



# Irish Horse Trials Society Limited

# Rules/ Constitution

**RULES****TABLE OF CONTENTS**

	<b>Rule No</b>
1. Interpretation, Construction of Rules	
2. Name, Registered office	1-2
3. Objects	3
4. Capital and shareholding	4-5
5. Membership, Shares	6-38
6. General meetings	39-49
7. Voting	50-63
8. President	64
9. Management of Society, Term of office of directors and rotation	65-79
10. Voting at board, conduct of board meetings	80-89
11. Powers of directors, disqualification and removal of directors	90-98
12. Chief executive officer, Chief financial officer	99-114
13. Sub-committees, Secretariat	115-118
14. Statutory obligations	119-124
15. Secretary, Accidental omission, Emergency provision	125-127
16. Subsidiary and the regions, Regional Committees	128-149
17. Instruments	150-154
18. Winding up, Unforeseen circumstances, Seal	155-158
19. Rules governing horse trials, events and competitions	159-160

**Appendix**

- 1 – Application for membership - individuals
- 2 - Application for membership - societies
- 3 - Form of Transfer of Shares
- 4 - Form of Proxy
- 5 - Requisition for Extraordinary General meeting
- 6– Nomination Form

Schedule – Supplementary Objects Clause.

## **INTERPRETATION**

- a) The Acts shall mean the Industrial and Provident Societies Acts 1893 to 1978 or any other Act altering or amending or re-enacting the same and the Act of 1893 shall mean the Industrial and Provident Societies Act 1893 and so on for each other of the Acts passed in a particular year.
- b) The Society shall mean the Irish Horse Trials Society Limited (IHTS) trading as Eventing Ireland.
- c) A 'Society' shall mean a Society registered under the Acts
- d) 'Member' or 'Shareholder' shall mean an individual over the age of 18 years or a Society or a company who is a member of the Society on the date on which the Rules were registered or who is thereafter duly admitted to membership of the Society and holding shares.
- e) The Board shall mean the Board of Management of the Society also known as The Board of Directors.
- f) Words importing the singular or plural number shall include the plural and singular numbers
- g) Words importing the masculine gender shall include the feminine gender
- h) A life member is a person who has paid a full life subscription or to whom the society has afforded honorary life membership and retains full voting rights
- i) EFI shall mean the Equestrian Federation of Ireland
- j) Registrar shall mean Registrar of Friendly Societies
- k) The expression he, him, and person shall include a society or other company.

## CONSTITUTION - IRISH HORSE TRIALS SOCIETY LIMITED

### “ALL PREVIOUS RULES RESCINDED”

#### NAME

1. The name of the Society is The Irish Horse Trials Society Limited (hereinafter referred to as ‘The Society’) trading as Eventing Ireland

#### REGISTERED OFFICE

2. The registered office of the Society shall be located at the offices of **Eventing Ireland, Beech House, Millennium Park, Osberstown, Naas, County Kildare.**

Notice of the situation of the registered office of the society shall be deemed to be given by these rules.

Notice of any change of office shall be sent to the Registrar of Friendly Societies within fourteen days thereafter in Form K in accordance with the Statutory Regulations.

#### OBJECTS OF THE SOCIETY

3. The Objects of the Society shall be –
  - i. The promotion, organising, holding, marketing, regulation, supervision, assisting and disciplining of horse trials and eventing competitions, events and meetings in Ireland, Northern Ireland and Internationally.
  - ii. The Organisation and employment of staff and the maintenance of an office administration for the benefit of members of the Society and to co-operate and consult with the Equestrian Federation of Ireland or such other public or other authority in organisations that may have power to promote the objects of the Society.
  - iii. To seek financial assistance for the promotion of the work of the Society and for the attainment of the objects of the Society including power to apply for grants, loans, and other assistance to statutory and other departments, bodies or persons and to furnish all such accounts, vouchers, receipts and discharges that may be properly required by such department, bodies or persons.
  - iv. To promote, encourage and organise horse trials, courses of instruction, lectures and demonstration and other equestrian events.
  - v. To print publish and sell magazines, books and leaflets, the contents of which are designed to promote the objects of the Society.
  - vi. To source and sell other such items as may be deemed appropriate to promote the objects of the society
  - vii. To undertake and execute any trusts for charitable purposes which may be conducive to the objects of the Society.
  - viii. To keep or assist in keeping records conducive to the attainments of the objects of the Society.

- ix. To draft, produce and publish or assist in producing and publishing Rules for the conduct of horse trials and competitions and other like events.
- x. To borrow money for the purposes of the Society
- xi. To recommend and donate such gift or gifts to the Irish Horse Trials Society Limited as the Management in their absolute discretion shall see fit from time to time.
- xii. To supervise and maintain the standards of individual riders and instructors, and for these purposes to conduct and assist in conducting inspections, examinations and other tests.
- xiii. To act as a disciplinary and regulation body for the conduct and participation of members, horses and riders in Horse Trials, competitions and other like events both nationally, in Northern Ireland and internationally.
- xiv. To ensure and provide that the Society will abide by the code of ethics for children in sport as laid down by the Irish Sports Council.
- xv. To regulate, supervise and implement the Members Rules and Code of Conduct.
- xvi. Those Objects listed in the Schedule attached to these Rules

## **CAPITAL AND SHAREHOLDING**

4. The capital of the Society shall consist of ordinary transferable Shares of €1 each fully paid. The Society may issue Loan Guarantee Shares.
5. No member other than a Society registered under the Industrial and Provident Societies Acts 1893 to 1978 hereinafter referred to as The Act shall hold an interest exceeding €6,000 in the Shares of the Society.

## **MEMBERSHIP**

6. The Society shall consist of such persons and of such societies registered under the Acts, as the Board of Directors may at their sole discretion admit to membership.
7. Applicants for membership shall pay the annual subscription for the current year and subscribe to one or more shares in the Society as the Board of Directors shall prescribe.
8. Applications for admission to membership for ordinary transferable shares shall be made by individuals in Form 1 and by societies in Form 2.
9. Applications shall be considered by the Board of Directors at the next ensuing meeting, and notice of admission or otherwise shall be sent to the Applicant within one week after the Board meeting at which the application is considered. Where an application for shares and membership is rejected the Board shall not be required to give any reason for such rejection. The Board of Directors may from time to time delegate their power under this rule to admit or not to admit a person to membership of the Society and to thereby subscribe for a share or shares in the Society to the Secretary of the Society or such other member or officer of the Society as they see fit.
10. Every Society admitted to membership may be represented by one Delegate at the General Meetings of the Society.

