

Annual General Meeting of The British Association For The Purebred Spanish Horse

31st January 2016 The Angel Hotel, Royal Leamington Spa, Worcs.

The Meeting was opened by the Chairman Peter Brooks at 12.15 pm

He welcomed everyone to the meeting and stated that it was being recorded for accuracy of the minutes.

The Chairman stated that he held a total of 96 Proxy Votes.

Apologies for Absence - Karen Clithero has apologised for her absence - she is in Spain Show jumping her homebred PRE horses.

Apology from Stacey Patterson

The Chairman moved to

ITEM 1 - Approval of 2014 AGM Minutes -

Proposed by Mary McBryde

Seconded by Liz Andrews

88 PV For + 25 0 PV Against + 0 8 PV Abstain + 5

RESULT 113 YES 0 NO 13 ABSTAIN

APPROVED BY SIMPLE MAJORITY

ITEM 2 - Approval of 2015 Accounts, Director's Report, and Financial Statement.

The Treasurer Tina Barnett-Tucker gave the following report.

As is standard for the BAPSH Accounts the Statutory documents are accompanied by the General, Registry and Show figures in three basic Income and Expenditure Accounts. These provide a specific breakdown of the BAPSH Ltd. Finances, which with the timing of this AGM so close to the end of the Financial Year are more immediate.

The year saw a total turnaround in the BAPSH finances, with the large deficit of the previous financial period turned into a working profit with Turnover up by 22.8 %.

All three Incomes & Expenditure accounts are in profit with both the General and Show presenting a turnaround.

The 2015 Show resulted in over 44% increase in income; the result of the tireless work and organisational skills of our former Chairman Maria Ribback, present Company Secretary Liz Andrews and former Director Linda Harper. Between them they ran our biggest and most successful National Championship Show, with an amazing 95% increase in Entries thanks to the fantastic support of our members and an almost doubling of comparative Sponsorship. We must give a huge Thank You to our very generous sponsors Stephen Gardiner and family of Eastelms Transport for their wonderful support of the Show; not just in sponsorship but in all the fabulous prizes they donated.

Additionally Eastelms Transport provided the Trophies for the British Dressage BAPSH Dressage Championships at Keysoe. It was this great new forum for our horses and its affiliation, which resulted in the 29% increase in subscriptions. The General Account also benefited from the sustained work of Gill Gilson, who almost doubled our sales with her constantly fresh and vibrant merchandising.

The Registry account continued its steady course with the 5% increase of Turnover balanced by the slightly smaller increase in Expenditure.

The registry has always been self financing whilst also providing a regular Income to the General Account of the Company. In effect Owners and Breeders subsidise the Members. This will become more acute if BAPSH maintains its present financial structure. It will inevitably become liable for VAT with income from the General account dominating and therefore invalidating any exemption.

This is at the core of the proposed Re-structuring.

The anticipated future administration of BAPSH as solely a PIO & Stud Book will remain unchanged in relation to services. As at present, the fees will be monitored by ANCCE, Audits by DEFRA and Market Forces, whilst taking the fluctuating exchange rate into account. Additional Overheads previously met by the General account will be met by the subsidy formerly paid into it and by the Registry fund. BAPSH is a Not for Profit Company. Any monies over and above the running costs will be used to fund a Trainee Registry Assistant to provide support and back-up for the Registrar and ensure the smooth running of the Office in the Future.

There were no questions arising.

Proposed by Tina Barnett-Tucker

Seconded by Gill GILSON

88 PV For + 23 0 PV Against + 0 8 PV Abstain + 7

RESULT 111 YES 0 NO 15 ABSTAIN

APPROVED BY SIMPLE MAJORITY

ITEM 3 - To Re-appoint Berrywood Accountants

The Treasurer stated that this was for the present and that there would be a future review.

Proposed by Tina Barnett-Tucker

Seconded by Naomi VANCE-WEBB

87 PV For + 32 4 PV Against + 0 5 PV Abstain + 0

RESULT 119 YES 4 NO 5 ABSTAIN

APPROVED BY SIMPLE MAJORITY

The Chairman moved to-

ITEM 4 - To Receive the Report of the Registrar. (See attached)

The Registrar asked the meeting whether they had all read the report which had been on the Website for the last 3 weeks and asked if there were any questions arising.

Mr Philip Harris asked how members could get the report if they were not able to renew their membership. The Registrar replied that there were three points of contact on the Board for anyone requiring the information to be sent out directly. The information could be accessed via the Website and Facebook page and was sent out on the 16th December to the members.

