

Company Number: 00444742

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE BRITISH HORSE SOCIETY

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

The
British
Horse
Society



PricewaterhouseCoopers Legal LLP

CONTENTS

CLAUSE	PAGE
1 PRELIMINARY	3
2 OBJECTS	6
3 POWERS.....	6
4 APPLICATION OF INCOME AND PROPERTY.....	8
5 BENEFITS AND PAYMENTS TO SOCIETY TRUSTEES AND CONNECTED PERSONS.....	8
6 LIABILITY OF MEMBERS	10
7 MEMBERSHIP	10
8 PRESIDENT	11
9 VICE PRESIDENT	12
10 BOARD OF TRUSTEES	12
11 CHAIRMAN, VICE-CHAIRMAN AND TREASURER	13
12 ELECTION AND RETIREMENT OF THE BOARD	14
13 POWERS OF THE BOARD	17
14 PROCEEDINGS OF THE BOARD	17
15 INTERESTS OF THE BOARD	19
16 THE FINANCE COMMITTEE	19
17 THE AUDIT COMMITTEE.....	20
18 THE NOMINATION COMMITTEE.....	21
19 OTHER COMMITTEES	22
20 THE CHIEF EXECUTIVE	22
21 OTHER OFFICERS OF THE SOCIETY	22
22 RULES, BYELAWS, TERMS OF REFERENCE AND CODES OF CONDUCT	22
23 THE SEAL	23
24 GENERAL MEETINGS	23
25 NOTICE OF GENERAL MEETINGS.....	23
26 PROCEEDINGS AT GENERAL MEETINGS	24
27 VOTING BY PROXY	25
28 WRITTEN RESOLUTIONS	26
29 DISCIPLINE.....	27
30 ACCOUNTS	27
31 AUDIT	27
32 ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES.....	27
33 MEANS OF COMMUNICATION AND NOTICES.....	28
34 ELECTRONIC COMMUNICATIONS AND VOTING	29
35 DISPUTES.....	29
36 DISSOLUTION	29

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ARTICLES OF ASSOCIATION

of

THE BRITISH HORSE SOCIETY

(the "**Society**")

Adopted by special resolution of the Society on [16 July] 2016

1 PRELIMINARY

1.1 In these articles, unless the context otherwise requires:

'the Act'	the Companies Act 2006 (as amended);
'Advisory Committee'	shall include all advisory committees and sub-committees acting lawfully in relation to any of the affairs of the Society and approved by the Board to provide it with advice without any delegation of powers and shall not include, for the avoidance of doubt, any Board Committee;
'these articles'	these articles of association as originally adopted or as altered from time to time by special resolution;
'Audit Committee'	the audit committee of the Society appointed in accordance with article 17;
'Auditors'	the auditors of the Society as appointed from time to time;
'Board'	the board of Trustees of the Society from time to time;
'Board Committee'	shall include the Finance Committee, Audit Committee, the Nomination Committee and all other committees of the

	Board appointed in accordance with article 19.1;
'Casual Vacancy'	a vacancy on the Board arising from the departure of a Trustee from the Board otherwise than by reason of the expiry of such Trustee's term of office;
'Chairman'	the chairman of the Board appointed in accordance with article 11;
'Chief Executive'	the chief executive of the Society appointed in accordance with article 20;
'conflict of interest'	any reference in these articles to a conflict of interest includes a conflict of interest and duty and a conflict of duties;
'Commission'	the Charity Commission of England and Wales;
'Election Board Meeting'	the Board Meeting designated by the Board in any given year for the purpose of elections pursuant to articles 11 and/or 12, to be held between 1 June and 31 July in that year;
'Finance Committee'	the finance committee of the Society appointed in accordance with article 16;
'financial benefit'	a benefit, direct or indirect, which is either money or has a monetary value;
'General Meeting'	a general meeting of the Voting Members of the Society convened in accordance with these articles;
'Honorary Member'	a person who shall not be required to make payment, annual or otherwise, to the Society but shall have the right to vote at General Meetings;
'horse'	any member of the family Equidae;
'Life Vice President'	shall have the meaning set out in article 9.2.2;
'Member'	a member of the Society admitted in accordance with article 7.2;
“Nomination Committee”	the selection and nomination committee of the Society appointed in accordance with article 18;
“officer”	an officer within the meaning of the Act including but not limited to the Trustees and the management of the Society;
'Objects'	shall have the meaning set out in article 2;
'President'	the president of the Society appointed in accordance with article 8.2 or 8.3 (as the case may be);
'Proxy Notice'	shall have the meaning set out in article 27.1;
'Registered Office'	the registered office of the Society from time to time;
'Regulations'	regulations of the Board made in accordance with article

	13.3;
'the Seal'	the common seal of the Society;
'Supplier'	shall have the meaning set out in article 5.3;
'Treasurer'	a treasurer of the Society appointed in accordance with article 11.9;
'Trustee'	a member of the Board of the Society in accordance with article 10 11;
'Trustee Proxy Notice'	shall have the meaning set out in article 14.10;
'Vice Chairman'	a vice chairman of the Society appointed in accordance with article 11.9;
'Vice President'	a vice president of the Society appointed pursuant to article 9;
'Voting Member'	a Member of the Society having the right to vote at General Meetings (and 'Non-Voting Member' shall be construed accordingly); and
'Voting Paper'	shall have the meaning set out in article 12.9.

1.2 In these articles:

- 1.2.1 'charitable' means charitable in accordance with the law of England and Wales provided that it will not include any purpose which is not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 (for the avoidance of doubt, the system of law governing these articles is the law of England and Wales);
- 1.2.2 where an ordinary resolution of the Society is expressed to be required for any purpose, a special resolution is also effective for that purpose;
- 1.2.3 the headings in these articles do not affect the interpretation of these articles;
- 1.2.4 words denoting the singular number include the plural number and vice versa, words denoting the masculine gender include the feminine gender, and words denoting persons include corporations;
- 1.2.5 save where expressly defined otherwise, any word or expression to which a meaning is assigned by the Act has the meaning so assigned; and
- 1.2.6 in these articles a person shall be considered to be a 'connected person' for the purpose of the relevant articles if they are:
- (a) a child, parent, grandchild, grandparent, brother or sister of a Trustee of the Society;
 - (b) the spouse or civil partner of a Trustee of the Society;

- (c) a person carrying on business in partnership with a Trustee of the Society;
- (d) an institution which is controlled by a Trustee of the Society or any connected person falling within articles 1.2.6(a) to 1.2.6(c) (inclusive) or by two or more such persons; or
- (e) a body corporate in which a Trustee or any connected person falling within articles 1.2.6(a) to 1.2.6(c) (inclusive) has a substantial interest, or two or more such persons (sections 350 to 352 (inclusive) of the Charities Act 2011 shall apply for the purposes of interpreting this article 1.2.6(e)).

