

Company Number: 02813358

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION
OF
BRITISH HORSERACING AUTHORITY LIMITED
("the Company")**

As adopted by unanimous resolution passed on and with effect from 30 March 2023

INTERPRETATION

1. (1) In these Articles the following words bear the following meanings:
 - "Act"** means the Companies Act 2006;
 - "Articles"** means the articles of association of the Company;
 - "BHD"** means British Horseracing Database Limited (company number 7035888);
 - "BHD "A" Director"** means a director of BHD appointed in accordance with article 16.2 of its articles of association;
 - "BHD Additional Director"** means a director of BHD appointed in accordance with article 16.5 of its articles of association;
 - "Board"** or **"board of directors"** means the board of directors of the Company as from time to time constituted;
 - "Chief Executive"** means the person from time to time appointed to the executive office of "Chief Executive" of the Company pursuant to Article 38(2);
 - "Chief Operating Officer"** means the person from time to time appointed to the executive office of "Chief Operating Officer" of the Company;
 - "Chief Regulatory Officer"** means the person from time to time appointed to the executive office of "Chief Regulatory Officer" of the Company;
 - "clear days"** means in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
 - "Commercial Committee"** means the committee of the Board constituted by the Board as the Commercial Committee in accordance with these Articles;

"committee members" means the members of any committee as may from time to time be established by the Board pursuant to Article 43;

"director" means a director of the Company for the time being appointed pursuant to these Articles;

"Director of Integrity and Regulation" means the person from time to time appointed to the executive office of "Director of Integrity and Regulation" of the Company;

"Director of International Racing and Racing Development" means the person from time to time appointed to the executive office of "Director of International Racing and Racing Development" of the Company;

"electronic form" means the same as in the Act;

"electronic means" means the same as in the Act;

"eligible director" means a director who would be entitled to vote on the matter at a meeting of directors (but excluding any director whose vote is not to be counted in respect of the particular matter);

"executed" means any mode of execution;

"GBR" means Great British Racing Limited, a company registered in England and Wales with registered number 4444746;

"Independent Chair" means the director from time to time appointed as chair of the board of directors of the Company pursuant to Article 38(1);

"Independent Disciplinary Officer" means the person appointed to such role by the Board;

"Independent NED" means a person appointed as a director of the Company pursuant to Article 38(3);

"Independent Regulatory NED" means a person appointed as a director of the Company pursuant to Article 38(4);

"Licensed Personnel" means trainers, jockeys and stable staff as are licensed under the Rules of Racing and as represented by the NTF, the PJA and the NARS (and/or their respective successor or successors appointed pursuant to Article 9);

"Licensed Personnel Member" means the Member jointly representing the Licensed Personnel or its successor or successors appointed pursuant to Article 9;

"Member" means a member of the Company and any other person who agrees to become a member of the Company and whose name is entered on the register of members;

"Member's Nominated Director" means a person nominated by a Member and appointed as a director of the Company pursuant to Article 38(5);

"Members' Prior Approval" means either:

- (a) a resolution passed unanimously in a general meeting of the Company duly convened in accordance with these Articles; or

(b) a resolution in writing executed by or on behalf of all of the Members in accordance with the Act;

"Memorandum" means the document entitled "Memorandum of Association of British Horseracing Authority Limited" in the form annexed to these Articles;

"NARS" means the National Association of Racing Staff;

"NED" means a non-executive director of the Company other than the Independent Chair and the Chief Executive;

"Nominations Committee" means the committee of the Board constituted by the Board as the Nominations Committee in accordance with these Articles;

"Non-Member's Nominated Director" means a person appointed as a director of the Company pursuant to either Article 38(3) or Article 38(4);

"NTF" means the National Trainers Federation;

"Office" means the registered office of the Company;

"People and Remuneration Committee" means the committee of the Board constituted by the Board as the People and Remuneration Committee in accordance with these Articles;

"PJA" means the Professional Jockeys Association;

"racecourse or racecourses" means the entity or entities licensed by the Company to stage thoroughbred horseracing fixtures in Great Britain;

"Racecourse Member" means the RCA or its successor or successors appointed pursuant to Article 9;

