



Icelandic Horse Society of Great Britain



MEMORANDUM OF ASSOCIATION FOR A CHARITABLE COMPANY

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

Memorandum of Association of Articles of

IHSGB Limited

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each subscriber

Authentication by each subscriber

Iris Ashman

Kirsty Carson

Michael Edwards

Tim Hutchinson

Gundula Sharman

Emma Stanley

*Iris Ashman*  
*Kirsty Carson*  
*Michael Edwards*  
*Tim Hutchinson*  
*Gundula Sharman*  
*Emma Stanley*

Dated:

AMENDED AS PER RESOLUTIONS FROM 2012  
AGM  
10<sup>th</sup> November 2012

DATED : 23<sup>RD</sup> FEBRUARY 2011



ARTICLES OF ASSOCIATION FOR A CHARITABLE COMPANY

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

Articles of Association of

IHSGB Limited

1. The company's name is IHSGB Limited (and in this document is called the "Society")

Interpretation

2. In the articles:

"address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address of a telephone number for receiving text messages in each case registered with the society;

"the articles" means the society's articles of association;

"the society" means the company intended to be regulated by the articles;

"clear days" in relation to the period of a notice means a period excluding:

- the day when the notice is given or deemed to be given; and
- the day for which it is given or on which it is to take effect;

"the Commission" means the Charity Commission for England and Wales

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006) in so far as they apply to the society;

"the trustees" means the trustees of the society. The trustees are charity trustees as defined by section 97 of the Charities Act 1993;

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"electronic form" has the meaning given in section 1168 of the Companies Act 2006;

"the memorandum" means the society's memorandum of association;

"officers" includes the trustees and the secretary (if any);

"the seal" means the common seal of the society if it has one;

"secretary" means any person appointed to perform the duties of the secretary of the society;

"the United Kingdom" means Great Britain and Northern Ireland; and



words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the society.

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.

## Liability of members

3. (1) The liability of the members is limited.

(2) Every member of the Society promises, if the Society is dissolved while he or she or it is a member or within twelve months after he or she or it ceases to be a member, to contribute such sum (not exceeding £10) as may be demanded of him or her or it towards the payment of the debts and liabilities of the Society incurred before he or she or it ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

## Objects

4. The Society's objects ("Objects") are specifically restricted to the following:

(1) To educate the public about the Icelandic horse and its origins, preservation and standards in accordance with the standards of FEIF (The Federation of Icelandic Horse Associations).

(2) To improve general standards in the management, use and treatment of horses with particular reference to the special features of the Icelandic horse by the education of breeders, importers, owners, judges, veterinarians, trainers and members of the public.

## Powers

5. The Society has power to do anything which is calculated to further its object(s) or is conducive or incidental to doing so. In particular, the Society has power:

(1) to maintain and publish Rules for the Breeding and Registration of Icelandic horses (herein after referred to as the Studbook Rules) that shall conform to the principles of FEIF; to record the breeding and registration of all pure-bred Icelandic horses in the United Kingdom of Great Britain and Northern Ireland as a recognised Studbook holder under European Union Directives and to issue equine passports in accordance with Acts of Parliament.

(2) to arrange judgements and assessments of Icelandic horses and riders according to FEIF rules. Such judgements and assessments shall place the



welfare of the horse as paramount at all times and shall comply with appropriate Codes of Conduct adopted by FEIF.

- (3) to organise the training of national judges.
- (4) to select teams to represent the United Kingdom of Great Britain and Northern Ireland and/or the Society in international competitions.
- (5) to further the welfare of the Icelandic horse in the United Kingdom of Great Britain and Northern Ireland by membership of FEIF and other appropriate bodies
- (6) to collect and disseminate information on all matters affecting the purposes of the Society and establish, print, publish, issue and circulate such papers journals magazines, books, periodicals and publications as shall be necessary to attain the said purposes or are in any way beneficial to the work of the Society
- (7) to organise and hold shows and raise or provide funds for the cost thereof, arrange classes and give or augment prizes and award certificates of merit at such shows or at shows of any other society or Society operating in furtherance of the Objects or similar charitable purposes, and appoint or recommend the appointment of judges thereat. In all riding competitions organised by the Society in which horses registered in FEIF member countries, other than the United Kingdom of Great Britain and Northern Ireland, participate or in which International FEIF judges officiate, the rules of the FIPO, in force for the time being, as developed and maintained by the FEIF will apply
- (8) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Society;
- (9) to provide or assist in the provision of exhibitions meetings lectures and classes for the benefit of the Society
- (10) to raise funds. In doing so, the Society must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
- (11) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (12) to sell, lease or otherwise dispose of all or any part of the property belonging to the Society. In exercising this power, the Society must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
- (13) to borrow money and to charge the whole or any part of the property belonging to the Society as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Society must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land;



