

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

THE WELSH PONY AND COB SOCIETY

1. The name of the Company (hereinafter called "the Society") is "The Welsh Pony and Cob Society".
2. The registered office of the Society will be situated in Wales.
3. The objects of the Society are:
 - (i) To encourage the breeding and improvement of horses and ponies more especially those of the Welsh Breeds.
 - (ii) To advance the breeding in all districts and countered in the various arts and sciences connected with the use and management of horses and ponies in general and of the Welsh mountain Pony, the Welsh Pony, the Welsh Pony (Cob Type) and the Welsh Cob (hereinafter referred to as "the Welsh Breeds") and their Part-Breds.
 - (iii) To provide or assist in the provision for the public benefit, of facilities for recreation or other leisure time occupation, through the use of horses and ponies, but confined to facilities provided in the interests of social welfare within the meaning and so as to satisfy the requirements of the Recreational Charities Act 1958.
 - (iv) To prevent cruelty to and promote the welfare of horses and ponies.
4. As ancillary to the Objects set out in the preceding Clause (hereinafter called "the Primary Objects") but not further or otherwise to exercise all or any of the powers contained in the following paragraphs, but to the extent only that such powers may properly be exercised by a body having exclusively Charitable Objects:
 - (i) To promote and facilitate the acquisition and distribution of information about the Welsh breeds in all parts of the world.
 - (ii) To continue to maintain the publication of the Welsh Stud Book, Appendices and Welsh Part-Bred Register and International Register (hereinafter referred to as "the Welsh Stud Books") for issue to its Members and to the public in general at a price to be determined by the Council from time to time and to continue to register and enter therein and issue Passports to animals which are eligible for registration and entry subject to the regulations laid down by the Council from time to time with such revisions and amendments as may be necessary in the interest of the Society from time to time and to take such action thereon as the Council may decide in the interests of the Society.
 - (iii) To operate a scheme for the award of premiums with a view to improving the standard of the Welsh Breeds and their Part-Breds and of horses and ponies in general.
 - (iv) To organise and operate a panel of Judges and Inspectors and to conduct a Junior Judges Learner Scheme with a view to training judges and of recommending approved judges to organisers of shows and to hold Judges Conferences to promote uniformity of judging.
 - (v) To maintain a panel of Inspectors to examine animals of the Welsh Breeds in regard to their eligibility for entry in the Welsh Stud Books and subject to the regulations laid down by the Council from time to time

- (vi) To encourage the formation of Pony Improvement Societies which are to be established for exclusively charitable purposes in order to improve the Welsh Breeds and to demonstrate the values of using Premium Stallions and of selective breeding by eliminating inferior colts and stallions from stud use.
- (vii) To organise or support competitions, trials, events, tests, shows or exhibitions of horses and ponies of the Welsh Breeds in particular and to raise or provide funds whether out of capital or income for or towards the expenses thereof; to arrange classes and to give or augment prizes and awards of merit at shows approved by the Council and to appoint or recommend the appointment of Judges and Officials thereat and to collect verify and publish information relating to shows, sales and other activities connected with horses and ponies.
- (viii) To promote and conduct training classes, discussion groups, lectures, demonstrations and veterinary classes for breeders of the Welsh Breeds and of the public interested in the breeding and management of horses and ponies in general.
- (ix) To undertake the promotion, management and supervision of sales of horses and ponies and to appoint auctioneers and agent for the conduct of sales in the United Kingdom or in any other part of the world.
- (x) 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.
- (xi) 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.
- (xii) To issue such publications, films, articles and advertisements and generally to take such other steps to secure publicity for and extend the interest in and the popularity and usefulness of the Welsh Breeds as may from time to time be deemed necessary or desirable by the Council.
- (xiii) To investigate cases of doubtful or false pedigrees and also cases of conduct derogatory to or prejudicial to the interests of the Society and to take such action thereon as the Council may decide.
- (xiv) To undertake⁴ arbitration upon and settlement of disputes and questions relating to or connected with the Welsh Breeds or other horses and ponies and the breeding or ownership therefore or to nominate an umpire for such purpose or purposes
- (xv) To provide or hire or otherwise acquire offices, rooms and other facilities for the conduct of business or for meetings of the Society and to take such action thereon as the Council may decide.
- (xvi) To receive subscriptions, gifts, legacies or bequests and other payments made for any specific purpose or for the general purpose of the Society with power to appoint trustees or a trust corporation to act either alone or in conjunction with the Society and to hold and administer any such subscriptions, gifts, legacies or bequests and the investments or other property from time to time representing the same and to pay the proper fees of such trustees or such trust corporation in connection therewith.
- (xvii) To establish and support or aid in the establishment and support of any charitable trust association or charitable institution and to subscribe or guarantee money for the charitable purpose of the Society or calculated to further the Primary Objects.

