

# *British Miniature Horse Society*

Stretcholt Farm, Stretcholt, Bridgwater, Somerset TA6 4SR

## **Rules for Members**

No person shall be admitted as a Member of the Society unless the Trustees have approved the application for membership and the Subscription Fee has been paid in full.

Any Member who shall fail in the observance of the Rules made by the Trustees or whose conduct in the opinion of the Trustees is prejudicial or derogatory to the character or best interest of the Society, may be suspended for whatever period the Trustees deem appropriate or may be removed from Membership of the Society, provided that such a decision to suspend, discipline or remove be passed by a simple majority of the Trustees at a meeting, either convened specifically for that purpose or an Ordinary Trustees Meeting. Before taking any such decision, the Trustees shall be required to give due notice to the Member of their intentions to discipline and to seek, either in person or in writing an explanation from the Member, so that the Member shall be entitled to present his/her case to the Trustees, before they make their decision.

An Annual General Meeting of the Society shall be held once a year at such time and place as the Trustees may determine, when a full report of the progress of the Society during the previous year shall be submitted and the Trustees appointments confirmed.

The Quorum for the AGM is five Members.

Passports issued by the Society shall remain the property of the Society, and as such must be returned to the Society on Change of Ownership. The Vendor of the horse must notify the Society immediately of the new owner and inform the new owner of their obligation to have their Passport recorded in their name.

THE COMPANIES ACT 1985 AND THE COMPANIES ACT 1989

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF THE BRITISH MINIATURE HORSE SOCIETY

1. The Company's name is "BRITISH MINIATURE HORSE SOCIETY" (and in this document it is called "the Society").
2. The Society's registered office is to be situated in England and Wales.
3. The Society's objects ("the Objects") are:-
  - (1) To promote, maintain and improve the breeding of Miniature Horses being equines 34" or less in height through the registration of their pedigrees and details.
  - (2) To advance knowledge to members of the public, owners, breeders, keepers and trainers of Miniature Horses on all aspects of Origin, Handling, Breeding, Driving, Training, Welfare, Security, Identification and Management of Miniature Horses.
  - (3) To benefit members of the public by the preservation and promotion of the Miniature Horse.
4. In furtherance of the Objects but not otherwise the Society may exercise the following powers:
  - (1) To compile, keep, maintain, edit and preserve a register of Miniature Horses and a register supplementary thereto of British Oversize Miniature Horses defined as being over 34" and under 42" in height.
  - (2) To prepare and issue by way of sale or otherwise and on such terms or conditions as may be thought fit to Members and others, certificates of entries made in the Society's Register and supplementary records and statistics relating to Miniature Horses based on any records or statistics or other information obtained or compiled by the Society.
  - (3) To promote, organise, manage and hold or participate in the promotion of Shows, Auction or other Sales, Lectures, Exhibitions, Driving Courses and Competitions for horses registered in Clause 4 (1) above.
  - (4) To raise funds and to invite sponsors and receive contributions for the Society.
  - (5) To acquire by lease or purchase, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property.
  - (6) To publish and issue as the official organ of the Society any Journal, Newsletter or information leaflet relating to Miniature Horses, and distribute by way of sale or otherwise.
  - (7) To pay out of the funds of the Society the costs, charges and expenses of and incidental to the formation and registration of the Society.
  - (8) To receive subscriptions and other payments for the general purposes of the Society.
  - (9) To invest monies not immediately required for Society purposes as may be thought fit and to borrow from time to time any monies required for the purposes of the Society upon such security as may be determined.
  - (10) To consider and promote or oppose legislation affecting the furtherance of the Objects or any of them.
  - (11) 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.
  - (12) To establish or support any charitable trusts, associations or institutions formed for all or any of the Objects.
  - (13) To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them.
  - (14) To set the standard of perfection of the Miniature Horse.
  - (15) To investigate, adjudicate upon or otherwise determine or settle cases of doubtful or suspected pedigrees of Miniature Horses and to do all such lawful things as are necessary for the achievement of the Objects.
  - (16) To act in an advisory capacity in reported cases of ill-treatment of Miniature Horses.
  - (17) To make bye-laws for conducting the business, and regulating the proceedings of the Society, and to enforce the same by fines or otherwise.
5. The income and property of the Society from whichever source derived shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to Members of the Society, and no Trustee shall be appointed to any office of the Society paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Society: Provided that nothing in this document shall prevent any payment in good faith by the Society to:
  - (1) Any secretary, editor, officer, clerks or servants of the Society or to any Member of the Society or other persons in return for any services actually rendered to the Society;
  - (2) any Trustee who is a solicitor, accountant or other person engaged in a profession, or any partner of his or hers, when instructed by the Society to act in a professional capacity on its behalf and requiring payment for the usual professional charges for business executed;
  - (3) any Member of the Society or Trustee for interest on money lent at a reasonable and proper rate;
  - (4) any Member of the Society or Trustee charging reasonable and proper rent for premises used by the Society;
  - (5) any Trustee for reasonable out of pocket expenses.
6. The liability of the Members is limited.
7. Every Member of the Society undertakes to contribute such amount as may be required (not exceeding £1) to the Society's assets if it should be wound up while he or she is a Member or within one year after he or she ceases to be a Member, for payment of the Society's debts and liabilities contracted before he or she ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
8. If the Society is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the Members of the Society, but shall be given or transferred to some other Society or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Society by Clause 5 above, chosen by the Members of the Society at or before the time of dissolution and if that cannot be done then to some other charitable object.

