

The Companies Act 2006

Community Interest Company Limited by Guarantee

Articles of Association
of
BRITISH HORSE COUNCIL C.I.C.

(CIC Limited by Guarantee, Schedule 1, Small Membership)

**The Companies Act 2006
Community Interest Company Limited by Guarantee**

INDEX TO THE ARTICLES

<u>INTERPRETATION</u>	1
<u>1. Defined Terms</u>	1
<u>2. Community Interest Company</u>	1
<u>3. Asset Lock</u>	1
<u>4. Not for profit</u>	2
<u>OBJECTS, POWERS AND LIMITATION OF LIABILITY</u>	2
<u>5. Objects</u>	2
<u>6. Powers</u>	2
<u>7. Liability of members</u>	2
<u>DIRECTORS</u>	2
<u>DIRECTORS' POWERS AND RESPONSIBILITIES</u>	2
<u>8. Directors' general authority</u>	2
<u>9. Members' reserve power</u>	2
<u>10. Chair</u>	3
<u>11. Directors may delegate</u>	3
<u>DECISION-MAKING BY DIRECTORS</u>	3
<u>12. Directors to take decisions collectively</u>	3
<u>13. Calling a Directors' meeting</u>	3
<u>14. Participation in Directors' meetings</u>	4
<u>15. Quorum for Directors' meetings</u>	4
<u>16. Chairing of Directors' meetings</u>	5
<u>17. Decision-making at meetings</u>	5
<u>18. Decisions without a meeting</u>	5
<u>19. Conflicts of interest</u>	5
<u>20. Directors' power to authorise a conflict of interest</u>	6
<u>21. Register of Directors' interests</u>	6
<u>APPOINTMENT AND RETIREMENT OF DIRECTORS</u>	7
<u>22. Methods of appointing Directors</u>	7
<u>23. Termination of Director's appointment</u>	7
<u>24. Directors' remuneration</u>	7
<u>25. Directors' expenses</u>	8
<u>MEMBERS</u>	8
<u>BECOMING AND CEASING TO BE A MEMBER</u>	8
<u>26. Becoming a member</u>	8
<u>27. Termination of membership</u>	8
<u>DECISION MAKING BY MEMBERS</u>	9
<u>28. Members' meetings</u>	9
<u>29. Written resolutions</u>	9
<u>ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS</u>	10
<u>30. Means of communication to be used</u>	10
<u>31. Irregularities</u>	10
<u>32. Minutes</u>	10
<u>33. Records and accounts</u>	11
<u>34. Indemnity</u>	11
<u>35. Insurance</u>	12

<u>36. Exclusion of model articles</u>	12
<u>SCHEDULE</u>	13

The Companies Act 2006

Articles of Association

of

BRITISH HORSE COUNCIL C.I.C.

INTERPRETATION

1. Defined Terms

1.1 The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

1.2 COMMUNITY INTEREST COMPANY AND ASSET LOCK

2. Community Interest Company

2.1 The Company is to be a community interest company.

3. Asset Lock

3.1 The Company shall not transfer any of its assets other than for full consideration.

3.2 Provided the conditions in Article 3.3 are satisfied, Article 3.1 shall not apply to:

- (a) the transfer of assets to any specified asset-locked body, or (with the consent of the Regulator) to any other asset-locked body; and
- (b) the transfer of assets made for the benefit of the community other than by way of a transfer of assets into an asset-locked body.

3.3 The conditions are that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the memorandum and Articles of the Company.

4. Not for profit

4.1 The Company is not established or conducted for private gain: any surplus or assets are used principally for the benefit of the community.