2 OBJECTS

2.1 The objects (the “**Objects**”) for which the Society is established are:

- 2.1.1 to promote and advance the education, training and safety of the public in all matters relating to the horse;
- 2.1.2 to promote the use, breeding, well-being, safety, environment, health and management of the horse for the public benefit;
- 2.1.3 to promote community participation in healthy recreation involving the horse;
- 2.1.4 to promote and facilitate the prevention of cruelty, neglect or harm to horses and to promote the relief, safety, sanctuary, rescue and welfare of horses in need of care, attention and assistance; and
- 2.1.5 to promote and secure the provision, protection and preservation of rights of way and of access for ridden and driven horses over public roads, highways, footpaths, bridleways, carriage ways, public paths and other land.

3 POWERS

3.1 The Society has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Society has power:

- 3.1.1 to raise funds. In doing so, the Society must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- 3.1.2 to secure and promote the protection, maintenance, creation and improvement of access, facilities and rights for the driven and ridden horse both on and off road, including the prevention and removal of obstructions;
- 3.1.3 to encourage, promote, arrange and facilitate the registration of horses for whatever purpose;

- 3.1.4 to promote, arrange and facilitate the registration and affiliation of riding clubs, riding schools, livery yards, riding instructors, bridleway associations and other groups or persons;
- 3.1.5 to carry on courses of instruction, training, demonstrations, classes, lectures or discussions for the purpose of promoting the Objects;
- 3.1.6 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 3.1.7 to sell, lease or otherwise dispose of all or any part of the property belonging to the Society. In exercising this power, the Society must comply as appropriate with sections 117 and 122 of the Charities Act 2011;
- 3.1.8 to borrow money and to charge the whole or any part of the property belonging to the Society as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Society must comply as appropriate with sections 124 – 126 (inclusive) of the Charities Act 2011 if it wishes to mortgage land;
- 3.1.9 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 3.1.10 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 3.1.11 to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity;
- 3.1.12 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 3.1.13 to employ and remunerate such staff as are necessary for carrying out the work of the Society. The Society may employ or remunerate a Trustee only to the extent it is permitted to do so by article 5 and provided it complies with the conditions in that article and any requirements of the Charity Commission from time to time;
- 3.1.14 to:
 - (a) deposit or invest funds;
 - (b) employ a professional fund-manager; and
 - (c) arrange for the investments or other property of the Society to be held in the name of a nominee,

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do so by the Trustee Act 2000;

3.1.15 to provide supportive grants or scholarships for the purpose of promoting the Objects; and

3.1.16 to provide indemnity insurance for the Trustees in accordance with and subject to the conditions contained in section 189 of the Charities Act 2011.

4 APPLICATION OF INCOME AND PROPERTY

4.1 The income and property of the Society shall be applied solely towards the promotion of the Objects.

4.2 Trustees and, where applicable, all other officers and members of the Board Committees and Advisory Committees of the Society:

4.2.1 are entitled to be reimbursed from the property of the Society or may pay out of such property reasonable expenses properly incurred by him when acting on behalf of the Society;

4.2.2 may benefit from trustee indemnity insurance cover purchased at the Society's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;

4.2.3 shall be indemnified by the Society against any liability incurred in their capacity as a Trustee or an officer or a member of any Board Committee or Advisory Committee, to the extent permitted by sections 232 to 234 (inclusive) of the Act (in this article 4.2.3, a 'Trustee' or 'officer' means any Trustee or officer or former Trustee or officer of the Society). Such indemnity shall extend to any such person's executors and/or administrators; and

4.2.4 may not receive any other benefit or payment unless it is authorised by article 5.

4.3 Subject to article 5, none of the income or property of the Society may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member of the Society save that this shall not prevent a Member who is not also a Trustee receiving:

4.3.1 a benefit from the Society in the capacity of a beneficiary of the Society; or

4.3.2 reasonable and proper remuneration for any goods or services supplied to the Society.

5 BENEFITS AND PAYMENTS TO SOCIETY TRUSTEES AND CONNECTED PERSONS

5.1 Unless permitted by this article 5, or authorised by the Court or the Charity Commission, no Trustee or connected person may:

5.1.1 buy any goods or services from the Society on terms preferential to those applicable to members of the public;

5.1.2 sell goods, services or any interest in land to the Society;

- 5.1.3 be employed by, or receive remuneration from, the Society; or
 - 5.1.4 receive any other financial benefit from the Society.
- 5.2 Subject to article 5.3, a Trustee or connected person may:
- 5.2.1 enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Society where such a contract is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011;
 - 5.2.2 provide the Society with goods that are not supplied in connection with services provided to the Society by such Trustee or connected person;
 - 5.2.3 receive interest on money lent to the Society at a reasonable and proper rate which must not be more than the Bank of England base rate or 5% per annum (whichever is the greater);
 - 5.2.4 receive rent for premises let by the Trustee or connected person to the Society. The amount of the rent and the other terms of the lease must be reasonable and proper. The Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease of such premises are under discussion; and
 - 5.2.5 take part in the normal trading and fundraising activities of the Society on the same terms as members of the public.
- 5.3 The Society and its Trustees may only rely upon the authority provided by article 5.2 if each of the following conditions is satisfied:
- 5.3.1 the amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Society or its Trustees (as the case may be) and the Trustee or connected person supplying the goods (the “**Supplier**”) under which the Supplier is to supply the goods in question to or on behalf of the Society;
 - 5.3.2 the amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;
 - 5.3.3 the other Trustees are satisfied that it is in the best interests of the Society to contract with the Supplier rather than with someone who is not a Trustee or connected person. In reaching that decision, the Trustees must balance the advantage of contracting with a Trustee or connected person against the disadvantages of doing so;
 - 5.3.4 the Supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or it with regard to the supply of goods to the Society;

- 5.3.5 the Supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at any such meeting;
 - 5.3.6 the reason for the decision of the Trustees is recorded by the Trustees in the minute book of the Society; and
 - 5.3.7 a majority of the Trustees then in office are not in receipt of remuneration or payments authorised under this article 5.
- 5.4 For the purposes of this article 5, "Society" shall include any company in which the Society:
- 5.4.1 holds more than 50% of the shares;
 - 5.4.2 controls more than 50% of the voting rights; or
 - 5.4.3 has the right to appoint one or more directors to the board of the relevant company.

