

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
of
THE EXMOOR PONY SOCIETY
(company number 03002781)

(Adopted by special resolution passed on 2nd May 2018)

Part 1 Part 1 is included in compliance with section 18(3) of the Companies Act 2006

1. The Company's name is The Exmoor Pony Society (and in this document it is called "the Charity")
2. The Charity's registered office is to be situated in England and Wales.
3. The Charity's objects ("the Objects") are to promote Registered Exmoor Ponies and to encourage and maintain the standard of ponies used for breeding.
4. In furtherance of the Objects but not otherwise the Charity may exercise the following powers:-
 - (a) to form and publish a Stud Book for the registration of Exmoor Ponies which shall be called "THE EXMOOR PONY STUD BOOK";
 - (b) to institute and encourage shows, sales, instructional courses and competitions, both new and existing for the promotion of Registered Exmoor Ponies;
 - (c) to publish and or otherwise disseminate information on all matters concerning Registered Exmoor Ponies;
 - (d) to act in an advisory capacity in reported cases of ill treatment of Registered Exmoor Ponies;
 - (e) to investigate, adjudicate or otherwise determine or settle cases of the doubtful or suspect registration of Registered Exmoor Ponies;
 - (f) to consider and promote or oppose legislation affecting the furtherance of the Objects or any of them;

(g) to draw, make accept endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Charity;

(h) to raise funds and to invite and receive contributions: provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;

(i) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;

(j) subject to clause 5 below to employ such staff, who shall not be trustees of the Charity (hereinafter referred to as "the trustees"), as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and dependants;

(k) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;

(l) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;

(m) 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;

(n) to do all such other lawful things as are necessary for the achievement of the Objects.

5. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity and no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity: provided that nothing in this document shall prevent any payment in good faith by the Charity;

(1) of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf; provided that at no time shall a majority of trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;

(2) of reasonable and proper remuneration for services rendered to the Charity by any member, officer or servant of the Charity who is not a trustee;

(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 the trustees;

(4) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100 part of the issued capital of that company;

(5) of premiums in respect of all (but not some) ponies in a particular category to any trustees, members, officers or servants of the Charity,

(6) of prizes or premiums in respect of some (but not all) ponies in a particular category to any trustees, members, officers or servants of the Charity provided that in the event of an award of any such prizes or premiums to a trustee in respect of his or her pony that trustee shall not have been a judge in respect of the selection of his or her pony to receive such prize or premium.

(7) of reasonable and proper rent for premises demised or let by a member of the Charity or a trustee;

(8) to any trustee of reasonable out-of-pocket expenses.

6. The liability of the members is limited.
7. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £1) 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, for payment of the Charity's debts and liabilities contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
8. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its income and property to an extent at least as great as it imposed on the Charity by Clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

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Part 2

INTERPRETATION 1. In these articles:

"the Charity" means the company intended to be regulated by these articles;

"the Act" means the Companies Act of 2006 including any statutory modification or re-enactment thereof for the time being in force;

"the Articles" means these Articles of Association of the Charity;

"clear days" in relation to the period of notice means the period excluding the day when the notice was given or deemed to be given and the day for which it is given or on which it is to take effect;

"Committee" means the Committee of Management for the time being of the Charity;

"executed" includes any mode of execution;

"office" means the Registered Office of the Charity;

"the seal" means the common seal of the Charity if it has one;

"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;

"the trustees" means the members of the Committee being the trustees of the Charity for the purposes of the Act (and "trustee" has a corresponding meaning);

"the United Kingdom" means Great Britain and Northern Ireland and 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

- 2.1 The subscribers to the memorandum and such other persons as are admitted to membership by the Committee in accordance with these Articles shall be members of the Charity. Any person who is committed to the objects of the Charity shall be eligible for membership.
- 2.2 Any eligible person who pays to the Charity the subscription referred to in Article 3 shall, subject to completing an application in the form required by Article 2.3, be a member for that year.
- 2.3 Applications for membership shall be in writing in such form as may be required by the Committee but must include an undertaking to be bound by the Articles of Association of the Company and the Rules. The Committee shall have the right for good and sufficient reason, and subject to a two thirds majority of the Committee, to terminate the membership of any member provided that the member concerned shall have a right to be heard before any final decision is made.
- 2.4 Members of the Charity shall be:-
- (a) Full Members, or
 - (b) Life Members, or
 - (c) Family Members, or
 - (d) Associate Members, or
 - (e) Student members, or
 - (f) Junior Members, or
 - (g) Honorary Life Members

Associate Membership shall be granted to such persons and for such periods as the Committee may from time to time determine. Associate Members shall not be eligible to become a trustee of the Charity nor to vote at any General Meeting of the Charity nor receive any premiums that may be awarded.

