

Company No: 1017832

THE COMPANIES ACTS 1985 TO 2006

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

ARTICLES OF ASSOCIATION

of

THE WELSH PONY AND COB SOCIETY

1) INTERPRETATION

a) In these Articles:

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

“Act”	means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being.
“Address”	means the postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Charity;
“Animal”	shall have the same meaning as is contained in the Animal Welfare Act 2006;
“Articles”	means these articles of association;
“Charity”	means the Welsh Pony and Cob Society;
“Clear Days”	in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
“Commission”	means the Charity Commissioners, for England and Wales;
“Council”	means the council of the Charity constituted pursuant to these Articles;

“Member”	means a member for the time being of the Charity;
“Memorandum”	means the memorandum of association of the Charity;
“Officers”	includes the Trustees and the Secretary;
“President”	means the president of the Charity;
“President-Elect”	means the president - elect of the Charity;
“Seal”	means the common seal of the Charity;
“Secretary”	means the secretary of the Charity;
“Trustees”	means the councillors of the Charity. The Trustees are charity trustees as defined by the Charities Act 1993 Section 97;
“United Kingdom”	means Great Britain and Northern Ireland.

- ii) words importing one gender shall include all genders, and the singular includes the plural and vice versa.
- b) Unless the context otherwise requires words or expressions contained in these Articles have the same meaning as in the Act but excluding any statutory modification not in force when this constitution becomes binding on the Charity.
- c) Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

2) MEMBERS

- a) Membership is open to individuals or organisations who:
 - i) apply to the Charity in the form required by the Council; and
 - ii) are approved by the Council who shall have an absolute discretion to determine the application and shall not be liable to give any reason for the admission or rejection of any applicant.
- b) No unincorporated association may become a Member.
- c) Without prejudice to the provisions of article 2(b) above, the Council may resolve to allow universities or other similar establishments to become Members provided that an application is received in accordance with article 2(a).
- d) Membership is personal and is not transferable to anyone else.

- e) The Council must keep a register of names and addresses of the Members.
- f) The annual and any other subscription fees payable by the Members shall be such as the Council may from time to time determine provided that no alteration by way of increase of the rate of subscription fee shall be effective unless confirmed by an ordinary resolution passed at a general meeting of the Charity. No such resolution shall operate adversely to affect any right or privilege during the currency of the period in respect of which such subscription was paid nor any right or privilege conferred on a Member by virtue of the payment of a single donation or sum during the period (whether the life of the Member or a shorter period) for which such payment entitled him thereto.

3) CLASSES OF MEMBERSHIP

- a) The Council may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of Members.
- b) The Council may not directly or indirectly alter the rights or obligations attached to a class of membership.
- c) The rights attached to a class of membership may only be varied if:
 - i) three-quarters of the Members of that class consent in writing to the variation; or
 - ii) a special resolution is passed at a separate general meeting of the Members of that class agreeing to the variation.
- d) The provisions in these articles about general meetings shall apply to any meetings relating to the variation of the rights of any class of Members.

4) TERMINATION OF MEMBERSHIP

- a) Membership is terminated if:
 - i) the Member dies or, if it is an organisation, ceases to exist;
 - ii) the Member resigns by written notice addressed to the Secretary;
 - iii) any sum due from the Member to the Charity is not paid in full within two months of it falling due unless the Council agree otherwise;
 - iv) the Member is removed from membership by a resolution of the Council that it is in the best interests of the Charity that his membership is terminated. A resolution to remove a Member from membership may only be passed if:
 - 1) the Member has been given at least 21 days' notice in writing of the meeting of the Council at which the resolution will be proposed and the reasons why it is to be proposed; and

- 2) the Member 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.
- b) Notwithstanding the foregoing, if it is established to the satisfaction of the Council upon receipt of a certified memorandum of conviction that a Member has been convicted before a court of law of any offence of cruelty toward an Animal, then that Member shall be expelled or suspended from Membership of the Charity forthwith, reprimanded or cautioned and the Charity shall not be required to adopt the procedure set out in article 4a(iv) above.
- c) If any Member whose conduct is in question is also a Trustee and is either expelled or suspended from the privileges of membership of the Charity, such Member ipso facto ceases to be a Trustee. If such Member is cautioned or reprimanded the Council may at their discretion remove or suspend such a Trustee from the Council.

