

THE COMPANIES ACTS 1985 AND 2006

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

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

THE NATIONAL PONY SOCIETY

Company No: 77583

**Adopted 28 February 2009 Amended by Special Resolutions dated
22 February 2014 and 21 February 2015 and 24 February 2018**

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**THE COMPANIES ACTS 1985 and 2006
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CAPITAL**

**MEMORANDUM OF ASSOCIATION OF
THE NATIONAL PONY SOCIETY**

1 NAME OF SOCIETY

The Company's name is The National Pony Society (and in this document is called "the Charity").

2 REGISTERED OFFICE

The Charity's registered office is to be situated in England.

3 OBJECTS OF THE SOCIETY

The Charity's objects ("the Objects") are:-

- a) to promote the interests of pony breeding and to encourage the use and protection of ponies.
- b) to promote and facilitate the acquisition and distribution of the knowledge of the various arts and sciences connected with the pony and the use and management thereof.

4 POWERS TO FURTHER OBJECTS

In furtherance of the Objects but not otherwise the Charity may exercise the following powers:-

- a) to foster the breeds of Mountain and Moorland ponies of the British Isles: namely, Dales, Dartmoor, British Connemara, Exmoor, Fell, Highland, New Forest, Shetland and Welsh;
- b) to foster the breed and development of the British Riding Pony;
- c) to establish and maintain a stud book of recognised stallions mares and geldings, and other such stud books as the Council may from time to time think fit and to register the pedigrees of such equines as are proved to be eligible for entry;
- d) to investigate, determine and adjudicate cases of the doubtful registration or suspect pedigrees in any stud book established by the Charity and to

undertake the arbitration upon and settlement of disputes for other subsidiary purposes;

- e) to institute and encourage shows, sales, instructional courses, competitions, education and training and judges panels, both new and existing for the promotion of ponies and to raise or provide funds for the expense thereof;
- f) to publish and or otherwise disseminate information on all matters concerning ponies;
- g) to act in an advisory capacity in reported cases of ill treatment of ponies and to co-operate with all people working for the welfare of ponies;
- h) to consider and promote or oppose legislation affecting the furtherance of the Objects or any of them;
- i) 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 Charity;
- j) to invest the monies of the Charity not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- k) to raise funds and to invite and receive contributions; provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
- l) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
- m) subject to clause 5 below to employ such staff, who shall not be directors of the Charity (thereinafter 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;
- n) to establish or support, or aid in the establishment and support of, any charitable trusts, associations or institutions formed for all or any of the Objects;
- o) 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;

- p) to provide indemnity insurance to cover the liability of the Trustees 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 company: provided that any such insurance shall not extend to any claim arising from an act or omission which the Trustees knew to be a breach of trust or breach of duty or which was committed by the Trustees 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 Trustees in their capacity as Trustees of the Charity;
- q) to do all such other lawful things as are necessary for the achievement of the Objects.

5 APPLICATION OF FUNDS

The income and property of the Charity 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 Charity and no Trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity; provided that nothing in this document shall prevent any payment in good faith by the Charity:

- 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 any partner of his/hers, when instructed by the Charity 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/her appointment or remuneration, or that of his/her partner, is under discussion;
- b) of reasonable and proper remuneration for services rendered to the Charity by any member, officer or servant of the Charity who is not a Trustee;
- c) of interest on money lent by any member of the Charity 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 premium or prize in respect of all (but not some) ponies in a particular category to any Trustees, members, officers or servants of the Charity; provided that in the event of an award of any such prize or premium to a Trustee in respect of his/her pony that Trustee shall not have been a judge in respect of the selection of his/her pony to receive such prize or premium;

- f) of any premium in respect of any indemnity insurance to cover the liability of the Trustees 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 company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard of whether it was a breach of trust or 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 in their capacity as Trustees of the Charity
- g) of reasonable and proper rent for premises demised or let by a member of the Charity or a Trustee;
- h) to any Trustee of reasonable out-of-pocket expenses.
- i) The liability of the members is limited.

