AMDS 03/08/26

REGULATIONS AND TERMS OF REFERENCE FOR COUNCIL

The Shire Horse Society's vision and strategic goals are:

A. Our vision is: - "To be the leading global authority in the preservation, promotion and protection of Shire horses, fostering a vibrant community of enthusiasts dedicated to safeguarding the iconic breed for future generations".

B. Our strategic goals are: - Breed preservation, breed improvement and engagement; Membership engagement, growth and retention; Education and outreach; Welfare and well-being; and financial sustainability.

At the Society's Annual General Meeting (AGM), Members of the Society elect the members of its Council ("ECM"), elect Trustees to its Board, elect the Honorary Treasurer and approve the Society's Annual Report and Accounts. ECMs are eligible for nomination as Show Judges and membership of one of the Society's three committees; namely: the Show Committee, the Editing Committee and the Training, Education and Development Committee. ECMs are expected to put themselves forward to serve on a Committee. The "delivery" of our vison and strategic goals is predominantly through the Society's Committees being the Show, Editing, and Training & Education Committees. The Board of Trustees is responsible for all financial, governance and contractual matters in accordance with the Articles.

1 The Council

1.1 The Board shall create a Council who shall be subject to the Regulations and whose purpose shall be to assist and advise the Board in delivering the strategic vision of the Society. To this end, the Council will:

- provide membership support and advice to the committees and sub-committees of the Society;
- support improving the breed of the Shire horse including promoting the breed and breeding;
- appoint Judges in accordance with the Regulations;
- act as a point of communication and liaison with the membership of the Shire Horse Society;
- advise on the Regional Societies; and
- deal with such other purposes as the Board shall determine from time to time.
- act to encourage diverse and respectful membership and to act in accordance with the Code of Conduct.

1.2 The number of ECMs shall be 33. However, the Board reserves the right to amend this, and all other matters related to the Council, from time to time as it deems appropriate.

1.3 ECMs shall serve on Council for a term of three years and serve, if re-elected, for a maximum of three terms conditional on being a Member of good standing of the Society. All ECMs shall be expected to seek to be elected to one of the following committees of the Board; namely the Show, Editing and Training & Education Committees. An ECM may serve on only one committee at a time and may not remain on any one committee for their duration as an ECM. If re-elected as an ECM, an ECM may serve for a maximum of two terms on one committee, before standing down and joining a different committee (conditional on being a Member of the Society).

1.4 At the Annual General Meeting (AGM), one third (or nearest number to one third) of the ECM shall retire from the Council.

1.5 The ECMs to retire shall be those who have been in office longest. The length of time an ECM has been in office shall be computed from the date of their first election to the Council. A retiring ECM shall, subject to the provisions of these TORs, be eligible for re-election after a mandatory stand down period of one year.

1.6 Persons must have been a Member of good standing of the Society for three years before standing for Council.

1.7 Not less than 14 days before the AGM of the Society, the voting paper shall be sent to each Member of the Society (whether electronically or otherwise) upon which the alphabetical order of the candidates offering themselves for election or re-election as ECM of the Council at the next AGM together with a statement from each candidate. Any failure to comply with these requirements by a Member results in that person not being eligible to stand for Council.

1.8 Members shall be entitled to cast one vote for each of the relevant number of candidates (being one third of the number of Council members) to be an ECM to be appointed from the date of the AGM.

1.9 Failure to complete and return a voting paper for elections to the Council shall not prevent a Member of the Society from attending the AGM and voting on any resolution other than the appointment of an ECM.

1.10 Voting papers are to be completed and returned seven days before the AGM to the independent scrutineers as appointed by the Board. 1.11. The Council as a whole and each ECM must conduct its affairs and take decisions, act with integrity and for the good of the preservation, protection and promotion of the Shire horse and comply with all relevant laws, the Articles, Rules, Policies and the Regulations of the Society and these TORs.

1.12 The Council shall make such recommendations to the Board as it deems appropriate within its remit where it considers action or improvement is needed. The Board, however, shall not necessarily be bound to accept such recommendation.

1.13 The Council may:

1.13.1 Delegate activities to individual committees or sub-committees or working groups of committees, provided the extent of this delegation is made clear to the committee

members involved, is minuted and is not in contravention of these Terms of Reference or the Articles, Rules or the Regulations; and

1.13.2 Make reasonable decisions without the approval of the Board relating to the Stud Book, promotion of breeding, the appointment of judges for the National Shows, operational matters relating to the judges' seminars, training and the management of affiliated shows and any reasonable decision on expenditure for the hosting of the National Show or other events, prize money awards, expenditure and support relating to breeding payments within the previously agreed Budget as approved by the Board. Except that the Council may not incur any financial liabilities or expenditure (other than as aforesaid), media or other reputational risk, or enter any contracts on behalf of the Society without prior written approval of the CEO.

