Irish Draught Horse Society (Great Britain)

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 (Great Britain) 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, 2021 and 2025.

Contents

Paragraph	*Page*		*Paragraph*	*Page*
1. Name	1		19. Directors	9
2. Interpretation	1		20. Powers of directors	9
3. Declaration of directors' interests	2		21. Appointment of directors	12
4. Conflicts of interest and conflicts of loyalties	2		22. Disqualification and removal of directors	13
5. Members	3		23. Disciplinary procedures for directors	13
6. Classes of Membership	4		24. Proceedings of directors	13
7. Subscriptions	5		25. Quoracy at directors' board meetings	14
8. Termination of Membership	5		26. Delegation	14
9. General Meetings	5		27. Validity of directors' decisions	15
10. Notice of General Meetings	6		28. Charity Seal or stamp	15
11. Proceedings at General Meetings	6		29. Minutes of meetings	15
12. Chairing Meetings	7		30. Accounts	15
13. Adjournment of General Meetings	7		31. Annual Reporting, Register of Charities	16
14. Voting at a General Meeting	7		32. Means of communication to be used	16
15. Written Resolutions	8		33. Notices to members	17
16. Votes of Members	8		34. Proof of a Notice	17
17. Qualification of voters	8		35. Indemnity	17
18. Nomination of Representatives	9		36. Disputes	18

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. The directors are charity trustees as defined by section 177 of the Charities Act 2011;
- ‘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) as far as they apply to the charity;
- ‘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, or its official stamp;
- ‘secretary’ means any person appointed to perform the duties of the secretary of the charity;
- ‘The United Kingdom’ means Great Britain and Northern Ireland;
- 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

(1) 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.

(2) 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.

A 'connected person' means:

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

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

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

(d) an institution which is controlled –

(i) by the director or any connected person falling within sub-clause (a), (b), or (c) above; or

(ii) by two or more persons falling within sub-clause (d) above, when taken together

(e) a body corporate in which –

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

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

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

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) The directors reserve the right to refuse membership. The directors may only refuse an application for membership if, acting reasonably and properly and subject to resolution of two-thirds of the directors, they consider it to be in the best interests of the charity to refuse the application.

(a) The directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
(b) The directors must consider any written representations the applicant may make about the decision.
(c) 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, addresses and other relevant contact information for 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.

(2) 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.

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

(4) 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.

(5) 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.

(6) All members shall enjoy the following privileges:

(a) to 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/Part-breds at Shows organised by the charity (subject to the current Showing Rules) and to receive notice of such shows

(c) to have Irish Draught Horses and Irish Draught Sport Horses/Part-breds inspected

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

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

(8) Members may not take any public action or make any unauthorised 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.

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

7. Subscriptions

(1) 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.

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

(3) 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.

8. 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 fewer 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.

(5) 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;
(d) In the meantime, the member may be suspended without prejudice pending an investigation.

9. 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 either:

(i) an audited statement to the end of the preceding financial year;

(ii) or independent examination of the accounts to the end of the preceding financial year;

(b) to elect auditors or independent examiners;

(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.

10. Notice of general meetings

(1) The minimum period of notice required to hold a general meeting of the charity is 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 90 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.

(4) Any face-to-face meeting should be held at a central location which is accessible to the large majority of the members.

(5) The notice must be given to all the members and to the directors and auditors.

(6) 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.

11. Proceedings at general meetings

(1) No business shall be transacted at any general meeting unless a quorum is present.

(2) A quorum is 30 members present in person or electronically 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) If a quorum is not present within half an hour from the time appointed for the meeting, or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the directors shall determine. The adjourned meeting may be held electronically.

(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.

12. Chairing meetings

(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.

13. Adjournment of General Meetings

(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.

14. Voting at a General Meeting

(1) Any vote at a meeting shall be decided by a show of hands or electronically, 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) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

(3) 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.

(4) 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. 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.

(5) 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.

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

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

(8) 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.

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

(10) 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.

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

15. Written resolutions

(1) 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:

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

(b) 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

(c) 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.

(d) 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.

16. 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) Former full members whose subscriptions are more than two months in arrears shall not be entitled to vote.

17. Qualification of voters

(1) 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.

18. Nomination of representative

(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.

19. 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 by the Charity Commission.

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

(4) The minimum number of elected directors shall be 12. No more than four additional directors may be directly appointed (co-opted). The total of both elected and appointed directors shall not exceed 16.

