

ARTICLES OF ASSOCIATION
of
THE MOUNTED GAMES ASSOCIATION (GREAT BRITAIN) LIMITED

1 Preliminary

1.1 In these articles:

1.1.1 'Act' means the Companies Act 1985 including any statutory modification or re-enactment of it for the time being in force,

1.1.2 'AGM' means Annual General Meeting,

1.1.3 'Clear days' in relation to the period of a notice means that 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 ,

1.1.4 'EGM' means Extraordinary General Meeting,

1.1.5 'General Committee' means the General Committee of MGA(GB),

1.1.6 'MGA(GB)' means The Mounted Games Association (Great Britain) Limited,

1.1.7 'Officer' means a member of the General Committee,

1.1.8 'Region' means one of the five regional areas of Great Britain which are England North, England South, Northern Ireland, Scotland and Wales as defined in the Members handbook of the Association from time to time,

1.1.9 'Rider's Representative' means a member who is a riding member of MGA(GB) elected to represent their Region,

1.1.10 Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification of it not in force when these articles become binding on MGA(GB),

1.1.11 Where the context so admits words importing the singular include the plural,

1.1.12 Words importing the masculine include the feminine and vice versa,

1.1.13 Words importing persons shall include corporations.

1.2 MGA (GB) is established for the purposes expressed in the Memorandum of Association.

2 Admission of Members

2.1 Any person who wishes to become a member of MGA(GB) must sign and deliver to the registered office of MGA(GB) an application for membership in the following form:

'I (name) of (address) wish to become a member of MGA (GB) and I request you to enter my name in the Register of Members. I agree to be bound by the Memorandum and Articles of MGA (GB).

Signed.....

Dated.....

- 2.2 The application shall be accompanied by a registration fee of not less than £10.00.
- 2.3 Subject to the rights of the General Committee set out in Clause 2.4, the Executive Officer shall, as soon as possible after receipt of a correctly completed application form and registration fee, send the applicant a notice in writing confirming his admission to membership.
- 2.4 The General Committee reserve the right to refuse admission to membership of any person.

3 Rights of Members

- 3.1 All members shall be entitled to all such information and advice with regard to the objects of MGA (GB) as MGA (GB) or any of its Officers may be able to supply.
- 3.2 No right or privilege of any member as such shall be transferable or transmissible, but all such rights and privileges shall cease upon the member ceasing to be such, whether by death, retirement, or otherwise.
- 3.3 Only members aged 18 years and over shall be entitled to a vote in the proceedings of MGA (GB).
- 3.4 A member of MGA (GB) who has been given honorary membership of MGA (GB) shall be entitled to a vote in the proceedings of MGA (GB).

4 Termination of Membership

- 4.1 A member shall cease to be a member of MGA (GB) if:
- 4.1.1 In the case of an individual he dies or becomes of unsound mind,
- 4.1.2 In the case of a company or other statutory body a resolution is passed or an order is made winding it up or dissolving it,
- 4.1.3 If the annual subscription, which falls due on 1 January in every year, payable by him to the MGA (GB) is not paid within 3 months of it falling due,
- 4.2 The General Committee reserves the right to refuse to renew the membership of any member or to withdraw that membership.

5 Retirement of Members

Any member of MGA (GB) wishing to retire shall signify that wish in writing to the Executive Officer and his name shall then be removed from the list of members and he shall cease to be a member as soon as his name has been removed from the list.

