THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF THE ASSOCIATION OF

BRITISH SHOW HORSE ASSOCIATION

(company number 04135915)

Adopted by Special Resolution on …………………………..

Interpretation

1 In these articles:

"annual general meeting" or "AGM" means a meeting as required by Article 3;

"the Association" means British Show Horse Association, company number 04135915, the company intended to be regulated by these articles;

"the Act" means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;

"the articles" means these Articles of Association of the Association;

"BM Term" means a Board Member term as defined in article 28;

"Board" means the board of directors of the Association;

"Board Member" means a director of the Association;

"Chairman" means the person elected by the Board to be the Chairman of the Board pursuant to Article 51;

"chairman of the meeting" means the person elected to be the chairman of a general meeting pursuant to these articles;

"clear days" in relation to the period of a notice means the 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;

"Co-opted Advisor" means a person who is appointed to advise the Board in accordance with Article 61;

"Electronic Voting Platform" has the meaning in article 33;

"the memorandum" means the memorandum of association of the Association as annexed to these articles and forming part of these articles;

"office" means the registered office of the Association;

"President" means the person elected to be President of the Association pursuant to Article 64.

“Rules” means the rules and bylaws adopted and updated from time to time in accordance with article 82;

"the seal" means the common seal of the Association if it has one;

"Secretary" means the secretary of the Association or any other person appointed to perform the duties of the secretary of the Association, including a joint, assistant or deputy secretary;

"the United Kingdom" means Great Britain and Northern Ireland; and

words importing the masculine gender only shall include the feminine 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.

Members

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(1) The subscribers to the memorandum and such other persons or organisations as are admitted to Membership in accordance with the rules made under Article 82 shall be Members of the Association. A member shall cease to be a Member in accordance with the Rules or if their annual subscription fee remains unpaid 28 days after becoming due.

(2) Unless the Board or the Association in general meeting shall make other provision under Article 82, the Board may in its absolute discretion permit any Member of the Association to retire, provided that after such retirement the number of Members is not less than two.

General Meetings

3. The Association shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Association and that of the next: Provided that so long as the Association holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the Board shall appoint. All general meetings other than annual general meetings shall be called general meetings.

4. The Board may call general meetings and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting for a date not later than eight weeks after receipt of the requisition.

Notice of General Meetings

5. An annual general meeting shall be called by at least twenty-one clear days' notice. All other general meetings shall also be called by at least twenty-one clear days' notice but may be called by shorter notice if it is so agreed:

    (1) in the case of an annual general meeting, by all Members entitled to attend and vote; and

    (2) in the case of any other meeting by a majority in number of Members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the Members.

    The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

    The notice shall be given to all the Members and to the Board Members and auditors.

6. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings

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(1) No business shall be transacted at any meeting unless a quorum is present. Thirty persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation or one twentieth of the total number of such persons for the time being, whichever is the lesser, shall constitute a quorum.

(2) Only Members on the date that the notice of a general meeting is given may vote at a general meeting.

(3) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which: (a) states the name and address of the member appointing the proxy; (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed; (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and (d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate. The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions. Unless a proxy notice indicates otherwise, it must be treated as: (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and (b) appointing that

person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

(4) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person. An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf

8. All general meetings including the annual general meeting shall be held in person only at a physical meeting, and Members shall not be entitled to attend or participate virtually, in a hybrid manner, by means of electronic facility, web platform or at a satellite meeting place. This article does not apply to an election of a Board Member pursuant to article 32 or the passing of a written resolution in accordance with the Act.

9. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine.

10. The President or in his absence the Chairman or in his absence some other Board Member nominated by the Board shall preside as chairman of the meeting, but if neither the President nor the Chairman nor such other Board Member (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Board Members present shall elect one of the Board Members to be chairman of the meeting and, if there is only one Board Member present and willing to act, he shall be chairman of the meeting.

11. If no Board Member is willing to act as chairman of the meeting, or if no Board Member is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairman of the meeting.