"Racehorse Owner Member" means the ROA or its successor or successors appointed pursuant to Article 9;

"Racing" means horseracing in Great Britain conducted under the Rules of Racing, the Regulations for Point-to-Point Steeple Chases and the Regulations for Arab Horse Racing in force from time to time and under such other rules, regulations, orders, instructions and directions relating to the holding of race meetings as may be approved by the Board from time to time;

"RCA" means The Racecourse Association Limited;

"ROA" means the Racehorse Owners Association Limited;

"Rules of Racing" means the provisions for the regulation of racing matters known as "The Rules of Racing" as applicable from time to time and any instructions, regulations, standing orders, decisions, rulings or findings, penalties or orders of any nature made pursuant to them;

"Seal" means the common seal of the Company;

"Secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint assistant or deputy secretary;

"Senior Independent Director" means a director of the Company nominated as the "Senior Independent Director" by the Board pursuant to Article 38(6);

"TBA" means The Thoroughbred Breeders' Association; and

"Thoroughbred Breeder Member" means the TBA or its successor or successors appointed pursuant to Article 9.

- (2) Save as aforesaid and unless the context otherwise requires, words or expressions contained in these Articles have the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company.
 - (3) Except where otherwise expressly stated, a reference in these Articles to any primary or delegated legislation or legislative provision includes a reference to any modification or re-enactment of it for the time being in force.
 - (4) In these Articles, unless the context otherwise requires:
 - (A) words in the singular include the plural, and vice versa;
 - (B) words importing any gender include all genders;
 - (C) a reference to a person includes a reference to a body corporate; and
 - (D) a reference to a body corporate includes a reference to an unincorporated body of persons and companies incorporated by Royal Charter.
 - (5) In these Articles:
 - (A) references to writing include references to typewriting, printing, lithography, photography and any other modes of representing or reproducing words in a legible and non-transitory form and documents and information sent or supplied in electronic form are "in writing" for the purposes of these Articles;
 - (B) references to "other" and "otherwise" shall not be construed *eiusdem generis* where a wider construction is possible;
 - (C) references to a power are to a power of any kind, whether administrative, discretionary or otherwise; and
 - (D) references to a committee of the directors are to a committee established in accordance with these Articles, whether or not comprised wholly of directors.
 - (6) The headings are inserted for convenience only and do not affect the construction of these Articles.
2. None of the articles contained in Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended) or the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 shall apply to the Company except so far as embodied in any of the following Articles.

3. The provisions of the Memorandum which formed part of the Articles pursuant to section 28 of the Act shall continue to form part of these Articles.
- 3A. The Articles shall only be amended by Members' Prior Approval.

MEMBERS

4. Such persons as are admitted to membership in accordance with the Articles shall be Members of the Company.
5. (1) The directors shall subject to the Articles admit to membership of the Company the following persons:
 - (A) The Racecourse Member;
 - (B) The Racehorse Owner Member;
 - (C) The Licensed Personnel Member; and
 - (D) The Thoroughbred Breeder Member.(2) Save in accordance with the provisions of Article 5(1) and Article 9(5), the directors shall only admit a person to membership after obtaining Members' Prior Approval.
6. Any body corporate or unincorporated association which is a Member may by resolution of its directors or other governing body authorise any person as it thinks fit to act as its representative at any meeting of the Company. The person so authorised shall be entitled to exercise the same powers on behalf of that body corporate or unincorporated association as the body corporate or unincorporated association could exercise if it were an individual Member and the body corporate or unincorporated association shall for the purposes of the Articles be deemed to be present in person at the meeting if a person so authorised is present.
7. The rights and privileges of a Member shall be personal to it and not be transferable by its own act or by operation of law.
8. A Member shall immediately cease to be a Member upon the occurrence of any of the following events:
 - (1) if a receiver, manager, administrative receiver or administrator is appointed of the Member or over all or any part of its undertaking or assets; or
 - (2) if the Member enters into liquidation (other than a voluntary liquidation for the purpose of a bona fide scheme of solvent amalgamation or reconstruction); or
 - (3) upon a Member withdrawing as a Member of the Company by serving not less than thirty days' written notice delivered at the Office; or
 - (4) if the Member is removed in accordance with these Articles.
9. (1) The purpose of this Article is to provide a process to ensure as far as is practicable that the membership and structure of the Company shall at all times remain as representative of Racing as possible following the adoption of these Articles.

