

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**  
**of**  
**THE EXMOOR PONY SOCIETY**  
**(company number 03002781)**

(Adopted by special resolution passed on 21/7/2021)

Part 1 Part 1 is included in compliance with section 18(3) of the Companies Act 2006

1. The Company's name is The Exmoor Pony Society (and in this document it is called "the Society");
2. The Society's registered office is to be situated in England and Wales;
3. The Society's objects ("the Objects") are to promote Registered Exmoor Ponies and to encourage and maintain the standard of ponies used for breeding;
4. In furtherance of the Objects but not otherwise the Society may exercise the following powers:-
  - (a) to form and publish a Stud Book for the registration of Exmoor Ponies which shall be called "THE EXMOOR PONY STUD BOOK";
  - (b) to institute and encourage shows, sales, instructional courses and competitions, both new and existing for the promotion of Registered Exmoor Ponies;
  - (c) to publish and or otherwise disseminate information on all matters concerning Registered Exmoor Ponies;
  - (d) to act in an advisory capacity in reported cases of ill treatment of Registered Exmoor Ponies;
  - (e) to investigate, adjudicate or otherwise determine or settle cases of the doubtful or suspect registration of Registered Exmoor Ponies;

- (f) to consider and promote or oppose legislation affecting the furtherance of the Objects or any of them;
  - (g) to draw, make accept endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Society;
  - (h) to raise funds and to invite and receive contributions: provided that in raising funds the Society shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
  - (i) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
  - (j) subject to clause 5 below to employ such staff, who shall not be trustees of the Society (hereinafter referred to as "the trustees"), as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and dependants;
  - (k) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects, including those outside of Great Britain;
  - (l) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
  - (m) to pay out of the funds of the Society the costs, charges and expenses of and incidental to the formation and registration of the Society;
  - (n) to do all such other lawful things as are necessary for the achievement of the Objects;
5. The income and property of the Society shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Society and no trustee shall be appointed to any office of the Society paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Society: provided that nothing in this document shall prevent any payment in good faith by the Society;

- (a) of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Society to act in a professional capacity on its behalf; provided that at no time shall a majority of trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
  - (b) of reasonable and proper remuneration for services rendered to the Society by any member, officer or servant of the Society who is not a trustee;
  - (c) of interest on money lent by any member of the Society or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;
  - (d) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100 part of the issued capital of that company;
  - (e) of premiums in respect of all (but not some) ponies in a particular category to any trustees, members, officers or servants of the Society;
  - (f) of prizes or premiums in respect of some (but not all) ponies in a particular category to any trustees, members, officers or servants of the Society provided that in the event of an award of any such prizes or premiums to a trustee in respect of his or her pony that trustee shall not have been a judge in respect of the selection of his or her pony to receive such prize or premium;
  - (g) of reasonable and proper rent for premises demised or let by a member of the Society or a trustee;
  - (h) to any trustee of reasonable out-of-pocket expenses;
6. The liability of the members is limited;
7. Every member of the Society undertakes to contribute such amount as may be required (not exceeding £1) to the Society's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Society's debts and liabilities contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves;

8. If the Society is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other Society or charities having objects similar to the Objects which prohibits the distribution of its income and property to an extent at least as great as it imposed on the Society by Clause 5 above, chosen by the members of the Society at or before the time of dissolution and if that cannot be done then to some other charitable object.

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Part 2

**INTERPRETATION**

1. In these articles:

"the Society" means the company intended to be regulated by these articles;

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

"the Articles" means these Articles of Association of the Society;

"clear days" in relation to the period of notice means the period excluding the day when the notice was given or deemed to be given and the day for which it is given or on which it is to take effect;

"Committee" means the committee of trustees for the time being of the Society;

"electronic facility" means website addresses and conference call systems, and any device, system, procedure, method or other facility whatsoever providing an electronic means of attendance at or participation in (or both attendance at and participation in) a general meeting as decided by the Committee in accordance with Articles 5.1 and 6.4, and includes one or more facilities;

"electronic form" means a document or information is sent or supplied in electronic form if it is sent or supplied:

- By electronic means (for example, by email); or
- in any other way while in an electronic form (for example, sending a disk by post or by posting on our website);

"executed" includes any mode of execution;

"office" means the Registered Office of the Society;

“rules” means the rules or bye-laws of the Society from time to time in accordance with Article 27;

“present” means a member who is present in person or who is deemed to be present by means of electronic facility at a general meeting;

"the seal" means the common seal of the Society if it has one;

"secretary" means the secretary of the Society or any other person appointed to perform the duties of the secretary of the Society, including a joint, assistant or deputy secretary;

"the trustees" means the charity trustees of the Society as defined by Section 177 of the Charities Act 2011, who are also the directors of the Society (and "trustee" has a corresponding meaning);

"the United Kingdom" means Great Britain and Northern Ireland and words importing the masculine gender only shall include the feminine gender;

“in writing” means if any notice, report or other correspondence needs to be given in writing, this includes in electronic form as long as this meets legal requirements.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

## **MEMBERS**

2.

- 2.1 The subscribers to the memorandum and such other persons as are admitted to membership by the Committee in accordance with these Articles shall be members of the Society. Any person who is committed to the objects of the Society shall be eligible for membership.
- 2.2 Any eligible person who pays to the Society the subscription referred to in Article 3 shall, subject to completing an application in the form required by Article 2.3, be a member for that year.
- 2.3 Applications for membership shall be in writing in such form as may be required by the Committee but must include an undertaking to be bound by the Articles of Association of the Company and the Rules. The Committee shall have the right for good and sufficient reason, and subject to a two thirds majority of the Committee, to terminate the membership of any member provided that the

member concerned shall have a right to be heard before any final decision is made.

- 2.4 The categories of membership and the rights and privileges of such categories, including voting rights (if any) shall be as set out in the Rules of the Society from time to time.

## **SUBSCRIPTIONS**

3.

- 3.1 The rights, privileges and rates of subscription payable by the Members of the Society shall be as determined by the Committee provided that such rates of subscription so determined shall not be effective unless and until confirmed by the Members in General Meeting.
- 3.2 The Life Membership subscription or the first annual subscription shall be due on or before acceptance of membership of the Society and shall be for the then current year of membership. Thereafter all annual subscriptions payable by a member shall be due on or before 1st January. The subscription for members joining after 1<sup>st</sup> October in any year shall include the subscription for the following year.
- 3.3 Honorary Life Members shall not be required to pay any subscriptions.
- 3.4 The membership of any member who has not paid their annual subscription by 31 March shall lapse at the discretion of the Committee.

## **GENERAL MEETINGS**

4.

- 4.1 The trustees may hold general meetings at a physical location, or by simultaneous attendance wholly or partly by virtual means in accordance with Article 6.4. 'Virtual' means attendance occurring by electronic facility, without any requirement for a physical location for the meeting or any participants being together in the same place. The quorum required can be fulfilled by attendance by electronic facility. There is no obligation on the Committee to enable meetings to be held by means of electronic facility.
- 4.2 The Society shall hold an annual general meeting each year 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 fifteen months shall elapse between the date of one annual general meeting of the Society and that of the next; provided that so

long as the Society holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of incorporation or in the following year. The annual general meeting shall be held at such times in Great Britain as the Committee shall appoint. Without creating an obligation on the part of the Committee it is the intention that the annual general meeting shall be held on the first Wednesday in May of each year or the nearest practicable date thereto.

- 4.3 General meetings may be called by the Secretary on the requisition, in writing, of the President, the Chairman of the Committee, the Committee or any ten members of the Society eligible to vote at general meetings.

## **NOTICES OF GENERAL MEETINGS**

5.

- 5.1 An annual general meeting and any other general meeting shall be called by at least twenty-one clear days' notice but a general meeting may be called by shorter notice if so agreed:

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote; and
- (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 per cent of the total voting rights at the meeting of all the members.