6 **LIABILITY OF MEMBERS**

- 6.1 The liability of each of the Members is limited to a sum not exceeding £2.00 (two pounds), being the amount that each Member undertakes to contribute to the assets of the Society in the event of its being wound up while he is a Member or within one year after he ceases to be a Member for:
- 6.1.1 payment of the Society's debts and liabilities incurred before he ceases to be a Member;
 - 6.1.2 payment of the costs, charges and expenses of winding up the Society; and
 - 6.1.3 adjustment of the rights of the contributories among themselves.

7 **MEMBERSHIP**

- 7.1 The number of Members of the Society is unlimited.
- 7.2 Such persons as the Board shall admit to membership in accordance with the provisions of these articles shall be Members of the Society.
- 7.3 Every application for membership shall be made in such form as the Board shall from time to time prescribe and the Board shall have an absolute discretion to accept or reject any application.
- 7.4 Membership is not transferable and shall cease on a Member's death.
- 7.5 The Board may establish classes of membership with different rights and obligations and shall record the rights and obligations in the Register of Members. The Board may from time to time amend the rights and obligations attaching to such classes of membership upon giving one month's notice of the intention to do so and provided that such amendment shall not adversely affect any right or privilege conferred on a Member by reason of a payment during the period to which that payment entitled him to such right or privilege.

- 7.6 The Board may from time to time designate any person as an Honorary Member, either before or after the date of adoption of these articles.
- 7.7 Non-Voting Members of the Society shall not be Members of the Society for the purposes of the Act and accordingly particulars in relation to them shall not be entered in the Register of Members of the Society and they shall not be entitled to receive notice of, to attend or to vote at any General Meeting of the Society. Nor shall such Non-Voting Members be entitled to take part in the election of, or be qualified to be, Trustees.
- 7.8 All annual subscriptions payable by a Member of a particular class shall be payable in advance (in such instalments as the Board shall prescribe) on such date or dates (which need not be the same for all Members) in each year as the Board shall from time to time direct. In the case of a new Member, his first subscription or the appropriate instalment of such subscription shall be payable upon his application for membership.
- 7.9 If a membership application is refused, the fees or subscription payable in respect of the application and/or the membership applied for shall be (if received by the Society) returned to the applicant.
- 7.10 A Member shall cease to be a Member of the Society and his name shall be removed from the Register of Members if:
- 7.10.1 the Member dies or, if it is an organisation, ceases to exist;
 - 7.10.2 by notice in writing to the Society he resigns his Membership;
 - 7.10.3 he is expelled from the Society by the Board under the powers set out in article 29;
or
 - 7.10.4 being liable to pay an annual subscription, he shall not have paid an instalment in respect of such subscription by the end of the first calendar month after which such instalment is due for payment.
- 7.11 A person ceasing for any reason to be a Member of the Society shall not be entitled to a refund in whole or in part of any annual subscriptions or other monies already paid by him to the Society and he shall remain liable for payment of all annual subscriptions or other monies due from him to the Society at the date on which he ceased to be a Member.

8 **PRESIDENT**

- 8.1 There shall be a President of the Society.
- 8.2 The President shall be appointed by the Board at least one month before the President for the time being in office is due to retire. The President then appointed shall, subject to the right of a majority of the Trustees elected in accordance with article 10.2.1 to remove the President at any time, hold office from a date and for a period agreed between the President

and the Board at the commencement of his term in office. The term in office of a President may, with the agreement of the President, be extended by the Board.

- 8.3 If a President shall die or resign during his tenure of office then the Board may appoint a new President who shall take office immediately for a term, subject to the right of a majority of the Trustees elected in accordance with article 10.2.1 to remove the President at any time, to be agreed between the new President and the Board at the commencement of his term in office.

9 **VICE PRESIDENT**

- 9.1 There shall be Vice Presidents of the Society.

- 9.2 The Vice Presidents of the Society shall be:

9.2.1 the persons who, immediately prior to the date of adoption of these articles, already held the office of Vice President;

9.2.2 any person who, after the date of adoption of these articles, shall cease to hold the office of President (a "**Life Vice President**"); and

9.2.3 such person(s) appointed by the Board as Vice President shall, subject to the right of a majority of the Trustees elected in accordance with article 10.2.1 to remove a Vice President at any time, hold that office for such period as the Board shall specify at the time of such Vice President's appointment or until the occurrence of any of the events set out in article 12.21 which shall be deemed to apply to Vice Presidents as if they were Trustees.

- 9.3 A Life Vice President shall hold office for life or until the occurrence of any of the events set out in article 12.21 which shall be deemed to apply to Vice Presidents as if they were Trustees.

10 **BOARD OF TRUSTEES**

- 10.1 There shall be a board of Trustees for the management of the affairs of the Society (the "**Board**").

- 10.2 The Board shall consist of the following persons:

10.2.1 up to nine Voting Members of the Society elected in accordance with article 12 and article 18;

10.2.2 up to three Voting Members of the Society co-opted by a resolution of the Board to be additional Members of the Board, such Members to hold office until the next Election Board Meeting; and

10.2.3 the Chairman appointed in accordance with article 11.

- 10.3 No person is eligible for election to the Board unless:

10.3.1 he shall have been a Voting Member of the Society for at least three years; and

10.3.2 he shall be a natural person aged 18 years or older.

11 **CHAIRMAN, VICE-CHAIRMAN AND TREASURER**

11.1 There shall be a Chairman of the Board who, once appointed in accordance with this article 11, shall be a member of the Board ex officio. For the avoidance of doubt, if a Trustee elected in accordance with article 10.2.1 is appointed as Chairman, his appointment as Chairman shall not create a Casual Vacancy among the Trustees.

11.2 The Chairman, who shall also be the Chairman of the Society, shall be appointed by the Trustees elected in accordance with article 10.2.1 and may be any of the Trustees (including any Trustees co-opted in accordance with article 10.2.2).

