

The British Horse Society

BYELAWS

FOR BRITISH HORSE SOCIETY ADVISORY COMMITTEES

The British Horse Society ("the Society") is governed by its Memorandum and Articles of Association¹, and by other statutory and common law duties. Under the provisions of the Memorandum and Articles of Association, the Board of Trustees of the Society ("the Board") is legally responsible for every decision relating to the affairs of the Society, although it has the power to delegate some of its responsibilities.

The Board has created a number of advisory committees to help it make decisions about the Society's policies and their delivery. These advisory committees, which comprise people with expertise in the various areas in which the Society is interested, are central to the success of the Society. The Byelaws which are set out below govern such matters as the purpose, composition, chairmanship, functions, powers and operation of these advisory committees.

Each advisory committee has its own Terms of Reference which set out its object and functions. In some instances, the Terms of Reference provide exceptions to the generally applicable provisions of these Byelaws. The Byelaws and Terms of Reference therefore need to be considered together.

The national, regional and county committees are governed by a different set of Byelaws and Terms of Reference. For simplicity in this document, these committees are collectively referred to as "local committees". England has regional and county committees, the structure in Scotland and Wales is national and regional committees. Northern Ireland has one committee, which is the equivalent of a national committee. Again, for simplicity, English county, and Scottish and Welsh regional, committees will be referred to as "area committees".

In these Byelaws, reference to the masculine shall include the feminine.

PURPOSE OF ADVISORY COMMITTEES

1. The primary purpose of advisory committees is to provide advice to the Board, although they also have an important role in ensuring that the Society's policies are adapted to changing circumstances and are consistently applied.

¹ The Memorandum of Association of a company contains such basic items as its name, its objects and powers, the place of its head office and its original share capital. The Articles of Association contain the internal regulations covering its procedures, meetings, directors and other administrative issues.

2. If it is in the interests of the Society to do so, the Board may instruct an advisory committee to oversee specific functions of the Society in addition to those functions specifically referred to in the terms of reference of that advisory committee. In doing so the relevant advisory committee shall at all times comply with the instructions of the Board and shall report to the Board at such times and in such manner as the Board shall require.
3. The Board may at any time create a new advisory committee, dissolve an existing advisory committee, and rescind or modify any delegation made to an advisory committee.
4. The Board may choose to act other than in accordance with the advice of any advisory committee.

TERMS OF REFERENCE

5. The Terms of Reference for each advisory committee shall be those determined by the Board and may not be modified or amended except by the Board. Terms of Reference shall include, as a minimum, the object, functions and composition of the committee.

MEMBERSHIP

6. All advisory committees shall include at least one Trustee. There shall be no requirement on the part of the Board to appoint an additional Trustee to an advisory committee where a person, who is coincidentally a Trustee, has already been appointed to that committee. However, the Board may appoint additional Trustees to sit on any advisory committee at its discretion.
7. The Director of that Department of the Society which is most closely concerned with the affairs of an advisory committee shall be a member of that committee. He may be represented at meetings of the committee by his nominee. In the event that two or more Directors shall have an equal interest in the affairs of an advisory committee, the Chairman of the committee and the Chief Executive of the Society will decide which Director or Directors shall be a member or members of that committee.
8. Where the Terms of Reference of an advisory committee specify that the committee shall include a representative of a particular organisation, committee or area of expertise, there shall be no requirement to make that appointment if there is already coincidental representation of that organisation, committee or area of expertise on the advisory committee.
9. Appointment to, and continuing membership of, any advisory committee shall be by virtue of the value to that advisory committee of the appointee. The Board shall not reappoint for a subsequent term a member of an Advisory Committee simply by virtue of the fact that he has served a preceding term. The Board expressly reserves the right, and hereby states

its intention, from time to time to make such adjustments to advisory committee membership as shall ensure periodic refreshment of the membership of the advisory committee.

10. Without prejudice to the Board's expressed intention periodically to adjust membership of advisory committees, there shall be no limit on the number of terms for which the Board may invite a person to serve on an advisory committee.
11. The Department will provide all committee members with a copy of the Byelaws and the Terms of Reference for the committee. The committee member must return to the Department within 28 days the declaration signed, dated and witnessed, (see example on page 229 of the Byelaws), certifying that the committee member accepts and agrees to abide by them. The committee member's position will be deemed "acting" until the declaration is signed and returned. The Department should provide a copy of the declaration to the HR Department.
12. Except as specifically provided for in the advisory committee's Terms of Reference, only those appointed by the Board may serve on an advisory committee.
13. Advisory committee members must accept collective responsibility for decisions of their committee. Where a member of an advisory committee cannot accept the majority view of the committee he may write to the Chairman of the Board and state the reasons for his difference of view. If, after receiving the response of the Chairman, he should remain unable to accept the majority view (which is not to say that he must agree with the majority view), he should resign from the advisory committee.
14. Members of advisory committees must meet the qualifications laid down by the Charity Commission. Anyone disbarred under the Companies Acts from holding office as a company director, or anyone convicted of fraud, is not eligible to serve on a committee of the Society.
15. A member of an advisory committee shall vacate office:
 - 15.1 After a term of one year unless reappointed by the Board to serve for a further term.
 - 15.2 If by notice in writing to the Chairman of the advisory committee he shall resign his office.
 - 15.3 If he absents himself from meetings of the advisory committee without the leave of the Chairman of the committee for two consecutive meetings, unless the Board resolves otherwise.
 - 15.4 If, being a representative member of an outside body or another committee of the Society, his appointment as a representative of that body or committee is terminated in writing by the body or committee appointing him.