OBJECTS, POWERS AND LIMITATION OF LIABILITY

5. Objects

The objects of the Company are to carry on activities which benefit the community and in particular (without limitation) to

5.1 act as the United Kingdom Government's recognised Sector Council for the Equine Sector in the United Kingdom, that gathers opinion and information from, engages constructively with, offers a forum for debate to, informs and supports, and, having

established consensus, represents the Equine Sector by way of public information and advocacy and governmental liaison at all levels; and

- 5.2 use its status within and understanding of the Equine Sector to work for the benefit of all members of the community involved in or taking any interest in the Equine Sector, including (without limitation and in each case where applicable) by
 - 5.2.1 producing and implementing action plans for the Equine Sector addressing key opportunities and threats to the Equine Sector;
 - 5.2.2 acting as a central co-ordinator for the Equine Sector to encourage partnership and identify appropriate organisations to fulfil the requirements of the Equine Sector;
 - 5.2.3 Working in partnership with governmental and representative bodies including Animal Health and Welfare Boards, Parliamentary groups, government departments and their respective equivalents at all levels of government (including, for the avoidance of doubt, devolved government) to advance the interests of the Equine Sector and members of the community involved in or taking any interest in the Equine Sector.

6. Powers

6.1 To further its objects the Company may do all such lawful things as may further the Company's objects and, in particular, but, without limitation, may borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds.

7. Liability of members

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while he or she is a member or within one year after he or she ceases to be a member, for:

- 7.1 payment of the Company's debts and liabilities contracted before he or she ceases to be a member;
- 7.2 payment of the costs, charges and expenses of winding up; and
- 7.3 adjustment of the rights of the contributories among themselves.

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

8. Directors' general authority

Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

9. Members' reserve power

- 9.1 The members may, by special resolution, direct the Directors to take, or refrain from taking, specific action.
- 9.2 No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

10. Chair

- 10.1 The Directors shall from time to time elect a Chair and a Deputy Chair in accordance with the terms of Article 10.2 and subject to the terms of Articles 10.2 and 10.3 may determine for what period each of them is to hold office, and the resulting appointment (subject to the terms of these Articles) shall take effect for the period so determined. No person shall normally be eligible for election as Chair unless he or she shall have served as a Director prior to such election.
- 10.2 The majority required in order to elect a Chair and/or a Deputy Chair shall be a simple majority of all the Directors holding office in the Company as at the date of the meeting at which the Chair and/or Deputy Chair is elected. In the absence of any candidate receiving such a majority the Chair and/or Deputy Chair holding office prior to such election shall continue to hold office unless and until a candidate secures the required majority.
- 10.3 Upon election in accordance with Article 10.2 the Chair shall be appointed for a maximum term of three years, subject to the provisions of clause 10.2 and the following provisions. Following expiry of such maximum term of three years, the Chair shall stand down as Chair but may remain a Director and shall be eligible for re-election as Chair by the Directors for a further term of three years in accordance with the terms of this Article 10.

11. Directors may delegate

- 11.1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles or the implementation of their decisions or day to day management of the affairs of the Company:
- 11.1.1 to such person or committee;
- 11.1.2 by such means (including by power of attorney);
- 11.1.3 to such an extent;
- 11.1.4 in relation to such matters or territories; and
- 11.1.5 on such terms and conditions;
- as they think fit.

- 11.2 If the Directors so specify, any such delegation of this power may authorise further delegation of the Directors' powers by any person to whom they are delegated.
- 11.3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions.
- 11.4 The Directors have the right to invite any person to attend their meetings or general meetings of the Company as an observer without the power to vote. The Directors may consult with and take account of the views of such an observer as they see fit in the interests of the Company, but such a person shall not be, and shall not operate any of the powers of, a Director.

DECISION-MAKING BY DIRECTORS

12. Directors to take decisions collectively

Any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 18.

13. Calling a Directors' meeting

- 13.1 Two Directors may (and the Secretary, if any, must at the request of two Directors) call a Directors' meeting.
- 13.2 A Directors' meeting must be called by at least seven Clear Days' notice unless either:
 - 13.2.1 all the Directors agree; or
 - 13.2.2 urgent circumstances require shorter notice.
- 13.3 Notice of Directors' meetings must be given to each Director.
- 13.4 Every notice calling a Directors' meeting must specify:
 - 13.4.1 the place, day and time of the meeting; and
 - 13.4.2 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 13.5 Notice of Directors' meetings need not be in Writing.
- 13.6 Notice of Directors' meetings may be sent by Electronic Means to an Address provided by the Director for the purpose.

