

Articles of Association of The Welsh Pony and Cob Society

1. The company's name is **The Welsh Pony and Cob Society** (and in this document it is called the "Society").
2. The registered office of the Society will be situated in Wales.
3. **Interpretation**

In these articles:

(i) The following shall have the meanings assigned to them:

- '**address**' means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Society;
- '**animal**' shall have the same meaning as is contained in the Animal Welfare Act 2006;
- '**the Articles**' means the Society's Articles of Association;
- '**the charity**' means the company (The Welsh Pony and Cob Society) intended to be regulated by these Articles;
- '**clear days**' in relation to the period of a notice means a period excluding:
 - the day when the notice is given or deemed to be given; and
 - the day for which it is given or on which it is to take effect;
- '**the Commission**' means the Charity Commission for England and Wales;
- '**Companies Acts**' means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Society;
- '**company secretary**' means any person appointed to perform the duties of the company secretary of the Society;
- '**connected person**' means:
 - (a) a child, parent, grandchild, grandparent, brother or sister of a trustee;
 - (b) the spouse or civil partner of a trustee or of any person falling within sub-clause (a) above;
 - (c) a person carrying on business in partnership with a trustee or with any person falling within sub-clause (a) or (b) above;
 - (d) an institution which is controlled:
 - (1) by a trustee or any connected person falling within sub-clause (a), (b), or (c) above; or
 - (2) by two or more persons falling within sub-clause d(1), when taken together
 - (e) a body corporate in which:
 - (1) a trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
 - (2) two or more persons falling within sub-clause (e)(1) who, when taken together, have a substantial interest.
 - (3) Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.
- '**Council**' means the Council of the Society constituted pursuant to these Articles;
- '**the directors**' means the directors of the Society. The directors are charity trustees as defined by section 177 of the Charities Act 2011;
- '**document**' includes, unless otherwise specified, any document sent or supplied in electronic form;
- '**electronic form**' has the meaning given in section 1168 of the Companies Act 2006;
- '**Member**' means a Member for the time being of the Society;
- '**objects**' mean the objects of the Society as set out in Article 5;

- **'officers'** includes the directors/trustees and the company secretary (if any);
 - **'President'** means the President of the Society;
 - **'President-Elect'** means the President-Elect of the Society;
 - **'the seal'** means the common seal of the Society;
 - **'trustees'** means the directors of the Society as defined by section 177 of the Charities Act 2011;
 - **'the United Kingdom'** means Great Britain and Northern Ireland;
 - **Welsh Breeds'** has the meaning set out in Article 5(ii);
- (ii) Words importing one gender shall include all genders, and the singular includes the plural and vice versa.
- (iii) Unless the context otherwise requires, words or expressions contained in the Articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Society.
- (iv) Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.
- (v) In these articles the expression **'meeting'** includes, except where inconsistent with any legal obligation:
- a physical meeting;
 - a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation;
 - telephone conferencing; and/or
 - any combination of the above.

4. **Liability of Members**

Every Member of the Society undertakes to contribute to the assets of the Society, in the event of the same being wound up while that person is a Member, or within one year after that person ceases to be a Member, for payment of the debts and liabilities of the Society contracted before that person ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding two pounds.

5. **Objects**

The Primary Objects of the Society are:

- (i) To encourage the breeding and improvement of horses and ponies more especially those of the Welsh Breeds.
- (ii) To advance public education in all districts and counties in the various arts and sciences connected with the use and management of horses and ponies in general and in particular of the Welsh Mountain Pony, the Welsh Pony, the Welsh Pony (Cob Type) and the Welsh Cob and their Part-breds (hereinafter referred to as "the Welsh Breeds").
- (iii) To provide or assist in the provision for the public benefit, of facilities for recreation or other leisure time occupation, through the use of horses and ponies, but confined to facilities provided in the interests of social welfare within the meaning and so as to satisfy the requirements of the Recreational Charities Act 1958.
- (iv) To prevent cruelty to and promote the welfare of horses and ponies.