6 LIABILITY OF MEMBERS ON WINDING UP

Every member of the Charity undertakes to contribute such amounts as may be required (not exceeding £1) to the Charity's assets if it should be wound up while he/she is a member or within one year after he/she ceases to be a member, for payment of the Charity's debts and liabilities contracted before he/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.

7 APPLICATION OF SURPLUS FUNDS ON WINDING UP

If the Charity 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 Charity, but shall be given or transferred to some other charity 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 Charity by Clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.



ARTICLES OF ASSOCIATION OF THE NATIONAL PONY SOCIETY

1 INTERPRETATION

a) In these Articles:

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

“**Act**” means the Companies Act 1985 and the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being.

“**Address**” means the postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Charity;

“**Animal**” shall have the same meaning as is contained in the Animal Welfare Act 2006;

“**Area**” means geographical areas, or a particular purpose, identified by the Council from time to time;

“**Articles**” means these articles of association;

“**Charity**” means the National Pony Society

“**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;

“**Commission**” means the Charity Commissioners, for England and Wales;

“**Council**” means the council of the Charity constituted pursuant to these Articles;

“**Member**” means a Member for the time being of the Charity;

“**Memorandum**” means the memorandum of association of the Charity;

“**Officers**” includes the Trustees and the Chief Executive;

“**President**”

means the president of the Charity;

“**President-Elect**”

means the president - elect of the Charity;

“**Seal**” means the common seal of the Charity;

“**Trustees**” means the directors of the Charity. The Trustees are charity Trustees as defined by the Charities Act 1993 Section 97;

“**United Kingdom**” means Great Britain and Northern Ireland.

ii) Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

b) Unless the context otherwise requires words or expressions contained in these Articles have the same meaning as in the Act but excluding any statutory modification not in force when this constitution becomes binding on the Charity.

c) Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

2 MEMBERS

a) Membership is open to individuals who:

- i) apply to the Charity in the form required by the Council; and
- ii) are approved by the Council who shall have an absolute discretion to determine the application and shall not be liable to give any reason for the admission or rejection of any applicant.

b) Applications for Membership shall be in such form as is determined by Council from time to time, but must include an undertaking to be bound by the Memorandum and Articles of Association of the Charity, a copy of which shall be given by the Charity to all Members on application for Membership.

c) Membership is personal and is not transferable to anyone else.

d) The Council must keep a register of names and addresses of the Members.

e) The annual and any other subscription fees payable by the Members shall be such as the Council may from time to time determine. This determination shall not operate adversely to affect any right or privilege during the currency of the period in respect of which such subscription was paid nor any right or privilege conferred on a Member by virtue of the payment of a single donation or sum during the period (whether the life of the Member or a shorter period) for which such payment entitled him thereto.

f) Each Member will belong to an Area or Areas but cannot belong to more than one geographical Area. The decision of the Council as to the designation of the Member into an Area shall be final and binding. The Council can alter a Member's Area designation upon request from the Member or at its own discretion.

3 CLASSES OF MEMBERSHIP

a) The Council may establish classes of Membership with different rights and obligations and shall record the rights and obligations in the register of Members.

b) The Council may directly or indirectly alter the rights or obligations attached to a class of Membership.

4 TERMINATION OF MEMBERSHIP

a) Membership is terminated if:

- i) the Member dies;
- ii) the Member resigns by written notice addressed to the Secretary;
- iii) any sum due from the Member to the Charity is not paid in full within 4 weeks of it falling due unless the Council agree otherwise;
- iv) the Member is removed from Membership by a resolution of the Council that it is in the best interests of the Charity that his/her Membership is terminated, excluding always consideration of matters properly dealt with by the NPS Disciplinary Panel. A resolution to remove a Member from Membership, other than through the Complaints and Disciplinary Procedures, may only be passed if:

- 1) the Member has been given at least 21 days' notice in writing of the meeting of the Council at which the resolution will be proposed and the reasons why it is to be proposed; and
- 2) the Member has been allowed to make representations to the meeting; the Member may be accompanied by an observer/supporter, who may take notes; the observer/supporter may not be a legal professional and may not address the Council; and
- 3) there is a two thirds majority of Trustees present;

v) the Member is removed from Membership by the Disciplinary Panel under due process of the NPS Complaints and Disciplinary Procedure

b) Notwithstanding the foregoing, if it is established to the satisfaction of the Council upon receipt of a certified memorandum of conviction that a Member has been convicted before a court of law of any offence of cruelty toward an animal, then that Member shall be expelled or suspended from Membership of the Charity forthwith, reprimanded or cautioned and the Charity shall not be required to adopt the procedure set out in article 4a(iv) above. The period of expulsion or suspension shall be determined by Council, who shall have absolute discretion over the matter.

c) Any Member convicted of cruelty toward an animal shall also be removed from the Judges' Panel, where applicable, for a period to be agreed by Council.

d) If any Member whose conduct is in question is also a Trustee and is either expelled or suspended from the privileges of Membership of the Charity, such Member ipso facto ceases to be a Trustee. If such Member is cautioned or reprimanded the Council may at their discretion remove or suspend such a Trustee from the Council.

5 PATRON

The Council may invite to become patron of the Charity any Royal or other distinguished personage who may be pleased to honour the Charity by their

patronage. The office of patron shall not of itself constitute the holder a Member unless he/she shall have signified his/her pleasure to become a Member.

6 GENERAL MEETINGS

- a) An annual General Meeting must be held in each year and not more than 15 months may elapse between successive annual General Meetings.
- b) All General Meetings other than annual General Meetings shall be called Extraordinary General Meetings.
- c) The Council may call an Extraordinary General Meeting at any time, on a simple majority of those present and voting.
- d) The Council shall convene an Extraordinary General Meeting on the requisition (which may consist of several documents in like form) of at least 5% of the Members of the Charity provided such requisition states the object of such a meeting and is signed by the requisitioners and deposited with the Secretary at the registered office of the Charity. If the Council does not within 21 days of the date of the deposit of a valid requisition proceed to call a meeting, the requisitioners may themselves convene the meeting.
- e) All General Meetings of the Charity shall be held at a location within the United Kingdom at the discretion of a simple majority of the Council.

7 NOTICE OF GENERAL MEETINGS

- a) The minimum period of notice required to hold a General Meeting of the Charity is 21 clear days.
- b) Any notice of a General Meeting must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual General Meeting, the notice must say so.
- c) The notice shall inform members of their right to appoint proxies, be accompanied by suitable proxy forms, and state where and by when such forms must be delivered.
- d) The notice shall be given to all the Members and to the Trustees and to any other person entitled to receive a copy under the Act.
- e) The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, and person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at that meeting.

8 PROCEEDINGS AT GENERAL MEETINGS

- a) No business shall be transacted at any General Meeting unless a quorum is present.

- b) A quorum is 50 Members present at the General Meeting and entitled to vote upon the business to be conducted at the meeting.
- c) If:
- i) a quorum is not present within half an hour from the time appointed for the meeting; or
 - ii) during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Trustees may determine.
- d) The Council must reconvene a meeting adjourned pursuant to article 8c) and must give at least 7 clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- e) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the Members present at that time shall constitute the quorum for that meeting.
- f) General Meetings shall be chaired by the President.
- g) If the President is not present within 15 minutes of the time appointed for holding the meeting or shall be unwilling to preside then the President-Elect shall preside but in the absence or unwillingness to preside of both the President and President-Elect, the Chairman shall preside unless the Chairman is unwilling to act or is not present in which case the Members present shall choose a Trustee to preside but if there is no Trustee present or if all Trustees present decline to take the chair, then the Members shall choose any Member of the Charity who shall be present to preside.
- h) The Members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- i) Where a meeting is adjourned pursuant to Article 8(h), the person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution. No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had adjournment not taken place.
- j) If a meeting is adjourned by a resolution of the Members for more than seven days, at least 7 clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

9 VOTING AT GENERAL MEETINGS

- a) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- i) by the person chairing the meeting; or
 - ii) by at least ten Members having the right to vote at the meeting.

