

20/10/06

THE COMPANIES ACTS, 1985 TO 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A CAPITAL DIVIDED INTO SHARES

MEMORANDUM OF ASSOCIATION OF THE BRITISH SHOW JUMPING ASSOCIATION

1. The name of the Company (hereinafter referred to as "the Association") is "THE BRITISH SHOW JUMPING ASSOCIATION".
2. The registered office of the Association will be situate in England.
3. The objects of the Association are as follows:-
 - (a) To improve and protect the standard of show jumping for horses in this country.
 - (b) To encourage improved breeding of horses for show jumping.
 - (c) To provide for the representation of Great Britain at International contests abroad and at home.
 - (d) To establish rules and conditions for show jumping.
 - (e) To hold or assist in holding or encourage the holding of show jumping competitions and shows and exhibitions in which show jumping competitions are held.
 - (f) To arrange for the registration of horses and to operate a system of grading so as to reflect a horse's ability in competition.
 - (g) To keep a record of the results and the winning horses at show jumping meetings.
 - (h) To provide a coaching structure and training programmes for members with particular emphasis on officials and young riders.
 - (i) To raise loans for the purposes of the Association at interests not exceeding 3% per annum over base rate of HSBC Bank plc from time to time and to give security for such loans or credit.

- (j) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for any of its purposes.
- (k) To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, invest, turn to account or otherwise deal with all or any part of the property or rights of the Association with a view to the furtherance of the objects provided that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.
- (l) To admit persons to membership on such terms and conditions and subject to such payments (if any) as may from time to time be determined by or in accordance with the Articles of Association of the Association.
- (m) To do all such other lawful things as are or may be incidental or conducive to the attainment of the above objects.

PROVIDED ALWAYS that the Association shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which, if an object of the Association, would make it a Trade Union.

PROVIDED ALSO that in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Board of Education the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Managers or Trustees of the Association shall be chargeable for such property as may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would as Managers or Trustees have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Board of Education over such Managers or Trustees, but they shall as regards any such property be subject jointly and separately to such control and authority as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as allowed by law having regard to such trusts.

- 4. (a) The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the Association.
- (b) The provisions of Clause 4(a) above do not apply to the following:-

- (i) the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association in return for any services actually rendered to the Association;
 - (ii) the payment in good faith of reasonable and proper remuneration to any member of the Association in return for any services actually rendered to the Association Provided that no member shall be paid any fee, remuneration or benefit (other than reimbursement of genuine out of pocket expenses) for or in connection with the provision of services to the Association in his or her capacity as a member of the Executive Board, or any other decision making body such as a Management Board, Standing Committee, Committee or Sub-Committee (each of which for the purposes of this clause 4 (only) is defined as a "decision making body");
 - (iii) the award in good faith of any prize, monetary or otherwise, to any exhibitor, owner, competitor or entrant at a show who may be a member of the Association;
 - (iv) the payment of interest at a rate not exceeding 3% per annum above base rate of HSBC Bank plc from time to time on any money lent.
 - (v) The payment of reasonable and proper rent for premises demised or let by any member of the Association.
- (c) (i) Notwithstanding any other provisions contained herein and subject to the following provisions of this Clause 4 any member of the Association including any member who is a member of the decision making body may enter into or otherwise be interested in any contract, transaction or arrangement with the Association.
- (ii) In respect of any meeting of a decision making body at which a resolution is to be proposed in respect of a matter in which a member of the decision making body has a direct or indirect interest and which conflicts with the interests of the Association the relevant member shall:-
- (aa) not be counted in the quorum of the meeting for the purpose of the resolution;
 - (bb) not take part in any discussion concerning the matter;
 - (cc) not vote on the resolution;
 - (dd) not seek directly or indirectly to influence the relevant decision.

- (d) It is the duty of every member or prospective member of a decision making body fully and fairly to disclose in accordance with Clause 4(e) below all matters in which he or she is involved with or is likely to be involved with the Association during the period of office or expected period of office and in respect of which he or she will or is likely to receive any financial reward or other benefit and this obligation of disclosure shall extend to matters involving any company, firm, partnership, business or enterprise of any nature in which such member or prospective member of a decision making body has a direct or indirect interest.
 - (e) The disclosure by members of a decision making body as referred to in Clause 4(d) shall occur:-
 - (i) when nominated for election to a decision making body by inclusion in curriculum vitae which shall be circulated to the persons who vote in such election;
 - (ii) whilst a member of a decision making body by disclosure to the relevant body and the Executive Board of any such interest that arises.
 - (f) In the event that any member of a decision making body breaches the disclosure requirements referred to above the matter shall be referred to the Executive Board who shall be bound to consider the matter and shall decide whether:-
 - (i) such member should vacate office in accordance with the Articles of Association; and/or
 - (ii) such member should account to the Association for an amount equivalent to the financial reward or benefit which the Executive Board reasonably considers such member has obtained (whether directly or indirectly) in respect of the matter which has not been disclosed as aforesaid.
5. No addition, alteration or amendment shall be made to or in the regulations contained in the Articles of Association for the time being in force if such addition alteration or amendment would result in the Association ceasing to comply with the provisions of s 30(3) Companies Act 1985.
6. The liability of the members is limited.
7. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he is a member or within one year afterwards for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding one guinea.

8. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed upon the Association under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter and if and in so far as effect cannot be given to the aforesaid provision then to some charitable object.
9. True accounts shall be kept of sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place and of the property, credits and liabilities of the Association and subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, shall be open to the inspection of the Members.

Once at least in every year the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.

WE, the several persons whose names and addresses and descriptions are subscribed are desirous of being formed into a Company in pursuance of the Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ALBERT E. ARKELL, Hinton House, Brackley, Northants Capt.

JOHN L. DOBBS, Daneholme, Daventry, Northants Farmer

D.M. MACKUSICK, 4 Ashley Mans., S.W.1. Farmer

M. BURNS LINDON, Chipping Norton, Oxon. Capt.

ARTHUR STUBBS, Old Place, Bicester, Oxon. Trainer

C.T. HOBBS, Nithsdale House, Market Harborough, Leics. Capt.

ORKNEY, Stewkley, Bucks. Peer of the Realm

OLIVER H. GILBEY, The Slade, Bicester, Oxon. Gentleman

DATED 15th day of August, 1925.

WITNESS to the above Signatures:-

ARTHUR SOWLER,

Secretary,

British Show Jumping Association,

Great Horwood,

Winslow,

Buckinghamshire.

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE BRITISH SHOW JUMPING ASSOCIATION

(Adopted by Special Resolution passed on the 12th day of January, 2005).

1. In these Articles each of the words standing in the first column of the Table below shall bear the meaning set opposite it in the second column thereof, if not inconsistent with the subject or context:-

WORDS

MEANINGS

The Act

The Companies Act 1985 as amended by the Companies Act 1989.

Articles

These Articles of Association.

The Association

The British Show Jumping Association.

The Executive Board

The Executive Board of Directors for the time being of the Association

The Office

The Registered Office of the Association.

The Seal

The Common Seal of the Association.

Chief Executive

The Chief Executive and any person appointed to perform the duties of the Chief Executive of the Association.

Management Board

The Management Board of the Association as constituted by these Articles including the Chairman

Show

Any Show, Gymkhana, Competition, or other function to which the Rules of the Association

for the time being in force have by or with the permission of the Association been made applicable.

Year 12 month period.

In writing Written, or produced in any visible substitute for writing, or partly one and partly another.

Horse Includes horse and pony.

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.

Words importing persons shall include corporations.

And unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Association.

MEMBERSHIP

2. The number of Members of the Association is unlimited.
3. In addition to those persons who were Members of the Association at the date of the adoption of these Articles such persons as the Management Board shall admit to membership in accordance with the provisions hereinafter contained shall be Members of the Association, and their names shall be entered in the register of Members accordingly.
4. Every application for membership shall be made in writing signed by the applicant in such form as the Management Board shall from time to time prescribe or approve, and the Management Board shall have an absolute discretion to accept or reject any application.
5. The privileges of a Member shall not be transferable or transmissible and shall cease on his death.
6. There shall be such classes of Members as the Executive Board shall from time to time determine, and the Executive Board shall from time to time by regulations prescribe the payment requirements and qualifications (whether by way of annual subscriptions, payments of donations or otherwise) for each class of membership, and the restrictions and conditions if any applicable to membership of any class. Provided that no such regulation shall operate adversely to affect any right or privilege conferred on a Member by virtue of the payment of a periodical subscription during the currency of the period in respect of which such subscription was paid nor any right or privilege conferred on a Member by virtue

of the payment of a single donation or sum during the period (whether the life of the Member or a shorter period) for which such payment entitled him thereto.

7. If any Member liable to payment of an annual subscription shall not have paid the same by 30 days after renewal date he shall cease on that date to be entitled to any of the rights and privileges of membership until the subscription shall have been paid.
8. A Member shall cease to be a Member of the Association and his name shall be removed from the register of Members accordingly:-
 - (a) If by notice in writing to the Association he resigns his membership.
 - (b) If (in the case of a Member liable to payment of an annual subscription) his annual subscription remains unpaid 30 days after renewal date and the Management Board resolves that his membership be determined.
 - (c) If he be expelled from the Association by the Executive Board under its powers in that behalf hereinafter contained.
 - (d) If in accordance with the Rules of the Association for the time being in force, the due procedure shall have been followed for his removal.
9. A person ceasing for any reason to be a Member of the Association shall not be entitled to a refund in whole or in part of any annual subscriptions or other monies already paid by him to the Association, and he shall remain liable for payment of all annual subscriptions or other monies due by him to the Association at the date on which he ceased to be a Member.

