

CONSTITUTION OF THE NORTH EASTERN DRIVING TRIALS LIMITED.

Article I -Title and Definitions.

- 1.1 The name of the Company shall be “The North Eastern Driving Trials Limited” (herein called “The Company”).
- 1.2 **A Member. A person who has paid an annual membership fee to The Company and who is entitled to vote in accordance with the Constitution of The Company.**
- 1.3 **A Director. A member elected from the membership to the General Committee of The Company in accordance with the constitution.**
- 1.4 **The Company. The group of members.**
- 1.5 **The Committee. The General Committee of 12 Directors elected at the AGM in accordance with the Constitution.**

Article II- Objects.

- 2.1 To promote the sport and pastime of driving horse-drawn vehicles and, in particular, driving them in organised competitions and , with that object in view, to promote, organise and conduct driving trials, dressage tests, obstacle driving competitions, cross-country driving competitions, driving marathons and any other tests or competitions of driving skill, speed and/or endurance. To offer, give or contribute prizes, medals, rosettes and other awards and to promote, give or support training, instruction, courses, lectures and demonstrations and also social events or other entertainment’s.
- 2.2 To be affiliated to the British Horse Driving Trials Association and to establish, promote or assist in establishing or promoting any other association or club whose objects are similar to the objects of The Company.
- 2.3 To do all such other things as are incidental to, or as The Company may consider conducive to, the attainment of all the above objectives or any of them.
- 2.4 To hire and employ all classes of persons considered necessary for the purpose of The Company and to pay them or any other person, firm or company in return for such services rendered to The Company such salaries, wages, fees, gratuities and expenses as may be deemed expedient.
- 2.5 To establish and support or aid in the establishment and support of any charitable or benevolent associations or institutions and to subscribe or guarantee for charitable or benevolent purposes in any way connected with the objects of The Company or calculated to further its objectives.

Article III- Application of Assets of The Company.

- 3.1 The income and property of The Company, howsoever derived, shall be applied solely towards the promotion of the objectives of The Company as set forth in Article II and no part thereof shall be paid or transferred directly or indirectly (except upon winding-up of The Company) by way of dividend, bonus or otherwise however, by way of profit to members of The Company.
- 3.2 Nothing provided in 3.1 shall prevent the payment in good faith of reasonable remuneration to any member, officer or servant of The Company in return for any services actually rendered to the Company.
- 3.3 Any monies of The Company not immediately required for its purposes may, at the discretion of the Committee, be invested in or upon such investments, securities or property as The Committee may think fit.

Article IV-Accounting.

- 4.1 True accounts shall be kept of all monies received and expended by The Company and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed by the Committee, such accounts shall be open to inspection by Members.
- 4.2 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 persons appointed for that purpose by the Committee. Such persons need not be professional auditors but must be competent to perform the task. If the majority of members present at any A.G.M. or E.G.M. shall pass a resolution to the effect, they may overrule the appointment made by the Committee and appoint some other person or persons to carry out such examination, the person(s) appointed in either case may, but need not be, members of The Company.
- 4.3 No member, whether a Committee member or otherwise, shall be authorised to commit The Company to any expenditure or liability, **unless covered by reasonable insurance**, which cannot be met out of the funds at that time available to The Company.
- 4.4 **In the event of the liquidation of the Company all members must subscribe a maximum of £1 each to The Company.**

Article V- Membership.

- 5.1 Any person who wishes to participate in or support the activities of The Company as set out in Article II and any other person the committee shall, at their discretion, consider to be a fit person to be a member, shall be qualified to be admitted a member of The Company.
- 5.2 Each candidate for membership of The Company shall make a written application for membership in such form as the Committee shall from time to time prescribe and upon admission shall pay any entrance fee that may be established at that time in addition to the annual subscription for the year of admission.
- 5.3 The annual subscription and entrance fee (if any) shall be determined by the membership at the Annual General Meeting.
- 5.4 Membership subscriptions become due on the 1st January and cover membership until 31st December of the same year. The subscription paid by new members joining later in the year also covers membership until 31st December of that year and the following year if the member joins after the last competitive event.
- 5.5 Any member whose annual subscription is unpaid on 1st April shall cease to be a member of The Company and shall forfeit all rights of membership but may be reinstated at the discretion of the Committee on payment of all arrears.
- 5.6 If any member shall willfully refuse or neglect to comply within the provisions of the Constitution or be guilty of any **unworthy conduct** such member shall be liable to expulsion by a resolution of the Committee. Always provided that at least one week before the meeting at which such a resolution is to be considered, he or she shall have notice thereof and of the intended resolution, and have the opportunity personally and with representation by a fellow member to give orally or in writing any explanation or defense he or she may think fit.

