

**THE COMPANIES ACT 2006**

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**COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

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

**Company No: 01006107**

**Adopted 25th November 2020**

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**THE COMPANIES ACT 2006  
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

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

**1. OBJECTS AND MISCELLANEOUS PROVISIONS**

- 1.1 The name of the company (hereinafter called "the Society") is the "British Connemara Pony Society Limited".
- 1.2 The registered office of the Society will be situated within the jurisdiction of the Society.
- 1.3 The objects for which the Society is established are: -
  - 1.3.1 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;
  - 1.3.2 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 Charities Act 2011; and
  - 1.3.3 to prevent cruelty to horses and ponies.
- 1.4 In furtherance of the above objects but not further or otherwise the Society shall have the following powers: -
  - 1.4.1 to take over from the English Connemara Pony Society the stud book of English Connemara ponies kept by that Society, and the entries in the Connemara section of the National Pony Society Stud Book and to conduct the future compilation of the British Connemara Pony Society Stud Book.
  - 1.4.2 to make and administer rules for the registration of animals in the said Stud Book.
  - 1.4.3 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;
  - 1.4.4 to make monetary grants or loans;
  - 1.4.5 to do all such other things as are necessary to the above objects or any of them  
PROVIDED THAT:

- (a) 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;
- (b) 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;
- (c) in case the Society shall take or hold any property subject to the jurisdiction of the Charity Commission for England and Wales or the Secretary of State for Education 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 Commission, or the Secretary of State for Education 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.

- 1.5 The income and property of the Society whenever 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 to the Society or reasonable and proper rent for premises demised or let by any Member of the Society to 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 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 FURTHER 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.

- 1.6 The liability of the Members is limited.
- 1.7 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.
- 1.8 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 1.5 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.

## 2. INTERPRETATION AND DEFINITIONS

2.1 In these Articles the following shall have the meanings assigned to them:

**Act:** means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being.

**Address:** means the postal address or, for the purposes of electronic communication, an e-mail address in each case registered with the Society;

**Animal:** shall have the same meaning as is contained in the Animal Welfare Act 2006;

**Area:** means geographical areas, or a particular purpose, identified by the Council from time to time;

**Articles:** means these memorandum and articles of association;

**Clear Days:** in relation to the period of a notice means the period excluding the day when the notice is received or deemed to be received and the day for which it is to take effect or deemed to take effect;

**Council:** means the Council of the Society constituted pursuant to these Articles;

**Council Member:** means a member of the Council as appointed pursuant to these Articles (and the term “**Council Members**” shall be construed accordingly);

**Electronic Communications:** means email communications only;

**General Meeting:** means a meeting of the Members called and convened in accordance with these Articles;

**Judges Panel and Inspectors Panels:** mean such Members who have passed the requisite assessments, as set by the Council from time to time, and who have been appointed by and with the approval of the Council to the panel of judges and/or the panels of inspectors following recommendation from the existing members of the relevant panels.

**Jurisdiction of the Society:** shall mean England, Wales and Scotland.

**Member:** means such persons as are admitted to membership of the Society from time to time in accordance with these Articles;

**Ordinary Resolution:** a resolution of the Members passed either:

- (a) at a General Meeting:
  - (i) on a show of hands by a simple majority of the votes cast by those entitled to vote at that General Meeting; or
  - (ii) on a poll taken at a General Meeting by a simple majority of the total voting rights of the Members who (being entitled to do so) vote in person, by proxy or in advance on the resolution; or

- (b) by written resolution by Members representing not less than a simple majority of the total voting rights of eligible Members indicating their approval of the resolution;

**President:** means the president of the Society;

**President-Elect:** means the president - elect of the Society;

**Seal:** means the common seal of the Society;

**Secretary:** means any person appointed to perform the duties of the Secretary of the Society;

**Special Resolution:** a resolution of the Members passed either:

- (c) at a General Meeting:
  - (i) on a show of hands by a majority of not less than 75% of the votes cast by those entitled to vote at that General Meeting; or
  - (ii) on a poll taken at a General Meeting by a majority of not less than 75% of the total voting rights of the Members who (being entitled to do so) vote in person, by proxy or in advance on the resolution; or
- (d) by written resolution by Members representing not less than 75% of the total voting rights of eligible Members indicating their approval of the resolution;

**Stud Book;** the Stud Book of the British Connemara Pony Society;

**Term:** a single term of office of a Council Member, being three years in the ordinary course, or being one or two years (as applicable) where article 14.7 applies.

