

ARTICLES OF ASSOCIATION OF
A COMPANY LIMITED BY GUARANTEE

1. The Company name is

Trail Riders Fellowship and in this document it is called the 'company'

Interpretation

2. In the articles:

'address' means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the company;

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

'chairman' has the meaning given in article 13;

'chairman of the meeting' has the meaning given in article 31;

'clear days' in relation to the period of a notice means a period excluding:

(a) the day when the notice is given or deemed to be given; and

(b) the day for which it is given or on which it is to take effect;

'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;

'connected person' means;

(1) a child, parent, grandchild, grandparent, brother or sister of the director;

(2) the spouse or civil partner of the director or any person falling within sub-clause (1) above;

(3) a person carrying on business in partnership with the director or any person falling within sub-clause (1) or (2) above;

(4) an institution that is controlled –

(a) by the director or any connected person falling within sub-clause (1), (2), or (3) above; or

(b) by two or more persons falling within sub-clause 4(a), when taken together

(5) a body corporate in which –

(a) the director or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or

(b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.

'director' means a director of the company;

'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;

'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 11;

'proxy notice' has the meaning given in article 37;

'special resolution' has the meaning given in section 283 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

3. The liability of each member is limited to £1.00, 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.

Directors' general authority

4. (1) Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

(2) The directors may appoint non-executive directors to assist in the management of the company. Non-executive directors do not have the authority of directors, do not have voting rights and do not constitute numbers for the purposes of a quorum.

Members' reserve power

5. (1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

(2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

Directors may delegate

6. (1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:

- (a) to such person;
- (b) to such committee that comprises at least one director;
- (b) by such means (including by power of attorney);
- (c) to such an extent;
- (d) in relation to such matters; and
- (e) on such terms and conditions;

as they think fit.

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

(3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

Committees

7. (1) Committees to which the directors 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 directors.

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

Directors to take decisions collectively

8. The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 9.

Unanimous decisions

9. (1) A decision of the 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.

(2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

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

(4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

Calling a directors' meeting

10. (1) Any director may call a directors' meeting by giving notice of the meeting to the directors.

(2) Notice of any directors' meeting must indicate:

- (a) its proposed date and time;
- (b) where it is to take place; and
- (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

(3) Notice of a directors' meeting must be given to each director, but need not be in writing.

(4) Notice of a directors' meeting need not be given to 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.

Participation in directors' meetings

11. (1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:

- (a) the meeting has been called and takes place in accordance with the articles, and
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

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

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

Quorum for directors' meetings

12. (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

(2) The quorum for directors' meetings is $1/3^{\text{rd}}$ of the directors (rounded up to the nearest whole number) plus one, but it must never be less than three. Non-executive directors do not constitute numbers for a quorum as they have no voting rights.

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

- (a) to appoint further directors, or
- (b) to call a general meeting so as to enable the members to appoint further directors.

Chairing of directors' meetings

13. (1) The directors may appoint a director to chair their meetings.

(2) The person so appointed for the time being is known as the chairman.

(3) The directors may terminate the chairman's appointment at any time.

(4) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

Casting vote

14. (1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.

(2) But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

Declaration of directors' interests

15. A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the company or in any transaction or arrangement entered into by the company which has not been previously declared. A director must absent himself or herself from any discussions of the company directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the company and any personal interest (included but not limited to any personal financial interest).

Conflicts of interest and conflicts of loyalties

16. (1) If a conflict of interests arises for a director because of a duty of loyalty to another organization or person and the conflict is not authorized by virtue of any other provision in the articles, the unconflicted directors may authorize such a conflict of interests where the following conditions apply:

(a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organization or person;

(b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting;

(c) the unconflicted directors consider it is in the interests of the company to authorize the conflict of interests in eth circumstances applying.

(2) In this article a conflict of interests arising because of a duty of loyalty owed to another organization or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

(3) Subject to paragraph (4), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.

(4) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

Records of decisions to be kept

17. (1) The 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 directors.

