

THE COMPANIES (GUERNSEY) LAW, 2008 (AS AMENDED)

NON-CELLULAR COMPANY LIMITED BY GUARANTEE AND NOT HAVING  
A SHARE CAPITAL

MEMORANDUM

and

ARTICLES OF INCORPORATION

of

**GUERNSEY RIDING AND HUNT CLUB LBG**

Registered this 25<sup>th</sup> day of January, 2012

**Carey Olsen**  
P O Box 98,  
Carey House, Les Banques, St Peter Port  
Guernsey, Channel Islands GY1 4BZ  
Tel: +44 (0)1481 727272 Fax: +44 (0)1481 711052  
[www.careyolsen.com](http://www.careyolsen.com)

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MEMORANDUM OF INCORPORATION

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**GUERNSEY RIDING AND HUNT CLUB LBG**

1. **NAME**

The name of the Company is "**GUERNSEY RIDING AND HUNT CLUB LBG**".

2. **REGISTERED OFFICE**

The registered office of the Company will be situated in Guernsey.

3. **LIMITED BY GUARANTEE**

3.1 The Company is a non-cellular company within the meaning of section 2(1)(c) of the Companies (Guernsey) Law, 2008 (as amended) (the "**Law**").

3.2 The Company is limited by guarantee within the meaning of section 2(2)(a)(ii) of the Law.

3.3 The Company shall have power by special resolution to make provision in this Memorandum of Incorporation for any matter mentioned in section 15(7) of the Law.

3.4 The Company shall power by special resolution to alter any provision in this Memorandum of Incorporation mentioned in section 15(7) of the Law.

4. **OBJECTS AND POWERS**

The objects and powers for which the Company is established are:

4.1 To promote and develop equestrianism at all levels within the Bailiwick;

4.2 To safeguard the interests of all members and to represent such interests with equestrian bodies outside the Bailiwick;

- 4.3 To select and promote representative teams and individuals from among its members to participate in competitions within and outside the Bailiwick;
- 4.4 To provide, maintain and enhance the quality of equestrian facilities, including but not limited to, land, stables, barns, sheds and other structures available to members;
- 4.5 To do all such things hereafter mentioned as may appear incidental or conducive to the pursuit or attainment of any of the above objects or to the exercise of any power (whether express or implied) possessed by the Company that is to say:-
  - 4.5.1 To accept subscriptions, donations, devises and bequests of any real or personal property or estate or effects, maintain and alter any of the same as are or may be necessary for any of the objects of the Company;
  - 4.5.2 To issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions or otherwise;
  - 4.5.3 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal estate;
  - 4.5.4 To sell, lease, mortgage or charge or otherwise deal with all or any part of the property of the Company;
  - 4.5.5 To construct, maintain and alter any houses, buildings, offices or installation;
  - 4.5.6 To borrow or raise money and give security for money or money's worth or for any debt, liability or obligation of the Company or of any third party interested in or otherwise having dealings in the ordinary course of business with the Company by the issue of or upon bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the Company or by mortgage or charge upon all of any part of the property of the Company and to give guarantees for the performance of obligations of any third party interested in or otherwise having dealings in the ordinary course of business with the Company;
  - 4.5.7 To invest funds of the Company on or upon such investments, securities or property as may be thought fit;
  - 4.5.8 To undertake and execute any trust or any agency business which may seem conducive to any of the principal objects;
  - 4.5.9 To subscribe to any local or national charities, and to grant donations for any public purpose or in support of any charitable cause or any such sport event as may be thought fit;

- 4.5.10 To subscribe to, or become a member of, any other association, organisation or club whose objects are wholly or partly similar to the objects of the Company, or the establishment or promotion of which may be beneficial to the Company. Any amalgamation shall only be with the express consent of the Company in general meeting;
  - 4.5.11 To purchase or otherwise acquire and undertake all or part of the property, assets, liabilities and engagements of any body with which the Company is authorised to amalgamate;
  - 4.5.12 To employ and pay any person or persons (notwithstanding that any such person may happen to be a member of the Company) in return for services rendered to the Company salaries, wages, charges and pensions;
  - 4.5.13 To insure and arrange insurance cover for, and to indemnify its officers, servants and voluntary workers and those of its members as thought fit from and against all such risks incurred in the course of the performance of their duties as may be thought fit;
  - 4.5.14 To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
  - 4.5.15 To do all such other lawful things as are incidental or conducive to or otherwise in furtherance of the attainment of the above objects or any of them;
  - 4.5.16 To carry out all these objects and powers in accordance with the principles of equal opportunities. There shall be no discrimination on the basis of sex, racial group, disability, marital status, sexual orientation religion or political beliefs and trade union activity;
- 4.6 Otherwise unlimited.