Student Members who must be at least 18 years old and in full time education, are eligible to become a Trustee, receive premiums and vote at any General Meeting.

Honorary Life Members may be elected by the Members in General Meeting upon the recommendation of the Committee.

Junior Members shall include all Members under the age of 18 years on the 1st January in the relevant year and shall not be eligible to become a Trustee of the Charity nor to vote at any General Meeting of the Charity.

SUBSCRIPTIONS

3.1 The rights, privileges and rates of subscription payable by the Members of the Charity shall be as determined by the Committee provided that such rates of

subscription so determined shall not be effective unless and until confirmed by the Members in General Meeting.

3.2 The Life Membership subscription or the first annual subscription shall be due on or before acceptance of membership of the Charity and shall be for the then current year of membership. Thereafter all annual subscriptions payable by a member shall be due on or before 1st January. The subscription for members joining after 1st October in any year shall include the subscription for the following year.

3.3 Honorary Life Members shall not be required to pay any subscriptions.

3.4 The membership of any member who has not paid their annual subscription by 31st March shall lapse at the discretion of the Board.

GENERAL MEETINGS

4. The Charity shall hold an annual general meeting each year in addition to any other meetings in 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 incorporation or in the following year. The annual general meeting shall be held at such times and places in Great Britain as the Committee shall appoint. Without creating an obligation on the part of the Committee it is the intention that the annual general meeting shall be held on the first Wednesday in May of each year or the nearest practicable date thereto.

5. General meetings may be called by the Secretary on the requisition, in writing, of the President, the Chairman of the Committee, the Committee or any ten members of the Charity eligible to vote at general meetings.

NOTICES OF GENERAL MEETINGS

6. An annual general meeting and any other general meeting shall be called by at least twenty-one clear days' notice but a general meeting may be called by shorter notice if so agreed:

(1) in the case of an annual general meeting, by all the members entitled to attend and vote; and

(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 per cent of the total voting rights at the meeting of all the members.

7. 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:

(a) an annual general meeting, shall specify the meeting as such and include the draft accounts of the Charity.

(b) any other general meeting, shall include the names of the member or members requisitioning the meeting. At such a meeting only business notified in the notice may be discussed.

The notice shall be given to all the members and to the trustees and auditors.

8. 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

9. No business shall be transacted at any meeting unless a quorum is present. Twenty five members entitled to vote upon the business to be transacted, each being a member or one twentieth of the total number of such persons for the time being, whichever is the greater, including five trustees, shall constitute a quorum.
10. 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, if convened on the requisition of members, as per Article 5, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such time and place that the trustees may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
11. The President of the Charity shall preside as chairman at every General Meeting of the Charity, but if there be no such President, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, then the President-Elect shall preside, but if he shall not be present or being present shall decline to take the chair then the members present shall choose some member of the Committee, or if no such member is present, or if the members of the Committee present decline to take the chair they shall choose some member of the Charity who shall be present to preside.
12. 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 the 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 nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

13. Any decision shall be taken by way of the requisite majority of votes cast at the meeting including proxy and postal votes. A resolution put to the vote at a general meeting shall be decided on a show of hands unless before, or 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:
 - (1) by the chairman; or
 - (2) by at least five members having the right to vote at the meeting.
 - (3) by a member or members representing not less than one-tenth of the total voting rights of all 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 and 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 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. 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.
17. 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 declaring 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.
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 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 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 16, every member shall have one vote (save that in the case of Family Members, any but only one, member included in any single Family Membership, shall have the right to vote) except for Associate Members and Junior Members.
21. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid.
22. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is 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.
23. Any organisation which is a member of the Charity may by resolution of its Council or other governing body authorise such a person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity.
24. A vote given or a 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 the determination was received by the Charity at the office before 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.

POSTAL VOTING

25.
 - (a) The Charity may, if the trustees so decide, allow the members to vote by post or email to make a decision on any matter that is being decided at a general meeting of the members.
 - (b) The trustees must appoint at least two persons independent of the Charity to serve as scrutineers to supervise the conduct of the postal/email ballot and the counting of votes.

(c) If postal and/or email voting is to be allowed on a matter, the Charity must send to members of the Charity not less than 21 days before the deadline for receipt of votes cast in this way:

- (i) a notice by email, if the member has agreed to receive notices in this way, including an explanation of the purpose of the vote and the voting procedure to be followed by the member, and a voting form capable of being returned by email or post to the Charity, containing details of the resolution being put to a vote, or of the candidates for election, as applicable.
- (ii) a notice by post to all other members, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the member; and a postal voting form containing details of the resolution being put to a vote, or of the candidates for election, as applicable.