6. As ancillary to the Objects set out in Article 5 (hereinafter called “the Primary Objects”) but not further or otherwise to exercise all or any of the powers contained in the following paragraphs, but to the extent only that such powers may properly be exercised by a body having exclusively Charitable Objects:

- (i) To promote and facilitate the acquisition and distribution of information about the Welsh Breeds in all parts of the world including by the creation of a charter or similar from time to time (“Charter”) positioning the Society as the mother society for all filial Welsh Pony and Cob societies and associations in all parts of the world and encourage those bodies to sign and endorse the Charter.
- (ii) To continue to maintain the publication of the Welsh Stud Book, Appendices, Welsh Part-Bred Register, International Register and Overseas Register (hereinafter referred to as “the Welsh Stud Books”) for issue to Members and to the public in general at a price to be determined by the Council from time to time and to continue to register and enter therein and issue passports to animals which are eligible for registration and entry subject to the regulations laid down by the Council and legislation from time to time with such revisions and amendments as may be necessary in the interest of the Society from time to time and to take such action thereon as the Council may decide in the interests of the Society.
- (iii) To operate a scheme for the award of premiums with a view to improving the standard of the Welsh Breeds and their Part-Breds and of horses and ponies in general.
- (iv) To organise and operate a panel of Judges and Inspectors and to conduct a Junior Judges Learner Scheme with a view to training judges and of recommending approved judges to organisers of shows and to hold Judges Conferences to promote uniformity of judging.
- (v) To maintain a panel of Inspectors to examine animals of the Welsh Breeds in regard to their eligibility for entry in the Welsh Stud Books and subject to the regulations laid down by the Council from time to time.
- (vi) To encourage the formation of Pony Improvement Societies which are to be established for exclusively charitable purposes in order to improve the Welsh Breeds and to demonstrate the values of using Premium Stallions and of selective breeding by eliminating inferior colts and stallions from stud use.
- (vii) To organise or support competitions, trials, events, tests, shows or exhibitions of horses and ponies of the Welsh Breeds in particular and to raise or provide funds whether out of capital or income for or towards the expenses thereof; to arrange classes and to give or augment prizes and awards of merit at shows approved by the Council and to appoint or recommend the appointment of Judges and Officials thereat and to collect verify and publish information relating to shows, sales and other activities connected with horses and ponies.
- (viii) To promote and conduct training classes, discussion groups, lectures, demonstrations and veterinary classes for breeders of the Welsh Breeds and of the public interested in the breeding and management of horses and ponies in general.
- (ix) To undertake the promotion, management and supervision of both traditional sales and online sales of horses and ponies and to appoint official auctioneers and agents for the conduct of Society sales in the United Kingdom or in any other part of the world.
- (x) To promote the export of the Welsh Breeds to all parts of the world and in that connection to issue or withhold export certificates dealing with verification of the breeding of animals exported and to record an overseas register of Welsh breed animals and their part-bred descendants in the main body of the Welsh Studbook.

- (xi) To supervise the importation or re-importation of animals of the Welsh Breeds and to accept or reject their inclusion in the Welsh Stud Books as the Council may in its entire discretion decide provided that the verification of eligibility or exclusion shall be in accordance with the Society's breeding rules existing at that particular time.
- (xii) To issue such publications, audio-visual material, articles and advertisements and generally to take such other steps to secure publicity for and extend the interest in and the popularity and usefulness of the Welsh Breeds as may from time to time be deemed necessary or desirable by the Council.
- (xiii) To investigate cases of doubtful or false pedigrees and also cases of conduct derogatory to or prejudicial to the interests of the Society and to take such action thereon as the Council may decide.
- (xiv) To undertake arbitration upon and settlement of disputes and questions relating to or connected with the Welsh Breeds or other horses and ponies and the breeding or ownership thereof or to nominate an umpire for such purpose or purposes.
- (xv) To provide or hire or otherwise acquire offices, rooms and other facilities for the conduct of business or for meetings of the Society and to take such action thereon as the Council may decide.
- (xvi) To receive subscriptions, gifts, legacies or bequests and other payments made for any specific purpose or for the general purpose of the Society with power to appoint trustees or a trust corporation to act either alone or in conjunction with the Society and to hold and administer any such subscriptions, gifts, legacies or bequests and the investments or other property from time to time representing the same and to pay the proper fees of such trustees or such trust corporation in connection therewith.
- (xvii) To establish and support or aid in the establishment and support of any charitable trust association or charitable institution and to subscribe or guarantee money for the charitable purpose of the Society or calculated to further the Primary Objects.
- (xviii) To make alter or delete such rules and regulations as may be necessary for the carrying out of the Primary Objects as in the opinion of the Council may be deemed necessary from time to time.
- (xix) To borrow from time to time any moneys required for the purpose of the Society upon such security and at such interest as may be determined by the Council.
- (xx) To purchase lease or exchange or otherwise acquire any real or personal property and any rights or privileges which the Council may think necessary or convenient for the promotion of the Primary Objects and to construct maintain and alter any buildings or erections necessary or convenient for the work of the Society.
- (xxi) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society as may be thought expedient by the Council with a view to the promotion of the Primary Objects.
- (xxii) To invest moneys of the Society not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being imposed or required by law and subject also as hereinafter provided.
- (xxiii) To raise funds, but in doing so, the Society must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;