12. The chairman of the meeting may, with the consent of a meeting at which 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 an adjourned meeting other than business which might properly have been transacted at the meeting had 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 general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

12. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

(1) by the chairman of the meeting; or

(2) by at least two Members having the right to vote at the meeting; or

(3) by a member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

13. Unless a poll is duly demanded, a declaration by the chairman of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

14. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman of the meeting. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

15. A poll shall be taken as the chairman of the meeting directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results of the poll. The results of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

16. In the case of an equality of votes, the chairman of the meeting shall not be entitled to a casting vote and the motion shall be deemed to be defeated.

17. A poll demanded on the election of a chairman of the meeting or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman of the meeting directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

18. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

Votes of Members

19. Every member shall have one vote, save for Associate Members as defined in the Rules, who shall not be entitled to vote.

20. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Association have been paid.

21. 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 of the meeting whose decision shall be final and conclusive.

22. A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority

of the person voting or demanding a poll unless notice of the determination was received by the Association at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

23. Any organisation which is a member of the Association may by resolution of its council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Association, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Association.

Board Members

24. The number of elected Board Members shall be not less than five but (unless otherwise determined by ordinary resolution) not more than fifteen.

25. Board Members shall be appointed either by:

(1) election pursuant to articles 32 to 40 to fill a vacancy arising at the end of a BM Term or a casual vacancy arising for any other reason (including as a result of a Board Member ceasing to hold office); or

(2) by the Board to fill a vacancy for an interim period expiring at the following AGM pursuant to article 41.

Powers of the Board

26. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Association shall be managed by the Board, which may exercise all the powers of the Association. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the Board, which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Board by the articles and a meeting of the Board at which quorum is present may exercise all the powers exercisable by the Board.

27. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Board shall have the following powers namely:

(1) to expend the funds of the Association in such manner as it shall consider most beneficial for the achievement of the objects and to invest in the name of the Association such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Association;

(2) to enter into contracts on behalf of the Association.

Appointment and Retirement of Board Members

28. Subject to articles 30 and 42 Board Members shall hold office for a period of three consecutive years starting on the date of the annual general meeting at which they are appointed ("**BM Term**") and must retire at the annual general meeting on the third anniversary of such appointment, subject to any reappointment pursuant to article 32. For the avoidance of doubt, a Board Member in office at the date of adoption of these Articles shall be subject to their remaining term of office under the articles of association in force immediately prior to adoption of these articles and shall cease to hold office at the next AGM following expiry of such term, and thereafter their re-appointment shall be subject to these articles including in relation to their election, eligibility to be re-appointed and future terms of office.

29. A Board Member will be eligible to be appointed for additional BM Terms (whether or not consecutive) pursuant to, and subject to, articles 28 and 32.

30. In order to be eligible to be appointed or reappointed as a Board Member, a person must:

    (1) be a natural person aged 18 years or older; and

    (2) confirm to the Company in writing that in their reasonable opinion they are and will remain eligible in accordance with the criteria for Board Member eligibility in the Rules and that none of the circumstances in article 42 apply which would result in them ceasing to be a Board Member;

    and a Board Member must continue to meet the criteria for Board Member eligibility in the Rules to remain as a Board Member (save that Board Members in office at the date of adoption of these Articles shall not be subject to the criteria for Board Member eligibility in the Rules for their remaining BM Term but thereafter shall be subject to the criteria for Board Member eligibility in the Rules if they seek re-appointment).

31. Subject to article 50 (no quorum), a Board Member may only be appointed if there is a vacancy arising, as a result of an existing Board Member ceasing to be a Board Member for any reason (whether by resignation, death, ceasing to be eligible, the end of a BM Term or otherwise), or if the Board determine that additional Board Members shall be appointed and so there are additional vacancies.

32. Board Members who are retiring at the end of a BM Term shall not be automatically re-elected but shall be entitled to apply for re-appointment pursuant to article 35.