- b) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- c) The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
- d) A demand for a poll may be withdrawn before the poll is taken, but only with the consent of the person who is chairing the meeting.
- e) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- f) A poll must be taken as the person who is chairing the meeting directs and he/she may appoint scrutineers (who need not be Members). The results of the poll shall be declared at the meeting.
- g) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- h) If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he/she may have.

10 VOTES OF MEMBERS

- a) Subject to article 3 and article 9(h), every Member shall have one vote.
- b) No Member shall be entitled to vote at any General Meeting unless all monies then payable by him to the Charity have been paid.
- c) A vote may be cast either by the Member or by the Member's postal vote whether the vote is by a show of hands or a poll.
- d) Any objection to the qualification of any voter must be raised at the meeting at which the vote objected to is tendered and the decision of the person who is chairing the meeting shall be final.

11 POSTAL AND PROXY VOTES

a) Postal votes shall be completed according to the format and procedure that Council from time to time shall agree and shall be returned to the Charity’s independent scrutineers in accordance with the instructions of the Trustees given in the notice of the meeting, adjourned meeting or taking of a poll.

b) Proxies

(i) A proxy shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the Council may approve):-

Name of member appointing the proxy:.....

Membership number of member appointing the proxy:.....

Address:.....

I/We hereby appoint [*name of proxy*], [*membership number*] of [*address of proxy*] as my/our proxy to vote in my/our name and on my/our behalf at the meeting of the Charity to be held on [*date*], and at any adjournment of the meeting.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution 1:	*for	*against	*abstain	*as the proxy thinks fit
Resolution 2:	*for	*against	*abstain	*as the proxy thinks fit
All other resolutions properly put to the meeting:	*for	*against	*abstain	*as the proxy thinks fit

*Strike out whichever is not desired. If no indication is given, the proxy may vote as he or she thinks fit.

Signed:

Dated:.....”

- (ii) Proxy appointment forms must be delivered to the Charity in accordance with the provisions of these Articles concerned with delivery of communications to the Charity and shall be so delivered:
 - a. at least 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the form proposes to vote

- b. in the case of a poll taken more than 48 hours after it is demanded: at least 24 hours before the time appointed for the taking of the poll or
- c. in the case of a poll not taken at the meeting but taken within 48 hours after it is demanded: at the meeting at which the poll is demanded, by delivering the form to the chair of the meeting or to the Secretary or to any Trustee;

and an instrument of proxy which is not so delivered shall be invalid.

- (iii) A vote given or poll demanded by proxy or by the duly authorised representative of a member organisation shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Charity 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.

12 PRESIDENT AND PRESIDENT-ELECT

(a) At the last Council meeting held before the Annual General Meeting in each year (or at such other time and by such procedure as the Council may decide), the Council shall nominate a Member of the Charity to be President-Elect of the Charity for the forthcoming year and (if there is no President-Elect to succeed the retiring President) shall also nominate a Member of the Charity to be President of the Charity for the forthcoming year.

(b) Upon the retirement of the President the President-Elect shall automatically succeed to the position of President for the forthcoming year or (if the President retires before the end of his year of office) until the next Annual General Meeting and then for the forthcoming year.

(c) No Trustee may be President; if a Trustee becomes President he/she shall then automatically cease to hold office as a Trustee.

(d) The President shall not be a member of the Council during his/her term of office and, if attending meetings ex officio, shall not have a vote.

