

COMPANY NOT HAVING A SHARE CAPITAL

Articles of Association for a Charitable Company

The Companies Act 2006

The Irish Draught Horse Society (Great Britain)

Company number: 03920946 Charity number: 1080522

Company limited by guarantee and not having a Share Capital

The Irish Draught Horse Society was registered as an unincorporated association in 1980. The charity was incorporated on 7 February 2000.

The Articles of Association document was updated in 2003 and in 2021.

1. Name

The company's name is the **Irish Draught Horse Society (Great Britain) (IDHS (GB))** and in this document it is called the 'charity'.

The registered office of the charity is situated in Great Britain.

2. Interpretation

In the articles:

- 'address' means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the charity;
- 'the articles' means the charity's articles of association;
- 'the charity' means the company intended to be regulated by the articles;
- "the directors" means the directors of management of the charity;
- 'clear days' in relation to the period of a notice means a period excluding:
 - the day when the notice is given or deemed to be given; and
 - the day for which it is given or on which it is to take effect;
- 'the Commission' means the Charity Commission for England and Wales;
- 'Companies Acts' means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity; 'the directors' means the directors of the charity. The directors are charity trustees as defined by section 177 of the Charities Act 2011;
- 'document' includes, unless otherwise specified, any document sent or supplied in electronic form;

- 'electronic form' has the meaning given in section 1168 of the Companies Act 2006;
- 'the memorandum' means the charity's memorandum of association;
- 'officers' includes the directors and the secretary (if any);
- 'the seal' means the common seal of the charity if it has one;
- 'secretary' means any person appointed to perform the duties of the secretary of the charity;
- 'the United Kingdom' means Great Britain and Northern Ireland; and words importing one gender shall include all genders, and the singular includes the plural and vice versa.
- Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the charity.
- 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.

3. Declaration of directors' interests

A director 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 charity or in any transaction or arrangement entered into by the charity which has not previously been declared. A director must absent himself or herself from any discussions of the charity directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

4. Conflicts of interests and conflicts of loyalties

(1) If a conflict of interests arises for a director 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 un-conflicted directors may authorise such a conflict of interests where the following conditions apply:

(a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

(b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and

(c) the un-conflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.

(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 director or to a connected person.

5. Members

(1) The subscribers to the memorandum are the first members of the charity.

(2) Membership is open to other individuals or organisations who:

(a) apply to the charity in writing as required by the directors; and

(b) are approved by the directors.

(3)(a). The directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.

(b) The directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

(c) The directors must consider any written representations the applicant may make about the decision. The directors' decision following any written representations must be notified to the applicant in writing but shall be final.

(4) Membership is not transferable.

(5) The directors must keep a register of names and addresses of the members.

6. Classes of membership

(1) The directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members. Currently, there are the following classes of membership:

(a) Full members.

(b) Life members. This is a legacy category. The charity does not offer a new life membership option.

(c) Honorary members, who may be elected by the directors for such period and subject to such conditions as they think fit.

(2) The directors may not directly or indirectly alter the rights or obligations attached to a class of membership.

(3) The rights attached to a class of membership may only be varied if:

(a) three-quarters of the members of that class consent in writing to the variation; or

(b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.

(4) The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

(5) All members shall enjoy the following privileges:

(a) to identify, register and transfer Irish Draught Horses in the Irish Draught Horse Society (Great Britain) Stud Book

(b) to exhibit registered Irish Draught Horses and Irish Draught Sport Horses at Shows organised by the charity (subject to the current Showing Rules) and to receive notice of such shows

(c) to receive notice of and to attend all general meetings of the charity

(d) Full members aged 18 years and over and life members may propose any resolution for consideration at any general meeting

(e) Members may not take any public action or make any public announcement in the name of the charity or otherwise do anything directly or indirectly to represent that any proposal, action or statement of facts or opinion has the approval of the charity.

(6) Associates of the charity are not deemed to be members and are not entitled to the rights of membership in (5) (a) to (d) above.