PATRONS AND VICE-PATRONS

10. The Executive Board may invite to become Patrons or Vice-Patrons of the Association any Royal or other distinguished person who may be willing to honour the Association by their patronage. The office of Patron or Vice-Patron shall not of itself constitute the holder a Member of the Association unless the holder shall have agreed to become a Member and appointed such by the Executive Board.

HONORARY VICE-PRESIDENTS

11. The Executive Board may at any time elect as Honorary Vice-Presidents any persons whose services to the Association ought in its opinion to be so recognised, provided that there shall not be more than eight Vice-Presidents at any one time. An Honorary Vice-President shall (if willing) by virtue of his election be a Member of the Association for his life and entitled to all the rights and privileges of membership. An Honorary Vice-President shall not as such be a Member of the Executive Board.

HONORARY MEMBERS

12. The Executive Board may at any time elect any person of whom they may approve as an Honorary Member either for his life or for any specified period. An Honorary Member shall not be required to pay any annual subscription or other monies to the Association, but he shall be entitled to all the rights and privileges of membership.

REGIONAL ORGANISATION

13. For the purpose of local administration of the affairs of the Association the Executive Board shall limit and define "Regions" and "Areas" in such manner as it shall from time to time deem expedient, and the areas within Scotland shall constitute a Branch to be called "the Scottish Branch".
14. The organisation of Regions and Areas and of the Scottish Branch shall be defined and regulated, and Committees for each Area and for the Scottish Branch shall be constituted, in such manner as the Executive Board shall prescribe or approve.

PRESIDENT

15. There shall be a President of the Association who shall be elected to hold office for two years at the Annual General Meeting preceding the start of the first year and during the period from his election until he takes office he shall be known as the "President Elect". A President shall only be eligible for re-election for one further period of two years. If a President shall die or resign during his tenure of office the President Elect (if any) shall at once succeed to the office of President and shall hold such office for the residue of the deceased or resigned President's term of office as well as for the period of his own tenure of office as aforesaid. Subject thereto any vacancy in the office of President may be filled at a General Meeting by election of the Members of the Association.

STEWARDS

16. There shall be eight Stewards of the Association who shall be elected from amongst the Members of the Association annually by the Executive Board at its last meeting before the 31st December in each year and shall hold office until the close of the last meeting of the Executive Board before the following 31st December. A retiring Steward shall be eligible for re-election only if his period of continuous service does not exceed four years. The quorum necessary for the transaction of business of the Stewards shall be three.
17. The Executive Board may remove any Steward before the expiration of his period of office, and may at any time elect a Steward to fill a vacancy occurring by reason of any such removal or of the death of a Steward or otherwise. A Steward may be a National Member, a Regional Member, a Nominated Member or an Appointed Member of the Executive Board.

THE EXECUTIVE BOARD

18. The Executive Board shall consist of the President and the President Elect (if any) two Members nominated by the Scottish Branch as hereinafter provided (hereinafter referred to as "Nominated Members"), ten Members elected Regionally as hereinafter provided (hereinafter referred to as "Regional Members"), eight Members elected Nationally as hereinafter provided (hereinafter referred to as "National Members") and not more than six Members appointed in accordance with clause 22 (hereinafter referred to as "Appointed Members")
19. No person who is not a Member (other than a Junior or Associate Member) of the Association shall be qualified for membership of the Executive Board except the President and President Elect who need not be Members of the Association.
20. A National Member shall not be eligible for election as a Regional Member and a Regional Member shall not be eligible for election as a National Member. A Nominated Member shall not be eligible for election as a National Member.
21. The Nominated Members shall be such Members of the Association qualified for membership of the Executive Board as shall be duly elected in accordance with the Constitution for the time being in force of the Scottish Branch.
22. The Appointed Members shall be Members of the Association and shall be appointed by such bodies as the Executive Board shall nominate from time to time it being the intention to achieve representation upon the Executive Board of all aspects of the sport including by way of example, riders, owners, permanent show organisers, county show organisers and parents of junior riders.
23. The National and Regional Members of the Executive Board shall be such Members of the Association qualified for Membership of the Executive Board as shall be elected as hereinafter provided.
24. For the purposes of election of Regional Members, England and Wales shall be divided into ten Regions each Region to consist of such Areas as the Executive Board shall from time to time deem expedient and prescribe. *Each National Member and each Regional Member shall hold office for a period of 3 years and shall retire from office on 31st December of the third year. This shall apply to all National Members and Regional Members appointed with effect from or after 1st January 2004.