14. Participation in Directors' meetings

- 14.1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:
 - 14.1.1 the meeting has been called and takes place in accordance with the Articles; and

14.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

14.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.

14.3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

15. Quorum for Directors' meetings

15.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

15.2 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than two, and unless otherwise fixed it is five.

15.3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision:

15.3.1 to appoint further Directors; or

15.3.2 to call a general meeting so as to enable the members to appoint further Directors.

16. Chairing of Directors' meetings

The Chair shall preside at all meetings of the Directors at which he shall be present. If no such Chair be elected, or if at any meeting the Chair be not present within five minutes after the time appointed for holding a meeting, the Deputy Chair if one be elected and if present shall be chairman of the meeting. If no such Deputy Chair be elected or if at any meeting the Deputy Chair be not present within five minutes after the time appointed for holding a meeting the Directors present shall choose some one of their number to be chair of the meeting.

17. Decision-making at meetings

17.1 Questions arising at a Directors' meeting shall be decided by a majority of votes.

17.2 In all proceedings of Directors each Director must not have more than one vote.

17.3 In case of an equality of votes, the Chair shall not have any second or casting vote.

18. Decisions without a meeting

18.1 The Directors may take a unanimous decision without a Directors' meeting in accordance with this Article by indicating to each other by any means, including without limitation by Electronic Means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in Writing.

18.2 A decision which is made in accordance with Article 18.1 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:

18.2.1 approval from each Director must be received by one person being either such person as all the Directors have nominated in advance for that purpose or such other person as volunteers if necessary (“the Recipient”), which person may, for the avoidance of doubt, be one of the Directors;

18.2.2 following receipt of responses from all of the Directors, the Recipient must communicate to all of the Directors by any means whether the resolution has been formally approved by the Directors in accordance with this Article 18.2;

18.2.3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval;

18.2.4 the Recipient must prepare a minute of the decision in accordance with Article 35.

19. Conflicts of interest

19.1 Whenever a Director finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Directors.

19.2 If any question arises as to whether a Director has a Conflict of Interest, the question shall be decided by a majority decision of the other Directors.

19.3 Whenever a matter is to be discussed at a meeting or decided in accordance with Article 18 and a Director has a Conflict of Interest in respect of that matter then, subject to Article 20, he or she must:

19.3.1 remain only for such part of the meeting as in the view of the other Directors is necessary to inform the debate;

19.3.2 not be counted in the quorum for that part of the meeting; and

19.3.3 withdraw during the vote and have no vote on the matter.

19.4 When a Director has a Conflict of Interest which he or she has declared to the Directors, he or she shall not be in breach of his or her duties to the Company by withholding confidential information from the Company if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her.

20. Directors’ power to authorise a conflict of interest

20.1 The Directors have power to authorise a Director to be in a position of Conflict of Interest provided:

20.1.1 in relation to the decision to authorise a Conflict of Interest, the conflicted Director must comply with Article 19.3;

- 20.1.2 in authorising a Conflict of Interest, the Directors can decide the manner in which the Conflict of Interest may be dealt with and, for the avoidance of doubt, they can decide that the Director with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum;
- 20.1.3 the decision to authorise a Conflict of Interest can impose such terms as the Directors think fit and is subject always to their right to vary or terminate the authorisation.
- 20.2 If a matter, or office, employment or position, has been authorised by the Directors in accordance with Article 20.1 then, even if he or she has been authorised to remain at the meeting by the other Directors, the Director may absent himself or herself from meetings of the Directors at which anything relating to that matter, or that office, employment or position, will or may be discussed.
- 20.3 A Director shall not be accountable to the Company for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Directors in accordance with Article 20.1 (subject to any limits or conditions to which such approval was subject).