- (2) Subject to the following provisions of this Article and in recognition of Article 9(1), the Board may recommend to the Members either:
- (A) the removal of the Racecourse Member or the Racehorse Owner Member or the Licensed Personnel Member or the Thoroughbred Breeder Member as a Member; and/or
 - (B) the admission to membership of the Company of any person as an additional Member,

if the relevant Member referred to in Article 9(2)(A) ("**Relevant Member**") shall, in the opinion of the Board, cease to be the person most representative in Great Britain of the interests of owners of racecourses or of the owners of racehorses or of the trainers, jockeys and stable staff licensed under the Rules of Racing or of the breeders of thoroughbreds (as the case may be).

- (3) The Relevant Member shall be informed of the Board's opinion, and be permitted to make representations to the Board within the period as the Board may determine, either in writing or (if the Board so permits) by personal attendance at a meeting of the Board or any committee delegated with authority for that purpose.
- (4) The Board shall also consult with or seek representation from any third party whom it considers desirable or appropriate, including without prejudice to the foregoing, any association or body which is representative of any persons engaged or directly or indirectly interested in Racing.
- (5) If after considering such representations the Board reconfirms its recommendation, the Board shall convene a general meeting of the Members at which, in recognition of Article 9(1), a resolution requiring the Members' Prior Approval shall be proposed to give effect to:
- (A) the removal of the Relevant Member and/or the admission to membership of another person either as the successor of the Relevant Member or in addition to the existing Members in accordance with these Articles; and
 - (B) any alteration to these Articles which the Board may consider necessary or desirable as a consequence of the proposed change of membership, including without limitation, in relation to the respective voting rights and limitations of each of the Members, the right to appoint or nominate directors, the eligibility of any person to be or remain a director or hold office in any capacity, the number of directors and membership of any committee of the Board.

Notwithstanding any other provision of these Articles, the Relevant Member shall not be included in the quorum and shall not be entitled to vote in respect of that resolution.

- (6) No Racecourse Member, Racehorse Owner Member, Licensed Personnel Member nor any Thoroughbred Breeder Member may be removed under this Article unless at the same time the Board recommends and proposes for admission to membership in its place

another person who in the opinion of the Board is most representative of the interests of owners of racecourses or owners of racehorses or the trainers, jockeys and stable staff licensed under the Rules of Racing or the interests of breeders of thoroughbreds (as the case may be). The person admitted to membership shall have the rights of membership conferred in these Articles on the removed Member, in particular as to voting and the entitlement to nominate directors under Article 38 (5) (A) and (B) respectively unless and to the extent that the rights are altered by the resolution passed by the Members in accordance with Article 9(5).

VOTES OF MEMBERS

10. On a show of hands and on a poll Members who are present by their duly authorised representatives or by proxy shall have the following votes:
 - (1) the Racecourse Member shall have three votes;
 - (2) the Racehorse Owner Member shall have one vote;
 - (3) the Licensed Personnel Member shall have one vote; and
 - (4) the Thoroughbred Breeder Member shall have one vote.
11. Any proposal to revoke or alter any resolution in these Articles which requires the Members' Prior Approval shall be subject to the unanimous approval of the Members in general meeting or by written resolution.
12. No revocation or alteration of any resolution previously approved by the Members' Prior Approval shall have or be deemed to have retrospective effect and shall not apply to any act, arrangement or agreement done or made by or on behalf of the Company either prior to the effective date of any such revocation or alteration or, after such effective date, in consequence of any legally enforceable agreement or obligation made by or on behalf of, or applicable to, the Company prior to such effective date.
13. No objection shall be raised to the qualification of any person exercising the right to vote except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair of the meeting whose decision shall be final and conclusive. For the avoidance of doubt, the chair shall not be entitled to refuse to accept an instrument of proxy to the extent that it complies with Articles 14 to 16.
14. The appointment of a proxy shall be executed by or on behalf of the appointor. In the case of an instrument in writing, a corporation may execute a form of proxy either under its common seal (or in any other manner permitted by law and having the same effect as if executed under seal) or under the hand of a duly authorised officer, attorney or other person. The appointment of a proxy shall not preclude a Member from attending and voting at the meeting or at any adjournment of it. A form of proxy shall, unless it provides to the contrary, be valid for any adjournment of the meeting to which it relates.

