

The Companies Act 1948 to 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF THE
BRITISH CONNEMARA PONY SOCIETY LIMITED

1. The name of the Company (hereinafter called "the Society") is the "British Connemara Pony Society Limited".
2. The registered office of the society will be situated in England
3. The objects for which the society is established are:-
 - 3.1 To preserve and improve the standard of the Connemara pony both Pure bred and Part bred by breeding and importing and to further its development in Great Britain and elsewhere
 - 3.2 To provide or assist in the provision for the public benefit of facilities for recreation or other leisure time occupation through the use of ponies and horses but confined to facilities provided in the interests of social welfare within the meaning and so as to satisfy the requirements of the Recreational Charities Act 1958
 - 3.3 To prevent cruelty to horses and ponies
4. In furtherance of the above objects but not further or otherwise the Society shall have the following powers:-
 - 4.1 To take over from the English Connemara Pony Society the stud book of English Connemara ponies kept by that Society in the Connemara section of the National Pony Society Stud Book and to conduct the future compilation of the first named stud book
 - 4.2 To make and administer rules for the registration of animals in the said stud book by members of the Society
 - 4.3 To promote and facilitate the acquisition and distribution of knowledge in all countries of the various arts and sciences connected with the use and management of ponies and horses in general and of the Connemara pony in particular
 - 4.4 To make monetary grants or loans
 - 4.5 To do all such other things as are necessary to the above objects or any of them

PROVIDED THAT

- 4.5.1 In case the Society shall take or hold any property which may be subject to any trusts the Society shall only deal with or invest the same in such manner as allowed by law having regard to such trusts

- 4.5.2 The Society shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation restriction or condition which if an object of the society would make it a Trade Union
- 4.5.3 In case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Secretary of State for Education and Science the Society shall not sell mortgage charge or lease the same without such authority approval or consent as may be required by law and as regards any such property the Council of Management or Governing Body of the Society shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts receipts neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division the Charity Commissioners or the Secretary of State for Education and Science over such Council of Management or governing body but they shall as regards any such property be subject jointly and severally to such control or authority as if the Society was not incorporated
5. The income and property of the Society whencesoever derived shall be applied solely towards the promotion of the objects of the Society as set forth in this Memorandum of Association 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 the members of the Society

PROVIDED THAT nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Society or to any Member of the Society in return for any services actually rendered to the Society nor prevent the payment of interest at a rate not exceeding six per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any Member of the Society; but so that no member of the Council of Management or governing body of the Society shall be appointed to any salaried office of the Society or any office of the Society paid by fees (except that such members may provided that those appointed do not constitute a majority of Council members be appointed as Inspectors of colts mares and fillies subject to the prior written consent of the Charity Commissioner for England and Wales having been obtained) and that no remuneration or other benefit in money or monies worth shall be given by the Society to any member of such Council or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Society : PROVIDED THAT the provision last aforesaid shall not apply to any payment to any Company of which a member of the Council or governing body may be a member and in which such member shall not hold more than one-hundredth part of the capital and any such member shall not be bound to account for any share of profits he may receive in respect of any such payment

6. The liability of the members is limited
7. Every member of the Society undertakes to contribute to the assets of the Society in the event of its being wound up while he is a member or within one year afterwards for payment of the debts and liabilities of the Society contracted before he ceases to be a member and the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding Two Pounds
8. If upon the winding up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members of the Society but shall be given or transferred to some other

charitable institution or institutions having objects similar to the objects of the Society and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of Clause 5 hereof such institution or institutions to be determined by the Members of the Society at or before the time of dissolution and if and so far as effect cannot be given to such provision then to some charitable object

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ARTICLES OF ASSOCIATION
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INTERPRETATION

1. In these Articles:-

"the Society"	means the British Connemara Pony Society Limited
"the Council"	means the Council of Management of the Society
"the Act"	means the Companies Act 1948 as amended
"the Seal"	means the Common Seal of the Society
"Secretary"	means any person appointed to perform the duties of the Secretary of the Society
"the United Kingdom"	means Great Britain and Northern Ireland

Expressions referring to writing shall unless the contrary intention appears be construed as including references to printing lithography photography and other modes of representing or reproducing words in a visible form

Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Society

MEMBERS

2. The number of members with which the Society is registered is unlimited
3. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership shall be members of the Society
4. The Council shall admit to membership any person who:-
 - 4.1.1 at the date of incorporation of the Society is a member of the English Connemara Pony Society and has paid his current subscription to that Society; and
 - 4.1.2 applies in writing for membership of the Society within three months from the date of its incorporation