## **5. LIMITED LIABILITY**

The liability of the members is limited.

## **6. MEMBERS**

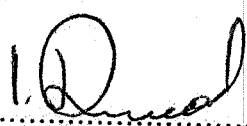
The number of members shall not exceed ten thousand (10,000).

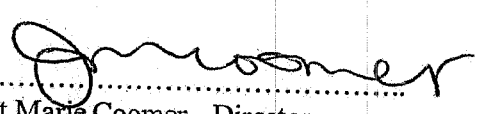
## **7. CONTRIBUTIONS**

Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company'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 Company's debts or liabilities incurred 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 as between themselves.

We, the persons whose names and addresses are written below, wish to be formed into a company under this Memorandum of Incorporation.

Names, and Addresses of Subscribing Members	Amount undertaken to be contributed
Ian Charles Domaille Les Prevosts La Rue des Prevosts St Saviour Guernsey GY7 9UQ	£1.00
Janet Marie Coomer St Ives La Mare Road Castel Guernsey GY5 7AT	£1.00
Trevor Paul De Garis Delisles Farm La Route des Delisles Castel Guernsey GY5 7JW	£1.00

  
.....  
Ian Charles Domaille - Director

  
.....  
Janet Marie Coomer - Director

  
.....  
Trevor Paul De Garis - Director

Dated this 25<sup>th</sup> day of January, 2012

THE COMPANIES (GUERNSEY) LAW, 2008 (AS AMENDED)

NON-CELLULAR COMPANY LIMITED BY GUARANTEE AND NOT HAVING  
A SHARE CAPITAL

ARTICLES OF INCORPORATION

of

**GUERNSEY RIDING AND HUNT CLUB LBG**

1. **PRELIMINARY**

In these Articles, if not inconsistent with the subject or context, the following words have the following meaning:

- 1.1 **"Annual Subscription"** shall be the fee payable by each Member as determined by Resolution at an annual general meeting of the Company;
- 1.2 **"the Articles"** means the articles of incorporation of the Company in their present form or as from time to time altered;
- 1.3 **"the Chair"** means the Officer of the Company appointed by the other Officers to be the chairman of the Executive Committee;
- 1.4 **"the Company"** means the Guernsey Riding and Hunt Club LBG;
- 1.5 **"Electronic Means"** shall have the meaning ascribed to it by the Law;
- 1.6 **"Extraordinary Resolution"** means a resolution of the Executive Committee passed as an Extraordinary Resolution in accordance with the terms of these Articles of Incorporation by a majority of two thirds of the votes of the members of the Executive Committee entitled to vote and voting thereon;
- 1.7 **"Executive Committee"** means the committee of management of the Company established in accordance with Article 7.1 of the Articles of Incorporation which shall consist of any number of Officers;
- 1.8 **"general meeting"** shall have the meaning given to it in Article 5.2 of the Articles;