Subscriptions

(7) The annual subscription shall be set by the directors of the charity and will take effect from 1st January the following year. Subscriptions shall be due immediately an application for membership is accepted by the charity.

(8) Life Members are acquired as a liability in accordance with the Clause 4.2 of the charity's previous Memorandum of Association.

(9) On payment of a reduced subscription, associates of the charity will be sent the Yearbook by surface mail and all other publications by electronic means.

7. Termination of membership

Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) the member resigns by written notice to the charity unless, after the resignation, there would be less than two members;
- (3) any sum due from the member to the charity is not paid in full within two months of it falling due;
- (4) the member is removed from membership by a resolution of two thirds of the directors that it is in the best interests of the charity that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting;
 - (c) The meeting should be at a time and location which has been agreed by all parties. It may also be held electronically.

8. General meetings

- (1) The charity must hold its first annual general meeting within eighteen months after the date of its incorporation.
- (2) A general meeting may be held subject to a minimum of 30 members making a commitment to attend.
- (3) All general meetings shall be held in the United Kingdom at a time and place specified by the directors. They may also be held using electronic communication.
- (4) The following business shall be transacted annually, either in a face-to-face general meeting or by electronic communication:
 - (a) to receive, and if approved, adopt the annual report and an audited statement of the accounts to the end of the preceding financial year;
 - (b) to elect auditors
 - (c) to deal with any special matter which the directors wish to bring before the members.
- (5) The directors may call a general meeting at any time.

9. Notice of general meetings

- (1) The minimum periods of notice required to hold a general meeting of the charity are:
 - (a) twenty-one clear days for a general meeting or a general meeting called for the passing of a special resolution;
 - (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 75 percent of the total voting rights.
 - (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. Any face-to-face meeting should be held at a central location which is accessible to the large majority of the members.
 - (4) The notice must be given to all the members and to the directors and auditors.
 - (5) The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity.

10. Proceedings at general meetings

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:
 - (a) 30 members present in person and entitled to vote upon the business to be conducted at the meeting;
 - (3) The authorised representative of a member organisation shall be counted in the quorum.
 - (4) (a) If a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present; the meeting shall be adjourned to such time and place as the directors shall determine.
 - (5) The directors must reconvene the meeting and must give at least seven clear days notice of the reconvened meeting stating the date, time and place of the meeting.
 - (6) 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.

11. (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the directors.

- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting.
- (3) If there is only one director present and willing to act, he or she shall chair the meeting.
- (4) If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

12. (1) The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

- (2) 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.

(3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

(4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

13. (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:

(a) by the person chairing the meeting; or

(b) by at least two members present and having the right to vote at the meeting; or

(c) by a member or members present representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

(2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

(b) 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.

(3) (a) 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.

(b) 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.

(4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.

(b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

(5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.

(b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.

(c) The poll must be taken within thirty days after it has been demanded.

(d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

(e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

14. Written resolutions

(1) (a) An ordinary resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:

(b) a copy of the proposed resolution has been sent to every eligible member;

(c) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and

- (d) an ordinary resolution contained in an authenticated document must be received at the registered office within the period of 10 clear days beginning with the circulation date.
- (e) A special resolution contained in an authenticated document must be received at the registered office within the period of 21 clear days beginning with the circulation date.
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- (3) In the case of a member that is an organisation, its authorised representative may signify its agreement.
- (4) The directors may direct that any resolution which appears to them contrary to the provisions of these articles shall not be placed upon the agenda or discussed at the meeting. The person proposing the resolution should be given a written explanation for this decision.

15. Votes of members

- (1) Subject to article 11, every full member aged 18 years and over, or life member, whether an individual or an organisation, shall have one vote.
- (2) Full members whose subscriptions are more than two months in arrears shall not be entitled to vote.

16. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

17. (1) Any organisation that is a member of the charity may nominate any person to act as its representative at any meeting of the charity.

