

CONSTITUTION of THE COCKAPOO CLUB OF GB

1. The Club's name is "THE COCKAPOO CLUB OF GB"
2. The Club's office is to be situated in England and Wales.
3. Its sign, logo and brand is the stylized dogs head with text "THE COCKAPOO CLUB GB"
4. The Club's objectives are:
 - 4.1. to promote the health and welfare of the growing number of Cockapoos.
 - 4.2. to inform and educate as to the best way to produce, care for and have fun with this appealing cross-breed.
 - 4.3. to carry on or participate in any business or other activity which, in the opinion of the Committee, may conveniently be carried on in connection with any of the Club's objectives.
5. Anything which the Club may do, may be done by it in any part of the world and either alone or in partnership, association or joint venture with one or more other persons and either directly or indirectly. In carrying out any of its objectives or exercising any of its powers. The Club may act in any capacity and this includes acting as agent for another person and carrying out the functions for any other person. The Club also has power to take any steps with a view to a merger with another entity, a transfer of all or part of its undertaking to another entity if it has the majority vote of the Membership.
6. The income of the Club shall be applied solely towards the promotion of its objects as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to Members of the Club.
7. Provided that nothing herein shall prevent any payment in good faith by the Club:-
 - 7.1. of reasonable and proper remuneration to any Member, for any services rendered to the Club;
8. If, upon the winding up or dissolution of the Club there remains, after the satisfaction of all its debts and liabilities, any assets whatsoever, such assets shall not be paid to or distributed among the Members of the Club. Such assets shall be transferred either to another body with objects similar to those of the Club or to another body whose objects are the promotion of charity and anything incidental or conducive thereto. Such body shall be determined by the Members of the Club at or before the date of dissolution.
9. No addition, alteration, or amendment shall be made to or in the provisions of the Constitution or Articles of association or for the time being in force, which would have the effect that the Club shall cease to be a club.

ARTICLES OF ASSOCIATION THE COCKAPOO CLUB OF GB

1. DEFINITIONS

- 1.1 In these Articles the following words have the meanings set out below.
- i) "Articles" means these Articles of Association, and the rules of the Club from time to time in force.
 - ii) "Clear days" in relation to a period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is to take effect.
 - iii) "Club" means the above named Club.
 - iv) "Committee" and "Committee of Management" means the elected committee members for the time being of the Club.
 - v) "in writing" means written, printed, typewritten, sent and received by facsimile transmission, photographed or lithographed, emailed or visibly expressed in all or any of those or any other modes of representing or reproducing words.
 - vi) "Month" means calendar month.
 - vii) "CCGB Inspector" means a Member that is appointed by the Committee to carry out inspections of the breeding practices on the premises of Breeder Members.
 - viii) "Office" means the office of the Club.

2. INTERPRETATION

- 2.1 References to the masculine gender include the feminine and neuter and vice versa. Similarly, references to the singular include the plural and vice versa.
- 2.2 The headings in these Articles are inserted for convenience only and shall not affect the construction or interpretation of any of the provisions contained in them.

3. MEMBERSHIP

- 3.1 The name and address of each Member of the Club shall be recorded in the register of Members. Membership is personal to the person concerned and may not be transferred.
- 3.2 A Member shall be recorded in or removed from the register only in accordance with these Articles.
- 3.3 Unless otherwise a condition of membership, membership of the Club shall be indefinite.
- 3.4 There are two membership categories. "Members" are those Members that are Cockapoo enthusiasts or Cockapoo owners. "Breeder Members" are Members who breed Cockapoos at any level. Within these articles, the term "Member" shall be taken to refer to both categories of Member, unless expressly stated within the Article concerned.
- 3.5 A person applies to become a Member by completing an online membership application, to be considered by the Membership Secretary, or any other Committee Member.
- 3.6 A person becomes a Member once the Membership Secretary or other Committee Member has approved the application and Breeder Member once

the CCGB Inspector has submitted their report, and it has been proposed and seconded by two Committee Members.

- 3.7 By becoming a Member, the Member agrees to observe and perform and be bound by:
 - i) the memorandum and articles of association of the Club;
 - ii) the conditions of membership appropriate to that Member; and
 - iii) any Rules pursuant to article 14
- 3.8 Having become a Member, a Member shall cease to be a Member if:
 - i) the Member resigns by giving not less than 28 days notice in writing;
 - ii) the Member dies;
 - iii) the Member is expelled by the Committee.
- 3.9 A Member who ceases to be a Member during the year shall no longer be entitled to receive the benefits of membership.
- 3.10 If there is any dispute as to whether a person is a Member or there is any defect in membership, the Committee has full powers to resolve the dispute or to correct the defect. The exercising of these powers by the Committee shall be final and binding on all concerned.