15. The appointment of a proxy shall be in such form as the Board may from time to time determine (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve).
16. The instrument appointing a proxy (a "**Proxy Notice**") must:
 - (1) if a written notice, be deposited at the Office not less than 48 hours before the time of the meeting (or adjourned meeting); or
 - (2) if an electronic notice, be sent to the address specified for the purpose of receiving such notice and must be received in the inbox of the specified recipient not less than 48 hours before the time of the meeting (or adjourned meeting).
 - (3) if a poll is demanded and taken not more than 48 hours after it was demanded, then a Proxy Notice must be delivered to the chair, Secretary or any director present at the meeting at which the poll was demanded.
 - (4) if a poll is demanded and taken more than 48 hours after it was demanded, then a Proxy Notice must be deposited in accordance with Article 16(1), or received in accordance with Article 16(2), not later than 24 hours before the specified time for the poll to be taken,and a Proxy Notice which is not deposited, received, or delivered in a manner so permitted by Articles 16(1) to 16(4) shall be invalid.
17. In these Articles, "address" means any number or address used for the purposes of sending or receiving notices, documents or information by electronic means.
18. If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

GENERAL MEETINGS

19. All general meetings of the Members other than annual general meetings shall be called general meetings.
20. The directors may call general meetings and, on the written requisition of a Member received at the Office pursuant to the provisions of the Act, shall immediately proceed to convene a general meeting. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or if there is no director, any Member may call a general meeting.

NOTICE OF GENERAL MEETINGS

21. Subject to the provisions of the Act, an annual general meeting and a general meeting called for the passing of a special resolution, or a resolution appointing a person as a director, shall be called by at least twenty-one clear days' notice. All other general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed by all of the Members entitled to attend and vote thereat. The notice shall specify the place, the day and the time of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the

meeting as such. Notices shall be given to all the Members and to the directors and auditors of the Company.

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

PROCEEDINGS AT GENERAL MEETINGS

23. No business shall be transacted at any meeting unless a quorum is present. All the Members present by their duly authorised representatives or by proxy shall be a quorum.
24. (1) If a quorum is not present within half an hour from the time appointed for holding the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day seven days later at the same time and place or to such other day, time and place (not being more than thirty days nor less than seven days after the date appointed for the meeting) as the Independent Chair or in their absence the directors present may determine.
- (2) If at the adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Members present by their duly authorised representatives or by proxy shall (subject to Article 24(3)) constitute the quorum for any business to be transacted at that adjourned meeting.
- (3) If at the adjourned meeting a quorum required pursuant to Article 23 is not present within half an hour from the time appointed for holding the meeting, the meeting shall not be quorate for the purposes of any resolution to which Article 11 applies and accordingly the meeting shall be dissolved insofar as it relates to any such resolution.
- (4) Where a meeting is adjourned under Article 24(1) for seven days or more, not less than three clear days' notice of the adjourned meeting shall be given as in the case of an original meeting specifying the time and place of the adjourned meeting and the general nature of the business to be transacted but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had a quorum been present. Otherwise it shall not be necessary to give any such notice.
25. The Independent Chair or in their absence another director (other than a Member's Nominated Director) nominated by the Board shall preside as chair of the meeting, but if neither the Independent Chair nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number present (other than a Member's Nominated Director) to be chair and, if there is only one such director present and willing to act, they shall be chair provided that no Member's Nominated Director shall be appointed, or entitled to act, as chair of any meeting of the Members.