33. Subject to article 41 (appointment of Board Members by the Board until the next AGM) appointment of the Board Members shall be by way of ballot conducted by way of electronic election with votes cast on an electronic or web platform or such alternative, and with such electronic security measures, as the Board shall in its absolute discretion determine ("**Electronic Voting Platform**"). Only those members who have agreed to give and receive notices to and from the Association electronically pursuant to article 79 and provided an electronic address shall be entitled to vote. Such election shall not be conducted at a general meeting, but the appointment of the elected Board Members and the start of their BM Term shall take effect from the AGM following the relevant election.

34. The Board will invite applications for appointment or re-appointment to the Board at least four months before the AGM in respect of vacant roles (and any additional roles

pursuant to article 31) and may recommend knowledge, experience and competencies it has identified. The invitation will be sent to Members by notice in accordance with these articles and the Board may otherwise advertise the roles and seek external resources and assistance to do so in any manner it deems appropriate from time to time. The invitation shall specify the date for delivery of applications.

35. A person who wishes to be considered for appointment as a Board Member (including a Board Member seeking re-election) must deliver a written notice to the Association including their name and address, the particulars which would, if he or she were appointed, be required to be filed at Companies House, a declaration of any interests they have, a curriculum vitae and statement as to how they meet the requirements of the role, confirmation that they are eligible to be a Board Member in accordance with the articles and the criteria in article 30, and confirmation of their willingness to be appointed or re-appointed. Such written notice must be delivered to the Association for the attention of the Secretary of the Association by no later than the date specified for delivery of such notice within the invitation published in article 34.

36. The Association shall, at least 14 clear days before the AGM in each year, deliver electronically to all Members who have provided a valid electronic address to the Association (but not those Members who have not provided a valid electronic address), notice of all candidates who have submitted an application to be a Board Member which comply with article 35. The Board may exclude applications if they are aware any of the information or statements made in the application are incorrect or missing (and article 43 shall apply), but not otherwise. The notice shall include:

   (1) a statement that all Members who have provided a valid electronic address to the Association have a right to vote for the applicants;

   (2) an alphabetical list of the candidates under the heading of each vacant Board position;

   (3) a statement of the number of vacancies to be filled;

   (4) the option for Members to vote for ‘none’ of the candidates;

   (5) the electronic voting system or platform which will be used and how to access it;

   (6) the date by which votes must be cast; and

   (7) details of the applications submitted;

   and the accidental omission to give notice to a Member who has provided a valid electronic address to the Association shall not invalidate the result of the election.

37. Votes shall be cast on the Electronic Voting System by the date specified on the notice, and the Board shall review the votes cast. Only votes submitted on the Electronic Voting System shall be valid and no other vote will be accepted. Members who are eligible to vote (having provided a valid electronic address to the Association) shall be entitled to one vote only in respect of each Board position vacancy. If a Member votes more than once in relation to a Board position, all their votes for that Board position shall be disregarded.

38. The Board shall determine the result of the election 7 days after the last day on which votes may be cast, which shall be final and binding, except that if the Board become

aware during such period that the Electronic Voting System is or may not be functioning or there are or may be inaccuracies in the election, is shall appoint a scrutineer. The scrutineer may be such person as the Board determine in their absolute discretion (including without limitation the Chairman or the auditors), and they shall review the results of the election and may take such action as they deem appropriate in their absolute discretion, including running the election again or using an alternative Electronic Voting System before the AGM. The scrutineer shall then confirm the result to the Board, which shall be final and binding.

39. Those candidates who receive the most votes under each Board position shall be deemed to have been elected as a Board Member with effect from the next immediate AGM. In the event that the 'none of the candidates' option receives the greatest number of votes, no Board Member shall be appointed to that position. If two or more candidates obtain the same number of votes, the Board shall determine by lot at the AGM which candidate shall be elected.

40. The result of the election shall be announced at the Annual General Meeting, and the number of candidates equivalent to the number of vacancies shall be appointed as Board Members with effect from the conclusion of the Annual General Meeting. No further resolution to appoint the Board Members shall be required at the AGM.