- 1.9 **"Honorary Secretary"** means the elected member of the Executive Committee who shall be responsible for all documents, correspondence, minutes and such books as concern the duties of Honorary Secretary. The Honorary Secretary shall convene and attend where possible all meetings hereinafter set out;
- 1.10 **"Honorary Treasurer"** means the elected member of the Executive Committee who shall supervise the financial affairs of the Company subject to the directions of the Executive Committee and to see to the deposit of all monies received by the Company in the Company bank account. The Honorary Treasurer shall keep the accounts of the Company;
- 1.11 **"Law"** means the Companies (Guernsey) Law, 2008 (as amended);
- 1.12 **"Member"** means persons who have all the rights and responsibilities of membership of the Company inclusive of voting rights in accordance with Article 3 of the Articles of Incorporation;
- 1.13 **"Members' Register"** means a register kept at the registered office of the Company or at such other place within the Bailiwick as the Executive Committee may decide, containing the names, addresses and description of its Members;
- 1.14 **"the Memorandum"** means the memorandum of incorporation of the Company for the time being current;
- 1.15 **"Officer"** means the directors from time to time of the Company who have consented to act as directors of the Company in accordance with the Law;
- 1.16 **"Resolution"** means a resolution of the Company which shall be carried by a simple majority of the votes at an annual general meeting or general meeting of the Company, or a resolution of the Executive Committee which shall be carried by a simple majority of votes at the meeting of the Executive Committee, provided always that the chairman shall have a casting vote if required;
- 1.17 **"Special Resolution"** means a resolution of the Members passed as a Special Resolution in accordance with the terms of these Articles and the provisions of the Law by a majority of not less than seventy five per cent. of the votes of the Members entitled to vote and voting in person at the meeting;
- 1.18 **"the Statutes"** means the Law and every statute (including any orders, ordinances, regulations or other subordinate legislation made under it) for the time being in force concerning companies registered in Guernsey and affecting the Company and shall be deemed to include any statutory modification or re-enactment of such law;
- 1.19 **"Sub-Committee"** means subject to the provision set out in these Articles, any Sub-Committee of the Executive Committee of the Company;

- 1.20 **"the Vice Chair"** means the Officer of the Company appointed by the other Officers to be the vice chairman of the Executive Committee;
- 1.21 **"Waiver Resolution"** means a resolution of the Members passed as a waiver resolution in accordance with the Law by a majority of not less than ninety per cent. of the votes of the Members entitled to vote and voting in person at the meeting; and
- 1.22 **"Working Party"** means any temporarily constituted group set up by the Executive Committee or one of its Sub-Committees to report to the forming body on a specific matter.
- 1.23 Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Statutes but excluding any statutory modification of the Statutes not in force when these articles become binding on the Company.
- 1.24 Words importing the singular number only shall include the plural number and *vice versa*.
- 1.25 Words importing a particular gender only shall include any other gender.
- 1.26 Words importing persons shall include associations and bodies of persons, whether corporate or unincorporated.
- 1.27 Subject to the preceding paragraphs of this Article, any words defined in the Statutes or the Interpretation (Guernsey) Law, 1948 shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.
- 1.28 The headings are inserted for convenience only and shall not affect the interpretation of these Articles.
- 1.29 The standard articles of incorporation prescribed by the States of Guernsey Commerce and Employment Department pursuant to section 16(2) of the Law do not apply to the Company.

## 2. **OBJECTS**

The Company is established for the purposes expressed in the Memorandum of Incorporation.

## 3. **MEMBERSHIP**

- 3.1 The Company shall offer membership to any person being of good standing (who has either attained the age of 18 years or if not who provides the Company with a letter of consent from a parent or guardian) after completion and acceptance by the Executive Committee following the application procedure as set out in Article 3.2 below; payment of the Annual Subscription; and acceptance by the Member of the terms and conditions of membership (for the time being in force).



- 3.2 Subject to the provisions of the Law, on such terms and conditions as they see fit, any two members of the Executive Committee acting together may exercise the power of the Company to approve the appointment of a Member. After approval has been granted, the applicant's name, address and such other details as may be required by the Executive Committee in their discretion, shall be entered into the Members' Register.
- 3.3 All persons joining the Company as Members shall agree to support the objectives of the Company and to abide by the Articles, bylaws and rules of the Company.
- 3.4 The Annual Subscription of the Company as determined by Members at the annual general meeting shall be payable by each Member of the Company on the 1st of January in each year (or such other date as the Executive Committee shall in their absolute discretion determine).
- 3.5 All Members as determined by the Company's rules, for the time being in force, undertake severally to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up as provided in clause 7 of the Memorandum and Article 12 of these Articles.
- 3.6 The Executive Committee shall have the right to decline membership of the Company to any individual or organisation without assigning any reason.