- (xxiv) To co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (xxv) To acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- (xxvi) To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves set by the Council;
- (xxvii) To employ and remunerate such staff as are necessary for carrying out the work of the Society, but the Society may employ or remunerate a trustee only to the extent it is permitted to do so by Articles 7 and 8, provided it complies with the conditions in those Articles;
- (xxviii) To provide indemnity insurance for the trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- (xxix) In promoting the Welsh Breeds, the Society shall at all times aspire to have regard to the history, traditions, cultures, languages and vocabulary of Wales.
- (xxx) To do all such other things as are incidental or conducive to the attainment of the Primary Object or any of them

Provided that:

- (a) In case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.
- (b) The Society shall not support with its funds any object or endeavour to impose on or procure to be observed by its Members or others, any regulation, restriction or condition which if an object of the Society would make it a Trade Union.
- (c) In case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the Society shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council or governing body of the Society shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council or governing body have been if no incorporation had been effected, and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the said Secretary of State over such Council or governing body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Society were not incorporated.

7. Application of Income and Property

The income and property of the Society, whencesoever derived, shall be applied solely towards the promotion of the Primary Objects, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Society, provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Society or to any Member of the Society in return for any services actually rendered to the Society, nor prevent the giving to a Member of the Society of such prize or award is mentioned in Article 6(vii), nor prevent the payment of interest at a rate not exceeding six per cent

p.a. on money lent or reasonable and proper rent for premises demised or let by any Members to the Society: but so that no member of the Council or governing body of the Society shall be appointed to any salaried office of the Society or any office of the Society paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Society to any members of such Council or Governing body without the prior written consent of the Charity Commission for England and Wales, except repayment of out-of-pocket expenses or authorised by the provisions of Article 8: Provided that the provision last aforesaid shall not apply to any payment to any Company of which a member of the Council or governing body may be a member and in which such member shall not hold more than one-hundredth part of the capital, and any such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

8. Benefits and Payments to Society Trustees and connected Persons

(i) General provisions

No trustee or connected person may:

- (a) buy any goods or services from the Society on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the Society;
- (c) be employed by, or receive any remuneration from, the Society;
- (d) receive any other financial benefit from the Society;

unless the payment is permitted by clause (ii) of this article, or authorised by the court or the Charity Commission.

In this Article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

(ii) Scope and powers permitting Trustees' or connected Persons' benefits

- (a) A trustee or connected person may receive a benefit from the Society in the capacity of a beneficiary of the Society.
- (b) A trustee or connected person may 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 that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
- (c) Subject to clause (iii) of this article a trustee or connected person may provide the Society with goods that are not supplied in connection with services provided to the Society by the trustee or connected person.
- (d) A trustee or connected person may receive interest on money lent to the Society at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A trustee or connected person may 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 are under discussion.

- (f) A trustee or connected person may take part in the normal trading and fundraising activities of the Society on the same terms as members of the public.

(iii) Payment for supply of goods only – controls

The Society and its trustees may only rely upon the authority provided by sub-clause (ii)(c) of this Article if each of the following conditions is satisfied:

- (a) 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.
 - (b) 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.
 - (c) 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.
 - (d) 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 her or it with regard to the supply of goods to the Society.
 - (e) 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 the meeting.
 - (f) The reason for their decision is recorded by the trustees in the minute book.
 - (g) A majority of the trustees then in office are not in receipt of remuneration or payments authorised by Article 7.
- (iv) In clauses (ii) and (iii) of this article:
- (a) 'charity' includes any company in which the Society:
 - (1) holds more than 50% of the shares; or
 - (2) controls more than 50% of the voting rights attached to the shares; or
 - (3) has the right to appoint one or more directors to the board of the company.
 - (b) 'connected person' includes any person within the definition in Article 3 'Interpretation'.

9. Declaration of Trustees' interests

A trustee must declare the nature and extent of any interest, direct or indirect, which the trustee 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 or herself from any discussions of the Council in which it is possible that a conflict will arise between the trustee's duty to act solely in the interests of the Society and any personal interest (including but not limited to any personal financial interest), and the trustee shall not be entitled to vote on any resolution concerning any such matter.