Proposed by Alexandra Callen

Secoded by Amanda Tomlinson

91 PV For + 0 1PV Against + 0 0PV Abstain + 5

RESULT 122 YES 1 NO 5 ABSTAIN

APPROVED BY SIMPLE MAJORITY

ITEM 5 - To Approve the Re-appointment of Director Mrs M. E. Andrews retiring by rotation, and to approve the appointment of Directors Mr P. Brooks, Mrs K. Clithero, Mrs E. Brooks, Mrs T Barnett-Tucker, Mrs A. Callen, Ms Jeanie Miles.

The Chairman introduced the Board Directors to the meeting.

Proposed by Mary McBryde

Secoded by JOHN CAVEY

85 PV For + 27 5 PV Against + 0 6 PV Abstain + 5

RESULT 112 YES 5 NO 11 ABSTAIN

APPROVED BY SIMPLE MAJORITY

ITEM 6 - To Approve the Resolution from ANCCE - SOLUTION for the PRE Horse in the UK

The Registrar explained that a few months ago a group of energetic and aspirational Spanish horse enthusiasts wished to further develop the competition and social aspects for Spanish horses in the UK. There was some discussion on how best to progress. ANCCE proposed this novel and extremely advantageous solution which was received with enthusiasm by all parties involved. This is an amazing opportunity to expand and develop the amenities available in the UK for Spanish Horses and we are very lucky to be the first country to be given this chance to have 2 recognised organisations. The start of 2016 is also the perfect time to make these changes because of the new Equine Legislation (here at the meeting 62 Pages) requiring so much more attention from BAPSH Ltd as a Passport Office and Studbook. It is also very important to protect the Partbreds and Register 4 horses.

Richard Lust asked what the phrase 'Legal Action' referred to on the document.

NVW stated that there was, "No legal action threatened." ANCCE had "Got hold of the wrong end of the stick." They had produced the document. Gill Gilson stated that there was threat on the FB page and mention of wrong doing. The Registrar stated that there was none. Social media had allowed rumour to get out of hand. The Document had been sent from the Head of ANCCE and approved to go before the meeting as worded. It had to be sent out as it stood. Jacki Birch asked about the wording regarding legal action. The Chairman stated that if there had been a problem there was a complaints procedure to follow.

Marsha Jackson asked why we needed another society. Would it do the Andalusian horse any good? The Registrar replied that it would.

David Jarret asked if this was a "Solution", then what was the problem? As he understood it there had been general disagreement with no clear path forward and if this affected the smooth running of the Passport Office then it was a problem under Law. Now was a good time to move forward with the new complexities of Equine Law etc requiring more concentration. Liz Andrews replied that the problem was a lack of enthusiasm by members to support the Board. When members are satisfied no one takes any interest in the work, but when a supposed problem arises they suddenly want to know what is going on. No members attended the 2014 AGM compared with the many at this meeting.

Richard Lust questioned the notification last year. The Registrar pointed out that as BAPSH is a company it is only necessary to post notification on our website, but that this year the Board has ensured that additionally all members received postal notification. Richard Lust asked why there had not been an SGM. The Registrar replied that the timeframe would have been the same for this meeting and as the accounts and profiles for the year could be completed an AGM was the correct way to proceed. The Treasurer explained that at time the process started the Board was not at full strength and in order to go forward a strong Board was needed to take on the workload. This had to be done with due process via the AGM Richard Lust stated that members had voted by proxy without knowing the facts. The Registrar answered that any member could have asked a Board member for explanation and many had done so prior to using their vote.

It was asked who had authority to go to ANCCE and why did the former Chairman resign after all this dispute. The Registrar and Chairman had authority and duty to approach ANCCE. The insidious nature of the posts on Facebook were the reason for the resignations. The Board all have their responsibilities as Directors but are also volunteers working for the good our wonderful horses and should not be expected to tolerate such behaviour as was demonstrated on social media.

The Registrar was asked why she had not resigned. She replied that unique to the Board she had a legal responsibility to maintain the Stud Book and that if there was no Registrar BAPSH would be closed down. Richard Lust agreed that Face Book was nasty but that members still wanted to be informed. The Board again stated that they had been informed in the letter to members of the 29th November

Rebecca Brennand asked why the wording could not be changed. The Registrar replied that there had not been time as ANCCE had to authorise the Document though it's General Executive whose first meeting was 16th Dec. BAPSH could not alter a previously minuted document.

