

Company Registration Number 5010395
Charity No. 244108

Up to November 2020 revisions

The Companies Acts 1985 to 2006

A COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION

of

RIDING FOR THE DISABLED ASSOCIATION INCORPORATING
CARRIAGE DRIVING

(Incorporated on 8TH January 2004)



The Companies Acts 1985 to 2006

COMPANY NOT FOR PROFIT AND LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

of

RIDING FOR THE DISABLED ASSOCIATION INCORPORATING
CARRIAGE DRIVING

1. The name of the Company is "Riding for the Disabled Association Incorporating Carriage Driving"
2. The Registered Office of the Company will be situate in England
3. The objects for which the Company is established are to provide disabled people with the opportunity to ride and/or carriage drive to benefit their health and well-being.
4. In furtherance of these objects but not further or otherwise the Company shall have the following powers:-
 - 4.1 To provide support to and enable Member Groups (as defined in the Articles of Association of the Company to fulfil their objects
 - 4.2 To take over the assets liabilities and functions of the unincorporated charity known as Riding for the Disabled Association Incorporating Carriage Driving

- 4.3 To provide disabled people with the means to ride and/or carriage drive at the level of their ability choice and ambition
- 4.4 To acquire manage and support the resources people horses ponies donkeys facilities and finance necessary to achieve the Objects
- 4.5 To make available suitable training within the Company
- 4.6 To ensure that the structure of the Company is appropriate for its requirements from time to time
- 4.7 To encourage disabled people to occupy positions of responsibility within the Company
- 4.8 To contribute to the attainment of the Objects worldwide
- 4.9 To raise funds and invite and receive contributions from any person or persons whatsoever by way of loan subscription donation or otherwise in any manner it sees fit consistent with the charitable status of the Company
- 4.10 To buy take on lease or exchange any property necessary for the achievement of the Objects and to maintain and equip it for use
- 4.11 Subject to any consents required by law to sell lease or dispose of all or any part of the property of the Company
- 4.12 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 2006)
- 4.13 To set aside funds for special purposes or as reserves against future expenditure
- 4.14 To lend moneys on a secured arm's length basis to any wholly or partially owned trading company of the Company provided that it be for the benefit of the Company and for the furtherance of the Objects
- 4.15 To make grants to any Member Group
- 4.16 To make loans to any Member Group on such terms as it thinks appropriate
- 4.17 To invest the funds of the Company not immediately required for the Objects in or on such investments securities or property as may be thought fit subject to such conditions (if any) as may from time to time be imposed or required by law

- 4.18 To delegate the management of investments
to a financial expert but only on terms that:-
- 4.18.1 the investment policy is recorded in writing for the financial expert by
the Board
 - 4.18.2 every transaction is reported to the next following meeting of the
Board
 - 4.18.3 the performance of the investments is reviewed regularly by the
Board
 - 4.18.4 the Board is entitled to cancel the delegation arrangement at any
time
 - 4.18.5 the investment policy and the delegation arrangements are reviewed
at least once per calendar year
 - 4.18.6 all payments due to the financial expert are on a scale or at a level
that is agreed in advance and are reported promptly to the Board on
receipt
 - 4.18.7 the financial expert must not do anything outside the powers of the
Board
- 4.19 To insure the Company's property against any foreseeable risk and take out
such other insurance policies to protect the Company its employees and its
Member Groups as the Board deems necessary
- 4.20 To insure Board Members other officers and employees of the Company and
the officers of Member Groups against the cost of a successful defence to a
criminal prosecution brought against them as Charity Trustees or against
personal liability incurred in respect of any act or omission which is or is
alleged to be a breach of trust or breach of duty (unless the member
concerned knew that or was reckless whether the act or omission was breach
of trust or breach of duty)
- 4.21 To employ such paid or unpaid agents advisers or staff (who shall not be
Board Members) as are necessary for the proper pursuit of the Objects and

to make all reasonable and necessary provision for the payments of pensions and superannuation for staff and their dependents