10. Conflicts of interests and conflicts of loyalties

- (i) If a conflict of interest 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 the Articles, the unconflicted trustees may authorise such a conflict of interests where the following conditions apply:
 - (a) 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;
 - (b) 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 the meeting; and
 - (c) the unconflicted trustees consider it is in the interests of the Society to authorise the conflict of interests in the circumstances applying.
- (ii) In this Article 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.

11. Members

- (i) The subscribers to the Articles and other persons duly admitted to membership of the Society from time to time are the Members of the Society.
- (ii) Membership is open to individuals or incorporated organisations who:
 - (a) apply to the Society in the form required by Council; and
 - (b) are approved by the Council which shall have an absolute discretion to determine the application and shall not be liable to give any reason for the admission or rejection of any applicant.
- (iii) No unincorporated association may become a Member.
- (iv) Without prejudice to the provisions of Article 11(i) to 11(iii), the Council may resolve to allow universities or other similar establishments to become Members provided that an application is received in accordance with Article 11(ii).
- (v) Membership is personal and not transferable.
- (vi) The Society must keep a register of names and addresses of the Members.
- (vii) The annual membership and any other subscription fees payable by the Members shall be such as the Council may, acting reasonably, from time to time determine. For the avoidance of doubt, it shall be reasonable for the Council to increase such fees at least in accordance with the official rate of UK inflation annually.
- (viii) The Members agree that, if they are subject to any disciplinary sanction by the Society (not limited to their membership) the Society may publish their name, offence and sanction.

12. Classes of Membership

- (i) The Council may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of Members. For the avoidance of doubt

this may include Honorary Members and Vice Presidents, with or without payment subscriptions.

- (ii) The Council may not directly alter the rights or obligations attached to a class of membership.
- (iii) The rights attached to a class of membership may only be varied if:
 - (a) three-quarters of the Members of that class consent in writing to the variation; or
 - (b) a special resolution is passed at a separate general meeting of the Members of that class agreeing to the variation.
- (iv) The provisions in the Articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of Members.

13. Termination of Membership

- (i) Membership is terminated if:
 - (a) the Member dies or, if it is an organisation, ceases to exist;
 - (b) the Member resigns by written notice to the Society unless, after the resignation, there would be fewer than two Members;
 - (c) any sum due from the Member to the Society is not paid in full within two months of it falling due;
 - (d) the Member is removed from membership by a resolution of the Council that it is in the best interests of the Society that their membership is terminated. A resolution to remove a Member from membership may only be passed if:
 - (1) the Member has been given at least twenty-one days' notice in writing of the meeting of the Council at which the resolution will be proposed and the reasons why it is to be proposed;
 - (2) the Member or, at the option of the Member, the Member's representative (who need not be a Member of the Society) has been allowed to make representations to the meeting.
- (ii) Notwithstanding the foregoing, if it is established to the satisfaction of the Council upon receipt of a certified memorandum of conviction that a Member has been convicted before a court of law of any offence of cruelty towards an Animal, then that Member shall be expelled or suspended from membership of the Society forthwith or reprimanded or cautioned and the trustees shall not be required to adopt the procedure set out in Article 13(d) above.

14. General Meetings

- (i) An annual general meeting must be held in each year and not more than fifteen months may elapse between successive annual general meetings.
- (ii) The Council may call a general meeting at any time.
- (iii) The Council shall convene a general meeting on the requisition (which may consist of several documents in like form) of at least 5% of the current Members of the Society provided such requisition states the object of such a meeting and is signed by the requisitioners and deposited with the Company Secretary at the registered office of the Society. When signing,

requisitioners must provide authentication by way of their Society membership number and current postcode. If the Council does not within 21 days of the date of the deposit of a valid requisition proceed to call a meeting, the requisitioners may themselves convene the meeting.

- (iv) All general meetings of the Society shall be held at a location in the United Kingdom, selected at the discretion of the President.

15. Notice of General Meetings

- (i) The minimum period of notice required to hold a general meeting of the Society is fourteen clear days.
- (ii) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- (iii) The notice must also contain a statement setting out the right of members to appoint a proxy under Section 324 of the Companies Act 2006 and Article 18.
- (iv) The notice must be given to all the Members, trustees and auditors.
- (v) The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting or notice of a resolution intended to be moved at a meeting did not receive it because of an accidental omission by the Society.