**Treasurer:** the person appointed by the Council to undertake the duties of Treasurer.

- 2.2 Words importing one gender shall include all genders, and the singular includes the plural and vice versa.
- 2.3 Unless the context otherwise requires words or expressions contained in these Articles have the same meaning as in the Act but excluding any statutory modification not in force when these Articles become binding on the Society.
- 2.4 Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.
- 2.5 Subject to the provisions of the Act, where a matter is to be determined by the Members within these Articles, unless the provision specifically states that a Special Resolution is required, the matter shall be determined by Ordinary Resolution.
- 2.6 These Articles shall only be amended, modified or replaced by Special Resolution in accordance with the relevant provisions of the Act.

**3. MEMBERS**

- 3.1 The number of Members which the Society is permitted to register is unlimited.
- 3.2 The Council shall admit to membership any person who:
  - 3.2.1 at the date of incorporation of the Society was a Member of the English Connemara Pony Society and has paid his current subscription to that Society;
  - 3.2.2 is approved by the Council who shall have an absolute discretion to determine the application and shall not be liable to give any reason for the admission or rejection of any applicant.
- 3.3 Applications for membership shall be in writing and signed by or on behalf of the applicant and shall otherwise be in such form as is determined by Council from time to time but must include an undertaking to be bound by the Articles, a copy of which shall upon request be provided by the Society to all Members on application for membership.
- 3.4 Membership is personal and is not transferable to anyone else.
- 3.5 The Council must keep a register of names and addresses of the Members.

**4. CATEGORIES OF MEMBERSHIP AND SUBSCRIPTION**

- 4.1 The Council may establish categories of membership with different rights and obligations and shall record the rights and obligations in the register of Members.
- 4.2 Every Member shall pay to the Society an annual subscription of such amount and at such date as the Council shall from time to time decide and the Council shall not be obliged to decide upon the same or any annual subscriptions for each category of membership.
- 4.3 The Council may directly or indirectly alter the rights or obligations attached to a category of membership. Any change to the rights or privileges of any category of Member during the period in respect of which a Member's subscription was paid shall only take effect from the following membership period for which that Member is required to pay a subscription.

**5. TERMINATION OF MEMBERSHIP**

- 5.1 Membership is terminated if:
  - 5.1.1 the Member dies;
  - 5.1.2 the Member resigns by written notice addressed and delivered to the Society;
  - 5.1.3 any sum due from the Member to the Society is not paid in full by 31<sup>st</sup> March in the applicable year, unless the Council agrees otherwise;

5.1.4 the Member is removed from membership by a resolution of the Council, determining that it is in the best interests of the Society that the Member's membership is terminated. A resolution to remove a Member may only be passed if:

(a) the Member has been given at least twenty-one days' notice in writing of the meeting of the Council at which the resolution will be proposed and the reasons why it is to be proposed; and

(b) the Member has been allowed to make representations to the meeting (and the Member may be accompanied by an observer/supporter, who may take notes, but the observer/supporter may not be a legal professional and may not address the Council);

5.1.5 notwithstanding the foregoing, it is established to the satisfaction of the Council upon receipt of a certified memorandum of conviction that a Member has been convicted before a court of law of any offence of cruelty toward an animal, then that Member shall be expelled or suspended from membership of the Society forthwith, reprimanded or cautioned and the Society shall not be required to adopt the procedure set out in article 5.1.4 above. The period of expulsion or suspension shall be determined by the Council, who shall have absolute discretion over the matter;

5.2 Any Member who ceases to be a Member for any reason shall also be removed from the Judges Panel and Inspectors Panels where applicable, for such period as shall be determined by the Council.

5.3 Any Member whose conduct is in question who is also a Council Member and is either expelled or suspended from membership of the Society, shall cease to be a Council Member with immediate effect. If such Member is cautioned or reprimanded, the Council may at its discretion remove or suspend such Council Member from the Council.

## 6. **GENERAL MEETINGS**

6.1 An Annual General Meeting must be held in each year and not more than fifteen months may elapse between successive Annual General Meetings.

6.2 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

6.3 The Council may call an Extraordinary General Meeting at any time, on a simple majority of those present and voting.

6.4 The Council shall convene an Extraordinary General Meeting on the requisition (which may consist of several documents in like form) of at least 5% of the Members provided such requisition states the object of such a meeting and is signed by the requisitioners and deposited with the Secretary at the registered office of the Society. If the Council does not

within twenty-one days of the date of the deposit of a valid requisition proceed to call a meeting, the requisitioners may themselves convene the meeting.