***Amended by Special Resolution passed on 20th June 2005.**

25. By not later than 31st August in each year nominations of candidates as National and Regional Members shall be sent to the Chief Executive. Such nominations shall be in writing, showing the names of the proposer and seconder as well as that of the candidate and no such nomination shall be effective unless the nomination is accompanied by a statement in writing signed by the candidate of his willingness to be elected.
26. The Executive Board shall cause to be sent to every Member a list containing the names of Members of the Association qualified and willing to serve on the Executive Board as National Members thereof printed in alphabetical order on a form of voting paper to be approved by the Management Board and a statement of the number of vacancies to be filled.
27. The Executive Board shall cause to be sent to every Member in each Region in which a vacancy for Regional Member is to be filled a list containing the names of Members of the Association qualified and willing to serve on the Executive Board as Regional Members printed in alphabetical order on a form of voting paper to be approved by the Management Board.
28. The voting papers when filled up shall be returned to the Chief Executive by a date to be fixed by the Management Board who shall appoint three Scrutineers to inspect the votes.
29. The Scrutineers shall report in writing to the Management Board the result of such voting, and those candidates (up to the number required to fill the said vacancies) who receive the most votes shall be deemed to have been elected to be Members of the Executive Board.
30. Every Member shall be entitled to one vote only in respect of each vacancy. No Member shall give more than one vote to any candidate. Any voting paper containing more than the requisite number of votes shall be rejected by the Scrutineers. In the event of two or more candidates obtaining the same number of votes it shall be decided by lot which of such candidates shall be elected as members.
31. National Members or Regional Members retiring from office shall be eligible for re-election.
32. The Executive Board may from time to time appoint any qualified person to fill a casual vacancy amongst the National Members or the Regional Members of the Executive Board.
A person so appointed shall hold office until the expiration of the period of office of the Member whose cessation of office shall have caused the casual vacancy.
33. An accidental inclusion in the counting of votes for the election of National Members or Regional Members of the vote or votes recorded by a Member of the Association not entitled to vote shall not in any way invalidate or render ineffective the election of any Member duly declared to have been elected to the Executive Board.

POWERS OF THE EXECUTIVE BOARD

34. The Executive Board shall be responsible for and shall discharge the following functions:
- (a) The appointment of the Chairman of the Executive Board who shall also be the Chairman of the Management Board;
 - (b) The appointment of seven other Members of the Management Board as hereinafter provided;
 - (c) The removal of the Chairman or any Member of the Management Board as hereinafter provided;
 - (d) The appointment and removal of the Chief Executive and Deputies and Assistants;
 - (e) Establishing strategy and direction for the Association;
 - (f) Reviewing the effectiveness of the strategy and direction adopted by the Association and the success of the Management Board in implementing them and in maintaining proper financial control.
 - (g) Nominating Members of the Association to represent the interests of the Association on the British Equestrian Federation.
 - (h) Exercising any powers expressly reserved to it under Clause 4 of the Memorandum of Association or under these Articles.

In all other respects the business and affairs of the Association shall be managed by the Management Board.

APPOINTMENT OF THE MANAGEMENT BOARD

35. (a) The Executive Board shall appoint the Chairman and the Management Board from the Members of the Executive Board but subject to clause 35(h) below.
- (b) Any person appointed as the Chairman or a Member of the Management Board shall hold office for a period of *3 years but shall automatically cease to hold office in any of the circumstances as specified in Article 49.

*Amended by Special Resolution passed on 20th June 2005.

- (c) The Chairman or Member of the Management Board retiring from office shall be eligible for reappointment provided that he continues to be a Member of the Executive Board or was appointed pursuant to clause 35(h) below.
- (d) All appointments by the Executive Board of the Chairman and the Management Board shall be voted upon by the Executive Board with all Members thereof having one vote.
- (e) The Executive Board shall have power to fill any vacancy that occurs from time to time in the position of Chairman or the Management Board.
- (f) The Executive Board shall be entitled to remove the Chairman or any Member of the Management Board by a resolution carried at a duly convened meeting of the Executive Board where such resolution is carried by a majority of not less than two-thirds of the Members of the Executive Board attending and voting provided that there are not less than twelve Members of the Executive Board in attendance
- (g) Each person appointed to the Management Board by the Executive Board shall be allocated a specific responsibility in respect of one of the following:
 - Finance & Treasury
 - Performance Development including International
 - UK Show Jumping Development
 - Membership Development
 - Marketing & Commercial
 - Breeding and Training Development
 - Operations Management
- (h) If the Executive Board considers that there is no person from Members of the Executive Board who has the relevant expertise to be allocated one or more of the responsibilities referred to in clause 35(g) above and who is willing to take the position then the Executive Board may invite other Members of the Association to stand for such position or positions provided that the appointment of any such person or persons shall (in the case of competition) be by way of a ballot of the Members of the Executive Board concluded in such manner as the Executive Board shall determine. Any such person or persons so appointed shall be entitled to attend meetings of the Executive Board where matters relevant to such person or persons area of responsibility are to be discussed.