16. Proceedings at General Meetings

- (i) No business shall be transacted at any general meeting unless a quorum is present.
- (ii) A quorum is 50 members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.
- (iii) The authorised representative of a member organisation shall be counted in the quorum.
- (iv) If:
 - (a) a quorum is not present within half an hour from the time appointed for the meeting;
or
 - (b) during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the chair of the meeting shall determine.
- (v) The Council must reconvene a meeting adjourned pursuant to Article 16(iv) and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (vi) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting, the members present in person at that time shall constitute the quorum for that meeting.
- (vii) General meetings shall be chaired by the President. If the President is not present or shall be unwilling to preside then the President-Elect shall preside.

- (viii) If there is no such person or he is not present within fifteen minutes of the time appointed for the meeting or is unwilling to preside, a trustee nominated by the Council shall chair the meeting.
- (ix) If there is only one trustee present and willing to act, that trustee shall chair the meeting.
- (x) If no trustee is present and willing to preside within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- (xi) The Members present at a meeting in person or by proxy may resolve by ordinary resolution that the meeting shall be adjourned.
- (xii) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- (xiii) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (xiv) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

17. Voting at General Meetings

- (i) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
 - (a) by the person chairing the meeting; or
 - (b) by at least 5% of members present in person or by proxy and having the right to vote at the meeting or, if less, 10% of all Members.
- (ii) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- (iii) 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.
- (iv) 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.
- (v) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (vi) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members). The results of the poll shall be declared at the meeting.
- (vii) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (viii) If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote that person may have.

18. Content of Proxy Notices

- (i) Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which:
 - (a) states the name and address of the Member appointing the proxy;
 - (b) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the trustees may determine;
 - (d) is delivered to the Society in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate; and
 - (e) is delivered no later than 48 hours prior to the relevant general meeting, however when calculating this time no account shall be taken of any part of a day that is not a working day.
- (ii) The Society may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (iii) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (iv) Unless a proxy notice indicates otherwise, it must be treated as:
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

19. Delivery of Proxy Notices

- (i) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Society by or on behalf of that person.
- (ii) 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.
- (iii) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (iv) 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 it to execute it on the appointor's behalf.

20. Written Resolutions by Members

Resolutions in writing of the Society may be passed in accordance with Chapter 2 of Part 13 of the Companies Act 2006.

21. Votes of Members

- (i) Subject to Articles 15(v) & 17(viii), every Member, whether an individual or an organisation, shall have one vote.
- (ii) Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- (iii) Any organisation that is a member of the Society may nominate any person to act as its representative at any meeting of the Society.
 - (a) The organisation must give written notice to the Society of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Society. The representative may continue to represent the organisation until written notice to the contrary is received by the Society.
 - (b) Any notice given to the Society will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The Society shall not be required to consider whether the representative has been properly appointed by the organisation.

22. Council and Trustees

- (i) The affairs of the Society shall be managed by the Council.
- (ii) A trustee must be a natural person aged 21 years or older and have been a member of the Society for at least the 7 years prior to appointment as a trustee.
- (iii) No one may be appointed a trustee if that person would be disqualified from acting under the provisions of Article 26.
- (iv) The minimum number of trustees shall be ten, unless otherwise determined by ordinary resolution, and shall be subject to a maximum of fifteen.
- (v) A trustee may not appoint an alternate trustee or anyone to act on the trustee's behalf at meetings of the trustees.
- (vi) At the first meeting of the Council following the annual general meeting of members in each year, the Council shall elect a chairman ("Chair"), vice-chairman ("Vice-Chair) and Chair of Finance and HR. The Chair, Vice-Chair and Chair of Finance and HR respectively of the Council as constituted in accordance with this Article shall continue in office until the ensuing annual general meeting of the Society.
- (vii) If and whenever the Chair, Vice-Chair or Chair of Finance and HR vacates office before the expiration of his term of office, the Council shall appoint a trustee to be Chair, Vice-Chair or Chair of Finance and HR (as the case may be) for the remainder of the terms for which the predecessor would but for his that person's death or vacation of office have held the office.
- (viii) The person appointed to chair meetings of the trustees shall have no functions or powers except those conferred by the Articles or delegated to that person by the Council.

23. Powers of Trustees

- (i) The Council shall manage the business of the Society and may exercise all the powers of the Society unless they are subject to any restrictions imposed by the Companies Acts, the Memorandum, these Articles or any special resolution.
- (ii) No alteration of these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Council.
- (iii) Any meeting of Council at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Council.

24. Retirement of Trustees

- (i) At each annual general meeting there shall retire from Council any trustee who did not retire at either of the two annual general meetings immediately preceding the present one (or, in the case of a trustee elected as a trustee under Article 25(x) or Article 25(xiv) or appointed as a trustee under Article 25(xv) in place of a trustee who has died or vacated office before the expiration of his term of office, whose predecessor in office did not retire at either of the two annual general meetings immediately preceding the present one).
- (ii) If a trustee is required to retire at an annual general meeting by a provision of the Articles the retirement shall take effect upon the conclusion of the meeting.