(2) The directors must keep minutes of all:

(a) appointments of officers made by the directors;

(b) proceedings at meetings of the company;

(c) meetings of the directors and committees where a director is present including:

(i) the names of the directors and others present at the meeting;

(ii) the decisions made at the meetings; and

(iii) where appropriate the reasons for the decisions.

(3) The directors shall publish minutes of all general meetings.

Directors' discretion to make further rules

18. Subject to the articles, the 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 directors.

Methods of appointing directors

19. (1) There shall be a minimum of 4 elected directors and a maximum of 9.

(2) Any natural person over 16 years of age who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director:

- (a) by ordinary resolution, or
- (b) by a decision of the directors should the number of directors fall below the minimum number required.

(3) In any case where, as a result of death, the company has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director.

(4) For the purposes of paragraph (2), where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

Termination of director's appointment

20. A person ceases to be a director as soon as:

- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (e) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

Directors' remuneration and payment for services

21. (1) Directors are not entitled to remuneration for their services to the company as directors.

(2) Directors may undertake services for the company only if the following conditions are met:

Condition A is that the amount or maximum amount of the remuneration

(a) is set out in an agreement in writing between the company, or its directors, and P under which P is to provide the services in question to or on behalf of the company and

(b) does not exceed what is reasonable in the circumstances for the provision by P of the services in question.

Condition B is that before entering into that agreement, the company directors decided they were satisfied that it would be in the best interests of the company for the services to be provided by P to or on behalf of the company for the amount or maximum amount of remuneration set out in the agreement.

Condition C is that if immediately after the agreement is entered into there is in the case of the company, more than one person who is a director and is:

- (a) a person in respect of whom an agreement within Condition A is on force,
- (b) a person who is entitled to receive remuneration from the company otherwise than by virtue of such agreement, or
- (c) a person connected with a person falling within paragraph (a) or (b), the total number of them to constitute a minority of the persons for the time being holding office as a director of the company.

Condition D is that the Articles of the company do not contain any express provision that prohibits P from receiving remuneration for the provision of services to the company.

(3) A director is not permitted to vote on the awarding of a service contract that he or a connected person would benefit from.

(4) Where a director is authorized to undertake services for the company outside of his or her director's duties, the reason for the decision to authorize the undertaking of services to the company shall be recorded in the minute book.

Directors' expenses

22. The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at:

- (a) meetings of directors or committees of directors,
- (b) general meetings, or
- (c) separate meetings of the holders of debentures of the company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

Applications for membership

23. (1) The subscribers to the memorandum are the members of the company.
- (2) Membership is open to other individuals or organisations who:
- (a) apply for membership in a form approved by the directors, and
 - (b) the directors have approved the application; and
 - (c) agree to abide by the company's Code of Conduct.
- (3) (a) The directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the company to refuse the application.
- (b) The directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- (c) The directors must consider any written representations the applicant may make about the decision. The directors' decision following any written representations must be notified to the applicant in writing but shall be final.
- (4) Membership is not transferrable.
- (5) The directors must keep a register of names and addresses of the members.

Classes of membership

- 24 (1) The directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- (2) The directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- (3) The rights attached to a class of membership may only be varied if:
- (a) three-quarters of the members of that class consent in writing to the variation; or
 - (b) a special resolution is passed as a separate general meeting of the members of that class agreeing to the variation.
- (4) The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

Termination of membership

25. (1) Membership is terminated if:
- (a) the member dies or, if it is an organization, ceases to exist;
 - (b) the member resigns by written notice to the company unless after the resignation, there would be fewer than two members;
 - (c) any sum due from the member to the company is not paid in full within three months of it falling due;

(d) the member is removed from membership by a resolution of the directors that it is in the best interests of the company that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:

- (i) the member has been given at least twenty one days' notice in writing of the meeting of directors at which the resolution will be proposed and the reasons why it is to be proposed;
- (ii) the member or, at the option of the member, the member's representative (who need not be a member of the company) has been allowed to make representations to the meeting.

(2) Membership is not transferable.