- 6.5 All General Meetings of the Society shall be held at a location within the Jurisdiction of the Society, such location to be determined by the decision of a simple majority of the Council.

**7. NOTICE OF GENERAL MEETINGS**

- 7.1 The minimum period of notice to be given to the Members to call a General Meeting is fourteen days, unless such a General Meeting will include the tabling of a Special Resolution or Special Resolutions of the Society whereby twenty-one Clear Days' notice is required to be given to the Members.

- 7.2 Any notice of a General Meeting must specify the date, time and place of the meeting and an agenda of the business to be transacted, including the details of any Special Resolutions or Ordinary Resolutions tabled. If the meeting is to be an Annual General Meeting, the notice must say so.

- 7.3 The notice shall inform Members of their right to appoint proxies, be accompanied by suitable proxy forms in the form set out in these Articles, and state where and by when such forms must be delivered.

- 7.4 The notice shall be given to all the Members and to the Council and to any other person entitled to receive a copy under the Act.

- 7.5 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.

**8. PROCEEDINGS AT GENERAL MEETINGS**

- 8.1 No business shall be transacted at any General Meeting unless a quorum is present.

- 8.2 A quorum is twelve Members present at the General Meeting and entitled to vote upon the business to be conducted at the meeting.

- 8.3 If:

8.3.1 a quorum is not present within half an hour from the time appointed for the meeting; or

8.3.2 during a meeting a quorum ceases to be present,

the meeting shall be adjourned to the same time on the date two weeks after the inquorate General Meeting, or to such other time and place as the Council may determine.

- 8.4 The Council must reconvene a meeting adjourned pursuant to article 8.3 and must give at least seven Clear Days' notice to the Members of the reconvened General Meeting stating the date, time and place of the meeting.
- 8.5 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the Members present at that time shall constitute the quorum for that meeting.
- 8.6 The Chairman of the Council shall preside as Chairman at every General Meeting or if there is no such Chairman or if the Chairman is not present within fifteen minutes after the time appointed for the meeting or he is unwilling to act, Council Members who are present shall elect one of their number to be chairman of the General Meeting.
- 8.7 The Chairman (or acting chairman under article 8.6) may, with the consent of the General Meeting, adjourn the General Meeting from time to time and from place to place provided that seven Clear Days' notice is given to the Members of the resumption of the adjourned General Meeting stating the date, time and place of the meeting.
- 8.8 No business shall be transacted at any adjourned General Meeting other than the business left unfinished at the General Meeting from which the adjournment took place.
- 8.9 If a meeting is adjourned by a resolution of the Members for more than seven days, at least fourteen Clear Days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
9. **VOTING AT GENERAL MEETINGS**
- 9.1 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of the show of hands, a poll is demanded:
- 9.1.1 by the person chairing the meeting; or
- 9.1.2 by at least seven Members having the right to vote at the meeting.
- 9.2 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 General Meeting of the Society. The person so authorised shall be entitled to exercise the same powers on behalf of the corporation which that person represents as that corporation would be entitled to exercise if it were a natural person and Member of the Society.
- 9.3 The declaration by the chairman of the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 9.4 The result of the vote must be recorded in the Minutes of the General Meeting, but the number or proportion of votes cast need not be recorded.

- 9.5 A demand for a poll shall not prevent the continuance of the General Meeting for the transaction of any business other than the question on which the poll is demanded.
- 9.6 A demand for a poll may be withdrawn before the poll is taken, but only with the consent of the person who is chairing the meeting.
- 9.7 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 9.8 If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he may have.

**10. VOTES OF MEMBERS**

- 10.1 Subject to article 4.3, each category of Member shall have such number of votes as the Council shall decide from time to time in accordance with article 4.1.
- 10.2 No Member shall be entitled to vote at any General Meeting unless all monies then payable by him to the Society have been paid.
- 10.3 A vote may be cast either by the Member, his proxy, or by the Member's postal vote whether the vote is by a show of hands or a poll.

**11. POSTAL VOTES**

Votes at a General Meeting may be cast by the Members by way of postal vote which shall be completed according to the format and procedure that the Council from time to time shall agree and shall be returned to the Society's independent scrutineers in accordance with the instructions of the Council given in the notice of the meeting, adjourned meeting, or taking of a poll.

