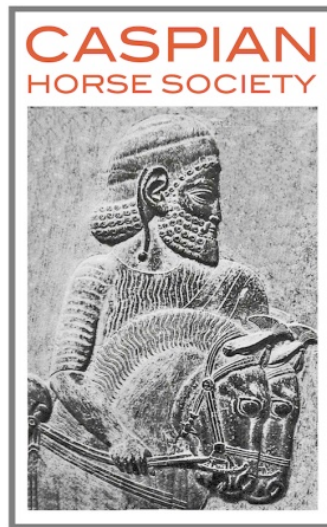


# CASPIAN HORSE SOCIETY



MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION



COMPANY LIMITED BY GUARANTEE No. 3763510  
REGISTERED CHARITY No. 1076026

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## MEMORANDUM

### 1. THE COMPANY NAME

The Company's name is Caspian Horse Society (CHS) – in this document called the charity.

### 2. THE REGISTERED OFFICE

The Charities Registered Office is to be situated in England or Wales.

### 3. CASPIAN HORSE

- 3.1 Caspian Horses and their progeny imported into the United Kingdom from Iran, or neighbouring territories and eligible for entry into the Charity's stud book as a result of documentation, proof of area of origin, veterinary examination and inspection satisfactory to the Council of the Charity
- 3.2 Produce of horses correctly and "bona fide" entered or eligible for the entry in the Charity's Stud Book, maintained by the CHS, as being pedigree descendants of such Caspian Horses described in section 3.1 subject to such rules as may be necessary to meet the objectives of the charity
- 3.3 Caspian Horses imported or originating from any country with which the Charity has entered into a reciprocal arrangement for the acceptance of entry in their respective Stud Books

### 4. CHARITY OBJECTIVES

- 4.1 To preserve and improve the standard of horses and ponies in general and of the Caspian Horse in particular, this breed being numerically small and genetically valuable, by breeding and importing Caspians and by continuing the introduction of Caspian blood into pony and horse breeding.
- 4.2 To promote and facilitate the acquisition and distribution of knowledge in all countries of the various arts and sciences connected with the use and management of horses and ponies in general, and of the Caspian horse in particular.
- 4.3 To provide or assist in the provision, for the public benefit, of facilities for the recreation or other leisure time occupation, through the use of horses and ponies, but confined to facilities provided in the interests of social welfare
- 4.4 To prevent cruelty to horses or ponies.

### 5. PURSUANCE OF OBJECTIVES

In furtherance of the objectives but not otherwise the Charity may exercise the following powers

- 5.1 Maintain a Register of Caspian Horses and Part-bred Caspians and continue the publication of volumes of the Caspian Horse Stud Book, for issue to members and to the public in the United Kingdom and Overseas, with such revisions as may be necessary from time to time
- 5.2 Organise Trials, Events, Tests, Shows or Exhibitions of horses and ponies, in particular of Caspian horses and Caspian Part-breds and raise and provide funds whether of capital or income for or towards the expenses thereof; arrange Classes and give or augment Prizes and award Certificates of Merit at such shows, or at any show approved by the Executive Council of the Charity (hereinafter referred to as "the Trustees") and appoint or recommend the appointment of Judges thereat
- 5.3 Maintain a panel of Judges and select and instruct new Judges
- 5.4 Promote and conduct training classes, discussion groups, lectures, demonstrations and veterinary classes for breeders of Caspian horses and members of the public interested in breeding and management of horses and ponies in general, and encourage the recruitment of members of the Charity
- 5.5 Investigate cases of doubtful pedigree and undertake arbitration and settlement of disputes and question relating to or connected with horses and ponies and the breeding thereof, or nominate an umpire for such purposes
- 5.6 Buy Caspian horses offered for sale if they are:
  - a. Genetically valuable and likely to be lost for breeding purposes
  - b. Apparently in danger of death or unnecessary sufferingSuch purchases are to be notified to members with the object of resale to a suitable owner
- 5.7 Establish where necessary local branches;
- 5.8 Bring together in conference representatives of voluntary bodies and individuals, and co-operate with other charitable organisations having similar objectives
- 5.9 Promote and carry out or assist in promoting and carrying out research, surveys and investigations and publish the useful results thereof
- 5.10 To co-operate with other charities, voluntary bodies and statutory authorities whether in this country or overseas operating in furtherance of the Objectives or similar charitable purposes and in particular to collect and disseminate information on all matters affecting the said objectives and to exchange information and advice with them
- 5.11 Cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise such papers, books, stud books, periodicals or other documents or films or recorded tapes (whether audio or visual or both) as shall further the objectives
- 5.12 To draw, make, accept, endorse, and issue cheques and other instruments, and to operate bank accounts in the name of the Charity
- 5.13 To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription and otherwise, provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations
- 5.14 To acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property and any rights and privileges necessary for the promotion of the objectives and construct, maintain and alter any buildings or erections necessary for the work of the Charity
- 5.15 Make regulations for any property that may be so acquired

