

THE COMPANIES ACTS 2006

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION

of

THE SPORTS PONY STUDBOOK SOCIETY

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MEMORANDUM AND ARTICLES OF ASSOCIATION

of

THE SPORTS PONY STUDBOOK SOCIETY

(the "Society")

Company Number: 4106148

Incorporated on: 10<sup>th</sup> 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.
  - (j) 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.

THE COMPANIES ACTS 2006

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**

|                          |   |
|--------------------------|---|
| <i>The Act</i>           | The Companies Act 2006, 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              |
| <i>Articles</i>          | The articles of association for the time being of the Society   |
| <i>Auditors</i>          | The Auditors of the Society from time to time appointed in accordance with Article 26 of these Articles   |
| <i>Chairman</i>          | The person elected to fulfil such post in accordance with Article 41(a) of these Articles   |
| <i>Committee</i>         | The committee comprising the Committee Members  |
| <i>Committee Members</i> | The Persons appointed under Article 41 of these Articles  |
| <i>Company Secretary</i> | Any Person appointed to perform the duties of the Company Secretary to the Society in accordance with Article 65 of these Articles  |
| <i>Family Members</i>    | 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.                    |
| <i>Family Membership</i> | The rights and responsibilities of membership of a Family Member  |
| <i>Full Member</i>       | 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  |

|  |   |
|--|---|
| <i>Governing Committee</i>                   | The Governing Committee comprising the Society Directors.   |
| <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 |
| <i>Studbook Manager</i>                      | Any Person appointed to perform the duties of the Studbook Manager to the Society in accordance with Article 41(b) of these Articles  |
| <i>Studbook Secretary</i>                    | Any person appointed to perform the duties of the Studbook Secretary of the Society in accordance with Article 41 (e) of these Articles   |
| <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.

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.

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

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. 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.

## 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 shall be given to all 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 at any general meeting of the Society. Only Full and Life Members shall be entitled to 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 ~~anythe annual~~ Committee and Director elections and other, pre-determined, business. (Note: Directors and Committee members have always been elected and then serve for 3 years and then automatically resign after 3 years, this provides SPSS stability and is not unduly onerous to administer)

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 and Life 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 and Life 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. If appropriate, aAt 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. (Note: The Accounts SPSS produce are exempt from Audit under section 477 of the Companies Act 2006)

## 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 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 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 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 6.

## **APPOINTMENT OF DIRECTORS**

37. 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 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 6 Directors, one of which must act as Company Secretary;
- (d) Full and Life Members appointed by the Full and Life Members for the time being entitled to vote at a general meeting of the Society; and
- (e) a Studbook Secretary, appointed by the Governing Committee

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

43. 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.

44. 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**

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

46. 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.

47. 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**

48. ~~At each Annual General Meeting of the Society no less than two and not more than four Committee Members shall retire. All retiring Committee Members shall be eligible for re-election.~~

(Note: this was incorrectly edited in Revision 3 and should have been removed entirely instead of being edited, it is also in contradiction with Article 49 about a three year rotation of Committee members)

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

50. 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.

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

#### **POWERS OF THE COMMITTEE**

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

53. The Committee shall have the responsibility to apply the breeding standards and procedures of the 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.

54. 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.

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

56. 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.

57. 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 Members of the Society in general meeting shall proceed to elect new Committee Member(s), as appropriate, to replace those removed from office.

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

59. 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**

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

#### **GRADING, INSPECTION AND JUDGES PANELS**

61. 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 Sports Pony Studbook.

62. It shall be the 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.

63. The Governing Committee may, as it considers appropriate, appoint probationary Judges to the grading and judges panel and to the approved judges list.

#### **COMPANY SECRETARY**

64. In accordance with the Companies Act 2006 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.

65. The Governing Committee may 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 of the Governing Committee.

#### **THE SEAL**

66. 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.

#### **NOTICES**

67. 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.

68. 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**

69. 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**

70. Subject to the provisions of the Companies Act 2006, 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.