David Jarret again stated that as he understood it there had been a loss of confidence in the way BAPSH was going, there had been dissention and so ANCCE had come up with a solution which would ensure a better way for the smooth running of the Stud book. In his opinion it was poor because it was splitting the company but also sensible as it would ensure better progress. He felt that it would be beneficial to maintain close links between the PIO and competition side, possibly with non executive Directors on each Board in order to clarify and maintain a structure where the registry is protected. The Registrar again pointed out that the Registry was protected/controlled by ANCCE and that there had been agreement with GBPRE that there would be relations between them as they were both affiliated to ANCCE. The Board were asked who owned BAPSH. The Treasurer pointed out that no one owns BAPSH. It is a Company Limited by Guarantee with no shareholders, a Legal Entity whose primary Objects under

its Articles are to respect and obey the principles and rules of the ANCCE-LGPRES. David Jarrett asked the Board to hear what the members want. The Registrar stated that the Registry cannot be taken over or controlled other than by the Mother Stud Book and the Law.

Proposed by Mary McBryde

Seconded by Amanda Tomlinson

	94 PV For + 27	1 PV Against + 3	1 PV Abstain + 2
RESULT	121 YES	4 NO	3 ABSTAIN

APPROVED BY 94% MAJORITY

ITEM 7 - Resolution that the draft Articles of Association produced to the meeting and for the purposes of identification initialled by the Chairman, be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the Company's existing Articles of Association.

Philip Harris was concerned that the new articles did not protect the registry with only two Directors. He asked how this was agreed. Registrar replied that it had been recommended by the Company solicitor. There was some clarification of the Appointment of Directors under Article 19. Mr Harris stated if only two members can control the Registrar, there would be no control by the members. The Registrar pointed out that there is no control by the members at present. The Registry Office is covered by EU Equine Law.

Jacqui Birch asked about a complaints procedure. The Registrar replied that there was as a legal requirement by DEFRA to have a complaints procedure in place and that this was on the website. The Registry is not membership driven but answerable to owners and breeders.

Mike Bannister pointed out that it was not in the interest of the Registry Office to price people out. Registrar stated that the price structure is carefully monitored across UK. ANCCE monitor foreign pricing and the Registry Office has to report these annually. Also within the UK there are more options to register horses and therefore it has to be competitive and take note of market forces. In the UK all PIOs are rigorously audited by DEFRA. The future costings have made allowance for a Trainee who will be paid. Payment was the only way to keep a trainee. The work is constantly being updated, is complicated and needs full attention. There will be links to GBPRE because ANCCE require it and they are the ultimate authority. There will be links for competitions as the Registry has to confirm ownership/registry details etc. The meeting all agreed that the Registrar ran the Registry Office very well..

Gill Gilson felt the need of a 3rd director in case anything happened to the Registrar and for voting. The Registrar replied that this was why a trainee was so important, to cover ill-health. The Treasurer stated that there was a Provision in the articles to change the status of an honorary member into a voting member. They would then be available to stand for the Board as Directors. BAPSH has a pool of life members, half of whom are founder members of BAPSH providing a pool of knowledge and insight of the PRE and how it works and is administered. Reservoir of talent that can be taken on to backup the Board or be available to become Directors. There was clarification of the Directors.

David Jarrett again stated that the members want to be listened to at this last moment. He asked, 'What happens if one of the two voting member was no longer active?' The reply was that another would be appointed under the articles.

The Board were asked who the 10 Life members were. These were listed.

Jacqui Birch asked about what control the members have. The Registrar replied that the members have never had any control.

Mr Harris pointed out that the members could control who runs the Registry and asked what would happen in the future if anything happened to the present Registrar. The latter replied that she would continue as long as physically possible and if the time came when she could not, there would be a fully trained ANCCE accredited Trainee in place. It is one of the reasons for this refocusing.

The Treasurer re-iterated that the Registry has always subsidised the General Account. The owners and breeders have provided the subsidy to the tune of £3000 per annum. And additionally there are the Registry reserves that build up to provide a cushion necessary to take account of the exchange rate and constantly fluid levels of services required. The only time that the Registry has shown a deficit on the Balance Sheet, since incorporation was when it undertook to finance the original GBPRE Show. This was held secondary to the BAPSH Championship Show and got the company affiliated to the ANCCE Competitions Section.

David Jarrett clarified that there was funding for a Trainee and that the Registrations would not have to go up to pay for it. The Board confirmed that this was so. The Trainee would have limited payment but this would be better than no payment. The Person will be chosen by the Registrar with the details determined by her.