- 4.22 To appoint and constitute such committees or working parties as the Board may think fit
- 4.23 To advise on health and safety
- 4.24 To issue from time to time such regulations for the Company as it thinks fit and subject to providing each Member Group with a copy of any such regulations together with any additions amendments or alterations thereto
- 4.25 To enter into contracts to provide services to for or on behalf of other bodies
- 4.26 To publish and/or distribute information
- 4.27 To promote and/or carry out research
- 4.28 To cooperate with other charities voluntary bodies and statutory authorities operating in furtherance of the Objects or of similar charitable purposes and to exchange information and advice with them and to liaise and enlist the co-operation and support of relevant equestrian medical paramedical local and/or central bodies or agencies together with other interested persons or bodies
- 4.29 To establish administer and support any charitable trusts associations companies or institutions formed for all or any of the Objects
- 4.30 To amalgamate only with any companies, institutions, societies or associations which are charitable at law and have objects substantially similar to those of the Company and prohibit the payment of any dividend or profit to, and the distribution of any of its assets amongst its members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this Memorandum of Association
- 4.31 To do all such other lawful things as will further the objects of the Company. PROVIDED ALWAYS that in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the

Board shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as would such Board have been if no incorporation had been effected, and the incorporation of the Company shall not diminish nor impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Board but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated. In case the Company shall take or hold any property which may be subject to any trusts, the Company shall deal only with or invest the same in such manner as allowed by law having regard to such trusts.

5. The income and property of the Company whencesoever derived, shall be applied solely towards the promotion of the Objects of the Company as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to any Member Group which is not a charity.

PROVIDED THAT nothing herein shall prevent the payment, in good faith:

- 5.1 of reasonable and proper remuneration to any officer employee or servant of the Company not being a Board Member;
- 5.2 of interest at a rate not exceeding the base lending rate prescribed for the time being by a clearing bank selected by the Committee on money lent or reasonable and proper rent for premises demised or let by any Member Group, but so that no Board Member shall be appointed to any salaried office of the Company or any office of the Company paid by fees, and that no remuneration of other benefit in money or money's worth shall be given by the Company to any Board Member except:-
 - 5.2.1 repayment of out of pocket expenses;

- 5.2.2 the payment of insurance premiums payable and policy proceeds received in respect of any policy effected within the provisions of clauses 4.18 and/or 4.19, and
- 5.2.3 interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company provided that the provision last aforesaid shall not apply to any company of which a Board Member may be a member holding not more than a one hundredth part of the capital of such company, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

6. No addition, alteration or amendment shall be made to or in:

- 6.1 The Memorandum of Association or any provision in the Articles of Association which is a provision which directs or restricts the manner in which the property of the Company may be used or applied without the prior written consent of the Charity Commission, and
- 6.2 The Objects of the Company without the prior written consent of the Charity Commission

7. The liability of the Member Groups is limited.

8. Every Member Group undertakes to contribute to the assets of the Company, in the event of the same being wound up during the time that it is a Member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before the time at which it ceases to be a Member Group and of the costs, charges and expenses of winding up the same and the adjustment of the rights of the contributions amongst themselves such amount as may be required not exceeding £1.

9. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among any Member Group which is not a charity but shall be given or transferred with the prior consent of the Charity Commissioners for

England and Wales to some other charitable institution or institutions having objects similar to the Objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of clause 4 hereof, such institution or institutions to be determined by the Member Groups at or before the time of dissolution, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and in so far as effect cannot be given to such provision, then to some other charitable object.

10. True accounts shall be kept in accordance with the Charities Act 2006 of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place, and of the property, creditors and liabilities of the Company; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being, shall be open to the inspection of the Member Groups. Once at least in every year the accounts of the Company shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.
11. Nothing in this constitution shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Name, address and
description of

Signature
of Subscriber

Signature and address
of witness to

Subscriber's signature
To all
signatures.

[Names and addresses redacted]

THE COMPANIES ACTS 1985 - 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

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Articles of Association

INTERPRETATION

1. In these regulations:

- "the Act" means the Companies Acts 1985-2006 including any statutory
modification or re-enactment thereof for the
time being in force;
- "the Company" means the above named Company;
- "the Articles" means the Articles of the Company;

"the Charities Acts" means the Charities Act 2011, including any statutory modification or re-enactment thereof for the time being in force;

"Chief Executive" means the Chief Executive of the Company from time to time or such other person as the Board may appoint to fulfill any obligations of the Chief Executive under these Memorandum and Articles of Association should the Chief Executive be unable or unwilling so to do

"clear days" in relation to the period of a notice means that period excluding the day for which it is given or on which it is to take effect;

"the Board" means the Board of Directors for the time being of the Company;

"Board Member" means a Director of the Company

"electronic means" means suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.

