



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

The Companies Acts 1985 and 1989

Company Limited by Guarantee and not having

a Share Capital

Memorandum of Association of

IHSGB LIMITED (“The Society”)

1. The Company’s name is IHSGB Limited (and in this document it is called “the Society”).
2. The Society’s registered office is to be situated in England and Wales.
3. The objects of the Society are:-
 - 3.1 To educate the public about the Icelandic horse and its origins, preservation and standards in accordance with the standards of FEIF (The Federation of Icelandic Horse Associations).
 - 3.2 To improve general standards in the management, use and treatment of horses with particular reference to the special features of the Icelandic horse by the education of breeders, importers, owners, judges, veterinarians, trainers and members of the public.
4. In furtherance of the Objects but not otherwise the Society may exercise the following powers:
 - 4.1 to maintain and publish Rules for the Breeding and Registration of Icelandic horses (herein after referred to as the Studbook Rules) that shall conform to the principles of FEIF; to record the breeding and registration of all pure-bred Icelandic horses in the United Kingdom of Great Britain and Northern Ireland as a recognised Studbook holder under European Union Directives and to issue equine passports in accordance with Acts of Parliament.
 - 4.2 to arrange judgements and assessments of Icelandic horses and riders according to FEIF rules. Such judgements and assessments shall place the welfare of the horse as paramount at all times and shall comply with appropriate Codes of Conduct adopted by FEIF.
 - 4.3 to organise the training of national judges.
 - 4.4 to select teams to represent the United Kingdom of Great Britain and Northern Ireland and/or the Society in international competitions.
 - 4.5 to further the welfare of the Icelandic horse in the United Kingdom of Great Britain and Northern Ireland by membership of FEIF and other appropriate bodies
 - 4.6 to establish support or aid in the establishment and support of any charitable associations or institutions and subscribe or guarantee money for charitable Objects in any way connected with the purposes of the Society;
 - 4.7 to collect and disseminate information on all matters affecting the purposes of the Society and establish, print, publish, issue and circulate such papers journals magazines, books, periodicals and publications as shall be necessary to attain the said purposes or are in any way beneficial to the work of the Society;
 - 4.8 to organise and hold shows and raise or provide funds for the cost thereof, arrange classes and give or augment prizes and award certificates of merit at such shows or at shows of any other



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society or charity operating in furtherance of the Objects or similar charitable purposes, and appoint or recommend the appointment of judges thereat. In all riding competitions organised by the Society in which horses registered in FEIF member countries, other than the United Kingdom of Great Britain and Northern Ireland, participate or in which International FEIF judges officiate, the rules of the FIPO, in force for the time being, as developed and maintained by the FEIF will apply

- 4.9 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Society;
 - 4.10 to raise funds and to invite and receive contributions : provided that in raising funds the Society shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
 - 4.11 to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
 - 4.12 subject to clause 5 below to employ such staff, who shall not be directors of the Society (hereinafter referred to as “the trustees”), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
 - 4.13 to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
 - 4.14 to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
 - 4.15 to pay out of the funds of the Society the costs, charges and expenses of and incidental to the formation and registration of the Society;
 - 4.16 to provide or assist in the provision of exhibitions meetings lectures and classes for the benefit of the Society;
 - 4.17 to lend and advance money or give credit to any person or company and to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any Associated Company or undertakings within the same group of companies where the same directly or indirectly benefits the Society and to secure or undertake the repayment of money lent or advanced to or the liabilities incurred by any Associated Company;
 - 4.18 to borrow or raise money in any manner and to secure the same or the repayment of or performance of any debt liability contract guarantee or other engagement incurred or entered into by the Society and in particular by the issue of Debentures secured on all or any of the Society’s property (both present and future) including its uncalled capital and to purchase redeem or pay off any such securities;
 - 4.19 to do all such other lawful things as are necessary for the achievement of the Objects;
5. The income and property of the Society shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to members of the Society, and no trustee shall be appointed to any office of the Society paid by salary or fees or receive any remuneration or other benefit in money or money’s worth from the Society: Provided that nothing in this document shall prevent any payment in good faith by the Society:



- 5.1 of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Society to act in a professional capacity on its behalf : Provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration or that of his or her partner, is under discussion;
 - 5.2 of reasonable and proper remuneration for any services rendered to the Society by any member, officer or servant of the Society who is not a trustee;
 - 5.3 of interest on money lent by any member of the Society or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;
 - 5.4 of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
 - 5.5 of reasonable and proper rent for premises demised or let by any member of the Society or a trustee;
 - 5.6 to any trustee of reasonable out-of-pocket expenses.
6. The liability of the members is limited.
 7. Every member of the Society undertakes to contribute such amount as may be required (not exceeding £10) to the Society's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Society's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
 8. If the Society is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Society by Clause 5 above, chosen by the members of the Society at or before the time of dissolution and if that cannot be done then to some other charitable object.
 9. Nothing in this Memorandum and Articles of Association shall authorise an application of the property of the Society for purposes which are not charitable in accordance with Section 7 of the Charities and Trustee Investment (Scotland) Act 2005.

Ian Pugh
Chairman