**12. PROXIES**

- 12.1 A Member may appoint a proxy to attend and vote on his behalf at any General Meeting, provided that such appointment shall be in the following form.

**Member Details**

Name: .....

Membership Number: .....

Address.....

I/We hereby appoint [*name of proxy*], [*membership number*] of [*address of proxy*] as my/our proxy to vote in my/our name and on my/our behalf at the General Meeting of the Society to be held on [*date*], and at any adjournment of the meeting.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution 1:	*for	*against	*abstain	*as the proxy thinks fit
Resolution 2:	*for	*against	*abstain	*as the proxy thinks fit
All other resolutions properly put to the meeting:	*for	*against	*abstain	*as the proxy thinks fit

*\*Strike out whichever is not desired. If no indication is given, the proxy may vote as he or she thinks fit.*

Signed: .....

Dated: .....

12.2 Proxy appointment forms must be delivered to the Society in accordance with Article 27 and shall be so delivered:

12.2.1 at least forty-eight hours before the time for holding the General Meeting or adjourned General Meeting at which the person named in the form proposes their proxy to vote;

12.2.2 in the case of a poll taken more than forty-eight hours after it is demanded, at least twenty-four hours before the time appointed for the taking of the poll; or

12.2.3 in the case of a poll not taken at the General Meeting but taken within forty-eight hours after it is demanded or at the General Meeting at which the poll is demanded, by delivering the form to the chairman of the General Meeting or to the Secretary or to any Council Member,

and an instrument of proxy which is not so delivered shall be invalid.

12.3 A vote given or poll demanded by proxy or by the duly authorised representative of a Member organisation shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Society before the commencement of the General Meeting or adjourned General Meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the General Meeting or adjourned General Meeting) the time appointed for taking the poll.

**13. PRESIDENT AND PRESIDENT-ELECT**

- 13.1 At the last Council meeting held before the Annual General Meeting in each year (or at such other time and by such procedure as the Council may decide from time to time), the Council shall nominate a Member of the Society to be President-Elect of the Society for the forthcoming year and (if there is no President-Elect to succeed the retiring President) shall also nominate a Member of the Society to be President of the Society for the forthcoming year.
- 13.2 Upon the retirement of the President the President-Elect shall automatically succeed to the position of President for the forthcoming year or (if the President retires before the end of his year of office) until the next Annual General Meeting and then for the forthcoming year.
- 13.3 The President shall not be a Council Member during his term of office and, if attending Council meetings *ex officio*, shall not have a vote.
- 13.4 A President who retires at the end of a full year of office shall be eligible for election as President-Elect or (if there be no President-Elect) as President. A President who has served for two consecutive full years of office may not become President until at least two years after he ceased to be President.
- 13.5 A retiring President shall not be eligible for election as a Council Member until a year after he last held office as President.

**14. APPOINTMENT AND RETIREMENT OF COUNCIL MEMBERS**

- 14.1 On appointment, Council Members become the trustees and directors of the Society. The Council shall be responsible for the overall control, administration and management of the Society and the Council shall at all times operate in the best interests of the Society.
- 14.2 Until the first Annual General Meeting of the Society the Council consisted of twelve persons appointed by the subscribers to the Articles and thereafter shall consist of twelve elected Members.
- 14.3 At the Annual General Meeting in each year Council Members who have completed a full Term in office since their last election shall retire from office.
- 14.4 A Council Member who has served on the Council for two consecutive Terms shall retire at the end of such period and shall not be eligible for re-election for one year. Save as aforesaid a retiring Council Member shall be eligible for re-election.
- 14.5 The Members, at the Annual General Meeting at which an elected Council Member retires, may fill the vacated office by electing a Member to be appointed to the Council. A retiring Council Member shall, if offering himself for re-election, be deemed to have been re-elected by default unless at such Annual General Meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such Council Member shall have been put to the Annual General Meeting and lost.

