



Sports Pony Studbook Society (SPSS)



Minutes of the 2014 Annual General Meeting held on Saturday 3rd January 2015 at Hartpury College, near Gloucester

Present:	Lucy Sheldrake	Meeting Chairman, SPSS Director & Acting Studbook Manager
	Jacqueline (Jackie) Vincent	SPSS Director, Company Secretary & Treasurer
	Philippa Cole	SPSS Studbook Secretary & Committee Member
	Kate Odey	SPSS Committee Member
	Hannah Freer	SPSS Committee Member
	Kerensa Cobbledick	SPSS Committee Member
	Helen Lomas	
	Abigail Owens	
	Carian Scudamore	
	Cheryle Seedhouse	
	Rowena Bertram	
	Sally Harris	
	Lucinda Sims	
	Edith Rutherford	
	Pippa Balch	(for last part of meeting only; did not vote)
	Kate Hudd	(non Member; did not vote)
Apologies:	Jacke Mathieson	SPSS Director & Acting SPSS Chairman
	Annabel Blake & Charlie Wise	
	Bev Brown	
	Sue Browne	
	Celia Clarke	
	Elaine Coleridge Smith	
	Amy Cox	
	Hazel Cornes	
	Andrea Hill	
	Jane Hoskin	
	Lesley Knevitt	
	Jennie Loriston-Clarke	
	Sarah Page	
	Jo Sholl Evans	
	Louise Smales	
	Sarah Steggall	

Lucy Sheldrake opened the meeting, explaining that she was acting as Meeting Chairman as the SPSS Acting Chairman and fellow Director, Jacke Mathieson was unable to attend due to family illness. As Meeting Chairman, she thanked everyone for attending the 2014 Annual General Meeting of the SPSS and updated attendees on events during 2014 (summarised at Annex A).

Ordinary Business

The Meeting Chairman introduced the Ordinary Business and explained that a simple majority vote was necessary to pass Ordinary Resolutions.

First Ordinary Resolution

Cheryle Seedhouse proposed that Jacke Matthieson be elected as Chairman. This ordinary resolution was seconded by Sally Harris and carried unanimously after the voting process.

Second Ordinary Resolution

Cheryle Seedhouse proposed that Lucy Sheldrake be elected as Studbook Manager. This ordinary resolution was seconded by Hannah Freer and carried unanimously after the voting process.

Third Ordinary Resolution

Cheryle Seedhouse proposed that Jackie Vincent be elected as Director, Company Secretary, Treasurer & Committee Member. This ordinary resolution was seconded by Lucinda Sims and carried unanimously after the voting process.

Fourth Ordinary Resolution

Cheryle Seedhouse proposed that Philippa Cole be elected as Committee Member & Studbook Secretary. This ordinary resolution was seconded by Rowena Bertram and carried unanimously after the voting process.

Fifth Ordinary Resolution

The Meeting Chairman introduced Jackie Vincent as the SPSS Treasurer and Director with responsibility for Finance to summarise the Financial Statement (copies of which had been given to attendees on arrival) and the Directors Reports. The Treasurer briefed attendees (see Annex B for the text).

Kate Odey then proposed that the Financial Statement of The Sports Pony Studbook Society for the year ended 31 December 2013 and the Directors' Reports thereon be approved. This ordinary resolution was seconded by Abigail Owens and carried unanimously after the voting process.

Sixth Ordinary Resolution

The Meeting Chairman introduced Philippa Cole, the Studbook Secretary, who explained that most of the Rule changes proposed were merely to align the Rules with what had become standard practise over the last few years. The Studbook Secretary then went through the table of proposed rule changes (as circulated with the Agenda), highlighting those that involved fee increases or had been amended since the initial distribution, explaining that these later changes were as a result of input from Sarah Steggall and Edith Rutherford and were clarifications and corrections to what had originally been put forward.

Sally Harris proposed that the amendments to the Rules as detailed in Table 1 of the Agenda were accepted with immediate effect. This ordinary resolution was seconded by Hannah Freer and carried unanimously after the voting process. The agreed amendments with reasons are in Annex C.

Special Business

The Meeting Chairman introduced the Special Business and explained that a 75% majority vote was necessary to pass Special Resolutions as they are amending the Articles of Association.

First Special Resolution

The Treasurer guided attendees through the “marked up” copy of the SPSS Memorandum and Articles of Association (as circulated with the Agenda), explaining that the changes were primarily updates, clarifications or amendments to make the application of the Articles more practical and less onerous on the society.

Then Lucinda Sims proposed that Revision 3 of the SPSS Memorandum and Articles of Association (see enclosed “marked up” copy) be accepted with immediate effect. This special resolution was seconded by Kerensa Cobble Dick and carried unanimously after the voting process.

The Chairman announced that the formal business of the AGM was over and invited attendees to ask questions and make suggestions (see Annex D).

Annexes:

- A. Summary of Meeting Chairman’s Statement
- B. Summary of Treasurer’s Statement
- C. Agreed changes to the SPSS rules from 7th Edition (Jan 2012) to 8th Edition (Jan 2015)
- D. Summary of AGM discussions

Enclosure:

1. “Marked Up” copy of Revision 3 of the SPSS Memorandum and Articles of Association.

SUMMARY OF MEETING CHAIRMAN'S STATEMENT

Firstly, can I welcome you all to the 2014 SPSS AGM and thank you for making the journey to be with us here today at Hartpury. My next task is to apologise on behalf of our Acting Chairman Jacke Mathieson, her husband is currently ill, so understandably she is unable to be here with us today. I will therefore give a brief address, a Chairman's statement if you like.

So to review 2014, 2014 was always promising to be a 'year of change' for the SPSS. From our 2013 AGM, held here last January, you could sense that the studbook was at a pivotal point in its development. At that Committee Meeting & AGM we discussed, and subsequently approved, moving the Studbook Office and therein the employment of Philippa Cole, as our Studbook Secretary. Well I am delighted to report that from April 2014 all of these changes have been successfully implemented. The 'day to day' administration of the Society is now being very capably and professionally managed by Philippa and I have to say the seamless move of studbook office was largely down to her very dedicated & thorough approach. Those of you who have applied for passports, entered gradings or merely made enquiries since April will know that Philippa never fails to give 100% and for that I would like to thank her on behalf of the SPSS & its members.