26. If no director entitled to act as chair is willing to act as chair, or if no director so entitled is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chair.
27. A director shall, notwithstanding that they are not a Member, be entitled to attend and speak at any general meeting.
28. Without prejudice to any other power of adjournment they may have under these Articles or at common law:
 - (1) the chair of the meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place; and
 - (2) the chair of the meeting may, without the consent of the meeting, adjourn the meeting before or after it has commenced, to another date, time or place which the chair may decide, if the chair considers that:
 - (A) there is not enough room for the number of Members and proxies who wish to attend the meeting;
 - (B) the behaviour of anyone present prevents, or is likely to prevent, the orderly conduct of the business of the meeting; or
 - (C) an adjournment is otherwise necessary in order for the business of the meeting to be properly carried out.
29. No amendment to a resolution duly proposed as a special resolution may be considered or voted on unless the amendment is only to correct a clear error. No amendment to a resolution duly proposed as an ordinary resolution may be considered or voted on unless:
 - (1) the amendment is only to correct a clear error; or
 - (2) written notice of the terms of the proposed amendment and of the intention to move the amendment have been deposited at the Office at least 48 hours before the time for holding the meeting or the adjourned meeting at which the ordinary resolution in question is proposed and notice of such proposed amendment has been given to all Members at least 24 hours before the time for holding the meeting or the adjourned meeting; or
 - (3) the chair of the meeting, in their absolute discretion, decides that the proposed amendment may be considered or voted on.
30. With the consent of the chair of the meeting, an amendment may be withdrawn by its proposer before it is voted on. If an amendment proposed to any resolution under consideration is ruled out of order by the chair of the meeting, the proceedings on the resolution shall not be invalidated by any error in the ruling.

31. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - (1) by the chair of the meeting; or
 - (2) by any Member having the right to vote at the meeting;and a demand by a person as proxy for a Member shall be the same as a demand by the Member.
32. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair of the meeting and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
33. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote.
34. References to meetings of Members in the Articles shall be read and construed to include meetings either in person or by means of conference telephone, video conferencing or any communication equipment which allows all persons participating in the meeting to hear and speak to each other throughout the meeting. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in the quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chair of the meeting then is.

APPOINTMENT AND RETIREMENT OF DIRECTORS

35. Notwithstanding any provision in these Articles, but subject always to Article 35A, no person shall hold office as a director of the Company in whatever capacity or capacities for more than nine years in aggregate, whether in consecutive terms or otherwise, provided that in determining the period of office of any director, no account shall be taken of any period prior to 31 July 2007 during which the person held office as a director of the Company or, for the avoidance of doubt, The British Horseracing Board Limited, The Horseracing Regulatory Authority, The Jockey Club or their respective predecessors in relation to the governance and regulation of Racing.
- 35A. In the event that a director is appointed as Independent Chair following a period of service as a director on the Board, that director may continue to serve on the Board for the period of such appointment, subject to a maximum term of twelve years on the Board inclusive of their term prior to such appointment.
36. Notwithstanding any provision of these Articles, without the Members' Prior Approval, no person shall be appointed as a director while they are a holder of a licence issued under the Rules of Racing or employed by such a person or while they are a director of GBR.
37. The number of directors shall be up to eleven and shall comprise:
 - (1) the Independent Chair;

- (2) the Chief Executive;
- (3) two Independent NEDs;
- (4) two Independent Regulatory NEDs; and
- (5) four Member's Nominated Directors (if appointed).
- (6) one additional Independent NED where the requirement for such additional Independent NED is unanimously approved with the Members' Prior Approval (with due consideration being given prior to that appointment of the need to maintain parity between the voting rights of the Member's Nominated Directors and the Non-Member's Nominated Directors).

The number of Member's Nominated Directors on the Board shall in no event exceed the number of Non-Member's Nominated Directors on the Board at any time save for any interim period during which a Non-Member's Nominated Director has resigned and has not yet been replaced.