11. All members as holders of ordinary transferable shares shall rank equally with one another. As regards the obligation to pay any subscription to the Society, the Board of Directors shall classify the members of the Society as follows:
- (a) Ordinary Members
  - (b) Life Members who immediately prior to the incorporation of these rules have paid a life subscription and are thereby relieved of any obligation to pay any further subscription under these rules
  - (c) Honorary Members who are relieved of any obligation to pay any current year subscription.
12. No person carrying on any business **similar** to that to which the Society is engaged in shall be eligible to become or continue as a member of the Society **unless with the consent of the Board** and where a member carries on any business similar to that to which the Society is engaged in, **without the consent of the Board**, then that member **may** be deemed to be guilty of conduct detrimental to the Society within Rule 32 (b)

## SHARES

13. The share or shares of any members shall be transferable, subject however, to the approval of a majority of the Directors present at any meeting of the Directors and to the rules contained herein.
14. The share transfer shall not be valid or approved unless and until the registered member, his executors, administrators or assigns in bankruptcy shall execute a transfer in the form prescribed in the Appendix hereto and transmit same to the Secretary who shall in turn submit same to the Board of Directors for approval. Until such time as the Board of Directors approve in writing the share transfer, the transferor shall be deemed to remain the holder of the share.
15. The Board of Directors at its sole discretion may or may not approve the share transfer. The Directors are not obliged to give any reasons for refusing to approve or sanction a share transfer.
16. In no case shall the consideration for the transfer of shares exceed the nominal value of the share in the Society's books.
17. If any member transferring his shares is a holder of Loan Guarantee Shares, he shall not be entitled to transfer any shares unless at the same time he transfers an appropriate number of Loan Guarantee shares.

### Share Register

18. The Board of Directors shall keep a share register and all members shall be registered as such in a book to be kept by the Secretary for that purpose which shall show the name, registered address, number of shares, if any, amount paid thereof, and the date on which such member became registered as such. A shareholding member is not entitled to transfer part of his shareholding in the Society and must transfer his entire shareholding. The shares of a member may be transferred to one person only and cannot be divided. The Society shall not recognise any trusts of shares. The determination whether and how members may withdraw from the society and the claims of the representatives of deceased members or the trustees of the property of bankrupt members and the payment to nominees are provided for in Rules 19 – 24.

**Shares are not withdrawable**

19. No share shall be withdrawable. A Member may not withdraw from the Society otherwise than on the transfer of his shares, on transmission and nomination or by his expulsion.

**Transmission**

20. The executor or administrator of a deceased member or the official assignee of a bankrupt member or the trustees of an insane member or a member deemed insane may transfer the shares of a deceased or bankrupt member or an insane member but only to a transferee approved by the Board of Directors as provided for in Rules 13 – 17.
21. In the case of the death of a member, the survivor or survivors where the deceased was a joint holder, and the personal representatives of the deceased where he was a sole holder, shall be the only persons recognised by the Society as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
22. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the Board of Directors and subject as hereinafter provided, elect either to be approved himself as transferee of the share or to have some person nominated by him approved as the transferee thereof, but the Board of Directors shall, in either case, have the same right to decline or suspend approval as they would have had in the case of a transfer of the share by that member before his death or bankruptcy, as the case may be.
23. If the person so becoming entitled elects to be approved as a member himself, he shall deliver or send to the Society a notice in writing signed by him stating that he so elects. If he elects to have another person approved as a member, he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these rules relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.
24. No person entitled under the transmission clause to transfer any shares may vote at any General Meeting in respect of thereof in the same manner as if he were the registered holder of such shares, provided that 48 hours at least before the time of holding the meeting at which he proposes to vote, he shall satisfy the Board of Directors of his right to transfer such shares unless the Board of Directors shall have previously admitted his right to vote at such meeting in respect hereof.

**Nomination**

25. A shareholding member is entitled to nominate any person or persons to whom his shares shall be transferred at his death pursuant to the provisions contained in the Industrial and Provident Societies Act, 1893 and the Society shall maintain and keep a nomination book recording all persons so nominated and all and any revocations and variations.

**Liability of Members**

26. The liability of members shall be limited to their holding of Ordinary Shares and Loan Guarantee Shares.



**Subscriptions**

27. The Society shall be entitled to levy on its members annual or other periodic subscriptions, which said subscriptions shall be fixed from time to time by the Board of Directors. Save where otherwise provided, every member of the Society is obligated to pay any subscription levied on them by the Board of Directors. It is a condition to continued membership of the society that every member pay any subscription levied on them by the Society.
28. The annual subscription shall become due and payable on the 1st day of January of each year. Any other subscription shall become due and payable as directed by the Board of Directors but at all times the Board must allow for a period of at least 4 weeks between the resolution to levy a subscription other than the annual subscription and the date when that subscription is due and payable by the Members.
29. Members shall not be entitled to participate in any of the activities of the Society until the members subscription has been paid in full.
30. No member shall be entitled to a repayment of their subscription to the Society.
31. Where any member fails to pay either their annual or other subscription to the Society as required by these rules then they are liable to be expelled from the Society as hereinafter provided.

**Expulsion from Membership**

32. A member may be expelled from the Society on the following alternative grounds:
  - (a) the member has failed to pay either their annual subscription or any other subscription levied within 4 months from the date that the subscription being due and payable in accordance with these Rules whether the subscription shall be formally demanded or not; or
  - (b) the member is guilty of conduct detrimental to the Society. Expulsion may result from behaviours including but not limited to the use of prohibited substances, defrauding the society, knowingly breaking competition rules (cheating) to attain a higher placing or any other reason.
33. A member may be expelled from membership on the grounds set out in rule 32 by a Resolution of the Board of Directors passed by a majority of not less than two-thirds of those present and voting at the Meeting of which not less than 21 days clear notice specifying the intention to propose such a Resolution and the grounds thereof shall have been sent to the member concerned as well as to all members of the Board. The member concerned shall be given the opportunity to be heard at the said meeting. On considering any such Resolution the Board of Directors may as an alternative means of deciding the issue, by Resolution passed by not less than two-thirds of those present and voting at the meeting, delegate its authority in the manner to a sub-Committee of three members, one of whom shall be selected by the Chairman of the board and two of whom shall be appointed by the Board of Directors. If he is a member of the said sub-Committee, the Chairman of the Board of Directors shall be the Chairman of the sub-Committee, but otherwise the sub-Committee shall elect its own Chairman. The said sub-Committee shall have the power and authority of the Board of Directors to consider the matters at issue between the member and those proposing his expulsion and the said sub-Committee shall have the power to expel the said member if it is thought fit, in which event the member shall thereupon cease to be a member and the decision of the said Committee shall be final and binding on the member and on the Society.

34. Any member who is liable to be expelled by reason of Rule 32 (b) shall be furnished in writing 3 weeks prior to any meeting being taken to consider his expulsion full particulars of the Charges alleged against him.
35. On Expulsion, the full amount paid or credited upon the shares held by an expelled member, less such sums, including any subscription, as may be due by him to the Society, shall be paid to him. On the payment of the said sum or if no sum is due, as of the date of the decision by the Board of Directors to expel the member, the shares of the expelled member shall be cancelled and an entry of cancellation of his shares shall be made thereupon in the Share Register.
36. Any member expelled under the provisions of Rule 32 hereof shall forthwith forfeit all privileges of membership but shall continue to be liable for any subscription due to have been paid prior to the date of expulsion or for any other obligation incurred before that date less any sum deductible in accordance with rule 34 but provided always that the Board of Directors may cause to be returned to any such member such proportion of any subscription paid in advance, due regard being had to the expired period thereof.
37. A member expelled pursuant to Rule 32(a) may be re-admitted to membership of the Society as provided for in Rule 6. Otherwise, a two thirds majority vote of those Directors present and voting at any meeting of the Directors shall be required to re-admit an expelled member.
38. Any member, all of whose shares have been transferred or cancelled, or a member who shall cease to be eligible for membership under these Rules, shall thereupon cease to be a member of the Society. A member shall not otherwise be entitled to withdraw from the Society.