So back to the changes, as mentioned, last January ALL five Directors at that time, identified & programmed some very necessary changes. However, change can prove uncomfortable/unsettling and sadly, whilst changes were being welcomed externally there was in truth significant resistance and a reluctance to move forwards in a progressive way, allowing changes which would confer benefits for everybody – the society & all of its members. In short, the studbook had become, and was in fear of remaining, very inward-looking. So from scheduled change came a period that can best be described as 'turbulent'. Thus, other unscheduled but equally necessary changes came about, including the resignation of two of our founding directors, Celia Clark & Sarah Steggall, two people to whom the SPSS owes significant thanks and gratitude for their initial foresight and subsequent endeavours.

Our current position is that the 'Governing Committee', contrary to what some would have you believe, is nothing new. From the very inception of the SPSS there has ALWAYS been a Governing committee consisting of the Directors of the Society, as stipulated in our Articles, which are lodged with Companies House. What we are now ensuring is that this Governing committee does exactly that - governs by committee. The current 'Governing committee' constitutes the remaining three directors:

Jacke Mathieson (Director & Acting Chairman)

Lucy Sheldrake (Director & Acting Studbook Manager)

Jackie Vincent (Director, Treasurer & Company Secretary)

The directors are supported in an administrative capacity by Philippa Cole (Studbook Secretary). The Governing Committee plus Studbook Secretary thus form the Society's management team and make the day to day decisions of the society.

We are now here, at the first opportunity since these changes, for formal election to these positions. What we propose is that you elect/re-elect all of us to these positions so we may build on the very positive steps forward which we have already made:

- Our accounts, thanks solely to Jackie Vincent, are being correctly filed with Companies House & are legally acceptable.
- Our financial position (Jackie will expand on this later) is very strong, this despite external economic factors, the studbook office move & certain unforeseen forced expenditure.
- Memberships, foal registrations & grading entries are all on a very definite upward curve.
- We have consulted members regarding how they want the Studbook to develop & as a direct result we have a 2015 Grading Tour & reintroduced Youngstock Evaluations, albeit in a somewhat new enhanced format.

SPSS the future -we have a DEFRA audit on Jan 17th - which after considerable work we are in a position to face positively, confident in the knowledge that finally everything is in order. Legislation is being correctly applied & adhered to. We have a 2015 Mare Grading Tour & Youngstock evaluations.

We now have a future & it is exciting & inclusive.

SUMMARY OF TREASURER'S STATEMENT

2013 Accounts

At the end of the Financial year in 2013 (31st December), SPSS had £11,247 net funds in the bank account ahead of paying late 2013 expenses in January 2014 (approx. £2,300).

This was a healthy position considering that during 2013 some expensive computer equipment was purchased to run the SPSS stud book and head office (including the relevant software and licences plus a 3 year warranty at a cost of £1,648).

Overall, considering 2013 was a recession year, SPSS received a healthy level of income from the grading and registrations, although it was down on the previous year (2013: £13634 v 2012: £21175), income in 2012 seemed to be a peak year as the average for the previous 4 years was £15950.

Expenses incurred during 2013 were managed carefully (2013: £12093 v 2012: £15835) However this excluded the late 2013 costs paid out in early 2014 (which included the Bury Farm grading venue bill and expenses relating to the production of the 2014 stallion guide).

SPSS ended 2013 by contributing to net funds by £1541 (thereby increasing it to £11247).

2014 Accounts

The 2014 Accounts are not due to reported on in this AGM and the accounts are usually finalised in January but given that we are now in 2015 here is an update:

The net funds at the end of 2014 were just short of £8K, this is a very up to date position, as all expenses relating to 2014 have been paid out in 2014.

2014 being a year of change and the planned move of the head office has brought about some unforeseen expenditure with the need to procure a further computer to run the SPSS head office (along with a new printer) as the existing head office computer owned by SPSS has not been made available to us to run the studbook on.

Income in 2014 is £20K, so considerably better than 2013 and expenditure circa £23K so again greater than 2013 but a lot of 'one off' expenditures in 2014 and will include of course the £2K of 2013 related expenditure. So in essence 2014 expenses included 2 years of grading venue costs and 2 years of stallion brochure costs, which is why it is a large sum.

Now that the head office has moved, SPSS is better able to ensure, where possible, that income and expenditure relating to the year that they were incurred is actually transacted in that financial year rather than what has happened in prior years when SPSS were paying out significant sums in the January the following year, thereby making the accounts look slightly odd. This is always a problem when 'cash accounting'.

2015 Look ahead

SPSS have budgeted to expend far more in 2015 on grading/shows as we are taking the mare grading and youngstock evaluations out to the regions and in addition SPSS needs to invest in a suitable database system and conduct a significant data cleanse. But despite this planned expenditure we anticipate remaining in a stable financial position at the end of 2015 where we will take stock again for the future and plan for the following year.

AGREED CHANGES TO THE SPSS RULES FROM 7TH EDITION (JAN 2012)
TO 8TH EDITION (JAN 2015)