6 General Meetings

- 6.1 MGA (GB) shall hold a general meeting each year as its AGM. This is in addition to any other meetings in that year. The notices calling that meeting shall specify the meeting as the AGM.
- 6.2 Not more than 15 months shall elapse between the date of one AGM and that of the next.
- 6.3 The AGM shall be held at such time and place as the General Committee shall appoint.
- 6.4 If notice prescribing a time and place for the AGM is not dispatched to the members on or before the last day of December in any year the AGM for that year shall be held at 11.00 am on the first Wednesday in February at the registered office of MGA(GB).
- 6.5 All general meetings other than AGMs shall be called EGMs.
- 6.6 The General Committee may, whenever it thinks fit, convene an EGM.
- 6.7 The General Committee shall, on a request made in writing by any 5 members of the General Committee or by any 30 or more members, immediately proceed to convene an EGM.
- 6.8 If it does not proceed to convene a meeting within 21 days from the date of the request, those who requested the EGM or a majority of them may themselves convene a meeting in accordance with the provisions of Section 368 of the Act.
- 6.9 Any request for an EGM made by 5 members of the General Committee or 30 members shall state the object of the meeting and the terms of any special or extraordinary resolution to be proposed at it.
- 6.10 The request must be left at the registered office of MGA (GB).
- 6.11 At least 21 clear days before every meeting a notice specifying the place, the day and the hour of meeting, and, in case of special business, the general nature of such business, shall be given to the members in the manner stated in regulation 7.1 of these articles, or in such other manner, if any, as may be prescribed by MGA (GB) in general meeting.
- 6.12 Either the AGM or an EGM may be called by shorter notice than 21 days if at a meeting of MGA(GB) :
 - 6.12.1 All the members entitled to attend and vote agree - if the meeting to be called is the AGM,
 - 6.12.2 A majority of the members entitled to attend and vote agree - if the meeting to be called is an EGM.
- 6.13 The accidental omission to give notice to, or the non-receipt of such notice by, any member shall not invalidate the proceedings at any general meeting.
- 6.14 If the AGM is not held in the year to which it relates both members who were members in the year to which it relates and any members who have joined the MGA (GB) since that year are entitled to a vote.

7 Proceedings at General Meetings

- 7.1 All business at any meeting shall be deemed special, with the exception at the AGM of :
 - 7.1.1 The consideration of the accounts and any documents annexed to them,
 - 7.1.2 The report of the General Committee,
 - 7.1.3 The report of the auditors,
 - 7.1.4 The election of members of the General Committee in the place of those retiring,
 - 7.1.5 The reappointment of retiring auditors and the fixing of their remuneration.
- 7.2 No business shall be transacted at any meeting unless a quorum of not less than 8 members including a director of the company or their proxy is present at the commencement of that business.
- 7.3 If, within half an hour from the time appointed for the meeting, a quorum is not present the meeting,
 - 7.3.1 If convened upon the request of 5 members of the General Committee or by any 30 or more members shall be dissolved,
 - 7.3.2 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.
- 7.4 The Chairman of the General Committee (or in his absence the Vice-Chairman) shall preside as Chairman at every general meeting of MGA (GB).
- 7.5 If neither the Chairman nor the Vice-Chairman is present at the time of holding a meeting the members present shall choose one of their number to be Chairman of the meeting.
- 7.6 The Chairman 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.
- 7.7 At any general meeting, unless a poll is demanded, a declaration by the Chairman that a resolution has been carried or lost and an entry to that effect in the minute book of MGA (GB) shall be conclusive evidence of the fact.
- 7.8 Any resolution put to the meeting will be decided by a show of hands unless a poll is demanded.
- 7.9 A poll may be demanded either before a show of hands or upon the declaration by the Chairman of the result of the show of hands.
- 7.10 A poll may be demanded by:
 - 7.10.1 The Chairman of the meeting,
 - 7.10.2 At least 3 members present in person or by proxy,
 - 7.10.3 Any member or members present in person or by proxy and who represent at least 10 per cent of the members having a right to vote at the meeting.

- 7.11 A poll demanded on the election of a Chairman or on a question of adjournment shall be taken immediately.
- 7.12 Any other poll can be taken at such time as the Chairman of the meeting directs (including at an adjourned meeting) but any other business of the meeting can be dealt with pending the taking of the poll.
- 7.13 The demand for a poll may be withdrawn.
- 7.14 In the case of an equality of votes either on a show of hands or a poll the Chairman of the meeting shall be entitled to a casting vote.