Any member expelled under the Article shall forfeit all rights of membership.

- 5.7 Family membership shall be available to any group of related persons who operate together from the same address. Limitations of the number of persons who operate together eligible to comprise a family membership group shall be determined by the Committee at its absolute discretion but will, in principle, be limited to a reasonable size family group. Any member of a family membership group over 12 is entitled to participate in Company events as a competitor but not more than two persons representing any family membership group may be eligible to drive and only two have the right to vote at any General Meeting.

- 5.8 Temporary membership may be granted to a person for the purpose of competing in not more than one event during the membership year, provided they comply with The Company's Insurance requirements. Temporary membership is valid only for the day or days upon which the event takes place and confers no right to vote at any General Meeting that may take place during the period of its validity. The right to grant temporary membership is at the discretion of the Committee, but may be delegated by them to nominated Committee members or to event organisers subject to such limitations as the Committee may at its discretion impose.
- 5.9 Every member shall be entitled (subject to any bye-laws or rules that be in force) to all rights and subject to all duties of a member of The Company, including the right to be elected as a Committee Member and to attend and vote at the General Meeting of The Company.
- 5.10 Only members over 12 are entitled to participate in Company events as a competitor. Only members over 18 are entitled to vote, be elected as a Committee Member or hold office.
- 5.11 Any member competing in a club competition must comply with the public liability and personal accident requirements.

Article VI-Officers

- 6.1 The officers of The Company shall be:

President
Chairman
Vice-Chairman
Secretary
Treasurer

and shall be elected to hold office in accordance with the provisions of Article X (10.1-10.11).

Article VII-General Meetings.

- 7.1 A General Meeting (to be called the "Annual General Meeting") shall be held once in every twelve months period commencing 1st January at such time and place as may be determined by the Committee, normally in January and at a suitable location.
- 7.2 Resolutions for discussion at the A.G.M. may be submitted by the Committee and by any member. They must be submitted in writing to the Secretary not later than fourteen days prior to the date of the A.G.M.
- 7.3 The Committee, whenever it thinks fit, may convene an Extraordinary General Meeting, and such a meeting may also be convened by a requisition submitted to the Chairman supported by the signature of not less than five percent of members entitled to vote.
- 7.4 Not less than fourteen and not more than twenty-eight days notice shall be given to members specifying the place, day and time of a general meeting. The accidental failure to give notice to or non-receipt of notice by any member shall not invalidate any resolution passed at any meeting.

Article VIII-Procedure at General Meetings.

- 8.1 All business that is transacted at an 'Annual' or 'Extraordinary' General Meeting shall be deemed 'special' except for the following:-
- a. Consideration of the income and expenditure account.
 - b. Reports of the Office holders and auditors (if necessary).
 - c. Election of Committee Members.
 - d. Election of Officers.
 - e. Fixing of subscriptions for the coming year.
 - f. Remuneration (if any) of the Auditors.

- 8.2 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as otherwise provided in 7.3 not less than twenty members (limited to not more than 2 persons from any family membership) shall constitute a quorum for any general meeting.
- 8.3 The nature of the business necessitating an Extraordinary General Meeting shall be stated in the notice of requisition and only such business shall be discussed.
- 8.4 If within a quarter-of-an-hour of the time appointed for the commencement of business at any general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved and, in any other case, it shall be adjourned until such a time and at a place to be decided by the Chairman which shall be not later than thirty days after the adjourned meeting.
- 8.5 The Chairman of The Company shall preside as Chairman at every general meeting, but if there be no Chairman or if the Chairman has given notice that he will not be present or otherwise shall not be present fifteen minutes after the time appointed for the commencement of the meeting, or if he is unwilling to preside the Vice-Chairman shall preside or failing him the President shall preside or if this is not possible for any reason whatsoever a majority of members present shall elect another committee member to preside or if no committee member be present or willing to preside they shall elect another member to preside.

Article-IX-President

- 9.1 The Company shall elect a President for three years at the Annual General Meeting under the election procedure as set out in Article X (10.7) hereof. The President shall be an ex officio member of the Committee and will act as Chairman when the office of Chairman is being discussed or election procedures are taking place.
- 9.2 At the AGM nearest the said three-year period he shall retire and his successor shall be elected President for the next three years and thereafter the process shall be repeated at three yearly intervals. The retiring president shall be eligible for re-election.