5. Every application for membership of the Society shall be in writing and signed by or on behalf of the applicant
6. In admitting a person to membership the Council may designate him a "Vice-President" an "ordinary member", a "young adult member" a "junior member" an "honorary member" a "life member" an "honorary overseas member", an "associate member" or a "corporate associate member" and may at any time thereafter re-designate any junior member as an ordinary honorary or life member. Any person admitted to membership and not otherwise designated shall be an ordinary member. In exercise of this power of designation the Council shall comply with any regulations relating thereto for the time being in force by resolution of the Society in General Meeting. The Secretary shall keep a list of members and their addresses and shall show therein which members are junior members honorary members and life members

SUBSCRIPTIONS

7. Every member of the Society shall pay to the Society an annual subscription of such amount and at such date as the Society in General Meeting shall from time to time decide and the Society shall not be obliged to decide upon the same or any annual subscriptions for each class of membership
8. Every member of the Society shall provided he has paid his subscription for the current year be entitled to copies of the publications of the Society on terms to be arranged by the Council

RETIREMENT AND EXPULSION OF MEMBERS

9. Any member of the Society who shall desire to retire shall signify such desire by written notice to the Secretary and thereupon his name shall be removed from the list of members but unless such notice is given before 1st January in any year he will remain liable for his subscription for that year
10. If any member of the Society commits any breach of the rules for the time being adopted by the Society for the conduct of its stud book or is guilty of any conduct tending to bring the Society or its stud book into disrepute or to be detrimental to the interests of the Society the Council may after giving him an opportunity of being heard terminate his membership of the Society and his name shall thereupon be removed from the list of members or restrict such of the privileges of membership for such periods as they consider necessary

GENERAL MEETINGS

11. The Society shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Society and that of the next. PROVIDED THAT so long as the Society holds its first Annual General Meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Council shall appoint
12. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings

13. The Council may whenever they think fit and they shall upon the signed requisition of not less than twenty members of the Society convene an Extraordinary General Meeting. Any requisition of such a meeting shall express the object of the meeting and shall be left at the registered office of the Society
14. An Annual General Meeting and any meeting at which a Special Resolution is to be passed shall be called by twenty-one days' notice in writing at the least and any other meeting of the Society shall be called by fourteen days' notice in writing at least. Every notice convening a meeting of the Society shall state the general nature of the business to be transacted
15. The accidental omission to give notice of a meeting to or the non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate any resolution passed or proceeding had at that meeting

PROCEEDINGS AT GENERAL MEETINGS

16. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts balance sheets and the ordinary report of the Council and the report of the Auditors the election of a President and of members of the Council in the place of those retiring and the appointment and remuneration of the Auditors
17. No business shall be transacted at any meeting unless a quorum of not less than twelve members is present at the commencement of such business and at the voting thereon
18. If within half an hour from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and such other time and place as the Council may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum
19. A resolution shall be a Special Resolution which requires to be passed by a majority of not less than three-fourths of the members present and being entitled so to do vote in person at a meeting of which the prescribed notice specifying the intention to propose such resolution as a Special Resolution has been given
20. The Chairman of the Council shall preside as Chairman at every General Meeting of the Society or if there is no such Chairman or if he shall not be present within fifteen minutes after the time appointed for the meeting or is unwilling to act the members of the Council who are present shall elect one of their number to be Chairman of the meeting
21. The Chairman may with the consent of the meeting adjourn any meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place
22. Unless a poll is demanded by at least seven members the voting at any General Meeting shall be by show of hands and a declaration by the Chairman that a resolution has been carried or lost and an entry to that effect in the book of proceedings of the Society shall be conclusive evidence of the fact
23. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment

24. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded
25. In the case of an equality of votes whether on a show of hands or on a poll the Chairman at the meeting at which the show of hands takes place or at which a poll is demanded shall be entitled to a second or casting vote
26. If a poll is demanded in manner aforesaid it shall be taken at such time and in such manner as the Chairman directs and the result of such poll shall be deemed to be the resolution of the Society in General Meeting. The demand for a poll may be withdrawn
27. Every ordinary member, young adult member and every life member shall have one vote but other members shall not vote
28. No member shall be entitled to vote at any General Meeting unless all moneys personally payable by him to the society have been paid
29. Any corporation which is a member of the Society may by resolution of its directors authorise such person as it thinks fit to act as its representative at any meeting of the Society and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Society

THE PRESIDENT

30. At the Annual General Meeting in each year the Charity shall appoint two members of the Charity (whether or not already being members of the Council) to be President and President-Elect from the conclusion of that meeting until the conclusion of the next following Annual General Meeting. If any President so elected shall die or otherwise vacate office before expiration of his or her term of office the President-Elect shall automatically become President for the remainder of such term. Associate Members and Junior Members shall not be eligible to become President or President-Elect.
31. The President shall not be a member of the Council during his/her term of office. He/she is welcome to attend meetings of the Council but shall not be entitled to vote.
32. No person shall be appointed to the office of President or President-Elect unless not less than three nor more than thirty-five clear days before the date appointed for the annual general meeting notice has been given to the Society of the intention to propose that person for appointment together with a notice executed by that person of his willingness to be appointed.