(d) The voting procedure must require all forms returned by post to be in an envelope with the membership number, name and signature but nothing else, on the outside, inside another envelope addressed to "The Scrutineers for The Exmoor Pony Society" at the Charity's principal office or such other postal address as is specified in the voting procedure.

(e) The voting procedure for votes cast by email must require the member's name to be at the top of the email, and the email must be authenticated in the manner specified in the voting procedure.

(f) Email votes must be returned to an email address used only for this purpose and must be accessed only by a scrutineer.

(g) The voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.

(h) The scrutineers must make a list of names of members casting valid votes, and a separate list of members casting votes which were invalid. These lists must be provided to a trustee or other person overseeing admission to, and voting at, the general meeting. A member who has cast a valid postal or email vote must not vote at the meeting, and must not be counted in the quorum for any part of the meeting on which he, she or it has already cast a valid vote. A member who has cast an invalid vote by post or email is allowed to vote at the meeting and counts towards the quorum.

(i) For postal votes, the scrutineers must retain the internal envelopes (with the member's name and signature). For email votes, the scrutineers must cut off and retain any part of the email that includes the member's name. In each case, a scrutineer must record on this evidence of the member's name that the vote has

been counted, or if the vote has been declared invalid, the reason for such declaration.

(j) Votes cast by post or email must be counted by all the scrutineers before the meeting at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received by post and email and the number of votes received which were invalid.

(k) The scrutineers must not disclose the result of the postal/email ballot until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only at this point shall the scrutineers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.

(l) Following the final declaration of the result of the vote, the scrutineers must provide to a trustee or other authorised person bundles containing the evidence of members submitting valid postal votes; evidence of members submitting valid email votes; evidence of invalid votes; the valid votes; and the invalid votes.

(m) Any dispute about the conduct of a postal or email ballot must be referred initially to a panel set up by the trustees, to consist of two trustees and two persons independent of the Charity. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Services.

PRESIDENT & PRESIDENT ELECT

26. At the Annual General Meeting in each year the Charity shall appoint two members of the Charity (whether or not already being members of the Committee) to be President and President-Elect from the conclusion of that meeting until the conclusion of the next following Annual General Meeting. If any President so elected shall die or otherwise vacate office before expiration of his or her term of office the President-Elect shall automatically become President for the remainder of such term. Associate Members and Junior Members shall not be eligible to become President or President-Elect. The President and the President Elect shall be eligible for re-election.
27. The President shall be a member of the Committee ex officio.
28. The President and President-Elect shall be entitled to delegate the function of presiding as chairman of any general meeting to the Chairman of the Committee or to any other member of the Committee. Such delegation shall be exercised in writing.
29. No person shall be appointed to the office of President or President-Elect unless not less than three nor more than thirty five clear days before the date appointed for

the annual general meeting notice has been given to the Charity of the intention to propose that person for appointment together with a notice executed by that person of his willingness to be appointed.

COMMITTEE

30. The number of trustees shall not be less than three but shall not be more than nineteen.

POWERS OF COMMITTEE

31. Subject to the provisions of the Act and the Articles and to any directions given by special resolution made in General Meeting, the business of the Charity shall be managed by the Committee who may exercise all the powers of the Charity. No alterations of 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 a meeting of trustees at which a quorum is present may execute all the powers exercisable by the trustees.

32. In addition to all the 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;

(1) 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;

(2) to enter into contracts on behalf of the Charity.

APPOINTMENT AND RETIREMENT OF TRUSTEES

33. At every Annual General Meeting one-quarter of the trustees who are subject to retirement by rotation or, if their number is not four or a multiple of four, the number nearest to one quarter shall retire from office.

34. No person other than a Member of the Charity shall be appointed or re-appointed as a trustee, save that Associate Members and Junior Members may not be appointed.

35. Appointment of trustees shall be by way of secret postal vote as follows:-

(1) not less than thirty-five clear days before the date appointed for the Annual General Meeting, nominations executed by two members qualified to vote at the meeting (the proposer and the seconder respectively) must be given to the

Secretary of the Charity of the intention to propose a person for appointment stating the particulars which would, if he/she were so 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.

(2) no canvassing shall be permitted.

(3) nomination forms shall be posted following request to the Secretary and evidence of posting shall be proof of delivery.

