



Company Limited by Guarantee and not having a Share Capital

Articles of Association of

IHSGB LIMITED

Interpretation

1. In these articles:
 - 1.1 “the Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
 - 1.2 “the articles” means these Articles of Association of the Society;
 - 1.3 “the Society” means the company intended to be regulated by these articles;
 - 1.4 “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;
 - 1.5 “executed” includes any mode of execution;
 - 1.6 “the Members” means members of the Society;
 - 1.7 “the Memorandum” means the Memorandum of Association of the Society;
 - 1.8 “office” means the registered office of the Society;
 - 1.9 “the seal” means the common seal of the Society if it has one;
 - 1.10 “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;
 - 1.11 “the trustees” means the directors of the Society (and “trustee” has a corresponding meaning);
 - 1.12 “the United Kingdom” means the Nation State of the United Kingdom of Great Britain and Northern Ireland.
 - 1.13 words importing the masculine gender only shall include the feminine gender.
 - 1.14 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

Company Registration No.3974594 (England and Wales)
Registered Charity Number 11011183 (England and Wales)
Registered Charity Number SC039030 (Scotland)

2.

- 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 64 shall be members of the Society. No person shall be admitted a member of the Society unless the trustees approve his application for membership. Election to membership shall be in the discretion of the trustees and the Secretary shall notify the applicant accordingly. In the case of rejection the applicant shall be informed that he may submit a further application after a period of 12 months.
- 2.2 There shall be no maximum number of Members with which the Society proposes to be registered.
- 2.3 Membership of the Society shall not be transferable and shall cease upon the death of the Member.
- 2.4 Unless the trustees or the Society in general meeting shall make other provision under Article 64, the trustees may in their absolute discretion permit any member of the Society to retire, provided that after such retirement the number of members is not less than two.
- 2.5 The trustees shall have the power to suspend or expel any member who fails to observe any rule or regulation of the Society, or who, in the opinion of the trustees, is acting against the best interests of the Society, or whose conduct is of such a nature as to bring the name of the Society into disrepute. A member shall not be suspended or expelled unless he is given 7 days written notice to attend a meeting of the trustees and written details of the complaint made against him. The member shall be given an opportunity to appear in person before the trustees to answer complaints made against him and shall not be suspended or expelled unless at least two thirds of the trustees then present vote in favour of his expulsion. A friend who may take notes and confirm the minutes of the meeting with the Secretary may accompany the member..

General meetings

3. The Society shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Society and that of the next: Provided that so long as the Society holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
4. The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Society may call a general meeting.

Notice of general meetings

5. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called with at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is agreed:
 - 5.1 in the case of an annual general meeting by all the members entitled to attend and vote; and
 - 5.2 in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.



In every notice calling a meeting of the Society there shall appear a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him, and that a proxy need not also be a member.

The notice shall be given to all the members and to the trustees and auditors.

6. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at general meetings

7. No business shall be transacted at any meeting unless a quorum is present. Twenty persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a Member Organisation, or one tenth of the total number of such persons for the time being whichever is the lower, shall constitute a quorum.
8. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the trustees may determine.
9. The chairman, if any, of the trustees or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting, but if neither the chairman nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairman and, if there is only one trustee present and willing to act, he shall be chairman.
10. If no trustee is willing to act as chairman, or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
11. A trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
12. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
13. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded :
 - 13.1 by the chairman; or
 - 13.2 by at least two members having the right to vote at the meeting; or
 - 13.3 by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
14. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number of proportion of the votes recorded in favour of or against the resolution.
15. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.



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A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
18. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
19. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
20. On a poll votes may be given either personally or by proxy.
21. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the trustees may approve):-

IHSGB Limited

I, _____, of _____ being a member of the above-named company hereby appoint _____, or failing him _____, of _____ to be my proxy to vote in my name and on my behalf at the annual/extraordinary general meeting of the Company to be held on _____ 200[] and at any adjournment thereof.

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

Resolution No. 1 *for *against

Resolution No. 2 *for *against

*Strike out whichever is not desired.

Unless otherwise instructed the proxy may vote as he thinks fit or abstain from voting.

Signed this _____ day of _____ 200[].

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- 22.1 The instrument appointing a proxy and any authority under which it is executed or a certified copy of such authority may be deposited at the office or such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 24 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.