- 15.5 If his conduct should, in the opinion of the Board, be designed or be likely to bring the advisory committee or the Society as a whole into disrepute or is likely to undermine the authority or effective working of the committee, the Board or the Society as a whole.
16. Additional members of the Society's staff may attend meetings of any advisory committee, but not vote, as the Chairman of the committee and the Director may jointly consider appropriate.

APPOINTMENT OF CHAIRMAN

17. The Chairman of each advisory committee shall be appointed by the Board for a term of one year. There shall be no limit to the number of consecutive terms a Chairman may be invited by the Board to serve in that capacity. Before selecting a person to act as Chairman, the Board will seek the views of the committee.
18. The Board may appoint a Vice-Chairman of each advisory committee. Before selecting a person to act as Vice-Chairman, the Board will seek the views of the Chairman of the committee.

GENERAL

19. An advisory committee may invite any member of the Society or any other person to attend its meetings in a consultative capacity, without the right to vote. The need for the attendance of non-members should be determined afresh for each meeting of the advisory committee, having regard to the Agenda for that meeting. If the Chairman of the committee should at any time believe that the committee lacks expertise, knowledge or experience, he should ask the Board to appoint an additional member to the committee to make good the deficit.
20. The Chairman of the Board, any member of the Board and the Chief Executive of the Society may attend any meeting of any committee.
21. No advisory committee member who is not a salaried member of staff may generate correspondence on Society headed note paper. For the avoidance of doubt, this Byelaw does not affect the capacity of a committee member to generate correspondence on Society headed note paper where that capacity arises by virtue of an appointment he holds apart from his membership of the advisory committee.
22. In the event that a vote is taken at any meeting of an advisory committee, and where the result of that vote would, but for the votes of salaried members of the Society's staff, have been the opposite of the eventual outcome, the Minutes of the meeting shall draw attention explicitly to the effect of staff members' votes.

23. Chairmen of committees may allow a deputy to attend if necessary, and this deputy shall be entitled to vote.
24. All committees shall operate for a year from the date on which they were established or the anniversary of that date thereafter.

DISPATCH OF BUSINESS

25. Unless otherwise provided for in the Terms of Reference or otherwise agreed by the Board, each advisory committee shall meet once, twice or three times a year, as the volume of business demands.
26. If the Chairman of an advisory committee and the relevant Director believe there to be a need, an advisory committee may meet on one additional occasion during the year to deal with urgent business. If the Chairman and Director do not agree on the need for an additional meeting of the advisory committee, the Chairman or Vice-Chairman of the Board will decide on the need for an additional meeting, and his decision will be final.
27. If the Chairman of an advisory committee should conclude that the committee has a regular need to meet on more than three occasions each year, he shall make a request to the Board. If the Board agrees that there is such a need, it may authorise the advisory committee to meet more than three times a year.
28. The quorum necessary for the transaction of business shall be 25 percent of the membership of the advisory committee (rounded to the nearest whole number) or three members of the committee, whichever is the greater.
29. All advisory committees shall appoint a person, who should be a salaried member of staff, to take minutes at every meeting of the committee, recording the names of the members present and all resolutions and proceedings. The minutes shall be submitted to the Board for noting at its next meeting.
30. Chairmen of advisory committees shall be entitled to receive copies of minutes of other advisory committees on request.

FINANCE

31. The Board retains complete financial control over the affairs of the Society. Advisory committees may make recommendations for expenditure which will be considered by the Board.
32. Advisory committee members may claim expenses in accordance with the expenses policy published by the Finance Department from time to time.
33. At the end of each financial year, each Director shall report on the costs incurred by each advisory committee in which his Directorate has the primary interest, such costs to include expenditure on travel, refreshments,

accommodation, staff costs (calculated by reference to the Staff Costs Ready Reckoner maintained by Finance Directorate) incurred in preparing for, participating in and minuting of meetings, and any other costs directly attributable to the holding of advisory committee meetings (but not in taking forward work which is consequent upon decisions of committees).

AMENDMENTS

34. These Byelaws may be amended, replaced or rescinded as the Board may from time to time direct. The Trustees will consult with advisory committee Chairmen before implementing such changes.