(4) the proposer shall have responsibility for ensuring that the nomination is given to the Secretary not less than the period of thirty-five days referred to in (1) above.

(5) ballot papers listing all validly nominated candidates shall be posted to all paid up members at their addresses set out in the register of members not less than twenty one clear days before the date appointed for the Annual General Meeting and for this purpose evidence of posting shall be treated as proof of delivery.

(6) completed ballot papers shall be returned to the scrutineer appointed by the Committee in a sealed envelope marked "Election of Committee" to reach the scrutineer not less than seven days before the date appointed for the Annual General Meeting and it is the responsibility of members to ensure delivery.

(7) only correctly completed ballot papers shall be valid and no other form of vote will be accepted.

(8) the validity of any ballot paper shall be determined by the scrutineer.

(9) (a) the result of the ballot shall be announced at the Annual General Meeting and in the event that the President elected at the Annual General Meeting shall have been elected to the Committee then he/she shall stand down from the Committee during his/her term of office of President.

(b) In the event of a tie in the number of votes cast for two or more nominated committee members, then there shall be a secret ballot conducted of those members present at the Annual General Meeting. The result of such secret ballot shall determine which of the nominated member(s) are duly elected to the committee

(10) The member or members not elected to the Committee with the next highest number of votes shall be elected to the Committee to fill any vacancy so caused, or casual vacancy to serve one, two or three years.

36. No person may be appointed as a trustee:-

(1) unless he has attained the age of 18 years; or

(2) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 39.

37. Subject as aforesaid, the Committee may by ordinary resolution appoint a person who is willing to act as a trustee to fill a vacancy. 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 due to retire at the meeting. If not reappointed at such annual general meeting, he or she shall vacate office at the conclusion thereof.

38. The Committee shall have power to co-opt up to three additional trustees provided that the appointment does not cause the number of trustees to exceed the number fixed by or in accordance with the Articles as the maximum number of trustees. Such trustees shall hold office only till the next following Annual General Meeting and shall not thereafter be eligible for further co-option for a period of twelve months.

39. Subject as aforesaid, a trustee who retires at an Annual General Meeting is eligible for re-election for a further term and may not then be re-elected for the period of a year (which for this purpose shall mean the period between two consecutive annual general meetings).

DISQUALIFICATION AND REMOVAL OF TRUSTEES

40. A trustee shall cease to hold office if he:-

(1) 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 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision); or

(2) becomes incapable by reason of mental disorder, illness or injury of managing his own affairs; or

(3) 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).

(4) is absent without good reason from attending the meetings of the Committee on two consecutive occasions and the trustees resolve that his or her office be vacated.

TRUSTEE'S EXPENSES

41. The Trustees may be paid all reasonable expenses properly incurred in connection with the discharge of their duties and previously authorised by the Committee, but shall otherwise be paid no remuneration.

TRUSTEE'S APPOINTMENTS

42. Except to the extent permitted by clause 5 of Part 1 of the Articles 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

43. Subject to the provisions of the Articles, the trustees may regulate their proceedings as they think fit. The Chairman of the Committee may, and the Secretary at the request of not less than four Trustees shall, call a meeting of the Committee. 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 equality of votes the chairman of the meeting shall have a second or casting vote. A meeting of the Committee may be held by suitable electronic means agreed by the trustees which each participant may communicate with all the other participants.
44. The quorum for the transaction of business of the Committee shall not be less than six trustees.
45. The Committee 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.
46. The Committee may appoint one of their number to be the Chairman and Vice-Chairman of their meetings and may at any time remove either from their office. Unless he is unwilling to do so the trustee appointed as Chairman shall preside at every meeting of the Committee at which he is present, but if there is no trustee holding that office, or the trustee holding that office is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Vice-Chairman shall preside or if he 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.
47. The Committee may appoint, determine the duration of office or dissolve, one or more sub-committees consisting of three or more trustees for the purpose of making any enquiry or supervising or performing any function or duty which in the opinion of the Committee 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 Committee. Such sub-committees shall include without limitation an executive sub-committee comprising the Chairman, one or more Vice Chairs, the Secretary and Honorary Treasurer.

48. The Chairman of the Committee or in his absence the Vice-Chairman shall ex-officio be a member of all sub-committees appointed by the Committee.
49. (a) The Committee shall be empowered to appoint Area Representatives from members of the Charity.