- (14) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
  - (15) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
  - (16) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other Society;
  - (17) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
  - (18) to employ and remunerate such staff as are necessary for carrying out the work of the Society. The Society may employ or remunerate a trustee only to the extent it is permitted to do so by article 6 and provided it complies with the conditions in that article;
  - (19) to:
    - (a) deposit or invest funds;
    - (b) employ a professional fund-manager; and
    - (c) arrange for the investments or other property of the Society to be held in the name of a nominee;
- in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (20) to provide indemnity insurance for the trustees in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993;
  - (21) to pay out of the funds of the Society the costs of forming and registering the Society both as a company and as a Society;

## Application of income and property

6. (1) The income and property of the Society shall be applied solely towards the promotion of the Objects.
  - (2) (a) A trustee is entitled to be reimbursed from the property of the Society or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Society.
  - (b) A trustee may benefit from trustee indemnity insurance cover purchased at the Society's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993.
  - (c) A trustee may receive an indemnity from the Society in the circumstances specified in article 56.
- (3) None of the income or property of the Society may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Society. This does not prevent a member who is not also a trustee receiving:



- (a) a benefit from the Society in the capacity of a beneficiary of the Society;
- (b) reasonable and proper remuneration for any goods or services supplied to the Society.

(4) Trustees' benefits: Prohibition of trustees/connected persons' benefits

No trustee or connected person may buy goods or services from the Society on terms preferential to those applicable to other members of the public, or sell goods or services to the Society or receive remuneration, or receive any other financial benefit from the Society.]

- (5) (a) In sub-clauses (2)-(4) of this article 6 "Society" shall include any company in which the Society:
- holds more than 50% of the shares; or
  - controls more than 50% of the voting rights attached to the shares; or
  - has the right to appoint one or more trustees to the board of the company;
- (b) In sub-clause (4) of this article 6, sub-clause (2) of article 45 and sub-clause (2) of article 46 "connected person" means:
- (i) a child, parent, grandchild, grandparent, brother or sister of the trustee;
  - (ii) the spouse or civil partner of the trustee or of any person falling within paragraph (i) above;
  - (iii) a person carrying on business in partnership with the trustee or with any person falling within paragraph (i) or (ii) above;
  - (iv) an institution which is controlled –
    - (1) by the trustee or any connected person falling within paragraph (i), (ii), or (iii) above; or
    - (II) by two or more persons falling within subparagraph (1), when taken together
  - (v) a body corporate in which -
    - (I) the trustee or any connected person falling within paragraphs (i) to (iii) has a substantial interest; or
    - (II) two or more persons falling within subparagraph (I) who, when taken together, have a substantial interest.
- (c) Paragraphs 2 to 4 of Schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used in this sub-clause.

## Members

7.

- (1) The subscribers to the Memorandum are the first members of the society
- (2) Membership is open to other individual or organisations who:
  - (a) apply to the society in the form required by the trustees and
  - (b) are approved by the trustees



- (3) (a) The trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the society to refuse the application
- (b) The trustees must inform the applicant in writing of the reasons for refusal within twenty-one days of the decision.
- (c) The trustees must consider any written representations the applicant may make about the decision. The trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
- (4) In the case of rejection the applicant shall be informed that he may submit a further application after a period of 12 months.
- (5) The trustees must keep a register of names and addresses of the members.
- (6) There shall be no maximum number of Members with which the society proposes to be registered.
- (7) Membership is not transferable.

## Classes of membership

### 8.

- (1) The trustees may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members. These are:

Single	having One vote
Family	having Two adult votes
Junior (18 years and under)	having No vote and not eligible to be a Trustee
Senior (65 years and over)	having One vote
Honorary	having One vote. Honorary members are not required to pay a subscription fee and are not eligible to be a Trustee. Members of the Honorary member's family are required to pay the appropriate fees.
Organisation	having One vote

*And as amended 10<sup>th</sup> November 2012*

- (2) *The members benefits:*
- a. *All members of the society may be granted 50% discount from all Society fees.*
- b. *In addition, Organisational members may nominate up to three employees of the organisation to enter BC show at members rates (50% discount) - provided the organisation shall ensure that at least 3rd party liability insurance cover is provided for their nominated employees.*
- (3) *The trustees may not directly or indirectly alter the rights or obligations attached to a class of membership.*