THE COMPANIES ACT 1985  
AND  
THE COMPANIES ACT 1989  
---+---  
A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL  
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ARTICLES OF ASSOCIATION OF THE BRITISH MINIATURE HORSE SOCIETY

#### INTERPRETATION

1. In these articles:

"the Society" means the company intended to be regulated by these articles;

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"the articles" means these Articles of Association of the Society;

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

"executed" includes any mode of execution;

"the memorandum" means the memorandum of association of the Society;

"office" means the registered office of the Society;

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

"secretary" means the secretary of the Society or any other person appointed to perform the duties of the secretary of the Society, including a joint, assistant or deputy secretary;

"the Trustees" means the directors of the Society (and "Trustee" has a corresponding meaning);

"the United Kingdom" means Great Britain and Northern Ireland; and words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

#### MEMBERS

2. (1) The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 54 shall be Members of the Society. No person shall be admitted a Member of the Society unless his application for membership has been approved by the Trustees.

(2) Unless the Trustees or the Society in General Meeting shall make other provision under Article 54, the Trustees may in their absolute discretion permit any Member of the Society to retire, provided that after retirement the number of Members is not less than two.

(3) In order to comply with E.U. Commissioners decision 92/353/EEC the Society declares that there will be no discrimination between members.

#### REMOVAL OR SUSPENSION OF MEMBERS

3. Any Member who shall fail in the observance of these Articles or any lawful rule, regulation or bye-law made by the Trustees or whose conduct, in the opinion of the Trustees is prejudicial or derogatory to the character or best interests of the Society, may be suspended for whatever period the Trustees deem appropriate or may be removed from Membership of the Society, provided that such decision to suspend, discipline or remove be passed by a simple majority of the Trustees at a Meeting, either convened specifically for that purpose or at an Ordinary Trustees Meeting. Before taking any such decision, the Trustees shall be required to give due notice to the Member of their intention to discipline and to seek, either in person or writing, an explanation from the Member, so that the Member shall be entitled to present his case to the Trustees before they make their decision.

#### MEETINGS

4. An Annual General Meeting of the Society shall be held once a year at such a time and place as the Trustees may determine, when a full report of the progress of the Society during the previous year shall be submitted, and the Trustees for the ensuing year shall be appointed. The quorum for the Annual General Meeting is five Members.

5. All other General Meetings shall be called Extraordinary General Meetings.

6. The Trustees may, whenever they think fit, and they shall upon the requisition made in writing by at least twenty-five Members of the Society, convene an Extraordinary General Meeting.

7. Any requisition made by the Members shall express the object of the meeting proposed to be called, and shall be lodged at the Registered Office of the Society within normal working hours, within twenty-one days of obtaining the required number of signatures.

8. Upon the receipt of such requisition the Trustees shall forthwith proceed to convene an Extraordinary General Meeting. If they do not proceed to convene the same, to be held within forty days of the date of receiving the requisition, the requisitionists, or any other Members amounting to the required number, may themselves convene the Extraordinary General Meeting. The quorum for an Extraordinary General Meeting is five Members unless the Meeting is requisitioned by Members when the quorum is twenty-five.