"Member Group" means a Member of the Company

"the Memorandum" means the Memorandum of Association of the Company;

"Office" means the registered office of the Company;

"Person" means an individual or body corporate;

"the seal" means the common seal of the Company;

"Secretary" means the secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company, including a joint, assistant or deputy secretary;

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

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Company.

In accordance with the Interpretation Act 1976, unless the contrary intention appears:-

- (a) words importing the masculine gender include the feminine;
- (b) words importing the feminine gender include the masculine;
- (c) words in the singular include the plural and words in the plural include the singular.

OBJECTS

2.The Company is established for the objects expressed in the Memorandum of Association.

MEMBERS

3.1 Membership of the Company shall be open to a group (whether incorporated or not) which shares the same objects as the Company and which regularly provides riding and/or carriage driving for disabled people in its local area and which shall have:

- 3.1.1 been elected to Membership by the Board on the recommendation of the relevant Regional Committee
- 3.1.2 adopted a written constitution which shall correspond in all material ways with either Standard Group Constitution for unincorporated groups set out in Schedule 1 or the Standard Group Memorandum and Articles of Association for incorporated groups set out in Schedule 2 (subject to any statutory or jurisdictional alterations)
- 3.1.3
 - 3.1.3.1 in England or Wales caused itself to be registered with the Charity Commission under a separate charity number and has obtained separate charitable status or has been recognised as having separate charity status
 - 3.1.3.2 in Scotland caused itself to be registered with the Office of the Scottish Charity Regulator under a separate charity number and has obtained separate charitable status or has been recognised as having separate charity status
 - 3.1.3.3 in Northern Ireland itself to be registered with the Charity Commission for Northern Ireland under a separate charity number and has obtained separate charitable status or has been recognised as having separate charity status
 - 3.1.3.4 in any other jurisdiction within the British Isles caused itself to be recognised as having separate charity status

3.1.4 Signed in readiness (pending determination of its application for membership) a membership agreement with the Company in the form from time to time in force

3.1.5 Paid such annual charges as may from time to time be determined by the Board . Any such annual charges shall include but shall not be limited to:

3.1.5.1 a membership fee;

3.1.5.2 a proportionate part of any insurance premium paid by the Company;

3.1.5.3 any such sums which the Board in its absolute discretion may from time to time demand

3.2 Membership of the Company shall also be open to a United Kingdom Charity which wishes to promote the objects of the Company and which shall:-

3.2.1 been elected to Membership by the Board on recommendation of the relevant Regional Committee

3.2.2 adopted a written constitution which shall have been approved by the Company in its absolute discretion

3.2.3 signed in readiness (pending determination of its application for Membership) Membership Agreement with the Company in the form prescribed by the Company

3.2.4 pay such annual charges as may from time to time be determined by the Board. Any such annual charges shall include but shall not be limited to

3.2.4.1 a membership fee;

3.2.4.2 a proportionate part of any insurance premium paid by the Company;

3.2.4.3 any such sums which the Board in its absolute discretion may from time to time demand

3.3 It shall be lawful for the Board to admit to membership Member Groups which provide facilities for riding or carriage driving or vaulting or polo or such other activity as may be approved by the Board from time to time but any such groups shall not be authorised to extend the facilities provided by them without the prior written consent of the Board

3.4 Other incorporated or unincorporated organisations or individuals which/who shall desire to be affiliated to the Company may upon application to the Board be elected by the Board as Affiliates and thereupon they shall have the rights and obligations outlined below ("Affiliates")

3.4.1 Affiliates may

3.4.1.1 send representatives to Conferences and General Meetings arranged by the Company (provided that Member Groups shall have priority if space is limited)

3.4.1.2 receive information from the Company

3.4.2 Affiliates shall not be entitled to vote at General Meetings of the Company

3.4.3 Affiliates shall pay an annual affiliation fee prescribed for each Affiliate from time to time by the Board

3.4.4 Affiliates shall not be entitled to use the name logo or acronym ("RDA") without the written consent of the Board and upon the terms and conditions set out in any such consent

