THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GURANTEE

ARTICLES OF ASSOCIATION OF

EAST MIDLANDS DRESSAGE GROUP T/A EMDG

1. INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1.1 In the articles, unless the context requires otherwise—

"articles" means the company's articles of association;

"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;

"chairman" has the meaning given in article 6.6;

"chairman of the meeting" has the meaning given in article 11.3;

"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;

"director" means a director of the company, and includes any person occupying the position of director, by whatever name called;

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"electronic form" has the meaning given in section 1168 of the Companies Act 2006;

"The Committee" means the current Executive Committee of the Company;

"The Club" means the Company and its Directors, Committee and Members.

"property" means all equipment and assets of the company.

"member" has the meaning given in section 112 of the Companies Act 2006;

"ordinary resolution" has the meaning given in section 282 of the Companies Act 2006;

“participate”, in relation to a directors’ meeting, has the meaning given in article 6.4;
“proxy notice” has the meaning given in article 12.4;
“special resolution” has the meaning given in section 283 of the Companies Act 2006;
“subsidiary” has the meaning given in section 1159 of the Companies Act 2006; and
“writing” means 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.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

Liability of members

1.2. 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 is a member or within one year after he ceases to be a member, for—
(a) payment of the company’s debts and liabilities contracted before he ceases to be a
member,
(b) payment of the costs, charges and expenses of winding up, and
(c) adjustment of the rights of the contributories among themselves.

2. OBJECTIVES

a) The purpose of the Company is to take over all objectives, assets and liabilities of the currently unincorporated association known as ‘East Midlands Dressage Group t/a EMDG’ (hereafter called “the Club”, pursuant to resolutions passed at a general meeting of the Club.
b) The Company shall continue to be known as East Midlands Dressage Group t/a EMDG.

c) The Club Membership shall consist of adults over the age of 18 interested in equitation in East Midlands Dressage Group t/a EMDG.

d) The Club shall be run as a not for profit making organisation.

e) The Club shall aim to encourage riding as a Sport and recreation, to promote good fellowship among the riders and to improve and maintain the standard of riding and horsemanship within the local Community. The Club shall be an amateur sports club affiliated to the British Horse Society.

3. POWERS

a) Management of the affairs and finances of the Club shall be vested in the Committee, subject to the control of any annual or special general meeting.

b) No financial commitment shall be undertaken on behalf of the Club without the sanction of the Committee, except by the Chairman and Treasurer acting jointly in the case of an emergency.

c) All cheques in respect of payments made on behalf of the Club must be signed by the Treasurer or the Chairman in the Treasurers absence.

d) No member shall, except for professional services rendered at the request of the Committee, on any pretext or in any manner receive any profit, salary or emoluments from the funds or transactions of the Club.

f) The Committee shall be empowered, after due investigation, to take such action as they consider necessary in the event of the conduct of any member being, in their opinion, detrimental to the interests of the Club.

g) The Committee may at any time terminate membership of any Club member and invoke a suspension at its discretion.

h) Club members will obey instructions issued by authorised committee members, or judges, stewards and other volunteers acting on their behalf and the Club rules, during any organised club activities or events.

i) Any member causing damage to Club property must immediately report same to a Club Official and shall be liable for cost of renewal or repair unless otherwise decided.

j) These articles may only be altered, amended or added to, at any general meeting on any motion to that effect of which notice has been given to the Secretary, in writing, at least 21 days before the date of the meeting. The votes of at least two/thirds of members present, eligible to vote will be required to pass any such motion.

k) The Committee may from time to time make, amend and repeal all such bye-laws and regulations (not effecting the articles) as they shall consider expedient for the management and well-being of the Club. All bye-laws and regulations made by the Committee under this rule shall be binding upon the members until repealed by the Committee, or set aside by a resolution of a general meeting of the Club.

l) The Committee shall be the sole authority for the interpretation of these rules and of the bye-laws and regulations of the Club: and the decision of the Committee upon any question of interpretation or upon any matter affecting the Club and not provided for by these rules or by the bye-laws and regulations shall be final and binding upon the members.