#### **4. RETIREMENT AND DISQUALIFICATION OF MEMBERS**

- 4.1 Any Member of the Company desiring to resign his or her membership shall signify such desire in writing to the Company's registered office (or such other address as the Officers shall think fit). The Member's name shall then be removed from the Members' Register. Membership shall cease as soon as the Member's name is removed from the Members' Register.
- 4.2 Any Member whose Annual Subscription is unpaid thirty days after the due day shall automatically and without the need for notification of the Member upon the expiry of the thirty day period cease to be a Member of the Company and shall forfeit all rights in and claims upon the Company until such time as they shall re-apply for membership and the Annual Subscription together with any arrears and or re-application fee set by the Executive Committee has been paid to the Company unless the Executive Committee suspend the operation of this provision as regards any particular Member on such terms as it, in its discretion, may determine.
- 4.3 The Company shall be entitled to suspend or disqualify from membership any person: whose conduct has proved, or is believed by the Executive Committee likely to prove, prejudicial to the good standing of the Company or to the attainment of its objectives; or who has broken any rule of the Company; or who has broken any code of conduct of the Company in force from time to time.

- 4.4 Any Member expelled in accordance with these Articles, or otherwise ceasing to be a Member of the Company, shall forfeit all rights to or claims upon the Company or any return of fees paid and shall remain liable for any outstanding fees or charges due from them at the date of expulsion or cessation.
- 4.5 General powers of suspension are vested in the Executive Committee. Any Member of the Company may be suspended from membership upon the passing of an Extraordinary Resolution at a meeting of the Executive Committee, which said Extraordinary Resolution shall also determine the duration of such suspension.
- 4.6 Without prejudice to the generality of Article 4.5 the Company may from time to time issue guidance or directions with regard to compliance with Article 4.5.

5. **GENERAL MEETINGS**

- 5.1 The Company shall hold a general meeting as its annual general meeting each year, in addition to any other meetings in that year, and shall specify the meeting as such in notices calling it. Subject to the Law and these Articles, the first general meeting of the Company shall be held within a period of not more than eighteen months from the day on which the Company was incorporated. Subject to the Law, an annual general meeting shall be held once in every calendar year (provided that no more than fifteen months may elapse between one annual general meeting and the next) at such time and place as the Directors shall appoint.
- 5.2 All meetings other than annual general meetings shall be called "general meetings".
- 5.3 The Executive Committee may, whenever it thinks fit, and it shall on requisition made in writing in accordance with the Statutes, convene a general meeting. If at any time there are not within Guernsey sufficient members of the Executive Committee to form a quorum, any three members of the Executive Committee or any number of Members representing not less than ten per cent. of the total number of Members of the Company may convene a general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Executive Committee.
- 5.4 Subject to the Statutes, any requisition made by the Members shall state the object of the meeting and the terms of any Special or Extraordinary Resolution to be proposed there.
- 5.5 On the receipt of such requisition the Executive Committee shall immediately proceed to convene a general meeting; if it does not proceed to convene a meeting within eight weeks from the date of receipt of the requisition a majority of the members of the Executive Committee may themselves convene a meeting.
- 5.6 At least ten days before every general meeting or annual general meeting (as the case may be), notice specifying the place, the day and hour of the meeting, an agenda for the general

meeting or annual general meeting of the Company shall be sent to each Member or in such other manner, if any, as may be prescribed by the Company in a general meeting, but the accidental omission to give such notice to, or the non-receipt of such notice by, any Member shall not invalidate the proceedings at any general meeting or annual general meeting.

- 5.7 Subject as provided above, for an item of business to be accepted at an annual general meeting of the Company a motion shall be submitted in writing to the Honorary Secretary of the Company not less than twenty one days before the due date of the meeting by any Member of the Company.
- 5.8 No business shall be considered at a general meeting other than that contained in the agenda for the meeting.
- 5.9 Amendments to items of business may be proposed following the same procedures as set out in Article 5.7 save that proposed amendments must be received by the Company at least seven days prior to the meeting.
- 5.10 Alterations or additions to the Articles of the Company may be considered at any general meeting of the Company. The proposed alterations of the Articles shall be made in writing and submitted to the Honorary Secretary no less than twenty one days before the general meeting and shall be included on the agenda for the general meeting as required by Article 5.6 above. Any alterations or additions proposed in accordance with this Article shall require a Special Resolution.

