, Chief Stewards, and all the stewarding team and staff for the work they do to support him as Show Director and the Society's events.

The Show Director played a short video of the Show, which was played at the recent Show Launch held in the Senedd.

## 7 AUDITED BALANCE SHEET AND ACCOUNTS FOR YEAR ENDED 31 DECEMBER 2022

Mr David Powell, Honorary Treasurer presented the 2022 accounts, the following was noted:

An abbreviated version of the 2022 audited accounts prepared by the Auditors, Azets had been circulated and a full set of the accounts was available.

2022 represented the first year of full trading since the Covid 19 pandemic. The statement of financial activities incorporating income and expenditure account provides the total income and endowments at £6,363,590 with total expenses of £6,667,564. A net loss in the investment portfolio over the year of £136,327 resulted in a net movement in funds of -£461,513. This resulted in a total funds carried forward figure of £13,662,509.

The balance sheet as at 31 December 2022 details the debtors figure of £675,479 (2021 - £211,969). This includes £200k legacy monies which have not yet been received but notification requires an entry to be shown. Excluding this figure we still see debtors of more than double normal levels. This was the result of administration issues with invoicing and, whilst it impacted our cash position at year end, efforts since have seen this situation corrected.

Cash at bank figure reduced from £3,544,724 to £2,387,313 and net assets fell to £13,662,509.

Income and costs also set out the financial information for the 3 events. 2022 was a challenging year for the Society. Many factors influenced the financial results:

1. Reduced membership income due to loss of members during the pandemic - it is pleasing to report that since year end this income is now rising again.
2. Increased contractors costs - inflationary pressures saw substantial increases in contract costs - many previous suppliers had ceased trading during the pandemic, staffing issues were significant.
3. Energy costs rose substantially.
4. Income was down on a normal year as cost of living issues affected events.
5. Collection of debtor income was affected by administrative issues.

Mr Powell was pleased to advise the meeting that all financial issues have received considerable attention and you can be confident that the Board of Directors have taken steps to improve the viability of the Society from 2023 going forward.

He concluded by thanking all the Society staff who have worked tirelessly during a difficult period. Past actions resulted in the Society being able to withstand the financial shock of a pandemic but we now need to replenish the cash resources that were utilised to mitigate the results in 2022. Challenges have not diminished - energy costs, contractor supply issues, cost of living crisis - these are still with us. He informed the meeting that every challenge is receiving maximum attention.

Mr David Powell, Honorary Treasurer moved the adoption of the Financial Statements for the year ended 31 December 2022. Mr David Powell proposed the motion, seconded by Professor Wynne Jones, the motion was unanimously agreed by members.

## 8 APPOINTMENT OF AUDITORS

It was proposed that the appointment of Auditors be delegated to the Board of Directors who will oversee a tendering exercise after the 2023 Show. Mr Cyril Davies proposed the motion, seconded by Mr David Powell. All members supported the motion and agreed.

## 9 ARTICLES OF ASSOCIATION

The Chair invited members to approve the proposed changes to the Society's Articles of Association. The Society's Constitution Committee and Board of Directors continually review the Articles of Association to ensure their relevance.

The proposed amendments will alter the constitution of The Royal Welsh Agricultural Society Limited (Charity) as set out below.

### Article 2

This article has been amended so that the liability of all members is limited. This is the norm in all companies limited by guarantee, such as the Charity.

Prior to this change, the liability of the members was not limited.

Members are now liable only to the extent of their guarantee (a nominal sum of £10) and only if the Charity is wound up and a contribution is needed to enable it to pay its debts.

### Article 5

Minor changes have been made so that:

- Directors can buy goods and services from the Charity (such as tickets, merchandise, venue hire etc) provided that those goods and services are not bought on preferential terms to those applicable to members of the public. Without this change, no Director would be permitted to buy any goods or services from the Charity (article 5.4.2)
- Directors may receive a benefit from the Charity in the capacity of a beneficiary of the charity, but provided that a majority of the Directors do not benefit in that way (article 5.5.1(a)).
- These changes reflect the wording used in the Charity Commission's model governing documents.

### Article 17

Based on the recommendations of the Constitution Committee the Directors have approved that the appointment of Directors be made:

- by the Council in accordance with the Charity's bye-laws, such appointment to be ratified by the Council at its annual meeting in December

- by the County Advisory Committees in accordance with the Charity's bye-laws, such appointments to be ratified by the Council at its meeting in December
- by the Directors.

These changes remove certain anomalies in the current provisions and streamline the appointment process without removing the ability of the Council or the County Advisory Committees to appoint their nominated Directors.

Article 18

As above, these changes are intended to remove certain anomalies in the current provisions by stating that a Director holds office for the period set out in the bye-laws unless he or she resigns or otherwise ceases to be Director.

A copy of the Society existing Articles of Association and the proposed new Article of Association marked to show all the changes were made available on the website for inspection prior to the meeting. It was recommended to the Annual General Meeting by the Board of Directors that the amendments were approved for the Articles of Association. Mr David Lewis proposed the recommendation and seconded by Mr Alwyn Rees. All members supported the amendments and agreed.

10 ANY OTHER BUSINESS

No matters raised.

Signed: \_\_\_\_\_ Date: \_\_\_\_\_

Chair of Council