

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE BRITISH SHOW JUMPING ASSOCIATION

1. In these Articles:

1.1 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:

Act:	the Companies Act 2006, including any statutory modification or re-enactment thereof.
Appointed Members:	members of the Sporting Council appointed and holding office as such in accordance with Article 23.
Articles:	these Articles of Association.
Association:	The British Show Jumping Association.
Audit Group:	the audit group appointed as such under Article 101.
Board:	the Board of Directors of the Association as constituted by these Articles.
Chairman:	the person appointed as Chairman of the Association and holding office as such pursuant to Article 16.
Chief Executive:	the Chief Executive or any other person appointed to perform the duties of the Chief Executive of the Association.
Coaching:	the provision by a Member of training and/or tuition for Horse riders of any level of ability, or persons who wish to become Horse riders, whether or not for financial reward, and whether on an individual or group basis.
Council Members:	Elected Members and Appointed Members.
Director:	a director for the time being of the Association.
Education Income	income earned by the Association for providing training and education courses, classes and other forms of tuition.
Elected Members:	members of the Sporting Council appointed under Articles 24 to 29 (inclusive) and Article 31.

Executive Board:	the Association's former Executive Board constituted by the Association's Articles of Association in force immediately before the adoption of these Articles.
Horse:	includes horse and pony.
Honorary Member:	a Member appointed pursuant to Article 13.
International Rider:	a Member who has ridden (in a representative capacity for the United Kingdom or any country comprised in the United Kingdom) in Shows taking place inside or outside of the Territory at any time in the 3 years ending on the date upon which this classification falls to be determined.
International Riding:	riding by Members in a representative capacity for the United Kingdom (or any country comprised in the United Kingdom) in Shows taking place inside or outside of the Territory
Member:	a member of the Association (and 'Members' shall be construed accordingly).
National Rider:	a Member who has ridden only in Shows taking place within the Territory and who has not been an International Rider at any time in the 3 years ending on the date upon which this classification falls to be determined.
National Riding:	riding by Members in Shows taking place within the Territory.
Ordinary Income	income received by the Association other than Education Income.
Office:	the Registered Office of the Association from time to time.
Officiating:	officiating in any capacity at Shows taking place within the Territory.
Patron:	a person appointed and holding office as such pursuant to Article 11.
President:	the person appointed as President of the Association and holding office as such pursuant to Article 16.
President Elect:	such expression as defined in Article 16.
President's Committee:	shall comprise the President, the Chairman and a Members' Director appointed by the President from time to time to serve on such committee.
Principal Activities:	the following activities of the Members: <ul style="list-style-type: none"> • National Riding; • International Riding; • Officiating;

- Show Organising;
- Coaching; and
- Volunteering or being a horse owner,

each a '**Principal Activity**'.

- Rules:** the rules of the Association in force from time to time and adopted and promulgated in accordance with these Articles or, in the absence of such, these Articles.
- Seal:** the Common Seal of the Association.
- Senior Officer:** any of the President, the President Elect (if any), the Chairman and the Chief Executive.
- Show:** any show, gymkhana, riding 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.
- Show Organising:** arranging the holding of any Show and/or organising the events which take place at a Show, in either case, within the Territory.
- Sporting Council:** the council constituted pursuant to, and in accordance with, these Articles and named as such.
- Territory:** the United Kingdom (other than Northern Ireland).
- Vice-Patron:** a person appointed and holding office as such pursuant to Article 11.
- Vice-President:** a person appointed and holding office as such pursuant to Article 12.
- Volunteering:** the provision by a Member (on a voluntary and unpaid basis only, and more often than only occasionally) of assistance at, or in connection with, any Show, or in furtherance of any aspect of the sport of showjumping (and not comprising Officiating, Show Organising or Coaching).
- year:** a period of 12 consecutive months.
- in writing:** written, or produced in any visible substitute for writing, or partly one and partly the other;
- 1.2 words importing the singular number only shall include the plural number and vice versa;
- 1.3 words importing the masculine gender only shall include the feminine gender;
- 1.4 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.

OBJECTS

2. The objects of the Association are as follows:
 - 2.1 to improve and protect the standard of showjumping for Horses in the Territory;
 - 2.2 to encourage improved breeding and welfare of Horses for showjumping;
 - 2.3 to provide for the representation of Great Britain at international contests abroad and at home;
 - 2.4 to establish rules and conditions for showjumping;
 - 2.5 to hold or assist in holding or encourage the holding of showjumping competitions and shows and/or exhibitions in which showjumping competitions are held;
 - 2.6 to arrange for the registration of horses and to operate a system of grading so as to reflect a horse's ability in competition;
 - 2.7 to keep a record of the results and the winning horses at show jumping meetings;
 - 2.8 to provide a Coaching structure and training programmes for Members with particular emphasis on officials and young riders;
 - 2.9 to raise loans for the purposes of the Association upon terms agreed by the Board from time to time and to give security for such loans or credit;
 - 2.10 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;
 - 2.11 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 these objects;
 - 2.12 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;
 - 2.13 to incorporate or otherwise form any subsidiary which may perform all, any of, or any specific part of objects 2.1 to 2.12 inclusive above, which may be, or may become, a charity; and
 - 2.14 to do all such other lawful things as are or may be incidental or conducive to the attainment of the above objects;

PROVIDED that (i) 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; and (ii) if the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales it shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and if the Association shall take or hold any property which may be subject to any trusts it shall only deal with the same in such manner as allowed by law having regard to such trusts.

MEMBERSHIP

3. The number of Members is unlimited.
4. In addition to those persons who were Members at the time of the adoption of these Articles, Patrons, Vice-Patrons and Vice-Presidents who have consented to becoming Members and Honorary Members, such persons as the Board shall admit to membership in accordance with these Articles shall be Members, and their names shall be entered in the register of Members.
5. Every application for membership shall be made in writing signed by the applicant in such form as the Board shall from time to time prescribe or approve, and the Board shall have an absolute discretion to accept or reject any application.
6. The privileges of a Member shall not be transferable or transmissible, and a Member shall cease to be a Member on his death.
7. There shall be such classes of Members as the Board shall from time to time determine, and the 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. 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.
8. If any Member liable to payment of any subscription shall not have paid the same by 30 days after the applicable renewal date, he shall thereupon cease to be entitled to any of the rights and privileges of membership until the subscription shall have been paid.
9. A Member shall cease to be a Member and his name shall be removed from the register of Members if:
 - 9.1 by notice in writing to the Association he resigns his membership;

- 9.2 (in the case of a Member liable to payment of any subscription) his subscription remains unpaid 30 days after renewal date and the Board resolves that his membership be determined;
- 9.3 he be expelled from the Association by the Board in accordance with these Articles;
- 9.4 he shall have been removed as a Member in accordance with the Rules;
- 9.5 being an Honorary Member, his term of honorary membership shall have expired; or
- 9.6 being a Patron or Vice-Patron, he ceases to hold such office.
10. A person ceasing for any reason to be a Member shall not be entitled to a refund in whole or in part of any subscription or other monies already paid by him to the Association, and he shall remain liable for payment of all subscriptions or other monies due from him to the Association at the date on which he ceased to be a Member.

PATRONS AND VICE-PATRONS

11. The Sporting Council may invite to become a Patron or Vice-Patron of the Association any Royal or other distinguished person who may be willing to honour the Association by their patronage. A Patron or Vice-Patron shall (if he so wishes) by virtue of his appointment be a Member for as long as he holds such appointment and thereby entitled to all the rights and privileges of membership. A Patron or Vice-Patron shall not, as such, be a member of the Board or of the Sporting Council.

VICE-PRESIDENTS

12. The Sporting Council may at any time elect as a Vice-President any person 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. A Vice-President shall (if willing) by virtue of his election be a Member for his life and entitled to all the rights and privileges of membership. A Vice-President shall not, as such, be a member of the Board or of the Sporting Council.

HONORARY MEMBERS

13. The Sporting Council may at any time elect any person of whom it 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 shall be a Member, and shall be entitled to all the rights and privileges of membership.

REGIONAL ORGANISATION

14. For the purpose of local administration of the affairs of the Association the Board shall from time to time limit and define geographical areas as '**Regions**', '**Branches**' and '**Areas**' in such manner as it shall from time to time deem expedient in the interests of the good governance and organisation of the Association, provided that Scotland shall always constitute a Branch (the '**Scottish Branch**').

15. The organisation and operational structure of the Regions, the Scottish Branch and any other Branch shall be defined and regulated, and Committees for each Region, the Scottish Branch and any other Branch shall be constituted, in such manner as the Board shall, after consultation with the Sporting Council, from time to time prescribe.

PRESIDENT AND CHAIRMAN

16. The Association shall have a President and a Chairman (who shall, by virtue of his office, be a Director) appointed on the following basis:
- 16.1 the President need not be a Member, but must be able to demonstrate prior to his being elected that he has significant business or commercial experience at a senior level, and shall be elected to hold office in accordance with Articles 16.2 to 16.5 (inclusive); he shall hold office for four consecutive calendar years from the end of the Annual General Meeting following his election; during the period from his election until he takes office he shall be known as the 'President Elect'; a President elected under this Article 16 may only be re-elected for one further period of four 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;
- 16.2 on or before 1 October immediately preceding the end of the President's term of office, written nominations of candidates as President shall be delivered to the Chief Executive, showing the names of the proposer; no nomination shall be effective without having a written endorsement, signed by the nominee, of (i) his willingness to be elected and (ii) his relevant experience;
- 16.3 the Chief Executive shall, on or before 15 October in each applicable year cause to be delivered to every Member, a list of the nominee(s) who have been validly nominated to serve as President, in alphabetical order, on a form of voting paper to be approved by the Board, but which shall include statements of relevant experience provided in accordance with Article 16.2;
- 16.4 completed voting papers shall be returned to the Chief Executive by a date to be fixed by the Board, which shall appoint three Scrutineers to inspect the voting papers and count the votes; the Scrutineers shall report in writing to the Board the result of such voting, and the nominee who received the most votes shall be deemed to have been elected President;
- 16.5 every Member shall be entitled to one vote only; any voting paper containing more than one vote shall be rejected by the Scrutineers; if two or more nominees obtain the same number of votes it shall be decided by lot which nominee shall be elected President.
- 16.6 the Chairman holding office at the date of the adoption of these Articles shall remain in office until the expiry of his then term; thereafter the Chairman (who must be able to demonstrate prior to his election that he has the requisite skills and experience (at board or senior executive level) in a major business or major not-for-profit undertaking) shall be

elected (from among the Members) to hold office, in accordance with Article 16.7 to 16.10 (inclusive) for four consecutive calendar years from the end of the Annual General Meeting following his election; a Chairman elected after the adoption of these Articles may only be re-elected for one further period of four years; if the Chairman shall die or resign during his tenure of office the Board shall appoint a Director as Chairman, who shall hold office only until the Annual General Meeting falling after his appointment.

- 16.7 on or before 1 October immediately preceding the end of the Chairman's term of office, written nominations of candidates as Chairman shall be delivered to the Chief Executive, showing the names of the proposer; no nomination shall be effective without having a written endorsement, signed by the nominee, of (i) his willingness to be elected and (ii) his relevant skill and experience; if the Board shall be of the opinion that a nominee has not demonstrated in such endorsement that he has sufficient skill and experience it may refer the matter to the President's Committee, which may take such action (including rejecting the applicable nomination) as it sees fit;
- 16.8 the Chief Executive shall, on or before 15 October in each applicable year cause to be delivered to every Member, a list of the nominee(s) who have been validly nominated to serve as Chairman, in alphabetical order, on a form of voting paper to be approved by the Board, but which shall include statements of relevant skills and experience provided in accordance with Article 16.7;
- 16.9 completed voting papers shall be returned to the Chief Executive by a date to be fixed by the Board, which shall appoint three Scrutineers to inspect the voting papers and count the votes; the Scrutineers shall report in writing to the Board the result of such voting, and the nominee who received the most votes shall be deemed to have been elected Chairman;
- 16.10 every Member shall be entitled to one vote only; any voting paper containing more than one vote shall be rejected by the Scrutineers; if two or more nominees obtain the same number of votes it shall be decided by lot which nominee shall be elected Chairman;
- 16.11 the Board may make arrangements for the election of the President and/or the Chairman to be carried out utilising the Association's website or by other means of electronic communication for those Members who are able to vote in such manner, provided that (i) access to the relevant part of the website and/or voting ability has suitable login codes and/or password protection to ensure that only persons with the relevant code or password allocated to a Member can vote as that Member and (ii) that the number of votes cast for any nominee shall not be available to Members prior to the conclusion of the applicable election.

STEWARDS

17. There shall be eight Stewards of the Association who shall be elected from amongst the Members (but who shall not be a Patron, Vice-Patron or Vice-President) by the Sporting Council at its last meeting before the 31st December in each year and who shall hold office until the close of the last meeting of the Sporting Council before the following 31st December. A retiring Steward shall be eligible for re-selection only if his period of

continuous service as such does not exceed four years. The quorum necessary for the transaction of business of the Stewards shall be three.

18. The Sporting Council or the Board may remove any Steward before the expiration of his period of office, and the Sporting Council 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.
19. The role and function(s) of the Stewards shall be set out in the Rules and/or determined by the Board (after consultation with the Sporting Council, unless such determination is required as a matter of urgency) from time to time.

THE SPORTING COUNCIL

20. The Sporting Council shall comprise:
 - 20.1 the President;
 - 20.2 the President Elect (if any);
 - 20.3 the Chief Executive; and
 - 20.4 the Chairman (who shall each be members of the Sporting Council by virtue of their respective offices); together with
 - 20.5 the Council Members.
21. Only adult Members may be appointed as Council Members.
22. After 31 December 2010 no person may be (i) a member of the Sporting Council in more than one capacity or (ii) a Council Member and a Director. If a Director becomes a Council Member he shall immediately cease to be a Director.
23. Such number of Members shall be appointed annually by the Board as members of the Sporting Council (**'Appointed Members'**) as may be necessary to ensure that each of the Principal Activities is represented by at least two Council Members ordinarily resident in each Region who carry on that Principal Activity.
24. Each Region and Branch shall elect Council Members as set out in Article 26 to 29 (inclusive).
25. Upon the adoption of these Articles, the Sporting Council shall comprise the members of the Association's former Executive Board.
26. On or before 1 October in each year written nominations of candidates proposed be elected as Council Members by any Region or Branch shall be delivered to the Chief Executive, showing the names of the proposer and seconder. No nomination shall be effective without having a written endorsement, signed by the nominee, of his willingness to be elected and a statement of the Principle Activity in which he takes part and in relation to which he proposed to join the Sporting Council. The nominees of each Region or

Branch (as the case may be) shall, so far as possible, comprise at least sufficient persons to ensure that on 1 January in the year following the applicable election each Region or Branch there are six Council Members ordinarily resident in the applicable Region or Branch, each of which takes part in a Principal Activity. If any Principal Activity is not carried on by a continuing Council Member ordinarily resident within a Region or Branch, and among the persons nominated from that Region or Branch for election as a Council Member there is only one nominee who carries on such Principal Activity, that person shall stand elected automatically as a Council Member without ballot.

27. The Chief Executive shall, on or before 15 October in each year cause to be delivered to every Member registered as such in an applicable Region or Branch, a list of the nominee(s) for election by ballot from that Region or Branch who have been validly nominated to serve on the Sporting Council as a Council Member, stating their respective Principal Activities (if any), in alphabetical order, on a form of voting paper to be approved by the Board, with a statement of the number of vacancies to be filled.
28. Completed voting papers shall be returned to the Chief Executive by a date to be fixed by the Board, which shall appoint three Scrutineers to inspect the voting papers and count the votes. The Scrutineers shall report in writing to the Board the result of such voting, and those nominees (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 Sporting Council.
29. Every Member shall be entitled to one vote only in respect of each vacancy. Any voting paper containing more than the requisite number of votes shall be rejected by the Scrutineers. If two or more nominees obtain the same number of votes it shall be decided by lot which nominee shall be elected.
30. Council Members losing office under Article 34 shall be eligible for re-election.
31. The Board may from time to time appoint any qualified person to fill a casual vacancy amongst the Council Members, and shall do so if the Sporting Council has insufficient members to be quorate. 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.
32. An accidental inclusion in the counting of votes for the election of Council Members of the vote or votes recorded by a Member not entitled to vote shall not in any way invalidate or render ineffective the election of any person duly declared to have been elected to the Sporting Council.
33. The Board may make arrangements for the election of Council Members to be carried out utilising the Association's website or by other means of electronic communication for those Members who are able to vote in such manner, provided that (i) access to the relevant part of the website and/or voting ability has suitable login codes and/or password protection to ensure that only persons with the relevant code or password allocated to a Member can vote as that Member and (ii) that the number of votes cast for any nominee shall not be available to Members prior to the conclusion of the applicable election.

34. On 1 January 2012, and thereafter, on 1 January in each year, one third (rounding up as may be necessary) of the members of the Sporting Council, shall cease to hold office. The Sporting Council members so ceasing to hold office shall be those holding office (including any period of service on the Executive Board) for the longest period since they were last elected or (as the case may have been, appointed). If there is equality in length of membership, the older of the relevant persons shall so cease to hold office.

POWERS OF THE SPORTING COUNCIL

35. In addition to those matters required of it under these Articles or under the Rules, the Sporting Council shall utilise the expertise of its members to develop and provide ideas for the development of the Association, to provide representatives for its working parties and put forward the view of the Members to the Board. In addition, the Sporting Council shall nominate members thereof to represent the interests of the Association on the British Equestrian Federation. In all other respects the business and affairs of the Association shall be managed by the Board.

PROCEEDINGS OF THE SPORTING COUNCIL

36. The Sporting Council may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. The Sporting Council shall ordinarily meet at least three times a year, one of which shall be in December. Questions arising at any meeting shall be decided by a majority of votes. All members of the Sporting Council shall have one vote. In the case of an equality of votes the chairman shall not have a casting vote and the relevant resolution shall not have been passed.
37. The Board may convene a meeting of the Sporting Council at any time and shall upon the requisition of any fourteen Council Members convene a meeting of the Sporting Council. It shall not be necessary to give notice of a meeting of the Sporting Council to any member thereof for the time being absent from Great Britain.
38. A Senior Officer may appoint other Members or employees of the Association to represent him at a specified meeting of the Sporting Council. The quorum necessary for the transaction of the business of the Sporting Council shall be fourteen, of which one must be a Senior Officer (or such Member or employee of the Association who has been appointed to represent a Senior Officer at the applicable meeting).
39. The continuing members of the Sporting Council may act, notwithstanding any vacancy in their body, if an applicable meeting is quorate.
40. The President (or, in his absence, the Chief Executive) shall take the Chair at any meeting of the Sporting Council at which he is present but if neither the President nor the Chief Executive shall be present or being present shall not be willing to take the Chair at any meeting of the Sporting Council the Senior Officers present (in person or by representative appointed in accordance with Article 38) shall appoint one of their number to chair the meeting.

41. All acts done bona fide by any meeting of the Sporting Council shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of a member of the Sporting Council or that the members of the Sporting Council 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 Sporting Council.
42. A resolution in writing signed by all the members of the Sporting Council for the time being entitled to receive notice of a meeting of the Sporting Council shall be as valid and effective as if it had been passed at a meeting of the Sporting Council duly convened and held.
43. The Sporting Council shall cause minutes to be made in its books of:
 - 43.1 the names of the members of the Sporting Council present at its meetings; and
 - 43.2 all resolutions and proceedings at all of its meetings.

APPOINTMENT OF THE BOARD

44. The Directors shall, subject to the powers of Members under Section 168 of the Act (*Resolution to remove director*), be appointed and be subject to removal as follows:
 - 44.1 the Chairman shall, for as long as he shall hold office (and of right), be a Director;
 - 44.2 in addition to the Chairman, up to four non-executive Directors (each, a '**Members' Director**'), each of whom shall hold office until 1 January in the fourth year following his election, shall be appointed (and be subject to removal) by the Members by election as follows:
 - (a) if any Member wishes to propose any person to be elected as a Members' Director he shall notify the Chief Executive of such proposal by 1 October in any year (in this Article 44.2 only, an '**Election Proposal**');
 - (b) if the Board has, by 1 September in any applicable year, notified Members in writing (i) that it requires a Members' Director to be appointed with a particular title, and of (ii) the skills and experience required for such post, any Election Proposal in respect of that post shall contain a letter (in this Article 44.2 only, a '**CV Letter**') from the candidate stating the basis upon which he believes that he has the applicable skills and experience, failing which, such Election Proposal shall have no effect; if the Board resolves that a nominee has not demonstrated in his CV Letter that he has the requisite skill and experience, it may refer the matter to the President's Committee, which may take such action (including rejecting the applicable Election Proposal) as it sees fit;
 - (c) the Chief Executive shall, to the extent applicable, on or before 15 October in each year cause to be delivered to every Member a list of the nominee(s) who have been validly nominated to serve as Members' Directors, in alphabetical order, on a form of voting paper to be approved by the Board, with a statement of (i) the

number and nature of the vacancies to be filled, identifying any nominees for any position as a Members' Director that has been designated with a particular title by the Board and (ii) the manner in which they may inspect any CV Letter submitted with any relevant Election Proposal;

- (d) completed voting papers shall be returned to the Chief Executive by a date to be fixed by the Board, which shall appoint three Scrutineers to inspect the voting papers and count the votes; the Scrutineers shall report in writing to the Board the result of such voting, and those nominees (up to the number required to fill the said vacancies) who receive the most votes shall be deemed to have been elected;
 - (e) every Member shall be entitled to one vote only in respect of each vacancy; any voting paper containing more than the requisite number of votes shall be rejected by the Scrutineers; if two or more nominees obtain the same number of votes it shall be decided by lot which nominee shall be elected; if any nominee is elected as a Members' Director, he cannot hold office as a Board Director (and if he holds such office when elected as a Members' Director, he shall immediately cease to hold such office).
45. Members' Directors losing office under Article 44 shall be eligible for re-election.
46. The Board may from time to time appoint any qualified person to fill a casual vacancy amongst the Members' Directors; a person so appointed as a Members' Director under this Article shall hold office only until the 1 January following his appointment.
47. An accidental inclusion in the counting of votes for the election of Members' Directors by a Member not entitled to vote shall not in any way invalidate or render ineffective the election of any person duly declared to have been elected.
48. The Board may make arrangements for the election of Members' Directors to be carried out utilising the Association's website or by other means of electronic communication for those Members who are able to vote in such manner, provided that (i) access to the relevant part of the website and/or voting ability has suitable login codes and/or password protection to ensure that only persons with the relevant code or password allocated to a Member can vote as that Member and (ii) that the number of votes cast for any nominee shall not be available to Members prior to the conclusion of the applicable election.
- 48.1 the following Directors (each, a **Board Director**) shall be elected (and subject to removal) by the Board:
- (a) the Chief Executive;
 - (b) the National Director of Sport;
 - (c) the Finance Director; and

- (d) up to two additional Directors (who may be co-opted on to the Board if the Board determines that Directors with particular skills and/or experience are required in the interests of the Association which are not already represented on the Board).
49. After 31 December 2010 no Council Member shall be a Director. If any Council Member becomes a Director, he shall forthwith cease to be a Council Member.

POWERS OF THE BOARD

50. The business and affairs of the Association shall be managed by the Board, which 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 as are not by the Act or by these Articles required to be exercised or done by the Association in any other manner. The 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 Board shall also be responsible for (and have power to perform) any other function attributed to it by these Articles or by the Memorandum of Association and the monitoring of the performance of the officers and employees of the Association.
51. The Board may act through the Audit Group and through working parties appointed by it (and shall specify the terms of reference of any working party), which may have, as their members, members of the Sporting Council (provided that they are Members) and/or employees of the Association if the Board determines that it is in the best interests of the Association to include them.
52. The Board may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking and property, or any part thereof.
53. 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 Board shall from time to time by resolution determine.
54. The Board shall cause Minutes to be made in books provided for the purpose:-
- 54.1 of all appointments of Officers made by the Board;
- 54.2 of the names of the Directors present at each meeting of the Board and of any working party or the Audit Group; and
- 54.3 of all resolutions and proceedings at all meetings of the Association and of the Board, working parties and the Audit Group.
55. A Director (including the Chairman) of the Audit Group or any working party shall ipso facto vacate office:

- 55.1 if for any reason he ceases to be a Member;
- 55.2 if he otherwise ceases to hold such office under these Articles;
- 55.3 if he becomes bankrupt or makes any arrangement or composition with his creditors generally;
- 55.4 if he is found or becomes of unsound mind;
- 55.5 if by notice in writing to the Association he resigns his office;
- 55.6 if he absents himself from meetings without the special leave of the Board for a period of more than six months, and the Board resolve that his office be determined;
- 55.7 if he becomes prohibited from being a Director by reason of any order made under the Company Directors Disqualification Act 1986;
- 55.8 if he is removed from office by a resolution duly passed pursuant to Section 168 of the Act;
or
- 55.9 in the case of a Director who is employed by the Association and hold office by virtue of such appointment, upon such Director ceasing to be so employed.
- 56. The Board shall determine whether any salary, fees or other remuneration shall be paid to any Director and the amount thereof, and shall notify the President upon making such determination and of the basis upon which it has been made. The President shall notify the President's Committee of such determinations and if it is of the opinion that any payment arrangement so determined by the Board is not in the interests of the Association, it may take such action as it may see fit, which may include substituting its own lesser determination for that of the Board (but not a higher determination).
- 57. There shall not be any age limit for Directors.

PROCEEDINGS OF THE BOARD

- 58. The 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, with each Director having one vote. In the case of an equality of votes the Chairman shall have a second or casting vote.
- 59. The Chief Executive on the requisition of any four Directors shall at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any Members thereof for the time being absent from Great Britain.
- 60. The quorum necessary for the transaction of the business of the Board shall be five, at least one of which shall be a Members' Director.
- 61. The continuing Directors 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 Board, the continuing Directors or Director thereof may act only for the purpose of summoning a meeting of the Board to appoint Directors.
62. The Chairman shall take the Chair at any meeting of the Board. If however at any meeting of the Board the Chairman has not taken the Chair within five minutes after the time appointed for holding such meeting, the Directors present may select one of their number to be Chairman of that meeting.
 63. All acts bona fide done by any meeting of the Board or of the Audit Group or any working party or by any person acting as a member of such working party shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any member of such working party or person acting as aforesaid or that the members of such working party 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 working party.
 64. A resolution in writing, signed by all the Directors, or all of the members of the Audit Group or of all the members of any working party of the Board for the time being entitled to receive notice of a meeting of (as applicable) the Audit Group or any such working party shall be as valid and effectual as if it had been passed at a meeting of such Audit Group or working party (as the case may be) duly convened and held.
 65. Any Director or member of the Audit Group or of a working party may validly participate in (as applicable) a meeting of the Board or of the Audit Group or of that working party (as the case may be) by telephone or other form of audio or audio-visual communication equipment, provided that all persons participating in the meeting are able to hear and speak to each other throughout the meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote. Any meeting in which business is so transacted shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.

WORKING PARTIES

66. All members of working parties of the Board and of the Audit Group who are not Directors shall be required to disclose interests to the same extent that they would be required to do so by law or by these Articles if they were Directors, and any breach of such obligation shall be referred to the Board for consideration in the same manner as would have been applicable in the case of a Director.
67. The Board may delegate to the working parties such of its powers, authorities and discretions as it thinks fit and each such working party may exercise the same accordingly, subject to any regulations or directions made or given by the Board.
68. The chairman of a working party and of the Audit Group shall take the Chair at meetings thereof, and the quorum for meetings of a working party (but not of the Audit Group) shall, unless otherwise fixed by it, be three. The Chief Executive shall, on the requisition of a member of a working party or the Audit Group 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 working party and the Audit Group shall be governed by the provisions of these Articles relating to meetings and proceedings of the Board so far as the same may be capable of being made applicable thereto.

EMPLOYEES

69. The Board may from time to time appoint and remove employees of the Association 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 Board may from time to time delegate authority to the Chief Executive to exercise these powers in appropriate circumstances.

CONFLICTS OF INTEREST

70. Any Member, including any person who is a member of any of the Board, the Sporting Council, a working party or the Audit Group or any other decision making body of the Association (each, for the purposes of this Article 70, an **'Executive Body'**) may enter into or otherwise be interested in any contract, transaction or arrangement with the Association provided that:

- 70.1 in respect of any meeting of an Executive Body at which a resolution is to be proposed in respect of a matter in which a member of the Executive Body has a direct or indirect interest and which conflicts with the interests of the Association the relevant member shall:

- (a) not be counted in the quorum of the meeting for the purpose of the resolution;
- (b) not take part in any discussion concerning the matter;
- (c) not vote on the resolution; and
- (d) not seek directly or indirectly to influence the relevant decision.

- 70.2 It is the duty of every member or prospective member of an Executive Body fully and fairly to disclose all matters in which he is involved with or is likely to be involved with the Association during his period of office or expected period of office and in respect of which he 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 an Executive Body has a direct or indirect interest.

- 70.3 The disclosure by any applicable member of an Executive Body shall take place:

- (a) when that person is nominated for election to an Executive Body, by inclusion in curriculum vitae which shall be circulated to the persons who vote in such election;
- (b) whilst a member of an Executive Body by disclosure to the relevant Executive Body and the Board of any such interest that arises.

70.4 If any member of an Executive Body breaches the disclosure requirements referred to in this Article 70, the matter shall be referred to the Board which shall be bound to consider the matter and shall decide whether:

- (a) such member shall vacate office in accordance with the Articles of Association; and/or
- (b) such member should account to the Association for an amount equivalent to the financial reward or benefit which the Board reasonably considers such member has obtained (whether directly or indirectly) in respect of the matter which has not been disclosed as aforesaid.

70.5 Pursuant to section 175 of the Act a Director must avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Association unless the matter has been authorised by the Board and:

- (a) such authorisation will be effective only if:
 - (i) any requirement as to the quorum at the meeting of the Board at which the matter is considered is met without counting the member in question; and
 - (ii) the matter was agreed to without his voting or would have been agreed to if his vote had not been counted; and
- (b) such authorisation may (whether at the time of giving the authorisation or subsequently):
 - (i) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised;
 - (ii) be subject to such terms and for such duration, or impose such limits or conditions as the Board may determine;
 - (iii) be terminated or varied by the Board at any time.

This will not affect anything done prior to such termination or variation in accordance with the terms of the authorisation.

THE SEAL

71. The Board shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board, and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Chief Executive or by a second Director.

GENERAL MEETINGS

72. The Association shall in each year hold an Annual General Meeting of its Members, and shall specify the meeting as such in the Notices calling it. In no case shall more than fifteen months elapse between the end of one Annual General Meeting and date of the

next. The Annual General Meeting shall be held at such time and place as the Board shall appoint.

73. All General Meetings other than Annual General Meetings shall be called 'Extraordinary General Meetings'.
74. The Board may, whenever it thinks fit, convene an Extraordinary General Meeting. It shall also convene an Extraordinary General Meeting on such requisition (or, in default, may be convened by such requisitionists) as is provided by Sections 303, 304 and 305 of the Act. If at any time there are not within Great Britain sufficient Directors capable of acting to form a quorum, any Director or any two Members of the Association may convene an Extraordinary General Meeting on such a requisition in the same manner as nearly as possible as that in which the meetings may be convened by the Board.

NOTICE OF GENERAL MEETINGS

75. An Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution shall be called by at least twenty-one days' notice in writing. An Extraordinary General Meeting convened other than for the passing of a Special Resolution shall be called by at least fourteen days' notice in writing. 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.

An Extraordinary General Meeting or an Annual General Meeting 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 by 90% of all Members entitled to attend and vote thereat.

76. 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.
77. Every notice convening a General Meeting shall comply with the provisions of Section 325(1) of the Act as to giving information to Members in regard to their right to appoint proxies.

PROCEEDINGS AT GENERAL MEETINGS

78. 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:
- 78.1 the consideration of the accounts, balance sheets and reports of the Board and the Auditors;

- 78.2 the receiving of a report as to the election of members of the Sporting Council and the Board in place of the retiring elected members thereof;
- 78.3 the election of a President or President Elect;
- 78.4 the fixing of the remuneration of the Auditors;
- 78.5 the re-election of the retiring Auditors.
79. Proxies may be deposited at the Registered Office or, where specified in the notice convening such General Meeting, no later than 24 hours before the time of the General Meeting for which they are to be used, unless otherwise specified in the notice convening such Meeting.
80. 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 otherwise provided in these Articles, fifteen Members present in person and entitled to vote shall be a quorum.
81. 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 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.
82. The Chairman of the Board shall preside as Chairman at every Annual General Meeting or Extraordinary General Meeting, but if there is no Chairman or if he is not present within fifteen minutes after the time appointed for the holding of the meeting and willing to act, the Directors present shall elect one of their number to be Chairman of the Meeting.
83. If at any meeting no Director is willing to act as Chairman or if no Director 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.
84. 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.
85. 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:-

- 85.1 by the Chairman; or
- 85.2 by at least three Members present in person or by proxy; or
- 85.3 by any Member or Members present in person or by proxy 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.

86. 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.
87. 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.
88. 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

89. The President and President Elect (whether or not Members) 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. Every Member shall be entitled to appoint a proxy to exercise any of his rights to attend and to speak and vote at a meeting of the Association. No Member shall be entitled to receive notice of or be present or vote at any General Meeting, or upon a poll, or be 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. Postal votes in such form as the Board shall determine shall be accepted in respect of any 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.
90. The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve) -

"British Show Jumping Association

.....

I/We,, of, being a member/members of the above-named association, hereby appoint of, or failing him, of, as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/general meeting of the company to be held on 20....., and at any adjournment thereof.

Signed on 20.....”.

- 91. Where it is desired to afford Members an opportunity of instructing the proxy how he shall act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve) –

“British Show Jumping Association

.....

I/We,, of, being a member/members of the above-named association, hereby appoint of, or failing him of, as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/general meeting of the company, to be held on 20....., and at any adjournment thereof.

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

*Resolution No. 1 *for *against*

*Resolution No. 2 *for *against.*

**Strike out whichever is not desired.*

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

Signed this day of 20.....”.

GOOD CONDUCT AND DISCIPLINE

- 92. The Board shall have full power to make rules, regulations and bye-laws for the good conduct and discipline of Members in relation to the Association’s affairs and for the good conduct and discipline of all persons (whether officials or Members or not) entering, competing, showing or otherwise taking part in any Show.

- 93. All such rules, regulations and bye-laws shall be binding upon every Member and every person (whether a Member 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.

94. A meeting of the Stewards shall, when the meeting is for purposes relating to or connected with good conduct and discipline (and for no other purpose whatsoever), be deemed to be a meeting of the Board.

EXPULSION OF A MEMBER FROM ASSOCIATION

95. 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 Board or any other competent authority or whose conduct in any respect shall be in the opinion of the Board derogatory to the character or prejudicial to the interests of the Association may be removed from the Association by a resolution of the Board to that effect passed by a bare majority at a meeting at which at least five Directors shall be present and vote.
96. Not less than twenty-one days before the meeting at which a resolution under Article 95 shall be proposed, notice of the proposed resolution shall be sent by the Chief Executive to the registered address of such Member by first class post (or the nearest equivalent at the applicable time), 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.

INCOME AND EXPENDITURE

97. Education Income shall be applied as follows:
- 97.1 meeting the costs to, and incurred by the Association in providing training and education courses, classes and other forms of tuition (including the salaries and expenses of officers and employees of the Association engaged in the provision of such services (or a fair proportion of the salaries and expenses of those such officers and employees by whom the provision of such services is only part of their duties to the Association)); and a fair proportion of its central overhead costs; and thereafter
- 97.2 in furtherance of the continuation, improvement or expansion of its provision of training and education courses, classes and other forms of tuition (only).
98. Ordinary Income and the Association's funds or other assets shall be applied as follows:
- 98.1 the payment of reasonable and proper remuneration to any officer or employee of the Association in return for services rendered to the Association in the performance of his duties in the office to which he has been appointed by the Association (but not further or otherwise);
- 98.2 the payment in good faith of reasonable and proper remuneration to any Member in return for services rendered to the Association at its request on the basis that such Member would be remunerated for the provision of such services (but no member of the Sport Council shall receive payment for services provided solely in his capacity as a member of

the Sport Council but may be paid reasonable and verifiable expenses incurred by him in the provision of such services);

- 98.3 the awarding in good faith of any prize, monetary or otherwise, to any exhibitor, owner, competitor or entrant at a show who may be a Member;
- 98.4 the payment of reasonable interest at a rate determined by the Board on any money lent by the Association; and
- 98.5 the payment of any other expenses incurred in carrying on the Association's operations and generating its income and funds (including reasonable and proper rent for premises demised or let by any Member to the Association);

PROVIDED that (and subject to Article 97.2 above) Ordinary Income and the Association's funds or other assets shall be applied solely towards the promotion of the objects of the Association as set forth in these Articles, and no portion thereof shall be paid, distributed or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the Members.

ACCOUNTS AND AUDIT GROUP

- 99. The Board shall cause accounting records to be kept in accordance with Sections 386, 387, 388, 389 and 390 of the Act.
- 100. The accounting records shall be kept at the Office or, subject to Sections 386 and 387 of the Act at such other place or places as the Board may think fit, and shall always be open to the inspection of Directors. The Board shall lay before each meeting of the Sporting Council an update of the Association's financial position and once a year present the Annual Plan and Budget of the Association.
- 101. There shall be an audit group (the '**Audit Group**') to consider and keep under review the Association's financial position, liaise with, and review the actions of its auditors from time to time, report to the Board upon its activities, consider and deal with any audit and accounting matters raised with it by the Sporting Council from time to time, and operate within such other terms of reference as the Board may determine from time to time. The Audit Group shall comprise of a Members' Director (who will chair all meetings of the Audit Group) nominated by the Board, a Council Member nominated by the Sporting Council and such other person (not being a Director or Council Member) as the other members of the Audit Group appoint from time to time. The Audit Group shall only be quorate if all members thereof are present in a meeting.
- 102. 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 Directors) 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.

103. The Board shall from time to time in accordance with the Act cause to be prepared and printed and laid before the Board for approval such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to therein. The Board shall be responsible for laying the same before the Association in General Meeting.
104. 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.

AUDIT

105. Auditors shall be appointed and their duties regulated in accordance with Part 16 of the Act.

NOTICES

106. The Association can (save for a notice given under Article 96) deliver a notice or other document to a Member in any one or more of the following manners:
 - 106.1 by delivering it by hand to his registered address;
 - 106.2 by sending it by post or other delivery service in an envelope (with postage or delivery paid) to his registered address;
 - 106.3 by electronic mail or other form of electronic communication to an address notified by the Member in writing; or
 - 106.4 by posting it on the Association's website, the address of which shall be notified to the Member in writing (with notification that the applicable notice is so posted and the applicable login details) given in compliance with the relevant time requirements for the giving of the applicable notice; or
 - 106.5 by displaying it in a regular newsletter or other publication of the Association that is distributed to all Members provided that it would, in the ordinary course of delivery, be given in compliance with the relevant time requirements for the giving of the applicable notice.
107. Any Member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Association 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 and as provided by the Act, only those Members whose registered address is within the United Kingdom shall be entitled to receive notices from the Association.
108. Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

- 108.1 two clear days after being sent by first class post to that address;
- 108.2 three clear days after being sent by second class or overseas post to that address;
- 108.3 at the time it was sent, if notice is being sent by e-mail or other form of electronic communication;
- 108.4 at the time when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website;
- 108.5 on being handed to or left for the Member (or, in the case of a member organisation, its authorised representative) if the notice or document is being delivered by hand; or, if earlier,
- 108.6 as soon as the Member acknowledges actual receipt.
109. A Member present in person or by proxy at any meeting of the Association shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
110. Articles 106 to 109 (inclusive) do not affect any provision in any relevant legislation or any other provision in these Articles requiring notices or documents to be delivered in a particular way.
111. Notice of every General Meeting shall be given to:
- 111.1 every Member (and the President, any President elect and the Chief Executive) 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
- 111.2 the Auditors for the time being of the Association;
- no other person shall be entitled to receive Notices of General Meetings.

INDEMNITY

112. Except in cases where the provisions of this Article may be void under Section 532 of the Act, the Officers for the time being of the Association, Directors 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

113. Clause 6 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

THE COMPANIES ACT 2006

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

MEMORANDUM

of

THE BRITISH SHOW JUMPING ASSOCIATION

Incorporated 31st December, 1925

*New Memorandum adopted by
Special Resolution dated [16] August 2010*

THE COMPANIES ACTS, 1985 TO 2006

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 is "**The British Show Jumping Association**".
2. In this Memorandum of Association, the following expressions shall have the meanings assigned to them below:

'Association'	the British Show Jumping Association
'Member'	shall mean a member of the Association (and 'Members' shall be construed accordingly).
'Territory'	England, Scotland and Wales
3. The registered office of the Association will be situated in England.
4. The liability of the Members is limited.
5. Every Member undertakes to contribute to the assets of the Association in the event of it being wound up when 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 £1.
6. 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, but shall be given or transferred to some other institution or institutions within the Territory 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 its Articles of Association, such institution or institutions to be determined by the Members at or before the time of dissolution, or, in default thereof, by such Judge of the Court that 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.

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.