## **GENERAL MEETINGS**

39. The society shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in notices calling it and not more than 13 months shall elapse between the date of one Annual General Meeting of the Society and that of the next.
40. All general meetings other than the Annual General Meeting shall be called Extraordinary General Meetings. The Secretary on instruction by the Chairman may convene an Extraordinary General Meeting. An Extraordinary General Meeting shall also be convened as set out hereunder:-
  - i. By a majority decision of the Board of Directors;
  - ii. and/or at the request of 15% of the members entitled to vote at that time. This request must be in writing and the Extraordinary General Meeting shall only consider the business as specified in the written request.
41. The quorum of a General Meeting shall be 35 or 20% of the members of the Society entitled to vote whichever is the lesser.

## **Notice of General Meeting**

42. a. An Annual General Meeting and a meeting called for the passing of special resolution shall be called by 21 days notice in writing at least and a meeting of the society, other than an annual general meeting or a meeting for the passing of special resolution shall be called by 14 days notice in writing at least. In the case of notice served by post, the notice shall be deemed to have been served on the third

- weekday following the date of posting to the member's last address registered with the Society.
42. b. Notices as required in Ss 42a, 66d and 66j may be served by sending an email notification to the email address of the member as registered on the Society's Member database; notification by post need only be sent to those members who do not have an email address registered with the Society
42. c. Where a Region requires to serve notices on members for purposes similar or identical to those in Ss.42 or 66d or 66j those notices may be served in the manners described in S.42b
43. A general meeting may be adjourned from time to time for any period not exceeding 28 clear days. No business shall be transacted at an adjourned meeting except that relating to the original agenda of such meeting.
44. An ordinary general meeting may before or after the conclusion of its ordinary business be made extraordinary for any purpose for which 14 days written notice has been duly given.

### **Proceedings at General Meeting**

45. All business that is transacted at an Extraordinary General Meeting shall be deemed special, and also all that is transacted at an Annual General Meeting with the exception of consideration of accounts, balance sheets and reports of Auditors, the re-appointment of retiring Auditors, and the fixing of remuneration of the Auditors.
46. The Annual General Meeting shall :-
1. receive the report of the Board of Directors,
  2. receive the annual accounts
  3. receive the new members elected to the Board of Directors
  4. conduct any other business specified in the notice convening the meeting.
47. No business shall be transacted at any general meeting unless there is a quorum of members present and entitled to vote at the time when the meeting proceeds to business; save as herein otherwise provided.
48. 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 next month at the same time and place or to such other day and such other time and place as the committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed of the meeting the members present shall be a quorum.
49. The Chairman of the Board of Directors for the time being shall preside as Chairman of every general meeting of the Society, or if there is no such Chairman, or if he/she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act the Board of Directors shall elect one of their number to be Chairman of the meeting.

### **VOTING**

50. At any General meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded (before or on the declaration of the result of the show of hands).

- (a) by the Chairman or
- (b) by at least five members present in person.
51. Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the Minutes of proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.
52. Where a poll is taken voting shall be by secret ballot and at least two scrutineers shall be appointed by the Chairman.
53. Where there is an equality of votes, whether on a show of hands or on a poll 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.
54. All voting for the purposes of an election shall be by secret ballot unless the nomination is uncontested.
55. Every member entitled to vote shall have one vote only.
56. No objection shall be made to the validity of any vote except at the meeting or poll at which such vote shall be tendered and every vote not disallowed at such meeting or poll and given personally shall be deemed valid for all purposes whatsoever.
57. No amendment shall be made to the Constitution unless with the consent of three quarters of the votes of the members present who are entitled to vote at an Extraordinary General Meeting convened for that purpose. Every alteration or amendment shall be duly registered with the Registrar of Friendly Societies and on registration, issued with the Rules of the Society for the time being.
58. **A member is entitled to vote at an AGM or EGM to be held by 30 March latest, provided their membership has been paid in full for the previous calendar year. Voting at Annual General Meetings or Extraordinary General Meetings of the Society shall be either personally or by proxy”.**
59. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or, if the appointer is a body corporate, either under seal or under hand of an officer or attorney duly authorised. A proxy need not be a member of the Society.
60. The Instrument appointing a proxy and the Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office or at such other place within the State as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the Instrument proposes to vote, or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
61. The instrument appointing a proxy shall be in the following form or a form as near hereto as circumstances permit;

*Irish Horse Trials Society Limited*

*I/we                    of                    in the County of                    being a member/members of  
the above Society, hereby appoint                    of                    failing him                    of*



- and another Four directors shall represent the general membership.
- c. The Board of Directors shall arrange for an election to be held at the next AGM and subject to the time periods set out herein.
  - d. Two months prior to the next Annual General Meeting the Secretary shall send to each and every member Notice of the Holding of an election together with a nomination form set out in the appendix hereto.
  - e. Every nomination shall contain the agreement in writing of the person nominated to act as a Director if elected, and the signature of the proposed nominee. Every nomination must be proposed by 4 members of the Society who shall also sign and enter their names and addresses on the nomination form.
  - f. Each candidate must nominate himself to be elected as the representative of one of the four membership groups. A candidate can choose to be elected as a director for only one of the groups.
  - g. The candidate shall send his nomination to the Secretary of the Society stating therein which section of the membership he is seeking to be elected as Director for.
  - h. Unless otherwise directed by the Board of Directors, Nominations must be received by the Secretary of the Society by no later than 6 weeks prior to the next Annual General Meeting.
  - i. A candidate may withdraw his candidacy within seven days of sending his nomination to the Secretary of the Society.
  - j. The Secretary of the Society shall not less than 21 days before the next AGM send to each member entitled to vote an email notification to the email address of the member as registered on the Society's Member database; notification by post need only be sent to those members who do not have an email address registered with the Society, a notification stating the names and addresses of the members standing for election, the designated interest group for which they are seeking election and the names of the four members proposing them as candidate for that group.
  - k. A member may only cast one vote for each vacancy listed on the Ballot Paper at the AGM.
  - l. On the day of the election, the Auditor of the Society, or his nominated representative, or in default a person to be appointed by the President of the EFI, shall adjudicate on the election and open the ballot papers and count the number of votes for each candidate. The Auditor or his representative shall have sole discretion to deem any ballot paper to be a spoil and such ballot paper shall not be taken into account. On the counting of votes, the Auditor or his representative shall declare in writing the persons to have been elected for each interest group and such declaration shall be lodged with the Secretary of the Society. The resulting elected directors shall include at least two directors from each of the two jurisdictions on the island of Ireland. This shall be accomplished in the following manner:
    - i. The votes cast for the directors representing riders, owners and event organisers shall be counted first.
    - ii. Depending on the recorded residence addresses of those deemed elected for these three positions, the highest polling candidates from each of the two jurisdictions for the remaining four positions shall be



- deemed elected such that the final composition of the Board of Directors includes at a minimum two directors from each of the two jurisdictions.
- iii. The recorded address of normal residence shall determine the jurisdiction represented by any candidate.
  - m. The Secretary of the Society shall communicate in writing to each candidate the results of the election. The candidates are entitled to be present at the counting of votes, but they shall not be entitled to take part in or interfere with the counting of votes.
  - n. Where there is only one candidate for a vacancy within an interest group, then he shall be automatically deemed to be elected as Director to fill that vacancy.
  - o. Where two or more candidates have the same number of votes cast in their favour, then the candidates shall draw lots. The drawing of lots shall be performed by and adjudicated upon by the Auditor or his nominated representative.
  - p. The election of the Directors shall be communicated to the members by the Secretary at the AGM.
  - q. The newly elected directors shall serve their term of office from the holding of the Annual General Meeting.
  - r. Any member elected as an elected director and who ceases to be a member shall also cease to be an elected director of the Society, unless he is co-opted onto the Board under these rules.

