

**PRIVATE COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION OF  
THE SHOWING COUNCIL (The "Company")**

(Adopted by special resolution passed on 14<sup>th</sup> July 2021)

**Table of Contents**

1.	Definitions & Interpretation .....	2
2.	Objects .....	3
3.	Powers .....	3
4.	Income .....	5
5.	Guarantee .....	5
6.	Winding up or dissolution .....	6
7.	Member Organisations .....	6
8.	The Council.....	8
9.	General Meetings .....	9
10.	Notice of General Meetings .....	9
11.	Proceedings at General Meetings .....	10
12.	Votes of Full Members .....	11
13.	Powers of the Board.....	12
14.	Appointment and retirement of Board Members .....	12
15.	Disqualification and removal of Board Members .....	14
16.	Proceedings of the Council .....	15
17.	Minutes.....	15
18.	Accounts.....	15
19.	Notices .....	15
20.	Indemnity .....	16
21.	Rules and bylaws .....	16

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## 1. Definitions & Interpretation

### 1.1. In these articles the following terms and expressions have the following meanings:

“**Act**” means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;

“**Articles**” means the Articles of Association of the Company for the time being in force;

“**Associate Member**” means an organisation which is associated to the horse show and showing industry as appointed by the Company pursuant to Article 7.3;

“**Board**” means the board of directors of the Company and who are registered as Directors at Companies House; “**Board Member**” means a director of the Company who is registered as a Director at Companies House; “**Chairman**” means the person elected by the Board to be the Chairman of the meeting pursuant to Article 14.2;

“**clear days**” in relation to the period of a notice means the 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;

“**Council**” means the body composed of representatives from member organisations;

“**Founder Member**” means an organisation that is recognised as a founding member of the Company as set out in Article 7.1;

“**Full Member**” means an organisation which is a showing society or showing association in the United Kingdom and which is a full member of the Company as set out in Article 7.2(a) or appointed by the Company pursuant to Article 7.2(b);

“**Member**” means a member of the Company which includes Founder Members, Full Members, Associate Members and Representative Members;

“**Objects**” means the objects of the Company as set out in Article 2;

“**Representative**” means a delegate sitting on Council representing an Associate or Member Organisation or a Representative Member;

“**Representative Member**” means an organisation which is a key stakeholder in the industry as appointed by the Company pursuant to Article 7.4;

“**Secretary**” means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

“**The Showing Council**” means the Company;

“**United Kingdom**” means Great Britain and Northern Ireland, Isle of Man and Channel Islands.

### 1.2. The regulations set out in Table C of the schedule to The Companies (Tables A to F) Regulations 1985 (as amended) and Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in their entirety.

1.3. In these articles:

- (a) words importing the masculine gender only shall include the feminine and all other genders; and
- (b) subject to article 1.1 words or expression contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

## 2. **Objects**

The Company's objects are to:

- (a) raise the awareness of showing equines as a sport.
- (b) safeguard and further the interests of Showing Societies and promote inclusivity through diversity and equality for those who participate; and
- (c) promote and protect showing in all its forms for the benefit of the participants through welfare, participant safety and clean sport development along with membership growth of Showing Societies.

## 3. **Powers**

3.1. In furtherance of the Objects, but not otherwise, the Council may exercise the following powers:

- (a) publish and otherwise disseminate information and advice to promote best practice and standards on all matters concerning showing;
- (b) hold educational seminars on all aspects of Showing including judging and stewarding;
- (c) hold shows for horses and ponies and to offer prizes in support of our member bodies;
- (d) acquire, for the Council, property, goods and effects, and to sell or otherwise dispose of the same;
- (e) establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- (f) co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar purposes and to exchange information and advice with them;
- (g) pay out of the funds of the Council the costs, charges and expenses of, and incidental to, the formation and registration of the Company;
- (h) provide indemnity insurance to cover the liability of the Directors and Officers of the Council:
  - i. which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Council; or