(e) A President who retires at the end of a full year of office shall be eligible for election as President-Elect or (if there be no President-Elect) as President. A President who has served for two consecutive full years of office may not become President until at least two years after he/she ceased to be President.

(f) A retiring President shall not be eligible for election as a Trustee until a year after he/she last held office as President.

13 COUNCIL AND TRUSTEES

- a) The Members of Council are the Trustees and Directors of the National Pony Society. Council shall be responsible for the overall control and management of the administration of the Society and Trustees shall at all times operate in the best interests of the Charity.
- b) During 2009/10, Council shall consist of the following:
- (i) 12 Members already elected by ballot
 - (ii) A representative of the licensed Areas, elected by the Chairmen of those Areas
 - (iii) One representative elected by NPS Scotland
 - (iv) One representative elected by the Native Breed Societies Forum
 - (v) One representative elected by the British Riding Pony Stud Book Committee
- c) The maximum number of Trustees in 2009/10 shall be 16.
- d) During 2010/11 and all subsequent years, Council shall consist of the following:
- (i) 10 Members already elected by ballot
 - (ii) A representative of the licensed Areas, elected by the Chairmen of those Areas
 - (iii) One representative elected by NPS Scotland
 - (vi) One representative elected by the Native Breed Societies Forum
 - (vii) One representative elected by the British Riding Pony Stud Book Committee
- e) The maximum number of Trustees in 2010/11 and all subsequent years shall be 14.
- f) A Trustee must have been a Member of the Charity for at least 5 years continuously prior to appointment as a Trustee.
- g) No one may be appointed a Trustee if:-
- i) he/she would be disqualified from acting under the provisions of these Articles; or
 - ii) he/she is not a Member; or
 - iii) his/her spouse or partner is a paid or voluntary Member of the Charity's staff
- h) Trustees shall be elected by such rules as Council may from time to time agree, but always by secret ballot, overseen by an independent scrutineer.
- i) A Trustee may not appoint an alternate Trustee to act on his/her behalf at meetings of the Trustees.
- j) Trustees may be paid all reasonable expenses properly incurred by them and previously authorised by the Council, but shall otherwise be paid no remuneration.
- k) The Council shall appoint annually a suitably qualified person to act as Treasurer to the Society.

l) The Council may from time to time co-opt such persons with specific expertise as it may think fit whether or not being Members of the Charity without the right to vote for such respective periods as the Council may think fit, but so that not more than 3 such co-opted Members may be in place at any one time. Any co-opted Members of Council may at any time be removed from office by resolution of the Council and shall not be deemed to be a Trustee for the purpose of these Articles.

14 CHAIRMAN AND VICE-CHAIRMAN

a) At the first meeting of the Council subsequent to the annual General Meeting of Members in each year, the Council shall elect a Chairman and Vice-Chairman. The Chairman and Vice-chairman respectively of the Council as previously constituted shall continue in office until the ensuing annual General Meeting of the Charity.

b) No person may hold the position of Chairman or Vice-Chairman for more than 3 years in total provided that time served as Chairman and Vice-Chairman shall be treated separately so that time served as Vice-Chairman shall not count towards entitlement to serve as Chairman and vice versa.

c) If and whenever the Chairman or Vice-Chairman vacates office before the expiration of his/her term of office, the Council shall appoint a Trustee to be Chairman or Vice-Chairman (as the case may be) for the remainder of the term for which his/her predecessor would but for his/her death or vacation of office have held the office and any such Chairman or Vice-Chairman shall be eligible for re-election.

d) The Chairman and/or Vice-Chairman may be removed from office if:
i) it would be in the best interests of the Charity; and
ii) it is agreed by a two thirds majority of Council; and
iii) the Chairman and/or Vice-Chairman has been permitted to make representations at the Council meeting discussing their removal; the Chairman or Vice-Chairman may be accompanied by an observer/supporter, who may take notes; the observer/supporter may not be a legal professional and may not address the Council

15 POWERS OF TRUSTEES

a) The Council shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Act, the Memorandum, these Articles or any special resolution.

b) No alteration of the Memorandum or these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Council.

c) Any meeting of the Council at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Council.

