

## **Memorandum of Association of The Haflinger Society of Great Britain**

- 1 The name of the company is the Haflinger Society of Great Britain (“the Charity”).
- 2 The registered office of the Charity will be situated in England and Wales.
- 3 The Charity shall maintain membership of the World Haflinger Federation.
- 4 The charities objects are:
  - (i) to preserve and improve the standard of horses and ponies in general, and in particular the breed of horse known as the haflinger in Great Britain by promoting and encouraging the breeding and importing of pure bred haflinger horses
  - (ii) to advance public education in all districts and counties in the various arts and sciences connected with the use and management of horses and ponies in general and of the haflinger in particular
  - (iii) to improve general standards in the management use and treatment of horses and ponies with particular reference to the special features of the haflinger horses by the education of breeders importers exporters owners judges veterinarians trainers and members of the public
  - (iv) 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.
  - (v) to prevent cruelty to horses and ponies
- 5 In furtherance of the objects, but not otherwise, the Charity may exercise the following powers:
  - (i) To maintain such records and pedigrees as are necessary to support the work of the Charity;
  - (ii) To publish a studbook and associated registers from time to time;
  - (iii) To implement the policies and the standards laid down by the World Haflinger Federation;
  - (iv) To draw, make, accept, endorse, discount, execute and issue promisory notes, bills cheques and other instruments, and to open and operate bank accounts and other facilities for banking in the name of the Charity;
  - (v) To invest or deposit funds in any lawful manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification).
  - (vi) To borrow money and to give security for loans but only in accordance with the restrictions imposed by the Charities Act 1993 (or any statutory re-enactment or modification of that Act).
  - (vii) To obtain, collect and receive money and funds by way of contribution, donations, legacies, grants and any other lawful method. The Charity can also accept and receive gifts of property of any description (whether subject to any special trusts or not) provided that the Charity shall not undertake any permanent substantial trading activities and shall conform to any statutory regulations;
  - (viii) To acquire, alter improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;

- (ix) Subject to clause 6 below to employ such staff who shall not be directors of the Charity (hereinafter referred to as “the trustees”), as are necessary for the proper pursuit of the objects and to make all reasonable and necessary for the provision for the payment of pensions and superannuation to staff and their dependants;
  - (x) To establish and/or support any charitable trusts, associations or institutions formed for all or any of the objects;
  - (xi) To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or similar charitable purposes and to exchange information and advice with them;
  - (xii) To pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
  - (xiii) To procure to be written, and print, publish, issue and circulate gratuitously or otherwise any reports or periodicals, books, pamphlets, leaflets and other documents, audio and video tapes and disks, films and any other instructional matter.
  - (xiv) To promote, encourage or undertake organised research and experimental work and make available the results of such research.
  - (xv) To do all such other lawful things as are necessary for the achievements of the objects.
- 6 The income and property of the Charity shall be applied solely towards the promotion of the objects and no part of such income and property shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money’s worth from the Charity: Provided that nothing in this document shall prevent any payment in good faith by the Charity:
- (i) of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf: Provided that at no time a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which he or her appointment or remuneration, or that his or her partner, is under discussion;
  - (ii) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a trustee;
  - (iii) of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;
  - (iv) of fees, remuneration or other benefit in money or money’s worth to any company to which a trustee may also be a member holding not more than 1/100<sup>th</sup> part of the issued capital of that company;
  - (v) of reasonable and proper rent for premises demised or let by any member of the Charity or a trustee;
  - (vi) of reasonable out-of-pocket expenses to any trustee.
- 7 The liability of the members is limited.
- 8 Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £1) to the Charity’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 Charity’s debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and

expenses or winding up, and for the adjustment of the rights of the contributories among themselves.

- 9 If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property, it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.
- 10 The Memorandum and Articles of Association of the Charity may be amended in accordance with the Companies Act 1985 and the Charities Act 1993 (or any statutory re-enactment or modification of these Acts) provided that no amendment shall be made:
  - (i) which shall cause the Charity to cease to be a Charity in law;
  - (ii) which shall cause the Charity to be a company to which section 30 of the Companies Act 1985 applies.