

**\*Please note the ‘typo’ on Resolution number 12 . The Solicitor had stated ‘three’ when in fact it should read ‘two’**

### **SPECIAL RESOLUTIONS**

That the existing articles of association of the Society as adopted on 1 April 2017 be amended as follows:

**Please see in Red, notes addressing the reasons why we seek to make changes to the specific Articles of Association. Why and what has changed.**

1	<p>That a new article 3(v) is added as follows:</p> <p>“In these Articles the expression ‘<b>meeting</b>’ includes, except where inconsistent with any legal obligation:</p> <ul style="list-style-type: none"><li>• a physical meeting;</li><li>• a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation;</li><li>• telephone conferencing; and/or</li><li>• any combination of the above.”</li></ul> <p><b>Circumstances have made us aware that we need flexibility to be able to convene meetings in a variety of diverse ways.</b></p>
2	<p>In article 3(i), that the existing definition of ‘United Kingdom’ be amended to:</p> <p>“means Wales, England, Northern Ireland and Scotland”</p> <p><b>Change from “means Great Britain and Northern Ireland” to the above. An unintentional consequence of the change, which may please a sector of the membership is that the revised definition can be used to give Wales specific identity.</b></p>
3	<p>That article 4 is amended as follows:</p> <p>“Every Member of the Society undertakes to contribute to the assets of the Society, in the event of the same being wound up while <b>they are</b> a Member, or within one year after <b>they</b> have ceased to be a Member, for payment of the debts and liabilities of the Society contracted before <b>they</b> ceased 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, such amount as may be required not exceeding two pounds.”</p> <p><b>In this amendment we seek to change “that person” to “they” in line with current gender neutral references</b></p>

4	<p>That article 6(i) be amended as follows:</p> <p>“To promote and facilitate the acquisition and distribution of information about the Welsh Breeds in all parts of the world including by the creation of a charter or similar from time to time (“Charter”) positioning the Society as the mother society for all filial Welsh Pony and Cob societies and associations in all parts of the world and encourage those bodies to sign and endorse the Charter.”</p> <p><b>This change addresses the issue of ensuring that the Welsh Pony and Cob Society is recognised as the mother society.</b></p>
5	<p>In article 6(ii), that the words “and Overseas Register” be added immediately after “International Register”.</p> <p><b>This addresses issues caused by changes to registration categories as a result of BREXIT.</b></p>
6	<p>That article 6(ix) be amended as follows:</p> <p>“To undertake the promotion, management and supervision of both traditional sales and online sales of horses and ponies and to appoint official auctioneers and agents for the conduct of Society sales in the United Kingdom or in any other part of the world.”</p> <p><b>“Online sales” have been added, as circumstances have dictated that these may be required.</b></p>
7	<p>That article 6(x) be amended as follows:</p> <p>“To promote the export of the Welsh Breeds to all parts of the world and in that connection to issue or withhold export certificates dealing with verification of the breeding of animals exported and to record an overseas register of Welsh breed animals and their part-bred descendants in the main body of the Welsh Studbook.”</p> <p><b>The following has been added “and to record an overseas register of Welsh breed animals and their part-bred descendants in the main body of the Welsh Studbook”, This again addresses issues caused by changes to registration categories as a result of BREXIT.</b></p>

