



Equido Horsemanship Ltd

**GOVERNANCE AND CONSTITUTION  
OF  
EQUIDO HORSEMANSHIP LTD**

**GOVERNANCE AND CONSTITUTION**  
**of**  
**EQUIDO HORSEMANSHIP LTD**

<b>CONTENTS</b>		
<b>GENERAL</b>	type of organisation, Scottish principal office, name, purposes, powers, liability, general structure	clauses -
<b>BOARD (CHARITY TRUSTEES)</b>	number, eligibility, election/retiral/re-election, termination of office, register of charity trustees, office bearers, powers, general duties, code of conduct	clauses 10 - 37
<b>DECISION-MAKING BY THE CHARITY TRUSTEES</b>	notice, procedure at board meetings, minutes	clauses 38 - 53
<b>ADMINISTRATION</b>	sub-committees, operation of accounts, accounting records and annual accounts	clauses 54 - 62
<b>MISCELLANEOUS</b>	winding up, alterations to the constitution	clauses 63 - 64

## **GENERAL**

### **Type of organisation**

- 1 The organisation is a Limited Liability company with a board of directors and managing director.

### **Scottish principal office**

- 2 The principal office of the organisation will be in Scotland and is based at Ross Dhu Equestrian Ltd.

### **Name**

- 3 The name of the organisation is Equido Horsemanship Ltd.

### **Purposes**

- 4 The organisation's purposes are:
  - 4.1 The Advancement of Education
  - 4.2 The advancement of animal welfare

### **Powers**

- 5 The organisation has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.

### **Liability of members**

- 6 The directors of the organisation have no liability to pay any sums to help to meet the debts (or other liabilities) of the organisation if it is wound up; accordingly, if the organisation is unable to meet its debts, the directors will not be held responsible.
- 7 The directors have certain legal duties and clause 6 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

### **General structure**

- 8 The structure of the organisation consists of:-
  - 8.1 the BOARD - who hold regular meetings, and generally control the activities of the organisation; for example, the board

is responsible for monitoring and controlling the financial position of the organisation.

- 9 The people serving on the board are referred to in this constitution as Directors.

## **BOARD**

### **Directors**

- 10 The maximum number of Directors is ten number; out of that:

- 11 The minimum number of Directors is three.

### **Eligibility**

- 12 A person shall not be eligible for election/appointment to the board under clause 12 unless he/she is a member of the organisation; a person appointed to the board under clause 17 need not, however, be a member of the organisation.

- 13 A person will not be eligible for election or appointment to the board if he/she is: -

13.1 disqualified from being a Director; or

13.2 an employee of the organisation.

### **Election, retiral, re-election**

- 14 The board may at any time appoint any member (unless he/she is debarred from membership under clause 12) to be a Director.

- 15 At each AGM, all of the Directors elected/appointed under clause 12 and, in the case of the first AGM, those deemed to have been appointed shall retire from office – but shall then be eligible for re-election.

- 16 A Director retiring at an AGM will be deemed to have been re-elected unless: -

16.1 he/she advises the board prior to the conclusion of the AGM that he/she does not wish to be re-appointed as a Director; or

16.2 an election process was held at the AGM and he/she was not among those elected/re-elected through that process; or

16.3 a resolution for the re-election of that charity trustee was put to the AGM and was not carried.

### **Appointment/re-appointment of co-opted charity trustees**

- 17 In addition to their powers under clause 14, the board may at any time appoint any non-member of the organisation to be a Director (subject to clause 10, and providing he/she is not debarred from membership under clause 12) either on the basis that he/she has been nominated *or* on the basis that he/she has specialist experience and/or skills which could be of assistance to the board.
- 18 At each AGM, all of the Directors appointed under clause 17 shall retire from office – but shall then be eligible for re-appointment under that clause.

### **Termination of office**

- 19 A Director will automatically cease to hold office if: -
- 19.1 he/she becomes disqualified from being a Director;
  - 19.2 he/she becomes incapable for medical reasons of carrying out his/her duties as a Director - but only if that has continued (or is expected to continue) for a period of more than six months;
  - 19.3 (in the case of a Director elected/appointed under clauses 10 to 16) he/she ceases to be a member of the organisation;
  - 19.4 he/she becomes an employee of the organisation;
  - 19.5 he/she gives the organisation a notice of resignation, signed by him/her;
  - 19.6 he/she is absent (without good reason, in the opinion of the board) from more than three consecutive meetings of the board - but only if the board resolves to remove him/her from office;
  - 19.7 he/she is removed from office by resolution of the board on the grounds that he/she is considered to have committed a material breach of the code of conduct for Directors (as referred to in clause 36);
  - 19.8 he/she is removed from office by resolution of the board on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties.

- 20 A resolution under paragraph 19.7, 19.8 shall be valid only if: -
- 20.1 the Director who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for his/her removal is to be proposed;
  - 20.2 the Director concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and
  - 20.3 (in the case of a resolution under paragraph 19.7 or 19.8) at least two thirds (to the nearest round number) of the Directors then in office vote in favour of the resolution.

### **Register of Directors**

- 21 The board must keep a register of Directors, setting out
- 21.1 for each current director:
    - 21.1.1 his/her full name and address;
    - 21.1.2 the date on which he/she was appointed as a director; and
    - 21.1.3 any office held by him/her in the organisation;
  - 21.2 for each former director - for at least 6 years from the date on which he/she ceased to be a charity trustee:
    - 21.2.1 the name of the director;
    - 21.2.2 any office held by him/her in the organisation; and
    - 21.2.3 the date on which he/she ceased to be a director.
- 22 The board must ensure that the register of Directors is updated within 28 days of any change:
- 22.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or
  - 22.2 which is notified to the organisation.
- 23 If any person requests a copy of the register of directors, the board must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable; if the request is made by a person who is not a member of the organisation, the board may provide a copy which has the addresses blanked out - if the company is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

## **Office-bearers**

- 24 The Directors must elect (from among themselves) a managing director and a secretary.
- 25 In addition to the office-bearers required under clause 24, the directors may elect (from among themselves) further office-bearers if they consider that appropriate.
- 26 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 24 or 25.
- 27 A person elected to any office will automatically cease to hold that office: -
- 27.1 if he/she ceases to be a director; *or*
  - 27.2 if he/she gives to the organisation a notice of resignation from that office, signed by him/her.

