

Destination table - articles of association

Riding for the Disabled Association Incorporating Carriage Driving (the **Charity**)

This table highlights the salient provisions of the proposed new articles of association of the Charity (the **Articles**) and the changes from the Charity's existing articles of association. It is not a clause by clause summary but can be used as a guide to the draft new Articles.

| Current provision / location | Revision | Comment | New Article |
|---|--|---|-------------|
| Memorandum of Association | The new articles will not have a memorandum. | The provisions in the memorandum will be incorporated in to the Articles. This change reflects a legal requirement. A short Memorandum will remain as an essentially historic document recording the way in which the company was originally formed). | - |
| Name (memorandum) | No change. | The name of the Charity will not change. | 1 |
| Objects (memorandum and article 2) | The objects are updated to: The objects of the Charity (Objects) are to benefit the health and wellbeing of disabled people through the opportunity to ride and/or carriage drive, and to be involved with other related equine activities including equine assisted services. | A wide range of activities are run by the Charity and the Member Groups, which now extend beyond just riding and carriage driving. A host of activities and engagement are being provided by the Members which is providing disabled people with the opportunity to benefit their health and wellbeing. The draft new objects reflect the wider activities of the Charity. | 3 |
| Powers (memorandum clause 4) | The powers of the Charity have been updated to reflect the powers typically available to a charity. | The existing powers are included in the list of powers at new Article 4 unless they are covered elsewhere in the articles or are no longer relevant. | 4 |

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| | | The list is intended to be as comprehensive as possible so that the Charity has maximum flexibility when carrying out its activities. | |
| Limited liability (memorandum clauses 7 & 8) | No change. | The liability of the Members remains limited to £1. | 5 |
| Benefits provisions (memorandum clause 5) | The provisions in relation to the restrictions on benefits have been expanded. | The permitted benefits for Members are set out at article 23. Article 24 sets out the permitted benefits to Trustees. These are split in to two parts: the benefits that are usually generally acceptable for all trustees, and the benefits that may be permissible to individual trustees subject to the authorisation by the trustees of the conflict of interest. | 23, 24 |
| Conflicts of interest | Provisions added setting out the process for dealing with conflicts of interest. | <p>The Companies Act 2006 introduced a statutory duty on all company directors (in the case of the Charity these are the Trustees) to avoid situations in which they have or could have an interest which conflicts, or could conflict, with the interests of the company. In relation to the Charity, the duty is to:</p> <p>declare the nature and extent of any interest in any matter relating to the Charity; <u>and</u></p> <p>avoid any conflict of interest between that interest and the interests of the Charity.</p> | 25, 26, 27 |

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| | | These new provisions reflect the requirement in law and create a robust and clear process for managing conflicts (and potential conflicts). | |
| Dissolution (memorandum clause 9) | <p>The existing dissolution clause requires the charity to immediately seek Charity Commission consent to give or transfer the assets of the RDA on dissolution to another charity with the same objects as the RDA.</p> <p>The new provision sets out that if the Charity is dissolved, any remaining assets (after providing for any liabilities) must be transferred to another charity with the same objects (or similar) to the RDA. If that isn't possible, then there are two fallback positions.</p> | The new provision provides a clear methodology for the application of the remaining assets, without having to involve the Charity Commission where not strictly necessary. | 31 |
| Members (articles 3 to 5) | No changes to the membership model. | | 6 & 7 |
| Regions and counties (article 5) | <p>Removal of reference to Carriage Driving Committee. Subsequent amendment that a regional carriage driving representative can be appointed by the Regional Chair.</p> <p>Removal of reference to Coaching Committee.</p> | The current articles specifically refer to a Carriage Driving Committee, which has not met in practice for some time. Carriage Driving remains prominent in the name of the Charity and in its Objects (at article 3.1) as a core purpose of the Charity, and the Regional structure retains the option to have a carriage driving representative on the Regional Committee (article 7.2.4). | 7 |

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| General meetings (articles 9 to 27) | <p>Changes include updates to reflect the latest position in law. For example, there is no longer a reference to extraordinary general meetings and annual general meetings as it is no longer necessary to distinguish between the two. They are referred to as general meetings.</p> <p>In addition, provisions regarding electronic voting have been included.</p> <p>The notice period for a general meeting will be at least 21 clear days and if a written request is made by the members, a general meeting can be called within 6 weeks of that request.</p> | These changes are made so as to keep in line with best practice and legislation (in particular, part 13 of the Companies Act 2006). | 8 |
| President (article 28) | No changes. | | 11 |
| Officers and patron (articles 29 to 34) | The name of the Honorary Treasurer has been changed to Treasurer. | There is no change to the treasurer role, but 'Honorary' has been removed from the title as it is unnecessary. | 12 to 17 |
| Trustees and their proceedings (articles 35 to 45) | The board will still include member elected trustees (Elected Trustees) and board appointed trustees (Appointed Trustees). The Appointed Trustees will be able to serve up to three terms of three years (as opposed to one term of three years and then annual re-appointment). This change will mean that the trustee terms for Elected and Appointed Trustees will be mirrored. | <p>The maximum number of trustees will be determined by the Board.</p> <p>The critical link to grassroots RDA activity is made clear through these changes (formalised in article 18.10) to ensure representation of Member Groups.</p> | 18 |

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| | <p>A criterion for Elected Trustees has been introduced: Elected Trustees are individuals who have been involved with the Charity at a grassroots level.</p> <p>A new category of trustee has been introduced (Co-opted Trustee). Co-opted Trustees can be appointed by the board of Trustees for a defined period and purpose.</p> | | |
| Quorum for board meetings (article 45.3) | The quorum is changed from six to five board members. | This is to ensure the Board can function in the absence of trustees from any given meeting. | 19.2 |
| Committees of the board (article 45.7 to 45.10) | These provisions have been reduced so that the establishment and terms of reference of any committee of the Board can be amended from time to time without the need to amend the Articles. | <p>The Committees remain under the overall direction of the Board.</p> <p>The existing Committees of the Board will continue on their existing terms of reference and under the Articles will still be required to contain Trustees as part of their membership, and to report Committee proceedings to the Board.</p> | 21.2 |
| Secretary (article 46) | This change is to wording only and does not change the meaning of the provision. | The wording has changed in relation to the appointment of a secretary by the Board, but such appointment remains at the discretion of the Board, and a board member cannot be paid a salary to act as secretary (article 24). | 20.1.1 |
| Rules/byelaws | No changes. | | 20.1.3 to 20.1.5 |