



**Minutes of the Extraordinary General Meeting of
The British Horse Society
held on Tuesday, 16 July 2013 at 11.00 a.m.
in the Lecture Theatre, BHS Offices, Abbey Park, Kenilworth**

Present:	Mrs C Aldridge - Chairman Mrs C Blackford FCMA - Treasurer Mrs C Broad FBHS - Vice Chairman
Board Members in Attendance:	Mr D Kear BHSI, Mr D Kerry, Mrs M Norrie, Mr Bob Milton
Staff in Attendance:	Mrs Lynn Petersen – Chief Executive Miss K Irving - Senior Executive
Present:	Simon Hardwick, PricewaterhouseCoopers Legal

1 Introduction

The Chairman welcomed members to the meeting and noted that the meeting was quorate.

2 Formal Business

The Chairman advised that the Formal Notice of the General Meeting of The British Horse Society had been given in the emails and letters sent on 12 June 2013 in accordance with the requirements of the Memorandum and Articles of Association. This notice was taken as read.

Mr Hardwick stated the formal notice had given members notice of the revised constitution. He advised the members that this meeting had been convened to pass the special resolution as detailed in the formal notice. Copies of which were also available to the members in attendance.

Mr Hardwick advised the members that no changes could be made to the constitution during this meeting and that they could only vote in favour or against adopting the draft articles of association that had been sent to them with the special resolution.

The members were read the notes which formed part of the Formal Notice of the Meeting.

Notes to the notice of General Meeting

1. As a member of the Society, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form in order to make such an appointment. You can only appoint a proxy using the procedures set out in the notes to the proxy form.

2. A proxy does not need to be a member of the Society but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form.

3. If you do not give your proxy an indication of how to vote on any resolution, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

Mrs Blackford read the summary of changes to the meeting.

A Summary of the Changes to the existing Memorandum and Articles to create a revised Constitution

What has not changed

1. The Objects for which the Society is established have not changed
2. The Society remains “A Private Company Limited by Guarantee, Not Having a Share Capital”

The main changes

1. The 2 documents (Memorandum and Articles) are to be replaced with a single document (the Constitution).
2. The requirements of the Companies Act 2006 are reflected throughout the new Constitution (the current Memorandum and Articles reflect the 1985 Act).
3. The new Constitution is fully compliant with the latest Charities Legislation (Charities Act 2011).
4. Membership – categories of membership are no longer specified within the Articles. This will enable changes to be made in the future without the need to amend the Constitution. This flexibility will allow for alternative membership packages to be developed to meet the changing requirements of our members. The rights of existing members remain protected.
5. Composition of the Board – Elected Trustees. The requirement for a fixed number of 9 Trustees has been revised to ‘up to 9 Trustees’. This flexibility will allow for the departure of an elected Trustee during their term of office without immediately triggering a need to immediately fill the ‘casual vacancy’. Where a new Trustee is appointed to fill the casual vacancy, the appointment shall be for the remaining term of the departing Trustee.
6. Composition of the Board – Co-opted Trustees. The maximum number of co-opted Trustees has been reduced to 3 from 6.

7. Chairman – the status of the Chairman as a Trustee has been made clear as has the Chairman's term of office.
8. Trustee Elections – the statements made by candidates in support of their nominations has been increased from 100 words to 300 words.
9. Age of Trustees – The maximum age limit of 70 has been removed.
10. The maximum term of office of Trustees has been clarified, but remains unchanged at 6 consecutive years.
11. The payment of fees to Trustees in respect of work properly and reasonably undertaken for the Society has been brought into line with the requirements of the Charities Act 2011.
12. The role of Secretary has been removed as this is no longer required by law.
13. The role of Vice Treasurer has been removed.
14. Committees – The distinction between Advisory Committees and Board Committees has been clarified. The requirements to have a Finance Committee and an Audit Committee remain. The Board has the flexibility to appoint such other committees as are required from time to time.

Mrs Hardwick advised the meeting that the objectives had not been changed but that the memorandum and articles of association had been replaced by a single document known as a "Constitution". He stated that the current version reflected the 1985 Act but that if the new version was adopted it would be compliant with the current regulations issued in 2011.

Mr Hardwick advised that he would answer those questions that had been submitted before the meeting which were pertinent to the passing of the special resolution.

Mr R Coleman suggested that he felt that the articles should state that horses should be recognised as being for both commercial and industrial use as well as recreational use. In order that future Governments could not prevent them being ridden on the highway.

Mr Hardwick advised that this could not occur during this meeting as this meeting was only able to vote in favour or against the adoption of the new constitution. He stated that the objectives in the new constitution were an exact replica of those in the current memorandum and articles of association. He stated that in principal the objects could be amended but a process would need to be followed for this to occur. He gave a word of caution which was that the Society is a Charity and that it is a legal requirement that the objectives fulfil charity purposes but that commercial and industrial activity are not covered by this. He stated that if this was something the Society wished to do, then permission would need to be received from the Charity Commission who would give considerable scrutiny to the inclusion of this within the objectives.

Mr Hardwick advised that the resolution contained in the notice only referred to the "Articles" as although the "Memorandum and Articles of Association" had previously been two separate documents company law had changed and they were now a single document.

A question had been asked regarding why there was no provision in the new constitution for changing the constitution. Mr Hardwick advised that this was dealt with under general company law which meant that there was no necessity for this provision. He also advised that there was no provision for dissolving the charity as this was also dealt with under company and charity law.

A question was asked regarding whether something could be inserted into the constitution to cover supporting volunteers. Mr Hardwick advised that although the member body valued the contribution made by its volunteers enormously it was not appropriate for this to be incorporated into the constitution as it was an operational rather than constitutional matter.

There were no further questions so the Special Resolution was read out and a vote was taken.

Special Resolution

THAT the draft articles of association enclosed with this resolution be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association with effect from 17 July 2013 and that each and every variation of any class of members' rights as may be involved in or effected by such adoption be hereby sanctioned and consented to.

There were 48 votes in favour. The Special Resolution was unanimously passed.

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