



*Cumann Lucht Capaillini Chonamara*  
CONNEMARA PONY BREEDERS SOCIETY

**Memorandum of association**

1. The name of the Company (hereinafter called the Society) is "CUMANN LUCHT CAPAILLINI CHONAMARA," ("the Connemara Pony Breeders Society").

2. The registered office of the Society will be situated in Clifden *Connemara* Ireland.

3. The main object for which the Society is established is:-

To advance the education and promote agriculture in Ireland by encouraging the breeding of Connemara ponies and their development and maintenance as a distinctive breed and to develop their performance ability.,

4. Subsidiary objects:-

***The following objects set out hereunder exclusively subsidiary and ancillary to the main object set out above and these objects to be used only for the attainment of that main object and any income generated therefrom is to be applied for the main object only:-***

(a) To inspect ponies offered for registration, in compliance with the Society's "Rules for Registration", and to publish a stud book containing particulars of eligible ponies that are passed as suitable.

(b) To purchase fillies, colts and stallions of the Connemara pony breed in furtherance of pony breeding interests only.

(c) For the purposes of research and education only to provide registered Connemara pony stallions and locate them at suitable centres for breeding on such terms as the *Council* may decide.

(d) To advise the Minister for Agriculture Food and Rural Development (or his successors) on matters concerning equine breeding.

(e) To hold a show at some suitable centre in the Connemara area each year, the principal section of which to consist of classes for Connemara ponies, and such other sections as deemed appropriate

(f) To offer prizes in classes for Connemara ponies at selected shows.

(g) To arrange exhibitions and sales of Connemara Ponies with a view to promoting home and Foreign Trade.

(h) Subject to licence under Section 19 of the companies (Consolidation) Act 1908, to hold land for the raising and keeping of ponies and to manage and use such land in a proper manner.

(i) To comply with EU and National equine legislation, as and when advised by the Minister (or his successors) to so comply and implement such legislation.

5. Powers:-

(a) To purchase, or otherwise acquire, any real or personal property that may be legally held and that the society may consider necessary or convenient for the purpose of its undertakings.

(b) To deal with the monies of the Society; to sell or otherwise dispose of the property of the Society; to accept grants; subsidies,

(c) To seek the co-operation of the Department of Agriculture, Food and Rural Development and other favourably disposed bodies, with a view to promoting the aims of the Society.

(d) To borrow or raise money for the purpose of the Society on such terms and on such security as may be deemed proper and desirable.

(e) To take such action as may deemed proper and desirable for furthering the main object.

Provided that the Society shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which, if an object of the Society, would make it a Trade Union. Provided also that in case the Society shall take or hold any property subject to the jurisdiction of the Commissioners of Charitable Donations and Bequests for Ireland, the Society shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property, the Society shall be chargeable for such property, as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property, in the same manner and to the same extent as such Society would have been if no Incorporation had been effected, the Incorporation of the Society shall not diminish or impair any control or

authority exercisable by the High Court of Justice or the Commissioners of Charitable Donations and Bequests for Ireland over such Society, but shall, as regards any such property, be subject jointly and separately to such control or authority as if the Society were not incorporated. In case the Society shall take or hold any property that may be subject to any trusts, the Society shall only deal with the same in such manner as allowed by law, having regard to such trusts.

6. Income and Property:-

The income and property of the company shall be applied solely towards the promotion of its main object as set forth in this Memorandum of Association. No portion of the company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the company. No Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the company. However, nothing shall prevent any payment in good faith by the company of:-

- (a) reasonable and proper remuneration to any member, officer or servant of the company (not being a Director) for any services rendered to the company;
- (b) interest at a rate not exceeding 5% per annum on money lent by Directors or other members of the company to the company;
- (c) reasonable and proper rent for premises demised and let by any member of the company (including any Director) to the company;
- (d) fees, remuneration or other benefit in money or money's worth to any Company of which a Director may be a member holding not more than one hundredth part of the issued capital of such Company.
- (e) Reasonable and proper out of pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;

7. Additions, alteration or amendments:-

No addition, alteration or amendment shall be made to or in the provisions of this Memorandum and Articles of Association for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners.