9. Twenty-one days notice at least, specifying the place, the day, and the hour of the meeting, and in the case of special business the nature of such business, shall be given to Members in manner hereinafter mentioned, or in such other manner (if any) as may be prescribed by the Society in General Meeting; but the non-receipt of such notice by any Member shall not invalidate the proceedings at any General Meeting.
10. Any Meeting may be adjourned as the Members present thereat shall resolve.
11. The Trustees shall determine who takes the chair at General Meetings.
12. All questions and matters brought before Meetings, except as otherwise required by law or herein provided, shall be decided by a majority of the votes of Members actually present (each Member having one vote) either by hand-count, or by poll if duly demanded and In accordance with Article 54 and in the case of equality of votes, the Chairman of the meeting shall have a second or casting vote in addition to his or her vote as a Member.
13. Arrangements for voting including methods of polling, use of proxy and postal voting may from time to time be made by the Trustees PROVIDED ALWAYS THAT such arrangements shall be made in accordance with Article 54.
14. If within one hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to another date to be arranged and notified to Members within one month of the original date.
15. No Member shall be entitled to vote at any General Meeting unless all moneys then payable by him to the Society have been paid, and no objection shall be raised to the qualification of any voter except at the Meeting or adjourned Meeting at which the vote objected to is tendered, and every vote not disallowed at the Meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.
16. Any organisation which is a Member of the Society may by resolution of its Council or other governing body authorise such a person as it thinks fit to act as its representative at any Meeting of the Society, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual Member of the Society.
17. The number of Trustees shall be not less than two but not more than twelve.

#### POWERS OF TRUSTEES

18. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Society shall be managed by the Trustees who may exercise all the powers of the Society. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Trustees by the articles and a meeting of Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.
19. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Trustees shall have the following powers, namely:
  - (1) to expend the funds of the Society in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Society such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Society;
  - (2) to enter into contracts on behalf of the Society.

#### APPOINTMENT AND RETIREMENT OF TRUSTEES

20. At the first Annual General Meeting all the Trustees shall retire from office, and at every subsequent Annual General Meeting one-third of the Trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but, if there is only one Trustee who is subject to retirement by rotation, he shall retire.
21. Subject to the provisions of the Act, the Trustees to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who became or were last re-appointed Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
22. If the Society at the meeting at which a Trustee retires by rotation does not fill the vacancy, the retiring Trustee shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Trustee is put to the meeting and lost.
23. No person other than a Trustee retiring by rotation shall be appointed or re-appointed a Trustee at any General Meeting unless:
  - (1) he is recommended by the Trustees; or
  - (2) not less than twenty-eight nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Society of the intention to propose that person for appointment or re-appointment stating the particulars which would, if he were so appointed or re-appointed, be required to be included in the Society's register of Trustees together with a notice executed by that person of his willingness to be appointed or re-appointed.
24. No person may be appointed as a Trustee;
  - (1) unless he has attained the age of eighteen years; or
  - (2) in circumstances such that, had he already been a Trustee, he would have been disqualified from acting under the provisions of Article 29.
25. Not less than twenty-one clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a Trustee retiring by rotation at the meeting) who is recommended by the Trustees for appointment or re-appointment as a Trustee at the meeting or in respect of whom notice has been duly given to the Society of the intention to propose him at the meeting for appointment or re-appointment as a Trustee. The notice shall give the particulars of that person which would, if he were so appointed or re-appointed, be required to be included in the Society's register of Trustees.

26. Subject as aforesaid, the Society may by ordinary resolution appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee and may also determine the rotation in which any additional Trustees are to retire.

27. The Trustees may appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with the articles as the maximum number of Trustees. A Trustee so appointed shall hold office only until the next following Annual General Meeting and shall not be taken into account in determining the Trustees who are to retire by rotation at the meeting. If not re-appointed at such Annual General Meeting, he shall vacate office at the conclusion thereof.

28. Subject as aforesaid, a Trustee who retires at an Annual General Meeting may, if willing to act, be re-appointed.

#### DISQUALIFICATION AND REMOVAL OF TRUSTEES

29. A Trustee shall cease to hold office if he

(1) ceases to be a Trustee by virtue of any provision in the Act or 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);

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

(3) resigns his office 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

(4) is absent without the permission of the Trustees from all their meetings held within a period of six months and the Trustees resolve that his office be vacated.

