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I hereby certify this to be a true copy of the Memorandum of Association
as amended pursuant to a Special Resolution passed on 19th June 2008

Pat O'J Chairman

Memorandum of Association OF THE BRITISH HORSE SOCIETY

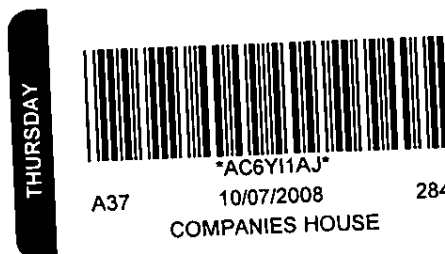
(As altered pursuant to Special Resolutions passed on 1st February 1951, 29th November 1995,
15th June 2000, 26th June 2003, 22nd June 2006, 21st June 2007 and 19th June 2008)

- 1 The name of the Company (hereinafter called the Society) is "THE BRITISH HORSE SOCIETY"
- 2 The registered office of the Society will be situated in England
- * 3 The objects ("the objects") for which the Society is established are
 - (a)
 - (1) To promote and advance the education, training and safety of the public in all matters relating to the horse,
 - (2) To promote the use, breeding, well-being, safety, environment, health and management of the horse for the public benefit,
 - (3) To promote community participation in healthy recreation involving the horse
 - (4) To promote and facilitate the prevention of cruelty, neglect or harm to horses and to promote the relief, safety, sanctuary, rescue and welfare of horses in need of care, attention and assistance,
 - (5) To promote and secure the provision, protection and preservation of rights of way and of access for ridden and driven horses over public roads, highways, footpaths, bridleways, carriageways, public paths and other land

Horses for the purpose of the objects means any member of the family Equidae

- (b) In particular by the following means but not further or otherwise to exercise all or any of the powers contained in the following paragraphs, but to the extent only that such powers may be properly exercised by a body having exclusively charitable objects
 - (1) To secure and promote the protection, maintenance, creation and improvement of access, facilities and rights for the driver and ridden horse both on and off road including the prevention and removal of obstructions
 - (2) to encourage, promote, arrange and facilitate the registration of horses for whatever purpose
 - (3) to promote, arrange and facilitate the registration and affiliation of riding clubs, riding schools, livery yards, riding instructors, bridleway associations and other groups or persons

* Clause 3 was amended by way of Special Resolutions of the Society passed on the 23rd June 2006 and on the 21st June 2007



- (4) To carry on courses of instruction, training, demonstrations, classes, lectures or discussions for the purpose of promoting the objects
- (5) Subject to the provisions of the Companies Acts, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property (whether or not subject to a trust) and in particular any land, buildings, apparatus, appliance and any rights or privileges which the Society may think fit, necessary or convenient for the promotion of the objects, and to construct, maintain, manage, cultivate, improve and alter the same for any of the purposes of the Society
- (6) To develop, exchange, let on lease or otherwise to grant rights and privileges in respect of or otherwise deal with 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 the objects
- (7) To pay and discharge any rent, rates, taxes costs or insurance, improvements, repairs or other outgoings payable from time to time in respect of any freehold, leasehold or other property of the Society and any legal or other administrative expenses payable from time to time in connection therewith
- (8) To buy, prepare, make, supply, sell and deal in all kinds of products, equipment and group or other insurance including without prejudice to the generality of the foregoing any other services goods or products likely to be used by or to be for the benefit of the members of the Society or conducive to the objects
- (9) To provide indemnity insurance to cover the liability of the directors of the Society which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Society, provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard of whether it was a breach of trust or a breach of duty or not, provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the Society
- (10) To hire and employ all classes of persons considered necessary for the purposes of the Society and to pay them and other persons including dependants of employees in return for services rendered to the Society salaries, wages, charges, pensions and superannuation and such other contributions as the Society decides by way of reasonable and necessary provision
- (11) To purchase, hire, make or provide and maintain, and to sell or otherwise to dispose of all kinds of equipment and other things required or which may be conveniently used in connection with any premises of the Society by persons frequenting them, whether members of the Society or not
- (12) To promote and hold, either alone or jointly with any other association, club or persons, meetings, competitions and other events and to offer, give or contribute towards prizes, medals and awards and to promote, give or support fundraising events, campaigns and other entertainment
- (13) To undertake and execute any trusts which may lawfully be undertaken by the Society and may be conducive to the objects

- (14) To borrow or raise money for the purposes of the Society on such terms and on such security as may be thought fit and to secure the repayment of any money borrowed, raised or owing, and interest thereon, by mortgage, charge or lien upon the whole or any part of the property or assets (whether present or future) of the Society and whether by the creation and issue of debentures or debenture stock or otherwise and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Society of any obligation or liability it may undertake
- (15) To take and accept subscriptions, donations, devises, bequests and gifts of any real or personal property or other assets, whether subject to any special trust or not, for any one or more of the objects
- (16) To invest the moneys of the Society not immediately required for its purposes in or upon such 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 for England and Wales shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law
- (17) To enter into guarantees, contracts of indemnity and suretyships of all kinds
- (18) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills, cheques and other instrument, and to open and operate bank accounts
- (19) To invest the funds of the Society not immediately required for its purposes in or upon such shares, stocks, funds, securities or freehold or leasehold property or other land or investments in any part of the world and on such terms as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject as hereinafter provided
- (20) To engage the services of such investment advisor or advisors as the directors of the Society may from time to time think fit ("the investment advisor") to advise the directors of the Society in respect of the investment, realisation and reinvestment of such of the funds of the Society as are not immediately required for its purposes with power for the directors of the Society without being liable for any consequent loss to delegate to the investment advisor discretion to manage all or any part of the said funds within the limits and for the period from time to time stipulated by the directors of the Society and the directors of the Society shall settle the terms and conditions for the remuneration of the investment advisor and the reimbursement of his expenses as the directors of the Society shall in their absolute discretion think fit and such remuneration and expenses shall be paid by the directors of the Society out of the funds of the Society PROVIDED THAT the directors of the Society shall not be bound to enquire into nor be in any manner responsible for any changes in the legal status of the investment advisor nor shall the directors of the Society incur any liability for any action taken pursuant to or otherwise following the advice of the investment advisor however communicated
- (21) To accept and retain or refuse any new shares, stock or debenture stock in any company or undertaking which may be allocated to the Society in respect of investments held by them as part of the funds of the Society and to discharge any liabilities affecting leasehold or other property of a wasting nature

- (22) To acquire, underwrite and dispose of the stock, shares, securities and interests in any association, society, corporation or trust so established
- (23) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Society or calculated to further the objects
- (24) To take such steps by personal or written or broadcast appeal, public meetings or otherwise as may from time to time be thought fit for the purpose of raising funds in support of the objects of the Society in the form of donations, annual subscriptions or otherwise and to receive and accept the same
- (25) To employ and pay any other charity or any person, firm or corporate body to supervise, manage, administer, organize, carry on the work of and advise the Society
- (26) To co-operate and enter or exit any arrangements with any Governments or Authorities (supreme, municipal, local or otherwise) or any corporations, companies or persons that are necessary for the attainment of the objects of the Charity or any of them and to obtain from any such Government, Authority, corporation, company or person, any charters, contracts, decrees, rights, privileges and concessions which are desirable and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions
- (27) To foster and undertake research into any aspect of the objects of the Society and its work and to disseminate the results of any such research
- (28) To provide for the delivery holding and documentation of lectures, exhibitions, shows, competitions, campaigns and meetings and to commission and make recordings in any medium
- (29) To sponsor or to arrange broadcasts in furtherance of the objects
- (30) To cause to be written and printed or otherwise reproduced and circulated either gratuitously or by way of sale, any reports, periodicals, newsletters, magazines, books, leaflets or films or recorded tapes or by way of electronic methods of communication which are desirable for the promotion of the Society and its objects
- (31) To promote or organise or assist in the promotion or organisation of touring groups, companies, exhibitions, lecturers and teachers both at home and abroad and of educational and instructional tours and visits in the furtherance of the objects
- (32) To co-operate with educational authorities and institutions whether public or private and wheresoever situated and societies or other groups of persons in disseminating knowledge in promotion of the objects
- (33) To establish, subsidize, promote, co-operate, federate with, amalgamate, affiliate or co-operate with and subscribe to any association, society, company, institution or trust and to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any such association, society, company, institution or trust and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the

same extent as such payments or distributions are prohibited in the case of members of the Society by this Memorandum of Association

- (34) To promote and obtain any charter or licence which may appear desirable for regulating or amending the constitution of the Society, but nothing in this paragraph shall authorise any regulation or amendment which would authorise the Society to pursue objects not exclusively charitable. 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 the Department for Education and Skills, 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 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 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 Department for Education and Skills 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
- (35) To do all such other lawful things as shall promote the attainment and furtherance of the objects or any of them

*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

- (a) 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 or prevent the payment of interest at a rate not exceeding Five pounds 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, subject to the provisions of clauses 4 2 and 4 3, no Member of the Board of Trustees 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 Board of Trustees 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 Board of Trustees 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, and

* Clause 4 was amended pursuant to Special Resolutions of the Society passed on the 23rd June 2006, the 21st June 2007 and the 19th June 2008

- (b) of any premium in respect of any indemnity insurance to cover the liability of the directors which, by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the company. Provided that any such insurance shall not extend to any claim arising from liability resulting from conduct which the directors knew, or must be assumed to have known, was not in the best interests of the company, or where the directors did not care whether such conduct was in the best interests of the company or not and provided also that any such insurance shall not extend to any claim arising from liability for the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or willful or reckless misconduct of the directors

4.2 The Society shall be entitled to pay fees to persons who may have been elected to the Board of Trustees of the Society pursuant to Article 15.1 of the Articles of Association of the Society or co-opted pursuant to Articles 15.2 or 26 of the Articles of Association of the Society subject to such fees being payable in respect of the services of Examiners performed by that person at the request of the Society. Provided that

(i) No person entitled to receive remuneration under this provision shall be entitled to be present at the discussion of or vote upon any resolution put to the Board of Trustees concerning the amount of the fees payable in respect of those services, and

(ii) the maximum number of persons in receipt of fees at any one time pursuant to this provision shall not exceed six

4.3 The Society shall be entitled to make an annual payment of £5,000, or such other sum as the Charity Commissioners from time to time approve, to the Chairman for any loss of earnings incurred as a result of acting as a member of the Board of Trustees of the Society. Without prejudice to any other provision in this clause, the annual payment shall be either a sum based on £5,000 per annum as at 19 June 2006, uprated each year on the 22 June in accordance with the inflation index used by the Society in connection with staff salaries, or such other sum as the Charity Commissioners may from time to time approve, whichever is the higher. The Chairman may only be reimbursed if and to the extent that the amount reimbursed does not exceed the amount which could be regarded as reasonable remuneration for the work undertaken by the Chairman as a member of the Board of Trustees of the Society. The Chairman must withdraw from any meeting whilst the question of his reimbursement is being discussed

5 The liability of the Members is limited

6 Every Member of the Society undertakes to contribute to the assets of the Society in the event of its 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 contributors among themselves, such amount as may be required not exceeding Two Pounds

7 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 amongst its or their Members to an extent at least as great as is imposed upon 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, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object

8 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 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

* 9 Throughout this memorandum and in the articles of association of the Company a 'charitable purpose' or a 'charitable object' is a purpose or an object that is regarded as charitable both in the law of England and Wales and in the law of Scotland, and the term 'charitable' is to be interpreted in accordance both with the law of England and Wales and the law of Scotland

* Clause 9 was amended by way of a Special Resolution of the Society passed on 21st June 2007

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

C GUY CUBITT,
High Barn, Effingham, Surrey Lt Col (Retired)

HENRY F FAUDEL-PHILLIPS,
Temple House, Waltham Cross, Herts , Company Director

L BRENDA WILLIAMS
East Burnham Park, Farnham Royal, Bucks , Housewife

T L HORN,
Luckington Court, Luckington, Chippenham, Lt Col (Retired)

HORACE SMITH,
Holyport, Maidenhead, Berks , Company Director

PHILLIP E BLACKMORE,
Avenue House, Brockenhurst, Hants , Estate Agent

GUY T HANMER,
The Garden House, Westonbirt, Tetbury, Glos , Lt Col (Retired)

DATED the 21st day of October, 1947

WITNESS to the above signatures

R A BROWN,
66 Sloane Street,
London SW1
Secretary