(2) The organisation must give written notice to the charity of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity. The representative may continue to represent the organisation until written notice to the contrary is received by the charity.

(3) Any notice given to the charity will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The charity shall not be required to consider whether the representative has been properly appointed by the organisation.

18. Directors

(1) A director must be a natural person (not a corporate body) aged 18 years or older.

(2) No one may be appointed a director if he or she would be disqualified from acting under the provisions of paragraph 30.

(3) Members shall not be eligible for election to the directors unless they have been full members of the charity for a period of at least two consecutive years.

(4) Members are encouraged to read the Charity Commission's guidance on the role and responsibilities of directors/trustees, and to engage in voluntary work with the charity before submitting an application to become a director.

(5) In order to ensure that applicants meet the Charity Commission criteria to be a director/trustee, all applications will be subject to a transparent, fair and diligent recruitment process. This will include, as a minimum, taking up at least two written professional and personal references and an informal discussion, which may be carried out remotely.

(6) Directors shall normally continue in office for a term of four years, after which they shall be eligible for immediate re-election without further nomination.

(7) Where the number of suitable candidates is less than or equal to the number of vacancies on board of directors, the nominated members will be automatically elected to the board of directors.

(8) Where there are more suitable nominations than vacancies on the board of directors, there shall be a postal ballot. The postal ballot shall be conducted as a poll with a scrutineer who is not a member of the charity, appointed by the directors. The results shall be notified to the members of the charity through the news sheet.

19. The minimum number of elected directors shall be 12. No more than three additional directors may be appointed, in accordance with paragraph 29, which states that the number of directors (the total of both elected and appointed) shall not exceed 15.

20. The first directors shall be those persons notified to Companies House as the first directors of the charity.

21. A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

22. Powers of directors

(1) The directors 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 Companies Acts, the articles or any special resolution.

(2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.

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

(4) The powers of the directors include:

(a) engaging all such officers and employees as it considers necessary and shall regulate their salary or honorarium;

(b) Ensuring that the charity complies with the terms of any harmonisation agreement made with Horse Sport Ireland;

(c) Ensuring that the charity enters into the breeding book, animals of the same breed, line or cross that are eligible for entry under the charity's breed criteria, without discrimination on account of their country of origin.

(d) having the power to amend the charity's rules regarding:

- i. registrations, transfers and inspections of purebred Irish Draught horses
- ii. the management of DNA parentage-testing and merit awards for purebred breeding stock, in line with the parent body's rules in place at the time.

- (e) having the power to make or amend the charity's rules regarding:
- i. the registration, transfers and inspections of Sport Horses
 - ii. the management of identity-only passports
 - iii. the management of covering certificates
 - iv. DNA parentage-testing of Sport Horses
 - v. Broodmare premiums awarded by the Hornby-Lonsdale Trust
 - vi. the organisation and management of the Annual Breed Show
 - vii. Showing rules for purebreds and sport horses at affiliated shows
 - viii. and the distribution of awards which fall outside the parent studbook's merit award scheme.

(f) maintaining panels of qualified judges for Irish Draught events.

(g) authorising the appointment as a judge of any member who has satisfactorily demonstrated his or her knowledge of Irish Draught horses.

(h) authorising the appointment as an inspector of any member of the conformation judges' panel who has demonstrated sufficient knowledge and skill in inspection of Irish Draught horses to satisfy the parent studbook-holding body of their competence.

(i) authorising the appointment as a Sport Horse inspector a person who has demonstrated their knowledge and skill with regard to the Sport Horse industry.

(j) overseeing the conduct of judges and inspectors. If any judge or inspector conducts himself or herself in a manner detrimental to the interests or reputation of the charity, the directors may, subject to a two thirds majority of those actually present, remove him or her from the relevant panel, provided that the judge or inspector concerned:

- receives a concise statement of the grounds on which his or her removal is sought
- that all relevant documentation is made available to them
- that he or she has the right to state their case in writing
- and may also state their case to a face-to-face or electronic meeting

before a final decision is made.