(b) The Committee shall be empowered to endow the title of Honorary Vice-President to a member of the Charity who during their lifetime has given freely of their time and services to the Exmoor Pony Society. This life-time award will be given in recognition of a member's significant contribution to the aims and objectives of the Charity. A maximum of five Charity members may hold this title at any one time.
50. All acts done by a meeting of the Committee, or of a sub-committee of the trustees, shall, notwithstanding that it be afterwards discovered that 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 in writing, signed by all the trustees entitled to receive notice of a meeting of the Committee or a sub-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 an account shall be signed by the Treasurer and one trustee.
53. All Committee minutes shall be available for inspection by any member of the Charity eligible to vote at General Meetings of the Charity. The Committee shall determine the time and conditions of such inspection.

SECRETARY

54. Subject to the provisions of the Act, the Secretary shall be appointed by the Committee 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.

55. The Committee may from time to time by resolution appoint an assistant or deputy secretary and any person so appointed may act in place of the Secretary if there is no Secretary or no Secretary capable of acting.
56. It shall be the duty of the Secretary to keep proper minutes of the proceedings of all meetings of the Charity and the Committee and of all business transacted at such meetings, and any such minutes of any meeting if purporting to be signed by the chairman of such meeting or by the chairman of the succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated.
57. It shall be the duty of the Secretary to ensure that all returns and accounts that may be required by the Charities Acts and by the Companies Acts are completed and delivered by the correct dates.

DECLARATION OF TRUSTEES' INTERESTS

58. A trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A trustee must absent himself or herself from any discussions of the Charity trustees 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).

CONFLICTS OF INTERESTS AND CONFLICTS OF LOYALTIES

59

- (1) If a conflict of interests arises for a trustee 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 unconflicted trustees may authorise such a conflict of interests where the following conditions apply:
 - (a) the conflicted trustee 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 trustee does not vote on any such matter and is not to be counted when considering whether a quorum of trustees is present at the meeting; and
 - (c) the unconflicted trustees 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 trustee or to a connected person.

TREASURER

60. The Committee shall appoint a Treasurer of the Charity for such remuneration (if not a trustee) and upon such conditions as they may think fit and any Treasurer so appointed may be removed by them. The Committee may from time to time by resolution appoint an assistant or deputy treasurer and any person so appointed may act in the place of the Treasurer if there is no Treasurer or no Treasurer capable of so acting.
61. The Treasurer shall keep accurate account of the finances of the Charity and shall produce all the necessary documents to the Auditors of the Charity, as and when required. Such books shall be kept as are necessary to ensure that the Company complies with the Companies Acts. The Treasurer shall be directly responsible to the trustees.

MINUTES

62. The trustees shall keep minutes in books kept for the purpose;
- (1) of all appointments of officers made by the trustees; and
 - (2) of all proceedings at meetings of the Charity and of the Committee and of sub-committees of trustees including the names of the trustees present at each such meeting.

ACCOUNTS

63. The Committee shall cause proper books of account to be kept with respect to:-
- (1) all sums of money received and expended by the Charity and the matters in respect of which such receipts and expenditure take place; and
 - (2) the assets and liabilities of the Charity.

Proper books shall not be deemed kept if there are not kept such books of account as are necessary to give a true and fair value of the state of the affairs of the Charity and to explain its transactions.

64. The books of account shall be kept at the office, or at such other place or places as the Committee shall think fit, and shall always be open to the inspection of members of the Committee.
65. The Charity in general meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and books of the Company, or any of them, and subject to such conditions and regulations the accounts and books of the Charity shall be open to the inspection of members at all reasonable times during business hours.

66.

(1) The directors must prepare for each financial year accounts as required by the Act together with an annual report and shall send to all persons entitled to receive notices of general meetings not less than twenty-one clear days before the date of the annual general meeting in each year such accounts and annual report.

(2) The directors must keep accounting records as required by the Act.

ANNUAL RETURN

67. The Trustees shall comply with their obligations under the Charities Act 2011 (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.

MEANS OF COMMUNICATION TO BE USED

68

(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 Act provides for documents or information which are authorised or required by any provision of the 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 trustee in connection with the taking of decisions by trustees may also be sent or supplied by the means by which that trustee has asked to be sent or supplied with such notices or documents for the time being.

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

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

70.

(1) The Charity may give any notice to a member either:

- (a) personally;
- (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 address; or
- (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.

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

- 71 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.
- 72
- (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 Act.
 - (3) In accordance with section 1147 of the Act 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.
73. All communications, whether written or verbal, between members, trustees and officers of the Charity, relating to the business of the Charity or membership thereof, or to any entry in the Exmoor Pony Stud Book, shall be privileged, and shall not be made the subject of any action or any claim for damages against the Charity, or its officers or against any member making such communication.