Section	Change
Intro	<p>Studbook Office address etc and Registered Office details added.</p> <p>Under Legal Status, last para updated to: “The Sports Pony Studbook Society is recognised as efficient approved by the Department of the Environment and Rural Affairs (DEFRA) and is an approved as a Passport Issuing Organisation for equine passports.”</p> <p>List of Officers of the Society - updated to current list.</p> <p>REASON: To reflect current situation.</p>
Part 1	<p>Amendment of “the SPSS pedigree papers” to be “SPSS pedigree papers (ie a SPSS passport)”</p> <p>REASON: To make more understandable.</p>
1.1	<p>Bullet point 2 amended from "Progeny of one parent graded with the SPSS and one parent graded/licenced with a warmblood or sporthorse studbook. Blue Papers." to “Progeny of one parent graded with the SPSS and one parent graded/licenced with a World Breeding Federation for Sport Horses (WBFSH) member studbook or a recognised foreign sports pony studbook. Blue Papers.”</p> <p>REASON: To align with actual practise.</p>
3	<p>Revision to Registration of ponies with existing pedigree papers from other studbooks to:</p> <p>“Over-stamping and/ or recording of pedigree (as appropriate) will be available to the following ponies (provided they are no higher than 158cm):</p> <ul style="list-style-type: none"> • Pure-bred animals with papers issued by a stud book listed with DEFRA except for those of current Rare Breed status • Part-bred animals with papers issued by a stud book listed with DEFRA • Pure and part-bred animals with papers issued by a recognised foreign pony stud book • Pure and part bred animals with papers issued by a WPFSSH member studbook <p>Over-stamping / recording of pedigree is an initial step in the grading process and such over-stamped or recorded ponies must either successfully attend a SPSS grading in order to gain the status of a graded sports pony for breeding purposes or be exempt according to the SPSS Rules (Rule 4.1 for stallions; Rule 8.2 for Mares).”</p> <p>REASON: To align with current practise.</p>
4.1	<p>Bullet point 3 (iv). Amend to read:</p> <p>“have papers issued by another UK pony stud book listed with DEFRA not currently of Rare Breed status plus, if a pure bred British-born Mountain & Moorland, proof that the pony has been approved and/or licenced by its own stud book “</p> <p>REASON: Clarification to align with Defra’s conditions on SPSS operation which only apply to pure-bred British-born Mountain & Moorland ponies.</p>

Section	Change
4.1	<p>Bullet point 4. Amend to read:</p> <p>EITHER successfully attend achieve a mark of 75% or more at an SPSS stallion grading or site inspection and fulfil the post grading procedures and any other conditions required by the SPSS grading judges. OR have already been fully graded/approved with a SPSS approved foreign sports pony breed society prior to importation into the UK.</p> <p>REASON: Clarification of requirements</p>
4.2	<p>Revision to Post-grading procedures to:</p> <p>“Upon grading with the SPSS a stallion will also need to the following actions will also be required from the stallion’s owner:</p> <ul style="list-style-type: none"> • provide a DNA sample for parentage testing purposes (and pay for it’s testing) or provide evidence of prior testing • provide a veterinary certificate to include freedom from hereditary disease • provide evidence of current freedom from all types of equine venereal disease and infection as specified by current DEFRA guidelines on an annual basis before the commencement of the covering season in all subsequent years. sign & return the annual SPSS Declaration of Observance form to confirm that they have read and will observe and abide by the relevant Horserace Betting Levy Board Codes of Practise. <p>REASON: To align with actual practise.</p>
4.4	<p>Revision of Elite status to align with requirements for mares</p> <p>“At the discretion of the SPSS committee, Elite stallion status will be awarded to SPSS graded stallions that compete at top national level in any recognised FEI discipline or that have sired progeny competing at that level. Elite status will be awarded to any SPSS graded stallion that has an international competition record under saddle at FEI level or is the sire of an FEI international competition pony/horse. This is indicated by the studbook code ESB. Elite status may also be awarded, at the discretion of the SPSS Governing Committee, to other exceptional proven competition stallions.”</p> <p>REASON: To align with actual practise and ensure the same requirements for stallions & mares.</p>
5.2	<p>Amend Bullet point 4 to read:</p> <ul style="list-style-type: none"> • fulfil the requirements of Rule 4.2 (Post Grading Procedures) above. <p>REASON: Clarity</p>
7	<p>Revise Registration of progeny to read:</p> <p>“Upon entry to the SPSS Stud Books as an SPSS graded stallion or an SPSS Foundation Studbook stallion, all unborn and future progeny may be registered and passported with the SPSS according to the normal registration rules, provided all regulations on re-inspection and veterinary protocols are observed. Progeny born before the stallion is entered into a SPSS Stud Book are not eligible for a SPSS passport via the graded stallion route; however, if the dam is a SPSS graded mare then that will allow them to receive a SPSS passport.”</p> <p>REASON: Clarification of permitted practise</p>
8.2	<p>Amend to read:</p> <p>“Mares already graded with a recognised sport pony studbook abroad or similar daughter organisation in the UK or a WBFSh member studbook will be accepted into the equivalent section of the SPSS Mare Studbook upon registration according to grading marks, competition record and pedigree.”</p> <p>REASON: To align with actual practise.</p>

Section	Change
9.3	<p>Amend 1st bullet point to read:</p> <p>“All mares achieving grading marks of 65% or above but lacking the required recorded pedigree”</p> <p>Add an additional bullet point as follows:</p> <p>“All mares with a full 2 or 3 generation pedigree who fail to achieve the grading marks for the Main or Head studbooks”</p> <p>REASON: To align with actual practise.</p>
10	<p>Revision of Elite status to:</p> <p>“Elite status will be awarded to any SPSS graded mare that has an international competition record under saddle at FEI level or is the dam of an FEI international competition pony/horse. This is indicated by a prefix E placed in front of the normal studbook prefix code. Elite status may also be awarded, at the discretion of the SPSS Governing Committee, to other exceptional proven competition mares.”</p> <p>REASON: To align with actual practise and ensure the same requirements for mares & stallions.</p>
Part IV	<p>Amend title to “MEMBERSHIP AND REGISTRATION OTHER FEES”</p> <p>REASON: Clarity.</p>
12	<p>Amend Membership Subscriptions to:</p> <p>“Annual Full Adult:</p> <p>2015:..... £25.00</p> <p>2016 onwards:£27.50 (payment by cheque or one off bank transfer)</p> <p>.....£25.00 (if payment by standing order on 1st January)</p> <p>Annual Family:</p> <p>2015..... £35.00</p> <p>2016 onwards:£37.50 (payment by cheque or one off bank transfer)</p> <p>.....£35.00 (if payment by standing order on 1st January)</p> <p>Life Adult: £150.00 £250.00</p> <p>Life Family:£350.00”</p> <p>REASON: Renewal of annual memberships by standing order will reduce office costs so attracts a lower Membership fee. Life Membership wasn’t increased when annual membership rose to £25 in 2006 and so has been exceptional value, especially now the British Breeder magazine is posted to members.</p>
12	<p>Amend text within border to read:</p> <p>“Only full paid up current full, life or honorary members can apply for a SPSS passport, registration /overstamping or enter a pony for grading passport, register and grade ponies with SPSS for breeding and documentation purposes.”</p> <p>REASON: Honorary members don’t pay membership, so cannot be considered “paid up” members but are considered equivalent to full and life members for the purposes of passporting, registering and grading ponies. “Passport” added to clarify as with time “register” has come to mean “overstamp” rather than it’s original use as meaning “passport or overstamp”</p>