5) PATRON

The Council may invite to become patron of the Charity any royal or other distinguished personage who may be pleased to honour the Charity by their patronage. The office of patron shall not of itself constitute the holder a Member unless he shall have signified his pleasure to become a Member.

6) GENERAL MEETINGS

- a) An annual general meeting must be held in each year and not more than 15 months may elapse between successive annual general meetings.
- b) All general meetings other than annual general meetings shall be called extraordinary general meetings.
- c) The Council may call an extraordinary general meeting at any time.
- d) The Council shall convene an extraordinary general meeting on the requisition (which may consist of several documents in like form) of at least 5% of the Members of the Charity provided such requisition states the object of such a meeting and is signed by the requisitioners and deposited with the Secretary at the registered office of the Charity. If the Council does not within 21 days of the date of the deposit of a valid requisition proceed to call a meeting, the requisitioners may themselves convene the meeting.
- e) The Council shall convene an extraordinary general meeting on the written request of the President and five Trustees.
- f) All general meetings of the Charity shall be held in Wales or at another location within the UK at the discretion of the President.

7) NOTICE OF GENERAL MEETINGS

- a) The minimum period of notice required to hold a general meeting of the Charity is 14 clear days.

- b) Any notice of a general meeting must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- c) The notice shall be given to all the Members and to the Trustees and to any other person entitled to receive a copy under the Act.
- d) The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, and person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at that meeting.

8) PROCEEDINGS AT GENERAL MEETINGS

- a) No business shall be transacted at any general meeting unless a quorum is present.
- b) A quorum is 50 Members entitled to vote upon the business to be conducted at the meeting.
- c) The authorised representative of a Member organisation shall be counted in the quorum.
- d) If:
 - i) a quorum is not present within half an hour from the time appointed for the meeting; or
 - ii) during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Trustees may determine.
- g) The Council must reconvene a meeting adjourned pursuant to article 8(d) and must give at least 7 clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- h) 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.
- i) General meetings shall be chaired by the President.
- j) If the President is not present within fifteen minutes of the time appointed for holding the meeting or shall be unwilling to preside then the President-Elect shall preside but in the absence or unwillingness to preside of both the President and President-Elect, the Chairman shall preside unless the Chairman is unwilling to act or is not present in which case the Members present shall choose a Trustee to preside but if there is no Trustee present or if all Trustees present decline to take the chair, then the Members shall choose any Member of the Charity who shall be present to preside.
- k) The Members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- l) Where a meeting is adjourned pursuant to article 8(i), 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.

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

9) VOTING AT GENERAL MEETINGS

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

10) VOTES OF MEMBERS

- a) Subject to article 3 and article 9(h) , every Member, whether an individual or an organisation shall have one vote.
- b) Any objection to the qualification of any voter must be raised at the meeting at which the vote objected to is tendered and the decision of the person who is chairing the meeting shall be final.
- c) Any organisation that is a Member of the Charity may nominate any person to act as its representative at any meeting of the Charity.
- d) The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at

any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity.

- e) Any notice given to the Charity will be conclusive evidence that the nominee 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 nominee has been properly appointed by the organisation.

11) COUNCIL AND TRUSTEES

- a) The affairs of the Charity shall be managed by a Council.
- b) Unless otherwise determined by the Charity in general meeting, the Council shall consist of 27 elected Trustees, reducing to 21 from the 2008 annual general meeting and 15 from the 2009 annual general meeting of the Charity.
- c) A Trustee must be a natural person aged 21 years older and have been a member of the Charity for at least 7 years prior to appointment as a Trustee.
- d) No one may be appointed a Trustee if:-
 - i) he would be disqualified from acting under the provisions of these Articles; or
 - ii) he is not also a Member.
- e) At the first meeting of the Council subsequent to the annual general meeting of Members in each year, the Council shall elect a Chairman and Vice-Chairman. The Chairman and Vice-chairman respectively of the Council as previously constituted shall continue in office until the ensuing annual general meeting of the Charity. .
- f) No person may hold the position of Chairman or Vice-Chairman for more than 5 years in total provided that time served as Chairman and Vice-Chairman shall be treated separately so that time served as Chairman shall not count towards entitlement to serve as Vice-Chairman and vice versa.
- g) If and whenever the Chairman or Vice-Chairman vacates office before the expiration of his term of office, the Council shall appoint a Trustee to be Chairman or Vice-Chairman (as the case may be) for the remainder of the term for which his predecessor would but for his death or vacation of office have held the office and any such Chairman or Vice-Chairman shall be eligible for re-election.
- h) A Trustee may not appoint an alternate Trustee to act on his or her behalf at meetings of the Trustees.
- i) The Council may from time to time co-opt such persons as it may think fit whether or not being members of the Charity to be co-opted to the Council with or without the right to vote for such respective periods as the Council may think fit, but so that not more than 4 such co-opted members may be in place at any one time. Any co-opted members of Council may at any time be removed from office by resolution of the Council and shall not be deemed to be a Trustee for the purpose of these Articles.