21. Register of Directors' interests

The Directors shall cause a register of Directors' interests to be kept. A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared.

APPOINTMENT AND RETIREMENT OF DIRECTORS

22. Methods of appointing Directors

- 22.1 Those persons notified to the Registrar of Companies as the first Directors of the Company shall be the first Directors.
- 22.2 Until otherwise determined by a general meeting, the number of Directors shall not be less than seven Directors or more than ten Directors, each of which shall be a member who qualifies for membership in accordance with the terms of Article 27.
- 22.3 A Director must be a natural person aged 18 years or older. No one may be appointed a Director if he or she would not in the opinion of the Directors be eligible to be a member in accordance with the terms of Article 27 and/or would be disqualified from acting under the provisions of Article 23. A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors.
- 22.4 The Members may by special resolution appoint a person who is willing to act to be a Director subject to the provisions of this Article 22.
- 22.5 No person may be appointed a Director at any general meeting unless he or she is eligible to be a member in accordance with the terms of Article 27 and recommended for election by the Directors.

22.6 The Board may from time to time and at any time appoint any person as a Director, either to fill a casual vacancy or by way of addition to the Board, provided that the prescribed maximum be not thereby exceeded. Any Director so appointed shall retain his office only until the next Annual General Meeting.

23. Retirement of Directors

23.1 The first Directors shall hold office for a term of four years subject to the following terms:

23.1.1 At the first relevant meeting following the expiry of the second calendar year following the date of incorporation of the Company, one third or the nearest full number to one third of the total number of Directors of the Company holding office at the said date (the identity of which shall be determined by drawing lots) shall retire (but may, subject to the terms of these Articles, offer themselves for reappointment by the Directors and/or the members as applicable); and

23.1.2 At the first relevant meeting following the expiry of the third calendar year following the date of incorporation of the Company, one half or the nearest full number to one half (rounding up if necessary) of the total number of Directors of the Company holding office at the said date who did not retire in accordance with Article 23.1.1 (the identity of which shall be determined by drawing lots) shall retire (but may, subject to the terms of these Articles, offer themselves for reappointment by the Directors and/or the members as applicable); and

23.1.3 At the first relevant meeting following the expiry of the fourth calendar year following the date of incorporation of the Company, any Director being one of the first Directors of the Company who has held office since the date of incorporation of the Company and who did not retire in accordance with Article 23.1.1 and/or 23.1.2 shall retire (but may, subject to the terms of these Articles, offer themselves for reappointment by the Directors and/or the members as applicable).

23.2 Any other Director shall be appointed for a term of four years, at the end of which they shall retire (but may, subject to the terms of these Articles, offer themselves for reappointment by the Directors and/or the members as applicable).

23.3 Any Director having retired in accordance with the terms of this Article 23 shall be eligible for reappointment by the Directors and/or the members as applicable for a further term of four years irrespective of how many prior terms that Director has served.

24. Termination of Director's appointment

24.1 A Director shall cease to hold office if he or she:

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

- 24.1.2 ceases to be a member of the Company;
- 24.1.3 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- 24.1.4 resigns as a Director by notice to the Company (but only if at least three Directors will remain in office when the notice of resignation is to take effect);
- 24.1.5 is absent without the permission of the Directors or without acceptable apology from three consecutive Directors' meetings held within a period of twelve consecutive months and the Directors resolve that his or her office be vacated;
- 24.1.6 is removed from office either under section 168 of the 2006 Act or by a special resolution of the Company whereupon the Company may by a special resolution appoint another person in his or her place;
- 24.1.7 fails to declare an interest as required by Article 19.1, or commits any act or omission, or acts or fails to act in such manner (whether in relation to the Company or otherwise), that in the opinion of the Directors
 - (a) the said Director has failed to discharge his or her responsibilities to the Company with such level of trust, integrity and competence as adequately meets the requirements of a Director, or
 - (b) the said Director has brought the Director or the Company into disrepute,
 - (c) the said Director has failed to act in accordance with any Code of Conduct agreed by and/or applicable to the Directors, or
 - (d) they are unable to repose that level of trust and confidence in the said Director as is reasonably to be expected of a Director,
 and the Directors resolve that his or her office be vacated;
- 24.1.8 is the subject of a resolution by the Directors that the said Director does not in the opinion of the Directors adequately or appropriately represent the views and expertise of the industry and stakeholders falling within the Category of Qualifying Work Activity by reference to which that Director was appointed, and the Directors resolve that his or her office be vacated.