Section	Change
13.1	<p>Revise General Note to:</p> <p>“NB: ALL applications for registration must be accompanied by:</p> <ul style="list-style-type: none"> * the relevant SPSS application form * an SPSS identity form completed by a veterinary surgeon (for passport applications) (good photocopies of vaccination certificates are acceptable) or a copy of the identity pages provided as part of existing registration documents (for registration/overstamping applications) * the appropriate passport/registration and membership fees.” <p>REASON: Alignment with current practise.</p>
13.2	<p>Amend to read:</p> <ul style="list-style-type: none"> • “Registration of stallions already graded with another SPSS approved foreign sports pony breed society prior to importation into the UK other sports pony studbooks: £120.00 • Annual covering fee (only stallions intended to be used for breeding in the current year): £50.00 This fee includes the cost of one covering book per year. Extra books available at £25.00 each • Registration (ie “overstamping”) of already registered but ungraded colts and stallions with papers from other studbooks (colts 2 yrs and over) stallions (or colts aged 2 and above) with pedigree papers/passport from another studbook that are not accepted by the SPSS as already graded : £50.00 <div style="border: 3px double black; padding: 10px; margin-top: 10px;"> <p>Veterinary requirements for graded stallions Any stallion that is successful in the grading will All graded stallions need to be DNA parentage tested at the owner’s expense (ca. £55.00) or provide evidence of an existing DNA test before any of their progeny can be issued with an SPSS papers passport. In order to complete the grading process successful Stallion owners will are also be required to provide a veterinary certificate of freedom from hereditary disease/defects and must also sign & return the annual SPSS Declaration of Observance form to confirm that they have read and will observe and abide by the relevant Horserace Betting Levy Board Codes of Practise. “</p> </div> <p>REASON: Clarification and alignment with other rules</p>
13.3	<p>Revise to read:</p> <ul style="list-style-type: none"> • “Registration (ie acceptance into the SPSS Mare Studbook) of mares already graded with other SPSS approved sports pony studbooks and WBFSh member studbooks:: £70.00 • Registration (ie “overstamping”) of ungraded mares with passports from other studbooks::..... £25.00 <div style="border: 3px double black; padding: 10px; margin-top: 10px;"> <p>Already graded These mares will need to provide a DNA sample. The SPSS reserves the right to test the DNA sample at the owners expense (ca £40.00 Cost £50.00)”</p> </div> <p>REASON: Clarification and price increase to cover increased charges by AHT.</p>
13.4	<p>Revise title to read “Gelding, foal and youngstock registration (ie “overstamping”) fees”</p> <p>REASON: Clarity.</p>

Section	Change
14	Amend to: <ul style="list-style-type: none"> • “Registration of a new prefix: £50.00 • Extension of an existing prefix for use with the SPSS: £20.00” REASON: correction of omission of fee for prefix extension (prices have not been increased)
15	Amend to “SPSS Passports – Change of Ownership & Lost Passports Amendment/replacement Fees When a pony holding ANY type of SPSS passport changes ownership the passport must be returned to the SPSS Head Office immediately to have the new owner’s details recorded. <ul style="list-style-type: none"> • Change of Ownership fee: £25.00 • Replacement of lost or stolen passports (originally issued by the SPSS): £60.00 • Replacement of damaged passports (originally issued by the SPSS): £40.00 • Notification of Castration (Gelding): £15.00 If sent with a Transfer of Ownership Form, the fee reduces to:..... £10.00 • Notification of Death of Pony: Free* * . Unless passport is to be returned to someone other than the last recorded owner when there is a fee of £5 to cover postage and administration” REASON: Correcting omissions

SUMMARY OF AGM DISCUSSIONS

After the formal business of the AGM was complete, the Meeting Chairman invited questions and feedback from attendees. To summarise:

- Pippa Balch said that having arrived at the 2014 Mare Grading part way through the day, she was confused about the process, especially as it had appear that some were looked at under saddle only while others were looked at in-hand only.
- Helen Lomas, whose stallion graded in 2014, said she was confused about how some stallions that were not ridden were still graded.

In reply to both, the Studbook Manager (and others of the Committee) explained that all mares and stallions are assessed in hand for conformation and paces but that we do not insist mares in foal or with a foal at foot loose jump or are ridden (or for mares with a foal at foot be seen loose at all) unless the owner wishes. All stallions are seen in hand and loose (including loose jumping) but 2 year olds are never ridden, 3 year olds may be ridden if the owner wishes and 4 year olds and older should be ridden for the judges. No stallion that is not ridden at the grading will be given a permanent license until they have either been presented under saddle at a later SPSS grading or there is other evidence (eg affiliated competition results) of their rideability and trainability.

Action: The Studbook Manager undertook to ensure that the following are done:

- a. Production of a summary of the grading process for distribution at Gradings (along with a blank mark sheet)
- b. Publication of the above summary and blank grading mark sheets on the website (and their distribution to grading entrants in advance)
- c. The grading commentator (if there is one) to ask at intervals if anyone watching is new to grading and if so, to talk through the process with the next entrant.

In addition, committee member, Hannah Freer spoke about some research she'd done on other society's performance schemes and asked if this was something the SPSS wanted to take forward. After a unanimous and positive response, Hannah undertook to lead on the development of a Performance Scheme for the SPSS with a view to it starting in late 2015 or early 2016 (subject to consultation across the Committee and Governing Committee approval).

At this point the Stallion Event started so the meeting was closed to ensure that attendees did not miss any stallions but all were invited to visit the SPSS stand to continue discussions. Indeed, committee member, Kerensa Cobbledick briefed the rest of the Committee later in the day about her idea that an SPSS "App" be developed to make information about the society easier to access on Smart Phones. This was also positively received by all and Kerensa undertook to lead on this and develop a prototype for approval by the Governing Committee.