## **6. PROCEEDINGS AT GENERAL MEETINGS**

- 6.1 No business shall be transacted at any meeting unless a quorum of not less than fifteen Members is present at the commencement of such business.
- 6.2 All business of the Company at a general meeting shall be made by Resolution unless a Special Resolution shall be required as stipulated by any of the terms of these Articles or the Statutes.
- 6.3 Subject to the provisions of the Statutes, and the Articles contained herein, all business requiring a Special Resolution of the Company must obtain no less than a seventy five per cent. majority of those voting (abstentions not included) in order to be carried.
- 6.4 Any Member shall have the right to attend and speak at all general meetings.
- 6.5 All votes shall be given personally by a show of hands unless at least one quarter of the Members present request that a secret ballot be held. In the case of an equality of votes the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a casting vote.

- 6.6 At any general meeting the chairman of the meeting may appoint two scrutineers from those present, whose function shall be to count the votes, whether the votes are cast in secret or not, and to organise secret ballots should the same have been requested in accordance with the procedure outlined in Article 6.5 above.
- 6.7 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 stand dissolved.
- 6.8 The Chair, or in his absence the Vice-Chair of the Company shall preside as chairman at every general meeting of the Company.
- 6.9 If neither the Chair nor the Vice-Chair are present at the time of holding a meeting the Members present shall choose someone of their number to chair the meeting.
- 6.10 The chairman of the meeting may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place (consent shall be defined by a simple majority vote).
- 6.11 At a general meeting, a declaration by the chairman of the meeting that a Resolution has been carried or lost, and any entry to that effect in the minute book of the Company shall be conclusive evidence of that fact.
- 6.12 No Member shall vote at any General Meeting if any money owing from him or her on any accounts to the Company remains unpaid. Any vote by such a Member shall be deemed to be invalid.
- 6.13 **Proceedings specific to annual general meetings:**
- 6.13.1 Business that is transacted at an annual general meeting shall include the laying before the meeting of the accounts and any documents annexed to them, the reports of the Chair or the Vice Chair, and any other Officers, the Honorary Treasurer, the Honorary Secretary, and from such Sub-Committees as are appropriate, the report of the auditors (if applicable), the election of Officers in the place of those retiring, the re-appointing of retiring auditors (if applicable), and the determination of the amount of the Annual Subscriptions, in addition to any other business usually brought forward;
- 6.13.2 Business other than that on the agenda for an annual general meeting ("**any other business**") may be considered at the meeting at the discretion of the chairman of the

meeting. No resolution of the Company shall be voted on or passed on any matter raised as any other business; and

- 6.13.3 When voting on the election of Officers at the annual general meeting, any retiring Officer shall abstain from exercising his vote.

## **7. THE EXECUTIVE COMMITTEE**

- 7.1 The Executive Committee shall be responsible for the day to day administration and financial affairs of the Company the voting members of which shall consist of the following:

- (a) the Chair;
- (b) the Vice-Chair;
- (c) any other Officer;
- (d) the Honorary Secretary;
- (e) the Honorary Treasurer; and
- (f) up to ten general committee members appointed at the annual general meeting of the Company.

- 7.1.1 The above shall together constitute the voting members of the Executive Committee and shall have one vote each in respect of all proceedings of the Executive Committee;

- 7.1.2 The quorum necessary for the transaction of business of the Executive Committee is four members of the Executive Committee;

- 7.1.3 The Executive Committee may continue to act even if their number is reduced by death, retirement or otherwise. However, if their numbers are reduced to below what constitutes a quorum, the continuing Executive Committee shall only act for the purpose of filling vacancies until a quorum is established;

- 7.1.4 Each of the above posts shall be mutually exclusive; and

- 7.1.5 No Officer or representative shall obtain pecuniary advantage by virtue of their position as any Officer of the Company or any member of the Executive Committee.

- 7.2 The offices of the Executive Committee shall be held for two years (and for such further time as is needed until the next succeeding annual general meeting) but on retirement as the occasion arises the incumbents shall be eligible for re-election.

- 7.3 The inaugural appointees to the offices of the Executive Committee shall automatically retire at the first annual general meeting of the Company but on retirement the incumbents shall be eligible for re-election.