- 5.16 Subject to such consents as may be required by law, sell, let mortgage or dispose of or turn to account all or any of the property or assets of the Charity
- 5.17 Subject to such consents as may be required by law, borrow or raise money to fulfill the objectives and accept gifts on such terms and on such security as shall be deemed to be necessary
- 5.18 Subject to clause 6 below to employ and pay any person or persons, who shall not be Members of the Executive Council of the Charity, (hereinafter referred to as "the Trustees") as are necessary for the proper pursuit of the Objectives and to make all reasonable and necessary provision for their remuneration
- 5.19 Invest the moneys of the Charity not immediately required for the objectives in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may from time to time be imposed or required by law
- 5.20 To undertake, execute, manage or assist any charitable trusts, associations or institutions formed for all or any of the Objectives
- 5.21 To pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity
- 5.22 To do all such other lawful things as are necessary for the achievement of the Objectives

## **6 THE INCOME AND PROPERTY**

The income and property of the Charity shall be applied solely towards the promotion of the Objectives 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 member of its Executive Council 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:

- 6.1 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 charity: 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 trustees in reckless disregard of whether it was a breach of trust or breach of duty or not
- 6.2 Of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity (not being a member of its Executive Council);
- 6.3 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 its Executive Council
- 6.4 Of fees, remuneration or other benefit in money or money's worth to any company of which a member of its Executive Council may also be a member holding not more than 1/100th part of the issued capital of that company;
- 6.5 Of any reasonable and proper rent for premises demised or let by any member of the Company or a member of its Executive Council;
- 6.6 To any member of its Executive Council of reasonable out-of-pocket expenses.

## **7 LIABILITY**

The liability of members is limited. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, and of costs, charges expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

## **8 WINDING UP CHARITY**

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 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 or their income and property to an extent at least as great as is 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

### INTERPRETATION

- 1.1 “the Charity” means the company intended to be regulated by these articles
- 1.2 “the Act” means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;
- 1.3 “the articles” means these Articles of Association of the Charity
- 1.4 “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;
- 1.5 Giving notice: notice will be deemed to be given if sent electronically, by email, text or in writing to the contact details furnished by the members.
- 1.6 “executed” includes any mode of execution
- 1.7 “the memorandum” means the memorandum of association of the Charity
- 1.8 “office” means the registered office of the Charity;
- 1.9 “Secretary” means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;
- 1.10 “Registrar” means the person appointed to perform the duties of the Registrar of the Charity, i.e. to do those things necessary to maintain the CHS Stud Book according to the rules determined by the Executive Council, and to provide “passports” as required for registered animals.
- 1.11 “the trustees” means the members of the Executive Council of the Charity (and “trustee” has a corresponding meaning);
- 1.12 “The Council” shall mean the Executive Council
- 1.13 “Members” shall mean those entitled to the rights, including the voting rights, of full, individual members according to the conditions set out in the following Articles and under the regulations that may be laid down from time to time by the Executive Council.
- 1.14 The trading name of the organisation shall be Caspian Horse Society (“CHS”)
- 1.15 The records maintained by the CHS shall be known as Caspian Horse Society Stud Book
- 1.16 “Kinship” shall mean a socially recognised biological relationship, extending as far as the degree of first cousins;
- 1.17 “Affinity” shall mean a relationship through marriage;
- 1.18 “Establishment” shall mean (a) a single household or (b) a stud in which two members have a financial interest.
- 1.19 “Linked Members” shall mean any members of the CHS linked as defined in the definitions 13, 14, 15, 16 and 17
- 1.20 “Caspian Horse” shall mean:
  - a. Caspian horses and their progeny imported into the United Kingdom from Iran or neighbouring territories and eligible for entry into the Charity’s Stud Book as a result of documentation (proof of area of origin), veterinary examination and inspection satisfactory to the Council of the Charity
  - b. Produce of horses correctly and “bona fide” entered or eligible for entry in the Charity’s Stud Book, maintained by the CHS, as being pedigree descendants of such Caspian horses, described in section (a) above subject to such rules as may be necessary to meet the Objects of the Charity.