25. Directors' remuneration

- 25.1 Directors may undertake any services for the Company that the Directors decide.
- 25.2 Directors are not entitled to remuneration in respect of their services to the Company as Directors in the ordinary course.
- 25.3 Directors may be entitled to such remuneration as the Directors determine for any other service which they undertake for the Company provided always that the Directors in question have complied in full with the provisions of Article 19 into any arrangement pursuant to which such services are supplied..

- 25.4 Subject to the Articles, a Director's remuneration may:
- (a) take any form; and
 - (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.
- 25.5 Unless the Directors decide otherwise, Directors' remuneration where payable accrues from day to day.
- 25.6 Unless the Directors decide otherwise, Directors are not accountable to the Company for any remuneration which they receive as Directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested.

26. Directors' expenses

26.1 The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at:

- (a) meetings of Directors or committees of Directors;
- (b) general meetings; or
- (c) separate meetings of any class of members or of the holders of any debentures of the Company,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

27. Becoming a member

- 27.1 The subscribers to the Memorandum are the first members of the Company.
- 27.2 Such other persons as are admitted to membership in accordance with the Articles shall be members of the Company.
- 27.3 Each member of the company shall be a Director.
- 27.4 No person shall be admitted a member of the Company unless he or she is approved by the Directors.
- 27.5 The Directors may only approve any person as a member of the Company where that person in the judgement of the Directors
- 27.5.1 is expert in matters and issues relating to Horses; and

27.5.2 has experience of and interest in the Equine Sector; and

27.5.3 (having regard where applicable to the expertise of the existing members of the Company) will contribute insight and/or skills which will enable the Company to understand and represent the interests of the Equine Sector in all its diversity and breadth;

27.6 Every person who wishes to become a member shall deliver to the company an application for membership in such form (and containing such information) as the Directors require and executed by him or her.

28. Termination of membership

28.1 Membership is not transferable to anyone else.

28.2 Membership is terminated if:

28.2.1 the member dies or ceases to exist;

28.2.2 the member ceases to qualify for membership in accordance with the terms of Article 27.5 for any reason;

28.2.3 otherwise in accordance with the Articles; or

28.2.4 a member ceases to be a Director.

DECISION MAKING BY MEMBERS

29. Members' meetings

29.1 The Directors may call a general meeting at any time.

29.2 General meetings must be held in accordance with the provisions regarding such meetings in the Companies Acts.

29.3 A person who is not a member of the Company shall not have any right to vote at a general meeting of the Company; but this is without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures.

29.4 Article 29.3 shall not prevent a person who is a proxy for a member or a duly authorised representative of a member from voting at a general meeting of the Company.

30. Written resolutions

30.1 Subject to Article 30.3, a written resolution of the Company passed in accordance with this Article 30 shall have effect as if passed by the Company in general meeting:

30.1.1 A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible members.

30.1.2 A written resolution is passed as a special resolution if it is passed by members representing not less than 75% of the total voting rights of eligible members.

A written resolution is not a special resolution unless it states that it was proposed as a special resolution.