Attendance and speaking at general meetings

26. (1) A person 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.

(2) A person is able to exercise the right to vote at a general meeting when:

- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- (b) 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.

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

Director's duty to call an annual general meeting

27. (1) The directors must call an annual general meeting and not more than fifteen months may elapse between successive annual general meetings.

(2) The directors may call a general meeting at any time.

Notice of general meetings

28. (1) The minimum periods of notice required to hold a general meeting of the company are:

- (a) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
- (b) fourteen clear days for all other general meetings.

(2) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting then the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 37.

Members' right to call a general meeting

29. (1) The Directors must call a general meeting at such time and place as the directors shall determine at the request in writing of 75 members or 1/30th of the membership having a right to vote at a general meeting, whichever is greater. Such a request shall state the purpose of the meeting.

(2) If the directors do not proceed to call a meeting within 21 days from the date of the request, or hold the meeting within 28 days of the request, the members who made the request may call a meeting and hold it within three months of the request.

Quorum for general meetings

30. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. The quorum for a general meeting shall be 75 members of the company having a right to vote at a general meeting.

Chairing general meetings

31. (1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.

(2) If the directors have not appointed a chairman, or 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:

(a) the directors present, or

(b) (if no directors are present), the meeting, must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

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

Attendance and speaking by directors and non-members

32. (1) Directors may attend and speak at general meetings, whether or not they are members.

(2) The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

Adjournment

33. (1) 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.

(2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if:

(a) the meeting consents to an adjournment, or

(b) 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.

(3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

(4) When adjourning a general meeting, the chairman of the meeting must:

(a) 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 directors, and

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

(5) 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):

- (a) to the same persons to whom notice of the company's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain.
- (6) 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.

Voting: general

34. 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.

Errors and disputes

35. (1) 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.
- (2) Any such objection must be referred to the chairman of the meeting whose decision is final.

Poll votes

36. (1) 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.
- (2) A poll may be demanded by:
- (a) the chairman of the meeting;
 - (b) the directors;
 - (c) two or more persons having the right to vote on the resolution; or
 - (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- (3) 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.
- (4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

Content of proxy notices

37. (1) Proxies may only validly be appointed by 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 directors may determine; and
 - (d) is delivered to the company 48 hours prior to the meeting and in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) 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.
- (4) 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.

Delivery of proxy notices

38. (1) 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.
- (2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) 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.

Amendments to resolutions

39. (1) 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 company 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.
- (2) 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.
- (3) 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.

Means of communication to be used

40. (1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.
- (2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- (3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

No right to inspect accounts and other records

41. Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or

other records or documents, save for minutes of general meetings, merely by virtue of being a member.

Indemnity

42. (1) Subject to paragraph (2), a relevant director of the 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,
- (b) any other liability incurred by that director as an officer of the company.

(2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

(3) In this article a 'relevant director' means any director or former director of the company.

Insurance

43. (1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

(2) In this article:

- (a) a 'relevant director' means any director or former director 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 director's duties or powers in relation to the company.

Dispute resolution

44. (1) If a dispute arises between members of the company about the validity or propriety of anything done by the members of the company under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

(2) In any dispute or litigation involving the company, the company shall, where appropriate, seek to settle the dispute or litigation by mediation.

Dissolution

45 (1) The members of the company may at any time before, and in expectation of, its dissolution resolve that any net assets of the company after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the company be applied or transferred in any of the following ways:

(a) directly for the Objects; or

(b) by transfer to any charity or charities for purposes similar to the Objects; or

(c) to any charity or charities for use for particular purposes that fall within the Objects.

(2) Subject to any such resolution of the members of the company, the directors of the company may at any time before and in expectation of its dissolution resolve that any net assets of the company after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the company be applied or transferred:

(a) directly for the Objects; or

(b) by transfer to any charity or charities for purposes similar to the Objects; or

(c) to any charity or charities for use for particular purposes that fall within the Objects.

(3) In no circumstances shall the net assets of the company be paid to or distributed among the members of the company (except to a member that is itself a charity).