- c. Caspian horses imported or originating from any country with which the Charity has entered into reciprocal arrangement for acceptance of entry in their respective Stud Books.

1.21 Words importing the masculine gender only shall include the feminine gender.

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

## **MEMBERS**

- 1 The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 64 shall be members of the Charity
- 2 The trustees, as members of the Executive Council, shall have the right
  - i. To approve or reject applications for membership and
  - ii. For good and sufficient reason to terminate the membership of any individual or organisation: Provided that the individual concerned or the individual representing such an organisation (as the case may be) shall have the right to be heard by the said Executive Council before a final decision is made.
- 3 Unless the trustees or the Charity in general meeting shall make another provision under Article 65, the trustees may in their absolute discretion permit any member of the Charity to retire, provided that after such retirement the number of members is not less than three.
- 4 Honorary memberships awarded to persons approved by the Trustees shall be non-voting and the duration of such memberships shall remain at the discretion of the Trustees. All honorary membership to be reviewed biannually.

## **GENERAL MEETINGS**

- 5 The Charity shall hold an annual general meeting each year in addition to any other meetings of that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next: Provided that so long as the Charity holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than the annual general meeting shall be called extraordinary general meetings.
- 6 The trustees may whenever they deem fit call extraordinary general meetings and if called upon by requisition signed by 25% of members, pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of requisition. Such requisition must state the object of the meeting and be signed by all the requisitioners. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Charity may call a general meeting.

## **NOTICE OF GENERAL MEETINGS**

- 7 An annual general meeting and extraordinary general meeting called for the passing of a special resolution appointing a person as a trustee shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice; but a general meeting may be called by shorter notice if it is so agreed



- 7.1. In the case of an annual general meeting, by all the members entitled to vote;
- 7.2. In the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95% of the total voting rights at meetings of all the members.
- 7.3. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
- 7.4. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## PROCEEDINGS AT GENERAL MEETINGS

- 8 No business shall be transacted at any general meeting unless a quorum is present of ten persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation quorum.
- 9 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such time and place as the trustees may determine
- 10 The chairman,
- a. Any of the trustees or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting, but if neither the chairman nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairman and if there is only one trustee present and willing to act, he shall be chairman.
  - b. If no trustee is willing to act as chairman, or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number as chairman.
- 11 The chairman may, with the consent of a meeting at which a quorum is present and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 12 Save as otherwise herein provided
- a. All business transacted at Extraordinary General Meetings shall be deemed special business as shall all business at Annual General Meetings except consideration of audited statements and the report by Council, announcement of the names of the newly elected members of the Council, and the Treasurer and Secretary, and the appointment and fixing of remuneration of the auditors.
  - b. No special business shall be transacted at a General Meeting save by Special Resolution at a meeting of which the prescribed notice has been given specifying the intention to propose such a Special Resolution
- 13 Save as otherwise herein provided,
- a. All business arising at any meeting shall be decided by a simple majority **Provided that** no such alteration shall be made which would have the effect:
    - i. of altering Article 41 or
    - ii. of causing the CHS to cease to be a Charity at law.

- b. The non-return of a proxy vote by the day preceding the annual general meeting will be construed as consent.
- c. A resolution put to the vote of a meeting shall be decided on a show of hands unless, on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded
  - i. by the chairman
  - ii. by at least two members having the right to vote at the meeting
  - iii. by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

- 14 Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.
- 15 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 16 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for the declaration of the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 17 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
- 18 A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs, not being more than thirty days after a poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 19 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

### **Votes of members**

20. Subject to Article 41 every member whose membership entitles him to vote shall have one vote.
21. Any member entitled to attend and vote at a General Meeting is entitled to appoint another person, whether a member or not, as his proxy to attend and vote instead of him, such proxy may only vote as directed by the member or abstain if given such authority by the member. An instrument appointing a proxy shall be executed in writing by the appointer and shall be in any form appropriate to the circumstances as Council may approve.
22. No member shall be entitled to vote at any general meeting unless all monies payable by him to the Charity have been paid.
23. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to be tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