- 30.2 In relation to a resolution proposed as a written resolution of the Company the eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the resolution.
- 30.3 A members' resolution under the Companies Acts removing a Director or an auditor before the expiration of his or her term of office may not be passed as a written resolution.
- 30.4 A copy of the written resolution must be sent to every member together with a statement informing the member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written notices shall be sent to the Company's auditors in accordance with the Companies Acts.
- 30.5 A member signifies their agreement to a proposed written resolution when the Company receives from him or her an authenticated Document identifying the resolution to which it relates and indicating his or her agreement to the resolution.
- 30.5.1 If the Document is sent to the Company in Hard Copy Form, it is authenticated if it bears the member's signature.
- 30.5.2 If the Document is sent to the Company by Electronic Means, it is authenticated if it is from an email Address notified by the member to the Company for the purposes of receiving Documents or information by Electronic Means.
- 30.6 A written resolution is passed when the required majority of eligible members have signified their agreement to it.
- 30.7 A proposed written resolution lapses if it is not passed within 28 days beginning with the circulation date.

31. Associates

30.1 The Directors shall have the power to make regulations from time to time providing for such persons and/or organisations as may be specified in such regulations or may qualify in accordance with the provisions of the same to apply to become Associates of the Company and/or to enjoy other status or designation in respect of the Company at such levels and with such titles or designations (and in consideration of payment of such fees and subscriptions and observation of such duties) as may be set out in such regulations. Such a person or organisation (irrespective of the title or designation accorded to them) shall not be a member of the Company or enjoy any rights of a member of the Company but may have such relationship with the Company and/or rights and obligations in respect of the Company as may be set out in such regulations from time to time, and shall be referred to in these Articles as an Associate.

30.2 The Directors shall have the power to alter such regulations as are referred to at Article 31.1 as they see fit from time to time.

32. President and Vice-Presidents

The Directors may appoint and remove any individual as President of the Company on such terms as they shall think fit. The Directors may further appoint and remove any individual(s) as Vice-President of the Company on such terms as they shall think fit. In each case the Directors shall not be obliged to make any such appointment save where they see fit. The President and/or any Vice-President shall where appointed have such functions and obligations in respect of the Company as the Directors may stipulate and agree with them, and shall have the right to be given notice of, to attend and speak (but not vote) at

31.1 any Directors' Meeting; and

31.2 (if not a member and therefore entitled to attend such meeting in that capacity in any event) any general meeting of the Company

and shall also have the right to receive accounts of the Company when available to members.

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

33. Means of communication to be used

33.1 Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.

33.2 Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or Documents for the time being.

33.3 A Director may agree with the Company that notices or Documents sent to that Director in a particular way are to be deemed to have been received within an agreed time of their being sent, and for the agreed time to be less than 48 hours.

34. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not referred to in the notice unless a provision of the Companies Acts specifies that such informality, irregularity or want of qualification shall invalidate it.

35. Minutes

35.1 The Directors must cause minutes to be made in books kept for the purpose:

35.1.1 of all appointments of officers made by the Directors;

35.1.2 of all resolutions of the Company and of the Directors (including, without limitation, decisions of the Directors made without a meeting); and

35.1.3 of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Director of the Company, be sufficient evidence of the proceedings.

35.2 The minutes must be kept for at least ten years from the date of the meeting, resolution or decision.

36. Records and accounts

The Directors shall comply with the requirements of the Companies Acts as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Regulator of:

36.1 annual reports;

36.2 annual returns; and

36.3 annual statements of account.

36.4 Except as provided by law or authorised by the Directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or Documents merely by virtue of being a member.

37. Indemnity

37.1 Subject to Article 37.2, a relevant Director of the Company or an associated company may be indemnified out of the Company's assets against:

(a) any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company;

(b) any liability incurred by that Director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006); and

(c) any other liability incurred by that Director as an officer of the Company or an associated company.

37.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

37.3 In this Article:

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
- (b) a “relevant Director” means any Director or former Director of the Company or an associated company.

38. Insurance

38.1 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss.