THE COMPANIES ACTS ~~2006+1985 AND 1989~~

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION

of

THE SPORTS PONY STUDBOOK SOCIETY

Revision 1 - Oct 2007
Revision 2 - Jan 2014
Revision 3 - Jan 2015

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION

of

THE SPORTS PONY STUDBOOK SOCIETY

(the "Society")

Company Number: 4106148

Incorporated on: 10th November 2000

- 1 The Society's name is THE SPORTS PONY STUDBOOK SOCIETY.
2. The Society's Registered Office is to be situated in England. The Society's objects are:
 - (a) to be responsible for the inspection, grading, licensing and registration of sports horses in Great Britain including in relation thereto, without limitation:
 - (i) maintaining and managing a studbook of sports ponies in Great Britain;
 - (ii) maintaining and managing a register of sports ponies in Great Britain;
 - (ii) administering The Sports Pony Studbook Society Breeding Rules as amended from time to time in relation to the grading, inspection, breeding approval, registration, transfer of ownership and other matters relating to sports ponies and part-bred sports ponies in Great Britain;
 - (b) To make representations to government, official bodies, horse and pony breeding and other societies where the Society determines this to be in the interests of sports ponies horses in Great Britain.
 - (c) To compile and maintain a register of part-bred sports ponies in Great Britain and to issue appropriate documentation for ponies so registered.
 - (d) To promote, encourage, sponsor, make grants to, establish, support, organise, assist or work in association with any corporate body, society, association, club or institution having similar objects to those of the Society.
 - (e) To take such steps, by appeals or otherwise, as may from time to time be necessary for the purpose of procuring contributions to the funds of the Society in the shape of grants, donations, annual payments or otherwise.
 - (f) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and rights or privileges which the Society may think necessary or convenient for the promotion of its objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Society.
 - (g) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society as may be considered appropriate in connection with the activities of the Society and to insure the same.
 - (h) To borrow or raise money for the purposes of the Society on such terms and on such security as the Society may think fit.

(i) To remunerate any person, firm or company for services rendered, or to be rendered, to, or in connection with the conduct of the business of the Society.

(k) To undertake any other activity conducive to the development, well-being and prestige of sports ponies in Great Britain.

4. The income and property of the Society, from wherever derived, shall be applied solely towards the promotion of the objects of the Society as set out 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.
5. The liability of the members of the Society is limited.
6. Every member of the Society undertakes to contribute to the assets of the Society, in the event of the same being 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 debts and liabilities of the Society contracted before he or she ceases to be a member, and to the costs, charges and expenses of winding up, and for the adjustment of any rights of the contributors among themselves, such amount as may be required not exceeding £1.
7. If on the winding up of the Society there remains any surplus after the satisfaction of all debts and liabilities, the surplus shall not be distributed among the members of the Society, but shall be given or transferred to some other body (whether or not it is a member of the Society) having objects similar to those of the Society.

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE SPORTS PONY STUDBOOK SOCIETY

(the 'Society')

GENERAL

1. In these Articles the following words and expressions shall bear the meanings set opposite to them respectively:

WORDS AND EXPRESSIONS

MEANINGS

The Act

The Companies Act ~~2006+1985~~, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force

Articles

The articles of association for the time being of the Society

Auditors

The Auditors of the Society from time to time appointed in accordance with Article 26 of these Articles

Chairman

The person elected to fulfill such post in accordance with Article 41(a) of these Articles

Committee

The committee comprising the Committee Members

Committee Members

The Persons appointed under Article 41 ~~and Article 43~~ of these Articles

Company Secretary

Any Person appointed to perform the duties of the Company Secretary to the Society in accordance with Article 65 of these Articles

Family Members

Any Persons who are Members of one bone fide family that has been appointed a Family Member in accordance with Article 4 of these Articles and who pay one joint annual subscription at Family Membership rate between them.

Family Membership

The rights and responsibilities of membership of a Family Member

Full Member

The subscribers to the Memorandum of Association of the Society and any other Person who has been appointed a "Full Member" in accordance with Article 3 of these Articles and has agreed to pay the membership subscription on an annual basis

<i>Full Membership</i>	The rights and responsibilities of membership of a Full Member
<u><i>Governing Committee</i></u>	<u>The Governing Committee comprising the Society Directors.</u>
<i>Honorary Member</i>	Any individual awarded the distinction of “Honorary Member” in accordance with Article 5 of these Articles
<i>Honorary Membership</i>	The rights and responsibilities of membership of an Honorary Member
<i>Life Members</i>	Any Person who has been appointed a Life Member in accordance with Article 3 of these Articles and has paid one agreed subscription fee to maintain membership status until death.
<i>Life Membership</i>	The rights and responsibilities of membership of a Life Member.
<i>Person</i>	Any individual, company, firm, undertaking, partnership, co-operative or other body or group
<i>Registered Sports Pony Breeding Stock</i>	Any mare or stallion duly and properly registered from time to time in the Studbook of the Society in accordance with its rules which, for the avoidance of doubt, includes those mares or stallions duly and properly registered in the Studbook operated at the date of incorporation of the Society by an unincorporated association known as “The Sports Pony Studbook”, responsibility for which shall pass to the Society
<u><i>Studbook Managersecretary</i></u>	Any Person appointed to perform the duties of the <u>Studbook Managersecretary</u> -to the Society in accordance with Article 41(b) of these Articles
<u><i>Studbook Secretary</i></u>	<u>Any person appointed to perform the duties of the Studbook Secretary of the Society in accordance with Article 41 (e) of these Articles</u>
<i>Society</i>	The Sports Pony Studbook Society as constituted by this company registered under company number 4106148
<i>Special General Meeting</i>	An extraordinary general meeting of the Society
<i>Subscription Year</i>	The 12 month period commencing 31 March in any calendar year and expiring on 30 March in the following calendar year

and words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender and words importing persons shall include corporations.

Subject as aforesaid any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Society shall if not inconsistent with the subject or context bear the same meanings in these Articles.

MEMBERS AND MEMBERSHIP

2. On incorporation of the Society, the subscribers to the Memorandum of Association of the Society shall be the members of the Society who shall be deemed to be Full Members. In order to comply with European Commission

Decision 92/353/EEC (recognition of breeding organisations) the Society declares that there will be no discrimination between members.