- (xviii) To make alter or delete such rules and regulation as may be necessary for the carrying out of the Primary Objects as in the opinion of the Council may be deemed necessary from time to time.
- (xix) To borrow from time to time any moneys required for the purpose of the Society upon such security and at such interest as may be determined by the Council.
- (xx) To purchase lease or exchange or otherwise acquire any real or personal property and any rights or privileges which the Council may think necessary or convenient for the promotion of Primary Objects and to construct maintain and alter any buildings or erections necessary or convenient fro the work of the Society.
- (xxi) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society as may be thought expedient by the Council with a view to the promotion of the Primary Objects.
- (xxii) To invest moneys of the Society not immediately required for its purpose s in or upon such investments, securities or property as may be thought fir, subject nevertheless to such conditions (if any) as may for the time being imposed or required by law and subject also as herei9nafter provided.
- (xxiii) To do all such other things as are incidental or conductive to the attainment of the Primary Object or any of them

Provided that:

- (a) In case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.
 - (b) The Society shall not support with its funds any object or endeavour to impose on or procure to be observed by its Members or others, any regulation, restriction or condition which if an object of the Society would make it a Trade Union.
 - (c) In case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the Society shall not sell, mortgage charge or lease the same without such authority , approval or consent as may be required by law, and as regards any such property the Council or governing body of the Society shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their won acts, receipts, neglects and defaults, and for the due administration of such property in the4 same manner and to the same extent as they would as such Council or governing body have been if no incorporation had been effected, and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the said Secretary of State over such Council or governing body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Society were not incorporated.
5. The income and property of the Society, whencesoever derived, shall be applied solely towards the promotion of the Primary Objects, and no portion therefore shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Society.

Application of Funds

Provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Society or to any Member of the Society in return for

any services actually rendered to the Society, nor prevent the giving to a Member of the Society of such prize or award is mentioned in Clause 4 (vii), nor prevent the payment of interest at a rate not exceeding six per cent p.a. on money lent or reasonable and proper rent for premises demised or let by any Members to the Society: but so that no member of the Council or governing body of the Society shall be appointed to any salaried office of the Society or any office of the Society paid by fees and than no remuneration or other benefit in money or money's worth shall be given by the Society to any members of such Council or Governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Society: Provided that the provision last aforesaid shall not apply to any payment to any Company of which a members of the Council or governing body may be a member and in which such member shall not hold more that one-hundredth part of the capital, and any such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

6. No addition, alternation or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade.
7. The fifth and sixth Clauses of this Memorandum contain conditions to which a licence grant by the Board of Trade to the Society in pursuance of Section 19 (1) of the Companies Act 1948 is subject.
8. The liability of the members is limited.

Liability of Members on Winding up.

9. Every Member of the Society undertakes to contribute to the assets of the Society, in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts liabilities of the Society contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding two pounds.

*Application of Surplus
Funds on Winding up.*

10. If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Society, but shall be given or transferred to some other charitable institution or instructions having objects similar to the Primary Objects and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of paragraph 5 hereof, such institution or instructions to be determined by the Members of the Society at or before the time of dissolution and if so far as effect cannot be given to such provision, then to some charitable object. We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

* Names, addresses and descriptions of subscribers

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| 1. | Rt. Hon. Lord Kenyon, Gredington, Whitchurch, Salop | <i>Landowner</i> |
| 2. | Arwyn Williams, Y Fron, Tregaron, Cards. | <i>Medical Doctor</i> |
| 3. | R.J. Richards, Brynhyfyd, Talybont-on-Usk, Brecs | <i>Farmer</i> |
| 4. | T. Wilding-Davies, Fayreways, Dorstone, Hereford. | <i>Farmer</i> |
| 5. | H.LI. Richards, Allt., Bwlch, Brecon. | <i>Farmer</i> |

6. C. RosserJohn, 19 Warwick Road, Derwenfawr, Swansea *Solicitor*
7. Alison M. Mountain, Twyford Farm, Horsted Keynes. *Pony Breeder*

Dated this Thirtieth day of November 1970

Witness to the above Signatures

T.E. ROBERTS, *Secretary*.

* All names should be in full, the address should be defined, giving where practicable, the name of the street and the number of the house. The occupations should also be given.