4. GENERAL MEETINGS

- 4.1 Each year the Club must hold an Annual General Meeting. The Committee will decide when and where the Annual General Meeting will be held.
- 4.2 Any general meeting, which is not an Annual General Meeting, is called an Extraordinary General Meeting.
- 4.3 The Committee may at any time and shall, on a requisition made in writing by not less than twelve Members, convene an Extraordinary General Meeting.

5. NOTICE OF GENERAL MEETINGS

- 5.1 At least 8 weeks' notice in writing must be given for every Annual General Meeting of the Club. With the notice the committee will invite nominations to Committee together with a request for items for the agenda of the Annual General Meeting.
- 5.2 At least 21 clear days' notice must be given for every Extraordinary General Meeting.
- 5.3 Any notice must state where the meeting is to be held, the date and time of the meeting and the nature of any special business for the meeting. Article 6 explains what business is treated as special business.
- 5.4 A Member is entitled to attend and vote at a general meeting.
- 5.5 The notice calling an Annual General Meeting must state that the meeting is the Annual General Meeting. The notice calling a meeting at which it is proposed to pass a special or extraordinary resolution must state that it is intended to propose the resolution as either a special or extraordinary resolution.
- 5.6 Notice of every general meeting must be given to all Members and to the Club's auditors. If by accident, notice of a meeting is not given to any person who is entitled to receive such notice, the proceedings of that meeting will still be valid. This also applies to any accidental failure to send any other notice or circular relating to the meeting. It also applies where the notice, circular was sent but was not received.

6. PROCEEDINGS AT GENERAL MEETINGS

- 6.1 Any business at an Extraordinary General Meeting is treated as special business. Except for the following, all business at an Annual General Meeting is also treated as special business:
 - i) considering and adopting the annual accounts, the Chairperson's Report, the Treasurer's Report and any other document which must be sent with or attached to the accounts;
 - ii) appointing Committee Members to replace any Committee Members who are retiring or have retired;
 - iii) appointing the Auditors; and
 - iv) authorising the Committee Members to fix the remuneration of the Auditors.
- 6.2 Any Member wishing to put forward a resolution or issues to a general meeting or a nomination to an Annual General Meeting must transmit the text of that resolution to the Club Secretary at least 14 clear days before the Club Secretary is bound to notify the Members of the agenda of the meeting.
- 6.3 At least 14 clear days prior to the Annual General Meeting all Members will receive the Agenda and Papers for the Annual General Meeting.
- 6.4 Amendments can be proposed to any type of resolution if the amendments are only clerical amendments to correct an obvious error.
- 6.5 No other amendments to any ordinary, special or extraordinary resolution can be proposed or voted on.
- 6.6 The Members who are entitled to vote and are present in person shall be a quorum at any General Meeting.
- 6.7 The chairperson of the Committee will be the chairman at every general meeting.
- 6.8 If there is no chairperson of the Committee, the Committee Members who are present will choose one of themselves to act as chairperson of the meeting. This also applies if the chairperson of the Committee is not present within 15 minutes of the time the meeting is due to start or if the chairperson is unwilling to chair the meeting.
- 6.9 If there is no Committee Member present within 15 minutes of the time the meeting is due to start or if each Committee Member who is present, is unwilling to chair the meeting, the Members present in person shall choose one of their representatives to be chairman of the meeting.
- 6.10 The chairperson of the meeting can take any action to make sure the meeting is orderly. This can be whatever action he thinks is necessary. Any decision the chairperson makes relating to matters of order or procedure including whether any question raised is a point of order or procedure will be final and cannot be challenged.
- 6.11 Any Committee Member is entitled to attend and speak at any general meeting.