11.3 Subject to the right of a majority of the Trustees elected in accordance with article 10.2.1 to remove the Chairman at any time, the Chairman shall hold office for a period of three calendar years following his appointment.

11.4 Upon the expiry of the existing Chairman's period of office, or where a Chairman has vacated his office before the end of the term set out in article 11.3, but prior to the appointment of the new Chairman, the Trustees may appoint another of the Trustees (including the Members co-opted in accordance with article 10.2.2) to temporarily act as chairman of the Board (the "**Interim Chairman**") for a maximum of sixty days from the date of appointment (the "**Interim Period**").

11.5 The Interim Chairman appointed in accordance with article 11.4 shall hold office until the final date of the Interim Period or the date the Trustees appoint a new Chairman in accordance with article 11.2, whichever of these dates is the earliest.

11.6 The period for which a person may hold the office of Chairman shall not in any event exceed six consecutive years.

11.7 The Society shall be entitled to make an annual payment of £5,000 (as uprated in accordance with this article 11.7), or such other sum as the Charity Commissioners from time to time approve, to the Chairman for any loss of earnings incurred as a result of acting as a member of the Board. The annual payment shall be either a sum based on £5,000 per annum as at 19 June 2006, uprated each year on 22 June in accordance with the inflation index used by the Society in connection with staff salaries, or such other sum as the Charity Commissioners may from time to time approve, whichever is the higher.

11.8 The Chairman may only be reimbursed in accordance with article 11.7 if and to the extent that the amount reimbursed does not exceed the amount which could be regarded as reasonable remuneration for the work undertaken by the Chairman as a member of the Board. The Chairman must withdraw from any meeting whilst the question of his reimbursement is being discussed.

11.9 The Board may also appoint one or more Vice Chairmen and a Treasurer of the Society. Such persons shall be appointed by the Board from among their number in such manner as the Board may from time to time decide.

12 **ELECTION AND RETIREMENT OF THE BOARD**

12.1 The appointment of the Board shall take place at the Election Board Meeting. Persons appointed or elected to the Board in accordance with article 11, article 18 or this article 12 shall be the "Trustees".

12.2 Trustees shall be elected at the Election Board Meeting in each year in the manner set out in this article 12 and article 18.

12.3 The elected Trustees shall hold office for a period of three calendar years from the date of their election at the Election Board Meeting. This period may be extended or reduced by up to sixty days as may be necessary in order that its term shall coincide with the relevant Election Board Meeting.

12.4 The Board shall decide how many vacancies for Trustee roles shall be made available each year provided that there shall be at least such number as shall result in the total number of elected Trustees being seven following the Election Board Meeting

Nomination

12.5 The nomination of a candidate for election to the Board shall be made in such form as the Board shall prescribe and may contain:

12.5.1 the name and membership number of the proposed candidate;

12.5.2 the names, signatures and membership numbers of five Voting Members of the Society supporting his nomination; and

12.5.3 a description of the nominee including details of the nominee's relevant experience and expertise and their suitability for the vacancy for which they are being nominated.

12.6 The nomination of a candidate under article 12.5 must reach the Nomination Committee not less than ninety clear days, or such other period as the Board may from time to time decide, before the date of the Election Board Meeting.

12.7 A person may only apply for one vacancy for a Trustee role on any Voting Paper.

12.8 No nomination under article 12.5 shall be effective unless the candidate confirms in writing his willingness to be nominated not less than ninety clear days or such other period as the Board may from time to time decide, before the date of the Election Board Meeting.

Voting

- 12.9 The Board shall, when convening the Election Board Meeting, send to every Voting Member a voting paper (the "**Voting Paper**") in a form to be approved by the Board.
- 12.10 The Voting Paper shall contain for each vacancy for a Trustee role:
- 12.10.1 the names of the candidates approved for inclusion in accordance with article 18 in alphabetical order;
 - 12.10.2 a description of each candidate;
 - 12.10.3 a description of the vacancy;
 - 12.10.4 such other information as the Board may deem desirable; and
 - 12.10.5 if only one duly nominated and qualified candidate applies for a particular Trustee role, a statement to that effect shall be included when convening the Election Board Meeting that such candidate shall be deemed to have been elected.
- 12.11 The Voting Papers when completed shall be returned to the Registered Office or such other place as shall be determined by the Board by a date to be fixed by the Board who shall appoint scrutineers to inspect the votes. Such scrutineers shall be appointed on terms to be determined by the Board and, for the avoidance of doubt, may be appointed from an external organisation.
- 12.12 Every Voting Member shall be entitled to one vote only in respect of each vacancy. No Voting Member shall give more than one vote to any candidate. Any Voting Paper containing more than the requisite number of votes or more than one vote for any one candidate shall be rejected by the scrutineers.
- 12.13 The scrutineers shall report in writing to the Chairman the total number of votes for each candidate for each vacancy. Those candidates (up to the number required to fill the said vacancies) who receive the most votes for each vacancy shall be declared by the Chairman at the Election Board Meeting to be, and shall have been elected as, Trustees.
- 12.14 In the event of two or more candidates obtaining an equal number of votes (and provided there are insufficient vacancies for both such candidates to be elected) the drawing of lots at the Election Board Meeting shall determine which of such candidates shall also be elected as a Trustee.

Casual vacancies

- 12.15 In addition to its power under article 10.2.2 to co-opt up to three additional Trustees, the Board may from time to time appoint any Voting Member of the Society to fill a Casual Vacancy among the Trustees.

- 12.16 A person co-opted under article 12.15 shall hold office for the term of office of the Trustee whose departure from the Board has caused the Casual Vacancy to arise. For the avoidance of doubt, a person so co-opted shall be eligible for election as a Trustee at the Election Board Meeting where such Trustee's term of office expires.
- 12.17 The Trustees may act notwithstanding any Casual Vacancy provided that if the number of Trustees is reduced to six or below, the Trustees for the time being may only act for the purpose of filling Casual Vacancies or of convening a General Meeting.