Article X-Committee

- 10.1 The Committee shall consist of 12 members.
- 10.2 Members of the Committee shall be elected at an AGM for a period of three years.
- 10.3 In each year four members of such a Committee shall resign in rotation, such members being determined by the Committee at a properly constituted Committee meeting. All such retiring members shall be eligible for re-election under the re-election procedure as set out in Article X (10.7) hereof.
- 10.4 From the membership of the Committee a Chairman, Vice-Chairman, Secretary and Treasurer shall be decided by the AGM. The Officers shall hold office for a period of three years.
- 10.5 They shall retire in rotation i.e. Chairman, Vice-Chairman, Secretary and Treasurer. A retiring Officer shall be eligible for re-election under the procedure as set out in Article X (10.7) hereof.
- 10.6 In any event that the holder of any office shall cease to be able to perform his or her duties or shall resign from the office or cease to be eligible to hold office before the next AGM the Committee shall appoint another member to take over the duties of that office.
- 10.7 Before each AGM each retiring Committee member will declare whether he or she is willing to stand for re-election. If so, their names will automatically be put forward for re-election. Other eligible candidates including any member co-opted during the year may be submitted as a candidate by notice in writing to the Secretary (or such persons as may be notified for the purpose) proposed and seconded by two eligible members not later than seven days prior to the

day upon which the election is to take place.

- 10.8 At any Committee or General meeting the Chairman (or Acting Chairman) shall use the power of the casting vote (where Necessary) on any resolution properly debated.
- 10.9 Not more than two persons from any family membership group shall be eligible to hold office at any one time.
- 10.10 The members of the Committee shall determine among themselves at a Committee Meeting the allocation of such organisational duties as they may consider to be necessary for the effective management of the Company and the achievement of its objectives.
- 10.11 If a member of the Committee fails to achieve a vote of confidence of eight members of the Committee on any matter relating to club activities then that member shall cease to be a Committee member. The member must be notified at least one week prior to the vote of confidence and have the opportunity personally and with representation by a fellow member or in writing to give a defence. The said member may remain a member of The Company except where rule 5.6 applies.

Article XI-Committee Meetings

- 11.1 Formal meetings of the Committee (“Committee Meetings”) shall be convened from time to time by order of the Chairman or if the Chairman is not available at any time to order such a meeting then the Vice-Chairman or Secretary may convene a Committee Meeting at such times and places as shall be considered necessary for the proper conduct of The Company affairs. In any event not less than three Committee Meetings shall be held in each calendar year, one of which shall be convened at the earliest reasonable opportunity after the Annual General Meeting for the purpose of allocation of organisational duties in accordance with Article X (10.10).
- 11.2 The Chairman shall preside at Committee Meetings or if the Chairman is not present the Vice-Chairman or failing him the Committee Members shall elect one of their number to take the chair. The person taking the chair shall assume all the powers of the Chairman whilst in the chair.
- 11.3 The quorum for a Committee Meeting shall be four, however, no resolution which is required by this constitution to be taken at a Committee Meeting shall be considered as carried unless it is supported by at least four committee members.
- 11.4 No meeting of Committee Members shall be deemed to be a Committee Meeting unless all members of the Committee have been given not less than seven days notice of the meeting.
- 11.5 The Committee may invite any person(s) not Committee Members(s) to attend any Committee Meeting if they consider it beneficial to the achievement of the objects of the Company but any such person(s) shall not have any voting rights at the meeting.

Article XII-Amendments

- 12.1 Amendments to the Constitution may be made only by an affirmative vote of three-quarters of the members present and voting at a General Meeting.

Article XIII-Notices

- 13.1 Notice will be deemed to have been served if given in writing, or orally and confirmed in writing, to the recipient in person by one who is authorised to give such notice or is sent by mail to the last known address of the member notified to the Secretary in writing.
- 13.2 In the case of notice sent by mail it will be deemed to have been received 72 hours after posting or upon acknowledgement by the recipient that the notice has been received earlier.

Article XIV-Compliance with Regulations

- 14.1 The Company accepts that in the event of a conflict Company Law will take precedent over The Company Constitution.**
- 14.2 Any driving trial which is organised by The Company as an affiliated event as defined in the National Rules for British Horse Driving Trials Association shall be organised in accordance with those rules wherever possible. These rules may be expanded to accommodate special “Club” rules to meet circumstances which the Committee deem necessary. Any driving trial which is organised by The Company as a non-affiliated event shall comply wherever possible with the requirements for a minor event as redefined in clause 7 of Article 1 of the above mentioned National Rules (or as it may from time to time be amended).
- 14.3 Any other type of competition organised by The Company shall comply with any requirements laid down by the National Governing Body for that type of competition so as to ensure that no person competing shall prejudice his or her eligibility to compete in that type of competition at National or International level.
- 14.4 Neither the organising committee or North Eastern Driving Trials Limited nor the land owners nor any agent, official, representative or employee of any of the foregoing accept liability for any accident, loss, damage, illness or injury to horse, pony, spectator, competitor or any other person or property whatsoever whether caused by negligence or otherwise.