7. VOTING

- 7.1 Each Member shall have one vote.
- 7.2 A poll is demanded in relation to the election of the Chairperson as well as the Committee Members. In the event of there being more than one candidate for any Committee post, ballot papers shall be prepared containing the names of the candidates in alphabetical order.
- 7.3 If a resolution is put to the vote at a general meeting, it will be decided by a show of hands. This applies unless a poll is demanded of those Members

present, before the resolution is put to the meeting or before or when the result of the show of hands is declared by the chairman. A poll can be demanded:

- i) by the chairperson of the meeting;
 - ii) by at least 5 Members who are present either in person at the meeting and are entitled to vote; or
 - iii) by Members in accordance with the Act.
- 7.4 The following applies when there is a vote by a show of hands and no poll is demanded or any demand for a poll is withdrawn. The chairperson can declare that on a show of hands:
- i) a resolution has been passed or has been passed unanimously or has been passed by a particular majority; or
 - ii) a resolution has been lost or has been lost by a particular majority.
- 7.5 The chairperson's declaration will be final and conclusive. The declaration must be entered in the minute book, which will be conclusive proof of the fact. The number or proportion of votes recorded for or against a resolution must be noted in the minutes.
- 7.6 A demand for a poll on a particular matter will not stop a general meeting from continuing to deal with other matters. If a poll is demanded it may, if the chairman consents, be withdrawn at any time before the end of the meeting or before the poll is taken (whichever is earlier). If a demand for a poll is withdrawn, any declaration of the result of a vote on that resolution by a show of hands, which was made before the poll was demanded, will be valid.
- 7.7 If the votes at a general meeting are equal, either on a show of hands or on a poll, the chairperson of the meeting will be entitled to a second or casting vote.
- 7.8 Every Member who is present in person and entitled to vote at a general meeting will have one vote on a show of hands or on a poll.
- 7.9 Where:
- i) an objection is raised to the right of any person to vote at a meeting;
 - ii) votes have been counted that should not have been counted or that could have been rejected;
 - iii) votes are not counted that should have been counted;
- these things will only affect the validity of the decision of the meeting if the objection is raised or the error is pointed out at the meeting at which the vote was cast or the error occurred. The chairman of the meeting will decide all such objections and errors and his decision will be final and conclusive. This Article applies in the same way to adjourned meetings.

8. THE COMMITTEE OF MANAGEMENT

- 8.1 The Committee of Management shall be the Committee Members of the Club within the meaning of the Act.
- 8.2 The Committee Members of the Club shall be the Chairperson, Secretary, Membership Secretary, Honorary Treasurer, and 3 ordinary members.
- 8.3 The Committee Members appointed under Article 8.2 must be Members under Article 3, and be of good financial standing with the Company.
- 8.4 The posts will be subject to election on a three-year cycle of rotating posts in the following order:
Year 2 Chairperson, Honorary Treasurer, 1 Ordinary Member (originally Website Manager)

Year 3 2 Ordinary Members (originally Studbook Registrar, Marketing & Media Manager)

Year 1 Secretary, Membership Secretary

- 8.5 A person who is eligible may be appointed as a Committee Member in the following manner:
- i) The Committee Members can, by passing an ordinary resolution, appoint a Committee Member either as an extra Committee Member or a Committee Member to fill a vacancy where someone has ceased to be a Director.
 - ii) The Committee can appoint up to two Committee Members at any one time to fill vacancies. Any Member so appointed shall retain his office until that office is due for re-election.
- 8.6 The Committee may appoint a Member or groups of Members to undertake tasks on behalf of the Club.
- 8.7 A Member may propose themselves for appointment as a Committee Member by sending an email to the Secretary's Office to confirm their nomination. The notice must contain their full name and address in Great Britain.
- 8.8 In case there shall not be a sufficient number of candidates nominated and willing to serve the Committee may at or after the Annual General Meeting fill the remaining vacancy or vacancies entirely at its discretion.
- 8.9 A Committee Member is permitted to be agreeable to being proposed for a second Committee Member post whilst still being in office.
- 8.10 No person shall hold more than two Committee Member posts simultaneously.
- 8.11 A Committee Member will cease to be a Committee Member in any of the following circumstances:
- i) If he delivers a written resignation to the Secretary's Office or offers it at a Committee meeting.
 - ii) If the Committee decides that he is no longer able to be a Committee Member because of physical or mental incapacity or mental disorder.
 - iii) If he has missed Committee meetings or has been inactive in the Club for a continuous period of 6 months without the Committee's consent.
 - iv) If he becomes bankrupt, or insolvent, or compound with his creditors.
 - v) If he be convicted of any offence triable at the Crown Court.