41. The Board may appoint a person who is eligible pursuant to article 30 and willing to act to be a Board Member to fill a vacancy provided that the appointment does not cause the number of Board Members to exceed the maximum number of Board Members. A Board Member so appointed shall hold office only until the next following AGM. If not re-appointed by election with effect from such annual general meeting, he or she shall vacate office at the conclusion of the AGM.

Disqualification and Removal of Board Members

42. A Board Member shall cease to hold office if:
    (1) they retire at the end of their BM Term and are not re-elected in accordance with these articles. If a Board Member is not re-elected in an election pursuant to articles 32 to 40 they are not deemed re-elected;
    (2) cease to be a Board Member by virtue of any provision in the Act or are otherwise prohibited by law from being a Board Member;
    (3) a bankruptcy order is made against them or a composition is made with their creditors generally in satisfaction of their debts;
    (4) are not eligible to be a Board Member in accordance with the eligibility criteria in article 30, and either the Board becomes aware they were not eligible at the date of their appointment or they cease to be eligible after their appointment (even if they were eligible when they were appointed) because of a change in their position. A Board Member must give notice to the Board without delay if in their reasonable opinion they cease to be eligible to be a Board Member. If a person ceases to be eligible during their BM Term only because the Rules have changed, they shall not cease to hold office for that reason but shall be subject to the amended Rules if they seek re-election;
    (5) a registered medical practitioner who is treating that person gives a written opinion to the Association stating that that person has become physically or mentally incapable of acting as a Board Member and may remain so for more than three months;
    (6) resigns his office by notice to the Association (but only if at least two Board Members will remain in office when the notice of resignation is to take effect); or

(7) is absent without permission of the Board Members from all their meetings held within a period of six months and the Board Members resolve that his or her office be vacated.

43. To enable the Board to determine whether or not a Board Member or potential Board Member is or remains eligible in accordance with article 30, the Board may require them or their representatives to furnish to the Company information and evidence that the Board may request for that purpose. If the information or evidence is not provided to enable the Board to determine to its reasonable satisfaction that a Board Member or potential Board Member is or remains eligible, the relevant person shall not be entitled to vote at Board meetings or submitted for election pursuant to article 36 (as the case may be) until the Board is satisfied that the relevant information and evidence requested have been provided.

Board Member Expenses

44. The Board Members may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Board Members or committees of Board Members or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

Board Members' Appointments

45. Except to the extent permitted by clause 5 of the memorandum, no Board Member shall take or hold any interest in property belonging to the Association or receive remuneration or be interested otherwise than as a Board Member in any other contract to which the Association is a party.

46. A Board Member must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company which has not previously been declared. A Board Member must absent him or herself from any discussions of the Board in which it is possible a conflict will arise between his or her duty to promote the success of the Company and any personal interest, and shall not vote in such circumstances.

47. If a conflict of interest arises for a Board Member because of a duty of loyalty owed to another organisation or person (but they nonetheless remain eligible to be a Board Member in accordance with the eligibility criteria in article 30) and the conflict is not authorised by virtue of any other provision in the articles or memorandum, the unconflicted Board Members may authorise such a conflict of interest provided:

(1) the conflicted Board Member is absent from the part of the meeting at which there is a discussion relating to that other organisation or person;

(2) the conflicted Board Member does not vote on any such matter and is not to be counted when considering the quorum of Board Members present for that part of the meeting;

(3) the unconflicted directors consider it is in the interests of the Company to authorise the conflict of interest in the circumstances applying;

(4) the conflict does not involve a direct or indirect benefit to a Board Member.

Proceedings of the Board

48. Subject to the provisions of the articles, the Board may regulate its proceedings as it thinks fit. A Board Member may, and the Secretary at the request of a Board Member shall, call a meeting of the Board. Notice of a meeting shall be given to Board

Members irrespective of whether or not they are in the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes cast by the Board Members present, whether at a physical meeting or a virtual meeting in accordance with article 54, and Board Members not present shall not be entitled to vote by any means. In the case of an equality of votes, the Chairman shall have a second or casting vote.