- 5.2 The notice shall specify the time, date, whether by physical and/or virtual presence (and location if physical presence is available) of the meeting and the general nature of the business to be transacted and, in the case of:

- (a) an annual general meeting, shall specify the meeting as such and include the draft accounts of the Society.
- (b) any other general meeting shall include the names of the member or members requisitioning the meeting. At such a meeting only business notified in the notice may be discussed.

The notice shall specify whether the meeting is to be held wholly or partly by way of an electronic facility and give details of the electronic facility to be used for the meeting together with any access, identification and security arrangements decided by the trustees. The notice shall specify the electronic or other means by which



votes must be cast at the meeting. The notice shall be given to all the members and to the trustees and independent financial examiner. 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 at that meeting.

General meetings not requiring wholly physical attendance must offer postal, proxy and/or electronic voting (email and/or online)

## **PROCEEDINGS AT GENERAL MEETINGS**

6.

6.1 No business shall be transacted at any meeting unless a quorum is present. Twenty members entitled to vote upon the business to be transacted shall constitute a quorum for meetings.

6.2 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, if convened on the requisition of members, as per Article 5, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such time and place that the trustees may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

6.3 The President of the Society shall preside as the meeting chair at every General Meeting of the Society, but if there be no such President, or if at any meeting she/he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, then the President-Elect shall preside, but if she/he shall not be present or being present shall decline to take the chair then the members present shall choose some member of the Committee, or if no such member is present, or if the members of the Committee present decline to take the chair they shall choose some member of the Society who shall be present to preside.

6.4 The Committee can decide to enable persons to attend and participate in a general meeting partly or wholly by simultaneous attendance and participation by means of electronic facility and can decide the means, or all different means, of attendance and participation used in relation to the general meeting and members shall not have a right to participate in the meeting other than by voting. The members present in person or by proxy or by means of electronic facility or facilities (as decided by the Committee) shall be counted in the quorum for, and be entitled to participate in, the general meeting in question.

- 6.5 The meeting chair 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 the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place/presence of the adjourned meeting and the nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 6.6 Any decision shall be taken by way of the requisite majority of votes cast at the meeting including proxy, electronic and postal votes.
- 6.7 A resolution put to the vote at a physical general 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 meeting chair; or
  - (b) by at least five members having the right to vote at the meeting.
  - (c) by a member or members representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting.
- 6.8 Unless a poll is duly demanded a declaration by the meeting chair 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 or against the resolution.
- 6.9 In the case of a physical meeting the demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the meeting chair. 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.
- 6.10 In the case of an equality of votes, whether on a show of hands or on a poll, the meeting chair shall be entitled to a casting vote in addition to any other vote she/he may have.

- 6.11 A poll shall be taken as the meeting chair 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 result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 6.12 A poll demanded on the election of a meeting chair 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 meeting chair directs not being more than thirty days after the date of the meeting. 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 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.
- 6.13 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.
- 6.14 A resolution put to the vote at a general meeting held wholly or partly by means of electronic facility shall be decided on a poll, which poll may be cast by such postal, proxy and/or electronic voting as the Committee, in its sole discretion, deems appropriate for the purposes of the meeting. Any such poll shall be deemed to have been validly demanded at the time fixed for the holding of the meeting to which it relates. A member entitled to vote shall not have a right to vote by any particular means.

## **VOTES OF MEMBERS**

- 7.
- 7.1 The voting right of members are as set out in 'the rules'.
- 7.2 No member shall be entitled to vote at any general meeting unless all moneys then payable by her/him to the Society have been paid.
- 7.3 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 meeting chair whose decision shall be final and conclusive.

- 7.4 Any organisation which is a member of the Society may by resolution of its Council or other governing body authorise such a person as it thinks fit to act as its representative at any meeting of the Society, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Society.
- 7.5 A vote given or a poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless the determination was received by the Society at the office before 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.
- 7.6 Proxies may be appointed in writing by the member entitled to vote.
- 7.7 The instrument appointing a proxy must be:-
- received at the registered office, or other address specified by the trustees; or
  - sent in electronic form to the email address specified for the purpose of such communication; at least 48 hours before the start time of the meeting at which the proxy intends to vote.
- 7.8 The instrument appointing a proxy must be in such form specified by the Committee or acceptable to it, must meet the requirements of the Companies Act 2006 and may be in electronic form if the Committee agrees to this.