- 7.4 If at any time during the year a vacancy for an Officer occurs on the Executive Committee, the Executive Committee shall, if appropriate, elect a replacement in an acting capacity to

serve until the next annual general meeting. Such person shall have all the powers including voting powers as if he had been appointed or elected Officer in the normal course.

- 7.5 Subject as provided above, the election of Officers shall take place in the following manner:
- 7.5.1 the election of the Officers shall be by nomination by any Member provided that such nomination is seconded by another Member and the written consent of the nominee to act if elected is obtained;
  - 7.5.2 the nominations for Officers must be submitted duly proposed and seconded to the Honorary Secretary, in writing, at least twenty one days prior to the date fixed for the holding of the general meeting at which the election is to be held; and
  - 7.5.3 both the proposer and seconder must be fully subscribed Voting Members of the Company.
- 7.6 The Officers shall be paid all reasonable expenses properly incurred by them in connection with the business of the Company.
- 7.7 Should an Officer be disqualified (Article 8) whilst in office, replacement may be elected by the Executive Committee on the same terms as under Article 7.4 above. This replacement will stand down at the next annual general meeting of the Company.
- 7.8 Control of the Company is vested in its membership via general meetings. Subject thereto the affairs and property of the Company shall be administered by the Executive Committee, which shall have the authority to make and alter rules and bylaws for the smooth running of the Company and its premises, the good conduct of members *inter se* and the regulation of all other matters of the Company generally. Without prejudice to the generality of the foregoing, the Executive Committee may by such rules and bylaws regulate:
- 7.8.1 the admission and classification (or reclassification) of the Members of the Company, and the rights and privileges of such Members and the terms on which persons may apply for membership and on which Members may resign or have their membership terminated;
  - 7.8.2 the appointment of Sub-Committee and Working Parties upon such terms as the Executive Committee may decide; and
  - 7.8.3 the procedure at General Meetings and meetings of any Sub-Committees and Working Parties insofar as such procedure is not regulated by these Articles.
- 7.9 The Executive Committee shall adopt such means as it deems necessary to bring to the notice of Members of the Company all such rules and bylaws, which so long as they shall be in force, shall be binding on all Members provided nevertheless that no rule or bylaw shall be

inconsistent with, or shall effect or repeal anything contained in the Memorandum or the Articles.

- 7.10 The Executive Committee shall exercise such powers and do such things as may be exercised or done by the Company, save such as are by these Articles or by any statute for the time being in force specifically required to be exercised or done by the Company in general meeting.
- 7.11 Without prejudice to the generality of the foregoing Article 7.10 the Executive Committee may exercise all the powers of the Company to borrow or raise money and give security for money or money's worth or for any debt liability or obligation of the Company or of any third party interested in or otherwise having dealings in the ordinary course of business of the Company by the issue of or upon bonds, debentures or debenture stock, bills of exchange, promissory notes or other obligations or securities of the Company or by mortgage or charge upon all or any part of the property of the Company and to give guarantees for the performance of obligations to any third party interested in or otherwise having dealings in the ordinary course of business with the Company.
- 7.12 The Executive Committee shall engage such employees as it may consider necessary and shall regulate their duties and fix their salaries and remuneration.
- 7.13 The Executive Committee may appoint any number of Sub-Committees or Working Parties to exercise, subject to its directions, a general control over specified parts of the work or business of the Company. Sub-Committees and Working Parties members shall receive all reasonable expenses, at the discretion of the Executive Committee, properly incurred, by them.
- 7.14 Sub-Committees and Working Parties shall act in an advisory capacity to the Executive Committee subject to the provisions of these Articles, unless a specific power or authority is given to a Sub-Committee or Working Party, for a specific occasion. All recommendations and decisions of Sub-Committees and Working Parties are subject to ratification by the Executive Committee before they become Company policy, decision, rule or bylaw.
- 7.15 **Proceedings at Executive Committee meetings:**
  - 7.15.1 The Executive Committee shall meet not less than six times in every calendar year and at least once in every three-month period, except that shorter notice may be given in order to consider matters of an urgent nature. If a period of more than three months elapses between meetings, the Officers may call a general meeting to reconstitute or propose the winding up of the Company as appropriate;