- 22.2 Where a poll is not taken forthwith but is taken more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

Votes of members

- 23 Subject to Article 17, every member shall have one vote.
- 24 No member shall be entitled to vote at any general meeting unless all moneys due to the Society have been paid.
- 25 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to be 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.
- 26 A vote given or poll demanded by the duly authorised representative of an Organisation member shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Society at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
- 27 Any Organisation which is a member of the Society may by resolution of its Council or other governing body authorise such 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.

Trustees

- 28 The number of trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be more than twenty.
- 29 The first trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Further trustees shall be appointed as provided subsequently in the articles.
- 30 The trustees may from time to time and at any time appoint any Member to be a trustee, either to fill a casual vacancy or by way of addition to the number of trustees Provided That the prescribed maximum is not exceeded. Any trustee so appointed shall retain his office only until the next Annual General Meeting but he shall then be eligible for re-election.

Powers of trustees

- 31 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.
- 32 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 :
- 32.1 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 charity;
- 32.2 to enter into contracts on behalf of the Society.



Appointment and retirement of trustees

- 33 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 (other than as aforesaid) 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.
- 34 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 reappointment, 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.
- 35 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 reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the trustee is put to the meeting and lost.
- 36 No person other than a trustee retiring by rotation shall be appointed or reappointed a trustee at any general meeting unless :
- 36.1 he is recommended by the trustees; or
 - 36.2 not less than fourteen 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 reappointment 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.
- 37 No person may be appointed as a trustee :
- 37.1 unless he has attained the age of 18 years; or
 - 37.2 in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 42.
- 38 Not less than seven nor more than twenty-eight 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 reappointment 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 reappointment 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.
- 39 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.
- 40 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.
- 41 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

- 42 A trustee shall cease to hold office if he
- 42.1 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 45 of the modification of that provision);
 - 42.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - 42.3 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
 - 42.4 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.
 - 42.5 has made against him any Administration or Receiving Order or makes any arrangement or composition with his creditors.

Trustees' expenses

- 43 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

- 44 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 any 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 trustee holding any executive office shall not be subject to retirement by rotation.
- 45 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 or as trustee for and on behalf of the Society.

Proceedings of trustees

- 46 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.
- 47 The quorum for the transaction of the business of the trustees shall be not less than one third of their number or two trustees, whichever is the greater.
- 48 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.
- 49 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.



50.1 The trustees may appoint one or more sub-committees consisting of three or more trustees for the purpose of making an 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.

50.2 The trustees may delegate any of their powers to an officer or employee of the Society who shall in the exercise of the powers so delegated conform to any regulations imposed on him by the trustees and subject to full and prompt report to the trustees thereon.

51 All acts done by a meeting of trustees, or of a committee of trustees, shall notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee 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 had been entitled to vote.

52 A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, 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 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.

53 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 or two officers or employees to whom the trustees shall have delegated such powers as envisaged under Article 50.2 hereof.

Secretary

54 Subject to the provisions of the Act, the secretary shall be appointed by the trustees for such term, at such remuneration (if not a trustee) and upon such conditions as they may think fit; and any secretary so appointed may be removed from the office of Secretary by them.

Minutes

55 The trustees shall keep minutes in books kept for the purpose :

55.1 of all appointments of officers made by the trustees; and

55.2 of all proceedings at meetings of the Society and of the trustees and of committees of trustees including the names of the trustees present at each such meeting;

and any such minutes of any meeting, if purported to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated.

The Seal

56 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 two trustees.

Accounts

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

Annual Report



Company Registration No.3974594 (England and Wales)
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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.

Notices

- 59 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.
- 60 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.
- 61 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 is called.
- 62 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.

Indemnity

- 63 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

- 64
- 64.1 The trustees may from time to time make such rules or by laws, supplementary to these Articles 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 be such rules or bye laws to regulate :
- 64.1.1 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;
 - 64.1.2 the conduct of members of the Society in relation to one another, and to the Society's servants;
 - 64.1.3 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;
 - 64.1.4 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;
 - 64.1.5 rules for the registration of Icelandic horses, hereinafter referred to as the studbook rules;
 - 64.1.6 rules for the selection of national teams to represent Great Britain and/or the Society in international competitions;



64.1.7 rules for the training and qualification standards of national judges.

64.1.8 generally, all such matters as are commonly the subject matter of company rules.

64.2 The Society in general meeting shall have power to alter, add to or repeal the rules or bye laws by ordinary resolution 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.

Dissolution

65 Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Society shall have effect as if the provisions thereof were repeated in these Articles.

Signatures, Names and Addresses of Subscribers

Dated :

Witness to the above Signatures :