3. Any Person aged 18 or above may apply to the Governing Committee to become a Full or Life Member and shall deliver to the Society an application for Full Membership or Life Membership in such form as the Governing Committee shall from time to time require. Full Membership or Life Membership shall not be withheld from any individual except by a majority vote of the Governing Committee, ~~which must be ratified by a majority vote of the Full and Life Members at the next general meeting of the Society.~~

4. Any bone fide family group of two or more Persons, one of whom must be 18 years old or above, may apply to become a Family Member and shall deliver to the Society an application for Family Membership in such form as the Governing Committee shall from time to time require. Family Membership shall not be withheld from any bone fide family group except by majority vote of the Governing Committee, ~~which must be ratified, by a majority vote of the Full and Life Members at the next general meeting of the Society.~~

5. Subject to these Articles, the Governing Committee shall be entitled in its absolute discretion, by majority vote, to confer on any individual the distinction of "Honorary Member".

6. Where an Honorary Member is already a Full Member, he or she shall continue to have the rights and responsibilities of a Full Member save that in such a case the Honorary Member shall not be required to pay any annual subscription or other fees to the Society

~~(b) — is not already a Full Member, he or she shall be deemed to have the rights and responsibilities of a Full Member, save that in such case, the Honorary Member shall not be required to pay any annual subscription or other fees to the Society.~~

7. Honorary Membership conferred on individuals (as opposed to corporations, partnerships, associations, consortiums and other owning bodies or entities) shall be for life, subject to these Articles.

SUBSCRIPTIONS AND FEES

8. The annual Full and Family Membership, subscription fees and any annual pony registration fees are due on 1 January each year and shall be payable by 31 March in each year, in respect of the forthcoming Subscription Year.

9. The subscription payable for the forthcoming Subscription Year by Full Members and by Family Members together with any fees for registration procedures shall be proposed by the Governing Committee and submitted for approval of the Full and Life Members at the Annual General Meeting.

10. The subscription payable by Life Members shall be proposed by the Governing Committee and submitted for approval for the Full and Life Members at the Annual General Meeting.

11. The Treasurer shall have authority to charge new Full and Family Members, a subscription reduced, according to a fixed scale, pro rata to the number of months remaining in the Subscription Year.

12. All subscriptions, other fees and charges shall be payable by Full, Family and Life Members on demand.

NON-TRANSFERABLE MEMBERSHIP AND CESSATION OF MEMBERSHIP

13. Full Membership, Family Membership, Life Membership and Honorary Membership of the Society shall not be transferable and, where held by an individual, will automatically cease on death. Any subscription and other payments made to the Society shall not be refunded in the event of the death of a Full Member, Family Member or Life Member.

14. A Full Member, Life Member or Honorary Member may, at any time, withdraw from Membership of the Society by giving to the Studbook Secretary not less than 7 clear days notice in writing. The withdrawing Member shall not be entitled to a refund of any subscription and other payments made to the Society.

15. Notwithstanding category of Membership, any Membership may be cancelled by a majority vote of the Governing Committee, ~~ratified by a majority vote of the Full, Life and Honorary Members in general meeting and the cessation of the Membership in question shall operate with effect from the passing of such resolution by the Full, Life~~

~~and Honorary Members in general meeting.~~ Any subscription and other payments made to the Society shall not be refunded in the event of the cessation of Membership of the Society.

EXPULSION OF MEMBERS

16. Any Full, Life or Family Member whose annual subscription and/or other fees remains unpaid sixty days after a notice requesting payment has been sent to him or her shall cease to be a Full, Life or Family Member on expiry of the sixty day period

17. The Governing Committee shall have the power to expel any Member from the Society whose conduct, in the opinion of the Governing Committee, renders him or her unfit for Full, Life, Family or Honorary Membership of the Society. ~~The Governing Committee will write to such a member to inform them of this decision. Before any Member is so expelled, he or she shall be invited to appear before the Committee and shall be informed of the complaints made and shall be given the opportunity of answering such complaints. The expulsion of a Member must then be confirmed by a majority vote of the Full, Life and Honorary Members in general meeting.~~

GENERAL MEETINGS

18. At least one general meeting shall be held in each calendar year as the Annual General Meeting of the Society. The Annual General Meeting shall be held at such time and place as the Governing Committee shall appoint and shall allow consideration of the Society's procedures for the forthcoming breeding season. Thirty days notice of the date of any Annual General Meeting. ~~This notice shall be given to all voting Members via email (if an email address is held for the Member by the Society) and/or by any Society newsletter or website notice.~~

19. All Full, Life and Honorary Members will be entitled to attend ~~and to vote~~ at any general meeting of the Society. ~~Only Each Full and Life and Honorary Members shall be entitled to have one vote at a general meeting, and will be entitled to one vote each.~~

20. The Annual General Meeting shall receive the Annual Report of the Directors and appropriate financial statements prepared by the Auditors. It will carry out the annual Committee and Director elections and other, pre-determined, business.

21. The accidental omission to give notice of a general meeting to or the non-receipt of such notice by any Person entitled to receive notice of the general meeting shall not invalidate the proceedings nor any resolution passed at the general meeting in question.

22. At any general meeting of the Society, one third of the number of paid-up Full, Life ~~and Honorary~~ Members present in person shall constitute a quorum. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business.

23. The Chairman, if any, of the Committee shall preside as Chairman at every general meeting of the Society, or if there is no such Chairman or he or she is unable or unwilling to act, the Committee Members present shall elect one of their number to be chairman of the meeting. If at any meeting no Committee Member is willing to act as Chairman or if no Committee Member is present within fifteen minutes after the time appointed for holding the meeting, the Full ~~&~~, Life ~~and Honorary~~ Members present: shall choose one of their number to be chairman of the meeting.

AGENDA OF THE ANNUAL GENERAL MEETING

24. All Members shall be informed, by post or by email (provided that the Member has given permission), of the resolutions and other business to be voted at the Annual General Meeting of the Society, at least thirty days before the date of the meeting ~~if reasonably practicable~~. The Agenda and business of the Annual General Meeting of the Society shall be decided by the Governing Committee.