25. Appointment of Trustees

- (i) Up to fifteen trustees shall be elected by the Society in accordance with the procedures provided for in these Articles.
- (ii) Any member of the Charity is eligible for election as a trustee provided that:
 - (a) the member is not disqualified under the provisions of Article 26;
 - (b) the member fulfils the requirements of Article 22(ii) and (iii); and
 - (c) the member will not have served more than two terms as a trustee in the eight years previous to the date of the annual general meeting at which the results of the election are to be announced; and
 - (d) at least three years have passed since the member was last a trustee if, as at the time the member last ceased to serve as a trustee, the member had served two terms within eight years as a trustee.

For the purposes of this Article 25, a “year” shall mean the period of time between an annual general meeting and the subsequent annual general meeting.

- (iii) At least eight weeks prior to the date determined for the annual general meeting in each year, notification shall be despatched to members by the Company Secretary of the impending election of trustees and inviting nominations.
- (iv) Each nomination must be received by the Society at least six weeks prior to the annual general meeting and shall specify the name of the candidate, being duly proposed and seconded by Members of the Society. There shall be included with each nomination a declaration, signed by the candidate of their willingness to be elected a trustee of the Society and their agreement to comply with the codes and bye laws of the Society.
- (v) At each annual general meeting there shall be declared the name of any persons who have been elected trustees in accordance with the following provisions in this Article:

- (a) If the number of candidates duly nominated is equal to or less than the number of vacancies to be filled, all such candidates shall be declared elected at such annual general meeting.
- (b) If no declaration of elected candidates can be made in accordance with sub-clause (a) of this Article 25(v) the election shall be made by ballot and the result shall be announced at the annual general meeting.
- (c) If a ballot shall be necessary, the Company Secretary or, failing this, any trustee shall cause the name of each candidate to be entered in the ballot paper, which shall be in a form approved by the Council.
- (d) One such ballot paper shall be sent to each member of the Society not less than 28 days prior to the Annual General Meeting at which the result of the election is to be declared.
- (e) A member shall be entitled to vote for any number of candidates up to but not exceeding the number of vacancies to be filled, but shall not cast more than one vote in respect of each candidate.
- (f) Each ballot paper shall state the last date on which it may be returned to the Scrutineer appointed as described in Article 25(vi) by a Member. Such last date shall be at least 48 hours before the annual general meeting at which the result of the election is to be declared.
- (g) Any ballot paper which does not comply with this Article shall be void.
- (vi) The Council shall in good time prior to any ballot appoint an independent firm or body of good repute to act as scrutineer (the 'Scrutineer') in relation to the ballot and to perform the functions described in this Article. The Scrutineer shall be responsible for:
 - (a) receiving ballot papers and determining which are void;
 - (b) counting the votes duly cast;
 - (c) determining which candidates have been successful in the election;
 - (d) providing a written report to the Society on the result of the ballot; and
 - (e) retaining all ballot papers received for a period of one month after the relevant annual general meeting.
- (vii) The Scrutineer shall perform each of the above responsibilities by the time specified by the Society.
- (viii) In so acting, the Scrutineer's decision on any matter shall be final and binding on the Society save in the case of manifest errors.
- (ix) The successful candidates in the election shall be those who attained respectively the greatest number of votes cast, the next greatest number and so on in descending order until the number of vacancies has been filled. If between two or more candidates for a vacancy or vacancies there is an equality of votes, the successful candidate or candidates shall be chosen by lot.