PROCEEDINGS OF THE EXECUTIVE BOARD

- 36. The Executive Board may meet together for the despatch of business adjourn and otherwise regulate its meetings as it thinks fit. The Executive Board shall ordinarily meet a maximum of three times a year, one of which shall be in December of each year. Questions arising at any meeting shall be decided by a majority of votes. All Members of the Executive Board shall have one vote. In the case of an equality of votes the Chairman shall have a second or casting vote.

37. The Management Board may convene a meeting of the Executive Board at any time and shall upon the requisition of any four Members of the Executive Board summon a meeting of the Executive Board. It shall not be necessary to give notice of a meeting of the Executive Board to any Member thereof for the time being absent from Great Britain.
38. The quorum necessary for the transaction of the business of the Executive Board shall be five.
39. The continuing Members of the Executive Board may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by these Articles as the necessary quorum for a meeting of the Executive Board the continuing Members or Member thereof may act only for the purpose of increasing the number of the Members of the Executive Board.
40. The Chairman of the Executive Board shall be the Chairman of the Management Board. The Executive Board may appoint and remove a Vice-Chairman from time to time but the Vice-Chairman will not by virtue of such appointment have a position on the Management Board.
41. The Chairman of the Executive Board shall take the Chair at any meeting of the Executive Board at which he is present but if the Chairman shall not be present or being present shall not be willing to take the Chair at any meeting of the Executive Board, the Vice-Chairman (if one has been appointed) shall take the Chair at that meeting. If however at any meeting of the Executive Board neither the Chairman nor the Vice-Chairman (if one has been appointed) shall be present and willing to take the Chair within five minutes after the time appointed for holding such meeting, the Members of the Executive Board present may select a member of the Executive Board to be Chairman of that meeting.
42. All acts done bona fide by any meeting of the Executive Board shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of a Member of the Executive Board or that the Members of the Executive Board or any of them were disqualified be as valid as if every such person had been duly appointed or was qualified to be a Member of the Executive Board
43. A resolution in writing signed by all the Members of the Executive Board for the time being entitled to receive notice of a meeting of the Executive Board shall be as valid and effectual as if it had been passed at a meeting of the Executive Board duly convened and held.
44. The Executive Board shall cause Minutes to be made in books provided for the purpose:
 - (a) of all appointments of Members of the Management Board;
 - (b) of the names of the Members of the Executive Board present at each meeting of the Executive Board;

- (c) of all resolutions and proceedings at all meetings of the Executive Board.

POWERS OF THE MANAGEMENT BOARD

45. The business and affairs of the Association shall be managed by the Management Board, who may exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association and as are not by the Act or by these Articles required to be exercised or done by the Association in General meeting or by the Executive Board subject nevertheless to any regulations of these Articles and to the provisions of the Act, and the Management Board may make and from time to time repeal or alter any Rules (not being inconsistent with these Articles or constituting such an addition thereto or alteration thereof as could only lawfully be made by Special Resolution) for the conduct and regulation of any of the affairs of the Association as it shall think fit. The Management Board shall also be responsible for
- (a) monitoring the operation of the Chief Executive and the employees of the Association and
 - (b) establishing terms of reference for all Standing Committees.
46. The Management Board may, subject to the approval of the Executive Board, exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking and property, or any part thereof.
47. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Management Board shall from time to time by resolution determine.
48. The Management Board shall cause Minutes to be made in books provided for the purpose:-
- (a) of all appointments of Officers made by the Management Board;
 - (b) of the names of the Members of the Management Board present at each meeting of the Management Board and of any Standing Committee or sub-Committee;
 - (c) of all resolutions and proceedings at all meetings of the Association and of the Management Board and of Standing Committees and sub-Committees.
49. A Member of the Management Board (including the Chairman) or of any Standing Committee shall ipso facto vacate office:-
- (a) If for any reason he ceases to be a Member of the Association.

- (b) If he becomes bankrupt or makes any arrangement or composition with his creditors generally.
- (c) If he is found or becomes of unsound mind.
- (d) If by notice in writing to the Association he resigns his office.
- (e) If he absents himself from meetings without the special leave of the Management Board for a period of more than six months, and the Management Board resolve that his office be determined.
- (f) in the case of the Chairman or a Member of the Management Board only if he ceases to be a Member of the Executive Board or is removed by the Executive Board pursuant to Article 35(f).
- (g) If he becomes prohibited from being a Member of the Management Board by reason of any order made under the Company Directors Disqualification Act 1986.
- (h) If he is removed from office by a resolution duly passed pursuant to Section 303 of the Act.