### **Co-Opted Directors**

- 67. Three directors will be co-opted onto the Board of Directors by the elected Directors, 2 of those Directors may be co-opted from persons who may or may not be members, hereinafter referred to as 'Co-opted Directors'. The third Co-Opted Director shall be co-opted as a government representative to the Board.
- 68. The Chief Executive Officer of the Society may be co-opted onto the Board of Directors but cannot be elected Chairman.

### **Appointment of Officers**

- 69. The Directors shall from amongst their number, appoint for a period of two years, the following:
  - a. The Chairman
  - b. The Vice Chairman
- 70. The Chairman shall serve no more than 2 consecutive 2 year terms of office without a break of 5 years.
- 71. The Board shall appoint a secretary to the board, who shall attend all meetings and if not from among their number will have no voting rights. The secretary to the board shall serve no more than 2 consecutive 2 year terms of office without a break of 5 years.
- 72. The officers are to be elected at the First Meeting of the board of Directors held immediately after the Annual General Meeting.

73. Any vacancies in the offices of the board of directors shall be filled by the board of directors

### **TERM OF OFFICE OF DIRECTORS AND ROTATION**

74. The Directors, with the exception of the Chief Executive Officer, shall normally hold office from the date of their appointment until the end of the third Annual General meeting following their appointment.
75. A retiring director shall be eligible for re-election
76. Save with the exception of the Chief Executive Officer, at the first annual general meeting after the registration of these amended rules and for every subsequent year, 2 of the elected directors shall retire from their office. The Directors to retire in every year shall be those to have been longest in service since their last election, but as between persons who became directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by the drawing of lots.
77. On the retirement of an elected director pursuant to Rule 76, the Board of Directors shall hold an election in accordance with [Rule 66] save that the said rules will be interpreted and applied as if the election will be only for the category of director who has retired. The Board of Directors may on the passing of a two thirds majority resolution defer the election of a retiring director to the next annual general meeting convened for the year after the year within which the Director so retired. In default of holding an election the retiring director shall if offering himself for re-election, be deemed to have been re-elected and shall serve until the next annual general meeting convened for the year after the year which the said director retired. Otherwise, the Board may co-opt a Director as provided for under these Rules pending the election of a newly elected director for that category.
78. The Society may from time to time by ordinary resolution increase or reduce the number of directors and may also determine in what rotation the increased or reduced number is to go out of office.
79. The directors shall have power at any time and from time to time to appoint any person to be a director to fill a casual vacancy. Any director so appointed shall hold office for the remainder of the term of the Director that he replaces and shall be deemed for the purposes of rotation to have served the period of office of the Director that he has replaced.
- 79A The Society may in the case of an elected director, by ordinary resolution at a general meeting, appoint another person from that category in place of a director removed from office under Rules 97 and 98.
- 79B The remuneration of the directors shall from time to time be determined by the Board of Directors in a general meeting. Such remuneration shall be deemed to accrue from day to day. The directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meeting of the directors or any committee of the directors or general meetings of the Society or in connection with the business of the Society.

### **VOTING AT MEETINGS OF THE BOARD OF DIRECTORS**

80. All members of the Board of Directors as set out above shall have one vote with the exception of the following:
- The Chairman shall have an additional casting vote.



**CONDUCT OF THE MEETINGS OF THE BOARD OF DIRECTORS**

81. The Directors shall hold meetings at least 4 times a year. Otherwise, the directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors. If the directors so resolve, it shall not be necessary to give notice of a meeting of directors to any director who, being resident in the State, is for the time being absent from the State.
82. The quorum necessary for the transaction of the business of the directors shall be six, three of whom must be elected Directors
83. The continuing directors may act, notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Society as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number or of summoning a general meeting of the Society but for no other purpose.
84. If at any meeting the chairman is not present within 5 minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be chairman of the meeting.
85. All acts done by any meeting of the directors or of a committee of directors or by any person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.
86. A resolution in writing signed by all the directors for the time being entitled to receive notice of a meeting of the directors shall be as valid as if it had been passed at a meeting of the directors duly convened and held.
87. The Directors shall have the power to request the attendance of any member of any sub-committee of whatsoever nature to attend at a meeting to give a report of his or the activities of the various sub-committees which are appointed. For all other business to be discussed by the Board of Directors those who are not a member of that Board of Directors, and save for the President and Secretary, shall on request of the Chairman, leave the meeting.
88. Where an issue arises on which a vote or election is likely then the Board of Directors may ensure only those who are appointed to the Board of Directors are present for all discussions before the election and during the course of the election.
89. The Directors shall at the first meeting after the Annual General Meeting appoint from the members of the Society:
  - i. A disciplinary Committee whose powers shall vary as set out in the Rules of the Society;
  - ii. Representatives to the Equestrian Federation of Ireland or other similar bodies in accordance with the number of places allotted.

## **POWERS OF THE DIRECTORS**

90. The business and activities of the Society shall be managed by the directors, who may pay all expenses incurred in promoting the Society and may exercise all such powers of the Society as are not, by the Acts or by these rules, required to be exercised by the Society in a general meeting, subject, nevertheless, to any of these rules, to the provisions of the Acts and to such directions, being not inconsistent with the aforesaid rules or provisions, as may be given by the Society in general meeting; but no direction given by the Society in general meeting shall invalidate any prior act of the directors which would have been valid if that direction had not been given.
91. Without prejudice to the generality of Rule 87, the Directors meeting collectively as the Board of Directors shall have the following powers and functions:
- i. Organise staff and maintain an office administration for the benefit of members of the Society to co-operate and consult with the Equestrian Federation of Ireland or such other public or other authority in organisations that may have power to promote the objects of the Society.
  - ii. To seek financial assistance for the promotion of the work of the Society and for the attainment of the objects of the Society including power to apply for grants, loans, and other assistance to statutory and other departments, bodies or persons and to furnish all such accounts, vouchers, receipts and discharges that may be properly required by such department, bodies or persons.
  - iii. To promote, encourage and organise horse trials, courses of instruction, lectures and demonstration and other equestrian events.
  - iv. To print publish and sell magazines, books and leaflets, the contents of which are designed to promote the objects of the Society.
  - v. To source and supply other such merchandise as may promote the objects of the society
  - vi. To undertake and execute any trusts for charitable purposes which may be conducive to the objects of the Society.
  - vii. To keep or assist in keeping records conducive to the attainments of the objects of the Society.
  - viii. To draft, produce and publish or assist in producing and publishing Rules for the conduct of horse trial.
  - ix. To borrow money for the purposes of the Society
  - x. To recommend and donate such gift or gifts to the Irish Horse Trials Society Limited as the Management in their absolute discretion shall see fit from time to time.
  - xi. To supervise and maintain the standards of individual riders and instructors and for these purposes to conduct and assist in conducting inspections, examinations and other tests.
  - xii. To ensure and provide that the Society will abide by the code of ethics for children in sport as laid down by the Irish Sports Council.
  - xiii. To regulate, supervise and implement the Members Rules and Code of Conduct.
  - xiv. Those objects listed in the schedule attached to these rules