- 14.6 The Members may from time to time by Ordinary Resolution at a General Meeting increase or reduce the number of Council Members and may also determine in what rotation the increased number is to retire from office.
- 14.7 The Council shall have power at any time and from time to time to appoint any Member to be a Council Member either to fill a casual vacancy or as an addition to the existing Council Members but so that the total number of Council Members shall not at any time exceed the number fixed in accordance with these Articles. Any Council Member 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 considered in determining the Council Members who are to retire by rotation at such Annual General Meeting.
- 14.8 If at the Annual General Meeting in any year it happens that the number of vacancies exceeds four, then the candidates shall be elected to the Council as follows:
- 14.8.1 the four candidates with the highest number of votes shall be elected to the Council to serve for a Term of three years;
- 14.8.2 the candidate(s) with the next highest number of votes shall be elected to serve for a Term of two years; and
- 14.8.3 the candidate(s) with the next highest number of votes shall be elected to serve for a Term of one year,
- to maintain the orderly rotation of Council Members set out herein. Should there be two or more candidates with the same number of votes, the selection will be made by the membership by secret ballot. 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 in accordance with this article 14.8.
- 14.9 No one may be appointed as a Council Member if he would be disqualified or immediately removed from acting under the provisions of these Articles or the Act.
- 14.10 A Council Member may not appoint an alternate to act on his behalf at meetings of the Council.
15. **NOMINATIONS AND ELECTION OF COUNCIL MEMBERS**
- 15.1 Nominations for candidates for election to the Council shall be made in writing to the Chairman or Secretary and must be received by them before or between such dates as are specified by the Council for that election. Nominations received after the published date will be disregarded. Each such nomination must be signed by a Member proposing the nominated candidate and a Member seconding the nomination, and must contain the signed consent of the nominated candidate offering himself for election.
- 15.2 A Council Member who is due to retire at any Annual General Meeting will be deemed to offer himself for re-election and be automatically nominated unless he give written notice

to the contrary to the Chairman or Secretary before the dates determined by the Council in accordance with article 15.1.

- 15.3 The names of the candidates duly nominated (or deemed nominated in accordance with article 15.2) 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 such notice shall include 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 Member votes for more names than there are vacancies or if it is received by the nominated scrutineer after the date specified in the notice. The duly nominated candidates who receive the most votes will be declared elected to the vacant positions 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 Annual General Meeting.

16. **CHAIRMAN AND VICE-CHAIRMEN**

- 16.1 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 or Vice-Chairmen of the Council and they shall hold office until the end of the next Annual General Meeting of the Society.
- 16.2 If and whenever the Chairman or a Vice-Chairman vacates office before the expiration of his term of office, the Council shall appoint a Council Member to be Chairman or Vice-Chairman (as the case may be) for the remainder of the term for which his predecessor would, but for his death or vacation of office, have held the office and any such Chairman or Vice-Chairman shall be eligible for re-election.
- 16.3 The Chairman and/or a Vice-Chairman may be removed from office if it is agreed by at least a two thirds majority of the Council.

17. **POWERS OF THE COUNCIL**

- 17.1 The Council shall have absolute control over all the affairs and property of the Society and shall, except as otherwise provided in these Articles or any resolution of the Members in General Meeting, prescribe alter or cancel rules for the regulation of the Society and shall exercise all such powers of the Society as the Council shall think fit.
- 17.2 There shall be two categories of Rules:
- 17.2.1 Category A Rules - shall only be created, altered or cancelled by Ordinary Resolution of the Members and shall regulate the registration of ponies and the administration of the Stud Book; and
- 17.2.2 Category B Rules - may be created, altered or cancelled by decision of the Council and, provided that they do not conflict with the Articles or the Category A Rules, may cover any other regulatory aspects of the Society.

17.3 No alteration of the Articles or any Special Resolution shall have retrospective effect to invalidate any prior act of the Council.

17.4 Any meeting of the Council at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Council.

## **18. DISQUALIFICATION AND REMOVAL OF COUNCIL MEMBERS**

18.1 A Council Member shall cease to hold office if he:

18.1.1 ceases to be a Council Member by virtue of any provision in the Act or is prohibited by law from being a director;

18.1.2 is disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);

18.1.3 ceases to be a Member of the Society;

18.1.4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;

18.1.5 resigns as a Council Member by notice in writing to the Society;

18.1.6 is absent from meetings of the Council for a period of six months without reasons for such absence that are satisfactory to the Council;

18.1.7 is convicted before a court of law of an offence of cruelty towards an animal;

18.1.8 is found, after due process, to have acted in a manner contrary to the best interests of the Society and is removed with reference to article 5.3)

## **19. PROCEEDINGS OF THE COUNCIL**

19.1 The Council may regulate their proceedings as they think fit, subject to the provisions of these Articles, and may act notwithstanding there being any vacancy in the total number of Council Members.