- 7.15.2 Additional meetings of the Executive Committee shall be called at the discretion of the Chair or by the Honorary Secretary of the Company upon receipt by him of a written request by not less than one third of the members of the Executive Committee;
- 7.15.3 All business at a meeting of the Executive Committee shall be made by Resolution and each member of the Executive Committee who is entitled to vote in accordance with these Articles shall have one vote;
- 7.15.4 The Chair shall preside at all meetings of the Executive Committee, or in his absence the Vice-Chair shall preside. Should neither the Chair nor the Vice-Chair be present at the meeting then a chairman shall be appointed from amongst those present. In any case the chairman shall have a second or casting vote;
- 7.15.5 Minutes of all meetings of the Executive Committee shall be recorded by the Honorary Secretary and circulated within twenty one days after the date of such meetings to all persons entitled to receive them;
- 7.15.6 A resolution in writing, signed by all the members for the time being of the Executive Committee, who are entitled to vote in accordance with these Articles, shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held, and may consist of several documents in like form signed by any one or more of the members of the Executive Committee.

## **8. DISQUALIFICATION OF OFFICERS**

- 8.1 The office of an Officer shall be vacated if any Officer:
  - 8.1.1 becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
  - 8.1.2 becomes ineligible from becoming an Officer in accordance with the Statutes; or
  - 8.1.3 dies, or
  - 8.1.4 resigns his or her membership of his or her office by written notice to the Company; or
  - 8.1.5 is absent from more than three consecutive Executive Committee meetings without explanation; or
  - 8.1.6 represents any office referred to in Article 7.1 which is abolished; or
  - 8.1.7 is deemed, by the Executive Committee passing an Extraordinary Resolution, to be guilty of conduct prejudicial to the good standing of the Company or to be attainment of its objectives, or who has broken any rule(s) of the Company, or whose conduct



has brought the Company into disrepute or who is judged to have been grossly negligent in the performance of his or her duties.

8.2 An Officer of the Company must, immediately after becoming aware of the fact that he or she is interested in any transaction or proposed transaction with the Company, disclose his or her interest in accordance with section 162 of the Law.

8.3 An Officer shall not vote in respect of any contract in which he or she is interested or any matter arising out of it, and, if he or she does vote, the vote shall not be counted.

## 9. **FINANCIAL**

9.1 The financial year of the Company shall run from 1 November to 31 October.

9.2 Unless the Company is eligible pursuant to the Statutes and the Members pass a Waiver Resolution exempting the Company from the requirement to have the Company's accounts audited, the Company shall appoint an Auditor annually and the Company's accounts shall be audited in accordance with the Statutes.

9.3 Accounts complying with the provisions of the Law (which for the avoidance of doubt include a profit and loss account and a balance sheet) shall be prepared by the Company. The accounts shall be accompanied by a report of the Officers stating the principal activities and the state and condition of the Company. The accounts and Officers' report shall be signed on behalf of the Officers by at least one of them. Where the Company is exempt from audit in accordance with Article 9.2, the Officers' report must state that its accounts are exempt from the requirement to be audited and have not been audited.

9.4 Subject to the Statutes, the books of account shall be kept at the registered office of the Company, or at such other place or places as the Officers shall think fit and shall at all times be open to the inspection of the Officers.

9.5 Annual Validations shall be carried out in accordance with the Statutes.

9.6 The Executive Committee shall manage the day to day financial affairs of the Company.

9.7 Bank accounts shall be opened in the name of the Company and all receipts of the Company shall be paid therein.

9.8 Any two persons expressly nominated for this purpose by the Executive Committee from time to time and signing together shall be the signatories for cheques drawn on the Company's bank accounts.

## 10. **NOTICES**

10.1 A notice may be given by the Company to any Member either personally, by sending it

through the post in a prepaid letter addressed to such Member at his or her place of abode, by advertising in the local press or by Electronic Means.