92. The directors may from time to time and at any time by power of attorney appoint any society, company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the Society for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these regulations) 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 of persons dealing with any such attorney as the directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
93. Any director may act by himself or his firm in a professional capacity for the Society, and he or his firm shall be entitled to remuneration for professional services as if he were not a director; but nothing herein contained shall authorise a director or his firm to act as auditor to the Society.
94. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the directors shall from time to time by resolution determine.
95. The directors shall cause minutes to be made in books provided for the purpose—
- a) of all appointments of officers made by the directors;
  - b) of the names of the directors present at each meeting of the directors and of any committee of the directors;
  - c) of all resolutions and proceedings at all meetings of the Society and of the directors and of committees of directors.

### **Borrowing Powers**

96. The directors may exercise all the powers of the Society to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Society or of any third party, so, however, that the amount for the time being remaining undischarged of moneys borrowed or secured by the directors as aforesaid (apart from temporary loans obtained from the Society's bankers in the ordinary course of business) shall not at any time, without the previous sanction of the Society in general meeting, exceed the sum of **€10,000,000**, but nevertheless no lender or other person dealing with the Society shall be concerned to see or inquire whether this limit is observed. No debt incurred or security given in excess of such limit shall be invalid or ineffectual except in the case of express notice to the lender or the recipient of the security at the time when the debt was incurred or security given that the limit hereby imposed had been or was thereby exceeded.

### **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

97. Any and all of the Directors may be removed by the passing of a general resolution by the members at any Extra Ordinary General meeting called for that purpose. In the event that a resolution is passed by the members removing the Director from office, that director shall cease to be a director of the Society and the holder of any office, including the Chairman.
98. A director shall cease to be a director and shall cease to hold any office if the director
- a) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or

- b) becomes of unsound mind; or
- c) resigns his office by notice in writing to the Society; or
- d) is convicted of an indictable offence unless the directors otherwise determine; or
- e) is for more than 6 months absent without permission of the Board of Directors from meetings of the directors held during that period.
- f) in the case of Elected Directors, ceases to be a member of the Society.

### **CHIEF EXECUTIVE OFFICER**

- 99. The Board of Directors may appoint a Chief Executive Officer for such period and on such terms as to remuneration and otherwise as they see fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment.
- 100. The Chief Executive Officer shall receive such remuneration whether by way of salary or commission or partly in one way and partly in another, as the directors may determine.
- 101. The directors may entrust to and confer upon the Chief Executive Officer any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.
- 102. The Chief Executive Officer may be removed from office on the passing of a Directors resolution or the passing of an ordinary resolution at a meeting of the members convened for that purpose. In either case, the Chief Executive Officer will be served with a notice of the grounds for his dismissal in advance and be given an opportunity to make representations to the Board or the Members at the General Meeting as the case may be.

### **CHIEF FINANCIAL OFFICER**

- 103. The Board of Directors may appoint a Chief Financial Officer for such period and on such terms as to remuneration and otherwise as they see fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment.
- 104. The Chief Financial Officer shall receive such remuneration whether by way of salary or commission or partly in one way and partly in another, as the directors may determine
- 105. The directors may entrust to and confer upon the Chief Financial Officer any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.
- 106. The Chief Financial Officer may be removed from office on the passing of a Directors resolution or the passing of an ordinary resolution at a meeting of the members convened for that purpose. In either case, the Chief Financial Officer will be served with a notice of the grounds for his dismissal in advance and be given an opportunity to make representations to the Board or the Members at the General Meeting as the case may be.

107. The Chief Financial Officer shall be deemed to have all the powers, duties and functions that heretofore vested in the office of the Honorary Treasurer, save that the Chief Financial Officer shall have no voting rights at any meeting of the Board of Directors but shall be entitled to attend at all such meetings.
108. The Chief Financial Officer shall keep or cause to be kept on behalf of the Board of Directors proper and true accounts of the financial affairs of the Society and such accounts shall be open to the inspection of members of the Society. The audited accounts shall be presented and the Auditors shall be appointed at the Annual General Meeting.
109. The Chief Financial Officer at first instance shall report to the Chief Executive Officer and at all times shall be answerable to the Board of Directors.
110. a. The Board of Directors shall once at least in every year submit the accounts together with a general statement of the same and the necessary vouchers, up to the 31 October last, for audit to a Public Auditor before each Annual General Meeting of the Society and shall lay before every such meeting a balance sheet showing the receipts and expenditure, funds and effects of the Society together with a Statement of the Affairs of the Society since the last Ordinary Meeting of their then condition. Such Auditor or Auditors shall have access to all the books and accounts of the Society and shall examine every balance sheet and annual return of the receipts and expenditure, funds and effects of the Society and shall verify the same with the accounts and vouchers relating thereto and shall either sign the same as found by them to be correct, duly vouched and in accordance with law, or shall specially report to the meeting before which the same is laid in what respects they find it incorrect, unvouched or not in accordance with law.
- b. A copy of the last balance sheet for the time being, together with the report of the auditors, shall be always hung up in a conspicuous place at the registered office of the society.

### **Inspection of Books and Affairs of the Society**

111. Any ten members may in accordance with Section 18 of the Industrial & Provident Societies Act 1893 apply to the Registrar to appoint an Accountant to inspect the books of the Society and report thereon.
112. The appointment of an Inspector to examine and report on the affairs of the Society and the calling of a special meeting “members may make application to the Registrar in accordance with the Acts”
- i. to appoint one or more Inspectors to examine into and report upon the affairs of the Society
  - ii. to call a special meeting of the Society
113. The members shall pay for the recording or registering of every nomination revocation or variation, whether or not accompanied by a fresh nomination, one euro and one fee only shall be charged for the entry of all the names in any nomination, revocation, or variation, if more than one.
114. The Chief Financial Officer shall have no lien or charge over any of the accounts of the Society and shall on request of either the Chief Executive Officer or the Board of Directors deliver up forthwith to the Society all and any books and records of account held by him.

### **SUB-COMMITTEES**

115. The Board of Directors shall have the power to establish sub-committees and in particular shall be empowered to delegate full responsibility to such one or more sub-committees as it may deem appropriate for the day to day management of affairs of the Society and such sub-committees may co-opt other persons, who need not be a Director on the Board of Directors. The Chairman shall be an ex officio member of all sub-committees
116. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
117. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and where there is an equality of votes, the chairman shall have a second or casting vote.