38.2 In this Article:

- (a) a “relevant Director” means any Director or former Director of the Company or an associated company;
- (b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director’s duties or powers in relation to the Company, any associated company or any pension fund or employees’ share scheme of the company or associated company; and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

39. Exclusion of model articles

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

SCHEDULE
INTERPRETATION

Defined terms

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

<u>Term</u>	Meaning
1.1 “Address”	includes a number or address used for the purposes of sending or receiving Documents by Electronic Means;
1.2 “Articles”	the Company’s articles of association;
1.3 “asset-locked body”	means (i) a community interest company, a charity or a Permitted Industrial and Provident Society; or (ii) a body established outside the United Kingdom that is equivalent to any of those;
1.4 “bankruptcy”	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
1.5 “Chair”	has the meaning given in Article 10;
1.6 “Circulation Date”	in relation to a written resolution, has the meaning given to it in the Companies Acts;
1.7 “Clear Days”	in relation to the period of a notice, that 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;
1.8 “community”	is to be construed in accordance with accordance with Section 35(5) of the Company’s (Audit) Investigations and Community Enterprise) Act 2004;
1.9 “Companies Acts”	means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Company;
1.10 “Company”	British Horse Council C.I.C.;
1.11 “Conflict of Interest”	any direct or indirect interest of a Director (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Company;

1.12	“Director”	a director of the Company, and includes any person occupying the position of director, by whatever name called;
1.13	“Document”	includes, unless otherwise indicated, any document sent or supplied in Electronic Form;
1.14	“Electronic Form” and “Electronic Means”	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
1.15	“Equine”	of or relating to Horses
1.16	“Equine Sector”	That sector made up of persons, firms and companies whose trading, professional services, academic research, teaching and/or training activities, sporting activities, charitable activities, voluntary services or other activities relate wholly or substantially to Horses and/or those members of the community engaged with or taking interest in Horses, including (without limitation) the work of those persons, firms and companies engaged in any Equine Sector Activity
1.17	“Equine Sector Activity”	Activity which in the opinion of the Directors falls directly within any one or more of the following activities: <ul style="list-style-type: none"> (i) Horse racing; (ii) Horse breeding; (iii) the use of Horses in sport; (iv) The use of Horses in public service, military, commercial or leisure activities; (v) Education relating to the Horse; (vi) Equine health; (vii) Research relating directly or indirectly to the Horse; (viii) Equine welfare; (ix) Any trade or profession which comprises the supply of goods and/or services to persons, firms or companies involved in the Equine Sector in any way relating to involved in the activities set out at (i) to (viii) above; (x) Enforcement of applicable regulations in relation to the activities set out at (i) to (ix) above.
1.18	“Hard Copy Form”	has the meaning given to it in the Companies Act 2006;

1.19	“Horse”	any member of the domestic equine species which includes horses and ponies (including feral and semi-feral horses and ponies), donkeys and hybrids (including mules)
1.20	“Memorandum”	the Company’s memorandum of association;
1.21	“participate”	in relation to a Directors’ meeting, has the meaning given in Article 14;
1.22	“Permitted Industrial and Provident Society”	an industrial and provident society which has a restriction on the use of its assets in accordance with Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations 2006 or Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations (Northern Ireland) 2006;
1.23	“the Regulator”	means the Regulator of Community Interest Companies;
1.24	“Secretary”	the secretary of the Company (if any);
1.25	“Sector Council”	Means a body recognised (formally or informally) by any United Kingdom government department(s) discharging responsibilities in relation to the Equine Sector as a relevant representative body with which it consults and from which it takes advice in relation to the welfare of Horses and the interests of the Equine Sector
1.26	“specified”	means specified in the memorandum or articles of association of the Company for the purposes of this paragraph;
1.27	“subsidiary”	has the meaning given in section 1159 of the Companies Act 2006;
1.28	“transfer”	includes every description of disposition, payment, release or distribution, and the creation or extinction of an estate or interest in, or right over, any property; and
1.29	“Writing”	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.

2. **Subject to clause 3** of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
3. Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Acts as in force on the date when these Articles become binding on the Company.