(5) Directors shall normally continue in office for a term of four years. The directors to retire by rotation shall be those who have been longest in office since their last appointment.

(6) 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.

(7) Up to four directors shall retire each year. They shall be eligible to stand for immediate re-election without further nomination.

(8) 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.

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

(5) The powers of the directors include:

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

(b) Ensuring that the charity complies with the terms of any harmonisation agreement made with the parent studbook-holding organisation;

(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) The management of registrations, transfers and inspections of Irish Draught horses in line with the parent studbook-holding organisation's rules in place at the time, including the management of DNA/genetic testing;

(e) The management of Merit Awards for Irish Draught breeding stock and any other awards available to members;

(f) the registration, transfers and inspections of Sport Horses/Part Breds including the management of DNA /genetic testing where applicable;

(g) the management of identity-only passports;

(h) the organisation and management of the Society's Annual Show;

(i) the charity's Showing Rules and conduct expected of exhibitors and judges;

(j) the procedure at general meetings and meetings of the directors as far as such procedure is not regulated by the Companies Acts or by the articles;

(k) managing the system for recruiting, assessing and overseeing judges and authorising their appointments;

(l) 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;

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

(n) 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;

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

(6) The Directors may elect officers of the charity, as follows:

(a) 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.

(b) 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.

(c) 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.

(d) The Chair and Vice Chair shall be elected or co-opted directors. They shall be elected by the directors by an annual poll, at the first meeting after 31 March.

(e) The Honorary Treasurer shall be an elected or co-opted director. They shall be elected by the directors by an annual poll, at the first meeting after 31 March.

(f) The Company Secretary, who may be the same person as the Honorary Treasurer, may be an elected or co-opted member of the directors. The Company Secretary shall be elected by the directors, by an annual poll, at the first meeting after 31 March.

(g) 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) The Officers of the Council are responsible for the management of any contract with external organisations.

(iii) Auditors or independent examiners shall be appointed and their duties regulated in accordance with sections 384 to 392 of the Companies Act.

(7) The directors may revoke the appointments of any elected or non-elected officer of the Society at any time, subject to a resolution of two thirds of the directors that it is in the best interests of the charity that their role will be revoked.

(8) Operating Rules: The directors may from time to time make such reasonable and proper rules as they may deem necessary or expedient for the proper conduct and management of the charity. These will be termed 'the operating rules'.

(9) 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

(b) the entrance fees, subscriptions and other fees or payments to be made by members;

(c) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers, through effective disciplinary procedures and other relevant policies;

(d) the management of committees or workgroups;

(e) data protection;

(f) the management of complaints, safeguarding children, young people and adults at risk;

(g) all such matters as are commonly the subject matter of company rules.

(10) The charity's directors have the power to alter, add to, or repeal the operating rules.

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

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

21. Appointment of directors

(1) The charity may by ordinary resolution appoint a person who is willing to act to be a director and may determine the rotation in which any additional directors are to retire.

(2) 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.

(3) Nominations for the directors shall be in writing. The nomination form will include the details that, if the person were to be appointed, the charity would have to file at Companies House.

(4) Nomination forms shall be signed by two members of the charity and signed by the nominee confirming his or her willingness to stand for election. They must be forwarded by surface mail or electronically to the charity's office on or before midnight on 31 January.

(5) 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.

(6) To enable the board of directors to access specific skills when required, it is not necessary for co-opted directors to be members of the Society at the time of appointment.

(7) Before applying to become a director, 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.

(8) To ensure that applicants meet the Charity Commission's criteria to be a director, all applications will be subject to a transparent, fair and diligent recruitment process.

This will include carrying out recruitment checks:

(a) An application form including employment, relevant life experience and voluntary work history;
(b) Evidence of identity, including home address;
(c) At least two written and verified professional and personal references;
(d) All new and returning candidates will be asked to undertake a Disclosure and Barring Service (DBS) check at a level appropriate to the work to be done;
(e) All new and returning candidates will have a formal interview, which may be carried out remotely.
(f) Prospective directors who meet the charity's recruitment criteria may then proceed to an election.

(9) 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.

(10) Where there are more suitable nominations than vacancies on the board of directors, there shall be a postal ballot.

(11) 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.

(12) Members of the Society will be notified of any person appointed by election or by a resolution of the other directors.

22. 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) 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).