## **SECRETARIAT**

118. The Secretariat of the Society shall be managed by the Chief Executive Officer.

## **STATUTORY OBLIGATIONS**

119. The Society shall have its name engraved in legible characters upon a Seal which shall be kept at the Registered Office of the Society. It shall only be used under the authority of a Resolution of the Board of Directors, and shall be attested by the signatures of two members and the Secretary.
120. The registered name of the Society shall be painted or affixed and kept painted or affixed on the outside of every office or place of business of the Society, in a conspicuous position and distinct letters and such name shall be legibly stated in all notices advertisements and other official publications of the Society, purporting to be sent by or on behalf of the Society, and in all bills of parcels, invoices, receipts and letters of credit of the Society.
121. The Society may by Special Resolution:-
- a) Change its name
  - b) Amalgamate with or transfer its engagements to another Society or Company or accept a similar transfer
  - c) Convert itself into a Company
  - d) Voluntarily dissolve by Resolution to wind up under the Companies Act.
122. The accounts of the Society shall once in every year be submitted for audit to one of the Auditors appointed for the purpose of the Industrial and provident Societies Act who shall be selected at the first Ordinary General Meeting of the Society and subsequently by the Annual General Meeting in each year. The Auditor shall present statements of account in such form for such periods as are prescribed by the Acts: he shall duly fulfil the obligations imposed and enjoy the rights conferred on Public Auditors by the Acts and Regulations, including the certifying of the triennial return of shareholders required by Section 4 of the Industrial and Provident Societies (Amendment) Act of 1913, and any Act amending or extending the same.
123. An Auditor shall not hold any other office in connection with the Society.



124. The Board of Directors shall before the 31<sup>st</sup> March in each year forward to the Registrar the annual return covering the period and in the manner prescribed by the Acts and the Regulations, accompanied by a copy of every auditor's report and balance sheet made during the period included in the Return.

## **SECRETARY**

125. There shall be a Secretary to the Board of Directors and he/she or his/her deputy shall attend at all meetings of the Society and the Board of Directors. He shall give notice of all meetings and of the business to be transacted thereat. He shall record correctly the names of the members there present, and the Minutes of their proceedings which he shall transcribe into a book to be authenticated by the signature of the Chairman as to the proceedings of the meeting. He shall give proposals for admission and demands for allowances of every description granted by the rules. He shall keep documents and papers in such manner and for such purpose as the Board of Directors may appoint and shall prepare and send all returns and other documents required by the Industrial and Provident Societies Act, 1893 and the Industrial and Provident Societies (Amendment) Act, 1913 or amending Acts or the Regulations to be sent to the Registrar. The Secretary shall on all occasions in the execution of his office act under the Superintendents Control and direction of the Board of Directors.
126. It shall be the duty of the Board of Directors to provide the Secretary with a sufficient number of copies of the Rules to enable him to deliver to any person on demand a copy of such Rules on payment of a sum not exceeding one euro to be fixed by the Board of Directors and it shall be the duty of the Secretary to deliver such copies accordingly.

## **Accidental Omission**

The accidental omission to give notice of any meeting to, or the non receipt of notice of any meeting by any person entitled to receive notice shall not invalidate the proceedings at the meeting.

## **Emergency Provision**

127. Where matters arise which require immediate decision, authority is given to the Chairman of the Society, the Vice-Chairman of the Society and the Secretary or one other Director to make such decisions. These persons shall have one vote, and the chairman shall have one casting vote.

## **SUBSIDIARITY AND THE REGIONS**

128. For the purposes of definition the Society shall comprise the five Regions as set out hereunder or such division of the Counties of Ireland as determined by the Board of Directors.
- a) Northern comprising Antrim, Armagh, Derry, Down, Fermanagh and Tyrone
  - b) North Leinster comprising Dublin north of the Liffey, Longford, Louth, Meath, Cavan, Westmeath, Monaghan..
  - c) South Leinster comprising Carlow, Dublin south of the Liffey, Kildare, Kilkenny, Laois, Offaly, Wexford and Wicklow.
  - d) Munster comprising Cork, Kerry, Limerick, Tipperary and Waterford.

- e) Western Region comprising Donegal, Galway, Leitrim, Mayo, Sligo, Roscommon and Clare

## **REGIONAL COMMITTEES**

129. Each region may form a Committee of Members (hereinafter 'Regional Committees).
130. The role and function of the Regional Committees are to organise, promote and regulate the Objects of the Society at regional level as directed by the Board of Directors.
131. The Regional Committees shall at all times be answerable to the Board of Directors and to the Members of the Society at any meeting convened by the Members of the Society whether annual or extraordinary. The Regional Committees shall at all times comply with every request, rule, regulation or direction issued by the Board of Directors or mandated by a resolution passed at a meeting of the Members of the Society.
132. When requested, any member of the Regional Committee shall attend and be answerable to any meeting convened by the Board of Directors or the Members of the Society.
133. The members of the Regions of the Society shall in each year hold a General Meeting as its Annual General Meeting in addition to any other Meeting in that year and shall specify the Meeting as such in Notices calling it and not more than 13 months shall elapse between the date of one Annual General Meeting and that of the next.
134. The Board of Directors may resolve by a two thirds majority to replace one or all of the members of any of the Regional Committees with the members of the Board of Directors or the members of a sub-committee thereof and in such instance the Board of Directors shall assume and have all the functions, powers and duties of the members of the Regional Committee that it has replaced under these rules. The replacement of the members of the Regional Committee by the Board of Directors may be revoked by the passing of an ordinary resolution by the members of the Society at an extra-ordinary general meeting called for that purpose. One member of the Board of Directors may replace one or more members of the Regional Committee.
135. The Chairman of the Regional Committee for the time being shall preside as Chairman of every General Meeting of the Region or if there is no such Chairman and if he/she is not present within fifteen minutes after the time appointed for the holding of the Meeting or is unwilling to act, the Committee shall elect one of their numbers to be Chairman of the meeting.
136. Members of Regions defined in Rule 128 shall elect Regional Committees to administer and further the aims of the Society. At the Annual General Meeting of the Region members will elect to the Committee those members whose names have been put forward to fill the vacancies which occur from time to time
137. Anyone wishing to stand for the Regional Committee must have their name submitted in writing to the Regional Secretary at least two weeks in advance of the Regional Annual General Meeting
138. Nomination papers must clearly indicate the following;
- i. Name and address of person being nominated



- ii. Name and address of proposer
  - iii. Name and address of seconder
  - iv. Signature of acceptance by Nominee
139. Regional Committee Members shall normally be elected to hold office for three years. One third of their numbers shall retire each year by rotation. The Committee Members to retire in every year shall be those to have been longest in service since their last election, but as between persons who became Committee Members on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. Every Committee member shall be eligible for re-election to serve a total of six years after which they shall cease to hold office for one year except where a Regional Committee considers it in its own best interest to nominate a person to continue on the Regional Committee after six years.
140. Regional Committees shall consist of at least 10 members and not more than 25 at the discretion of the Regional Members at their Regional Annual General Meeting. Every Regional Committee shall elect a Regional Chairman, a Vice Regional Chairman a Regional Honorary Secretary and a Regional Honorary Treasurer. Each region shall appoint such persons as it feels will both adequately represent its interests and make appropriate contributions to the running of the society.
141. Regional Officers shall be elected by the Regional Committee. The Chairman for the time being shall within 14 days of the Regional Annual General Meeting convene a Regional Committee Meeting which shall elect the Officers of the Region.
142. Nominations for Officers may be made by voting members who are not Committee Members and they must be submitted in writing to the Regional Secretary two weeks prior to the Regional Committee Meeting at which the Officers will be elected. Nomination papers as in [Rule 138].
143. Every Regional Honorary Treasurer shall report and be answerable to the National Financial Comptroller and shall co-ordinate his activities and functions with those of the National Financial Controller. Every Regional Honorary Secretary shall comply with any direction from the National Financial Controller.