25. Resolutions for the Annual General Meeting of the Society, proposed by Full, Life and Honorary Members will be accepted onto the Agenda only if they have the written support of five Full, Life or Honorary Members and are submitted to the Governing Committee at least fourteen days before the date of the meeting. Notwithstanding the foregoing, the Governing Committee shall be obliged to consider any resolution proposed by an unsupported, individual Full, Life or Honorary Member, provided that such a resolution is submitted at least fourteen days before the date of the Annual General Meeting.

ANNUAL APPOINTMENT OF AUDITORS

26. At each Annual General Meeting, the Governing Committee shall propose the Auditors who shall be charged with examining the Society's financial affairs and producing appropriate financial statements. The Governing Committee proposals as to the appointment of Auditors shall be accepted unless five Full, Life or Honorary Members, present, demand the matter be put to a vote.

SPECIAL GENERAL MEETING

27. The Governing Committee shall have power to call a Special General Meeting at any time, by giving thirty days postal or email (provided that the Member has given permission) notice to Full, Life and Honorary Members in accordance with these Articles.

28. The Governing Committee shall be obliged to call a Special General Meeting with sixty days of receipt of a demand for such a meeting, signed by twenty Full, Life or Honorary Members, to consider a specific item of business.

RECORD OF MEMBERS

29. It shall be the responsibility of the Governing Committee to maintain a list of Full Members, Family Members, Life Members and Honorary Members with details of subscriptions paid. The list shall be available to all Members on written request.

VOTING PROCEDURES

30. Each Full Member and, each Life Member and each Honorary Member shall be entitled to one vote. Only those Full Members who have paid their subscription for the year in which the meeting takes place shall be permitted to vote. On payment of the subscription for the year, Full Members shall be issued with an annual membership card with which to identify themselves to the stewards of the meeting. Life Members and Honorary Members shall be permitted to vote without paying an annual subscription.

31. Voting on all business of the Society shall be confined to those paid-up Full, and Life and Honorary Members of the Society physically present at the general meeting.

32. Voting on each resolution at a general meeting shall be by a show of hands or by a written vote, at the discretion of the Chairman. Subject to the Act, all resolutions shall be decided by a simple majority of the Persons present and entitled to vote at a general meeting.

33. If a quorum is not present at any general meeting of the Society, the Chairman may order a postal ballot to effect the transaction of essential business.

34. A resolution in writing signed by or on behalf of all Persons for the time being entitled to receive notice and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Society duly convened and held.

35. Family Members shall be entitled to one vote per Family Membership and for this purpose one Person per family group shall be designated a Full Member and that Person shall represent the interest of that family group at general meetings of the Society and shall be entitled to be notified and to be present at general meetings of the Society.

NUMBER OF DIRECTORS

36. The number of Directors shall be not less than 2 nor more than 69.

APPOINTMENT OF DIRECTORS

37. ~~Except for the first Directors (appointed upon incorporation of the Society) the~~ Directors shall be elected for a period of three years at the annual general meeting.

MEETING AND PROCEEDINGS OF DIRECTORS

38. The Directors may meet together as a Governing Committee for the despatch of business, adjourn and otherwise regulate the Governing Committee meetings as they think fit. Questions arising at any Governing Committee meeting shall be decided by a majority of votes.

39. The quorum for the business of Directors at the Governing Committee shall be 3.

40. If the number of Directors shall fall below 3 the continuing Directors may act alone for the purpose of increasing the number of Directors to 3 or of summoning a general meeting of the Society but for no other purpose.

THE COMMITTEE

41. The Committee shall consist of not less than five and not more than twelve individuals who shall all be Full or Life Members of the Society (the 'Committee Members'). The Committee Members shall include the following:

- (a) a Chairman, proposed and approved by the Full ~~and~~; Life ~~and Honorary~~ Members for the time being entitled to vote at a general meeting of the Society;
- (b) a Studbook Manager, appointed in accordance with these Articles;
- (c) up to ~~69~~ Directors, one of which must act as Company Secretary; and
- (d) Full and Life Members appointed by the Full ~~and~~ Life ~~and Honorary~~ Members for the time being entitled to vote at a general meeting of the Society.
- (e) a Studbook Secretary, appointed by the Governing Committee

42. The responsibilities of the ~~remaining other~~ Committee Members shall be allocated by majority vote of the Committee if necessary.

43. ~~The Committee may co-opt and remove up to three Honorary Members to join the Committee in an annual basis in a non-voting advisory role.~~

44. ~~Without prejudice to the provisions of Section 303 of the Act, The~~ Society may by Ordinary Resolution remove any Committee Member before the expiration of his or her period of office notwithstanding anything in these Articles or in any agreement between the Society and such Committee Member.

45. The Society may by Ordinary Resolution appoint another person in place of any Committee Member removed from office under the immediately preceding Article and, without prejudice to the powers of the Committee, may appoint any person to be a Committee Member either to fill a casual vacancy or as an additional Committee Member.

ELECTION OF STUDBOOK MANAGER

46. The Full ~~and~~ Life ~~and Honorary~~ Members of the Society in general meeting shall appoint a person to fulfill the position of Studbook Manager for a period of three years.

47. The Studbook Manager shall be a person who, because of his or her specialist knowledge of and interest in sports pony breeding principles and procedures, is considered by the Committee to be a suitable person to hold the post.

48. The Governing Committee may arrange to have the clerical maintenance of the Studbook carried out by an approved assistant or assistants to the Governing Committee, either paid or unpaid. This role shall be known as the Studbook Secretary. Notwithstanding any such arrangements, the Studbook Manager shall have personal responsibility to ensure the Studbook is properly maintained in accordance with the Breeding Rules from time to time of the Society.

RETIREMENT BY ROTATION OF COMMITTEE MEMBERS

49. At a meeting of the Committee held immediately prior to the each Annual General Meeting of the Society ~~in each year, the Committee shall elect by such methods as it deems fit,~~ no less than two and not more than four Committee Members ~~who shall retire at the Annual General Meeting.~~ All retiring Committee Members shall be eligible for re-election.

50. No Committee Member may serve for more than three years without retiring and resubmitting himself or herself for re-election.