3.5 Subject to Article 45.5 hereof the Board may at any time terminate:

3.5.1 The membership of any Member Group

3.5.2 The involvement with the Company of any Affiliate

PROVIDED THAT a representative of the Member Group

or Affiliate (as the case may be) shall have

the right to be heard by the Board before

a final decision is made

4. A Member Group may at any time resign its membership in accordance with the procedure set out in any bye laws issued from time to time pursuant to Article 59

5. REGIONS AND COUNTIES

5.1 The Company shall operate through and the Member Groups shall be organised into Regions and Counties which shall correspond so far as is reasonably possible with the 18 regions ("Regions") and their constituent counties ("Counties") described in Schedule 3 hereto PROVIDED THAT the

Board may in its absolute discretion vary the composition of the Regions or the Counties within those regions as it sees fit

COUNTIES

- 5.2 Each county shall have a County Chairman who shall have such responsibilities and duties as the Board may from time to time direct. A County may have joint County Chairman with the consent of the Board. The role and responsibilities of any joint County Chairman shall be approved by the Board. Any joint County Chairman shall be subject to Articles 5.4 to 5.7 inclusive
- 5.3 Each County shall have a County Instructor who shall have such responsibilities and duties as the Board may from time to time direct
- 5.4 5.4.1 The County Chairman shall be elected by the Member Groups in that County. The relevant Regional Chairman shall be responsible for arranging elections as and when they may be necessary
- 5.4.2 Nominations for County Chairman may be made by Member Groups in the County to the relevant Regional Chairman
- 5.4.3 Any election of County Chairman shall be by postal ballot or electronic means and each Member Group in the County shall have one vote
- 5.4.4 The County Chairman shall be elected a period of 3 years and shall be eligible for re-election for 2 further periods of three years 5.4.5 The County Instructor shall be appointed for a period of three years and

shall be eligible for re-appointment election for 2 further periods of three years

- 5.5 Subject to Article 45.5 the Board shall at any time be entitled to remove any County Chairman from office or dissolve any County Committee after consultation with the relevant Regional Chairman
- 5.6 If the Board shall remove a County Chairman from office then the Board shall be entitled to appoint after consultation with the relevant Regional Chairman a temporary County Chairman until such time as the Member Groups in the County concerned shall have had an opportunity to elect a replacement or if there is no County Committee the Regional Committee shall have appointed a replacement
- 5.7 If for any other reason there shall be a casual vacancy arising for a County Chairman in any County then the Board may appoint after consultation with the relevant Regional Chairman a temporary County Chairman until such time as the Member Groups in the County shall have had an opportunity to elect a replacement or if there is no County Committee the Regional Committee shall have appointed a replacement

REGIONS

- 5.8 Each Region shall have a Regional Committee which should have the following members
- 5.8.1 A Regional Chairman who shall be elected by the Member Groups in that Region

- 5.8.2 A Regional Treasurer who shall be appointed by the Regional Committee
 - 5.8.3 All County Chairmen in that Region
 - 5.8.4 A Carriage Driving representative from that Region (if appropriate) who after consultation with the relevant Regional Chairman shall be appointed by the Company's Carriage Driving Committee
 - 5.8.5 A Regional Instructor who after consultation with the relevant Regional Chairman shall be appointed by the Company's Coaching Committee
 - 5.8.6 Such other persons as may be permitted from time to time by virtue of any Regulations issued by the Board from time to time and the relevant Regional Committee deem necessary
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- 5.10 Each Regional Committee shall have such powers and responsibilities as the Board shall from time to time approve
 - 5.11 Subject to Article 45.5 the Board shall at any time be entitled to dissolve any Regional Committee
 - 5.12
 - 5.12.1 The Regional Chairman shall hold office for a period of three years and shall be eligible for re-election for two further periods of three years
 - 5.12.2 All other members of any Regional Committee shall hold office for a period of three years and shall be eligible for re-appointment for 2 further periods of three years

5.12.3 A Regional Chairman may only be removed from office by the Members Groups in their Region in the manner prescribed from time to time by the Board