### **Voting at Regional Committee**

144. Voting at Regional meetings shall be in accordance with the terms and conditions of voting set out for general meetings.
145. Regional Committee meetings shall be conducted in the same manner as those set out for the conduct of the meetings of the Board of Directors.
146. All members of the Regional Committee have a vote except the Chairman who has the casting vote.
147. A Quorum for the Regional Committee is 50% of the members of the Committee.
148. Regional Committees shall meet at least four times per annum.
149. In the absence of any rule governing any matter relating to the conduct of meetings of the Regional Committees or the election of members to the Regional Committees, then where appropriate the rules governing the conduct of meetings of the Board of Directors or the elections of the elected Directors shall apply.

## **INSTRUMENTS**

150. The instruments referred to in the General Rules shall be in the forms numbered 1 to 6 inclusive set forth in the Appendix hereunto annexed or as near thereto as the case allows. The date, the name of the Society and if the case requires an address to the Board of Directors shall in all cases be prefixed.
151. The income and property of the Society wheresoever derived, shall be applied solely towards discharging the functions of the Society and no part thereof shall be paid or transferred by way of Dividend or Bonus or otherwise howsoever by way of profit to any member of the society provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration and expenses in respect of services actually rendered to the Society.
152. The incoming property of the Regional Committees shall be the property of the Society. The Society shall, where deemed appropriate by the Board of Directors, appropriate all incoming property of each Regional Committees to that Regional Committee.
153. Liabilities incurred by the Regional Committees shall be the responsibility of that Committee.
154. The Capital and Reserves of all other funds of the Society may, with the consent of the Board of Directors, be invested in the purchase of any land of any tenure, and of general improvement and extension of the Societies property and in any of the securities are for the time being authorised to invest Trust Funds under the Acts regulating the powers of the Trustees and in the shares of any Company incorporated under the Companies Acts with limited liability.

## **WINDING UP**

155. The Society may be wound up by a Resolution of the Society if passed by three quarters majority of those present and voting at a Special General Meeting of the Society summoned for the purpose of such Resolution. If such a resolution is adopted, the Board of Directors after the discharge of the Society's debts and liabilities, shall in its discretion, and subject to the provisions of this rule, determine how the funds and other property of the Society are to be disposed of. Such funds may be given to a body of persons (within the meaning of the Income Tax Acts) selected by the members of the Society at or before the time of the winding up or dissolution aforesaid the objects of which or of each of which are similar to the objects of the Society and the constitution or other governing rules of which or of each of which contains or contain provisions prohibiting (to an extent at least as great as the extent of the provisions referred to in relation to the Society in this rule and rules 152, 153, 154, 155 and 157 ) the distribution of any part of its income or property amongst its members or proprietors or given to a body of persons (within the meaning of the Income Tax Acts) or Trust established for charitable purposes only.
156. The provisions of Rules 66, 67 and 69 may not be altered or deleted without the previous consent or approval of the Minister for Finance or the previous consent or approval of any other Minister of State given after consultation with the Minister for Finance.

## **UNFORESEEN CIRCUMSTANCES**

157. In any unforeseen circumstances not provided for by constitution and not related to the exercise of any disciplinary jurisdiction the Board of Directors shall take such action as it considers to be in the best interests of Horse Trials in Ireland and best

calculated to promote the objects of the Society as long as nothing is done which conflicts with any provision of the statutes or regulations of the Federation Equestre Internationale or the constitution of the Equestrian Federation of Ireland, or the Society.

**SEAL**

158. The common seal shall bear legibly engraved on it at length the registered name of the Society; it may be applied to any document by order of the Board of Directors entered on their minutes, and its due application shall be attested by two members of the Board of Directors present at the time. It shall be kept in the custody of the Secretary.

**RULES GOVERNING HORSE TRIALS, EVENTS AND COMPETITIONS**

159. The Board of Directors shall draw up and pass Members Rules and Code of Conduct which will bind it's members in the conduct, participation, supervision, regulation, financing and disciplining of members and their horses in Horse Trials, Events, Competitions and other like events both on the island of Ireland and Internationally.
160. The Board of Directors shall make any amendments deemed necessary to the Members Rules and Codes of Conduct

**APPENDIX**

- Form 1 - Application for membership- individuals
- Form 2 - Application for membership- societies
- Form 3 - Form of Transfer of Shares
- Form 4 - Form of Proxy
- Form 5 - Requisition for Extraordinary General Meeting
- Form 6 - Nomination Form
- Schedule - Supplementary Objects of the Society

**Form 1****Application for Membership - Individual**

**To: The Irish Horse Trials Society Limited  
c/o P J O'Meara & Co  
Solicitors  
Liberty Square  
Thurles  
Co Tipperary**

Forename \_\_\_\_\_

Surname \_\_\_\_\_

Address \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

No. of shares applied for \_\_\_\_\_

Signed \_\_\_\_\_

Date \_\_\_\_\_

Note: Applicants for shares must be over the age of 18 years

**Form 2****Application for Membership – Societies**

**To: The Irish Horse Trials Society Limited  
c/o P J O'Meara & Co  
Solicitors  
Liberty Square  
Thurles  
Co Tipperary**

Name of Society or Company \_\_\_\_\_

Address of Registered Office \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

No. of shares applied for \_\_\_\_\_

Signed \_\_\_\_\_

Capacity \_\_\_\_\_

Date \_\_\_\_\_

**Form 3****FORM OF TRANSFER OF SHARE  
(Between Individuals)**

**To: The Irish Horse Trials Society Limited  
c/o P J O'Meara & Co  
Solicitors  
Liberty Square  
Thurles  
Co Tipperary**

This Instrument made the \_\_\_\_\_ day of \_\_\_\_\_ 20 between  
of \_\_\_\_\_ and \_\_\_\_\_ of \_\_\_\_\_  
witnesses that in consideration of the sum of € \_\_\_\_\_ paid by the said  
\_\_\_\_\_ to me, I, the said \_\_\_\_\_ hereby transfer to the said  
\_\_\_\_\_ his executors, administrators and assigns the \_\_\_\_\_ Shares now  
standing in my name in the books of The Irish Horse Trials Society Limited, to hold the said  
Shares upon the same conditions on which I now hold the same; and that I, the said  
\_\_\_\_\_ hereby accept the said shares, subject to the said conditions  
In witness whereof we have hereto set out hands.

\_\_\_\_\_ Name of Transferor

\_\_\_\_\_ Names of Transferee

**Form 4****FORM OF APPOINTMENT OF A PROXY**

**To: Irish Horse Trials Society Limited  
c/o Mr Dermot McMahon  
MBM Chartered Accountants and Registered Auditors  
Bracetown Business Park  
Dublin 15**

I/We ..... of .....

in the County of ..... being a member/members of the above

Society, hereby appoint ..... of .....

failing him/her ..... of .....

as my/our proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Society to be held on the xx day of xxx 20xx and at any adjournment thereof.