50. There shall not be any age limit for the Members of the Management Board.

PROCEEDINGS OF THE MANAGEMENT BOARD

- 51. The Management Board may meet together for the despatch of business, adjourn, and otherwise regulate its meetings as it thinks fit. Questions arising at any 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.
- 52. The Chief Executive on the requisition of any four Members of the Management Board shall at any time summon a meeting of the Management Board. It shall not be necessary to give notice of a meeting of the Management Board to any Members thereof for the time being absent from Great Britain.
- 53. The quorum necessary for the transaction of the business of the Management Board shall be four.
- 54. The continuing Members of the Management Board may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by these Articles as the necessary quorum for a meeting of the Management Board, the continuing Members or Member thereof may act only for the purpose of summoning a meeting of the Executive Board or a general meeting of the Association.
- 55. (a) The Chairman of the Management Board shall be appointed by the Executive Board as hereinbefore provided and the Executive Board shall have power to fill any vacancy in the office of Chairman.

- (b) The Chairman of the Management Board shall take the Chair at any meeting of the Management Board.

If however at any meeting of the Management Board the Chairman of the Management Board shall not be present and willing to take the Chair within five minutes after the time appointed for holding such meeting the Members of the Management Board present may select one of their number to be Chairman of that meeting.

- 56. All acts bona fide done by any meeting of the Management Board or of any Standing Committee or sub-Committee of the Management Board or by any person acting as a Member of such Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Member of such Committee or person acting as aforesaid or that the Members of such Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Member of such Committee.
- 57. A resolution in writing, signed by all the Members of the Management Board or of any Standing Committee or sub-Committee of the Management Board for the time being entitled to receive Notice of a meeting of any such Committee shall be as valid and effectual as if it had been passed at a meeting of such Committee duly convened and held.

STANDING COMMITTEES AND SUB-COMMITTEES

- 58. There shall be seven Standing Committees appointed by the Management Board, namely:-
 - (a) Finance & Treasury
 - (b) Performance development including International
 - (c) UK Show Jumping development
 - (d) Membership development
 - (e) Marketing and commercial
 - (f) Breeding and training development
 - (g) Operations management
- 59. Each Standing Committee shall be Chaired by the Member of the Management Board appointed by the Executive Board to that role and the Chairman of the Standing Committee shall be responsible for appointing and removing Members of the Standing Committee provided that:-
 - (a) any person so appointed must be and remain a Member of the Association;

- (b) at least two Members of the Standing Committee (including the Chairman of the Standing Committee) shall be Members of the Executive Board
 - (c) the Chairman of the Management Board shall be entitled to attend all meetings of a Standing Committee but need not be a Member of it;
 - (d) so far as reasonably possible the Chairman of the Standing Committee shall ensure that the members of the Standing Committee have the requisite skills and knowledge;
 - (e) each Standing Committee shall comprise a minimum of five people (including the Chairman of the Standing Committee) but there shall be no maximum.
 - (f) the Chairman of the Scottish Branch Finance Committee for the time being shall be appointed a Member of the Finance and Treasury Standing Committee.
 - (g) the Scottish Branch shall be entitled to appoint one person to be a Member of the UK Show Jumping development Standing Committee.
60. The Management Board may from time to time establish further Standing Committees from amongst its Members or Members of the Association and constitute the same as it shall think fit.
61. All Members of Standing Committees shall be required to disclose interests in accordance with Clause 4 of the Memorandum of Association as if they were Members of the Executive Board and any breach of such obligation shall be referred to the Executive Board in the same manner as therein provided.
62. The Management Board may delegate to each of the Standing Committees such of its powers, authorities and discretions as it thinks fit and each such Standing Committee may exercise the same accordingly subject to any regulations or directions made or given by the Management Board.
63. The Management Board and any Standing Committee may appoint any sub-Committees consisting of one or more Members of its own body and delegate to such sub-Committee such of its own powers, authorities and discretions as it thinks fit. Any such sub-Committee shall in the exercise of the powers, authorities and discretions so delegated to it conform to any regulations or directions made for or given to it by the body by which it was appointed.
64. The Chairman of a Standing Committee shall take the Chair at meetings thereof, and the quorum for meetings of a Standing Committee unless otherwise fixed by it shall be three. The Chief Executive shall on the requisition of a Member of a Standing Committee at any time summon a meeting thereof. Subject as aforesaid, and to any regulations or directions applicable to it, the meetings and proceedings of each Standing Committee and sub-Committee shall be governed by the provisions of these Articles relating to meetings and proceedings of the

Management Board so far as the same may be capable of being made applicable thereto.

THE CHIEF EXECUTIVE

65. The Chief Executive shall be appointed by the Executive Board for such term, at such remuneration and upon such conditions consistent with the provisions of Clause 4 of the Memorandum of Association as it may think fit, and any Chief Executive so appointed may be removed by it.
66. The Executive Board may in like manner appoint and remove one or more persons to act as Deputies or Assistants to the Chief Executive, and Sections 283 and 284 of the Act shall apply and be observed.