38. (1) The Nominations Committee shall nominate to the Board such person as it thinks fit for the office of Independent Chair. The Board shall have the power to appoint or refuse to appoint such person as may be so nominated. Subject to Article 35 and Article 35 (A), each such appointment shall be for a period of up to three years and such person may be re-appointed for a further period or periods of up to three years.
- (2) The Nominations Committee shall nominate to the Board such person as it thinks fit for the office of Chief Executive. The Board shall have the power to appoint or refuse to appoint such person as may be so nominated. Each such appointment shall be for as long as the person holds office as Chief Executive.
- (3) The Nominations Committee shall nominate to the Board two individuals as it thinks fit to take office as Independent NEDs (and, where unanimously approved by the Members in accordance with Article 37(6), the additional Independent NED). The Board shall have the power to appoint or refuse to appoint such persons as may be so nominated. Subject to Article 35, each such appointment shall be for a period of up to three years and such person may be re-appointed for a further period or periods of up to three years.
- (4) The Nominations Committee shall nominate to the Board two individuals as it thinks fit to take office as Independent Regulatory NEDs. The Board shall have the power to appoint or refuse to appoint such persons as may be so nominated. Subject to Article 35, each such appointment shall be for a period of up to three years and such person may be re-appointed for a further period or periods of up to three years.
- (5) The Member's Nominated Directors shall be appointed as follows:
- (A) the Racecourse Member shall appoint two such persons with appropriate practical experience in the horseracing industry as it thinks fit to take office as Member's Nominated Directors; and

- (B) the Racehorse Owner Member, the Thoroughbred Breeder Member and the Licensed Personnel Member shall, acting collectively (but not otherwise), appoint two such persons with appropriate practical experience in the horseracing industry as they collectively think fit to take office as Member's Nominated Directors.

Subject to Article 35, each such appointment shall be for a period of up to three years and such person may be re-appointed for a further period or periods of up to three years.

- (6) The Board shall select one of the Non-Member's Nominated Directors to perform the role of Senior Independent Director on such terms of reference as it thinks fit.
 - (7) The Racecourse Member may by notice in writing to the Company direct the Company to remove any director nominated by it (with such notice, if any, as that Member may require) from time to time, and the Company shall give effect to such direction for removal (by removing the relevant director from office). The removal takes effect immediately on deposit of the notice at the Office or on such later date (if any) specified by the Racecourse Member in the notice.
 - (8) The Racehorse Owner Member, the Thoroughbred Breeder Member and the Licensed Personnel Member (acting together in the exercise of their rights but not otherwise) may by notice in writing to the Company direct the Company to remove any director nominated by them (with such notice, if any, as they may require) from time to time, and the Company shall give effect to such direction for removal (by removing the relevant director from office). The removal takes effect immediately on deposit of the notice at the Office or on such later date (if any) specified by them in the notice.
39. Each director appointed pursuant to Article 38 shall hold office subject to Articles 46 to 50.
- 39A. (1) The directors of the Company shall have the sole and exclusive authority from time to time to exercise the rights of the Company as the holder of "A" ordinary shares of £1 each in BHD in respect of the appointment and removal of any BHD "A" Director and (subject to Members' Prior Approval) the appointment and removal of any BHD Additional Director.
- (2) If any BHD Additional Director is appointed by the Company in accordance with the articles of association of BHD and either:
 - (A) a resolution is passed unanimously in a general meeting of the Company duly convened in accordance with these Articles; or
 - (B) a resolution in writing is executed by or on behalf of the requisite Members in accordance with the Act,

requiring the removal of any BHD Additional Director, the Company shall immediately procure the removal of that BHD Additional Director in accordance with the articles of association of BHD.

40. Without prejudice to Article 39, a director may also be removed from office in accordance with the Act.

POWERS OF DIRECTORS

41. The business of the Company, including the sole and exclusive authority to determine from time to time the Rules of Racing, shall be managed by the directors who, subject to the provisions of the Act, the Memorandum and these Articles and to any directions given by the Members by special resolution, may exercise all the powers of the Company. No alteration of the Memorandum or the Articles and no such direction given by the Members shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the directors by the Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
42. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of their powers.