- 10.2 Any Member may notify the Company of an address or fax number for the purpose of his receiving communications by Electronic Means from the Company, and having done so shall be deemed to have agreed to receive notices and other documents from the Company by Electronic Means of the kind to which the address or fax number relates. In addition, if a Member notifies the Company of his e-mail address or fax number, the Company may, but is not obliged to, satisfy its obligation to send him any notice or other document by:

10.2.1 publishing such notice or document on a web site; and

10.2.2 notifying him by e-mail to that e-mail address or fax to that fax number that such notice or document has been so published, specifying the address of the web site on which it has been published, the place on the web site where it may be accessed, how it may be accessed and (if it is a notice relating to a shareholders' meeting) stating (i) that the notice concerns a notice of a company meeting served in accordance with the Law (ii) the place, date and time of the meeting, (iii) whether the meeting is to be an annual or general meeting, and (iv) such other information as the Law may prescribe.

- 10.3 For the avoidance of doubt, any address or fax number specified by a Member to the Company prior to the date of adoption of these Articles for the purpose of communicating by Electronic Means will constitute a notification of that address or fax number for the purposes of Article 10.2.

- 10.4 A notice, if served by post, shall be deemed to have been served on the second working day after posting and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, prepaid and posted. A notice, if sent by the Company by Electronic Means (in accordance with these Articles), shall be deemed to have been received at the expiration of twenty four hours after the time it was sent.

## 11. ALTERATION OF ARTICLES

Subject to the provisions of the Statutes, the conditions contained in its Memorandum and specifically the procedure set out in Article 5.10 the Company may not alter its Articles (including this Article) except by Special Resolution of its Members.

## 12. WINDING UP

- 12.1 The Company may only be wound up by a Special Resolution passed at a general meeting which has been called specifically for the purpose of winding up the Company.

- 12.2 Upon the winding up of the Company, a balance sheet (which shall be audited if the Company is not exempt from audit) shall be presented to the Company at the general meeting.

12.3 Every Member having undertaken, as set out in Clause 7 of the Memorandum, to contribute such amount as may be required (not exceeding £1) to the Company's assets when it is wound up in order to meet its debts and liabilities, shall make such equal contributions (not exceeding £1) as are necessary according to the balance sheet presented to the general meeting in accordance with Article 12.2 above.

12.4 If in the event of a winding up and after all liabilities of the Company have been met, there remain surplus assets they will be distributed in accordance with the wishes of the Members as decided by a Special Resolution of the Members passed at a general meeting of the Company called for that purpose, but subject thereto that such surplus assets shall be transferred either to another body with objects similar to the Company's objects or to another body the objects of which are the promotion of charity or anything incidental or conducive thereto (whether or not the body is a Member of the Company).

### 13. **DISTRIBUTIONS**

The income and property of the Company shall be utilised solely towards the promotion of its objects as set forth in these Articles and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, distribution, bonus or otherwise howsoever by way of profit, to the Members of the Company.

### 14. **APPOINTMENT OF AGENT**

The Officers may appoint any person (including any officer or employee of the Company) to act as the agent of the Company for such purpose and on such conditions as they determine, including the authority for the agent to execute documents on behalf of the Company or delegate all or any of his powers if specifically authorised by the Officers.

### 15. **POWER OF ATTORNEY**

15.1 Subject to the Law, the Officers may from time to time (and at any time) by power of attorney appoint any person, firm, or body of persons, whether nominated directly or indirectly by the Officers, to be the attorney of the Company for such purpose and with such of the Officers' powers, authorities and discretions and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with any such attorney as the Officers may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretion vested in him.

15.2 A power of attorney given by the Company shall be valid if executed by the Company under the common signature of the Company.

16. **INDEMNITY**

- 16.1 The Officers and other officers or employees of the Company shall be indemnified out of the assets of the Company to the fullest extent permitted by the Law from and against all actions, costs, charges, losses, damages and expenses which they or any of them may incur or sustain by reason of any contract entered into or any act done, concurred in or omitted, in or about the execution of their duty or supposed duty or in relation thereto.
- 16.2 The Officers may without the sanction of the Company in general meeting authorise the purchase or maintenance by the Company for any Officer or former Officer of the Company of any insurance which is permitted by the Law in respect of any liability which would otherwise attach to such Officer or former Officer.

17. **COMMON SIGNATURE**

The signature of the Company shall be:

**"GUERNSEY RIDING AND HUNT CLUB LBG"**

with the addition of the signature(s) of one or more Officer(s) of the Company authorised generally or specifically by the Executive Committee for such purpose, or such other person or persons as the Executive Committee may from time to time appoint.