8 Votes of Members

- 8.1 Every member shall have one vote and no more but members under the age of 18 on the day of the meeting are not entitled to vote.
- 8.2 All votes may be given personally or by proxy appointed in accordance with this Article.
- 8.3 On a show of hands at a meeting only a member present in person may vote. On a poll a member present in person or by proxy may vote.
- 8.4 No member shall be entitled to vote at any general meeting either personally or by proxy if any money owing from him on any account to MGA (GB) is overdue.
- 8.5 A member may appoint a proxy to vote for him at any meeting. The proxy need not be a member.
- 8.6 A proxy must be appointed in writing and the document of appointment must be in the following form or a form close to it

I (name) of (address) a member of the MGA (GB) appoint (name) of (address) to vote on my behalf at the Annual/Extraordinary* General meeting of the company to be held on (date) and at every adjournment of that meeting.

This form is to be used to vote for/against* resolution number (insert number)*

The proxy may vote as he thinks fit*

Signed.....

Dated.....

*delete as required

- 8.7 The original form of proxy must be lodged either personally, by post or by facsimile (but not by email or other electronic form of communication) at the registered office of MGA(GB) or such other address as specified in the notice calling the meeting, at least 48 hours before the meeting at which it is intended to be used.

- 8.8 If a meeting is adjourned a member may appoint a proxy to vote his behalf at the adjourned meeting whether or not the member was present in person at the original meeting.
- 8.9 A member who appointed a proxy for a meeting may withdraw that proxy for any adjournment of that meeting whether or not he votes in person at the adjournment.
- 8.10 Notice of withdrawal in writing signed by the member must be lodged either personally, by post or by facsimile (but not by email or other electronic form of communication) at the registered office of MGA(GB) or such other address as specified in the notice calling the meeting at least 48 hours before the meeting in question.
- 8.11 A person duly appointed as attorney for a member may sign the form of proxy on his behalf but either the original deed of appointment or a certified copy of it must accompany the form of proxy when it is lodged at the registered office.

9 Election of the General Committee

- 9.1 The General Committee of MGA(GB) shall consist of the President, the Chairman, the Vice-Chairman, the Treasurer, the directors of MGA(GB), the Chairman and two members of the England North Regional Committee, the Chairman and two members of the England South Regional Committee, the Chairman and two members of the Welsh Regional Committee, the Chairman of the Scottish Regional Committee, the Chairman of the Northern Ireland Regional Committee and each of the Regional Riders Representatives.
- 9.2 The President, Chairman, Vice-Chairman and Treasurer of MGA(GB) , on being appointed to that position shall, if required by the General Committee, be appointed director and or/company secretary of MGA(GB) and shall diligently complete all necessary formalities to give effect to such appointment .
- 9.3 The President shall hold office for 3 years and shall at the end of their term of office be eligible for re-election.
- 9.4 The Chairman and Vice-Chairman shall hold office for 3 years and shall at the end of their term of office be eligible for re-election.
- 9.5 Their successors shall be chosen by a vote at the following EGM after the previous incumbent has ceased to be President, Chairman or Vice Chairman as the case may be.
- 9.6 The Treasurer shall be elected annually at the AGM and shall, at the end of their year of office, be eligible for re-election.
- 9.7 Any casual vacancy may be filled by the other members of the General Committee.
- 9.8 The General Committee may continue to act even though the number of its members is reduced by death, retirement or otherwise below the number of 8.

9.9 If at any time the number is reduced below 5 the continuing members of the General Committee shall act only for the purpose of filling vacancies until there are at least 8 members of the General Committee.

10 Powers of the General Committee

10.1 The General Committee shall have control over all the affairs and property of MGA(GB) and may prescribe, alter or cancel rules for the regulation of MGA(GB) and shall exercise all such powers as it thinks fit except as otherwise provided by these Articles.

10.2 The General Committee shall engage all such officers and employees as it may consider necessary and shall regulate their duties and fix their salaries.

10.3 The General Committee may appoint one of their number to exercise, subject to its directions, a general control over the work of MGA (GB). This office may be honorary or at the discretion of the General Committee, remunerated at such rate as the General Committee may from time to time determine.

11 Disqualification of Officers

An Officer must vacate his position if he:

11.1 Without the consent of MGA(GB) in general meeting holds any office of profit in MGA(GB),

11.2 Becomes bankrupt or makes any arrangement or composition with his creditors,

11.3 Becomes of unsound mind,

11.4 Resigns his office by notice in writing to MGA(GB),

11.5 Fails to become a member of MGA(GB) within one month of his appointment,

11.6 Ceases to be a member of MGA(GB),

11.7 Is directly or indirectly interested in any contract with MGA (GB) and fails to declare that interest in the manner required by Section 317 of the Act.