## **Powers of board**

- 28 Except where this constitution states otherwise, the organisation (and its assets and operations) will be managed by the board; and the board may exercise all the powers of the organisation.
- 29 A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.
- 30 The members may, by way of a resolution passed in compliance with clause Error: Reference source not found (requirement for two-thirds majority), direct the board to take any particular step or direct the board not to take any particular step; and the board shall give effect to any such direction accordingly.

## **Directors - general duties**

- 31 Each of the directors has a duty, in exercising functions as a director, to act in the interests of the organisation; and, in particular, must:-
- 31.1 seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
  - 31.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
  - 31.3 in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
    - 31.3.1 put the interests of the organisation before that of the other party;

31.3.2 where any other duty prevents him/her from doing so, disclose the conflicting interest to the organisation and refrain from participating in any deliberation or decision of the other members with regard to the matter in question;

31.4 ensure that the organisation complies with any direction, requirement, notice or duty imposed.

32 In addition to the duties outlined in clause 31, all of the directors must take such steps as are reasonably practicable for the purpose of ensuring: -

32.1 that any breach of any of those duties by a director is corrected by the director concerned and not repeated; and

32.2 that any director who has been in serious and persistent breach of those duties is removed as a director.

33 Provided he/she has declared his/her interest - and has not voted on the question of whether or not the organisation should enter into the arrangement - a director will not be debarred from entering into an arrangement with the organisation in which he/she has a personal interest; and he/she may retain any personal benefit which arises from that arrangement.

34 No director may serve as an employee (full time or part time) of the organisation; and no member may be given any remuneration by the organisation for carrying out his/her duties as a director.

35 The director may be paid all travelling and other expenses reasonably incurred by them in connection with carrying out their duties; this may include expenses relating to their attendance at meetings.

### **Code of conduct for Directors**

36 Each of the Directors shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board from time to time.

37 The code of conduct referred to in clause 36 shall be supplemental to the provisions relating to the conduct of directors contained in this constitution and the duties imposed on directors and all relevant provisions of this constitution shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time



## **DECISION-MAKING BY THE DIRECTORS**

### **Notice of board meetings**

- 38 Any director may call a meeting of the board *or* ask the secretary to call a meeting of the board.
- 39 At least 7 days' notice must be given of each board meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

### **Procedure at board meetings**

- 40 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is three Directors, present in person.
- 41 If at any time the number of directors in office falls below the number stated as the quorum in clause 40, the remaining charity trustee(s) will have power to fill the vacancies or call a members' meeting - but will not be able to take any other valid decisions.
- 42 The Managing Director of the organisation should act as chairperson of each board meeting.
- 43 If the chair is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the directors present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
- 44 Every director has one vote, which must be given personally.
- 45 All decisions at board meetings will be made by majority vote.
- 46 If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
- 47 The board may, at its discretion, allow any person to attend and speak at a board meeting notwithstanding that he/she is not a director - but on the basis that he/she must not participate in decision-making.
- 48 A director must not vote at a board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the organisation; he/she must withdraw from the meeting while an item of that nature is being dealt with.
- 49 For the purposes of clause 48: -
- 49.1 a director will be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management

committee, officer or elected representative has an interest in that matter.

### **Minutes**

- 50 The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.
- 51 The minutes to be kept under clause 50 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
- 52 [The board shall (subject to clause 53) make available copies of the minutes referred to in clause 50 to any member of the public requesting them.]
- 53 [The board may exclude from any copy minutes made available to a member of the public under clause any material which the board considers ought properly to be kept confidential - on the grounds that allowing access to such material could cause significant prejudice to the interests of the organisation or on the basis that the material contains reference to employee or other matters which it would be inappropriate to divulge.]

### **ADMINISTRATION**

#### **Delegation to sub-committees**

- 54 The board may delegate any of their powers to sub-committees; a sub-committee must include at least one Director, but other members of a sub-committee need not be directors.
- 55 The board may also delegate to the chair of the organisation (or the holder of any other post) such of their powers as they may consider appropriate.
- 56 When delegating powers under clause 54 or 55, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
- 57 Any delegation of powers under clause 54 or 55 may be revoked or altered by the board at any time.
- 58 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the board.

#### **Operation of accounts**

- 59 Subject to clause 60, the signatures of the secretary appointed by the board will be required in relation to all operations (other than the

lodging of funds) on the bank and building society accounts held by the organisation.

- 60 Where the organisation uses electronic facilities for the operation of any bank or building society account, the authorisations required for operations on that account must be consistent with the approach reflected in clause 59.

### **Accounting records and annual accounts**

- 61 The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 62 The board must prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions (or if the board consider that an audit would be appropriate for some other reason), the board should ensure that an audit of the accounts is carried out by a qualified auditor.

### **MISCELLANEOUS**

#### **Winding-up**

- 63 If the organisation is to be wound up or dissolved, the winding-up or dissolution process will be carried out in accordance with the procedures set out under Companies House.
- 64 Any surplus assets available to the organisation immediately preceding its winding up or dissolution must be used for purposes which are the same as - or which closely resemble - the purposes of the organisation as set out in this constitution.