Linda Rodriguez stated that although ANCCE controlled the Studbook for Purebreds the Registration of Partbreds and Register 4 horses are only acknowledged through the BAPSH Studbook and must not be forgotten.

The Registrar then stated that the BAPSH Registry has always had a completely Non discriminatory policy for members and non-members. All fees and services being exactly the same for both. In other organisations people have to pay substantially higher membership fees annually to be able to register a foal; Arab Horse Society, Welsh Cob Society etc. Therefore it is critical that BAPSH independence is maintained where everybody gets the same treatment and there is no deferential in the fee.

Marsha Jackson asked what would now happen when people showed their horses at affiliated shows. The Registrar replied that this was one of the links that would be essential between BAPSH and GBPRE who as well as the ANCCE show, will be taking on the support of the external shows. The contact will be with them, and the show, eg. Windsor, but the clarification of entries will be via BAPSH to which they can give their full attention re ownership etc. The judging request from Windsor this year has just been passed on to NVW.

Proposed by Peter Brooks

Seconded by Michael Bannister

	93 PV For + 23	3 PV Against + 5	2 PV Abstain + 4
RESULT	116 YES	8 NO	6 ABSTAIN

APPROVED BY 90.6 % MAJORITY

ITEM 8 - To Accept the Resignation of the Members or the Transfer of Members to GBPRE

Total Number of Members who have Resigned from BAPSH Ltd 10

Total Number of Members who will Transfer to GBPRE 157

Proposed by Peter Brooks

Seconded by Mary McBryde

94 PV For + 31 1 PV Against + 0 1 PV Abstain + 1

RESULT 125 YES 1 NO 2 ABSTAIN

APPROVED BY SIMPLE MAJORITY

ITEM 9 - To accept the retirement of six Directors as of 01/02/2016.

These being Mrs M.E.Andrews, Mrs K Clithero, Mrs E Brooks, Mrs T Barnett-Tucker, Mrs A Callen, and Miss J Miles.

David Jarrett asked if these were the definitive Directors retiring. The Chairman confirmed that they were. The former questioned the re-appointment of Liz Andrews. This was a matter of procedure as she was the longest serving Director and therefore retiring by rotation. The decision of which six directors retired had been taken and voted on at a Board meeting and duly minuted. It was agreed by the members on the floor that due procedure had been followed. The names of the six could not be put on the Agenda as had not been decided prior to the circulation date.

Proposed by Peter Brooks

Seconded by Mary McBryde

93 PV For + 18 2 PV Against + 6 1 PV Abstain + 8

RESULT 111 YES 8 NO 9 ABSTAIN

APPROVED BY SIMPLE MAJORITY

The Chairman gave Special Thanks to Liz Andrews which was endorsed by the Meeting. He also thanked Anita Ashworth, Maria Ward Jones and Linda Harper who were similarly endorsed by the meeting. He thanked them for all their hard work and dedication over the years and for their work on the Breed show. The Chairman then gave the floor to Founder Member Linda Rodriguez who introduced herself to the meeting explaining that Mary and herself had started the then Society together 33 years ago and that on behalf of the members she wanted to thank Mary for her years of dedication to the Stud Book. She presented Mary with a bronze Horse Head Statue. The meeting endorsed her sentiments.

ITEM 10 Announcement of two New Facebook Pages & a joint press release from BAPSH Ltd and GBPRE.

The Board announced that it has been agreed with Naomi Vance-Webb & Karen Bourdon that in 48 hours time the old BAPSH Facebook page will be closed down and that two New Facebook Pages will be opened, one for each organisation.

BAPSH New Face Book Page will be called 'BAPSH - STUDBOOK AND PIO'. Eileen Brooks has set it up and it looked great. The other new Facebook Page will be called GBPRE.

ANY OTHER BUSINESS

Richard Lust asked about the BAPSH show trophies. Trophies for Show and Performance will be held at the discretion of the title holders.

Fenella Humphries asked about BAPSH assets. The Board stated that these will go towards the general overheads of the company. The Accumulated assets in the Accounts refer to the nominal figure that was put upon the value of the Company at incorporation. The other assets are a marquee and the stock which will continue being sold through the website. It all belongs to BAPSH.

Marsha Jackson proposed a vote of thanks for all the work done by various members over the years and wished Mary McBryde on behalf of BAPSH and NVW on behalf of GBPRE every success for the future on behalf of the Spanish Horse.

The Chairman Closed the meeting at 14.01pm