COUNCIL OF MANAGEMENT

33. Until the first Annual General Meeting of the Society the Council shall consist of twelve persons appointed by the subscribers of the Memorandum of Association and thereafter shall consist of 12 elected members
34. Subject to the provisions of Article 40 at the Annual General Meeting in each year those members who have completed three years in office since their last election shall retire from office
35. A member who has served on the Council for six consecutive years, or if the provisions of Article 40 are applicable five or four years, shall retire at the end of such period and shall not be eligible for re-election for one year. Save as aforesaid a retiring member of the

Council shall be eligible for re-election

36. The Society at the meeting at which an elected member of the Council retires in manner aforesaid may fill the vacated office by electing a person thereto and in default the retiring member of the Council shall if offering himself for re-election be deemed to have been re-elected unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member of the Council shall have been put to the meeting and lost
37. A person shall not be eligible to be a member of the Council unless he is a member of the Society
38. The Society may from time to time by Ordinary Resolution increase or reduce the number of members of the Council and may also determine in what rotation the increased number is to go out of office
39. The Council shall have power at any time and from time to time to appoint any person to be a member of the Council either to fill a casual vacancy or as an addition to the existing members of the Council but so that the total number of members of the Council shall not at any time exceed the number fixed in accordance with these regulations. Any member of the Council so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election but shall not be taken into account in determining the members of the Council who are to retire by rotation at such meeting
40. If at the Annual General Meeting in any year it happens that the number of vacancies exceeds four, then the four candidates with the highest number of votes shall be elected to the Council for three years and the person or persons with the next highest number of votes shall be elected to serve for two years or one year so as to maintain the orderly rotation of Council members set out herein. In the event of an uncontested election there will be a secret ballot at the Annual General Meeting to determine the number of years for which each candidate shall serve.
41. The Council shall have absolute control over all the affairs and property of the Society and shall prescribe alter or cancel rules for the regulation of the Society and shall exercise all such powers of the Society as the shall think fit except as otherwise provided by these Articles or any resolution of the Society in General Meeting
42. The Council may exercise any of its powers or duties by means of a sub-committee of the Council appointed by the Council. The Council may invite other persons to sit with any sub-committee and such persons may vote in any Sub-Committee so long as such persons be members of the Society
43. At the first meeting of the Council held after each Annual General Meeting of the Society the Council shall elect a Chairman and Vice-Chairman of the Council and they shall hold office until the end of the next Annual General Meeting of the Society

ELECTION OF PRESIDENT AND MEMBERS OF COUNCIL

44. Nominations for candidates for election to the Council (other than retiring elected members) shall be made in writing to the Chairman or Secretary so as to reach him on a date during the month of September, to be specified by the Council, or such other month as may from time to time be decided by the Society in General Meeting. Nominations received after the published date will be disregarded. Each such nomination must be signed by a member proposing and a member seconding the nomination and must contain the signed consent of the nominee to offer himself for election

45. A member of the Council who is due to retire at any Annual General Meeting will be deemed to offer himself for re-election unless he gives written notice to the contrary to the Chairman or Secretary during the month which is relevant for the purposes of the last foregoing Article
46. The names of the candidates duly nominated will be sent to members with the notice of the Annual General Meeting. If there are more candidates duly nominated than there are vacancies to be filled there will also be sent to members a voting paper on which members may vote for as many of the duly nominated candidates as there are vacancies. The voting paper will not be counted if the voter votes for more names than there are vacancies nor unless either it is posted so as to reach the nominated scrutineer not later than the date specified on the voting paper. The duly nominated candidates up to the number of vacancies who receive the most votes will be declared elected and if two or more candidates receive an equal number of votes the selection as between them shall be made by secret ballot at the meeting