8. The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Minister for Enterprise, Trade and Employment to the Society in pursuance of Section 20 of the Companies (Consolidation) Act, 1908 as amended by section 24 of the Companies Act 1963.

9. The Liability of the members is Limited

10. Every member of the Society undertakes to contribute to the assets of the Society in the event of its being wound up while he/she is a member or within a year afterwards, for payment of the debts and liabilities of the Society contracted during his/her membership period, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves such amount as may be required, not exceeding £1 or its equivalent in legal tender.

11. Winding-up:-

If, upon the winding up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other charitable Institution or Institutions having main objects similar to the main objects of the Society, and which shall prohibit the distribution of its income or profits and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of Clause 6 hereof, such institution or institutions to be determined by the members of the Society at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then to some charitable object.

12. Keeping of Accounts:-

Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

13 We the several persons whose names and addresses are subscribed are desirous of being formed into a company, in pursuance of the memorandum of association.

1. The Lord Killanin, Spiddal, Co. Galway
2. Rev. Fr. Liam O'Morain S.P. Rosmuc Co. Galway
3. Sean O'Cathain, Caislean Nua, Gaillimh.
4. J. McDermott Kelly M.R.C.V.S. Athenry
5. Ernest B. Moran Clifden, Co. Galway
6. Sean O. Cillin, cigire Maoirseachta, Gaillimh.
7. John Mannion, M.C.C., Clifden, Co. Galway

Dated this 18<sup>th</sup> Day of Meitheamh 1959:.

Witness to the above signatures:-  
Liam O'Gabhain

## Articles of Association

### 1. Definitions

In these articles unless there be something in the subject or context inconsistent therewith,

“The Society” means the above named company,

“The Council” means the members for the time being of the Council hereby constituted,

“In writing” means written, or printed, or partly written and partly printed,

“Rules”, “Regulations” and “Bye-Laws” of the Society shall be those as approved by the Council from time to time,

“Words importing persons shall include corporations.

### 2 Office

The Registered Office and the Office of the Society shall be located in Clifden Connemara. Co. Galway.

### 3. Non discrimination

Nothing in the Rules and Regulations or Memorandum and Articles of Association of the Society shall be used to discriminate against any breeder, owner or member of the Society.

### 4 Number of Members

The Society, for the purpose of registration, is declared to consist of not more than five thousand members

5. The Council hereinafter mentioned may, whenever the business of the Society requires it, register an increase of members

### 6. Definition of Members

6(a) The Subscribers to the Memorandum of Association of the Society and such persons as shall be admitted to membership in accordance with these articles, and none other, shall be members of the Society and shall be entered in the Register of Members accordingly.

(b) Any person who prior to the 31<sup>st</sup> December 2000 made an application for membership of the society, whose annual membership fee had been accepted by the Society and whose annual subscription has been paid for the year 2001 subject to article 9(b).

7. There shall be three classes of members, namely a) Ordinary Members, b) Overseas Members and c) Honorary Members

(a) Ordinary members are members of the Society who have been admitted in accordance with article 8 below and who normally reside within Ireland

(b) Overseas members are members of the Society who have been admitted in accordance with article 8 below and who normally reside outside Ireland. An overseas member is not entitled to vote at meetings of the Society but may only attend as an observer

(c) Honorary members are benefactors of the Society. Persons who are actively interested in the Connemara Pony breed and persons who have co-operated in the work and aims of the Society. These Honorary members will be elected at the Annual General Meeting of the Society and will remain Honorary members for life. An Honorary member is not entitled to vote at meetings of the Society.

### 8. Election of Members

A person to become an Ordinary or Overseas member of the Society must submit a signed application form, together with a signed agreement to abide by the rules of the Society and pay the appropriate annual membership fee to the secretary, such application to be approved at the next Council meeting.