### **Postponement of General Meeting**

8. If, after the sending of a notice of a general meeting but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held, whether or not notice of the adjourned meeting is required the Committee considers that it is impracticable or unreasonable for any reason to hold a general meeting on the date or at the time or place specified in the notice calling the general meeting and/or by means of the electronic facility specified in the notice, it may postpone the general meeting to another date, time and/or place and/or change the electronic facility. If such a decision is made the Committee may then change the place and/or electronic facility and/or postpone the date and/or time again if it considers that it is reasonable to do so. No new notice of the general meeting need be sent but the Committee shall take reasonable steps to ensure that the notice of the change of date, time, place of and/or electronic facility for the postponed meeting appear at

the original time and at the original place and/or on the original electronic facility. When a general meeting is so postponed, notice of the date, time and place, including any electronic facility if applicable, of the postponed meeting shall be given in such manner as the Committee may decide. No business shall be dealt with at any postponed meeting other than business which might properly have been dealt with at the meeting had it not been postponed. Notice of the business to be dealt with at such postponed meeting shall not be required. If a general meeting is postponed the appointment of a proxy shall be valid if it is delivered and received as required by these Articles not less than forty eight hours before the time for holding the postponed meeting and when calculating the forty eight hour period mentioned in this Article the trustees can decide not to take account of any part of the day that is not a working day.

## **Safety and Identity**

9.

- 9.1 The Committee may, for the purpose of ensuring the safety of those attending at any place specified by the holding of a general meeting, from time to time make such arrangements as it shall in its absolute discretion consider to be appropriate and may from time to time vary any such arrangements or make any new arrangements therefor.
- 9.2 The Committee may direct that any person wishing to attend any general meeting held at a physical place should provide evidence of identity and submit to such searches or other security arrangements or restrictions (including restrictions in items of personal property to be taken into the meeting) as the Committee shall consider appropriate in the circumstances.
- 9.3 If a general meeting is held wholly or partly by means of an electronic facility the Committee and the Chairman of the general meeting may make any arrangements and impose any requirement or restriction that is necessary to ensure the identification of those taking part by means of such electronic facility or facilities and the security of the electronic communication. In this respect the Committee may authorise any voting system or facility for attendance and participation as it sees fit.
- 9.4 The Committee shall be entitled to authorise one or more persons (including any trustees, the company secretary or the meeting chair) to refuse physical or electronic entry to, or reject (physically or electronically) from any meeting any person who fails to provide such evidence of identity or to submit to such

searches or to otherwise comply with such security arrangements or restrictions as are required pursuant to this Article.

## **POSTAL/EMAIL/ELECTRONIC VOTING**

10.

10.1 The Society may, if the trustees so decide, allow the members to vote by post, email, or electronic means to make a decision on any matter that is being decided at a general meeting of the members.

10.2 The trustees must appoint at least two persons independent of the Society to serve as scrutineers to supervise the conduct of the postal/email and/or electronic ballot and the counting of votes. Alternatively, the trustees may appoint an external organisation to provide an independent digital ballot service.

10.3 If postal ,email and/or electronic voting is to be allowed on a matter, the Society must send to members of the Society not less than twenty one days before the deadline for receipt of votes cast in this way:

- (i) a notice by email, if the member has agreed to receive notices in this way, including an explanation of the purpose of the vote and the voting procedure to be followed by the member, and a voting form capable of being returned by email or post to the Society, an explanation of voting by electronic means if that is to be permitted containing details of the resolution being put to a vote, or of the candidates for election, as applicable.
- (ii) a notice by post to all other members, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the member; and a postal voting form containing details of the resolution being put to a vote, or of the candidates for election, as applicable.

10.4 The voting procedure must require all forms returned by post to be in an envelope with the membership number, name and signature but nothing else, on the outside, inside another envelope addressed to "The Scrutineers for The Exmoor Pony Society" at the Society's principal office or such other postal address as is specified in the voting procedure.