12 Regional Committees

12.1 Each Region of MGA (GB) shall have a Regional Committee which shall consist of a Chairman, a Vice-Chairman, a Treasurer, a Riders Representative and 1 member from each of the county teams in the region.

12.2 A Regional Committee shall meet at least once annually

12.3 A Regional Committee must:

12.3.1.1 Conform to any regulations imposed on it by the General Committee but in the absence of any specific regulations a Regional Committee shall conduct its business in accordance with the regulations laid down for the conduct of the meetings of the General Committee,

- 12.3.1.2 Send copies of its minutes to the Executive Officer within 7 days of holding a meeting,
- 12.3.1.3 Elect a Chairman from amongst its members but, if that Chairman is not present within 5 minutes of the time appointed for the start of the meeting, choose one of their number to be Chairman of the meeting.
- 12.3.1.4 Submit copies of accounts relating to any events organised by the Regional Committee and all funds held by the Regional Committee at least annually and/or whenever requested by the Treasurer of MGA (GB).
- 12.3.1.5 Arrange for the annual election of a Rider Representative from amongst the eligible riding members of the Region.

13 Riders Representatives

- 13.1 Regional Committee of MGA (GB) shall elect a Rider's Representative who must be over 18 years of age, a riding member of MGA (GB) and be registered as being eligible to represent that Region as a rider.
- 13.2 The Rider's Representatives must organise meetings of all riding members of MGA(GB) at least once annually
- 13.3 A Riders meeting must:
 - 13.3.1 Conform to any regulations imposed on it by the General Committee but in the absence of any specific regulations a Riders meeting shall conduct its business in accordance with the regulations laid down for the conduct of the meetings of the General Committee.
 - 13.3.2 Send copies of its minutes to the Executive Officer within 7 days of holding a meeting.
 - 13.3.3 Elect a Chairman from amongst its members but if that Chairman is not present within 5 minutes of the time appointed as the start of a meeting the Officers present shall choose one of their number to be Chairman of the meeting.

14 Executive Officer

- 14.1 The MGA (GB) may have an Executive Officer who shall be appointed by the General Committee for such term at such remuneration and upon such conditions as the General Committee may think fit.
- 14.2 If the office is vacant or there is for any other reason no Executive Officer capable of acting, anything required or authorised to be done by or to the Executive Officer may be done by or to any assistant or deputy Executive Officer.
- 14.3 If there is no assistant or deputy any officer of MGA (GB) authorised generally or especially by the General Committee may do anything required or authorised to be done.

15 Proceedings of the General Committee

- 15.1 The General Committee may meet as often as they think fit but in any event not less than twice every year.
- 15.2 Any Officer or the Executive Officer at the request of any Officer may at any time summon a meeting of the General Committee by not less than 7 days notice in writing to all the members of it. It shall not be necessary to give notice to any Officer for the time being outside the United Kingdom.
- 15.3 The General Committee shall make minutes of its proceedings including:
 - 15.3.1 The names of all Officers present at a meeting.
 - 15.3.2 All resolutions made at a meeting.
 - 15.3.3 The appointment of Officers made by the General Committee.
- 15.4 Questions arising at any meeting of the General Committee shall be decided by a majority of votes.
- 15.5 In the case of equality of votes the Chairman shall have a second or casting vote.
- 15.6 The quorum necessary for the transaction of business shall be 8 to include a director of MGA (GB) or their proxy.
- 15.7 The meetings of the General Committee shall be chaired by the Chairman of MGA (GB) or in his absence the Vice-Chairman.
- 15.8 If neither the Chairman nor the Vice-Chairman is present within 5 minutes of the time appointed as the start of a meeting the Officers present shall choose one of their number to be Chairman of the meeting.
- 15.9 All acts done by the General Committee shall be valid even if it is discovered later that there is a defect in the appointment of an Officer or that Officer was disqualified from acting.
- 15.10 A resolution in writing signed by all the Officers for the time being entitled to receive notice of a General Committee meeting shall be as valid and effectual as if it had been passed at a duly convened meeting of the General Committee.