5.12.4 If for any reason a casual vacancy shall arise for a Regional Chairman in any Region then the Board may appoint a temporary Regional Chairman until such time as the Member Groups in that Region have had an opportunity to elect a replacement

REGIONAL CHAIRMEN'S COMMITTEE

5.13 There shall be a Committee which shall be known as the Regional Chairmen's Committee ("Regional Chairmen's Committee") which shall consist of the persons from time to time holding the position of Regional Chairman for each Region

5.14 The Regional Chairmen's Committee shall have the role powers and responsibilities as set out below:-

5.14.1 to elect a chairman from one of their number

5.14.2 to ascertain views and ideas emanating from the Regions Counties and Member Groups and advise the Board of such views and ideas when they are of importance to the Member Groups and/or the Company generally

5.14.3 to implement decisions of the Board in Regions Counties and/or Member Groups

5.14.4 to discuss issues relevant to the furtherance of the Objects

5.15 For the avoidance of doubt the dissolution of the Regional Chairmen's Committee shall be construed as an amendment to the Articles and accordingly a special resolution shall be required

GENERAL MEETINGS

6. The Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling it, PROVIDED THAT every such General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
7. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 7.1 A General Meeting may be held either in person or by suitable electronic means determined by the Board or in a combination of both provided that all Member Groups participating in the General Meeting may communicate with all the other participants. If all of the Member Groups participating in a General Meeting are not in the same place, the Board may decide that the meeting is to be treated as taking place wherever any of them is.
- 7.2 A reference to any General Meeting includes a reference to a meeting held by electronic means in accordance with article 7.1. A person shall be regarded as being present at a General Meeting at any time where he she or is attending personally or by electronic means in accordance with article 7.1.

8. The Board may call General Meetings and, on the requisition of at least ten per centum of the Member Groups from not less than any six of the Regions pursuant to the provisions of the Act, shall forthwith proceed to convene an Extraordinary General Meeting for a date at least six weeks after receipt of the requisition. The requisition shall:

8.1 be in writing

8.2 clearly state the business to be discussed and set out verbatim any resolution

8.3 contain details of the proposer and seconder duly authorised by the Committee of the relevant Member Group of the business or proposition

NOTICE OF GENERAL MEETINGS

9. An Annual General Meeting or a General Meeting called for the passing of a special resolution or a resolution appointing a person as a Board Member shall be called by at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed:-

9.1 in the case of an Annual General Meeting, by all the Member Groups entitled to attend and vote thereat; and

9.2 in the case of any other Meeting by a majority in number of the those having a right to attend and vote being a majority together holding not less than ninety-five per cent of the total voting rights at the Meeting.

The notice shall specify the time and place of the Meeting or, as appropriate, the electronic means by which it is to be held (or both) and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such. The notice shall be given to all those specified in Article 3

10. 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

11. The business to be transacted at an Annual General Meeting shall include the receipt of the audited accounts, and the reports of the Board and auditors, the election of Board Members in the place of those elected Board Members retiring and the appointment of, the Auditors.
12. Each Member Group shall be entitled to send representatives to attend the AGM or any EGM but one duly authorised representative only from each Member Group who shall not be a Regional Chairman or Alternate as defined in Article 13 and whose name shall have been made known to the Chief Executive not less than one hour prior to the scheduled time of commencement of the meeting shall be entitled to vote
13. Any Member Group entitled to send a representative to vote at a General Meeting shall be entitled to appoint the Regional Chairman or an Alternate (who shall be a member of the relevant Regional Committee and

appointed by it) for that Member Group's Region as its proxy to attend and vote instead of its representative. The appointment of a Regional Chairman or Alternate as a Member Group's proxy shall be notified in writing to the Chief Executive at least forty eight hours prior to any General Meeting

14. Twenty per centum of the Member Groups present in person or by proxy and entitled to vote upon the business to be transacted, shall constitute a quorum. No business shall be transacted at any Meeting unless a quorum is present.
15. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine.
16. The President of the Company shall act as chairman of the AGM or other General Meeting but if the President is not present the Chairman shall act as chairman of the meeting and if the Chairman is not present then the Deputy Chairman shall act as chairman of the meeting and in the absence of the Chairman and Deputy Chairman the meeting shall appoint a chairman for the duration of that meeting before any other business is transacted
17. 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 or, as appropriate, the electronic means by which it is to be held (or both) and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

18. A resolution put to the vote of a Meeting shall be decided on a show of hand 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:-

18.1 by the chairman of the Meeting; or

18.2 by the Chief Executive; or

18.3 by at least two persons having the right to vote at the Meeting.