OTHER OFFICERS AND SERVANTS

67. The Management Board may from time to time appoint, employ and remove Editors of any publication of the Association and any Managers, Treasurers or other Officers, Clerks or Servants, at such salaries and wages respectively, and with such respective duties and spheres of employment, and generally upon such terms as it thinks fit, and may grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Association. The Chief Executive and any persons appointed hereunder to act as Deputies or Assistants to the Chief Executive shall be Appointed and removed by the Executive Board as hereinbefore provided.

THE SEAL

68. The Management Board shall provide for the safe custody of the Seal, which shall only be used by the authority of the Management Board or by the authority of any Standing Committee or sub-Committee which may be authorised by the Management Board in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Member of the Management Board and shall be countersigned by the Chief Executive or by a second Member of the Management Board.

GENERAL MEETINGS

69. The Association shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the Notices calling it; and in no case shall more than fifteen months elapse between the date of one Annual General Meeting of the Association and that of the next. The Annual General Meeting shall be held at such time and place as the Executive Board shall appoint.
70. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
71. The Executive Board may, whenever it thinks fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as is provided by Section 368 of the Act. If at any time there are not within Great Britain sufficient Members of the Executive Board capable of acting to form a quorum, any Member of the Executive Board or any two Members of the Association may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which the meetings may be convened by the Executive Board.

NOTICE OF GENERAL MEETINGS

72. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Association other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The Notice shall be exclusive of the day upon which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business, and shall be given in manner hereinafter mentioned to such persons as are under these Articles entitled to receive such Notices from the Association.

Provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-

- (a) in the case of a meeting called as the Annual General Meeting by all Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting together representing not less than ninety-five per cent of the total voting rights at that meeting of all the Members.

73. 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

74. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General meeting, with the exception of:-
- (a) the consideration of the accounts, balance sheets and reports of the Management Board and the Auditors;
 - (b) the receiving of a report as to the election of members of the Executive Board in place of the retiring elected Members;
 - (c) the election of a President or President Elect;
 - (d) the fixing of the remuneration of the Auditors;
 - (e) the re-election of the retiring Auditors.
75. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, fifteen Members of the Association present in person and entitled to vote shall be a quorum.
76. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and to such other time and place as the Executive Board may by not less than two days' notice to the Members entitled to receive Notices of General Meetings prescribe, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.
77. The Chairman of the Executive Board shall preside as Chairman at every General Meeting of the Association, but if there is no Chairman of the Executive Board or if he is not present within fifteen minutes after the time appointed for the holding of the meeting and willing to act the Members of the Executive Board present shall elect one of their number to be Chairman of the Meeting.
78. If at any meeting no Member of the Executive Board is willing to act as Chairman or if no Member of the Executive Board is present within fifteen minutes after the time appointed for holding the meeting the Members present shall choose one of their number to be Chairman of the meeting.
79. The Chairman may, with the consent of any 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 any adjourned

meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for twenty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting except that seven clear days' notice shall be sufficient. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

80. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
- (a) by the Chairman; or
 - (b) by at least three Members present in person; or
 - (c) by any Member or Members present in person and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the Minutes of proceedings of the Association, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

81. Except as hereinafter provided, if a poll is demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
82. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
83. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such times as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES AT GENERAL MEETINGS

- *84. The President and President Elect (whether or not Members of the Association) and every Member (except Members who under the provisions of these Articles are not entitled to vote) shall have one vote upon a show of hands and upon a poll. No member shall vote by proxy. No Member shall be entitled to receive notice of or be present or vote at any General Meeting, or upon a poll, or be

**Amended by a Special Resolution passed on 30th August 2006*

reckoned in any quorum whilst any subscription or other sum is due and payable to the Association by such Member, but accidental omission to enforce this provision shall not invalidate any resolution. Notwithstanding the provisions hereinbefore contained regarding voting at General Meetings postal votes in such form as the Executive Board shall determine shall be accepted in respect of any Extraordinary or Special Resolution proposed at a General Meeting of the Association and such postal votes shall be accepted whether the vote in question proceeds by way of a show of hands or by way of a poll.

GOOD CONDUCT AND DISCIPLINE

85. The Management Board shall have full power either itself or through any Standing Committee or sub-Committee to whom its power in that behalf may be delegated to make rules, regulations and bye-laws for the good conduct and discipline of members of the Association in relation to the Association's affairs and for the good conduct and discipline of all persons (whether Members of the Association or not) entering, competing, showing or otherwise taking part in any Show.
86. All such rules, regulations and bye-laws shall be binding upon every Member of the Association and every person (whether a Member of the Association or not) entering, competing, showing or otherwise taking part in any Show, and every Member and other such person as aforesaid shall accept as final any decision given under or pursuant to any such rule, regulation or bye-law.