49. The quorum for the transaction of the business of the Board may be fixed by the Board but shall not be less than five Board Members. Sub-committees of the Board shall have a quorum of two Board Members.

50. The Board may act notwithstanding any vacancies in its number, but, if the number of Board Members is less than the number fixed as the quorum, the continuing Board Members or Board Member may act only for the purpose of filling vacancies in accordance with article 41.

51. The Board shall annually, at the first Board meeting after the Annual General Meeting elect one of its number to be the Chairman of its meetings. The Chairman shall be appointed only by a majority vote with at least 75% of all the Board Members in office voting in favour.

52. No Board Member may be elected Chairman for more than five consecutive years after which time such member would not be entitled to be elected Chairman for a subsequent period of five years.

53. Unless he is unwilling to do so, the Board Member elected as Chairman shall preside at every meeting of the Board at which he is present, but if there is no Board Member holding that office, or if the Board Member holding it is unwilling to chair the meeting or is not present within five minutes after the time appointed for the meeting, the Board Members present may appoint one of their number to be Chairman.

54. Board meetings may be held either:

(1) in person at a physical meeting, with all Board members who are in attendance being in the same place; or

(2) at a virtual meeting in accordance with article 55, provided all Board Members in attendance participate virtually and they are not all in the same place;

but hybrid meetings involving some Board Members present in person and some participating virtually shall not be permitted.

55. Board Members participate in a virtual Board meeting when the meeting has been called and takes place in accordance with the articles, and they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting (whether by conference telephone, teleconference, web conferencing platform, video communications app or similar form of communication equipment) any information or opinions they have on any particular item of the business of the meeting. In determining whether Board Members are participating in a virtual Board meeting, it is irrelevant where any Board Member is (provided all Board Members in attendance participate virtually and they are not all in the same place) or how they communicate with each other.

56. If all the Board Members participating in a virtual meeting of the Board are not physically in the same place, the meeting shall be deemed to take place where the Chairman is located.

57. The Board may appoint one or more sub-committees consisting of three or more Board Members for the purpose of making any inquiry or supervising or performing

any function or duty which in the opinion of the Board would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Board.

58. All acts done by a meeting of the Board, or of a committee of Board Members, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any the Board 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 Board Member and had been entitled to vote.

59. A resolution in writing, signed by all the Board Members entitled to receive notice of a meeting of Board or of a committee of Board Members, shall be as valid and effective as if it had been passed at a meeting of the Board or (as the case may be) a committee of Board Members duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Board Members.

60. Any bank account in which any part of the assets of the Association is deposited shall be operated by the Board and shall indicate the name of the Association.

61. The Board may by resolution, in its absolute discretion co-opt persons with relevant expertise or competencies to advise the Board from time to time for a term of one year from their date of appointment (each a "**Co-Opted Advisor**"). At the expiry of their one year term a Co-Opted Advisor shall cease to be a Co-Opted Advisor but may be re-appointed at the discretion of the Board, taking into account the skills, expertise and competencies of the Board Members and other Co-Opted Advisors at such time. The Board my remove a Co-Opted Advisor by resolution and giving the Co-Opted Advisor notice in writing at any time before expiry of their one year term. A Co-Opted Advisor may be invited to attend Board meetings but is not automatically entitled to attend unless invited and they may be required to absent themselves either before or during the meeting by the Chairman (including without limitation if there is a potential conflict of interest or confidential matter to be discussed). A Co-Opted Advisor shall not be entitled to vote.

62. The Board shall appoint an Honorary Treasurer from time to time from among the Members who may attend at Board meetings.

63. The Secretary and the Honorary Treasurer shall act in all matters in accordance with the directions of the Board, and shall not be Board Members nor entitled to vote.

64. The Board shall elect a President who shall serve for a period of three years and then shall not be eligible for re-election for a further period of three years. The President may attend all Board meetings and speak thereat but is not a Board Member and shall not be entitled to vote.