(5) in the written opinion 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.

(6) is absent without permission from the chair from four meetings, including virtual meetings and/or joins or leaves four or more meetings part way through the proceedings, over any 12-month period, and two thirds of the directors resolve that his or her office shall be vacated.

23. Disciplinary procedure

(1) The Society will put into place a fair and transparent Disciplinary Procedure for all members.

(2) If the Society's elected officers receive credible information which gives rise to concerns about a director's conduct, they may suspend that director without prejudice pending an investigation of the circumstances.

(3) If, on investigation, any director is found to have contravened the Society's policies or otherwise conducted 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 the directors in post at the time, remove him or her from the board of directors.

(4) The director concerned must:

(a) receive a concise statement of the grounds on which their removal is sought;
(b) have all relevant documentation made available to them;
(c) have the right to state their case in writing before a final decision is made;
(d) have the right to state their case to a face-to-face or electronic meeting, at which one adult person may accompany them.

24. 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 or another officer 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, during an electronic meeting 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.

25. Quoracy at directors' board meetings

(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, or exceptional circumstances as described in (9) and (10) below.

(2) In this context, 'present' includes being present by suitable electronic means. To be deemed present, all participants must be able to communicate with all the other participants of the meeting.

(3) 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.

(4) The quorum shall be the number nearest to one-half of the minimum number of elected directors plus one, or such larger number as may be decided from time to time by the directors.

(5) 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.

(6) The President, Vice President(s) and any 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.

(7) 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.

(8) 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.

(9) Under exceptional or extreme circumstances, for example a national emergency, when it has not been possible to achieve quoracy and an urgent decision is required, directors may make a decision without a quorum present.

(10) 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. However, in an urgent situation when there is no time to call a directors' meeting, the Chair may decide on a minimum course of action to secure the situation until a meeting can be called. This action and the circumstances leading to it must be brought to the attention of the other directors at the earliest opportunity.

26. 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 which is either:

i. previously agreed with the directors
ii. or in line with the charity's expenses policy.

(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.

27. 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 27(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 27(1), the resolution would have been void, or if the director has not complied with the Articles.

28. Official Seal or Stamp

(1) The charity has an official stamp. The official stamp may only be used by the authority of the directors or the authority of a committee of directors authorised by the directors.

29. Minutes

(1) The directors must keep minutes of all:

(a) appointments of officers and non-elected officers made by the directors;
(b) proceedings at meetings of the charity;
(c) meetings of the directors and committees of directors including:
    (i) the names of the directors present at the meeting;
    (ii) the decisions made at the meetings; and
    (iii) where appropriate, the reasons for the decisions.

30. 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.

(3) The charity shall be entitled to rely on any exemption from audit available under the Companies Act 2006 and the Charities Act 2011 (or any statutory modification or re-enactment thereof) permitting the charity not to have its annual accounts audited, provided that the conditions for such exemption are satisfied.

(4) Notwithstanding the entitlement to rely on such exemption, and without prejudice the provisions s.477 of the Companies Act 2006 (or any statutory modification or re-enactment of it) the decision as to whether the charity's accounts shall be audited in respect of any financial year shall be determined by the members of the Company by ordinary resolution passed either:

(a) at a general meeting; or
(b) by way of written resolution

provided always that:

(i) such resolution must be passed during the financial year to which it relates and must be given not later than one month before the end of that financial year; and
(ii) such resolution shall be considered annually and may direct that an audit be undertaken even where an exemption would otherwise apply.

(5) Where an audit is required by law, by the Charity Commission, or by any other regulatory authority, the charity shall comply with such requirement irrespective of any resolution passed under this Article.

(6) Any resolution under this Article shall be proposed in accordance with the provisions relating to general meetings and resolutions contained in these Articles and the Companies Act 2006.

31. Annual Report and Return and Register of Charities

(1) The directors must comply with the requirements of the Charities Act 2011 and its successors with regard to the:

(a) transmission of a copy of the statements of account to the Charity 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.

32. 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 requested.

(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.

33. Notices to members

(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 written notice from the charity. They may receive notices in electronic form.

(3) 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.

34. Proof of Notice

(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.

35. 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.

36. Disputes

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

(2) 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 should first try in good faith to settle the dispute by mediation before resorting to litigation.

< ENDS >

Approved at a General Meeting of Members on 23 November 2025

Implementation date: 1 December 2025