19. Unless a poll is duly demanded, a declaration by the Chief Executive that a resolution has been carried or carried unanimously shall be made 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 of or against the resolution

20. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

21. A poll shall be taken as the chairman directs, including by electronic means, and the chairman may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.

22. 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.
23. A poll demanded on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the Meeting shall continue as if the demand had not been made.
24. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the Meeting at which it is demanded. In any other case 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

25. On a show of hands or on a poll every Member Group present in person, by electronic means, or by proxy shall have one vote.
26. 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.

27. An instrument appointing the relevant Regional Chairman or his Alternate as proxy shall be in writing executed by or on behalf of the appointer and shall be in the form as required from time to time by the Board.

28. PRESIDENT

There shall be a President of the Company who shall be recommended by the Board and who shall be elected by the Member Groups in General Meeting.

29. PATRON

There may be a Patron of the Company who shall be such person who shall be recommended by the Board and who shall be elected by the Member Groups in General Meeting.

30. HONORARY LIFE VICE PRESIDENTS

There may be an unlimited number of Honorary Life Vice Presidents of the Company who shall be recommended by the Board and who shall be elected by the Member Groups in General Meeting.

31. REGIONAL VICE PRESIDENTS

There may be an unlimited number of Regional Vice Presidents of the Company per Region who shall be recommended by the relevant Regional Committee and who shall be elected by Member Groups in the relevant Region and who shall hold office for a period of three years and shall be eligible for re-election for two further periods of three years.

32. CHAIRMAN

There shall be a Chairman of the Company who shall be proposed by a duly authorised proposer and seconder (who may be duly authorised representatives of any two of the Board Regional Chairmen's Committee or Member Groups) and elected by the Member Groups in General Meeting and who shall hold office for a period of three years and shall be eligible for re-election for two further periods of three years

33. HONORARY TREASURER

There shall be an Honorary Treasurer of the Company who shall be appointed by the Board and who shall hold office for a period of three years in the first instance and shall be eligible for re-appointment annually thereafter subject to confirmation or otherwise of the Member Groups in General Meeting

34. DEPUTY CHAIRMAN

There shall be a Deputy Chairman of the Company who shall be the person from time to time holding the office of Chairman of the Regional Chairmen's Committee

BOARD MEMBERS

35. The Board Members shall be :-

35.1 the Chairman

35.2 the Honorary Treasurer

35.3 the Deputy Chairman

35.4 three other persons qualified in such manner as the Board may determine and elected for that purpose by the Company in General Meeting who shall

hold office for a period of three years in the first instance and shall be eligible for re-election for two further periods of three years

35.5 Four other persons qualified in such manner as the Board may determine who shall be appointed by the Board and who shall hold office for a period of three years in the first instance and shall be eligible for re-appointment annually thereafter subject to confirmation or otherwise of the Member Groups in General Meeting

35.6 The Board will have power to co-opt additional Members from time to time for a defined period and purpose

36. The Board may be paid all reasonable expenses properly incurred by them in attending and returning from Board Meetings or General Meetings of the Company or in connection with the business of the Company.

MEMBERSHIP OF THE BOARD

37. 37.1 The proceedings of the Board shall not be invalidated by any vacancy among their number or from any failure to appoint or any defect in the appointment or qualification of a member

37.2 No person shall be appointed as a member of the Board who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause

37.3 All Members of the Board shall not whether on a first or on any subsequent entry into office be able to vote until they have signed a declaration of acceptance and a willingness to act as a Trustee of the Company and

completed a statement of conflicts of interest and a declaration that they are not disqualified pursuant to Article 38 below

- 37.4 Any casual vacancies appearing on the Board shall be filled by whomsoever the Board shall appoint and such person shall hold office until the next General Meeting of the Company PROVIDED THAT the Board shall endeavour to maintain the composition of the Board as set out in Article 35 above

DISQUALIFICATION AND REMOVAL OF BOARD MEMBERS

38. The office of a Board Member shall be vacated if the Board Member:

- 38.1 without the consent of the Board fails to attend three consecutive meetings of the Board; or
- 38.2 becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- 38.3 becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs; or
- 38.4 resigns his office by notice in writing to the Company; or
- 38.5 ceases to be a Board Member by virtue of any provision on the Act or he becomes prohibited in law from being a director; or
- 38.6 is removed from office by resolution duly passed pursuant to Sections 303 and 304 of the Act; or
- 38.7 is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest as required by Section 317 of the Act.