Ineligibility

- 12.18 No person shall be eligible for election or co-option to the Board or to be appointed to fill a casual vacancy if, at the date of the Board Meeting at which he is elected or co-opted, or at the date from which he is appointed to fill a casual vacancy:
- 12.18.1 he is not a Voting Member of the Society; or
- 12.18.2 he will have served six consecutive years as a Trustee.
- 12.19 Any period of office served by a person appointed to fill a Casual Vacancy shall be ignored for the purposes of article 12.18.2.
- 12.20 If a person has either:
- 12.20.1 resigned or been removed as a Trustee; or
- 12.20.2 served six consecutive years as a Trustee,
- a period of not less than one year must elapse before such a person may be elected or appointed for any further period as a Trustee.

Vacation of office

- 12.21 A Trustee shall vacate office if:
- 12.21.1 for any reason he ceases to be a Voting Member of the Society;
- 12.21.2 he becomes bankrupt or suspends payment or compounds with his creditors;
- 12.21.3 he is found to be or becomes of unsound mind;
- 12.21.4 by notice in writing to the Society he resigns his office;
- 12.21.5 he absents himself from Board meetings without the special leave of the Board for a period of more than four months unless the Board resolves that he shall not be deemed to have vacated his office;
- 12.21.6 a resolution that he be removed from office is passed by a three-quarters majority of the Board present at a meeting of which not less than twenty-one days notice has been given;

- 12.21.7 he becomes prohibited by law from being a Trustee or he ceases to be a Trustee by reason of any provision of the Act;
- 12.21.8 he is removed from office by a resolution passed pursuant to section 168 of the Act; or
- 12.21.9 if a connected person in relation to such Trustee is appointed to any salaried office of the Society or to any office of the Society paid by fees or if such a person receives any remuneration or other benefits from the Society (save as permitted by these articles).
- 12.22 For the avoidance of doubt, the limits on the term of office of Trustees contained in this article 12 shall not apply to the Chairman whose term of office shall be governed by article 11.
- 13 POWERS OF THE BOARD**
- 13.1 The Board shall manage the business of the Society and may exercise all of the powers of the Society unless they are subject to any restrictions imposed by the Act, these articles, regulations made by the Board or any special resolution passed by the Society.
- 13.2 No alteration of the articles of association of the Society or other resolution of the Society shall have retrospective effect so as to invalidate any prior act of the Board.
- 13.3 Subject to article 13.4, the Board may make regulations (“**Regulations**”) for:
- 13.3.1 the conduct of the business of the Society, the conduct of General Meetings and the conduct of their own meetings;
- 13.3.2 the appointment, constitution and conduct of meetings of Board Committees and Advisory Committees; or
- 13.3.3 any other matters affecting the affairs of the Society or the rights or duties of Members,
- and may alter and/or rescind any Regulations so made.
- 13.4 No Regulation made under article 13.3 shall be inconsistent with or involve an alteration or amendment of or addition to these articles which could only properly be effected by a special resolution or shall deal with any matter which can only properly be dealt with by the Society in General Meeting.
- 14 PROCEEDINGS OF THE BOARD**
- 14.1 Any officer of the Society, on the requisition of any six Members of the Board, shall summon a meeting of the Board by giving not less than seven days’ notice in writing specifying the agenda of such meeting to all the Trustees. The accidental failure or omission to give notice to or the non-receipt of notice by any Trustee shall not invalidate the proceedings of a meeting.

- 14.2 Any meeting of the Board at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Board.
- 14.3 The quorum for meetings of the Board shall be six unless the number of Trustees is reduced below six in which case the quorum shall be two provided that, if the number of Trustees is reduced below six, the Trustees for the time being in office may only act for the purpose of filling Casual Vacancies or of convening a General Meeting. A Trustee who has appointed a proxy in accordance with article 14.10 shall not be counted for the purposes of determining whether a quorum is present.
- 14.4 A Trustee shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 14.5 The Board shall meet together not less than six times each year for the conduct of the business of the Society and shall, subject to the provisions of these articles, regulate its meetings as it sees fit.
- 14.6 The Chairman shall chair all meetings of the Board. If at any meeting of the Board neither the Chairman nor a Vice- Chairman of the Board are present or willing to chair such meeting within five minutes of the time appointed for holding such meeting the Trustees present at such meeting may select one of their number to be chairman of that meeting.
- 14.7 Questions arising at any meeting of the Board shall be decided by a majority of votes. Each Trustee shall have one vote only which may be exercised by the Trustee in person or through a proxy validly appointed in accordance with article 14.10. In the case of an equality of votes, the Chairman shall have a second or casting vote.
- 14.8 A resolution in writing or in electronic form agreed by all of the Trustees entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held and may consist of several documents in like form, each signed by one or more Trustees.
- 14.9 A Trustee shall be deemed to be present at a meeting of the Board or a Board Committee and accordingly shall be included in the quorum if, by the use of any technological means, he is able to participate in the deliberations of a meeting of the Board as they happen.
- 14.10 A Trustee may, in circumstances which are agreed by the Board to be exceptional, appoint another Trustee to act as his proxy at any meeting of the Board which he is unable to attend. Such an appointment shall be made by notice in writing (a "**Trustee Proxy Notice**") and the Board may request such evidence as they shall reasonably determine is necessary in the circumstances in order to satisfy the Board that such an appointment has been validly made. A Trustee Proxy Notice may:
- 14.10.1 be revoked at any time by the appointing Trustee and shall be automatically revoked if the appointing Trustee ceases to hold office as a Trustee; and

14.10.2 specify how the appointed Trustee is to exercise the vote that would otherwise be exercised by the appointing Trustee.

14.11 The Board shall keep minutes of:

14.11.1 all appointments of officers made by the Board;

14.11.2 the names of the Trustees present at each meeting of the Board and of any Board Committee or Advisory Committee; and

14.11.3 all resolutions and proceedings at all meetings of the Society, the Board and of all Board Committees.

15 **INTERESTS OF THE BOARD**

15.1 A Trustee must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared. A Trustee must absent himself from any discussions of the Society's Trustees in which it is possible that a conflict will arise between his duty to act solely in the interests of the Society and any personal interest (including but not limited to any personal financial interest).

15.2 Subject to article 15.3, if a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in these articles, the Trustees unaffected by such conflict of interests may authorise such conflict where the following conditions apply:

15.2.1 the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

15.2.2 the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at such a meeting; and

15.2.3 the Trustees unaffected by such conflict of interests consider it is in the interests of the Society to authorise the conflict of interest in all the circumstances known to them.