- (x) If the number of vacancies is more than five, the five candidates with the greatest number of votes shall be elected to serve as trustees until the annual general meeting falling nearest the third anniversary of such election. The candidate with the next greatest number of votes shall be elected to hold office for the remainder of the term of office of the elected trustee whose vacancy he fills and so on until all the vacancies on Council have been filled. As between candidates elected in accordance with the second sentence of this Article 25(x), the candidate with the greatest number of votes shall fill the vacancy with the longest unexpired term of office, and so on.
- (xi) If the number of nominations received by the Society in accordance with Article 25(iv) is fewer than the number required to fill all vacancies on the Council in accordance with Article 25(x), the President or other person chairing the annual general meeting shall invite the members present (whether in person, by proxy or through an authorised representative) at the annual general meeting to propose additional nominations. Each such nomination must be seconded by another member and the nominee concerned must confirm that person's willingness to act as a trustee.
- (xii) The names of all candidates who are the subject of nominations duly made, seconded and confirmed in accordance with Article 25(xi) shall be included on a ballot paper and a ballot shall be held in accordance with Article 25(xiii). Each member present at the annual general meeting (whether in person, by proxy or through an authorised representative) shall be entitled to vote for any number of candidates up to but not exceeding the remaining number of vacancies to be filled after applying the provisions of Article 25(xi), but shall not cast more than one vote in respect of each candidate.
- (xiii) The provisions of Articles 17(ii) to (viii) (inclusive) shall apply to any ballot held for the purposes of Article 25(xii) as though it were a poll. Subject to the preceding sentence, such ballot shall be held in such manner as the President or other person chairing the annual general meeting shall determine, and his that person's decision on any matter relating to the conduct of such ballot shall be final and binding on the Society save in the case of manifest errors.
- (xiv) The successful candidates in any ballot held for the purposes of Article 25(xii) shall be those who attained respectively the greatest number of votes cast, the next greatest number and so on in descending order until the number of vacancies (after applying the provisions of Article 25(x)) has been filled. If between two or more candidates for a vacancy or vacancies there is an equality of votes, the successful candidate or candidates shall be chosen by lot. As between candidates elected in accordance with this Article 25(xiv), the candidate with the greatest number of votes shall fill the vacancy with the longest unexpired term of office, and so on.
- (xv) If and whenever a trustee dies or vacates office before the expiration of his term of office in accordance with Article 26, the vacancy shall remain unfilled until the following general meeting except when the number of trustees is reduced below ten, when such number of vacancies shall be filled by the Council as is necessary to increase the number of trustees to ten. Any trustee who dies or vacates office before the expiration of the trustee's term of office in accordance with Article 26 shall be deemed for the purpose of Articles 25(ii)(c) and 25(ii)(d) to have served a full term, and any person elected or appointed in the trustees place under Articles 25(x) or 25(xiv) or this Article 25(xv) shall hold office for the unexpired portion of the trustee's term in office. Any person who is elected as a trustee under Article 25(x) or Article 25(xiv) or is appointed as a trustee under this Article 25(xv) in place of a trustee who

has died or vacated office before the expiration of the trustee's term of office in accordance with Article 26 shall also be deemed for the purposes of Articles 25(ii)(c) and 25(ii)(d) to have served a full term, notwithstanding that the unexpired term is less than three years.

26. Disqualification and Removal of Trustees

- (i) A trustee shall cease to hold office if the trustee:
 - (a) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
 - (b) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
 - (c) ceases to be a Member of the Society;
 - (d) in the written opinion, given to the Charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months, and the Council (acting reasonably) concludes that the trustee is unable to discharge their functions and duties as a trustee;
 - (e) resigns as a trustee by notice to the Society; or
 - (f) is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that their office be vacated.

27. Remuneration of Trustees

The trustees must not be paid any remuneration unless it is authorised by Article 8.

28. Proceedings of Trustees

- (i) The Council may regulate their proceedings as they think fit, subject to the provisions of these Articles.
- (ii) The Company Secretary (if any) must call a meeting of the Council if requested to do so by the majority of trustees.
- (iii) Questions arising at a meeting shall be decided by a majority of votes.
- (iv) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- (v) A meeting may be held by suitable electronic means agreed by the Council in which each participant may communicate with all the other participants.
- (vi) No decision may be made by a meeting of the Council unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the Council in which a participant or participants may communicate with all the other participants.
- (vii) The quorum shall be six or such larger number as may be decided from time to time by the Council.

- (viii) A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.
- (ix) If the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.

29. Written Resolutions of Trustees

- (i) A resolution in writing or in electronic form agreed by a majority of the trustees entitled to receive notice of a meeting of Council or of a committee of Council and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held.
- (ii) The resolution in writing or in electronic form may comprise several documents containing the text of the resolution in like form to each of which one or more trustees has signified their agreement.

30. Delegation

- (i) The Council may delegate any of its powers or functions to a committee of two or more trustees but the terms of any delegation must be recorded in the minute book.
- (ii) The Council may impose conditions when delegating, including the conditions that:
 - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate; and
 - (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Council.
- (iii) The Council may revoke or alter a delegation.
- (iv) All acts and proceedings of any committees must be fully and promptly reported to the Council.