10.5 The voting procedure for votes cast by email must require the member's name to be at the top of the email, and the email must be authenticated in the manner specified in the voting procedure.

- 10.6 Email votes must be returned to an email address used only for this purpose and must be accessed only by a scrutineer. Vote by other electronic means must be accessed only by the scrutineers by such means as the trustees may require.
- 10.7 The voting procedure must specify the closing date and time for receipt of votes and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.
- 10.8 The scrutineers must make a list of names of members casting valid votes, and a separate list of members casting votes which were invalid. These lists must be provided to the Secretary or other person overseeing admission to, and voting at, the general meeting. A member who has cast a valid postal or email or electronic vote must not vote at the meeting. A member who has cast an invalid vote by post, email or electronic means is allowed to vote at the meeting and counts towards the quorum.
- 10.9 The scrutineers must retain physical/ electronic evidence of the members name. In each case, a scrutineer must record on this evidence of the member's name that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.
- 10.10 Votes cast by physical or electronic means prior to the meeting must be counted by all the scrutineers before the meeting at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received by post and email and the number of votes received which were invalid.
- 10.11 The scrutineers must not disclose the result of the prior ballot until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only at this point shall the scrutineers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.
- 10.12 Following the final declaration of the result of the vote, the scrutineers must provide to the Secretary or other authorised person bundles containing the evidence of members submitting valid postal votes; evidence of members submitting valid email/electronic votes; evidence of invalid votes; the valid votes; and the invalid votes.
- 10.13 Any dispute about the conduct of a postal, email or electronic ballot must be referred initially to a panel set up by the trustees, to consist of two trustees and two persons independent of the Society. If the dispute cannot be

satisfactorily resolved by the panel, it must be referred to the Electoral Reform Services.

## **PRESIDENT & PRESIDENT ELECT**

11.

11.1 At the Annual General Meeting in each year the Society shall appoint two members of the Society (whether or not already being members of the Committee) to be President and President-Elect from the conclusion of that meeting until the conclusion of the next following Annual General Meeting. If any President so elected shall die or otherwise vacate office before expiration of his or her term of office the President-Elect shall automatically become President for the remainder of such term. Members without voting right shall not be eligible to become President or President-Elect. The President and the President Elect shall be eligible for re-election.

11.2 The President shall be entitled to attend Committee meetings but not make decisions and vote.

11.3 The President and President-Elect shall be entitled to delegate the function of meeting chair of any general meeting to the Chairman of the Committee or to any other member of the Committee. Such delegation shall be exercised in writing to the Secretary.

11.4 No person shall be appointed to the office of President or President-Elect unless not less than three nor more than thirty-five clear days before the date appointed for the annual general meeting notice has been given to the Society of the intention to propose that person for appointment together with a notice executed by that person of his willingness to be appointed.

11.5 In the event that there is more than one candidate for either position there will be a postal vote following a similar process as that for trustees in sub-Articles 14.3(b) to 14.3(k) as prescribed by the trustees from time to time. In the event of a tied vote the President shall choose one candidate to take office for the ensuing year and one candidate for the next following year.

## **COMMITTEE**

12. The number of trustees shall not be less than three but shall not be more than fifteen.



## **POWERS OF COMMITTEE**

13.

13.1 Subject to the provisions of the Act and the Articles and to any directions given by special resolution made in General Meeting, the business of the Society shall be managed by the Committee who may exercise all the powers of the Society. No alterations of the Articles and no such direction shall invalidate any prior act of the trustees 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 shall not be limited by any special power given to the trustees by the Articles and a meeting of trustees at which a quorum (18.4) is present may execute all the powers exercisable by the trustees.

13.2 In addition to all the powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the trustees shall have the following powers, namely:

- (a) to expend the funds of the Society in such a manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Society such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Society;
- (b) to enter into contracts on behalf of the Society.

## **APPOINTMENT AND RETIREMENT OF TRUSTEES**

14.