The judge or inspector will be suspended from the panel for the interim period.

(k) maintaining a record of all property, securities, cups and other trophies owned or held in trust by the Society and keep the same comprehensively insured to the full value.

(l) making available to members details of all premiums and merit awards awarded by the Society;

(m) electing officers of the charity, as follows:

- (i) The President: The President shall be entitled to attend all directors' meetings, but has no vote as a right of holding the title of President. The President shall be elected annually by poll.
 - (ii) Vice Presidents: The directors may elect up to two persons as Vice Presidents of the charity. The Vice Presidents shall be entitled to attend all directors' meetings, but have no vote as a right of holding the title of Vice President. The Vice Presidents shall be elected annually by poll.
 - (iii) Life Patrons: The Council may elect as Life Patron of the Society any member who has given outstanding service and left a lasting legacy to the charity. A Life Patron shall be proposed and seconded in writing by two members of the Society. The proposal shall be considered by the Council who may approve or reject the proposal.
 - (iv) The Chairman and Vice Chairman shall be directors. They shall be elected by the directors by an annual poll, at the first meeting after 31 March.
 - (v) The Honorary Treasurer shall be an elected or co-opted member of the directors. They shall be elected by the directors by an annual poll, at the first meeting after 31 March.
 - (i) The Honorary Treasurer may also have the role of Company Secretary.
 - (ii) The Honorary Treasurer is responsible for managing the administration team.
- (n) making other appointments as necessary:
- (i) The Directors may appoint Administrators for such term at such remuneration and upon such conditions as the Directors may think fit.
 - (ii) Auditors shall be appointed and their duties regulated in accordance with sections 384 to 392 of the Act.

23. Retirement of directors

(1) On March 31 each year, one-third of the directors or, if their number is not three or a multiple of three, the number nearest to one-third, must retire from office. If there is only one director, he or she must retire.

24. (1) The directors to retire by rotation shall be those who have been longest in office since their last appointment. If any directors became or were appointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

25. Appointment of directors

The charity may by ordinary resolution:

(1) appoint a person who is willing to act to be a director; and

(2) determine the rotation in which any additional directors are to retire.

26. No person other than a director retiring by rotation may be appointed a director unless:

(1) During December of each year, the charity shall send a notice to members advising them of the vacancies on the board of directors and inviting nominations for the directors.

(2) Nominations for the directors shall be in writing signed by two members of the charity and signed by the nominee confirming his willingness to stand for election. They must be forwarded to the charity's office on or before 31 January.

(3) The nomination form will contain the details that, if the person were to be appointed, the charity would have to file at Companies House.

27. All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a director other than a director who is to retire by rotation.

28. (1) The directors may appoint a person who is willing to act to be a director.

(2) A director appointed by a resolution of the other directors must retire on 31 March the following year and must not be taken into account in determining the directors who are to retire by rotation.

29. The appointment of a director, whether by the charity members or by the other directors, must not cause the number of directors to exceed any number fixed as the maximum number of directors. This is currently 15 people.

30. Disqualification and removal of directors

A director shall cease to hold office if he or she:

(1) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;

(2) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);

(3) ceases to be a member of the charity;

(4) in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;

(5) resigns as a director by notice to the charity (but only if at least two directors will remain in office when the notice of resignation is to take effect); or is absent without permission from the chair from four meetings, including virtual meetings, or who joins or leaves four or more meetings part way through the proceedings, over a 12-month period, and the directors resolve that his or her office be vacated.

(6) if any director conducts himself or herself in a manner detrimental to the interests or reputation of the charity, the directors may, subject to a two thirds majority of those actually present, remove him or her from the board of directors, provided that the director concerned receives a concise statement of the grounds on which his or her removal is

sought and that he or she has the right to state their case in writing before a final decision is made. The director will be suspended from the council for the interim period.