DISQUALIFICATION OF MEMBERS OF COUNCIL

47. The office of a member of the Council shall be vacated:-
 - 47.1 If a receiving order is made against him or he makes any arrangement or composition with his creditors
 - 47.2 If he becomes of unsound mind
 - 47.3 If he ceases to be a member of the Society
 - 47.4 If by notice in writing to the Society he resigns his office
 - 47.5 If he ceases to hold office by reason of any order made under Section 188 of the Act
 - 47.6 If he is removed from office by a resolution duly passed pursuant to Section 184 of the Act
 - 47.7 If he is absent from meetings of the Council for a period of six months without reasons for such absence satisfactory to the Council
 - 47.8 If he directly or indirectly is interested in any contract with the Society and fails to declare his interest in manner required by Section 199 of the Act

PROCEEDINGS OF THE COUNCIL

48. The members for the time being of the Council may act notwithstanding any vacancy in their body
49. The Chairman and Vice-Chairman of the Council shall be ex-officio members of all Committees of the Council
50. The Council may regulate its own proceedings including the quorum but unless otherwise decided by the Council its quorum shall be three voting shall be by show of hands and in the event of an equality of votes the Chairman or person acting as such shall have a second or casting vote
51. All acts "bona fide" done by any meeting of the Council or of any committee or sub-committee of the Council or by any person acting as a member of the Council shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or

any of them were disqualified be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council

OFFICERS

52. The Council may from time to time appoint members of the Society to the offices of Honorary Treasurer Show Director and such other offices as the Council may deem necessary for the proper running of the affairs of the Society and any members so appointed shall hold office for such periods as the Council may prescribe and shall perform such duties and exercise such powers as the Council shall from time to time think fit to delegate to them

SECRETARY

53. The Society shall have a Secretary who shall be appointed by the Council for such period and on such terms as the Council may think fit. Anything required or authorised to be done by or to the Secretary may be done by any assistance or deputy Secretary or other person authorised in that behalf by the Council

SEAL AND MINUTES

54. The Council shall provide for the safe custody of the seal which shall only be used by the authority of the Council and every instrument to which the seal shall be affixed shall be signed by a member of the Council and by the Secretary or by a second member of the Council excepting export certificates where the signature of the Secretary shall be sufficient if for the time being the Council have so decided. Minutes shall be kept of all proceedings of the Society of the Council and of all committees appointed by either body

ACCOUNTS

55. The Council shall cause proper books of account to be kept with respect to:-
- 55.1 all sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure takes place
 - 55.2 all sales and purchases of goods by the Society; and
 - 55.3 the assets and liabilities of the Society
- Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Society's affairs and to explain its transactions
56. The books of account shall be kept at the registered office of the Society or subject to Section 147(3) of the Act at such other place or places as the Council think fit and shall always be open to the inspection of the Council upon reasonable notice
57. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of members not being members of the Council and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Society except as conferred by Statute or authorised by the Council or by the Society in General Meeting
58. The Council shall from time to time in accordance with Sections 148, 150 and 157 of the Act cause to be prepared and to be laid before the Society in General Meeting such profit and loss accounts balance sheets group accounts (if any) and reports as are referred to in

those sections

59. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Society in General Meeting together with a copy of the Auditor's or an Accountant's report shall not less than twenty-one days before the date of the meeting be sent to every member of and every holder of debentures of the Society. PROVIDED THAT this Article shall not require a copy of these documents to be sent to any person of whose address the Society is not aware or to more than one of the joint holders of any debentures

AUDIT

60. Auditors shall be appointed and their duties regulated in accordance with Sections 159 and 162 of the Companies Act 1948 or any statutory modification thereof for the time being in force

NOTICES

61. A notice may be served by the Society upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register of members
62. Any member described in the register of members by an address not within the United Kingdom and the Republic of Ireland who shall from time to time give the Society an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address but save as aforesaid and as provided by the Act only those members who are described in the register of members by an address within the United Kingdom and the Republic of Ireland shall be entitled to receive notices from the Society
63. Any notice if served by post shall be deemed to have been served on the day next after the day following that on which the letter containing the same is put into the post and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter

INDEMNITY

64. Except in cases where the provisions of this Article may be void under Section 205 of the Act the officers for the time being of the Society members of the Council and the Trustees (if any) for the time being acting in relation to any of the affairs of the Society and every of them and every of their executors and administrators shall be indemnified and secured harmless out of the assets of the Society from and against all actions costs charges losses damages and expenses which they or any of them their executors or administrators shall or may incur or sustain by or by reason of any act done concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices of trusts and none of them shall be answerable for the acts receipts neglects or defaults of the other or others of them or for joining in any receipt of the sake of conformity or for any bankers or other persons with whom any moneys or effects belonging to the Society may be lodged or deposited for safe custody or for any insufficiency or deficiency of any security upon which nay moneys of or belonging to the Society shall be placed out or invested or for any other loss misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto