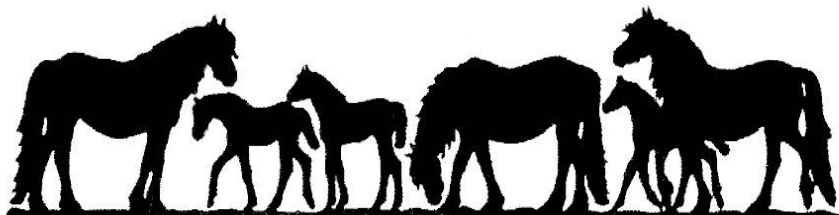


THE FELL PONY SOCIETY

Bank House, Boroughgate, Appleby, Cumbria, CA16 6XF
TEL: 017683 53100



Patron: Her Majesty The Queen

MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE FELL PONY SOCIETY

Company Limited by Guarantee
Company No. 3233346
Registered Charity No. 1104945

March 2015

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF THE FELL PONY SOCIETY

- 1 The name of the Company ("the Society") is The Fell Pony Society
- 2 The registered office of the Society is situated in England and Wales
- 3 The objects ("the Objects") of the Society are:-
 - 3.1 To foster and keep pure the old breed of native pony which has roamed the northern fells for centuries.
 - 3.2 To promote and encourage the breeding of registered Fell Ponies.
 - 3.3 To promote and advance the education of the public in all matters relating to the Fell Pony Breed and its environment and to promote and advance the acquisition and distribution of knowledge of all matters concerning the Fell Pony breed.
- 4 In furtherance of the objects but not otherwise the Society may exercise the following powers:
 - 4.1 To maintain and publish a Stud Book for the registration of Fell Ponies which shall be called the "Fell Pony Stud Book".
 - 4.2 To publish or otherwise disseminate information on all matters concerning registered Fell Ponies.
 - 4.3 To maintain the standard of ponies used for breeding and for registration in the Fell Pony Stud Book.
 - 4.4 To institute and encourage shows, sales, instructional courses, riding and driving for the disabled and competitions for the promotion of registered Fell Ponies.
 - 4.5 To act in an advisory capacity in reported cases of ill treatment of registered Fell Ponies
 - 4.6 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Society.
 - 4.7 To raise funds and to invite and receive contributions, provided that in raising funds the Society shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations.
 - 4.8 To acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property.

- 4.9 Subject to clause 5 below to employ such staff, (who shall not be Council Members of the Society) as are necessary for the proper pursuit of the Objects and to make all payment of pensions and superannuation to staff and their reasonable and necessary provision for the dependants.
- 4.10 To establish or support any charitable trusts, associations or institutions formed for all or any of the Objects.
- 4.11 To co-operate with other Charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them.
- 4.12 To pay out of the funds of the Society the costs, charges and expenses of and incidental to the registration of the Society as a Charity.
- 4.13 To do all such other lawful things as are necessary for the achievement of the Objects.

5 The income and property of the Society shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Society and no Council Member shall be appointed to any office of the Society paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Society; Provided that nothing in this document shall prevent any payment in good faith by the Society:

- 5.1 Of the usual professional charges for business done by any Council Member who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Society to act in a professional capacity on its behalf; Provided that at no time shall a majority of the Council Members benefit under this provision and that a Council Member shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion.
- 5.2 Of reasonable and proper remuneration for any services rendered to the Society by any member, officer or servant of the Society who is not a Council member.
- 5.3 Of interest on money lent by any member of the Society or Council Member at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Council.
- 5.4 Of fees, remuneration or other benefit in money in a company of which a Council Member may also be a member holding not more than 1/100th part of the issued capital of that company.
- 5.5 Of reasonable and proper rent for premises demised or let by a member of the Society or a Council Member.
- 5.6 To any Council Member of reasonable out of pocket expenses.

- 6 The liability of the Members is limited.
- 7 Every member of the Society undertakes to contribute such amount as may be required not exceeding £1.00 to the assets of the Society if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Society contracted before he or she ceased to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves.
- 8 The income and profits of the Society shall be applied in promoting the objects and no distribution shall be made to members of the Society.
- 9 If the Society is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Society but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Society by Clause 5 above, chosen by members of the Society at or before the time of dissolution and if that cannot be done then to some other charitable object.

THE COMPANIES ACTS 1985 to 1989

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION OF THE FELL PONY SOCIETY

1 PRELIMINARY

- 1.1 In these articles:
'the Act' means the Companies Act 1985 including any statutory modification or re-enactment of it for the time being in force;
'clear days' in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
'the Society' means the Fell Pony Society;
'the Articles' means these Articles of Association of the Fell Pony Society;
'the Memorandum' means the Memorandum of Association of the Fell Pony Society;
'the Council' means the council of management who are the Directors of the Society; (and "Council Member" has a corresponding meaning);
"the United Kingdom" means Great Britain and Northern Ireland; and words importing the masculine gender only shall include the female gender;
Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.
- 1.2 The Society is established for the purposes expressed in the Memorandum.

2 MEMBERS

- 2.1 Applications for membership shall be in writing in such form as may be required by the Council, but must include an undertaking to be bound by the Memorandum and Articles of the Society.
- 2.2 The Council shall have the right to refuse an application for membership without giving any explanation or reason for exercising such right.
- 2.3 The Council shall have the right for good and sufficient reason, and subject to a 2/3 majority of the Council taken on a poll, to terminate the membership of any member, provided that the member concerned shall have the right to be heard before any final decision is made.
- 2.4 Members of the Society shall be

- i) Full Members or
 - ii) Overseas Members (Members resident outside the United Kingdom)
 - iii) Associate Members or
 - iv) Honorary Life Members or
 - v) Junior Members or
 - vi) Family Members
- Full, Overseas or Associate Membership may be applied for by persons 18 years old and over on 1 January of the year applying for membership.
 - Honorary Life Members may be elected by the members in General Meeting upon recommendation of the Council.
 - Junior Membership may be applied for by persons under the age of 18 years on 1 January of the year applying for membership.
 - Family membership may be applied for by married or co-habiting couples and their children under the age of 18 years all residing at the same address.
- 2.5 Privileges of Members:
- 2.5.1 Full, Overseas and Honorary Life Members are entitled to:
- i) Vote at the Annual General Meetings, Extraordinary General Meetings and Council elections.
 - ii) Register Fell ponies in the Stud Book.
 - iii) Exhibit registered Fell ponies at shows organised by the Society.
 - iv) Compete for the Society's Special Rosettes awarded at shows throughout the Country
 - v) Receive the Society's magazine, newsletters and other free publications.
- 2.5.2 Associate Members are entitled to receive the Society's magazine, newsletters and other free publications.
- 2.5.3 Junior Members are entitled to:
- i) Register Fell ponies in the Stud book.
 - ii) Exhibit registered Fell Ponies at shows organised by the Society.
 - iii) Compete for the Society's Special Rosettes awarded at shows throughout the Country.
 - iv) Receive the Society's magazine, newsletters and other free publications.
- 2.5.4 Family Membership conveys upon its two adult members the rights and privileges of Full Members and upon its Junior Members the rights and privileges of Junior Members.

3 SUBSCRIPTIONS
The annual subscription or any alteration thereto shall be determined by the Council of the Society in accordance with the rules made under Article 9.1.5.

4 GENERAL MEETINGS
4.1 The Society shall hold a general meeting as its Annual General Meeting in the Spring of each year and shall specify the meeting as such in the notices calling it. The notices shall include the draft accounts of the Society. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Society and that of the next.
4.2 All general meetings shall be held in the United Kingdom at a time and place specified by the Council.
4.3 All general meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
4.4 The Council may, whenever it thinks fit, convene an Extraordinary General Meeting.
4.5 The Council shall, on a requisition made in writing signed by thirty or more members, at the expense of the requisitionists, immediately proceed to convene an Extraordinary General Meeting for a date not later than eight weeks after the date of the requisition. Any requisition made by members shall state the object of the meeting and the terms of any special or extraordinary resolution to be proposed and shall be left at the Registered Office of the Society. At such a meeting only matters specified in the notice may be discussed.

5 NOTICE OF GENERAL MEETINGS
5.1 At least twenty-one clear days before every Annual General Meeting and every Extraordinary General Meeting called for the passing of a special resolution and at least fourteen clear days before every other General Meeting, notice specifying the place, the day and the hour of meeting and, in the case of special business, the general nature of such business shall be given to all members and the Auditors of the Society.
5.2 The accidental omission to give notice to or non-receipt of a notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

6 PROCEEDINGS AT GENERAL MEETINGS
6.1 No business shall be transacted at any meeting unless a quorum of not less than twenty members having the right to vote at the meeting is present at the commencement of such business.
6.2 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 following week at

the same time and place and if at such adjourned meeting a quorum is not present the meeting shall be dissolved.
6.3 The Chairman of the Society, or in his or her absence the Vice Chairman, shall preside at every general meeting of the Society. If neither the Chairman nor the Vice Chairman is present at the time of holding the meeting the members present shall choose a member of the Council to be Chairman of the meeting.
6.4 The Chairman may, with the consent of a meeting at which a quorum is present (and shall if directed by the meeting), adjourn a meeting but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days notice shall be given specifying the time and place of the adjourned meeting and the nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
6.5 A resolution put to the vote at a general meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show hands, a poll is demanded. Subject to the provisions of the Act a poll may be demanded:
i) by the Chairman; or
ii) by at least five members having the right to vote at the meeting.
A poll shall be taken as the Chairman directs and the Chairman shall appoint scrutineers who need not be members. A declaration by the Chairman confirmed by the scrutineers that a resolution taken on a poll has been carried or lost shall be conclusive evidence of the fact and the number of votes cast for or against the resolution shall not be disclosed.
6.6 Unless a poll is demanded a declaration by the Chairman that a resolution has been carried or lost and an entry to that effect in the minute book of the Society shall be conclusive evidence of the fact without proof of the proportion or number of votes recorded in favour or against the resolution.
6.7 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall have a casting vote but shall not otherwise vote at meetings.

7 VOTES OF MEMBERS
7.1 Subject to Article 6.7, the following shall be entitled to vote at all general meetings and Council elections of the Society:-
i) Full members.
ii) Overseas members.
iii) Honorary life members.
iv) Family members over the age of eighteen years at the date of the meeting.

- 7.2 No member shall be entitled to vote for the election of the Council in any year if his or her subscription has not been paid on or before 15 February that year
- 7.3 No member shall be entitled to vote at a general meeting if his or her subscription to the Society has not been paid by the date of that meeting
- 7.4 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.

8 COUNCIL OF MANAGEMENT

- 8.1 The management of the affairs of the Society shall be conducted by the Council.
- 8.2 The Council shall consist of twenty members of the Society.
- 8.3 Four members of the Council shall retire each year but shall be eligible for immediate re-election at the Annual General Meeting without further nomination.
- 8.4 Members shall not be eligible for election to the Council unless they have been Voting Members of the Society for a period of at least five consecutive years.
- 8.5 Nominations for the Council shall be delivered to the Secretary on or before 1st January preceding the Annual General Meeting.
 - 8.5.1 Nomination forms will be supplied by the Secretary on request.
 - 8.5.2 Nomination forms must be signed by two members qualified to vote at the meeting (the proposer and seconder respectively) and the person proposed must sign the nomination form to signify his or her willingness to be appointed.
 - 8.5.3 The person proposed shall include in the nomination form a statement not exceeding 250 words in support of his or her election.
 - 8.5.4 No written canvassing other than the statement in the nomination form shall be permitted.
- 8.6 Election to the Council shall be by way of secret postal vote as follows:
 - 8.6.1 The proposer shall have responsibility for ensuring that the nomination is given to the Secretary on or before 1st January preceding the Annual General Meeting.
 - 8.6.2 Ballot papers listing all validly nominated candidates shall be posted to all paid up members entitled to vote at their addresses set out in the register of members not less than twenty one clear days before the date appointed for the Annual General Meeting.

- 8.6.3 Completed ballot papers shall be returned to the scrutineer appointed by the Council in a sealed envelope marked "Fell Pony Society Election of Council" to reach the scrutineer not less than ten days before the date appointed for the Annual General Meeting and it is the responsibility of members to ensure delivery. Non UK residents may return their ballot paper by facsimile or e-mail to the scrutineer.
 - 8.6.4 Only correctly completed ballot papers shall be valid and no other form of vote will be accepted.
 - 8.6.5 The validity of any ballot paper shall be determined by the scrutineer.
 - 8.6.6 The result of the ballot shall be announced at the Annual General Meeting.
- 8.7 A Council member shall cease to hold office if he or she
- 8.7.1 ceases to be a Council Member by virtue of any provision in the Act or is disqualified from acting as a Council member by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
 - 8.7.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs.
 - 8.7.3 resigns his or her office by notice to the Council (but only if at least three Council Members will remain in office when the notice of resignation is to take effect).
 - 8.7.4 is absent without the permission of the Council Members from all their meetings held within a period of six months and the Council Members resolve that his or her office be vacated.

9 POWERS OF THE COUNCIL

- 9.1 Subject to the provisions of the Act the Memorandum and the Articles and to any directions given by Special Resolution, the Council shall:
 - 9.1.1 have control over all the affairs and property of the Society and shall exercise all such powers of the Society as it thinks fit. The powers given by this article shall not be limited by any special power given to the Council by the articles and a meeting of the Council at which a quorum is present may exercise all the powers exercisable by the Council.
 - 9.1.2 engage all such officers and employees as it considers necessary and shall regulate their duties and (subject to Article 10.1) fix their salaries.
 - 9.1.3 have power to expend the funds of the Society in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Society such part of the funds as they may see fit and to direct the sale of any such

- investment and to expend the proceeds of any such sale in furtherance of the objects of the Society.
- 9.1.4 have power to enter into contracts on behalf of the Society.
- 9.1.5 have power from time to time to make rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Society and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may regulate the admission and classification of members of the Society and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.
- 9.1.6 have power to make or amend regulations regarding the Registrations and Transfers, The Stud Book, Stallion Licences and Service Book, Stallion and Colt Show and Premiums, the Breed Shows, the Annual Sale and Distribution of awards.
- 9.1.7 review the Judges Panel annually. Judges shall be elected to or removed from the Society's Panel by a majority vote of the Council by a poll.
- 9.1.8 maintain a record of all property, securities, cups or other trophies owned or held in trust by the Society and keep the same comprehensively insured to the full value.
- 9.1.9 make available to members details of all Premiums awarded by the Society.

10 COUNCIL MEMBERS' EXPENSES

- 10.1 The members of the Council may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Council or committees of the Council or otherwise in connection with the discharge of their duties but shall otherwise be paid no remuneration.
- 10.2 Except to the extent permitted by Clause 5 of the Memorandum, no Council Member shall take or hold any interest in property belonging to the Society or receive remuneration or be interested otherwise than as a Council Member in any other contract to which the Society is a party.

11 PROCEEDINGS OF THE COUNCIL

- 11.1 Subject to provisions of the Articles the Council may regulate its proceedings as it thinks fit. A Council member may, and the Secretary at the request of a Council member shall, call a meeting of the Council. It shall not be necessary to give notice

- of a meeting to a Council member who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. The Chairman of a Council Meeting shall have a casting vote, but shall not otherwise vote on resolutions of the Council,
- 11.2 The quorum for the transaction of the business of the Council may be fixed by the Council but shall not be less than one third of their number.
- 11.3 The Council may appoint one of its members to be the Chairman of its meetings and may at any time remove the Chairman from that office. Unless he or she is unwilling to do so, the Council member so appointed shall preside at every meeting of the Council at which he or she is present. If the Council member holding the office of Chairman is unwilling to preside or is not present within five minutes after the time appointed for the meeting the Council members present may appoint one of their number to be Chairman of the meeting.
- 11.4 The Council may appoint one or more sub-committees consisting of three or more Council members for the purpose of making any enquiry or supervising or performing any function or duty which, in the opinion of the Council, would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Council.
- 11.5 All acts done by a meeting of the Council or other committee of the Council shall, notwithstanding that it shall be afterwards discovered that there was a defect in the appointment of any Council member or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Council member and had been entitled to vote.
- 11.6 A resolution in writing, signed by all the Council members entitled to receive notice of a meeting of the Council or of a committee of the Council, shall be as valid and effective as if it had been passed at a meeting of the Council or (as the case may be) a committee of the Council duly convened and held. Such a resolution may consist of several documents in the same form each signed by one or more of the Council members.
- 11.7 Any bank account in which any part of the assets of the Society is deposited shall be operated by the Council and shall indicate the name of the Society. All cheques and orders for the payment of money from such account shall be signed by either the Secretary or the Treasurer and by one Council Member.

12 MINUTES

- 12.1 The Council shall keep Minutes in books kept for the purpose:

- and 12.1.1 of all appointments of officers made by the Council
- 12.1.2 of all proceedings at meetings of the Society and of the Council and of Committees of the Council including the names of the Council members present at each such meeting.

13 ANNUAL RETURN

The Council shall comply with its obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an Annual Report and its transmission to the Commissioners.

14 ACCOUNTS

Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

15 AUDITORS

Auditors shall be appointed and their duties regulated in accordance with sections 384 to 392 of the Act.

16 OFFICERS

16.1 President:

In every second year the Society shall elect a member of the Society to be President for a period of two years. The President shall be an ex-officio member of the Council. No person shall be appointed to the office of President unless notice has been given to the Secretary of the Society before 1st January preceding the Annual General Meeting of the intention to propose that person for appointment together with a notice signed by that person signifying his or her willingness to be appointed. Election shall be by a poll. A returning President shall not be eligible for re-election as President for two years after his or her term of office.

16.2 Chairman and Vice Chairman:

The Chairman and Vice Chairman of the Society shall be members of the Council and shall be elected by the Council by a poll at the next Council meeting after the Annual General Meeting in each year.

16.3 Secretary:

The Secretary shall be appointed by the Council. The Secretary shall be appointed for such term at such remuneration (if not a Council member) and upon such conditions as the Council may think fit and any Secretary so appointed may be removed by the Council

16.4 Treasurer:

The Treasurer shall be appointed by the Council. The Treasurer shall be appointed for such term as such remuneration (if not a Council Member) and upon such

conditions as the Council may think fit and any Treasurer so appointed may be removed by the Council.

17 INDEMNITY

Subject to the provisions of the Act every Council member or other officer or auditor of the Society shall be indemnified out of the assets of the Society against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.

18 BREED STANDARD

The following is the description of the Fell Pony and Scale of Points accepted by the Society and no alteration to the Description or Scale of Points shall be made except by the members at an Extraordinary General Meeting called for the purpose:

HEIGHT
COLOUR AND MARKINGS

Not exceeding 14 hands (142.2cm)
Black, brown, bay and grey.

Chestnuts, piebalds and skewbalds are debarred. A star and/or a little white marking on or below the hind fetlock is acceptable. An excess of white markings is discouraged, but such ponies are eligible for registration.

HEAD

Small, well chiselled in outline, well set on, forehead broad, tapering to nose.

NOSTRILS
EYES
and intelligent.

Large and expanding.
Prominent, bright, mild

EARS
and small.
THROAT AND JAWS
throatiness
NECK

Neatly set, well formed
Fine, showing no sign of nor coarseness.

Of proportionate length, giving good length of rein, strong and not too heavy, moderate crest in case of stallion.

SHOULDERS

Most important, well laid back and sloping, not too fine at withers, nor loaded at the points, - a good shoulder blade, muscles well developed.

CARCASE

Good strong back of good outline, muscular loins, deep carcase, thick through heart, round ribbed from shoulders to flank, short and well

FEET, LEGS AND JOINTS

coupled, hind quarters square and strong with tail well set on.

Feet of good size, round and well formed, open at heels with the characteristic blue horn, fair sloping pasterns not too long, fore-legs should be straight, well placed not tied at elbows, big well formed knees, short cannon bone, plenty of good flat bone below knee (eight inches at least), great muscularity of arm.

HIND LEGS

Good thighs and second thighs, very muscular, hocks well let down and clean cut, plenty of bone below joint, hocks should not be sickle nor cow-hocked.

MANE, TAIL AND FEATHER

Plenty of fine hair at heel (coarse hair objectionable), all the fine hair except that at point of heel may be cast in summer. Mane and tail are left to grow long.

ACTION

Walk, smart and true. Trot well balanced all round, with good knee and hock action, going well from the shoulder and flexing the hocks, not going too wide nor near behind. Should show great pace and endurance, bringing the

BREED TYPE /
GENERAL CHARACTERISTICS

hind legs well under the
body when going.

The Fell Pony should be
constitutionally as hard as
iron and show good pony
characteristics with the
unmistakable appearance
of hardiness peculiar to
mountain ponies, and at
the same time, have a
lively and alert
appearance and great
bone.

SCALE OF POINTS

| | | |
|--|----|-----|
| Height and colour | 5 | |
| Head, nostrils, eyes, ears, throat/jaw and neck | | 10 |
| Shoulders | | 15 |
| Carcase | 20 | |
| Feet, legs and joints and hind legs | | 25 |
| Action | | 25 |
| Breed Type / General Characteristics | | 100 |