9. COMMITTEE MEMBERS' FEES AND EXPENSES

- 9.1 A Committee Member shall not be entitled to any remuneration for performing his services as an Officer unless otherwise sanctioned by an ordinary resolution of the Members.
- 9.2 The CLUB may pay the reasonable travelling, hotel and incidental expenses incurred by the Committee Members to attend and return from:
- i) Committee meetings;
 - ii) meetings of subcommittees of the Committee;
 - iii) general meetings; and
 - iv) other meetings on the Club's business.
 - v) The Club can also pay all other expenses properly and reasonably incurred by Committee Members in conducting the Club's business or performing their duties.

10. THE COMMITTEE'S POWERS AND DUTIES

10.1 The Committee will manage the Club's business. The Committee can use all of the Club's powers except where the Articles say that powers can only be used by the Members voting at a general meeting.

10.2 The Committee is always subject to:

- i) the Company's memorandum of association;
- ii) the requirements of these Articles;
- iii) any directions given by the Members passing a special resolution at a general meeting.

However, if the memorandum or articles of association of the Club are altered, or a special resolution is passed, relating to something, which the Committee has already done which falls within its powers, this cannot invalidate the Committee's previous action.

10.3 Any other Articles, which give special authority or powers to the Committee, do not limit or restrict but add to the powers given by this Article.

11. PROCEEDINGS OF THE COMMITTEE

11.1 The Committee can decide when to have meetings and how to conduct them. The Committee must, however, comply with any specific provision in these Articles, which applies to Committee meetings.

11.2 Matters for decision, which arise at a Committee meeting, will be decided by a majority vote. If the votes are equal, the chairperson of the meeting will have a second or casting vote.

11.3 A Committee meeting can be called by a Committee Member. It must be called by the Secretary if a Committee Member requests a meeting.

11.4 The quorum needed to deal with the business of the Committee is 4 Committee Members.

11.5 If the number of Committee Members is less than the number fixed under the Articles for a quorum for a Committee Meeting, the continuing Committee Members or Committee Member can continue to act. However in these circumstances they or he can only convene a general meeting and cannot use any of the Committee's other powers.

11.6 If there are no Committee Members able or willing to act, any 5 Members can call a general meeting.

11.7 If there is no chairperson or the chairperson is absent, the Committee Members who are present can choose which of them will chair the meeting.

12. THE RULES OF THE CLUB

12.1 To further the objects of the Club, the Committee has power to issue rules relating to the activities of the Club, Members and the breeding of the Cockapoo Dog by CCGB Members such as to

- i) the inspection of breeding establishments and validating health tests
- ii) stud book entries and registration procedures
- iii) appointing and training CCGB Inspectors
- iv) the marketing and promotion of the Cockapoo Dog
- v) the qualification for membership
- vi) the duties of Committee Members.

12.2 All Rules passed by the Committee will be published to the Members at the earliest convenience.

13. SECRETARY

- 13.1 If for whatever reason the post of the Secretary becomes vacant the committee will appoint somebody appropriate to full fill this role until the next election.

14. ACCOUNTS

- 14.1 The Committee must make sure that proper accounting records are kept.
- 14.2 The accounting records must be kept at the Office or at any other place, which the Committee thinks fit.
- 14.3 The Committee Members can always inspect the accounting records.
- 14.4 No Member or other person has any right to inspect any accounting record or book or document of the Club unless:
- i) he is entitled by law;
 - ii) he is authorised to do so by the Club; or
 - iii) he is authorised to do so by the Members passing an ordinary resolution at a general meeting.
 - iv) he is given a financial summary as a part of an Annual General Meeting.

15. AUDITORS

- 15.1 The appointment and duties of the Club's Auditors. The Auditor is entitled to attend any general meeting and to receive notices of and any other communication relating to any general meeting, which any Member is entitled to receive. The Auditor will also be entitled to speak at any general meeting on any business, which concerns him as auditor.

16. NOTICES

- 16.1 Any notice or other document can be served or delivered by the Club on or to a Member:
- i) personally or by posting it (with postage paid) to the address given for the Member in the register of Members;
 - ii) by publishing the notice or other document on the Club website or other publication or newsletter determined by Committee.
- 16.2 Where a notice or document is served by post, it will be treated as being served and delivered 24 hours after it was posted.
- 16.3 Any notice or document, which is published in accordance with article 16.1, will be treated as having been served on the third day after publication.