19.2 Reasonable notice shall be given to all Council Members of any meeting of the Council, which meeting shall take place with the Jurisdiction of the Society, the Channel Islands or the Isle of Man.

19.3 The quorum for meetings of the Council shall be seven Council Members or such a number as may be decided from time to time by the Members in General Meeting. No decision may be made by a meeting of the Council unless a quorum is present at the time the decision is purported to be made.

19.4 Questions arising at a meeting shall be decided by a majority of votes.

- 19.5 In the case of an equality of votes, the Chairman, or Acting Chairman, shall have a second or casting vote.
- 19.6 If the number of Council Members is fewer than the number fixed as the quorum, meetings of the Council may act only for the purpose of filling Council vacancies or of calling a General Meeting.
- 19.7 A Council Member must absent himself from any discussions of the Council in which it is possible that a conflict of interest will arise between his duty to act solely in the interests of the Society and any personal interest (including but not limited to any personal financial interest).
- 19.8 A Council Member who is conflicted on the matters to be considered at a meeting of the Council pursuant to article 19.7 shall not be counted in the quorum present when any decision is made about such matters to which that conflict of interest applies.
- 19.9 Subject to article 19.10, all acts done by a meeting of the Council, or of a sub-committee of the Council, shall be valid notwithstanding the participation in any vote of a Council Member or sub-committee Member:
- 19.9.1 who was disqualified from holding office;
- 19.9.2 who had previously retired or who had been obliged by the Articles to vacate office;
- 19.9.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise,
- if without the vote of that Council Member and that Council Member being counted in the quorum, the decision has been made by a majority of the Council at a quorate meeting.
- 19.10 Article 19.9 does not permit a Council Member to keep any benefit that may be conferred upon him by a resolution of the Council or of a sub-committee if, but for article 19.9, the resolution would have been void, or if the Council Member has not complied with article 19.7.
- 19.11 All acts done in good faith by any meeting of the Council or of any sub-committee or by any person acting on behalf of the Council shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any Member or person so acting, 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 Council Member.
20. **DELEGATION AND SUB-COMMITTEES**
- 20.1 The Council may exercise any of its powers or duties by means of a sub-committee of the Council appointed by the Council. Each sub-committee shall consist of the Chairman (who

if available shall chair each meeting of the sub-committee), a Vice Chairman, and such other Members and Council Members as the Council may invite to sit on such sub-committees.

- 20.2 Each sub-committee Member shall have one vote at each meeting of the relevant sub-committee and where an equality of votes arises the Chairman shall have a casting vote. Where the Chairman is not present at a meeting of the sub-committee, another Member of the sub-committee who is also a Council Member shall chair the meeting and shall have such a casting vote.
- 20.3 The Council shall state the conditions on which its powers are delegated to each sub-committee, including but not limited to:
- 20.3.1 the quorum required for meetings of the sub-committee;
- 20.3.2 the relevant powers to be exercised by the sub-committee to whom they delegate and whether such powers are exclusive to that sub-committee; and
- 20.3.3 that no expenditure may be incurred on behalf of the Society except in accordance with a budget previously agreed with the Council,
- and such conditions shall be recorded in the Minutes of the Council meeting at which such delegation is made.
- 20.4 The Council may revoke or alter any delegation it has made from time to time by ordinary resolution of the Council.
- 20.5 All acts and proceedings of any sub-committees must be fully and promptly reported to the Council for approval and the Minutes of each sub-committee meeting presented to the Council at its next meeting.

## 21. **WRITTEN RESOLUTIONS**

- 21.1 A resolution in writing signed by all Council Members (or all members of an applicable sub-committee) entitled to receive notice of a meeting of Council (or of such sub-committee) and to vote upon the resolution, shall be as valid and effectual as if it had been passed at a duly convened and held meeting of Council (or the relevant sub-committee).
- 21.2 The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Council Members (or the applicable sub-committee).

## 22. **OFFICERS**

The Council may from time to time appoint Members to the office of Honorary Treasurer 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.

23. **SECRETARY**

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 the Secretary may be done by any assistant or deputy Secretary or other person authorised in that behalf by the Council.

24. **THE SEAL**

The Council shall provide for the safe custody of the Society's 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 Council Member and by the Secretary or by two Council Members excepting passports or export certificates where the signature of the Secretary shall be sufficient if for the time being the Council have so decided.