15.3 In article 15.2, a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Trustee or to a connected person.

16 **THE FINANCE COMMITTEE**

16.1 There shall be a finance committee (the "**Finance Committee**") whose appointment and composition shall be at the discretion of the Board but which for the time being shall comprise:

16.1.1 the Chairman;

- 16.1.2 the Treasurer; and
- 16.1.3 at least two other Trustees appointed to the Finance Committee by the Board.
- 16.2 The Finance Committee shall invite the Chief Executive and a representative of the finance team of the Society to its meetings and may invite such other persons as it thinks fit for the purposes of providing advice or assistance. Any persons so invited shall not be entitled to vote on any resolution put to the Finance Committee.
- 16.3 The Finance Committee shall exercise such powers as the Board may from time to time delegate to it and shall conform to any Regulations that may be imposed on it by the Board.
- 16.4 The quorum necessary for the transaction of business at meetings of the Finance Committee shall be three members of the Finance Committee.
- 16.5 Subject to any specific Regulations, the meetings and proceedings of the Finance Committee shall be governed by the provisions of these articles relating to meetings and proceedings of the Board, so far as these articles are capable of being so applied.
- 17 **THE AUDIT COMMITTEE**
- 17.1 There shall be an audit committee (the “**Audit Committee**”) which shall comprise up to six persons appointed by the Board in such manner as the Board may from time to time determine.
- 17.2 Each member of the Audit Committee shall be appointed for a term of three years or for such other period as the Board may from time to time determine.
- 17.3 The Audit Committee shall exercise such powers as the Board may from time to time delegate to it including (but not limited to) the auditing of the affairs of the Society and the giving of advice to the Board in the light of such auditing. In the exercise of such powers the Audit Committee shall conform to any Regulations that may be imposed on it by the Board.
- 17.4 The Audit Committee shall invite the Chairman and the Chief Executive to its meetings and may invite such other persons as it thinks fit and as are approved by the Board for the purposes of providing advice or assistance. Any persons so invited shall not be entitled to vote on any resolution put to the Audit Committee.
- 17.5 The quorum necessary for the transaction of business at meetings of the Audit Committee shall be three members of the Audit Committee.
- 17.6 The Audit Committee shall meet as a committee not less than once in any year, and usually not more than twice in any year but, for the avoidance of doubt, may meet more than twice in any year if this shall be deemed necessary by the Audit Committee in the circumstances.
- 17.7 The Audit Committee shall elect a chairman from amongst its members in such manner as the Audit Committee may from time to time decide.

- 17.8 Subject to any regulations or directions applicable to it the meetings and proceedings of the Audit Committee shall be governed by the provisions of these articles relating to meetings and proceedings of the Board, so far as these articles are capable of being so applied.
- 17.9 The Audit Committee shall consider an annual report from the Chairman in relation to the affairs of the Society and shall consider such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are prepared in accordance with the Act and have access to the Auditors for any purposes in connection with their activities.
- 18 **THE NOMINATION COMMITTEE**
- 18.1 There shall be a selection and nomination committee (the “**Nomination Committee**”) whose appointment and composition shall be at the discretion of the Board but, which for the time being, shall comprise:
- 18.1.1 two Trustees; and
- 18.1.2 one external person, being a person who is not a Trustee, an officer of the Society or a connected person.
- 18.2 The Nomination Committee shall exercise such powers as the Board may delegate to it from time to time including (but not limited to) publicising the vacancies for Trustee roles so as to reach potential candidates and administering the nomination and selection policy of the Board.
- 18.3 The Board shall identify a policy in relation to the nomination and selection of candidates for election to the Board (the “**Selection Policy**”) identifying, at least, the requirements which a candidate for a Trustee role must meet.
- 18.4 Any candidates nominated for election to a Trustee role must be considered by the Nomination Committee in accordance with the Selection Policy and such considerations may include a review of written applications and an interview.
- 18.5 Any candidate for election to a Trustee role that meets the requirements of the Selection Policy shall be recommended to the Board by the Nomination Committee for inclusion as a candidate for election pursuant to Article 12.
- 18.6 Any candidate who is nominated for election but is identified as not meeting the requirements of the Selection Policy shall be informed of the decision and given the opportunity to appeal such decision in writing to the Board which shall have ultimate discretion as to whether to override such decision.
- 18.7 The quorum necessary for the transaction of business at meetings of the Nomination Committee shall be three members of the Nomination Committee.

19 **OTHER COMMITTEES**

19.1 The Board may delegate any of their powers or functions to a committee of two or more Trustees to act as a Board Committee. The terms of any such delegation must be recorded in the minute book of the Society.

19.2 The Board, and with the consent of the Board, any Board Committee already appointed, may appoint such other Board Committee as shall be considered beneficial to the Society and to whom may be delegated such of the powers or functions vested in the appointing body as that body may consider fit, subject to the provisions of articles 19.3 to 19.6 (inclusive).

19.3 The Board or the relevant Board Committee (as the case may be) may impose such Regulations as they see fit when delegating powers under articles 19.1 or 19.2.

19.4 The Board may revoke or alter any delegation made under articles 19.1 or 19.2.

19.5 All acts and proceedings of any Board Committee or Advisory Committee must be reported to the Board at such times and in such manner as the Board shall require.

19.6 No Board Committee or Advisory Committee shall exercise any power which should properly be exercised by the Board.

20 **THE CHIEF EXECUTIVE**

The Board may appoint a person to be the Chief Executive upon such terms as it thinks fit. The Chief Executive may attend meetings of the Board if invited by the Board and shall be entitled to attend the meetings of all Advisory Committees of the Society.

21 **OTHER OFFICERS OF THE SOCIETY**

The Board may from time to time appoint any other officers, either in an honorary capacity or upon such terms and for such length of time as it thinks fit.

22 **RULES, BYELAWS, TERMS OF REFERENCE AND CODES OF CONDUCT**

22.1 The Board may from time to time make such rules or byelaws, terms of reference and codes of conduct as it may deem necessary or expedient for the proper conduct and management of the Society. Such rules or byelaws, terms of reference and codes of conduct may include, but are not limited to:

22.1.1 the conduct of Members in respect of one another;

22.1.2 the conduct of Trustees in relation to one another, to Members and to the Society's employees, whether by way of codes of conduct or otherwise;

22.1.3 the procedures to be followed at General Meetings and meetings of the Board and Advisory Committees in so far as such procedure is not regulated by these articles;

- 22.1.4 the terms and reference of any Advisory Committee or other advisory group of the Society; and
- 22.1.5 generally, all such matters as are commonly the subject matter of company rules.
- 22.2 The Society in General Meeting shall have power to alter, add to, or repeal any rules or byelaws or codes of conduct or terms of reference made under this article 22 provided that no rule or byelaw or code of conduct or term of reference shall be inconsistent with, or shall affect or repeal anything contained in these articles.
- 22.3 The Trustees shall adopt such means as they think sufficient to bring to the notice of Members all such rules or byelaws or codes of conduct or terms of reference, which shall be binding on all Members.
- 23 **THE SEAL**
- 23.1 The Seal shall be used only upon the authority of the Board or of a Board Committee authorised by the Board for such purposes.
- 23.2 Subject to the Act, the Board shall determine who shall sign any document to be executed as a deed or to which the Seal is to be affixed and unless otherwise so determined it shall be signed by any Trustee in the presence of a witness or by any two Trustees.
- 24 **GENERAL MEETINGS**
- 24.1 The Board may, whenever it thinks fit, convene a General Meeting of the Society, to be held at such time and in such place as the Board shall appoint.
- 24.2 Without prejudice to any statutory rights to requisition a General Meeting, a General Meeting of the Society may be requisitioned by twelve Voting Members of the Society writing jointly in a single document to the Chief Executive. A General Meeting requisitioned under this article 24.2 shall be held at such time and in such place as the Board shall appoint.
- 25 **NOTICE OF GENERAL MEETINGS**
- 25.1 Subject to article 25.3, the minimum period of notice required to hold a General Meeting is twenty-one clear days.
- 25.2 The notice of General Meeting must be given or sent to all Voting Members.
- 25.3 A general meeting may be called by shorter notice if it is so agreed by a majority in number of Voting Members who together hold not less than 95 percent of the total voting rights.
- 25.4 The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a meeting by any Voting Member, shall not invalidate the proceedings at that General Meeting.
- 25.5 The notice of General Meeting must specify the date, time and place of the General Meeting and the general nature of the business to be transacted. The notice must also contain a

statement setting out the right of Voting Members to appoint a proxy under section 324 of the Act and article 27.

26 PROCEEDINGS AT GENERAL MEETINGS

26.1 No business shall be transacted at a General Meeting unless a quorum is present.

26.2 A quorum, for the purposes of article 26.1, shall be ten Voting Members of the Society present in person and entitled to vote. Any General Meeting which was quorate when it commenced shall be deemed to remain quorate for its duration.

26.3 If within fifteen minutes from the time appointed for a General Meeting a quorum is not present, the meeting:

26.3.1 if convened upon the requisition of Voting Members, shall be dissolved; or

26.3.2 if convened in any other way, shall stand adjourned to the same day in the next week, at the same time and place or to such other day and to such other time and place as the Board may determine by giving not less than ten days' notice to the Voting Members,

and if, at the adjourned meeting, a quorum is not present within fifteen minutes from the time appointed for the meeting the Voting Members present shall be a quorum.

26.4 Subject to article 26.5, the President or, at the President's request, the Chairman or, in his absence, a Vice-Chairman shall be the chairman of the General Meeting.

26.5 If there is no President, Chairman, or Vice-Chairman available or if none of them is present within fifteen minutes after the time appointed for the holding of the meeting and willing to act as Chairman, the Trustees or, in their absence, the Voting Members present shall choose one of their number to be chairman of the General Meeting.

Adjournment

26.6 The Members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

26.7 The person who is chairing the General Meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution passed in accordance with article 26.6.

26.8 No business shall be conducted at a reconvened General Meeting unless it could properly have been conducted at the General Meeting had the adjournment not taken place.

26.9 If a General Meeting is adjourned by a resolution of the Voting Members for more than twenty days, at least seven days' notice shall be given of the reconvened General Meeting stating the date, time and place of the General Meeting.

Voting

- 26.10 Every Voting Member shall have one vote upon a show of hands.
- 26.11 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of, the show of hands a poll is demanded:
 - 26.11.1 by the person chairing the meeting; or
 - 26.11.2 by at least two Voting Members present in person or by proxy
- 26.12 A demand for a poll may be withdrawn before the poll is taken, but only with the consent of the person who is chairing the meeting. If the demand is withdrawn, the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 26.13 The declaration by the person who is chairing the General Meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 26.14 If a poll is duly demanded, it shall be taken in such manner as the person chairing the General Meeting shall direct, and the result of the poll shall be deemed to be the resolution of the General Meeting at which the poll was demanded.
- 26.15 Each Voting Member present in person or by proxy shall have one vote on a poll.
- 26.16 A poll demanded on the election of the person chairing the General Meeting, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken at such time as the person chairing the General Meeting shall direct save that such poll must be taken within thirty days of being demanded.
- 26.17 The result of the vote must be recorded in the minutes of the Society but the number or proportion of votes cast need not be recorded.

27 VOTING BY PROXY

- 27.1 Proxies may only validly be appointed by a notice in writing (a "Proxy Notice") executed by the Voting Member which may be in the following form or such other form as the Board may approve:

THE BRITISH HORSE SOCIETY

I, [name of Voting Member], of [address] being a Voting Member of The British Horse Society, Membership number [], hereby appoint [name of appointee] of [address of appointee] as my proxy to vote for me and on my behalf at the General Meeting of the said Society to be held on [date of meeting] and at any adjournment of such General Meeting.

Signed

Date

- 27.2 A Proxy Notice may specify how the proxy appointed under such notice is to vote (or abstain from voting) on one or more resolutions.
- 27.3 Unless a Proxy Notice indicates otherwise, it must be treated as:
- 27.3.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the General Meeting; and
 - 27.3.2 appointing that person as proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.
- 27.4 A Voting Member remains entitled to vote at a General Meeting or any adjournment of a General Meeting even though a valid Proxy Notice has been delivered to the Society by or on behalf of that person.
- 27.5 An appointment under a Proxy Notice may be revoked by delivering to the Society a notice in writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given.
- 27.6 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the General Meeting or adjourned General Meeting to which it relates.
- 27.7 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed such Proxy Notice to execute it on the appointor's behalf.
- 28 **WRITTEN RESOLUTIONS**
- 28.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the Voting Members shall be effective provided that:
- 28.1.1 a copy of the proposed resolution has been sent to every Voting Member;
 - 28.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of Voting Members has signified its agreement to the resolution; and
 - 28.1.3 it is contained in an authenticated document which has been received at the Registered Office within the period of twenty-eight days beginning with the date on which the resolution was circulated.
- 28.2 A resolution in writing may comprise several copies to which one or more Voting Members have signified their agreement.
- 28.3 In the case of a Voting Member that is an organisation, its authorised representative may signify its agreement.