4. WINDING UP

a) On the winding-up or dissolution of the Company, after provision has been made for all its debts and liabilities, any assets or property that remains available to be distributed or paid, shall not be paid or distributed to the members (except to a member that qualifies under this article) but shall be distributed thus;

b) Specialised property pertaining to the objects of the Company (i.e, equestrian equipment), may be transferred to another body with similar objectives. Such body to be determined by resolution. If such a body is not identified or approved by resolution then property will be disposed by sale, together with all other remaining Club property within 6 months of the date of dissolution.

c) Any funds from disposal of property together with any other assets held by the company at time of dissolution and remaining after all debts and liabilities are met, shall be given or transferred to another registered CASC, a registered charity or the sport's governing body for use by them in related equestrian community sports.

d) A Winding up resolutions shall be made:

i. by members at or before the time of winding up or dissolution, subject to any such resolution of the members or

ii. by committee or;

iii. by remaining directors if no members or committee resolution is in place at winding-up/dissolution.

5 DIRECTORS & COMMITTEE MANAGEMENT

POWERS AND RESPONSIBILITIES

5.1 General authority

a) The business of the Company shall be managed by an Committee, which shall also be the Committee of the Club, and which, unless and until otherwise determined by a General Meeting, shall consist of not fewer than 8 members comprising Chairman, Secretary, Treasurer (known as the Officers) and a minimum of 5 other members. The Office of Chairman is to be filled from the existing Committee.
b) Subject to the articles, the directors who are nominal heads of the Company for the purposes of the Act, are to ensure the Company complies with Companies Act requirements and subscribes to the Articles of Association. Directors shall not control the workings of the Club other than in their capacity as Committee Members.

5.2 Committee powers

The Committee shall be responsible to members for:-
a) Carrying out the wishes of members as agreed at a general meeting in accordance with the Constitution of the Club herewith contained and as constitutionally amended from time to time.
b) Promoting and organising equitation activities for the general benefit of members.
c) Encouraging correct and safe horsemanship, to improve the welfare of horses and ponies
d) Safe-guarding Club property, assets and equipment.
e) Safe-guarding Officers, volunteers and Members engaged on authorised Club activities, against third-party claims.
f) Ensuring that records of all receipts and expenses and a schedule of Club property and Equipment are maintained.
g) To present a Balance Sheet together with Income & Expenditure Report annually at the general meeting.

5.3 Members' reserve power

a) The members may, by special resolution, direct the Committee/directors to take, or refrain from taking, specified action.

b) No such special resolution invalidates anything which the Committee/directors have done before the passing of the resolution.

5.4 Committee/Directors may delegate

a) Subject to the articles, the committee/directors may delegate any of the powers which are conferred on them under the articles—

i. to such person or a sub-committee;

ii. by such means (including by power of attorney);

iii. to such extent;

iv. in relation to such matters or territories; and

v. on such terms and conditions;

as they think fit.

b) If the Committee/directors so specify, any such delegation may authorise further delegation of the Committee/directors' powers by any person to whom they are delegated.

c) The Committee/directors may revoke any delegation in whole or part, or alter its terms and conditions

5.5 Sub-Committee

a) Sub-Committees to which the Committee delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by the Committee.

b) The Committee may make rules of procedure for all or any sub-committees, which prevail over rules derived from the articles if they are not consistent with them.

5.6 Records of decisions to be kept

a) The Committee/directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Committee/directors.

6. DECISION-MAKING BY DIRECTORS

6.1 The Committee/Directors will take decisions collectively

a) The general rule about decision-making by the Committee/directors is that any decision of the committee/directors must be either a majority decision at a meeting or a decision taken in accordance with article 6.2

6.2 Unanimous decisions

a) A decision of the Committee/directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.

b) Such a decision may take the form of minutes in writing, agreed by each eligible committee member/director or to which each eligible committee member/director has otherwise indicated agreement in writing.

c) References in this article to eligible committee member/director are to committee member/director who would have been entitled to vote on the matter had it been proposed as a resolution at a committee/directors' meeting.

d) A decision may not be taken in accordance with this article if the eligible committee member/director would not have formed a quorum at such a meeting

6.3 Calling a Committee/Directors' meeting

a) Any Committee member/director may call a Committee/directors' meeting by giving notice of the meeting to all eligible Committee members/directors or by requesting the secretary (if any) to give such notice.