(4) *The rights attached to a class of membership may only be varied if a special resolution is passed at the AGM (or at a separate general meeting) agreeing to the variation.*

(5) *The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members*

## Termination of membership

9. Membership is terminated if:

- (1) The member dies or, if it is an organisation, ceases to exist;
- (2) The member resigns by written notice to the society unless after the resignation, there would be less than two members;
- (3) Any sum due from the member of the Society is not paid in full within 6 months of it falling due;
- (4) The member is removed from membership by a resolution of the trustees that it is in the best interests of the society that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
  - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the trustees at which the resolution will be proposed and the reasons why it is to be proposed;
  - (b) the member or, at the option of the member, the member's representative (who need not be a member of the society) has been allowed to make representations to the meeting;
  - (c) at least two thirds of the trustees then present vote in favour of his expulsion.

## General meetings

10. (1) The Society must hold its first annual general meeting within eighteen months after the date of its incorporation.

(2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

11. The trustees may call a general meeting at any time.

## Notice of general meetings

12.

(1) The minimum periods of notice required to hold a general meeting of the Society are:

- (a) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
- (b) fourteen clear days for all other general meetings.





(2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.

(3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 19.

(4) The notice must be given to all the members and to the trustees and auditors.

13. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Society.

## Proceedings at general meetings

14.

(1) No business shall be transacted at any general meeting unless a quorum is present.

(2) A quorum is:

- (a) 15 members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or
- (b) one tenth of the total membership at the time whichever is the smaller.

(3) The authorised representative of a member organisation shall be counted in the quorum.

15.

(1) If:

- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
- (b) during a meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place as the trustees shall determine.

(2) The trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

(3) 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 in person or by proxy at that time shall constitute the quorum for that meeting.



## 16.

- (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the trustees.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a trustee nominated by the trustees shall chair the meeting.
- (3) If there is only one trustee present and willing to act, he or she shall chair the meeting.
- (4) If no trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

## 17.

- (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

## 18.

- (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:
  - (a) by the person chairing the meeting; or
  - (b) by at least two members present in person or by proxy and having the right to vote at the meeting; or
  - (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- (2)
  - (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
  - (b) The result of the vote must be recorded in the minutes of the Society but the number or proportion of votes cast need not be recorded.
- (3)
  - (a) 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.



(b) 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.

(4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.

(b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

(5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.

(b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.

(c) The poll must be taken within thirty days after it has been demanded.

(d) if the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

(e) if a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

## Content of proxy notices

### 19.

(1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which -

(a) states the name and address of the member appointing the proxy;

(b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

(c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the trustees may determine; and

(d) is delivered to the Society in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

(2) The Society may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

(3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

(4) Unless a proxy notice indicates otherwise, it must be treated as -

(a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

(b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

## Delivery of proxy notices

### 19A.



(1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Society by or on behalf of that person.

(2) An appointment under a proxy notice may be revoked by delivering to the Society a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

(3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

(4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

## Written resolutions

### 20.

(1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:

(a) a copy of the proposed resolution has been sent to every eligible member;

(b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and

(c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.

(2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.

(3) In the case of a member that is an organisation, its authorised representative may signify its agreement.

## Votes of members

21. Subject to article 8 and full payment of due subscription, every member, whether an individual or an organisation, shall have one vote.

22. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

### 23.

(1) Any organisation that is a member of the Society may nominate any person to act as its representative at any meeting of the Society.



(2) The organisation must give written notice to the Society of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Society. The representative may continue to represent the organisation until written notice to the contrary is received by the Society.

(3) Any notice given to the Society will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The Society shall not be required to consider whether the representative has been properly appointed by the organisation.

## Trustees

### 24.

- (1) A trustee must be a natural person aged 19 years or older.
- (2) No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of article 36.

25. The number of trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

26. The first trustees shall be those persons notified to Companies House as the first trustees of the Society.

27. A trustee may not appoint an alternate trustee or anyone to act on his or her behalf at meetings of the trustees.

## Powers of trustees

### 28.

- (1) The trustees shall manage the business of the Society and may exercise all the powers of the Society unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
- (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.
- (3) Any meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.

## Retirement of trustees

29. At the first annual general meeting all the trustees must retire from office unless by the close of the meeting the members have failed to elect sufficient trustees to hold a quorate meeting of the trustees. At each subsequent annual general meeting one-third of the trustees or, if their number is not three or a multiple of three, the number nearest to one-third, must retire from office. If there is only one trustee he or she must retire.