29 **DISCIPLINE**

29.1 The Board shall have full power either by itself or through any body to whom its powers have been delegated to make regulations for the good conduct of Members of the Society and in relation to the Society's affairs and for the good conduct and discipline of all persons (whether Members of the Society or not) taking part in any of the activities of the Society or in any activities with which the Society may be associated.

29.2 Any Member who shall fail in the observance of any provision of these articles, any Regulation made by the Board or any other competent authority, or whose conduct in any respect shall be, in the opinion of the Board, derogatory to the character or prejudicial to the interests of the Society may be removed from the Society by a resolution of the Board to that effect passed at a meeting at which at least six Members of the Board shall be present and vote.

29.3 Not less than twenty-one days prior to the meeting at which a resolution under article 29.2 shall be proposed notice of the proposed resolution shall be sent by or on behalf of the Society to the registered address of such Member. Such notice shall contain a full statement of the complaint against such Member who shall be entitled to be heard in his own defence and to call oral evidence.

30 **ACCOUNTS**

30.1 The Board must prepare for each financial year accounts as required by the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

30.2 The Board must keep, or arrange to be kept, accounting records as required by the Companies Act.

31 **AUDIT**

Auditors shall be appointed and their duties regulated in accordance with the requirements of the Act.

32 **ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES**

32.1 The Board must comply with the requirements of the Charities Act 2011 with regard to the:

32.1.1 transmission of a copy of the statements of account to the Commission;

32.1.2 preparation of an annual report and the transmission of a copy of the same to the Commission; and

32.1.3 preparation of an annual return and its transmission to the Commission.

32.2 The Trustees must notify the Commission promptly of any changes to the Society's entry on the Central Register of Charities.

33 MEANS OF COMMUNICATION AND NOTICES

- 33.1 Subject to these articles, anything sent or supplied by or to the Society under these articles may be sent or supplied in any way in which the Act provides for documents or information authorised or required by the Act to be sent or supplied by or to the Society.
- 33.2 Subject to these articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents from time to time.
- 33.3 Any notice to be given to or by any person pursuant to these articles must be given either in writing or in electronic form.
- 33.4 The Society may give notice to any Member either:
- 33.4.1 personally;
 - 33.4.2 by sending it by post in a prepaid envelope addressed to the Member at his or her address;
 - 33.4.3 by leaving it at the address of the Member;
 - 33.4.4 by giving it in electronic form to the Member's address notified by the Member to the Society for such purposes; or
 - 33.4.5 by placing the notice on a website and providing the Member with a notification in writing or in electronic form of the presence of the notice on the website together with the electronic location of the website and details of how such material may be accessed. If the notice concerns a notice of company meeting the notification must state that it concerns a notice of company meeting and specify the place, date and time of the meeting.
- 33.5 Where any material is available on a website for a part but not all of a particular period required by these articles or otherwise, and the failure to make that material available throughout that period is wholly attributable to circumstances which it would not have been reasonable to have expected the Society to prevent or avoid, that failure shall not invalidate the notice resulting from making such material available on a website.
- 33.6 A Member who does not register an address with the Society, or who registers only a postal address that is not within the United Kingdom, shall not be entitled to receive any notice from the Society.
- 33.7 A Member present in person at any meeting of the Society, or who has appointed a person as his proxy pursuant to article 27 shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 33.8 Proof that:

33.8.1 an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that such notice was given;

33.8.2 an electronic form of notice was given shall be conclusive where the Society can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Act.

33.9 In accordance with section 1147 of the Act, any notice shall be deemed to be given:

33.9.1 forty-eight hours after the envelope containing it was posted; or

33.9.2 in the case of an electronic form of communication, forty-eight hours after it was sent.

34 **ELECTRONIC COMMUNICATIONS AND VOTING**

34.1 Any document which a Member supplies to the Society, whether he does so of his own volition or under any legal obligation or rule, may be sent in electronic form and by electronic means, including where appropriate by means of a website and/or by means of an email to the address given by the Society.

34.2 For the purposes of these articles references to voting shall allow that a vote shall be valid if it is cast electronically on a website or text message voting facility using the form or method approved by the Board.

34.3 A Proxy Notice returned electronically to the Society at the electronic address specified on the Proxy Notice shall be valid as if returned by other means.

34.4 No Member may vote both electronically and by post and, if a Member does, only the first received vote shall be valid.

34.5 The Board may require such evidence as they think fit to satisfy themselves that a vote cast electronically on a website or text message voting facility is valid.

35 **DISPUTES**

If a dispute arises between Members of the Society about the validity or propriety of anything done by the Members of the Society under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediate before resorting to litigation.

36 **DISSOLUTION**

36.1 The Members of the Society may at any time before, and in expectation of, its dissolution resolve that any net assets of the Society after all its debts and liabilities have been paid or provision has been made for them shall, on or before the dissolution of the Society, be applied or transferred in any of the following ways:

36.1.1 directly for the Objects;

- 36.1.2 by transfer to any charity or charities for purposes similar to the Objects; or
 - 36.1.3 to any charity or charities for use for particular purposes that fall within the Objects.
- 36.2 The Trustees of the Society may at any time before, and in expectation of, its dissolution resolve that any net assets of the Society after all its debts and liabilities have been paid or provision has been made for them shall, on or before the dissolution of the Society, be applied or transferred in any of the following ways:
- 36.2.1 directly for the Objects;
 - 36.2.2 by transfer to any charity or charities for purposes similar to the Objects; or
 - 36.2.3 to any charity or charities for use for particular purposes that fall within the Objects.
- 36.3 In no circumstances shall the net assets of the Society be paid to or distributed among the Members of the Society (except to a Member that is itself a charity) and if no resolution in accordance with article 36.1 is passed by the Members or the Trustees the net assets of the Society shall be applied for charitable purposes as directed by the Court or the Commission.