1.14 The Council is accountable to the Board, and the minutes of each Council meeting shall be circulated to the Board with the relevant other papers seven days in advance of each Board meeting.

1.15 Past Presidents of the Society shall be entitled to attend Council and committee meetings but shall not be entitled to vote at such meetings.

2. Composition of the Council

2.1 The Charity Commission's Governance Code states that all charities, regardless of size or complexity, are expected to follow the principles of its Governance Code. One of them relates to term limits to ensure independence, diversity and fresh perspectives, with a maximum nine years' continuous service.

2.2 Members of the Council shall be appointed by vote of the Society's membership and shall be made up of:

2.1.1 the Chair of Council; and

2.1.2 up to 33 ECM.

2.3 Appointments to the Council shall be for an initial term of up to three years. Council members who have served three consecutive years are eligible for re-election for a second and up to a third term of up to three years. There is then a mandatory break of one year before an ECM may seek re-election to Council. With any re-election to Council, they would then begin a new cycle of service.

2.4 Previous periods of Council service separated by the mandatory one-year break shall be aggregated for the purpose of calculating eligibility for society honours, awards and recognition of long service, (excluding any mandatory break in service).

2.5 The Chair may appoint up to two co-opted members where they bring special skills or expertise for specific needs for a maximum period of one year, with the appointment being ratified by the Board. If the individual being nominated is a retiring Council member, then this period of serving as a co-opted member does not count as the mandatory one-year break of service required before seeking re-election to the Council.

2.6 The Chair of the Council shall be appointed from the ECMs by the Council. The Chair of Council will have an initial term of three years and will be eligible for re-appointment for a second term of three years, on appointment by the Council and provided they are a Member of good standing. The Chair of Council will not serve more than six consecutive years as the Chair of Council but may be an ECM for up to nine years in accordance with 2.3.

2.7 There will be a Vice Chair to be selected by the Chair of Council from the ECM. The Vice Chair will serve for a maximum of two three-year terms. The role of the Vice Chair is to be the substitute for the Chair whenever the Chair is not available. The Vice Chair may attend Board meetings when the Chair is not available but not otherwise. However, the Vice Chair may attend Board meetings sessions when the Chairs of Committees are in attendance. There is no automatic right of the Vice Chair to succeed the Chair of Council. The Vice Chair automatically retires from the position on the retirement of the Chair for any reason.

2.8 The Chair of the Council shall preside over meetings of the Council. If at any meeting of the Council the Chair of Council is not present within fifteen minutes of the time appointed for holding the meeting, then the Vice Chair preside as Chair of Council for that meeting. If the Vice Chair is absent, then the ECM present shall choose one of their number willing to chair the Council meeting.

2.9 A record will be maintained of ECM attendance at Council meetings and membership and attendance at Committee meetings for the period of a membership. This will be reported annually to members and accompany notification for election to Council.

3. **Secretary**

3.1 The Society's Company Secretary (where available) shall act as the secretary of the Council and shall be entitled to attend meetings of Council.

4. **Proceedings of the Council**

4.1 The Council shall meet at least two times a year and otherwise as may be determined necessary by the Chair of Council. A third meeting per year shall be diarised but may be cancelled by the Chair of Council if it is agreed with the Board that sufficient business is not tabled.

4.2 The quorum necessary for the transaction of business shall be one third of the ECM.

4.3 Each ECM, whether a co-opted member or otherwise, shall be entitled to vote on any Council matter, subject to any conflicts of interest. For the avoidance of doubt, the Chair of Council shall be entitled to a vote. In the event of a tied vote, the relevant matter shall be referred to the Board for a decision.

4.4 ECMs shall have the ability to impose sanctions on its own members. If it is felt by a minimum of two thirds of the ECM that the any member is disruptive or is bringing the Council into disrepute or is not working towards the aims and objectives of the Society, they may vote to remove that ECM. In the event of a tied vote, the relevant matter shall be referred to the Board for a decision. Should any ECM be removed by the Council (and

by default its Committees), they shall not be eligible for election to the Council for a period of five years.

4.5 Should any ECM be subject to disciplinary proceeding and be found guilty of misconduct, they shall be removed from the Council and any Committee of which they are a member with immediate effect. Any ECM found guilty of misconduct shall not be entitled to be eligible for election to the Council for a period of ten years. This also applies to the Chair of Council and the Vice Chair of Council.

3 August 2026