b) Notice of any directors' meeting must indicate—

i. its proposed date and time;

ii. where it is to take place; and

iii. if it is anticipated that committee member/director 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.

c) Notice of a directors' meeting must be given to each Committee member/directors, but need not be in writing.

d) Notice of a Committee/directors' meeting need not be given to Committee member/directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it

6.4 Participation in Committee/directors' meetings

a) Subject to the articles, Committee member/directors participate in a Committee member/directors' meeting, or part of a Committee member/directors' meeting, when—

i. the meeting has been called and takes place in accordance with the articles, and

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

b) In determining whether Committee member/directors are participating in a Committee member/directors' meeting, it is irrelevant where any director is or how they communicate with each other.

c) If all the Committee member/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.

6.5 Quorum for committee member/directors' meetings

a) At a Committee member/directors meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

b) A quorum for Committee/directors meetings shall consist of any two of the following officers namely:

i. Chairperson,

ii. Vice-Chair,

iii. Honorary Secretary,

iv. Honorary Treasurer

v. and four other committee members.

c) If the total number of Committee member/directors for the time being is less than the quorum required, the Committee member/directors must not take any decision other than a decision—

i. to appoint further Committee member/directors, or

ii. to call a general meeting so as to enable the members to appoint further Committee member/directors.

6.6 Chairing of Committee/directors' meetings

a) The position of Chairman is elected annually at the general meeting; such position is to be filled from the existing committee, and the individual to have served as such for a period of at least 3 years.

b) The officers may appoint a director to chair their meetings.

c) If the current elected Chairman makes him/herself unavailable or resigns, the Committee/directors may appoint a Committee member/director to chair their meetings, until the next general meeting. The person so appointed for the time being is known as the Chairman.

d) If the Chairman is not participating in a Committee/directors meeting within ten minutes of the time at which it was to start, the participating Committee/directors must appoint one of themselves to chair it.

6.7Casting vote

If the numbers of votes for and against a proposal are equal, the chairman or other officer chairing the meeting has a casting vote.

6.8 Conflicts of interest

If a proposed decision of the Committee/directors is concerned with an actual or proposed transaction or arrangement with the company in which a committee/director is interested, that Committee member/director must declare an interest and is not to be counted as participating in the decision-making process for quorum or voting purposes, unless approved to do so by unanimous agreement of the meeting.

6.9 Committee/Directors' discretion to make further rules

Subject to the articles, the Committee/directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to committee, members & officers.

7. APPOINTMENT OF COMMITTEE & DIRECTORS

7.1 Methods of appointing directors

a) Committee members having served a full initial term and been duly re-elected at a general meeting shall be invited to become a director, provided permitted by law to do so,

I. by ordinary resolution, or

II. by invitation of the directors.

b) Only fully paid up members are eligible to be elected and serve as directors.

c) Directors must immediately resign should he/she not be re-elected to the committee, and may no-longer serve on the committee but may remain a member if he/she so wishes.

7.2 Methods of appointing Committee

a) Committee members will be elected by current (or previous years if general meeting is held in first quarter of a new membership year) fully paid up club members at a general meeting and serve for a term of 3 years, at which point they become eligible for re-election to serve a further term.

b) Only fully paid up members shall be eligible to serve as members of the Committee save for honorary members, whose membership shall be fully paid up by the Club.

c) The Committee will have authority to fill any vacancy on the Committee arising subsequent to the general meeting. Such members co-opted to the committee will have voting power until the next general meeting, at which point they would be eligible for election by the members.

d) The Committee may from time to time appoint from among their number or appoint volunteers to serve on sub-committees as they may consider necessary or expedient, and may depute or refer to them such of the powers or duties of the Committee, as the committee may determine. All sub-committees shall periodically report their proceedings to the Committee and shall conduct their business in accordance with the directions of the committee. Such sub-committees usually will consist of at least 4 members.