24. A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

## **TRUSTEES**

25. The number of Trustees shall be not less than three or (unless otherwise determined by ordinary resolution) more than fifteen. The Trustees shall have the power to fix the maximum number of trustees in any year at a figure of less than fifteen.
26. The Trustees shall meet as an Executive Council not less than four times a year. A meeting can be conducted by electronic means or in person
27. The first trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future trustees shall be chosen by a ballot of members; the results being announced at, and the appointments effective from, the AGM. Each Member entitled to vote shall have one vote in respect of each vacancy or appointment of Trustees.
28. The method of the ballot shall be at the discretion of the chairman to ensure all those entitled to vote have the opportunity to vote.

## **POWERS OF THE TRUSTEES**

29. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution the trustees, who comprise the Executive Council, shall manage the business of the Charity, they may exercise all the powers of the Charity. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the trustees by the articles and meetings of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.
30. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely:
  - a. To expend the funds of the charity in such a manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Charity
  - b. To enter into contracts on behalf of the Charity.

## **APPOINTMENT AND RETIREMENT OF TRUSTEES**

31. At the first annual general meeting all the trustees shall retire from office, and at every subsequent annual general meeting one-third of the trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but if there is only one trustee who is subject to retirement by rotation, he shall retire. All trustees retiring by rotation are eligible to offer themselves for re-election.

32. Subject to the provisions of the Act, the trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who become or were last re-appointed trustees on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
33. If the Charity at the meeting at which a trustee retires by rotation does not fill the vacancy the retiring trustee shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the trustee is put to the meeting and lost.
34. No person other than a trustee retiring by rotation shall be appointed or re-appointed a trustee at any general meeting unless
  - a. He is recommended by the trustees;
  - b. Not less than twenty-one nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or re-appointed, be required to be included in the Charity's register of trustees together with a notice executed by that person of his willingness to be appointed or re-appointed.
  - c. Provided that no recommendation under clause (a) and (b) above shall infringe the provisions of Article 41.
35. No person may be appointed as a trustee:
  - a. Unless he has attained the age of 18 years and he is a Member of the CHS; or
  - b. In circumstances such that his candidacy would have been barred, or had he already been a trustee he would have been disqualified from acting, under the provisions of Article 41.
  - c. Unless he signs a pledge to abide by the Memorandum and Articles of Association of this Charity and its Rules and Regulations, and to recognise, as a Trustee of this Charity, an obligation to work in its interests'
36. If the numbers of those offering themselves for election or re-election shall be more than the numbers of vacancies on Council then not less than fourteen nor more than twenty-eight clear days before the date appointed for holding a general meeting, notice shall be given, to all persons who are entitled to receive notice of the meeting, of a ballot for the election of any trustee retiring by rotation and seeking reappointment, and of any person in respect of whom notice has been duly given the Charity of the intention to propose him for appointment as a trustee, secretary or treasurer. The notice shall give the particulars of that person which would, if he were so appointed or re-appointed, be required to be included in the Charity's register of trustees. The votes cast in the election for Council Members, Treasurer and Secretary are to be counted by an independent returning officer, appointed by the Council and declared at the Annual General Meeting.
37. The votes cast shall be made available at this Meeting where members present may elect two people to inspect them.
38. Subject as aforesaid, and provided that article 41 is not infringed, the Charity may by ordinary resolution appoint a person who is willing to act, to be a trustee either to fill a vacancy or as an additional trustee and may also determine the rotation in which any additional trustees are to retire.
39. The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees and provided that article 41 is not infringed. A trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the trustees who are to retire by rotation at the meeting. If not re-appointed or elected at such annual general meeting, he shall vacate office at the conclusion thereof.

40. Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be re-appointed.