12) PRESIDENT

At the Council meeting held before the annual general meeting in each year or at such other time and by such procedure as the Council shall decide, the Council shall nominate two members of the Charity to be President and President –Elect respectively of the Charity for the ensuing year. No Trustee may be nominated as President or President-Elect.

13) POWERS OF TRUSTEES

- a) The Council shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Act, the Memorandum, these Articles or any special resolution.
- b) No alteration of the Memorandum or these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Council.
- c) Any meeting of the Council at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Council.

14) RETIREMENT OF TRUSTEES

- a) In order to provide for the rotation of the Council at the Annual General Meeting in every year those who have been in office for three years since their last election or appointment shall retire. At the Annual General Meeting in every year the Charity shall fill such vacancies arising from retirement by election. Persons so elected shall hold office until the third Annual General Meeting after their election when they shall retire. No person who has served a total of two consecutive terms as a Trustee shall be eligible to be elected for a further term as a Trustee until at least three years have passed since he was last a Trustee.
- b) If a Trustee is required to retire at an annual general meeting by a provision of these Articles the retirement shall take effect upon the conclusion of the meeting.
- c) For the avoidance of doubt, any Trustee who resigns or is otherwise removed as a Trustee during a term shall be deemed for the purpose of this article to have served a full term. Any person who is appointed as a Trustee in place of a retiring or removed Trustee shall also be deemed to have served a full term, notwithstanding that the unexpired part of that term is less than three years.

15) APPOINTMENT OF TRUSTEES

- a) The Charity may by ordinary resolution:
 - i) appoint a person who is willing to act to be a Trustee; and
 - ii) subject to Article 14, determine the rotation in which any additional Trustees are to retire.
- b) No person other than a Trustee retiring by rotation may be appointed a Trustee at any general meeting unless:
 - i) not less than 21 nor more than 42 clear days before the date of the meeting, the Charity is given a notice that:
 - 1) is signed by a Member entitled to vote at the meeting;

- 2) states the Member's intention to propose the appointment of a person as a Trustee;
 - 3) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House; and
 - 4) is signed by the person who is to be proposed to show his willingness to be appointed.
- c) 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 Trustee other than a Trustee who is to retire by rotation.
- d) If and whenever a Trustee dies or vacates office before the expiration of his term of office the Council shall appoint the Member of the Charity (if willing to serve) who received the largest number of votes in the last election to the Council of those not then elected or subsequently appointed to the Council and he shall serve on the Council for the remainder of term of office of the Member for whom he substitutes. The like procedure shall be observed as often as occasion may require and in default of candidates the Council may appoint any Member of the Charity who has signified in writing he is willing to be a Trustee to fill such vacancy and any such Member so elected shall likewise hold office until the annual general meeting at which the elected Trustee whose place he filled would have retired but subject to article 14 he shall be eligible for re-election.
- e) The appointment of a Trustee, whether by the Charity in general meeting or by the other Trustees, must not cause the number of Trustees to exceed any number fixed as the maximum number of Trustees.

16) DISQUALIFICATION AND REMOVAL OF TRUSTEES

- a) A Trustee shall cease to hold office if he or she:
- i) ceases to be a Trustee by virtue of any provision in the Act or is prohibited by law from being a director;
 - ii) is disqualified from acting as a trustee by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - iii) ceases to be a Member of the Charity;
 - iv) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - v) resigns as a Trustee by notice to the Charity;
 - vi) is absent without the permission of the Council from all their meetings held within a period of six months and the Council resolve that his office be vacated; or
 - vii) is convicted before a court of law of an offence of cruelty towards an Animal.