31. Proceedings of directors

- (1) The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- (2) The meetings of the directors shall be held at such time and place as the directors may decide.
- (3) Any director may call a meeting of the directors.
- (4) The company secretary (if any) must call a meeting of the directors if requested to do so by a director.
- (5) Questions arising at a meeting shall be decided by a majority of votes, in person or by email.
- (6) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- (7) A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.

32. (1) No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.

- (2) The quorum shall be the number nearest to one half of the total number of elected directors plus one, or such larger number as may be decided from time to time by the directors.
- (3) A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.
- (4) Directors who have been directly appointed, i.e. who have not been elected, may not vote and are not counted as part of the quorum.

33. If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.

34. (1) The directors shall appoint a director to chair their meetings and may at any time revoke such appointment.

(2) If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting.

(3) The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.

35. (1) A resolution in writing or in electronic form agreed by all of the directors entitled to receive notice of a meeting of the directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

(2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

36. Delegation

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

(2) The directors may impose conditions when delegating, including the conditions that:

(a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;

(b) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the directors.

(3) The directors may revoke or alter a delegation.

(4) All acts and proceedings of any committees must be fully and promptly reported to the directors.

37. Validity of directors' decisions

(1) All acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:

(a) who was disqualified from holding office;

(b) who had previously retired or who had been obliged by the constitution to vacate office;

(c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise; if without:

(d) the vote of that director; and

(e) that director being counted in the quorum;

the decision has been made by a majority of the directors at a quorate meeting.

(2) Article 47(1) does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 47(1), the resolution would have been void, or if the director has not complied with article 8.

38. Seal

If the charity has a seal it must only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary (if any) or by a second director.

39. Minutes

The directors must keep minutes of all:

(1) appointments of officers made by the directors;

(2) proceedings at meetings of the charity;

(3) meetings of the directors and committees of directors including:

(a) the names of the directors present at the meeting;

- (b) the decisions made at the meetings; and
- (c) where appropriate, the reasons for the decisions.

40. Accounts

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

41. Annual Report and Return and Register of Charities

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

42. Means of communication to be used

- (1) Subject to the articles, anything sent or supplied by or to the charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity.
- (2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

43. Any notice to be given to or by any person pursuant to the articles:

- (1) must be in writing; or
- (2) must be given in electronic form.

44. (1) The charity 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.
- (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.

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

45. 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.

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

(2) 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 Companies Act 2006.

(3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:

(a) 48 hours after the envelope containing it was posted; or

(b) in the case of an electronic form of communication, 48 hours after it was sent.

47. Indemnity

(1) The charity shall indemnify a relevant director against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default, or breach of duty or breach of trust in relation to the charity.

(2) In this article a 'relevant director' means any director or former director of the charity.

48. Operating rules

(1) The directors 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 charity. These will be termed 'the operating rules'.

(2) The operating rules may regulate the following matters but are not restricted to them:

(a) 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;

(b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;

(c) 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;

(d) the procedure at general meetings and meetings of the directors 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.

(3) The charity in general meeting has the power to alter, add to or repeal the rules or bye laws.

(4) The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity.

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

49. Disputes

(1) If a dispute arises between members of the charity about the validity or propriety of anything done by the members of the charity 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.

(2) The charity's directors, officers and staff do not intervene in private disputes between members.

50. Interpretation

In article 4, sub-clause (2), article 44, sub-clause (2), 'connected person' means:

(1) a child, parent, grandchild, grandparent, brother or sister of the director;

(2) the spouse or civil partner of the director or of any person falling within sub-clause (1) above;

(3) a person carrying on business in partnership with the director or with any person falling within sub-clause (1) or (2) above;

(4) an institution which is controlled –

(a) by the director or any connected person falling within sub-clause (1), (2), or (3) above;
or

(b) by two or more persons falling within sub-clause 4(a), when taken together

(5) a body corporate in which –

(a) the director or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or

(b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.

(c) Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.