38.8 is disqualified from acting as a Board Member by virtue of section 72 of the Charities Act 2006 (or any statutory re-enactment or modification of that provision)

38.9 is removed from office by resolution of not less than five Board Members present and voting that he be removed from office

38.10 is a Board Member by virtue of the office within the Company which he holds (i.e. as Chairman Honorary Treasurer or Deputy Chairman) and he ceases to hold that office within the Company

39. A Board Member shall not vote in respect of any contract in which he is interested or any matter arising out of it, and, if he does so vote, his vote shall not be counted.

BORROWING POWERS

40. The Board may subject to such consents as may be required by law exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Company.

POWERS AND DUTIES OF THE BOARD

41. Subject to the provisions of the Act the Charities Acts the Memorandum and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Board which may exercise all such powers of the Company as are not required to be exercised by the Company in General Meeting.

No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Board by the Articles and a meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.

42. The Board in addition to the powers conferred by Section 23 of the Trustee Act 1925 may employ any duly qualified or competent agent or servant (not being a Board Member) to transact any business within the scope of his expertise of whatever nature required to be done in furthering the said objects and may pay to such person a reasonable salary or defray his reasonable charges, in respect of the business transacted. The Board shall exercise reasonable supervision over such agent or servant.
43. The Board shall have the power to appoint a Chief Executive of the Company who shall be in attendance at General Meetings and meetings of the Board and who shall be a non-voting member of all committees

EMPLOYEES' GRATUITIES AND PENSIONS

44. The Board may provide benefits whether by the payment of gratuities or pensions or by insurance or otherwise for any employee or former employee not being a Board Member or former Board Member hereof who has held but no longer holds any executive office or employment with the Company and for any member of his family (including a spouse and a former spouse) or any person who is or was

dependent on him and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit

MEETINGS AND PROCEEDINGS OF THE BOARD

45. 45.1 The Board shall hold not less than four ordinary meetings each year. A special meeting may be called at any time by the Chairman or by any two members of the Board upon not less than fourteen days' notice being given to the other Board Members of the matters to be discussed and provided that such notice shall contain details of the date time and place of the meeting
- 45.2. The Chairman shall act as chairman at meetings of the Board. If the Chairman is absent from any meeting the Deputy Chairman shall act as chairman of the meeting and in the absence of both the Chairman and Deputy Chairman the Board Members present shall choose one of their number to be chairman of the meeting before any other business is transacted
- 45.3 There shall be a quorum when at least six Board Members are present at a meeting
- 45.4. Every matter save for that mentioned in article 45.5 shall be determined by a majority of votes of the Board Members present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote

- 45.5 The Board may only dissolve a Regional Committee or terminate the membership of a Member Group or remove a County Chairman or terminate the involvement of an Affiliate if a resolution is passed by at least five Board Members present and voting at a meeting calling for such dissolution termination or removal from office
- 45.6 The Board shall save as provided in this clause 45 keep minutes in books kept for the purpose of the proceedings at meetings of the Board and any committee
- 45.7 The Board may appoint one or more committees consisting of not less than three or more than eleven persons entitled to vote and appointed by the Board for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Board would be more conveniently undertaken or carried out by a committee; provided that all acts and proceedings of any such committees shall be fully and promptly reported to the Board in writing
- 45.8 The Board may create and disband such committees as it thinks fit
- 45.9 45.9.1 Each committee shall act in accordance with the terms of reference specified by the Board and shall have such authority powers and responsibilities as may be conferred upon it by the Board
- 45.9.2 The chairman of each committee shall hold office for a period of three years and shall be eligible for re-appointment for two further periods of three years