25. **MINUTES**

25.1 The Council must ensure minutes are kept of all:

25.1.1 appointments of officers made by the Council;

25.1.2 proceedings at General Meetings of the Society; and

25.1.3 meetings of the Council and sub-committees including:

(a) the names of the Council Members present at the meeting;

(b) the decisions made at the meetings; and

(c) where appropriate, the reasons for the decisions.

26. **ACCOUNTS**

26.1 The Council must prepare for each financial year accounts as required by the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Council or its successors and adhere to the recommendations of applicable statements of recommended practice.

26.2 The books of account shall be kept at the registered office of the Society or 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.

26.3 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 Council

Members and no Member (not being a Council Member) 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 Members in General Meeting.

- 26.4 The Council shall from time to time in accordance with Chapter 4 of Part 15 of the Act cause to be prepared and to be laid before the Members in General Meeting such profit and loss accounts, balance sheets, group accounts (if any), and reports as are referred to in the Act.
- 26.5 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Members in General Meeting, together with a copy of the Auditor's or an Accountant's report (as applicable) shall be sent to every Member and every holder of a debenture over the Society, not less than twenty-one days before the date of the General Meeting 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.

27. **NOTICES**

- 27.1 Any notice to be given to or by any person pursuant to the Articles, save for those procedures of the Society or Council which indicate otherwise:
- 27.1.1 must be in writing; and
- 27.1.2 may be given using Electronic Communication.
- 27.2 The Society may give any notice to a Member either:
- 27.2.1 personally;
- 27.2.2 by sending it by post in a prepaid envelope addressed to the Member at his address as appearing on the register of Members.
- 27.2.3 by leaving it at the address of the Member; or
- 27.2.4 by giving it using Electronic Communication to the Member's nominated address.
- 27.3 A Member present in person at any General Meeting of the Society shall be deemed to have received notice of the General Meeting and of the purposes for which it was called.
- 27.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 27.5 Proof that a notice contained in an Electronic Communication was sent to the nominated address of the recipient shall be conclusive evidence that the notice was given.
- 27.6 A notice shall be deemed to be given:

27.6.1 Forty-eight hours after the envelope containing it was posted; or

27.6.2 in the case of an Electronic Communication, forty-eight hours after it was sent.

27.7 Any Member described in the register of Members by an address not within the Jurisdiction of the Society, the Channel Islands or the Isle of Man, who shall from time to time give the Society an address within the Jurisdiction of the Society, the Channel Islands or the Isle of Man 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 Jurisdiction of the Society shall be entitled to receive notices from the Society.

27.8 Notice may be served on the Society in accordance with this article provided such notice is sent to the Society's registered office or delivered to the Secretary or Chairman by Electronic Communication to the Society's email address.

## 28. **RULES**

28.1 Subject to the provisions of 17.1 of these Articles, the Council may from time to time make such reasonable and proper rules or by-laws as they may deem necessary or expedient for the proper conduct and management of the Society. The rules or by-laws may regulate the following matters but are not restricted to them:

28.1.1 the admission of Members (including the admission of organisations to membership) and the rights and privileges of such Members, and the entrance fees, subscriptions and other fees or payments to be made by Members;

28.1.2 the conduct of Members in relation to one another, and to the Society's employees and volunteers; and

28.1.3 the procedure at meetings of the Council in so far as such procedure is not regulated by the Act or by these Articles.

28.2 The Council must adopt such means as they think sufficient to bring the rules and by-laws to the notice of Members.

28.3 The rules or by-laws shall be binding on all Members, including Council Members. No rule or by-law shall be inconsistent with or shall affect or repeal anything contained in these Articles, and these Articles shall take precedence over any rule or by-law that is inconsistent with them.

## 29. **INDEMNITY**

29.1 Except in cases where the provisions of this Article may be void under the Act, the officers for the time being of the Society and Council Members or any sub-committee Members for the time being acting in relation to any of the affairs of the Society, and each of them and 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 their executors or administrators shall or may incur or sustain by or by reason of any act done, concurred, or omitted, in or about the execution of their duty or supposed duty in their respective offices.

- 29.2 No officers for the time being of the Society, or Council Members or any sub-committee Members shall be answerable for the acts, receipts, neglects, or defaults of any other of them or for any bankers or other persons with whom any monies 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 any monies of, or belonging to, the Society shall be placed out, or invested in, or for any other loss misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto.