- ii. to make contributions to the assets of the Council in accordance with the provisions of section 214 of the Insolvency Act 1986,

provided that any such insurance in the case of (i) shall not extend to any claim arising from any act or omission which the Directors/Officers of the Council knew to be a breach of trust or a breach of duty or which was committed by the Directors/Officers of the Council in reckless disregard of whether it was a breach of trust or a breach of duty or not, and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Directors/Officers of the Council in their capacity of Directors/Officers of the Council and in the case of (ii) shall not extend to any liability to make such a contribution, where the basis of the Director/Officer's liability is his knowledge prior to the insolvent liquidation of the Council (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Council would avoid going into insolvent liquidation;

- (i) do all such other lawful things as are incidental to the attainment of the Objects; and
- (j) as incidental or conducive to any of the Objects the Company shall have the following powers to:
  - i. let out or take on hire as places of assembly, display centres or otherwise any part or parts of any land or buildings and in such divisions and manner as may seem expedient;
  - ii. edit print and publish books papers reports guidebooks periodicals circulars articles and other matters whatsoever;
  - iii. hold conferences seminars meetings lectures courses and discussions;
  - iv. employ and remunerate all such officers and servants as may be required for the purposes of the Company and to grant pensions and retirement benefits to or for employees or former employees of the Company and to the widows children or other dependents of deceased employees who are in necessitous circumstances and to pay or subscribe to funds or schemes for the provision of pensions and retirement benefits for employees of the Company their widows children and other dependents;
  - v. borrow or raise funds for the purpose of the Company on such terms and on such security (if any) as may be thought fit;
  - vi. establish promote form and support or aid in the establishment promotion formation and support of any other charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further the Objects;
  - vii. raise funds and to invite and to receive subscriptions endowments grants (whether government municipal or from any statutory or charitable body or otherwise) and donations (whether of real or of personal property) and devices and bequests for all or any of the purposes aforesaid and generally to manage invest and expend all monies belonging to the Company;

- viii. invest the monies of the Company not immediately required for its purpose in or upon such investments securities or property as may be thought fit subject nevertheless to such conditions (if any) that may for the time be imposed or required by law and subject also as hereinafter provided;
- ix. sell or co-operate with others in selling terms any postcards souvenirs novelties promotional items articles and gift merchandise for the purpose of promoting the objects of the Company;
- x. establish operate and carry on or to co-operate with others in establishing operating and carrying on in any building which the Company is interested the supply thereof of food and drink and other refreshments by way of sale provided always that the amenities mentioned in this paragraph shall be provided only for the purposes of attending a performance meeting or function sponsored by the Company;
- xi. make representations at public enquiries appeals or in such other ways as shall appear necessary from time to time in furtherance of the objects of the Company; and
- xii. employ and pay architects, engineers, construction experts, accountants, solicitors, chartered secretaries and other professional persons clerks and other staff for the purpose of fulfilling the objects of the Company;
- xiii. do all such things as are necessary to the attainment of the Objects or any of them.

#### **4. Income**

- 4.1. The income and the property of the Company from wherever derived shall be applied solely towards the promotion of the Objects.
- 4.2. No member shall have any personal claim on any property of the Company and no portion thereof shall be paid transferred or distributed directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to members of the Company provided always that nothing herein shall prevent the payment in good faith by the Company of a reasonable and proper remuneration to any officer or servant of the Company or to any member of the Company in return for any services actually rendered to the Company or interest on money lent or reasonable and proper rent for premises demised or let by any member to the Company.

#### **5. Guarantee**

The liability of each Member is limited to £1 being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while they are a Member or within one year after they cease to be a Member, for:

- (a) payment of the Company's debts and liabilities contracted before he ceases to be a Member;
- (b) payment of the costs, charges and expenses of the winding up; and

(c) adjustment of the rights of the contributories among themselves.

## **6. Winding up or dissolution**

If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the Members but shall be given or transferred to another body (charitable or otherwise) having objects similar to the Objects. Such body to be determined by resolution of the Members at or before the time of winding up or dissolution and, subject to any such resolution of the Members, may be made by resolution of the directors at or before the time of winding up or dissolution.

## **7. Member Organisations**

### **7.1. Founder Members**

(a) The following organisations shall be recognised as Founder Members:

Appaloosa Society  
Arab Horse Society  
British Miniature Horse Society  
British Morgan Horse Society  
British Percheron Horse Society  
British Show Horse Association  
British Show Pony Society  
British Skewbald and Piebald Association  
Cleveland Bay Horse Society  
Coloured Horse and Pony Society  
Irish Draught Horse Society of Great Britain  
National Pony Society  
Northern Counties Ponies Association  
Ponies (UK) Association  
Shire Horse Society  
Side Saddle Association  
Sport Horse Breeding of Great Britain  
The Donkey Breed Society  
United Saddlebred Association (USA-UK)

(b) Founder Members will be treated as Full Members and will have the rights and be subject to the same restrictions as Full Members.

### **7.2. Full Members**

(a) The Full Members approved by the Council as at the date of adoption of these Articles are:

American Quarter Horse Association – United Kingdom (AQHA UK Ltd)  
British Miniature Horse Society (BMHS)  
British Show Horse Association (BSHA)  
British Show Pony Society (BSPS)

British Skewbald and Piebald Association (BSPA)  
Coloured Horse and Pony Society (CHAPS)  
Donkey Breed Society (DBS)  
Icelandic Horse Society of Great Britain (IHSGB)  
Irish Draught Horse Society of Great Britain (IDHS(GB))  
National Pony Society (NPS)  
Northern Counties Ponies Association (NCPA)  
Shire Horse Society (SHS)  
Side Saddle Association (SSA)  
Sport Horse Breeding of Great Britain (SHB(GB))  
Traditional Gypsy Cob Association (TGCA)  
UK Ponies and Horses (UKPH)  
United Saddlebred Association (USA-UK)  
Veteran Horse Society (VHS)

- (b) The Council may appoint other organisations as Full Members if they meet the following criteria and subject to their prior attendance at no less than two meetings of the Council:
- i. a Showing Society / Association owned by that organisation's membership;
  - ii. a Board / Council / Trustees elected by the organisation's membership in accordance with its written constitution;
  - iii. maintains a handbook/rule book and judges panel; and
  - iv. is a registered charity or not for profit organisation / company.
- (c) Full Members must pay an annual fee to The Showing Council pro rata'd to membership numbers of the preceding year (fees must be paid no later than the 1st May each year) or other calculation as agreed by the Council from time to time.
- (d) There may be additional charges for administration in the first year of an organisation's membership for the process of joining or re-joining The Showing Council as agreed by the Council from time to time.
- (e) A representative of a Full Member may not be a director or trustee of more than one Full Member.

### 7.3. Associate Members

- (a) An Associate Member will be required to meet the following criteria:
- i. an owner or representative of an organisation that runs horse shows that hold showing classes affiliated to one or more Full Members or hold grass roots showing events; or
  - ii. the purpose of the organisation is to hold such events and to make profit for any individual, directors or partners or surplus for charitable causes.

- (b) Associate Members may send one delegate to Council meetings. They will have no voting rights but may benefit from work carried out by The Showing Council.
- (c) Associate Members must pay an annual fee to The Showing Council as agreed by the Council from time to time.
- (d) There may be additional charges for Administration in the first year for the process of joining and or re-joining The Showing Council as agreed by the Council from time to time.
- (e) A representative of an Associate Member may not be a director or trustee of more than one Full Member.

#### **7.4. Representative Members**

- (a) The Representative Members approved by the Council as at the date of adoption of these Articles are:
  - The Secretary or Council Member of the Association for Show and Agricultural Organisations
  - The Events Industry Forum
  - The British Equestrian Federation
  - The Horse of the Year Show
  - The Royal International Horse Show
- (b) The Council may appoint other organisations as Representative Members if they would reasonably be regarded as a key stakeholder in the equestrian industry in the United Kingdom.
- (c) A Representative Member will be invited to attend meetings as a key stakeholder within the industry. They will have no voting rights. The Council may invite a representative member to one off meetings, a number of meetings or annually.

### **8. The Council**

- 8.1. The affairs of The Showing Council shall be managed by the Council. The Council will be composed of not more than two Representatives from each Full Member. A Full Member shall, as may be appropriate or necessary or required by those present, exercise any privileges of membership through the medium of any Representative elected by it on its behalf.
- 8.2. Representatives, nominated on an annual basis, from any category of membership of The Showing Council must have written accreditation from the organisation which they represent. Any change of the annual Representatives will need to be notified to the Secretary no later than 14 clear days before the date set for the meeting and confirmed by the Secretary no later than seven days before the meeting.
- 8.3 No substitutions to the annual Representatives will be permitted.
- 8.4 Any observer requests will be notified to the Secretary no later than 14 clear days before the date set for the meeting and confirmed by the Secretary no later than seven days

before the meeting. Observers will not be permitted to vote at any meeting of The Showing Council.

8.5 No additional or co-opted person should be appointed as a member of the Council.

8.6 The Council may invite any person to attend its meetings in any advisory capacity, but such person will have no voting rights.

8.7 Procedure at Council Meetings:

(a) Questions arising at any meeting of the Council shall be decided by a simple majority of those Representatives present and entitled to vote.

(b) Each Full Member will be permitted one vote which will be cast by one of the Representatives of that Full Member.

(c) Proxy voting is not allowed.

(d) The Chairman of any meeting of the Council shall have a casting vote in the case of an equality of votes at any meeting of the Council.

(e) The results of votes are not binding on any individual members of The Showing Council.

## **9. General Meetings**

9.1. The Company shall hold an annual general meeting of its Members each year which shall be a meeting of the Council in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held at such times and places as the Council shall appoint.

9.2. All general meetings other than annual general meetings shall be called extraordinary general meetings.

9.3. The Board may call extraordinary general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition (or such other date as the Act may require).

## **10. Notice of General Meetings**

10.1. An annual general meeting or an extraordinary general meeting called for the passing of a special resolution appointing a person as a Board Member shall be called by at least 14 clear days' notice. All other extraordinary general meetings shall also be called by at least 14 clear days' notice but may be called by shorter notice if it is so agreed:

(a) in the case of an annual general meeting, by all Full Members entitled to attend and vote;

- (b) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members; and
  - (c) at the discretion of the Board if the urgency of the business to be discussed in their opinion so requires.
- 10.2. Notice shall be sent by electronic means unless postal means is specifically requested and will specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
- 10.3. The notice shall be given to all the Members and to the Board Members.
- 10.4. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of the meeting.

## **11. Proceedings at General Meetings**

- 11.1. No business shall be transacted at any meetings unless a quorum is present. A total of eight Full Members represented by their respective Representatives or one quarter of the total number of Full Members for the time being, whichever is the lesser, shall constitute a quorum.
- 11.2. Only those that are Full Members on the date that the notice of a general meeting is posted may vote at a general meeting.
- 11.3. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine.
- 11.4. The Chairman or in his absence the Vice Chairman or in his absence some other Board Member shall preside as chairman of the meeting, but if neither the Chairman nor such other Board Member (if any) shall be present within 15 minutes after the time appointed for holding the meeting and willing to act, the Representatives of those Full Members present and entitled to vote shall elect one of their number to be chairman of the meeting.
- 11.5. If no Board Member is willing to act as Chairman, or if no Board Member is present within 15 minutes after the time appointed for holding the meeting, the Representatives of those Full Members present and entitled to vote shall choose one of their number to be chairman of the meeting.
- 11.6. The Chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise, it shall not be necessary to give any such notice.

- 11.7. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
- (a) by the Chairman; or
  - (b) by at least eight Members having the right to vote at the meeting; or
  - (c) by a Member or Members representing not less than one twelfth of the total voting rights of all the Members having the right to vote at the meeting.
- 11.8. Unless a poll is duly demanded, a declaration by the Chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 11.9. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the Chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 11.10. A poll shall be taken as the Chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The results of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 11.11. the Chairman shall be entitled to a casting vote in the case of an equality of votes at any general meeting.
- 11.12. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 11.13. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

## **12. Votes of Full Members**

- 12.1. Every Full Member shall have one vote.
- 12.2. No Full Member shall be entitled to vote at any general meeting unless all monies then payable by it to The Showing Council have been paid. The Secretary or Treasurer shall provide any Full Member that remains in default with at least seven days' notice in advance of a meeting notifying them that they may not vote until all monies have been paid.

- 12.3. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.
- 12.4. A vote given or poll demanded by any Representative shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at its registered office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

### **13. Powers of the Board**

- 13.1. Subject to the provisions of the Act, the Articles and to any directions given to the Board by special resolution of the Full Members, the business of the Company shall be managed by the Board with Council's approval, which may exercise all the powers of the Company. No alterations of the Articles and no directions given by special resolution shall invalidate any prior act of the Board, which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article 13 shall not be limited by any special power given to the Board by the Articles and a meeting of the Board and Council at which a quorum is present may exercise all the powers exercisable by the Council and Board.
- 13.2. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Board should exercise all its powers with the approval of Council including:
- (a) to expend the funds of the Company in such manner as it shall consider most beneficial for the achievement of the objects and to invest in the name of the Company such part of the funds as they may see fit and to direct the sale of transportation of any such investments and to expand the proceeds of any such sale in furtherance of the Objects; and
  - (b) to enter into contracts on behalf of the Company.

### **14. Appointment and retirement of Board Members**

- 14.1. The number of elected Board Members shall not be less than six and no more than seven. They shall be determined ex officio, being the Chairman, the Vice Chairman, the Treasurer, the Secretary and Representatives elected at an annual general meeting from within their number by the Council, which is composed of Representatives from Full Members (a Board Member may not be a director or trustee of more than one Full Member). The Representatives elected by the Council may serve no more than two terms of three years each (a maximum of six years) whether such terms run consecutively or in two separate terms and in accordance with the prescribed rotation.
- 14.2. The incumbent Board shall, where possible, elect from its own Members a Chairman and a Vice Chairman.

- 14.3. Where it is not possible to elect from its own Members of the Board or it is the will of the Board to elect an external Chairman they may be nominated and elected by a simple majority by Council in a general meeting.
- 14.4. The Chairman may serve for no more than three terms of three years each and will only be eligible for re-election after the first full three year term to serve for a second three year term and after the second three year term to serve for a third three year term.
- 14.5. The Vice Chairman may serve for no more than three, three year terms and will only be eligible for re-election after the first full three year term to serve a second three year term and after the second three year term to serve for a third three year term.
- 14.6. The Chairman and Vice Chairman who are elected by the incumbent Board Members can serve no more than a total of nine years (nine years Vice Chairman, nine years Chairman) each and after this period cannot hold a further Board Member position but may remain as a Representative of a Member on The Showing Council.
- 14.7. Other officers
- (a) The Secretary shall be appointed by the Council on such terms as to length of service and generally as the Council may deem fit and the Council may remove any Secretary so appointed. The Secretary is ex officio a Director of the Company and may serve for no more than three years without re-election for a successive three year term without limitation.
  - (b) The Treasurer shall be appointed by the Council from among the Representatives on such terms as to length of service and generally as the Council may deem fit and the Council may remove any Treasurer so appointed. If no suitable person shall be found by the Council amongst its members, the Treasurer shall be nominated and elected by the Council from outside its membership. Any Treasurer who is appointed from outside the membership of the Council shall be entitled to attend all meetings of the Council but shall not be entitled to vote. The Treasurer is ex officio a director of the Company providing that they are a representative of a Member organisation.
  - (c) Further officer appointments to assist with the administration of the Company may be appointed by the Board as and when required.
  - (d) Reasonable out of pocket expenses and operational costs may be paid to the Secretary, Treasurer and other officers as agreed and approved by the Board from time to time.
- 14.8. The Board Members elected in accordance with the bylaws by the Member's Representatives may serve for up to a three year term in accordance with rotation selection and will be eligible for re-election for a further three year term (a maximum of six years) and cannot stand as a Board Member thereafter unless elected by the incumbent Board Members as Chairman or Vice Chairman of The Showing Council, but may serve for a maximum of 15 years in totality as an elected Board Director, Chairman or Vice Chairman. In the original election once selected each Board Member draw straws for the first period of election 1, 2 or 3 years for rotation purposes.

14.9. No person may be appointed as a Board Member:

- (a) unless they have attained the age of 18 years; or
- (b) in circumstances such that, had they already been a Board Member, they would have been disqualified from acting under the provisions of Article 15;
- (c) unless they represent a Full Member;
- (d) have served 9 years on the Board in totality as an elected Board Director, Chairman or Vice Chairman; and
- (e) if they represent more than one Full Member as a director or trustee.

14.10. No Board Member shall take or hold any interest in property belonging to the Company or receive remuneration or be interested otherwise than as a Board Member in any other contract to which the company is a party.

14.11. If a conflict of interests arises for a Board Member 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 directors may authorise such a conflict of interests where the following conditions apply:

- (a) the conflicted director 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 director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
- (c) the unconflicted directors consider it is in the interests of the Company to authorise the conflict of interests in the circumstances applying.

In this Article 14.11 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 Board Member or to a connected person (as defined in section 252 of the Act).

## **15. Disqualification and removal of Board Members**

A Board Member shall cease to hold office if they:

- (a) cease to be a Board Member by virtue of any provision in the Act;
- (b) resign from office by notice to the Company (but only if at least two Board Members will remain in office when the notice of resignation is to take effect);
- (c) are absent without permission of the Board Members from all meetings held within a period of six months and the Board Members resolve that their office be vacated;
- (d) have served a maximum of 15 years on the Board in totality as an elected Board Director, Chairman or Vice Chairman; or

- (e) represent more than one Full Member as a director or trustee.

## **16. Proceedings of the Council**

- 16.1. The Council may appoint one or more sub-committees consisting of three or more Representatives for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Council would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Council.
- 16.2. All acts done by a meeting of the Council, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Board Member or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Board Member and had been entitled to vote.
- 16.3. Any bank account in which any part of the assets of the Company is deposited shall be operated by the Treasurer with Council's approval and shall indicate the name of the Company.

## **17. Minutes**

The Board and Council shall keep minutes in an appropriate paper or electronic form for the purpose:

- (a) of all appointments of officers made by the Company; and
- (b) of all proceedings at meetings of the Company and of the Council and of committees of Board Member's Representatives present at each such meeting.

## **18. Accounts**

- 18.1. Accounts shall be prepared in accordance with the provisions of the Act.
- 18.2. True accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure takes place and of the property credits and liabilities of the Company and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being such accounts shall be open to the inspection of the members.

## **19. Notices**

- 19.1. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the Board need not be in writing.

- 19.2. The Company may give any notice to a member either personally by electronic means or by sending it by post in a pre-paid envelope addressed to the member at its registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to it shall be entitled to have notices to it at that address, but otherwise no such member shall be entitled to receive any notice from the Company.
- 19.3. A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

## **20. Indemnity**

Subject to the provisions of the Act every Board Member or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

## **21. Rules and bylaws**

- 21.1. The Council may from time to time make such rules or bylaws as it may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
- (a) the admission and classification of members of the Company and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or their membership terminated and the entrance fees, subscriptions and other fees and payments to be made by members;
  - (b) the conduct of members of the Company in relation to one another, and to the Company's servants;
  - (c) the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
  - (d) the procedure at general meetings of Council and Board and committees of the Board in so far as such procedure is not regulated by the Articles;
  - (e) generally, all such matters as are commonly the subject matter of rules and bylaws.
- 21.2. The Company shall have the power to alter, add to or repeal any rules or bylaws and the Board and Council shall adopt such means as they think sufficient to bring to the notice of members of the Company all such rules or bylaws, which shall be binding on all members of the Company provided that no rule or bylaw shall be inconsistent with, or shall affect or repeal anything contained in the Articles.