14.1 At every Annual General Meeting one-quarter of the trustees who are subject to retirement by rotation or, if their number is not four or a multiple of four, the number nearest to one quarter shall retire from office.

14.2 No person other than a Member of the Society (who is specified in the rules to have full voting rights) shall be appointed or re-appointed as a trustee.

14.3 Appointment of trustees shall be by way of secret postal vote as follows: -

- (a) not less than thirty-five clear days before the date appointed for the Annual General Meeting, nominations executed by two members qualified to vote at the meeting (the proposer and the seconder respectively) must be given to the Secretary of the Society of the intention to propose a person for appointment stating the particulars which would, if he/she

were so appointed, be required to be included in the Society's Register of trustees together with a notice executed by that person of his willingness to be appointed.

- (b) no canvassing shall be permitted either by or on behalf of a candidate.
- (c) nomination forms shall be posted following request to the Secretary and evidence of posting shall be proof of delivery.
- (d) the proposer shall have responsibility for ensuring that the nomination is given to the Secretary not less than the period of thirty-five days referred to in (1) above.
- (e) ballot papers listing all validly nominated candidates shall be posted/emailed to all paid up eligible members at their addresses set out in the register of members not less than twenty one clear days before the date appointed for the Annual General Meeting and for this purpose evidence of posting/emailing shall be treated as proof of delivery.
- (f) completed postal ballot papers shall be returned to the scrutineer appointed by the Committee in a sealed envelope marked "Election of Committee" to reach the scrutineer not less than seven days before the date appointed for the Annual General Meeting and it is the responsibility of members to ensure delivery
- (g) only correctly completed ballot papers shall be valid and no other form of vote will be accepted.
- (h) the validity of any ballot paper shall be determined by the scrutineer.
- (i) the result of the ballot shall be announced at the Annual General Meeting and in the event that the President elected at the Annual General Meeting shall also be a trustee (whether as an existing or a newly elected trustee) then he/she shall stand down from the Committee during his/her term of office of President.
- (j) In the event of a tie in the number of votes cast for two nominated trustee candidates, then both candidates are duly elected provided that the maximum number of trustees specified in article 10 is not exceeded.
- (k) In the event of a tie in the number of votes for three or more nominated candidates, then there will be a poll conducted of those eligible members

present at the Annual General Meeting to determine which of the nominated member(s) are duly elected to the Committee such poll to take place by such means and at such time as the meeting chairman shall decide.

- (l) The member or members not elected to the Committee with the next highest number of votes shall be deemed elected to the Committee to fill any vacancy arising for the remainder of the term of the trustee who has caused such vacancy to arise.

14.4 No person may be appointed as a trustee: -

- (a) unless she/he has attained the age of 18 years; or
- (b) in circumstances such that, had she/he already been a trustee, she/he would have been disqualified from acting under the provisions of Article 15.

14.5 Subject as aforesaid, the Committee may by ordinary resolution appoint a person who is willing to act as a trustee to fill a vacancy. A trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the trustees who are due to retire at the meeting. If not reappointed as at such annual general meeting, she/he shall vacate office at the conclusion thereof.

14.6 The Committee shall have power to co-opt up to three additional trustees provided that the appointment does not cause the number of trustees to exceed the number fixed by or in accordance with the Articles as the maximum number of trustees. Such trustees shall hold office only till the next following Annual General Meeting and shall not thereafter be eligible for further co-option for a period of twelve months.

14.7 Subject as aforesaid, a trustee who retires at an Annual General Meeting is eligible for re-election for a further term and may not then be re-elected for the period of a year (which for this purpose shall mean the period between two consecutive annual general meetings).

## **DISQUALIFICATION AND REMOVAL OF TRUSTEES**

15. A trustee shall cease to hold office if she/he:-

- (a) ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of Section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision); or
- (b) becomes incapable by reason of mental disorder, illness or injury of managing his own affairs; or
- (c) resigns her/his office by notice to the Society (but only if at least three trustees will remain in office when the notice of resignation is to take effect); or
- (d) is absent without good reason from attending the meetings of the Committee on two consecutive occasions and the trustees resolve that his or her office be vacated for this reason; or
- (e) at a meeting of the trustees at which half of the trustees are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless he or she has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or of making written representations to the trustees.