Whenever any infant enters, competes, shows or otherwise takes part in any Show any person accompanying such infant and being its parent or guardian or otherwise being (either generally or for the particular occasion) *in loco parentis* to such infant shall be deemed for all purposes of this Article to be taking part therein.

87. The Stewards shall for all purposes relating to or connected with good conduct and discipline shall be deemed to be a Standing Committee of the Management Board.

EXPULSION OF A MEMBER FROM ASSOCIATION

88. Any Member who shall fail in the observance of any provision of the Memorandum and Articles of Association or of any lawful rule, regulation or bye-law made by the Management Board or any other competent authority or whose conduct in any respect shall be in the opinion of the Management Board derogatory to the character or prejudicial to the interests of the Association may be removed from the Association by a resolution of the Management Board to that effect passed by a bare majority at a meeting at which at least five Members of the Management Board shall be present and vote.
89. Not less than twenty-one days previous to the meeting at which such a resolution shall be proposed Notice of the proposed resolution shall be sent by the Chief Executive to the registered address of such Member, and such Notice shall contain a full statement of the complaint against such Member, who shall be

entitled to be heard in his own defence and to call oral evidence, but not to be represented.

ACCOUNTS

90. The Management Board shall cause accounting records to be kept in accordance with Sections 221, 222 and 223 of the Act.
91. The accounting records shall be kept at the Office or, subject to Section 222 of the Act at such other place or places as the Management Board may think fit, and shall always be open to the inspection of Members of the Executive Board. The Management Board shall lay before each meeting of the Executive Board an update of the Association's financial position and once a year present the Annual Plan and Budget of the Association.
92. The Association in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by Members of the Association (other than Members of the Executive Board) of the accounts and books of the Association or any of them, and subject to such conditions and regulations the accounts and books of the Association shall be open to inspection by Members of the Association at all reasonable times during normal business hours.
93. The Management Board shall from time to time in accordance with the Act cause to be prepared and printed and laid before the Executive Board for approval such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to therein. The Executive Board shall be responsible for laying the same before the Association in General Meeting.
94. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting, together with a copy of the Auditors' report shall not less than twenty-one clear days before the date of the meeting be sent to all persons entitled to receive Notices of General Meetings of the Association in the manner in which Notices are hereinafter directed to be served. The Auditors' report shall be read before the meeting as required by the Act.

AUDIT

95. Auditors shall be appointed and their duties regulated in accordance with Chapter V of the Act.

NOTICES

96. A Notice may be given by the Association to any Member either personally or by sending it by post to him to his registered address, or (If he has no registered address within Great Britain) to the address, if any, within Great Britain supplied by him to the Association for the giving of Notices to him or be given using electronic communications to an address for the time being notified for that purpose to the Association. Where a Notice is sent by post, service of the Notice

shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the Notice, and to have been effected in all cases on the day upon which such letter is so posted. Where a Notice is given by electronic communications the Notice shall be deemed to be effected on the day that it was sent if it was sent in accordance with the guidance issued by the Institute of Chartered Secretaries and Administration. In this Article 'address' in relation to electronic communications includes any number or address used for the purpose of such communications.

97. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

- (a) every Member except those who under the provisions of these Articles are not entitled thereto and those who (having no registered address within Great Britain) have not supplied to the Association an address within Great Britain for the giving of Notices to them; and
- (b) the Auditors for the time being of the Association.

No other person shall be entitled to receive Notices of General Meetings.

INDEMNITY

98. Except in cases where the provisions of this Article may be void under Section 310 of the Act, the Officers for the time being of the Association, Members of the Executive Board and the Trustees (if any) for the time being acting in relation to any of the affairs of the Association and each of them, and each of their Executors and Administrators, shall be indemnified and secured harmless out of the assets of the Association from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their Executors or Administrators shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, of supposed duty in their respective offices or trusts, and none of them shall be answerable for the acts, receipts, neglects or defaults of the other or others of them or for joining in any receipts for the sake of conformity or for any Bankers or other persons with whom any monies or effects belonging to the Association may be lodged or deposited for safe custody, or for any insufficiency or deficiency of any security upon which any monies of or belonging to the Association shall be placed out or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto.

WINDING UP

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

No. 210797

CERTIFICATE OF INCORPORATION

I Hereby Certify that THE BRITISH SHOW JUMPING ASSOCIATION (the word "Limited" being omitted by License of the Board of Trade) is this day Incorporated under the Companies Acts, 1908 to 1917 and that the Company is **LIMITED**.

GIVEN under my hand at London this 31st day of December, 1925.

(Sgd.) A. E. CAMPBELL-TAYLOR,
Registrar of Joint Stock Companies.