### 30.



(1) The trustees to retire by rotation shall be those who have been longest in office since their last appointment. If any trustees became or were appointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

(2) If a trustee is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.

## Appointment of trustees

31. The Society may by ordinary resolution:

- (1) appoint a person who is willing to act to be a trustee; and
- (2) determine the rotation in which any additional trustees are to retire.

32. No person other than a trustee retiring by rotation may be appointed a trustee at any general meeting unless:

- (1) he or she is recommended for re-election by the trustees; or
- (2) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Society is given a notice that:
  - (a) is signed by a member entitled to vote at the meeting;
  - (b) states the member's intention to propose the appointment of a person as a trustee;
  - (c) contains the details that, if the person were to be appointed, the Society would have to file at Companies House; and
  - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.

33. All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a trustee other than a trustee who is to retire by rotation.

34.

- (1) The trustees may appoint a person who is willing to act to be a trustee.
- (2) A trustee appointed by a resolution of the other trustees must retire at the next annual general meeting and must not be taken into account in determining the trustees who are to retire by rotation.

35. **Appointment of trustees**

- a. The appointment of a trustee, whether by the Society in general meeting or by the other trustees, must not cause the number of trustees to exceed any number fixed as the maximum number of trustees.

*And, by amendment 10<sup>th</sup> November 2012*

- (b) *The Chair should, in common with other Trustees, not hold office for more than 3 years without re-election*



- (c) *That, if the membership does not elect a Chair, the Board can elect from within their number. If that happens the Chair's post is considered as vacant for the next AGM*
- (d) *If the Chair is appointed by the Board from within their number then that Trustee automatically has a dual role (although the preference is not to have dual roles whenever possible)*
- (e) *That Trustees should be nominated for specific roles/portfolios*

## Disqualification and removal of trustees

**36.** A trustee shall cease to hold office if he or she:

- (1) ceases to be a trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a trustee;
- (2) is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (3) ceases to be a member of the Society;
- (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (5) resigns as a trustee by notice to the Society (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
- (6) is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated.

## Remuneration of trustees

**37.** The trustees must not be paid any remuneration unless it is authorised by article 6.

## Proceedings of trustees

**38.**

- (1) The trustees may regulate their proceedings as they think fit, subject to the provisions of the articles.
- (2) Any trustee may call a meeting of the trustees.
- (3) The secretary (if any) must call a meeting of the trustees if requested to do so by a trustee.
- (4) Questions arising at a meeting shall be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote
- (6) A meeting may be held by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants.

**39.**



(1) No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the trustees in which a participant or participants may communicate with all the other participants.

(2) The quorum shall be two or the number nearest to one-third of the total number of trustees, whichever is the greater, or such larger number as may be decided from time to time by the trustees.

(3) A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.

40. If the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.

41.

(1) The trustees shall appoint a trustee to chair their meetings and may at any time revoke such appointment.

(2) If no-one has been appointed to chair meetings of the trustees or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number to chair that meeting.

(3) The person appointed to chair meetings of the trustees shall have no functions or powers except those conferred by the articles or delegated to him or her by the trustees.

42.

(1) A resolution in writing or in electronic form agreed by a simple majority of all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees or (as the case may be) a committee of trustees duly convened and held provided that:

- (a) A copy of the resolution is sent or submitted to all the trustees eligible to vote; and
- (b) A simple majority of trustees has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date.

(2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more trustees has signified their agreement.

## Delegation

43.





- (1) The trustees may delegate any of their powers or functions to a committee of two or more trustees but the terms of any delegation must be recorded in the minute book.
- (2) The trustees may impose conditions when delegating, including the conditions that:
  - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - (b) no expenditure may be incurred on behalf of the Society except in accordance with a budget previously agreed with the trustees.
- (3) The trustees may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the trustees.

## Declaration of trustees' interests

44. A trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared. A trustee must absent himself or herself from any discussions of the trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Society and any personal interest (including but not limited to any personal financial interest).

## Conflicts of interests

45.

(1) If a conflict of interests arises for a trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted trustees may authorise such a conflict of interests where the following conditions apply:

- (a) the conflicted trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- (b) the conflicted trustee does not vote on any such matter and is not to be counted when considering whether a quorum of trustees is present at the meeting; and
- (c) the unconflicted trustees consider it is in the interests of the Society to authorise the conflict of interests in the circumstances applying.

(2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a trustee or to a connected person.

## Validity of trustees' decisions



46.