17) PROCEEDINGS OF TRUSTEES

- a) The Council may regulate their proceedings as they think fit, subject to the provisions of the Articles.
 - b) Questions arising at a meeting shall be decided by a majority of votes.
 - c) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
 - d) No decision may be made by a meeting of the Council unless a quorum is present at the time the decision is purported to be made.
 - e) The quorum shall be six or such larger number as may be decided from time to time by the Council.
 - f) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
 - g) If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
 - h) The person appointed to chair meetings of the Council shall have no functions or powers except those conferred by these Articles or delegated to him by the Council.
 - i) A Trustee must absent himself from any discussions of the Trustees in which it is possible that a conflict of interest will arise between his duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).
 - j) Subject to Article 17(k), all acts done by a meeting of Council, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:
 - i) who was disqualified from holding office;
 - ii) who had previously retired or who had been obliged by the Articles or Memorandum to vacate office;
 - iii) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise,
- if without:
- iv) the vote of that Trustee; and
 - v) that Trustee being counted in the quorum,
- the decision has been made by a majority of the Council at a quorate meeting.
- k) Article 17(j) does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Council or of a committee of Trustees if, but for Article 17(j), the resolution would have been void, or if the Trustee has not complied with Article 17(i).

18) WRITTEN RESOLUTIONS OF TRUSTEES

- a) A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Council or of a committee of Council and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Council or (as the case may be) a committee of Council duly convened and held.
- b) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.

19) DELEGATION

- a) The Council may delegate any of their powers or functions to a committee of two or more Trustees but the terms of any delegation must be recorded in the minute book.
- b) The Council may impose conditions when delegating, including the conditions that:
 - i) the relevant powers are to be exercised exclusively by the committee to whom they delegate; and
 - ii) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Council.
- c) The Council may revoke or alter a delegation.
- d) All acts and proceedings of any committees must be fully and promptly reported to the Council.

20) THE SEAL

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

21) MINUTES

- a) The Trustees must keep minutes of all:
 - i) appointments of officers made by the Council;
 - ii) proceedings at meetings of the Charity; and
 - iii) meetings of the Council and committees of Council including:
 - 1) the names of the Trustees present at the meeting;
 - 2) the decisions made at the meetings; and

- 3) where appropriate, the reasons for the decisions.

22) ACCOUNTS

- a) The Council must prepare for each financial year accounts as required by Section 226 (or, if applicable, Section 227) of the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable statements of recommended practice.
- b) The Council must keep accounting records as required by Sections 221 and 222 of the Act.

23) ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

- a) The Council must comply with the requirements of the Charities Act 1993 with regard to:
 - i) the transmission of the statements of account to the Charity;
 - ii) the preparation of an annual report and its transmission to the Commission;
and
 - iii) the preparation of an annual return and its transmission to the Commission.
- b) The Council must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

24) NOTICES

- a) Any notice to be given to or by any person pursuant to the Articles:
 - i) must be in writing; or
 - ii) must be given using electronic communications.
- b) The Charity may give any notice to a Member either:
 - iii) personally;
 - iv) by sending it by post in a prepaid envelope addressed to the Member at his or her address;
 - v) by leaving it at the address of the Member; or
 - vi) by giving it using electronic communications to the Member's address.
- c) A Member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- d) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

- e) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- f) A notice shall be deemed to be given:
 - i) 48 hours after the envelope containing it was posted; or
 - ii) in the case of an electronic communication, 48 hours after it was sent.

25) INDEMNITY

The Charity shall indemnify every Trustees or other officer or auditor 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 favour of the Trustee or in which the Trustee is acquitted or in connection with any application in which relief is granted to the Trustee by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

26) RULES

- a) The Council may from time to time make such reasonable and proper rules or by laws as they may deem necessary or expedient for the proper conduct and management of the Charity.
- b) The by laws may regulate the following matters but are not restricted to them:
 - i) the admission of Members of the Charity (including the admission of organisations to Membership) and the rights and privileges of such Members, and the entrance fees, subscriptions and other fees or payments to be made by Members;
 - ii) the conduct of Members of the Charity in relation to one another, and to the Charity's employees and volunteers;
 - iii) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - iv) the procedure at general meetings and meetings of the Council in so far as such procedure is not regulated by the Act or by these Articles; and
 - v) generally, all such matters as are commonly the subject matter of company rules.
- c) The Council must adopt such means as they think sufficient to bring the rules and by laws to the notice of Members of the Charity.
- d) The rules or by laws shall be binding on all Members of the Charity. No rule or by law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.