65. The Board may invite certain supporters of the Association to become Vice-Presidents. Such Vice-Presidents shall not, unless they are also ordinary Members of the Association, be entitled to vote at any General Meeting of the Association, and shall not be a Board Member, attend Board meetings or vote.

66. The Board may invite certain supporters of the Association to become Patrons of the Association in recognition for their dedication and time served to the Association. Such Patrons shall not, unless they are also ordinary Members of the Association, be entitled to vote at any General Meeting of the Association and shall not be a Board Member, attend Board meetings or vote.

Secretary

67. Subject to the provisions of the Act, the Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any Secretary so appointed may be removed by it.

Minutes

68. The Board shall keep minutes in books kept for the purpose:

    (1) of all appointments of officers made by the Board; and
    (2) of all proceedings at meetings of the Association and of the Board and of committees of Board Members including the names of the Board Members present at each such meeting.

The Seal

69. The seal shall only be used by the authority of the Board or of a committee of Board Members authorised by the Board. The Board may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Board Member and by the Secretary or by second Board Member.

Accounts

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

Notices

71. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the Board need not be in writing.

72. A member present in person 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.

73. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

74. Subject to the requirements set out in the Act, any notice given or document sent or supplied to or by any person under these Articles, or otherwise sent by the Company under the Act, may be given, sent or supplied in hard copy form or in electronic form or partly by one of these means and partly by another of these means.

75. Notices shall be given and documents supplied in accordance with the procedures set out in the Act, except to the extent that a contrary provision is set out in these articles.

Notices in hard copy form

76. Any notice or other document in hard copy form given or supplied under these Articles may be delivered or sent by first class post (airmail if overseas):

(1) to the Company or any other company at its registered office; or

(2) to the address notified to or by the Company for that purpose; or

(3) in the case of an intended recipient who is a member, to such member's address as shown in the Company's register of members; or

(4) in the case of an intended recipient who is a Board Member, to their address as shown in the Register of Directors; or

(5) to any other address to which any provision of the Companies Acts (as defined in the Act) authorises the document or information to be sent or supplied; or

(6) where the Company is the sender, if the Company is unable to obtain an address falling within one of the addresses referred to in (1) to (5) above, to the intended recipient's last address known to the Company.

77. Any notice or other document in hard copy form given or supplied under these Articles shall be deemed to have been served and be effective if delivered, at the time of delivery; or if posted, on receipt or 48 hours after the time it was posted, whichever occurs first.

Notices in electronic form

78. Subject to the provisions of the Act, any notice or other document in electronic form given or supplied under these Articles may:

(1) if sent by email (provided that an address for email has been notified to or by the Company), be sent by the relevant form of communication to that address; or

(2) be sent by such other electronic means (as defined in section 1168 of the Act) as the Company may specify and to such address(es):

(i) as the Company may specify on its website from time to time; or

(ii) as specified by notice (in hard copy or electronic form) to or by the Company from time to time;

including by way of transmission to or by the Company of notices or documents on an electronic platform (including votes submitted by members to appoint a Board Member or otherwise).

79. Any notice or other document in electronic form given or supplied under these Articles shall be deemed to have been served and be effective (where an electronic address has been notified to or by the Company), when sent.

80. Where the Company is able to show that any notice or other document given or sent under these Articles by electronic means was properly addressed with the electronic

address supplied by the intended recipient, the giving or sending of that notice or other document shall be effective notwithstanding any receipt by the Company at any time of notice either that such method of communication has failed or of the intended recipient's non-receipt.

Notice by means of a website

81. Subject to the provisions of the Act, any notice or other document or information to be given, sent or supplied by the Association to Members under these articles may be given, sent or supplied by the association by making it available on the Association’s website.

Indemnity

34. Subject to the provisions of the Act every Board Member or other officer or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment 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 Association.

Rules

82.