Signed this ..... day of ..... 20xx

(date)

(month)

.....  
Signature (s)

And this form is to be used in favour of / against the Resolution;

Unless otherwise instructed the proxy will vote as he/she thinks fit.

If you intend to appoint a proxy, the form of proxy must be returned to the address above to be received not later 48 hours before start of meeting.



**Form 5****REQUISITION NOTICE FOR  
SPECIAL GENERAL MEETING**

**To: The Irish Horse Trials Society Limited  
c/o P J O'Meara & Co  
Solicitors  
Liberty Square  
Thurles  
Co Tipperary**

We, the undersigned being members of the Irish Horse Trials Society Limited request you to convene an Extraordinary General Meeting as provided for in Rule 40 of the Society's Rule Book for the purpose of;

---

---

---

Name (Block capitals)	Address	Signature
<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>

**Form 6****IRISH HORSE TRIALS SOCIETY T/A EVENTING IRELAND****NOMINATION FOR ELECTION TO THE BOARD OF DIRECTORS**

We four members (over 18 years of age) wish to propose the member named below to represent the following category

xxxxxxx Director

**NOMINATION**

I the undersigned member agrees to stand for election to the Board and to act as a Director if elected

<b>Name</b>	<b>Address</b>	<b>Signed</b>
.....	.....	.....
	.....	<b>Date</b> .....

**NOMINATING MEMBERS**

<b>Name</b>	<b>Address</b>	<b>Signed</b>
1	.....	.....
2	.....	.....
3	.....	.....
4	.....	.....

This form must be returned on or before xxxxxx to:

Secretary to Board  
Eventing Ireland,  
1<sup>st</sup> Floor, Beech House,  
Millennium Park, Osberstown  
Naas,  
Co Kildare

**Schedule****SUPPLEMENTARY OBJECTS CLAUSE**

To carry on business and to act as merchants, financiers, investors (in properties or securities), traders, shipowners, carriers, agents, brokers, commission agents, concessionaires, distributors, importers or exporters and to carry on any other business incidental thereto in Ireland or in any other part of the world and whether alone or jointly with others.

To import, export, buy, sell, barter, exchange, pledge, make advances on, take on lease or hire or otherwise acquire, alter, treat, work, manufacture, process, dispose of, let on lease, hire or hire purchase, or otherwise trade or deal in and turn to account as may seem desirable goods, articles, equipment, machinery, plant, merchandise and wares of any description and things capable of being used or likely to be required by persons having dealings with the Society for the time being.

To carry on any other business except the issuing of policies of insurance, which may seem to the Society capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the Society property or rights.

To purchase take on lease or in exchange, hire or by any other means acquire any freehold, leasehold or other property for any estate or interest whatever, and any rights, privileges or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, road, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels or things, and any real or personal property or rights whatsoever which may be necessary for, or may conveniently used with, or may enhance the value of any property of the Society.

To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, dams, tramways, machinery, engines, walls, fences, banks, sluices, or watercourses, and to clear sites for the same, or to join with any person, firm or company in doing any of the things aforesaid, and to work, manage and control the same or join with others in so doing.

To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in Ireland or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs protections and concessions or other rights which may appear likely to be advantageous or useful to the Society and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Society may acquire or propose to acquire.

To acquire and undertake the whole or any part of the business, goodwill and assets and liabilities of any person, firm or company carrying on or proposing to carry on any of the business which this Society is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, sell, charge, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Society.

To invest and deal with the monies of the Society not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.

To lend and advance money or give credit to such persons, firms or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Society and tenants, subcontractors and persons undertaking to build on or improve any property in which the Society is interested, and to give guarantees or become security for any such persons, firms or companies.

To borrow or raise money in such manner as the Society shall think fit, and in particular by the issue of debentures or debenture stock, bonds, obligations and securities of all kinds (perpetual or otherwise) and either redeemable or otherwise and to secure the repayment of any money borrowed, raised or owing, by mortgage, charge or lien upon the whole or any part of the Society's property or assets (whether present or future) including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Society of any obligation or liability it may undertake and to purchase, redeem or pay off any such securities.

To give credit to or to become surety or guarantor for any person or company, and to give all descriptions of guarantees and indemnities and either with or without the Society receiving any consideration to guarantee or otherwise secure (with or without a mortgage or charge on all or any of the undertaking, property and assets, present and future, and the uncalled capital of the Society) the performance of the obligations and the repayment or payment of the capital or principal of and dividends or interest on any stocks, shares, debentures, debenture stock, notes, bonds or other securities or indebtedness of any person, authority (whether supreme, local, municipal or otherwise) or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Society's holding company as defined by Section 155 of the Companies Act 1963 or any other statutory modification or re-enactment thereof or other subsidiary as defined by the said section of the Society's holding company or a subsidiary of the Society or otherwise associated with the Society in business.

To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

To apply for, promote and obtain any Act of the Oireachtas, Provisional Order or Licence of the Minister for Enterprise, Trade and Employment or other authority for enabling the Society to carry any of its objects into effect, or for effecting any modification of the Society's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Society's interests.

To enter into any arrangements with any government or authorities (supreme, municipal, local or otherwise) or any companies, firms or persons, that may seem conducive to the attainment of the Society's objects or any of them, and to obtain from any such government, authority, company, firm or person any charters, contracts, decrees, rights, privileges and concessions which the Society may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.

To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Society or carrying on any business capable of being carried on so as directly or indirectly to benefit this Society.

To act as agents or brokers, and as trustees or as nominee for any person, firm or company, and to undertake and perform subcontracts, and also to act in any of the businesses of the

Society through or by means of agents, brokers, subcontractors, trustees or nominees or others.

To remunerate any person, firm or company rendering services to this Society, either by cash payment or by the allotment to him or them of shares or securities of the Society credited as paid up in full or in part or otherwise as may be thought expedient.

To adopt such means of making known the Society and its products and services as may seem expedient.

To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Society or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, debenture stock or securities of the Society.

To support and subscribe to any charitable or public object, and any institution, society or club which may be for the benefit of the Society or its employees, or may be connected with any town or place where the Society carries on business; to give pensions, gratuities (to include death benefits) or charitable aid to any persons who may have been officers or employees or ex-officers or ex-employees of the Society or, its predecessors in business, or to the spouses, children or other relatives or dependents of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any such person or of their spouses, children or other relatives or dependents.

To establish, promote or otherwise assist any other company or companies or associations for the purpose of acquiring the whole or any part of the business or property, and undertaking any of the liabilities of this Society, or of undertaking any business or operation which may appear likely to assist or benefit this Society or to enhance the value of any property or business of this Society, and place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

To sell or otherwise dispose of the whole or any part of the business or property of the Society either together or in portions, for such consideration as the Society may think fit, and in particular for shares, debentures or securities of any other company whether or not having objects altogether or in part similar to those of this Society.

To distribute among the members of the Society in kind any property of the Society, and in particular any shares, debentures or securities of other companies belonging to this Society or of which this Society may have the power of disposing.

To procure the Society to be registered or recognised in any foreign country or place.

To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each sub-Clause of this Clause shall be construed independently of the sub-Clauses hereof, and that none of the objects mentioned in any sub-Clause shall be deemed to be any subsidiary to the objects mentioned in any other sub-Clause.

The liability of the Members is limited.