#### TRUSTEES' EXPENSES

30. The Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or General Meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

#### TRUSTEES' APPOINTMENTS

31. Subject to the provisions of the Act and to Clause 5 of the memorandum, the Trustees may appoint one or more of their number to the unremunerated office of managing Director or to any other unremunerated executive office under the Society. Any such appointment may be made upon such terms as the Trustees determine. Any appointment of a Trustee to an executive office shall terminate if he ceases to be a Trustee. A managing Director and a Trustee holding any other executive office shall not be subject to retirement by rotation.

32. Except to the extent permitted by Clause 5 of the memorandum, no Trustee shall take or hold any interest in property belonging to the Society or receive remuneration or be interested otherwise than as a Trustee in any other contract to which the Society is a party.

#### PROCEEDINGS OF TRUSTEES

33. Subject to the provisions of the articles, the Trustees may regulate their proceedings as they think fit. A Trustee may, and the secretary at the request of a Trustee shall, call a meeting of the Trustees. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote.

34. The quorum for the transaction of the business of the Trustees may be fixed by the Trustees but shall not be less than one third of their number or two Trustees, whichever is the greater.

35. The Trustees may act notwithstanding any vacancies in their number, but, 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.

36. The Trustees may appoint one of their number to be the Chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the Trustee so appointed shall preside at every meeting of Trustees at which he is present. But if there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be Chairman of the meeting.

37. The Trustees may appoint one or more sub-committees consisting of three or more Trustees and/or Members for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Trustees would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Trustees.

38. All acts done by a meeting of Trustees, or of a committee of Trustees and/or Members, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee and/or Member or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and/or Member and had been entitled to vote.

39. A resolution in writing, signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees, or of a sub-committee of Trustees and/or Members shall be as valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees and/or Members duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees and/or Members.

40. Any bank account in which any part of the assets of the Society is deposited shall be operated by the Trustees and shall indicate the name of the Society. All cheques and orders for the payment of money from such account shall be signed by at least two Trustees.

#### PATRONS

41. The Board may from time to time appoint a Patron or Patroness of the Society.

## SECRETARY

42. Subject to the provisions of the Act, the secretary shall be appointed by the Trustees for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

## MINUTES

43. The Trustees shall keep minutes in books kept for the purpose:

- (1) of all appointments of officers made by the Trustees; and
- (2) of all proceedings at meetings of the Society and of the Trustees and of sub-committees of Trustees and/or Members including the names of the Trustees and/or Members present at each such meeting;
- (3) the Minute Books of the Society shall be open to the inspection of the Members at all reasonable times.

## THE SEAL

44. The seal shall 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 or by a second Trustee.

## ACCOUNTS

45. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

## ANNUAL REPORT

46. The Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

## ANNUAL RETURN

47. The Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

## NOTICES

48. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the Trustees need not be in writing.

49. The Society may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A Member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Society.

50. A Member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

51. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted. In cases of removal of a Member notice shall be sent to the Member concerned by recorded delivery letter.

## COMMUNICATIONS

52. All communications, whether written or verbal, between Members and Officers of the Society, relating to the business of the Society or membership thereof, or to any entry in the register or at any show, shall be privileged, and shall not be made the subject of any action or any claim for damages against the Society, or its Officers or against the Member making such communication.

## INDEMNITY

53. Subject to the provisions of the Act every Trustee or other Officer or Auditor of the Society shall be indemnified out of the assets of the Society against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.

## RULES

54. (1) The Trustees may from time to time make such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Society and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye-laws regulate:

- (i) the admission and classification of Members of the Society (including the admission of organisations to membership) and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members;
- (ii) the conduct of Members of the Society in relation to one another, and to the Society's servants;
- (iii) 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;
- (iv) the procedure at General Meetings and meetings of the Trustees and committees of the Trustees in so far as such procedure is not regulated by the articles;
- (v) generally, all such matters as are commonly the subject matter of company rules.

(2) The Society in General Meeting shall have power to alter, add to or repeal the rules or bye-laws and the Trustees shall adopt such means as they think sufficient to bring to the notice of members of the Society all such rules or bye-laws, which shall be binding on all members of the Society. Provided that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in the memorandum or the articles.