#### **TRUSTEE'S EXPENSES**

- 16. The trustees may be paid all reasonable expenses properly incurred in connection with the discharge of their duties and previously authorised by the Committee, but shall otherwise be paid no remuneration.

#### **TRUSTEE'S APPOINTMENTS**

- 17. Except to the extent permitted by clause 5 of Part 1 of the Articles no trustee shall take or hold any interest in property belonging to the Society or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Society is a party.

#### **PROCEEDINGS OF TRUSTEES**

18.

- 18.1 Subject to the provisions of the Articles, the trustees may regulate their proceedings as they think fit. The Chairman of the Committee may, and the Secretary at the request of not less than four trustees shall, call a meeting of the Committee. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom. Questions arising at a meeting shall be

decided by a majority of votes. In the case of equality of votes the chairman of the meeting shall have a second or casting vote. A meeting of the Committee may be held by suitable electronic means agreed by the trustees which each participant may communicate with all the other participants.

- 18.2 Any trustees or his alternate may validly participate in a meeting of the Committee or a committee of the Committee by way of electronic facility provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting.
- 18.3 A person so participating by way of electronic facility shall be deemed to be present in person at the meeting and shall be counted in a quorum and entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or if there is no group which is larger than any other group, where the chair of the meeting then is.
- 18.4 The quorum for the transaction of business of the Committee shall not be less than six trustees.
- 18.5 The Committee may act notwithstanding any vacancies in their number but, 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.
- 18.6 The Committee may appoint one of their number to be the Chairman and up to 3 Vice-Chairman of their meetings and may at any time remove either from their office. Unless she/he is unwilling to do so the trustee appointed as Chairman shall preside at every meeting of the Committee at which she/he is present, but if there is no trustee holding that office, or the trustee holding that office is unwilling to preside or is not present within five minutes after the time appointed for the meeting, a Vice-Chairman shall preside or if she/he is unwilling to preside or is not present within five minutes after the time appointed for the meeting the trustees present may appoint one of their number to be chairman of the meeting.
- 18.7 The Committee may appoint, determine the duration of office or dissolve, one or more sub-committees consisting of three or more trustees for the purpose of making any enquiry or supervising or performing any function or duty which in the opinion of the Committee 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 Committee. Such sub-committees shall include without

limitation an executive management committee comprising the Chairman, Vice Chairs, the Secretary and Honorary Treasurer.

18.8 The Chairman of the Committee or in his absence the Vice-Chairman shall ex-officio be a member of all sub-committees appointed by the Committee.

18.9

(a) The Committee shall be empowered to appoint Area Representatives from members of the Society.

(b) The Committee shall be empowered to endow the title of Honorary Vice-President to a member of the Society who during their lifetime has given freely of their time and services to the Exmoor Pony Society. This life-time award will be given in recognition of a member's significant contribution to the aims and objectives of the Society. A maximum of five Society members may hold this title at any one time.

18.10 All acts done by a meeting of the Committee, or of a sub-committee of the trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee 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 trustee and had been entitled to vote.

18.11 A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of the Committee or a sub-committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.

18.12 Any bank account in which any part of the assets of the Society is deposited shall be operated by the trustees and shall indicate the name of the Society. All orders, physical or electronic, for the payment of money from such an account(s) shall be authorised by the Treasurer and one trustee or; two trustees or Secretary and one Trustee.

18.13 All Committee minutes shall be available for inspection by any member of the Society eligible to vote at General Meetings of the Society. The Committee shall determine the time and conditions of such inspection.

## **SECRETARY**

19.

19.1 Subject to the provisions of the Act, the Secretary shall be appointed by the Committee for such term, at such remuneration (if not a trustee) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

19.2 The Committee may from time to time by resolution appoint an assistant or deputy secretary and any person so appointed may act in place of the Secretary if there is no Secretary or no Secretary capable of acting.