8.2 Committee/Directors expenses

The members of the committee and directors shall not be entitled to any remuneration but shall be entitled to be paid approved expenses incurred in the service of the Club

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

9. Applications for membership

a) Applicants for membership must use the official form of application provided for the purpose.

b) Membership is to run from 1st January until the 31st December of each year

10. Termination of membership

a) A member ceases to become a member on 1st January each year unless a new application for renewal and payment in full is made.

b) A member may withdraw from membership of the Club by giving 7 days' notice to the Club in writing

b) Membership is not transferable.

c) The Committee under its powers, may at any time terminate membership of any Club member, or invoke a suspension at its discretion

d) A person's membership terminates when that person dies or ceases to exist

11. ORGANISATION OF GENERAL MEETINGS

11.1. Attendance and speaking at general meetings

a) A member, is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

b) A member, is able to exercise the right to vote at a general meeting when—

   i. that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

   ii. that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

c) The committee may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

11.2 Quorum for general meetings

No business other than the appointment of the Chairman of the meeting is to be transacted at a general meeting if the members attending it do not constitute a quorum; save as herein otherwise provided, 10 members present in person shall be a quorum.

11.3 Chairing general meetings

a) The Chairman shall chair general meetings if present and willing to do so.

(i) If the Chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—

(ii) the committee is present, or

(iii) if no committee are present the meeting, must appoint a member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

(iv) The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.

11.4 Attendance and speaking by non-members

The Chairman of the meeting may permit other persons who are not members of the club to attend and speak at a general meeting.

11.5 Adjournment

a) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chairman of the meeting must adjourn it.

b) The Chairman of the meeting may adjourn a general meeting at which a quorum is present if—

i. the meeting consents to an adjournment, or

ii. it appears to the Chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

c) The Chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

d) When adjourning a general meeting, the Chairman of the meeting must—

i. either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the committee, and

ii. have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

e) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given) to the same persons to whom notice of the company's general meetings is required to be given, and containing the same information which such notice is required to contain.

f) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

12. VOTING AT GENERAL MEETINGS

12.1 Voting: general

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

12.2 Errors and disputes

No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

Any such objection must be referred to the Chairman of the meeting whose decision is final.

12.3 Poll votes

A poll on a resolution may be demanded—

a) in advance of the general meeting where it is to be put to the vote, or

b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

A poll may be demanded by—

a) the Chairman of the meeting;

b) the committee;

c) two or more persons having the right to vote on the resolution; or

A demand for a poll may be withdrawn if—

a) the poll has not yet been taken, and

b) the chairman of the meeting consents to the withdrawal.

Polls must be taken immediately and in such manner as the chairman of the meeting directs.

12.4 Content of proxy notices

Proxies may only validly be appointed by special resolution of the committee and take the form of a notice in writing (a "proxy notice") which :

a) states the name and address of the member appointing the proxy;

b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the committee may determine; and

d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

The club may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

Unless a proxy notice indicates otherwise, it must be treated as—

a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

12.5 Delivery of proxy notices
A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.

An appointment under a proxy notice may be revoked by delivering to the club a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

12.6 Amendments to resolutions
An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—
a) notice of the proposed amendment is given to the Club in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
b) the proposed amendment does not, in the reasonable opinion of the Chairman of the meeting, materially alter the scope of the resolution.

A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—

a) the Chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

b) the amendment does not go beyond what is necessary to correct a grammatical or other non- substantive error in the resolution.

If the Chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chairman's error does not invalidate the vote on that resolution.

ADMINISTRATIVE ARRANGEMENTS

13. Means of communication to be used

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.

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.

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 a specified time of their being sent, and for the specified time to be less than 48 hours.

14. Company seals

Any common seal may only be used by the authority of the directors and committee.

The directors/committee may decide by what means and in what form any common seal is to be used.

The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the committee and in the presence of at least two officers, and the said officers shall sign every instrument to which the seal shall be so affixed**.**

15 Accounts and other records

A Balance Sheet together with Income & Expenditure Report will be presented to the members annually at the general meeting.

Except as provided by law or authorised by the Committee/directors or an ordinary resolution of the company, no person shall be entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

DIRECTORS' INDEMNITY AND INSURANCE

16 Indemnity

Subject to paragraph (2), a relevant Committee member/directors 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),

c) any other liability incurred by that committee member/director as an officer of the company or an associated company.

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.

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.

17 Insurance

The Committee/directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant Committee members or director henceforth known as ‘officers’ in respect of any relevant loss.

In this article—

a) a “relevant officer” means any officer or former officer of the 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 officer’s duties or powers in relation to the company