9.

(a) The amount of the annual subscription payable by members shall be determined from time to time by the Council and shall be payable on election to membership for the year in which the election takes place; thereafter it shall be payable before the 1<sup>st</sup> of February in each year. A member who has not paid their subscription for the current membership year and previous membership year shall cease to be a member of the Society.

(b) For the year 2001, existing members and those subject to article 6(b), an exemption from article 9 section 9a) shall apply provided they pay their annual subscription before the appointed commencement time of the Annual General Meeting. This only applies for the year 2001.

### 10. Privileges of members

The Nature and extent of the privileges attached to membership of the society shall be determined by the council.

11. The privileges of membership shall not be transferable and shall cease on the death of the member, or on his/her resignation, or on his/her failure to pay his/her annual subscription due for any year before the Annual General Meeting in that year, or in the case of an Honorary member on the date of the Annual General Meeting for the year following his/her resignation

12(a) Every Member of the Society shall be bound to further to the best of his ability, the objects and interests of the Society and to observe the bye-laws and regulations made by the Society

12(b) A member shall at all times act in the best interests of the Society at public meetings or in the print, sound and visual media.

### *Disciplinary Procedures*

13 (a) Any member who fails to observe any of the Regulations or bye-laws of the Society, or who shall be guilty of any act or conduct which in the opinion of the Council is detrimental to the interests of the Society **may** be excluded from the society by resolution of a majority of 75% of the members of the Council present and voting at a Council Meeting specially summoned for the purpose at which not less than half the members shall be present. Such member having been given seven clear days of notice sent to him/her of the Council meeting and he/she or his/her representative may attend part of the meeting at which relevant item on the agenda is discussed and given an explanation but shall not be present for other matters on the agenda or at the voting, or take part in the proceedings otherwise than as the Council allows.

13 (b) A member so excluded shall have right to appeal the decision of the Council at the next General meeting of the Society, at which, a vote by secret ballot of all members present shall decide by a simple majority to uphold or rescind the Council decision. If the decision to exclude the member is upheld, on appeal, to the General meeting, a member so excluded shall forfeit all claim to his/her annual subscription and shall cease to be a member of the Society.

### *The Council*

14

(a) The business of the Society shall be conducted by a Council consisting of the President of the Society, *the* Vice-President(s), and other Council members. *The Council will have the power to appoint the President, not more than two Vice-Presidents, one Honorary Secretary and one Honorary Treasurer. The honorary Treasurer and any other officer will be the Society's sole nominees jointly for the disbursement of Society funds and signing of bank cheques. The Officers mentioned above shall be elected each year from the members of the Council at the first meeting after the Annual General Meeting of the Society and shall hold office until the first Council meeting after the Annual General Meeting of the following year.*

(b) The number of members of the Council, including the Officers, shall not exceed twenty four. *Membership of the Council shall represent all of Ireland and not less than thirteen members shall reside in the Society's district.*

15 The office of Member of the council shall be ipso facto vacated:

(a) If he/she shall die or shall cease to be a member of the Society or if, having tendered his resignation in writing, it is accepted by Council.

(b) If he/she shall be adjudicated a bankrupt or become of unsound mind.

(c) If he/she shall be convicted of a criminal offence

(d) If he/she shall be absent from three consecutive meetings of the council without leave of absence given by resolution of the council. On condition that the membership of any member of the council will not be terminated by reason of his having sold ponies to the Society; but he/she will not have permission to vote concerning such a sale, and if he/she votes in such case, his/her vote will not be counted

### *Rotation of Council*

16

The President of the Council on relinquishing office shall remain a member of the Council for a further **3** years when he/she will be eligible for re-election to the Council. Other officers of the Council on relinquishing office shall remain members of the Council for a further year when they will be eligible for re-election to the Council. Four members of the Council shall retire in rotation at the last meeting of the Council before the Annual General Meeting in each succeeding year and they will be eligible for re-election to the Council. The Officers shall be elected each year and if the Officer is re-elected to office for three consecutive years he /she will step down for one year after which he/she will be eligible for re-election as an office holder. Upon relinquishing office the officer shall not be eligible for election to any other office until the first Council meeting after the Annual General Meeting in the following **year**. he/she will step down for one year after which he/she will be eligible for re-election as an office holder.