(1) Subject to article 46(2), all acts done by a meeting of trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee:

- (a) who was disqualified from holding office;
  - (b) who had previously retired or who had been obliged by the constitution to vacate office;
  - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
- if without:
- (d) the vote of that trustee; and
  - (e) that trustee being counted in the quorum;

the decision has been made by a majority of the trustees at a quorate meeting.

(2) Article 46(1) does not permit a trustee or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if, but for article 46(1), the resolution would have been void, or if the trustee has not complied with article 44.

## Seal

47. The seal must only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary (if any) or by a second trustee.

## Minutes

48. The trustees must keep minutes of all:

- (1) appointments of officers made by the trustees;
- (2) proceedings at meetings of the Society;
- (3) meetings of the trustees and committees of trustees including:
  - (a) the names of the trustees present at the meeting;
  - (b) the decisions made at the meetings; and
  - (c) where appropriate the reasons for the decisions.

## Accounts

49.

(1) The trustees must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.



(2) The trustees must keep accounting records as required by the Companies Acts.

## Annual Report and Return and Register of Charities

50.

(1) The trustees must comply with the requirements of the Charities Act 1993 with regard to the:

- (a) transmission of the statements of account to the Society;
- (b) preparation of an Annual Report and its transmission to the Commission;
- (c) preparation of an Annual Return and its transmission to the Commission.

(2) The trustees must notify the Commission promptly of any changes to the Society's entry on the Central Register of Charities.

## Means of communication to be used

51.

(1) Subject to the articles, anything sent or supplied by or to the Society under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Society.

(2) Subject to the articles, any notice or document to be sent or supplied to a trustee in connection with the taking of decisions by trustees may also be sent or supplied by the means by which that trustee has asked to be sent or supplied with such notices or documents, for the time being.

52.

Any notice to be given to or by any person pursuant to the articles:

- (1) must be in writing; or
- (2) must be given in electronic form.

53.

(1) The Society may give any notice to a member either:

- (a) personally; or
- (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
- (c) by leaving it at the address of the member; or
- (d) by giving it in electronic form to the member's address.

(2) A member who does not register an address with the Society or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Society.



54. A member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and of the purposes for which it was called.

55.

(1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

(2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

(3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:

- (a) 48 hours after the envelope containing it was posted; or
- (b) in the case of an electronic form of communication, 48 hours after it was sent.

## Indemnity

56.

(1) The Society shall indemnify any trustee against any liability incurred by him or her in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.

(2) In this article a "relevant trustee" means any trustee or former trustee of the Society.

**56A** The Society may indemnify an auditor against any liability incurred by him or her or it

(1) in defending proceedings (whether civil or criminal) in which judgment is given in his or her or its favour or he or she or it is acquitted; or

(2) in connection with an application under section 1157 of the Companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court.

## Rules

57.

(1) The trustees may from time to time make such reasonably and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Society.

(2) The bye laws may regulate the following matters but are not restricted to them:

- (a) the admission of members of the Society (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;



- (b) the conduct of members of the Society in relation to one another, and to the Society's employees and volunteers;
  - (c) the setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes;
  - (d) the procedure at general meetings and meetings of the trustees in so far as such procedure is not regulated by the Companies Acts or by the articles;
  - (e) generally, all such matters as are commonly the subject matter of company rules
  - (f) rules for the registration of Icelandic horses, hereinafter referred to as the studbook rules;
  - (g) rules for the selection of national teams to represent Great Britain and/or the Society in international competitions;
  - (h) rules for the training and qualification standards of national judges.
- (3) The Society in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) The trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Society.
- (5) The rules or bye laws shall be binding on all members of the Society. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

## Dissolution

### 58.

(1) The members of the Society may at any time before, and in expectation of, its dissolution resolve that any net assets of the Society after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Society be applied or transferred in any of the following ways:

- (a) directly for the Objects; or
- (b) by transfer to any Society or charities for purposes similar to the Objects; or
- (c) to any Society or charities for use for particular purposes that fall within the Objects.

(2) Subject to any such resolution of the members of the Society, the trustees of the Society may at any time before and in expectation of its dissolution resolve that any net assets of the Society after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Society be applied or transferred:

- (a) directly for the Objects; or
- (b) by transfer to any Society or charities for purposes similar to the Objects; or



(c) to any Society or charities for use for particular purposes that fall within the Objects.

(3) In no circumstances shall the net assets of the Society be paid to or distributed among the members of the Society (except to a member that is itself a Society) and if no resolution in accordance with article 58(1) is passed by the members or the trustees the net assets of the Society shall be applied for charitable purposes as directed by the Court or the Commission.

---

7<sup>th</sup> September 2010

*new version, amended 10th november 2012*