45.9.3 All other members of any committee shall hold office for a period of three years and shall be eligible for re-appointment for further periods of three years (without limitation)

45.10 There shall be a committee of the Board which shall be known as the Investment Committee and which shall comprise the Chairman Honorary Treasurer a representative of the Regions (approved by the Board) and the Chief Executive for the time being of the Company and whose role shall be to:

45.10.1 implement the Company's investment policy from time to time prescribed by the Board in consultation with the Company's financial experts from time to time

45.10.2 supervise the performance of any investments held from time to time by the Company

45.10.3 keep the Board fully informed of the performance of any such investments

SECRETARY

46. Subject to the provisions of the Act the Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them PROVIDED THAT no Board Member may occupy the salaried position of Secretary

MINUTES

47. The Board shall cause Minutes to be made in books kept for the purpose;
- 47.1 of all appointments of officers made by the Board, and
- 47.2 of all proceedings at meetings of the Company, and of the Board including the names of the Board Members present at each such meeting and after the Minutes have been duly approved, they shall be signed by the Chairman as a true record.

THE SEAL

48. The seal shall be used only by the authority of the Board. The Board may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by two Board Members.

ACCOUNTS

49. The Board shall cause accounting records to be kept in accordance with the requirements of the Act and of the Charities Acts.
50. The accounting records shall be kept at the Office, or, subject to the provisions of the Act and the Charities Acts, at such other place or places as the Board shall think fit, and shall always be open to inspection by the Board Members
51. Subject to the provisions of the Charities Acts the Board shall from time to time determine whether and to what extent and at what time and place and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Member Groups and no Member Group shall

have any right of inspecting any accounts or books or documents of the Company except as conferred by the Act or the Charities Acts or as authorised by the Board

AUDIT

52. Auditors shall be appointed and their duties regulated in accordance with the requirements of the Act and the Charities Acts.

NOTICES

53. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Board be in writing.
54. The Company may give any notice personally, or by electronic means, or by sending it by post in a prepaid envelope addressed to the person entitled to receive notice at his registered address or by leaving it at that address.
55. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.
56. Notice of any General Meeting shall be given in any manner authorised by these Articles to:
- 56.1 every Member Group
 - 56.2 the President
 - 56.3 the Patron (if any)
 - 56.4 the Regional Chairmen
 - 56.5 Honorary Life Vice Presidents

56.6 Regional Vice Presidents

56.7 Affiliates

56.8 the auditor for the time being of the Company

56.9 each Board Member

No other person shall be entitled to receive notices of General Meetings or be entitled to attend.

INDEMNITY

57. Subject to the provisions of the Act every Board Member employee or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence default breach or duty or breach of trust in relation to the affairs of the Company.

WINDING UP

58. Clause 8 of the Memorandum of Association relating to the winding-up and dissolution thereof shall have effect as if the provisions thereof were repeated in these Articles.

RULES OR BYELAWS

59. The Board may make such rules or bye laws as it may deem necessary or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular

but without prejudice to the generality of the above, it may by such rules or bye laws regulate:

- 59.1 The admission and classification of members of the Company, and the rights and privileges of such members and the conditions of membership and the terms on which members may resign or have their membership terminated and the subscriptions and other fees or payments to be made by members;
 - 59.2 The conduct of Member Groups of the Company in relation to one another and to the Company's employees;
 - 59.3 The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
 - 59.4 The procedure at meetings of the Board and committees of the Board in so far as such procedure is not regulated by these Articles;
 - 59.5 Generally all such matters as are commonly the subject matter of the Company's rule
60. The Company in General Meeting shall have power to alter or repeal the rules or bye laws and the Board shall adopt such means as it deems sufficient to bring to the notice of Member Groups all such rules or bye laws, which so long as they shall be in force, shall be binding on all Member Groups provided nevertheless that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.

HEADINGS

61. The headings in these Articles shall not be taken as part of them nor in any manner affect the interpretation or construction of them.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of these Articles of Association.

<u>Name, address and</u>	<u>Signature</u>	<u>Signature and</u>
<u>Description of Subscriber</u>	<u>of Subscriber</u>	<u>address to</u>
		<u>witness of</u>
		<u>Subscriber's</u>
	<u>signature</u>	

[Names and addresses redacted]

Dated this 4th day of December 2003