

Patron: Her Majesty the Queen

The British Horse Society

Email: [Enquiry@bhs.org.uk](mailto:Enquiry@bhs.org.uk)

Abbey Park,

Website: [www.bhs.org.uk](http://www.bhs.org.uk)

Stareton,

Tel: 02476 840500

Kenilworth,

Tel: 02476 840501

Bringing Horses and People Together

Warwickshire

The logo for The British Horse Society, featuring the text "The British Horse Society" in a white serif font on a black rectangular background.

### **Notice of a General Meeting**

Notice is hereby given that a General Meeting (the "Meeting") of The British Horse Society (the "Society") will be held at the Head Office of The British Horse Society, Abbey Park, Stareton, Kenilworth, Warwickshire, CV8 2XZ on 5 January 2019 at 11am to consider and, if thought fit, approve the following resolution as a special resolution:

### **Special Resolution**

That the amended articles of association produced to the meeting and, for the purposes of identification, initialled by the Chairman be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

By order of the Board of Trustees

A handwritten signature in black ink, appearing to read "David Sheerin".

**David Sheerin**  
**Chairman**  
**The British Horse Society**  
**Abbey Park, Stareton, Kenilworth, Warwickshire CV8 2XZ**

### **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.

The British Horse Society is an Appointed Representative of South Essex Insurance Brokers Limited who are authorised and regulated by the Financial Conduct Authority.

Registered Charity Nos. 210504 and SC038516. A company limited by guarantee. Registered in England & Wales No. 444742.

## **A Summary of the Changes to the Articles of Association 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) Chairman – period of office. The amended Articles of Association amend the period of office of the Chairman to allow a Chairman to serve up to two terms of three years, but no more than six consecutive years (article 11.6).
- 2) Chairman – appointment. The way in which the Chairman is appointed has also changed so that it is now overseen by the Nomination Committee who will then make their recommendation to the Board following a recruitment process (article 18.7).
- 3) Composition of the Board – Trustees. The composition of the board has been updated to add further clarity as follows:
  - Five Voting Members of the Society elected in accordance with article 12 and article 18. Each of these nominated Trustees will have sufficient knowledge and expertise to represent the Society's objects of Access, Safety, Welfare, Education and a Generalist. *The number of Voting Members to be elected to the Board has been reduced from nine Voting Members to five Voting Members. This is to allow the remaining three positions on the Board to be opened up to both Voting Members and Non-Voting Members with the final position on the Board being retained for the Chairman (thereby maintaining a Board of nine Trustees). In addition, these changes detail that the five Voting Members will be elected to specific roles to represent the Society's objects adding greater clarity to the role of each Trustee (article 10.2.1).*
  - Three Trustees will be appointed to the Board through a recruitment process which is overseen by the Nominations Committee. Appointed Trustees are not required to be voting members at the time of appointment. *Previously only Voting Members could be appointed (as detailed above) and these Trustees had to be elected – this is now open to Non-Voting Members and their appointment will be subject to the Nominations Committee and the existing Board (article 10.2.2).*
  - Of the three appointed Trustees, up to two will bring comprehensive business knowledge and expertise (article 10.2.2(a)) and the remaining one appointed Trustee role will be reserved, for a suitably qualified person, to become Treasurer to the Society. *No specific change here but the Articles of Association have been amended to make it clear that there will be a designated role for the Treasurer (article 10.2.2(b)).*
  - The Board will have the option of co-opting up to three additional Trustees who are not required to be voting members of the Society at the time of appointment. It is envisaged that the co-opted Trustees will bring with them the appropriate level of knowledge and expertise to assist with the delivery of specific projects or programmes of development. *Previously only Voting Members could be appointed – this is now open to Non-Voting Members (article 10.2.5).*
  - The majority of the Board must be voting members of the Society with at least three years voting membership.
- 4) General meeting – the number of voting members of the Society required to requisition a General Meeting of the Society has been increased from 12 to 0.25% of the membership on the preceding 1 January rounded to the nearest 100, and any such request must be presented in a single document to the Chief Executive Officer with the signature of each voting member and their membership number (article 24.2).
- 5) Means of Communication and Notices – Notice to Members. The amended Articles of Association allow notice to be given to the Members by placing the notice in the Society's magazine, British Horse (article 33.4.4).
- 6) In addition to the main changes listed above there have also been a number of minor changes to the Articles of Association to ensure consistency across the document.

THE BRITISH HORSE SOCIETY

GENERAL MEETING – PROXY FORM

Name:

Address:

Membership Number:

Before completing this form, please read the explanatory notes below

I, being a member of the Company, appoint the Chairman of the meeting or (see note 3)

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*Name*

as my proxy to attend, speak and vote on my behalf at the General Meeting of the British Horse Society (the “Company”) to be held on 5 January 2019 at 11 am and at any adjournment of the meeting.

I direct my proxy to vote on the following resolutions as I have indicated by marking the appropriate box with an ‘X’. If no indication is given, my proxy will vote or abstain from voting at his or her discretion and I authorise my proxy to vote (or abstain from voting) as he or she thinks fit.

**SPECIAL BUSINESS**

That the amended articles of association produced to the meeting be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

**For**

**Against**

Signed:

Date:

## Notes to the Proxy Form

- 1 As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
- 2 Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
- 3 A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name above. If you sign and return this proxy form with no name inserted, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
- 4 To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. If no voting indication is given, 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.
- 5 To appoint a proxy using this form, the form must be:
  - completed and signed;
  - sent or delivered to Duncan Snook - General Meeting, The British Horse Society, Abbey Park, Stareton, Kenilworth, Warwickshire CV8 2XZ; and
  - received by Duncan Snook on behalf of the Company no later than three business days before the date of the meeting.
- 6 Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
- 7 As an alternative to returning this hard-copy proxy form, you can appoint a proxy electronically by emailing [generalmeeting@bhs.org.uk](mailto:generalmeeting@bhs.org.uk) attaching this proxy form. For an electronic proxy appointment to be valid, your appointment must be received by the Company no later than three business days before the date of the meeting.
- 8 If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
- 9 If you wish to revoke your proxy appointment you should give notice to the Company of your wish to do so before the date of the meeting.
- 10 You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.

PLEASE DO NOT INCLUDE ANY OTHER DOCUMENT WITH THIS PROXY VOTING PAPER