19.3 It shall be the duty of the Secretary to keep proper minutes of the proceedings of all meetings of the Society and the Committee and of all business transacted at such meetings, and any such minutes of any meeting if purporting to be signed by the chairman of such meeting or by the chairman of the succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated.

19.4 It shall be the duty of the Secretary to ensure that all returns and accounts that may be required by the Charities Acts and by the Companies Acts are completed and delivered by the correct dates.

## **DECLARATION OF TRUSTEES' INTERESTS**

20. A trustee must declare the nature and extent of any interest, direct or indirect, which he or she 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 Society trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Society and any personal interest (including but not limited to any personal financial interest).

## **CONFLICTS OF INTERESTS AND CONFLICTS OF LOYALTIES**

21.

21.1 If a conflict of interests arises for a trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in 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.

21.2 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.

## **HONORARY TREASURER**

22.

22.1 The Committee shall appoint a Treasurer of the Society and upon such conditions as they may think fit and any Treasurer so appointed may be removed by them. The Treasurer may be appointed from within or outside the membership and may be a trustee if eligible. The Committee may from time to time by resolution appoint an assistant or deputy treasurer and any person so appointed may act in the place of the Treasurer if there is no Treasurer or no Treasurer capable of so acting.

22.2 The Treasurer shall keep accurate account of the finances of the Society and shall produce all the necessary documents to the Independent Financial Examiner of the Society, as and when required. Such books shall be kept as are necessary to ensure that the Company complies with the Companies and Charities Acts. The Treasurer shall be directly responsible to the trustees.

## **MINUTES**

23.

23.1 The trustees shall keep minutes in books kept for the purpose;

- (a) of all appointments of officers made by the trustees; and
- (b) of all proceedings at meetings of the Society and of the Committee and of sub-committees of trustees including the names of the trustees present at each such meeting.



## **FINANCIAL RECORDS**

24.

24.1 The Committee shall cause proper records of account to be kept with respect to:-

- (a) all sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place; and
- (b) the assets and liabilities of the Society.

Proper records shall not be deemed kept if there are not kept such records of account as are necessary to give a true and fair value of the state of the affairs of the Society and to explain its transactions.

24.2 The records of account shall be kept at the office, or at such other place or places as the Committee shall think fit and shall always be open to the inspection of members of the Committee.

24.3 The Society in general meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and books of the Company, or any of them, and subject to such conditions and regulations the accounts and books of the Society shall be open to the inspection of members at all reasonable times during business hours.

24.4

- (a) The trustees must prepare for each financial year accounts as required by the Act together with an annual report and shall send to all persons entitled to receive notices of general meetings not less than twenty-one clear days before the date of the annual general meeting in each year such accounts and annual report.
- (b) The trustees must keep accounting records as required by the Act.

## **ANNUAL RETURN**

25. The trustees shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

## MEANS OF COMMUNICATION TO BE USED

26.

26.1 Subject to the articles, anything sent or supplied by or to the Society under the articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Society.

26.2 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.

26.3 Any notice to be given to or by any person pursuant to the articles must be in writing; or must be given in electronic form.

26.4

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 or her address; or
- (c) by leaving it at the address of the member; or
- (d) by giving it in electronic form to the member's email 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.

26.5 A member who does not register an address with the Society or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Society.

26.6 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.

- 26.7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 26.8 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Act.
- 26.9 In accordance with section 1147 of the Act 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, forty eight hours after it was sent.
- 26.10 All communications, whether written or verbal, between members, trustees, and officers of the Society, relating to the business of the Society or membership thereof, or to any entry in the Exmoor Pony Stud Book, shall be privileged, and shall not be made the subject of any action or any claim for damages against the Society, or its officers or against any member making such communication.

## **RULES**

27.

27.1 The trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Society.

27.2 The 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 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 trustees 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.

27.3 The Society in general meeting has the power to alter, add to or repeal the rules or bye laws.

27.4 The trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Society.

27.5 The rules or bye laws shall be binding on all members of the Society. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

## **DISPUTES**

28. 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 resorting to litigation.