

"THE COMPANIES ACT, 1929."

Declaration of Compliance



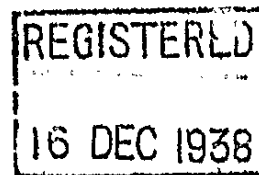
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WITH THE

REQUIREMENTS OF THE COMPANIES  
ACT, 1929,

Made pursuant to Section 15, Sub-Section (2), of The Companies Act, 1929,  
on behalf of a Company proposed to be Registered as

THE HOME OF REST FOR HORSES



~~COMPANIES ACT, 1929~~

(See Page 2 of this Form.)

TELEGRAMS: "CERTIFICATE, FLEET, LONDON"

TELEPHONE: HOLBORN 0434 (3 LINES),

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

116 TO 118 CHANCERY LANE, LONDON, W.C. 2,

and 13 BROAD STREET PLACE, E.C. 2.

Presented by

Corbould Rigby & Co.,

50 Welbeck Street,  
Cavendish Square, W.1



**I**

**BERNARD ALLEYNE MURRAY**

of 50 Welbeck Street in the County of London

\*Here insert--  
"A Solicitor  
of the Su-  
preme Court  
(or in Scotland  
"an Enrolled  
Law Agent")  
engaged in  
the formation  
of" or "A  
person named  
in the Articles  
of Association  
as a  
Director (or  
Secretary)  
of."

Do solemnly and sincerely Declare that I am\* a Solicitor of the  
Supreme Court engaged in the formation of

**THE HOME OF REST FOR HORSES**

**LIMITED,**

and That all the requirements of The Companies Act, 1929, in respect of  
matters precedent to the registration of the said Company and incidental  
thereto have been complied with, And I make this solemn Declaration  
conscientiously believing the same to be true, and by virtue of the provisions  
of The Statutory Declarations Act, 1835.

Declared at 31 Welbeck Street  
in the County of London

the Eighth day of December  
thirty  
One thousand nine hundred and eight.

before me,

James Dewar  
A Commissioner for Oaths. †

Bernard A. Murray

† or Notary Public or Justice of the Peace.

NOTE.—This margin is reserved for binding, and must not be written across.

# LICENCE BY THE BOARD OF TRADE,

pursuant to Section 18 of the Companies Act, 1929.

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WHEREAS it has been proved to the Board of Trade that

The Home of Rest for Horses

which is about to be registered under the Companies Act, 1929, as an Association limited by guarantee, is formed for the purpose of promoting objects of the nature contemplated by the 18th Section of that Act, and that it is the intention of the said

Association

that 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 the Memorandum of Association of the said Association

and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever, by way of profit to the members of the said Association

NOW, THEREFORE, the Board of Trade, in pursuance of the powers in them vested, and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said

Association

as subscribed by seven members thereof on the 23rd day of November, 1938, do by this their licence direct

The Home of Rest for Horses

to be registered with limited liability, without the addition of the word "Limited" to its name.

SIGNED by order of the Board of Trade, this first day of December, 1938.

*John C. Anderson*

~~Controller of the Companies Department,~~  
Authorised in that behalf by the  
President of the Board of Trade.

*The Companies Act 1929.*

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COMPANY LIMITED BY GUARANTEE AND NOT HAVING  
A SHARE CAPITAL.

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**Memorandum**  
AND  
**Articles of Association**  
OF  
**THE HOME OF REST FOR HORSES.**

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Incorporated the            day of            1938.

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CORBOULD, RIGBY & CO.,  
50 WELBECK STREET, W.1.



*The Companies Act 1929.*

COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL.



## Memorandum of Association

OF

## THE HOME OF REST FOR HORSES.

1. The name of the Company (hereinafter called "the Society") is "THE HOME OF REST FOR HORSES."

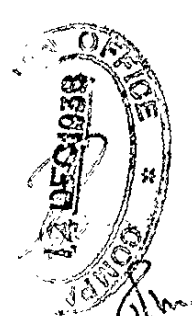
2. The registered office of the Society will be situate in England.

3. The objects for which the Society is established are—

(A) To take over, carry on and extend the work now carried on by an unincorporated Society known as The Home of Rest for Horses, and for that purpose to take over from the said unincorporated Society such of its real and personal property, investments, assets and equipment as may lawfully be acquired and taken over by the Society.

(B) To enable the poorer classes to procure rest and skilled treatment for their animals when such care is needed; to provide animals for the temporary use of poor persons; to provide a suitable asylum for "Old Favourites" and other animals on reasonable terms, and generally to carry on the undertaking of a home for animals in all its branches.

For the purposes of this Memorandum the word "animal" shall mean horse, stallion, gelding, colt, mare, filly, pony, mule, hinny and donkey.



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- (c) To receive donations, endowments, subscriptions and legacies for the purposes of the Society.
- (D) Subject to the provisions of Section 14 of the Companies Act 1929, to accept any gift of property (real or personal), whether subject to any trust or not, for any one or more of the objects of the Society.
- (E) To take such steps by personal or written appeals, public meetings, advertisements or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Society.
- (F) To print and publish any newspapers, periodicals, books, leaflets or other matter that the Society may think necessary or desirable for the promotion of its objects or any of them.
- (G) To provide for the welfare of persons employed or formerly employed by the Society or by the former unincorporated Society, and the wives, widows, families and dependents of such persons by the establishment of pension and superannuation schemes, and by grants of money, pensions, annuities, or other aid as the Society shall think fit.
- (H) Subject to the provisions of Section 14 of the Companies Act 1929, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Society may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Society.
- (I) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society as may be thought expedient with a view to the promotion of its objects.
- (J) To undertake and execute any trusts which may lawfully be undertaken by the Society and may be conducive to its objects.
- (K) To borrow or raise money for the purposes of the Society on such terms and on such security as may be thought fit.
- (L) To invest the moneys of the Society not immediately required for its purposes in or upon such

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investments, securities or property as may be thought fit, but so 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.

- (M) To amalgamate with any companies, institutions, societies or associations not formed for purposes of profit and carrying on or proposing to or authorised to carry on work similar to that of the Society or having objects in whole or in part similar to that of the Society, and to purchase or otherwise acquire all or any part of the property and assets of any such company, institution, society or association.
- (N) To establish and support or aid in the establishment and support of any charitable or benevolent associations or institutions and to subscribe or guarantee money for charitable or benevolent purposes in any way connected with the purposes of the Society or calculated to further its objects or the welfare of animals.
- (O) To do all such other things as are incidental or the Society may think conducive to the attainment of the above objects or any of them.

Provided that the Society 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 Society would make it a Trade Union.

Provided also that in case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Board of Education, the Society 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 Society shall be chargeable for any such property that 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 such Managers or Trustees have been if no incorporation had been effected, and the incorporation of the Society 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 or authority as if the Society were not incorporated. In case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with the same in such manner as allowed by law, having regard to such trusts.

4. The income and property of the Society, whencesoever derived, shall be applied solely towards the promotion of the objects of the Society 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 howsoever by way of profit, to the members of the Society.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Society, or to any member of the Society, in return for any services actually rendered to the Society, nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Society; but so that no member of the Committee of Management or Governing Body of the Society shall be appointed to any salaried office of the Society or any office of the Society paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Society to any member of such Committee or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Society; provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting, water, cable, or telephone company of which a member of the Committee of Management or Governing Body may be a member, or any other company in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

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, unless the same shall have been previously submitted to and approved by the Board of Trade.

6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Board of Trade to the Society in pursuance of Section 18 of the Companies Act 1929.

7. The liability of the members is limited.

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8. Every member of the Society undertakes to contribute to the assets of the Society, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Society contracted before he 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 amongst themselves, such amount as may be required not exceeding one shilling.

9. If upon the winding up or dissolution of the Society 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 Society, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Society at or before the time of dissolution, or in default thereof by a Judge of the High Court of Justice having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

10. True accounts shall be kept of the sums of money received and expended by the Society, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Society; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Society for the time being in force, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Society 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 are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

FRANCIS  
RUBIN

Francis Ruben Baronet. D.L., J.P. Gillingham

The Manor. Rambury. Wiltshire.

Wigand H Wild Lieut Colonel

(WILFRID HUBERT WILD)

Shenley Hill. Shenley. St Albans Herts

Francis Charles Turner Lt Colonel

1 West Holborn Street London SW 1

Claude Herbert Campbell Major

33 Sussex Square London. W. 2.

Frederick William Abbott Retired Deputy Assistant Commissioner of Police.

97 Clarendon Avenue S.W. 2.

Charles F. Hardinge Baronet

(CHARLES EDWARD HARDINGE)

18 St Albans Road, London, N.W. 3.

Thomas Moore Esq. M.P.

1 Hanover Terrace Regent's Park  
London

Dated this 28<sup>th</sup> day of November 1938.

Witness to the above Signatures—

Bernard A Murray

50 Welbeck Street W. 1.

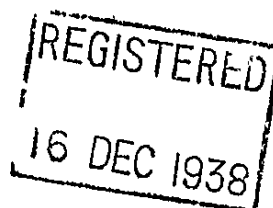
Solicitor



The Companies Act 1929.



COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL.



## Articles of Association

OF

# THE HOME OF REST FOR HORSES.

### GENERAL.

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context—

WORDS.	MEANINGS.
The Act .. ..	The Companies Act 1929.
These presents ..	These Articles of Association, and the regulations of the Society from time to time in force.
The Society ..	The above-named Society.
The Committee ..	The Committee of Management for the time being of the Society.
Office .. ..	The registered office of the Society.
Seal .. ..	The common seal of the Society.
Month .. ..	Calendar month.
In writing ..	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

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

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

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

2. The number of the members with which the Society proposes to be registered is unlimited.

3. The provisions of Section 95 of the Act shall be observed by the Society, and every member of the Society shall either sign a written consent to become a member or sign the register of members on becoming a member.

4. The Society is established for the purposes expressed in the Memorandum of Association.

5. The subscribers to the Memorandum of Association and such other persons as the Committee shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Society, and no such other person shall be admitted a member of the Society unless he is first elected as a member by the Committee, and the Committee shall have full discretion as to the admission of any such person to membership, but in no case shall the Committee be bound or required to give their reasons for refusing or neglecting to elect or refraining from electing any person.

6. Every person who shall give to the funds of the Society in one sum an amount not less than two shillings and sixpence, or such greater amount as may be prescribed from time to time by the bye-laws of the Society to be made pursuant to the power in that behalf hereinafter contained, shall be qualified to become and remain a member of the Society for one year from the date of payment of such sum, and every person who shall give to the funds of the Society in one sum £5, or such greater amount as may be prescribed from time to time by the said byelaws, shall be qualified to become and remain a member of the Society for one year or such longer period (if any) not exceeding the life of the donor as may be prescribed from time to time by the said bye-laws. Subject to the foregoing provisions of this Article, the qualification and mode of election of members and of application for membership shall be as prescribed from time to time by the said bye-laws. The said bye-laws may make provision for more than one class of members of the Society and for different qualifications for different classes of members.

7. The Committee shall have power from time to time at their discretion to invite persons to become Patrons, President, Vice-Presidents and Honorary Life Members of the Society.

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8. A member shall cease to be a member of the Society—
- (A) On his voluntary retirement from membership signified in writing to the Secretary of the Society ;
  - (B) On death ;
  - (C) At the discretion of the Committee, at any time after he shall have ceased to be qualified in accordance with the bye-laws of the Society for the time being in force.
  - (D) If the Committee by a majority of not less than two-thirds of the members of the Committee present shall pass a resolution that he be expelled from the Society : Provided that at least two weeks before the meeting of the Committee at which such resolution is passed he and the members of the Committee shall have been served with notice thereof and of the intended resolution for his expulsion, and that he shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he may think fit.

#### GENERAL MEETINGS.

9. The first General Meeting of the Society shall be held at such time not being less than one month nor more than three months from the incorporation of the Society and at such place as the Committee may determine.

10. A General Meeting shall be held once in every calendar year at such time and place as may be determined by the Committee, provided that every General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding meeting.

11. The above-mentioned General Meetings shall be called Ordinary Meetings. All other General Meetings shall be called Extraordinary Meetings.

12. The Committee may call an Extraordinary Meeting whenever they think fit, and Extraordinary Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 114 of the Act.

13. Subject to the provisions of Section 117 (2) of the Act relating to Special Resolutions, seven days' notice, specifying the place, the day and the hour of meeting, and in the case of special business the general nature of such business, shall be given in manner hereinafter mentioned to such members of the Society as are under the provisions of these presents entitled to receive

notices from the Society ; but with the consent of all the members entitled to receive notices thereof, a meeting may be convened by such notice and in such manner as those members may think fit.

14. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any member shall not invalidate any resolution passed, or proceeding had, at any meeting.

#### PROCEEDINGS AT GENERAL MEETINGS.

15. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Ordinary Meeting shall also be deemed special, with the exception of the consideration of the accounts and balance sheet, and the reports of the Committee and of the Auditors, the election of members of the Committee and other officers in the place of those retiring by rotation, and the fixing of the remuneration of the Auditors.

16. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided the quorum shall be seven members personally present.

17. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on 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 at such other place as the Chairman shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

18. With the consent of any meeting at which a quorum is present, the Chairman may adjourn a meeting from time to time, and from place to place, as the meeting shall determine. Whenever a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place.

19. The Chairman (if any) of the Committee shall preside at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the

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Committee, or if no such member be present, or if all the members of the Committee present decline to take the chair, they shall choose some member of the Society who shall be present to preside.

20. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members present in person and entitled to vote, unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by the Chairman or by at least three members present in person and entitled to vote, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or has been carried unanimously or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Society shall be conclusive evidence thereof, without proof of the number or proportion of the votes in favour of or against such resolution.

21. If a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

22. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

23. In the case of an equality of votes, either on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a further or casting vote.

24. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

#### VOTES OF MEMBERS.

25. Subject as hereinafter provided, every member shall have one vote.

26. Save as herein expressly provided, no person other than a member duly registered, and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Society in respect of his membership, shall be entitled to be present or to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

27. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. Except in the case of a corporation no person

shall act as a proxy who is not entitled to be present and vote in his own right. A corporation may vote by its duly authorised representative as provided by Section 116 of the Act.

28. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

29. The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the office at least forty-eight hours before the time appointed for holding the meeting at which the person named in such instrument proposes to vote, otherwise the person so named shall not be entitled to vote in respect thereof. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

30. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of the death or revocation shall have been received at the office one hour at least before the time fixed for holding the meeting.

31. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit—

"THE HOME OF REST FOR HORSES.

"I, \_\_\_\_\_,

"of \_\_\_\_\_,

"a member of THE HOME OF REST FOR HORSES,

"and entitled to vote, hereby appoint \_\_\_\_\_,

"\_\_\_\_\_,

"of \_\_\_\_\_,

"another member of the Society, and failing him,

"\_\_\_\_\_,

"of \_\_\_\_\_,

"another member of the Society, to vote for \_\_\_\_\_,

"me and on my behalf at the [Ordinary or \_\_\_\_\_,

"Extraordinary, as the case may be] General \_\_\_\_\_,

"Meeting of the Society to be held on the \_\_\_\_\_,

"\_\_\_\_\_ day of \_\_\_\_\_,

"and at every adjournment thereof.

"As witness my hand this \_\_\_\_\_ day of \_\_\_\_\_ 193 ."

#### COMMITTEE OF MANAGEMENT.

32. Until otherwise determined by a General Meeting, the number of the members of the Committee shall not be less than seven nor more than fifteen.

33. The members of the Society referred to the Memorandum of Association.

34. The members of the Society may appoint any number of members either to fill the vacancies on the Committee, or to be added thereto, thereby exceeding the number of members of the office only until the next General Meeting, then be eligible for re-election.

35. No member of the Society shall be eligible for election in any circumstances to the Committee.

36. The members of the Committee, and incidentally the registration of all such powers and all such acts as are not by the regulations or done by the regulations to any regulations and to such regulations or regulations or in General Meeting or General Meeting which would be made.

37. The members of the Society notwithstanding that in case of the reduction in number by or in accordance with them to act in the vacancies in the but not for a period of

38. The members of the Society may appoint a number of members so appointed during the term of



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General Meeting, the shall not be less than

33. The first members of the Committee shall be such members of the Executive Committee of the former unincorporated Society referred to in the Memorandum of Association as subscribe to the Memorandum of Association.

34. The Committee may from time to time and at any time appoint any member of the Society as a member of the Committee, either to fill a casual vacancy or by way of addition to the Committee, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Ordinary General Meeting, but he shall then be eligible for re-election.

35. No person who is not a member of the Society shall in any circumstances be eligible to hold office as a member of the Committee.

#### POWERS OF THE COMMITTEE.

36. The business of the Society shall be managed by the Committee, who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Society as they think fit, and may exercise all such powers of the Society, and do on behalf of the Society all such acts as may be exercised and done by the Society, and as are not by the Act or by these presents required to be exercised or done by the Society in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Society in General Meeting, but no regulation made by the Society in General Meeting shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made.

37. The continuing members of the Committee may act notwithstanding any vacancy in their body; provided always that in case the members of the Committee shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Committee for the purpose of filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

38. The Committee may from time to time by resolution appoint a temporary substitute for the Secretary and any person so appointed shall for all the purposes of these presents be deemed during the term of his appointment to be the Secretary.

39. The seal of the Society shall not be affixed to any instrument except by the authority of a resolution of the Committee, and in the presence of at least two members of the Committee and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Society such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

40. The Committee may from time to time at its discretion make, vary, alter, add to, rescind or repeal bye-laws for the regulation of the business of the Society, its officers, servants or members, and as to the mode of application for membership, qualification or qualifications (if any), mode of election and privileges of members, and generally for the regulation of the Society and its affairs, provided that no such bye-law shall be repugnant to the Memorandum of Association of the Society or these presents or amount to or involve such an alteration or addition to these presents as could only lawfully be made by Special Resolution.

#### DISQUALIFICATION OF MEMBERS OF THE COMMITTEE.

41. The office of a member of the Committee shall be vacated—

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (B) If he is found lunatic or become of unsound mind.
- (C) If he ceases to be a member of the Society.
- (D) If by notice in writing to the Society he resigns his office.
- (E) If he ceases to hold office by virtue of any provision of the Act.

#### ROTATION OF MEMBERS OF THE COMMITTEE.

42. At the Ordinary Meeting to be held in the year 1939 and in every subsequent year, one-third of the members of the Committee for the time being, or if their number is not a multiple of three, then the number nearest to but not exceeding one-third, shall retire from office. A retiring member of the Committee shall retain his office until the dissolution or adjournment of the meeting at which his successor is elected or it is determined not to fill his place.

43. The members of the Committee to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to

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retire shall, in the absence of agreement, be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Committee shall be eligible for re-election.

44. The Society shall, at the meeting at which any members of the Committee retire in manner aforesaid, fill up the vacated office of each member by electing a person thereto, unless at such meeting it shall be determined to reduce the number of members of the Committee.

45. No person not being a member of the Committee retiring at the meeting shall, unless recommended by the Committee for election, be eligible for office on the Committee at any General Meeting, unless within the prescribed time before the day appointed for the meeting, there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than seven nor more than twenty-one intervening days.

46. If at any meeting at which an election of members of the Committee ought to take place, the places of the retiring members, or some of them, are not filled up, the retiring members or such of them as have not had their places filled up and are willing to act, shall be deemed to have been re-elected, unless it shall be determined at such meeting to reduce the number of members of the Committee.

47. The Society may from time to time in General Meeting increase or reduce the number of members of the Committee, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

48. The Society may by Extraordinary Resolution remove any member of the Committee before the expiration of his period of office, and may by an Ordinary Resolution appoint another member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

## PROCEEDINGS OF THE COMMITTEE.

49. The Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

50. On the request of the Chairman or any two members of the Committee the Secretary shall, at any time, summon a meeting of the Committee by notice served upon the several members of the Committee. A member of the Committee who is absent abroad shall not be entitled to notice of a meeting.

51. The Committee shall from time to time elect a Chairman, who shall preside at all meetings of the Committee at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding a meeting, the members of the Committee present shall choose some one of their number to be Chairman of the meeting.

52. A meeting of the Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Society for the time being vested in the Committee generally.

53. The Committee may delegate any of their powers to sub-committees consisting of such member or members of the Committee as they think fit, and any sub-committee so formed shall conform to any regulations imposed on it by the Committee. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Committee as aforesaid.

54. All acts bona fide done by any meeting of the Committee or of any sub-committee of the Committee, or by any person acting as a member of the Committee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they 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 the Committee.

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55. The Committee shall cause proper minutes to be made of the proceedings of all meetings of the Society, and of the Committee, and of sub-committees of the Committee, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

56. A resolution in writing signed by all the members for the time being of the Committee or of any sub-committee of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee or of such sub-committee duly convened and constituted.

#### ACCOUNTS.

57. The Committee shall cause proper books of account to be kept with respect to—

- (A) The assets and liabilities of the Society ;
- (B) The sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place ; and
- (C) All sales and purchases of goods by the Society.

58. The books of account shall be kept at the office, or at such other place or places as the Committee shall think fit, and shall always be open to the inspection of the members of the Committee.

59. The Society in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and books of the Society, or any of them, and subject to such conditions and regulations the accounts and books of the Society shall be open to the inspection of members at all reasonable times during business hours.

60. Once at least in every year the Committee shall lay before the Society in General Meeting an income and expenditure account for the period since the last preceding account or in the case of the first account since the incorporation of the Society made up to a date not more than four months before such meeting, together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by a report of the Committee and a report of the Auditors, and a copy of such account, balance sheet and reports shall seven days before

the meeting be sent to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be read before the meeting as required by Section 129 of the Act.

#### AUDIT.

61. Once at least in every year the accounts of the Society shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

62. Auditors shall be appointed and their duties regulated in accordance with Sections 132, 133 and 134 of the Act.

#### NOTICES.

63. A notice may be served by the Society upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

64. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Society an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid, no member other than a member described in the register of members by an address within the United Kingdom shall be entitled to receive any notice from the Society.

65. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

NAM

*Can*

*Witford*  
(WILFORD)

*Key Hill*

*Francis*

*West*

*Claud*

*33 St*

*Lead*

*9*  
*Charles*  
(CHARLES)

*13 St*

*M*

Dated

Witn

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

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*Francis Rendell* Baronet. D.L., J.P. Derbyshire.

The Manor. Ramsbury. Wiltshire.

*Wilfrid A. Wild* Lieut. Colonel  
(WILFRID HUBERT WILD)

by Hill Cheney St. Albans Hert.

*Francis Charles Turner* Lt. Colonel

West Halkin St. London S.W. 1

*Claud Herbert Campbell* Major

33 Sussex Square London. W. 2.

*Ludwick William Abbott* Retired Deputy Assistant  
Commissioner of Police

97 Cricklade Avenue London S.W. 2.

*Charles E. Harding* Baronet  
(CHARLES EDWARD HARDING)

13 Salham Gardens, London, N. W. 3.

*Thomas Brown* Lt. Col. R.D.

1 Hamons Terrace Regents Park  
London

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Dated this 23<sup>d</sup> day of November 1938.

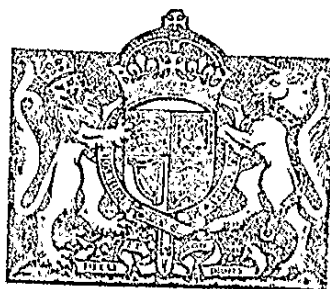
Witness to the above Signatures—

*Bernard A. Murray*

50 Welbeck Street C.S.I.

Police for

No.  
347417



# Certificate of Incorporation

I Hereby Certify,

That

THE HOME OF REST FOR HORSES

(the word "Limited" being omitted by licence of the

Board of Trade)

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this Sixteenth day of December One Thousand Nine Hundred and thirty-eight.

Registrar of Companies.

Certificate  
received by

Leonard Higley & Co. J.P. M. Horn

Date 17 Dec 1938