### *17 Election of council*

17(a) Any member of the Society so long as their membership is fully paid up for at least twelve months to the date of the Annual General Meeting and having been nominated by at least four members of the Society may submit their name for election to the Council on the appropriate nomination form provided by the Society's secretary.

(b) The Council shall be elected and appointed from the panel of candidates nominated in accordance with 17(a) and submitted to the Annual General Meeting. All vacancies of the Council shall be elected from the persons nominated to the panel of candidates by the members of the Society voting by secret ballot at the Annual General Meeting.

(C) When a vacancy occurs on the council during the course of the year the vacancy should be filled by the Candidate with the next highest vote obtained at the Annual General Meeting that voted for the current Council

(d) For the year 2001 Annual General Meeting the requirements at article 17(a) that a member be fully paid up for at least 12 months prior to the Annual General Meeting shall not apply provided each member complies with article 9b.

### 18 Powers of the council

The management of the affairs of the society shall be solely vested in the Council, who in addition to the powers and authorities by these presents or otherwise expressly conferred upon them may exercise all such powers and do such acts and things as may be exercised or done by the society.

19. The Council may from time to time make, vary and repeal Bye-Laws for the regulation of the affairs of the Society and the conduct of its officers, servants and members and such Bye-Laws may prescribe the privileges to be enjoyed by any class of members. Provided that no Bye-law or regulation shall be made under this power which would amount to such an addition to or alteration of these articles as could legally only be made by a Special Resolution passed and confirmed in accordance with *Section 141 of the Companies Act 1963*. *Copies of duly passed Rules, Regulations and Bye-laws shall be available from the office on payment of the appropriate fee as set by the Council*

20. The Council may from time to time delegate any of their powers to Committees consisting of such member or members of the Society as they think fit. Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulation that may from time to time be imposed on it by the Council. The Council shall, however, have power in its absolute discretion to *amend* or rescind any act, thing or resolution, done, passed, or adopted by any such Committee.

21. Any casual vacancy in a Committee may be filled by the Council *or by the Committee in accordance with Clause 20*.

22. Every Committee appointed may be terminated by the Council in its absolute discretion

### 23 Meetings of the Council

Meetings of the Council shall be held at such times and places as the members of the Council think fit.

24

A Council meeting shall be called by the Secretary at any time at the request of the President, or of *six* members of the Council and not less than *7 days* notice of meeting shall be given to the members of the Council unless the Council shall by a Bye-Law otherwise direct. *For purposes of this clause it will be deemed adequate if notice is sent by ordinary post not less than nine days prior to the meeting.*

25. A Council meeting may be adjourned for such time and to such place as the members present may determine. Save where otherwise provided in these articles questions arising at any meeting shall be decided by a majority of votes, and the presiding Chairman shall have a second or casting vote in the case of an equality of votes.

26. The quorum necessary for the transaction of business shall be fixed by the Council and unless so fixed shall be *six*.

27. Subject as aforesaid the meeting of the council and of every Committee and the procedure, shall be regulated as the members of the Council shall think fit

### 28 Employees

The Council shall have power from time to time to appoint or remove an employee to or from the Society and to determine the period of his/her appointment and to fix his/her remuneration. A member of the Society shall be eligible for appointment as an employee of the Society.

### 29. Meetings of the Society

The Annual General meeting of the Society to be held in compliance with the provisions of the Companies Act 1963 and the actual date and the place of meeting shall be determined by the Council. The above-mentioned general meeting shall be called ordinary meeting and the business to be transacted shall be to receive and consider the Accounts and Balance Sheet and the reports of the Council and the Auditors, to elect Auditors and fix their remuneration, to elect Council members in accordance with Articles 17(a), (b) and (c) (d) and to transact any other business which under these presents ought to be transacted at an Ordinary Meeting; all other General Meetings shall be called extraordinary. Article 17(d) applies to the 2001 Annual General Meeting only.