- d) The Council may convene such Standing Committees and Working Groups as it sees fit to undertake its business. The membership, powers and reporting responsibilities of such Committees and Working Groups shall be clearly set down by Council and all their acts and proceedings shall be fully and promptly reported to Council.
- e) Council's Standing Committees shall be chaired in every case by a Trustee.
- f) Trustees shall serve as Committee Members for a maximum of 3 years without requiring re-election to the Committee.
- g) The Chairman, Vice-Chairman and Treasurer shall be entitled to attend any Committee or Working Group ex officio.
- h) The Council shall create Areas which will be responsible for furthering the interests of the Charity at a local level or on a purpose-based level and will work in conjunction with the Council on such terms of reference as the Council may determine in its complete discretion from time to time.

16 RETIREMENT OF TRUSTEES

- a) In order to provide for the rotation of the Council at the Annual General Meeting in every year those who have been in office for three years since their last election or appointment shall retire. At the Annual General Meeting in every year the Charity shall fill such vacancies arising from retirement by election, in accordance with Article 13. Persons so elected shall hold office until the third Annual General Meeting after their election when they shall retire. An elected or appointed person who has served or is deemed to have served a full term as a Trustee shall be eligible to be elected for a further term as a Trustee but shall not thereafter be eligible to be elected for a further term and cannot be chair of a committee until at least one year has passed since he/she was last a trustee.
- b) If a Trustee is required to retire at an annual General Meeting by a provision of these Articles the retirement shall take effect upon the conclusion of the meeting.
- (c) If a Trustee resigns or otherwise ceases to hold office under article 18 during his/her term, a person appointed Trustee in place of the retiring or removed Trustee shall hold office until the next Annual General Meeting, at which he/she can be elected as a Trustee to serve a full term, and may then serve for two consecutive such full terms.

17 APPOINTMENT OF TRUSTEES

- a) If and whenever a Trustee dies or vacates office before the expiry of his/her term of office the Council shall appoint the Member of the Charity (if willing to serve) who received the largest number of votes in the last election of Trustee(s) of those not elected or subsequently appointed as Trustee, in his/her place and he/she shall

hold office as set out in article 16(c) above. The like procedure shall be observed as often as occasion may require and, in default of candidates, the Council may appoint any member of the Charity who has signified in writing that he/she is willing to be a Trustee to fill the applicable vacancy.

b) The appointment of a Trustee, whether by the Charity in General Meeting or by the other Trustees, must not cause the number of Trustees to exceed any number fixed as the maximum number of Trustees.

18 DISQUALIFICATION AND REMOVAL OF TRUSTEES

- a) A Trustee shall cease to hold office if he/she:
- i) ceases to be a Trustee by virtue of any provision in the Act or is prohibited by law from being a director;
 - ii) is disqualified from acting as a Trustee by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - iii) ceases to be a Member of the Charity;
 - iv) becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her own affairs;
 - v) resigns as a Trustee by notice to the Charity;
 - vi) is absent without a reason acceptable to the Council from 2 consecutive Council meetings
 - vii) is convicted before a court of law of an offence of cruelty towards an animal;
 - viii) is found, after due process, to have acted in a manner contrary to the best interests of the Charity and is removed with reference to Article 4d)
 - ix) has been suspended or removed as a Trustee under the NPS Complaints and Disciplinary Procedure

19 PROCEEDINGS OF TRUSTEES

- a) The Council may regulate their proceedings as they think fit, subject to the provisions of the Articles.
- b) Questions arising at a meeting shall be decided by a majority of votes.
- c) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- d) No decision may be made by a meeting of the Council unless a quorum is present at the time the decision is purported to be made.
- e) The quorum shall be 6 or such a number as may be decided from time to time by a two thirds majority of the Council.
- f) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.