8	<p>That article 6(xi) be amended as follows:</p> <p>“To supervise the importation or re-importation of animals of the Welsh Breeds and to accept or reject their inclusion in the Welsh Stud Books as the Council may in its entire discretion decide provided that the verification of eligibility or exclusion shall be in accordance with the Society’s breeding rules existing at that particular time.”</p> <p><b>The following has been added to safeguard registrations “provided that the verification of eligibility or exclusion shall be in accordance with the Society’s breeding rules existing at that particular time.”</b></p>
9	<p>That a new article 6(xxix) be added as follows:</p> <p>“In promoting the Welsh Breeds, the Society shall at all times aspire to have regard to the history, traditions, cultures, languages and vocabulary of Wales.”</p> <p>Current 6(xxix) will become 6(xxx).</p> <p><b>The inclusion of this resolution aims to address the core values and objectives of the society and other interested parties such as Welsh Government to whom the Society reports to as a passport issuing office.</b></p>
10	<p>That article 11(vii) be amended as follows:</p> <p>“The annual membership and any other subscription fees payable by the Members shall be such as the Council may, acting reasonably, from time to time determine. For the avoidance of doubt, it shall be reasonable for the Council to increase such fees at least in accordance with the official rate of UK inflation annually.”</p> <p><b>The changes suggested in this resolution allows the council the ability to steadily and reasonably increase membership fees and other subscriptions in line with UK inflation in preference to remaining at the same level which could in time demand a large one step rise .</b></p>
11	<p>That a new article 18(i)(e) is included as follows:</p> <p>“is delivered no later than 48 hours prior to the relevant general meeting, however when calculating this time no account shall be taken of any part of a day that is not a working day.”</p>

	<p><b>This is added to clarify the definition of the 48 hour period</b></p> <p>And that the word “and” is removed from the end of 18(i)(c) and include at the end of 18(i)(d).</p> <p><b>Move the “and “ to the following point</b></p>
12	<p>That article 24(i) be amended as follows:</p> <p>“At each annual general meeting there shall retire from Council any trustee who did not retire at either of the <b>three (this should read ‘two’</b> annual general meetings immediately preceding the present one (or, in the case of a trustee elected as a trustee under Article 25(x) or Article 25(xiv) or appointed as a trustee under Article 25(xv) in place of a trustee who has died or vacated office before the expiration of his term of office, whose predecessor in office did not retire at either of the two annual general meetings immediately preceding the present one).”</p> <p><b>Example: elected in 2021 (1<sup>st</sup> AGM), serves 1<sup>st</sup> year (AGM 2) serves 2<sup>nd</sup> year (AGM 3) serves 3<sup>rd</sup> year. Then has to retire and seek re-election (if desired) in 2024, (which would in effect be the fourth AGM since the initial election).</b></p>
13	<p>That article 25(i) be amended as follows:</p> <p>OPTION 1</p> <p>“Up to eighteen trustees shall be elected by the Society in accordance with the procedures provided for in these Articles.” OR</p> <p>OPTION 2</p> <p>“Up to fifteen trustees shall be elected by the Society in accordance with the procedures provided for in these Articles.”</p> <p><i>Note: There will be two votes here. Firstly, a members’ vote to determine (by simple majority) which of the above two options is preferred by the membership. Secondly, the preferred option shall then be put to the members for a further vote (by special resolution) to formally adopt that option.</i></p> <p><b>In this resolution there is a simple choice, remain at 15 trustees or increase to 18 trustees. Increasing to 18 trustees would allow the opportunity for more trustees to be involved in decision making and sharing the workload and commitment of individual trustees.</b></p>
14	<p>If OPTION 1 above is chosen, that article 22(iv) be amended as follows:</p>

	<p>“The minimum number of trustees shall be ten, unless otherwise determined by ordinary resolution, and shall be subject to a maximum of <u>eighteen</u>”.</p> <p><b>Only required if option 1 (change to 18 trustees) of the above is the majority decision.</b></p>
15	<p>That Article 25(ii) (c) and (d) be amended as follows:</p> <p>“(c) the member will not have served more than <u>three</u> terms as a trustee in the <u>nine</u> years previous to the date of the annual general meeting at which the results of the election are to be announced; and</p> <p><b>This is to allow an increase for the maximum period that a trustee is able to serve from the current 6 years to a maximum of nine consecutive years.</b></p>
16	<p>That a new article 26(i)(g) be added as follows:</p> <p>“is removed by a resolution of the Council present and voting at a meeting of the Council after the meeting has considered the views of that trustee and any relevant policy in place from time to time.”</p> <p><b>This additional resolution ensures that all relevant parties’ views are considered before a trustee is removed.</b></p>