(1) Subject to article 82(2) the Board may from time to time make such rules or byelaws as it may deem necessary or expedient or convenient for the proper conduct and management of the Association and for the purposes of prescribing classes of and conditions of Membership, and in particular but without prejudice to the generality of the forgoing, they may by such rules or bye laws regulate:

(i) the admission and classification of Members of the Association (including the admission of organisations to Membership) 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;

(ii) the conduct of Members of the Association in relation to one another, and to the Association's employees and agents;

(iii) the eligibility criteria for Board Members;

(iv) the setting aside of the whole or any part or parts of the Association's premises at any particular time or times or for any particular purpose or purposes;

(v) the procedure at general meetings and meetings of the Board and committees of the Board in so far as such procedure is not regulated by the articles;

(vi) generally, all such matters as are commonly the subject matter of company rules.

(2) The Board shall adopt such means as they think sufficient to bring to the notice of Members of the Association all such rules or bye laws and all changes to them (whether in the notice of AGM of otherwise), which shall be binding on all Members of the Association, provided that the Association in general meeting shall have the power to alter, add to or repeal the rules or bye laws, and no rule or byelaw shall be

inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

APPENDIX

COPY OF THE MEMORANDUM OF ASSOCIATION OF BRITISH SHOW HORSE ASSOCIATION PROVISIONS OF WHICH, BY VIRTUE OF SECTION 28 COMPANIES ACT 2006, ARE TREATED AS PROVISIONS OF THE COMPANY'S ARTICLES OF ASSOCIATION

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MEMORANDUM OF ASSOCIATION OF BRITISH SHOW HORSE ASSSOCIATION

1. The Company's names is British Show Horse Association (and in this document it is called "the Association").

2. The Association's registered is to be situated in England and Wales.

3. The Association's objects ("the Objects") are

   (a) to improve the standard of equines and encourage their breeding;
   (b) to encourage shows to affiliate to the Association and abide by its rules and to endeavour to safeguard the interests of Members in every possible way.

4. In furtherance of the Objects but not otherwise the Association may exercise the following powers:

   (a) to set up all necessary registers in respect of equines;
   (b) to institute and encourage shows, sales, instructional courses and competitions, existing for the promotion;
   (c) to publish and/or otherwise disseminate information on all matters concerning equines;
   (d) 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 Association;
   (e) to raise funds and to invite and receive contributions: provided that is raising funds the Association shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
   (f) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
   (g) subject to clause 5 below to employ such staff, who shall not be directors of the Association (hereinafter referred to as "the Board"), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants.
   (h) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects.
   (i) to co-operate with charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar purposes and to exchange information and advice with them.
   (j) to pay out of the funds of the Association the costs, charges, and expenses of and incidental to the formation and registration of the Association.

(k) to do all such other lawful things as are necessary for the achievement of the Objects.

5. The income and property of the Association 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 Association, and no Board member shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association: provided that nothing in this document shall prevent any payment in good faith by the Association:

(1) of the usual professional charges for business done by any Board 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 Association to act in a professional capacity on its behalf: provided that at no time shall a majority of the Board Members benefit under this provision and that a Board member shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;

(2) of reasonable and proper remuneration for any services rendered to the Association by any member, officer or servant of the Association who is not a Board member;

(3) of interest on money lent by any member of the Association or trustee at a reasonable and proper rate per annum not exceeding two per cent less than the published base-lending rate of a clearing bank to be selected by the Board;

(4) of fees, remuneration or other benefit in money or money's worth to any company of which a Board member may also be a member holding not more than 1/100th part of the issued capital of that company;

(5) of reasonable and proper rent for premises demised or let by any member of the Company or a trustee;

(6) to any Board Member of reasonable out-of-pocket expenses.

6. The liability of the Members is limited.

7. Every member of the Association undertakes to contribute such amount as may be required (not exceeding £10) to the Association's assets 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 Association's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

8. If the Association is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall be given to some other body having objects similar to the Objects, chosen by the Members of the Association at or before the time of dissolution.