g) 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.

h) The person appointed to chair meetings of the Council shall have no functions or powers except those conferred by these Articles or delegated to him by the Council.

i) A Trustee must absent him/herself from any discussions of the Trustees in which it is possible that a conflict of interest will arise between his/her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

j) Subject to Article 19(k), all acts done by a meeting of Council, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:

i) who was disqualified from holding office;

ii) who had previously retired or who had been obliged by the Articles or Memorandum to vacate office;

iii) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise, if without:

1) the vote of that Trustee; and

2) that Trustee being counted in the quorum, the decision has been made by a majority of the Council at a quorate meeting.

k) Article 19(j) does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Council or of a committee of Trustees if, but for Article 19(j), the resolution would have been void, or if the Trustee has not complied with Article 19(i).

20 WRITTEN RESOLUTIONS OF TRUSTEES

a) A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Council or of a committee of Council and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Council or (as the case may be) a committee of Council duly convened and held.

b) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.

21 DELEGATION

a) The Council may delegate any of their powers or functions to a committee of two or more Trustees but the terms of any delegation must be recorded in the minute book.

b) The Council may impose conditions when delegating, including the conditions that:

- i) the relevant powers are to be exercised exclusively by the committee to whom they delegate; and
 - ii) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Council
- c) The Council may revoke or alter a delegation.
- d) All acts and proceedings of any committees must be fully and promptly reported to the Council.

22 THE SEAL

The seal must only be used by the authority of the Council or of a committee of Trustees authorised by the Council. The Council may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the Chief Executive or by a second Trustee.

23 MINUTES

- a) The Trustees must keep minutes of all:
 - i) appointments of officers made by the Council;
 - ii) proceedings at General Meetings of the Charity; and
 - iii) meetings of the Council and committees of Council including:
 - 1) the names of the Trustees present at the meeting;
 - 2) the decisions made at the meetings; and
 - 3) where appropriate, the reasons for the decisions.

24 ACCOUNTS

- a) The Council must prepare for each financial year accounts as required by the 2006 Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable statements of recommended practice.
- b) The Council must keep accounting records as required by the 2006 Act and present a summary of these at every Council meeting.

25 ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

- a) The Council must comply with the requirements of the Charities Acts in force at the time with regard to:
 - i) the transmission of the statements of account to the Charity;
 - ii) the preparation of an annual report and its transmission to the Commission;and
 - iii) the preparation of an annual return and its transmission to the Commission

b) The Council must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

26 NOTICES

a) Any notice to be given to or by any person pursuant to the Articles, excepting those of the Charity's procedures which indicate otherwise:

- i) must be in writing; or
- ii) must be given using electronic communications.

b) The Charity may give any notice to a Member either:

- i) personally;
- ii) by sending it by post in a prepaid envelope addressed to the Member at his/her address;
- iii) by leaving it at the address of the Member; or
- iv) by giving it using electronic communications to the Member's address

c) A Member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

d) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

e) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

f) A notice shall be deemed to be given:

- i) 48 hours after the envelope containing it was posted; or
- ii) in the case of an electronic communication, 48 hours after it was sent.

27 RULES

a) The Council may from time to time make such reasonable and proper rules or by laws as they may deem necessary or expedient for the proper conduct and management of the Charity.

b) The bylaws may regulate the following matters but are not restricted to them:

- i) the admission of Members of the Charity (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;
- ii) the conduct of Members of the Charity in relation to one another, and to the Charity's employees and volunteers;
- iii) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;

iv) the procedure at General Meetings and meetings of the Council in so far as such procedure is not regulated by the Act or by these Articles; and
v) generally, all such matters as are commonly the subject matter of company rules.

c) The Council must adopt such means as they think sufficient to bring the rules and bylaws to the notice of Members of the Charity.

d) The rules or bylaws shall be binding on all Members of the Charity, including Trustees. No rule or by law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