## **DISQUALIFICATION AND REMOVAL OF TRUSTEES**

- 41.
- a. No two candidates linked by kinship or affinity or members of one establishment shall serve as trustees at the same time, therefore
    - i. Any number of members so linked may stand for election but only the one receiving the most votes can be elected;
    - ii. If two linked members receive equal votes the matter shall be determined by lot;
    - iii. One trustee in office disqualifies any other linked member from election.
  - b. A trustee shall cease to hold office if he
    - i. Ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 or any statutory re-enactment or modification of that provision
    - ii. Becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
    - iii. Resigns his office by notice to the Charity (but only if at least three trustees will remain in office when the notice of resignation is to take effect); or
    - iv. Is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees' resolve that his office be vacated.
    - v. Is convicted by the courts of any act entailing cruelty, or neglect or unnecessary suffering to horses or other animals;
    - vi. Is considered by a majority of at least two thirds of the full membership of the Executive Council to have acted in such a way as to bring the CHS or its Council into disrepute in ways to be determined under its code of discipline.

## **TRUSTEES' EXPENSES**

42. The trustees may be paid reasonable expenses (other than those incurred in attending meetings of trustees or general meetings) properly incurred by them in connection with the discharge of their duties, but shall otherwise receive no remuneration.

## **TRUSTEES' APPOINTMENTS**

43. Subject to the provisions of the Act and to Clause 5 of the memorandum, the trustees may appoint one or more of their number to the unremunerated office of **Managing Director**, or **Chairman**, or **Vice-Chairman**, or to any other unremunerated executive office under the Charity, including that of **Secretary** or **Treasurer**, if this should become necessary. Any such appointment may be made upon such terms as the trustees determine, provided they are consistent with these articles. Any appointment of a trustee to an executive office shall terminate if he ceases to be a trustee. A managing director and a trustee holding any other executive office shall not be subject to retirement by rotation.

44. Except to the extent permitted by clause 5 of the memorandum, no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a party.

## **PROCEEDINGS OF TRUSTEES**

45. Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
46. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one third of their number or two trustees, whichever is the greater.
47. The trustees may act notwithstanding any vacancies in their number, but if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
48. The trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which he is present. But if there is no trustee holding that office, or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chairman of the meeting.
49. The trustees may appoint one or more sub-committees consisting of three or more trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the trustees.
50. All acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards discovered there was a defect in the appointment of any trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.
51. A resolution signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees or as the case may be a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.
52. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by at least two trustees.

## **SECRETARY AND REGISTRAR**

53. Subject to the provisions of the Act, the secretary shall be appointed by the trustees for such term, at such remuneration (if not a trustee) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them. Any trustee appointed as secretary shall not be subject to retirement by rotation
54. A registrar shall be appointed by the trustees for such term, at such remuneration (if not a trustee) and upon such conditions as they may think fit; and any registrar so appointed may be removed by them, or if a motion to this effect is carried at an Annual General

Meeting. The Registrar who is not a trustee shall attend relevant Trustees' meetings but shall not have a vote. If the registrar is not a trustee he shall not be subject to the restrictions of Article 41 (1).

## **MINUTES**

55. The trustees shall keep Minutes. These will be held digitally by the secretary unless decided otherwise by the trustees
- a. of all appointments of officers made by the trustees; and
  - b. of all proceedings at meetings of the Charity and of the trustees and of committees of trustees including the names of the trustees present at each meeting.

## **ACCOUNTS**

56. Accounts shall be prepared in accordance with the requirements of Companies House and the Charity Commission

## **ANNUAL REPORT**

57. The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

## **ANNUAL RETURN**

58. The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

## **NOTICES**

59. Any notice to be given to or by any person pursuant to the articles shall be delivered electronically. Notices can be delivered in writing if deemed necessary.
60. A notice calling a meeting of the trustees need not be in writing.
61. The charity may give any notice to a member either personally, electronically or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address.
62. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purpose for which it was called.
63. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted

## **INDEMNITY**

64. Subject to the provisions of the Act every trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity. No trustee, member or servant shall be liable for any loss, damage or misfortune which may

happen or be incurred by CHS in the bona fide execution of the duties of the office thereof or in relation thereto, and the CHS may purchase and maintain insurance against liability relating to CHS in respect of negligence, default, breach of duty and breach of trust attaching to any officer or auditor of CHS for the time being provided always that the trustees shall state the existence of any such insurance in their report for each financial year.

## **RULES**

65. The trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
- a. The admission and classification of members of the Charity and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated 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 servants;
  - 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 trustees and committees of the trustees in so far as such procedure is not regulated by the articles;
  - e. Generally all such matters as are commonly the subject matter of company rules.