31. Validity of Trustees' decisions

- (i) Subject to Article 31(ii), all acts done by a meeting of Council, or of a committee of trustees, which is apparently quorate to the best of the knowledge of the Society at the date of such meeting, shall be valid notwithstanding the participation in any vote of a trustee:
 - (a) who was disqualified from holding office;
 - (b) who had previously retired or who had been obliged by the Articles to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise.
- (ii) Article 31(i) does not permit a trustee or a connected person to keep any benefit that may be conferred upon them or the connected person by a resolution of the Council or of a committee of trustees if, but for Article 31(i), the resolution would have been void, or if the trustee has not complied with Article 7.

32. The Seal

The Society seal must only be used by the authority of the Council or of a committee of trustees authorised by the Council. The Council may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the Company Secretary (if any) or by a second trustee.

33. Minutes

- (i) The Council must keep minutes of all:
 - (a) appointments of officers made by the Council;
 - (b) proceedings at meetings of the Society; and
 - (c) meetings of the Council and committees of Council including:
 - (1) the names of the trustees present at the meeting;
 - (2) the decisions made at the meetings; and
 - (3) where appropriate, the reasons for the decisions.

34. Accounts

- (i) The Council must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (ii) The Council must keep accounting records as required by the Companies Acts.

35. Annual Report and Return and Register of Charities

- (i) The trustees must comply with the requirements of the Charities Act 2011 with regard to the:
 - (a) transmission of a copy of the statements of account to the Commission;
 - (b) preparation of an Annual Report and the transmission of a copy of it to the Commission;
 - (c) preparation of an Annual Return and its transmission to the Commission.
- (ii) The Council must notify the Commission promptly of any changes to the Society's entry on the Central Register of Charities.

36. Means of Communication to be used

- (i) Subject to the Articles, anything sent or supplied by or to the Charity under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Society and the company communications provisions of the Companies Act 2006 shall apply to anything sent or supplied under these Articles.
- (ii) Subject to the 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 for the time being.

- (iii) Any notice to be given to or by any person pursuant to the articles must be:
 - (a) in writing; or
 - (b) given in electronic form.
- (iv) The Society may give any notice to a Member either:
 - (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it in electronic form to the member's address; or
 - (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.
- (v) A member who does not register an address with the Society shall not be entitled to receive any notice from the Society.
- (vi) A member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (vii) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (viii) Proof that 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 Companies Act 2006.
- (ix) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
 - (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic form of communication, 48 hours after it was sent.

37. Indemnity

- (i) The Society shall indemnify a relevant trustee against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default, or breach of duty or breach of trust in relation to the Society.
- (ii) In this Article a 'relevant trustee' means any trustee or former trustee of the Society.

38. Bye Laws

- (i) The Council may from time to time make such reasonable and proper rules, codes or bye laws as they may deem necessary or expedient for the proper conduct and management of the Society.
- (ii) The rules, codes and bye laws may regulate the following matters but are not restricted to them:
 - (a) the admission of members of the Society (including the admission of organisations to membership) and the rights and privileges of such Members, and the entrance fees, subscriptions and other fees or payments to be made by Members;
 - (b) the conduct of Members of the Society in relation to one another, and to the Society's employees, trustees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the Council in so far as such procedure is not regulated by the Companies Acts or by the Articles;
 - (e) generally, all such matters as are commonly the subject matter of company rules.
- (iii) The Society in general meeting has the power to alter, add to or repeal the rules, codes and bye laws.
- (iv) The Council must adopt such means as they think sufficient to bring relevant rules and bye laws to the notice of Members of the Society.
- (v) The rules, codes and bye laws shall be binding on all Members of the Society. No rule, code or bye law shall be inconsistent with, or shall affect or repeal anything contained in the Articles.

39. 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 mediation before instigating the Society's Complaints or Disciplinary procedures.

40. Application of Surplus Funds on Winding up

If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other charitable institution or institutions having objects similar to the Primary Objects and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of Article 7 hereof, such institution or institutions to be determined by the members of the Society at or before the time of dissolution and if so far as effect cannot be given to such provision, then to some charitable object.

41. Patron

The Council may invite to become patron of the Society any royal or other distinguished personage who may be pleased to honour the Society by their patronage. The office of patron shall not of itself constitute the holder a member unless he shall have signified his pleasure to become a member.

42. President

At the annual general meeting in each year or at such other time and by such procedure as the Council shall decide, the Members shall elect Members of the Society to be President and President-Elect respectively of the Society for the ensuing year. The election of President-Elect shall be undertaken by ballot from nominations submitted by Members of the Society in a manner decided by Council. No trustee may be nominated as President or President-Elect.