16 Sub Committees

- 16.1 The General Committee may delegate any of its powers to a sub-committee.
- 16.2 A sub-committee must
 - 16.2.1 Conform to any regulations imposed on it by the General Committee but in the absence of any specific regulations a sub-committee shall conduct its business in accordance with the regulations laid down for the conduct of the meetings of the General Committee.
 - 16.2.2 Send copies of its minutes to the Executive Officer within 7 days of holding a meeting.
 - 16.2.3 Elect a Chairman from amongst its members but if that Chairman is not present within 5 minutes of the time appointed as the start of a meeting the Officers present shall choose one of their number to be Chairman of the meeting.

17 Alternate Officers

- 17.1 Any Officer may from time to time appoint an alternate Officer to act in his place at meetings. The name of that alternate Officer must be notified to the Executive Officer in writing not less than 24 hours before the first meeting at which the alternate Officer is to act in the place of the Officer.
- 17.2 A majority of the members of the General Committee must approve the appointment of an Alternate Officer and the General Committee may at any time withdraw that approval by not less than 24 hours notice in writing to both the Officer and the alternate Officer.
- 17.3 An alternate Officer must be a member of MGA (GB). He shall be able to be counted in a quorum at any meeting which he attends and shall be entitled to speak and vote at that meeting as if he were the Officer whom he is acting for.

18 Seal

The seal of MGA (GB) shall not be affixed to any instrument except by the authority of a resolution of the General Committee and except in the presence of at least one Officer and the Executive Officer both of whom shall sign the instrument.

19 Accountants and Accounts

- 19.1 Accountants shall be appointed and their duties regulated in accordance with the Act
- 19.2 The General Committee shall cause accounting records to be kept in accordance with Section 221 of the Act
- 19.3 The accounting records must be kept at the registered office of the MGA (GB) or, subject to Section 222 of the Act at any other place or places the General Committee thinks fit.
- 19.4 The accounting records shall always be open to inspection by any Officer.
- 19.5 No member who is not an Officer shall have any right to inspect the accounting records except as conferred by statute.
- 19.6 MGA (GB) in general meeting shall decide from time to time if a member who is not an Officer may inspect the accounting records.
- 19.7 The General Committee shall cause the accounting records required by Sections 227, 229, 235 and 241 of the Act to be presented to MGA (GB) in general meeting.
- 19.8 A copy of the balance sheet (and all documents required by law to be annexed to it) the Accountants Reports and General Committee Reports must be sent to every member and every debenture holder not less than 21 days before the general meeting at which they are to be presented.

20 Notices

- 20.1 A notice may be served by MGA(GB) on any Officer or member either personally or by sending it through the post in a prepaid first class letter addressed to such Officer or member at his registered place address or by email to his registered email address.
- 20.2 Any notice, if served by post, shall be deemed to have been served 24 hours after it is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, stamped and posted.
- 20.3 MGA (GB) does not have to give notice of general meetings to any member who has failed to supply it an address for notices within the United Kingdom.
- 20.4 Notice of all general meetings must be given to
- 20.4.1 every member
- 20.4.2 the Auditors
- 20.4.3 the legal personal representative of any deceased member
- 20.4.4 the trustee in bankruptcy of ant member who has been declared bankrupt
- 20.5 No other person is entitled to receive notices of general meetings

21 Indemnity

Subject to the provisions of Section 310 of the Act and in addition to the indemnity contained in Regulation 118 of Table A every Officer, the Executive Officer and any other official of MGA(GB) shall be entitled to be indemnified against all losses and liabilities incurred by him in the execution of his duties.

22 Cheques

All cheques and other negotiable instruments shall be signed in such manner as the General Committee shall resolve from time to time.

23 Winding up

- 23.1 MGA (GB) shall be wound up voluntarily whenever a special resolution is passed that MGA (GB) be wound up.
- 23.2 Clauses 6 and 7 of the Memorandum of Association of MGA (GB) shall have effect as if the provisions of that clause were repeated in these Articles.