51. A quorum of the Committee shall have power to fill any Committee vacancy, which may occur between Annual General Meetings. Any Committee Member so appointed shall submit himself or herself for election to the Committee at the next following general meeting of the Society.

52. The Committee shall have the power to co-opt helpers and advisers who shall not be entitled to vote.

POWERS OF THE COMMITTEE

53. A meeting of the Committee shall be valid if a quorum of at least three Committee Members is present in person at the meeting.

54. The Committee shall have the responsibility to apply the breeding standards and procedures of the British Sports Pony Studbook Society in Great Britain in accordance with the rules of the Society, which may not be altered or amended without the express agreement of the Full and Life Members of the Society through resolutions presented, voted on and agreed at the Annual General Meeting.

55. The Committee shall have the responsibility to draw up and maintain a Register for the progeny of stallions and /or mares currently approved for breeding by the Society and to request all necessary stud records and returns from the owners of such stallions and mares as are required to maintain all necessary records for this purpose.

56. The Committee shall be empowered, by majority vote, to make all decisions affecting the management and practice of the Society.

57. Notwithstanding the current Breeding Rules of the Society, the Committee shall be the judge of the eligibility of any stallion or mare to be registered in the Studbook and registers of the Society.

58. If at any time, the Committee is rendered ineffectual by the persistent disagreement, demands or behaviour of any Committee Member(s), a quorum of the Committee shall have the power to call a general meeting of the Full, Life and Honorary Members of the Society and to lay before such a general meeting a resolution demanding the resignation of named Committee Member(s). Where such a resolution is approved, the Full ~~and~~, Life ~~and Honorary~~ Members of the Society in general meeting shall proceed to elect new Committee Member(s), as appropriate, to replace those removed from office.

59. The Committee may delegate any of its powers to sub-committees consisting of such Full ~~and~~, Life ~~and Honorary~~ Members as they think fit.

60. A resolution in writing signed by all the Committee Members for the time being entitled to receive notice of a meeting of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held and may consist of several documents in the like form each signed by one or more of the Committee Members.

CHAIRMAN'S CASTING VOTE

61. At Committee meetings the Chairman will only vote in the event of an equality of votes.

GRADING, INSPECTION AND JUDGES PANELS

62. It shall be the responsibility of the Governing Committee to appoint a grading and inspection panel to undertake the judging of all sports pony breeding stock presented for inspection and entry into the ~~British~~ Sports Pony Studbook.

63. It shall be the ~~responsibilities~~ responsibility of the Governing Committee to draw up a list of judges from which the grading and inspection panels shall be drawn. The judges shall be allocated to one of the following lists:

(a) List 1 Judges who are approved to accept judging appointments at any Society grading, inspection, breed show or affiliated classes and who have also undertaken official judging appointments at any grading, inspection or breed show of any other officially recognised warmblood, sports horse or sports pony Studbook or Studbook society. These judges are approved to act as sole judge at any Society grading, inspection or breed show if necessary and may also act as sole judge for affiliated classes at non-Society shows.

(b) List 2 Judges who are approved to accept judging appointments at any Society grading, inspection, breed show or affiliated classes but who have not undertaken any official judging appointments at any grading, inspection or breed show of any other officially recognised warmblood, sports horse or sports pony Studbook or Studbook society. These judges are approved to act as judge at any Society grading, inspection, breed show if accompanied by a List 1 judge and may also act as sole judge for affiliated classes at non-Society shows.

(c) List 3 These are probationary judges who have not yet been approved for entry into List 2. They are required to prove their competence in judging and grading /inspecting sports ponies at a judge testing day organised by the Society and are encouraged to act as judge's writers at gradings and inspections in preparation for this. Probationer judges may judge affiliated classes at non-Society shows if accompanied by a List 1 or List 2 judge.

64. The Governing Committee may, ~~according to criteria agreed by the Full and, Life and Honorary Members in general meeting of the Society,~~ as it considers appropriate, appoint probationary Judges to the grading and judges panel and to the approved judges list. ~~Commission. The marks and opinions of any probationary Judge shall not be taken into account in any decision.~~

COMPANY SECRETARY

65. ~~In accordance with the Companies Act 2006 Subject to Section 13 of the Act~~ and these Articles, the Company Secretary shall be appointed by the Governing Committee for such term and upon such conditions as the Governing Committee may think fit; and any Company Secretary so appointed may be removed by them.

66. The Governing Committee may ~~in like manner~~ appoint an assistant or deputy Company Secretary and any person so appointed may act in place of the Company Secretary if there be no Company Secretary ~~available but only under the guidance off the Governing Committee. or no Secretary capable of acting.~~

THE SEAL

67. The Directors shall provide for the safe custody of the seal (if any), which shall only be used by the authority of a resolution of the Governing Committee. The seal of the Society shall not be affixed to any instrument except in the presence of a least one Director and the Company or Studbook Secretary or by the Studbook Secretary acting on behalf of the Directors individually or on behalf of the Governing Committee. ~~.. or by a second Director.~~

NOTICES

68. The Society may give any notice to a Full, Family, Life or Honorary Member, either personally or by email (provided that the Member has given permission) or by sending it by post to the Member concerned at his or her registered address or by leaving it at that address. A Member whose registered address is not within Great Britain but who gives to the Society an address within Great Britain at which notices may be given to him or her shall be entitled to have notices given to him or her at that address, but otherwise no such Member shall be entitled to receive any notice from the Society. Proof that an envelope containing a notice was properly addressed and posted or that an email was sent to the Member's nominated email address 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 or the email was sent.

69. A Full, Life or Honorary Member present, either in person or by Proxy, at any general meeting of the Society shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called. 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 Committee or Governing Committee need not be in writing.

WINDING UP

70. Clause 6 and 7 of the Memorandum of Association of the Society relating to the winding up of the Society shall have effect as if the provisions thereof were repeated in these Articles.

INDEMNITY

71. Subject to the provisions of ~~the Companies Act 2006~~~~Section 310 of the Act~~, every Director, Committee Member, Company Secretary or other official of the Society shall be entitled to be indemnified out of the assets of the Society against all losses or liabilities incurred by him or her in or about the execution and discharge of the duties of his or her office.