30. A member wishing to bring before the Ordinary meeting any motion not relating to the business mentioned in Article 29 shall give notice of such motion to the Council not less than seven days before the meeting and no such motion shall come before the meeting unless such notice has been given.

31. Twenty one day's notice at least, specifying the place, the day and the hour of meeting, and in case of special business the general nature of the business, shall be given to members in manner hereinafter mentioned; It shall be deemed adequate to send notice by ordinary post not less than twenty three days prior to the meeting; but the accidental omission to give such notice to, or the non-receipt of such notice by, any member shall not invalidate the proceedings at any general meeting.

32. A copy of every special or extraordinary resolution proposed at a general meeting of the Society shall be sent to the Minister for *Enterprise, Trade and Employment* in sufficient time to reach the Minister seven clear days before the meeting.

33. The President of the Society shall preside as Chairman at every general meeting of the Society, or in **his/her** absence a *Vice President* shall preside, or if none of these officers is present the members present shall choose one of their number to be Chairman of the meeting. The Chairman shall regulate the business of the meeting and his ruling on all questions arising shall be conclusive and final.

34. The quorum for a general meeting of the Society shall be *seventy five members* personally present. The Council may whenever they think fit and shall on a requisition made in writing *by any seventy five or more* members convene an extraordinary general meeting. If within one hour from the time appointed for the meeting a quorum of members is not present the meeting shall stand adjourned to a day hour and place to be appointed by the Council

35. In the case of equality of votes, on a show of hands or on a poll, the Chairman shall have a second or casting vote.

36.

(a) Every Ordinary member shall be entitled to vote at every General meeting of the Society providing they comply with articles 9(a) and 17(a). Each member shall have one vote and no more. No member shall be entitled to be present or to vote at any meeting unless all monies due from him/her to the Society have been paid.

(b) If a member be a lunatic or idiot he/she may vote through his/her curator or through a legal Curator

37. The Council shall cause Minutes to be kept of the proceedings of every meeting of the Society and of the Council and of every Committee and shall cause to be recorded therein:

(a) All resolutions and proceedings of general meetings and of meeting of the Council and Committees.

(b) All appointments of officers.

(c) The names of all members present at each meeting of the Council and of any Committee.

(d) All orders made by the Council and Committees of the Council.

The minutes of any meeting if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting shall be receivable as prima facie evidence of the matters therein stated.

At any General Meeting unless a poll is demanded by at least three members, a declaration by the Chairman that a resolution has been carried and entry to that effect in the minutes of the proceedings of the Society, shall be conclusive evidence of the fact.

If a poll is demanded in manner aforesaid, the same shall be taken in such manner as the Chairman directs.

38. The Council shall provide a common seal for the purposes of the Society. The Seal for the time being of the Society shall be kept under such custody and used for such purposes of the Society as the Council shall from time to time decide.

39. The Seal shall never be used except by the Authority of a resolution of the Council in the presence of two members of the council at least who shall sign every instrument to which the Seal is affixed and every such instrument shall be countersigned by the Secretary or some other person appointed in that behalf by the Council.

#### *Notices*

40 . All notices required by these presents or the statutes to be given to the members shall, unless personally served, be given to the members having registered addresses in **Ireland** by sending letters through the ordinary post to such addresses.

41. Every member shall, from time to time, notify the Secretary of a place of business or residence in **Ireland** to be registered as his/her place of address and of all changes therein and the place from time to time so registered shall, for the purposes of the Statutes and these presents, be deemed his/her place of residence.

42. If any member shall fail to give a place of address in **Ireland**, he/she shall not be entitled to receive notice of any of the General Meetings or other proceedings of the Society, and no meeting or other proceedings shall be invalidated by reason of his/her not having received such notice aforesaid.