DELEGATION OF POWERS OF THE BOARD

43. The Board may delegate certain of their powers to a committee or committees consisting of one or more directors and/or to such other person or persons as it thinks fit. Any such delegation may be made upon such terms of reference and subject to any terms and conditions as the Board may impose and either collaterally with or to the exclusion of its own powers and may be revoked or altered as the Board thinks fit provided that no such terms of reference and conditions shall be adopted or imposed or revoked or altered in the case of the Commercial Committee without Members' Prior Approval.
44. The Board may appoint to any office or employment having a designation or title including the word "director" or attach to any existing office or employment with the Company such designation or title and may terminate any such appointment or the use of any such designation or title. The inclusion of the word "director" in the designation or title of any such office or employment shall not imply that the holder is a director of the Company, nor shall the holder thereby be empowered in any respect to act as, or be deemed to be, a director of the Company for any of the purposes of these Articles, save pursuant to a delegation of power pursuant to Article 43.

COMMITTEES

45. The Board shall establish and maintain the following committees as standing committees of the Board pursuant to Article 43:
 - (1) Audit and Risk Committee – comprising as its members four persons, two of whom shall be directors appointed by the Board and two of whom shall be directors appointed by Members' Prior Approval. The Board may

determine to appoint a fifth independent non-director member to serve as chair of the Audit Committee, at its sole discretion. At all times, the Audit and Risk Committee shall have at least one member with recent and relevant financial experience

- (2) Nominations Committee – comprising the Independent Chair, the Senior Independent Director, one Non-Member’s Nominated Director nominated by the Board, one representative appointed by the Racecourse Member and one representative unanimously appointed by the Racehorse Owner Member, the Thoroughbred Breeder Member and the Licensed Personnel Member;
- (3) Rules Committee - comprising a minimum of four individuals appointed by the Board as non-executive members of the Rules Committee. It shall also include ex officio the Chief Executive and the Chief Regulatory Officer;
- (4) People and Remuneration Committee – comprising at least three Non-Member’s Nominated Directors nominated by the Board;
- (5) Commercial Committee – comprising one Non-Member’s Nominated Director nominated by the Board (who shall be the chair), five representatives appointed by the Racecourse Member, one representative appointed by the Racehorse Owner Member, one representative appointed by the Thoroughbred Breeder Member one representative appointed by the NTF, one representative appointed by the PJA and one representative appointed by NARS. It shall also include ex officio the Chief Executive and the Chief Operating Officer;
- (6) Integrity Advisory Committee - comprising two Independent Regulatory NEDs and the Independent Disciplinary Officer each appointed by the Board. It shall also include ex officio the Chief Regulatory Officer and the Director of Integrity and Regulation;
- (7) Ethics Committee- comprising six independent members proposed by the Chief Executive and approved by the Board. The Committee shall also include at least two representatives from the Company on an ex officio basis.

DISQUALIFICATION AND REMOVAL OF DIRECTOR AND COMMITTEE MEMBER

46. Without prejudice to the provisions of the Act, the Company may, by special resolution, remove a director before the expiration of their period of office (but such removal shall be without prejudice to any claim to damages for breach of any contract of service between the director and the Company) and, subject to these Articles, may, by ordinary resolution, appoint another person instead of them. A person so appointed shall be subject to retirement at the same time as if they had become a director on the day on which the director in whose place they are appointed was last appointed or reappointed a director.
47. Notwithstanding any other provision of these Articles, the Board shall have the power to suspend or remove any director who in the reasonable opinion of the Board has committed any act (or omission), or is guilty of any conduct, which

has either brought or is likely to bring or is capable of bringing the Company and/or Racing into disrepute or which otherwise amounts to gross misconduct (applying a test to define gross misconduct commensurate to that which the Company would apply to its employees), including but not limited to an act or omission or any conduct in contravention of any Board Code of Conduct or Industry Code of Conduct that may be in operation from time to time, and:

- (1) the director shall be informed of any complaint in regard to their act, omission or conduct, and be permitted to make representations within any period as the Board may determine, either in writing or (if the Board permits) by personal attendance at a meeting of the Board or any committee delegated with authority for that purpose; and
 - (2) after considering the representations, it shall be within the power of the Board, to suspend or to remove the director.
48. Notwithstanding the provisions of Article 71, the director concerned under the provisions of Article 47 shall not be entitled to vote at the relevant Board meeting when the matter is voted upon. Any such decision may be at any time revoked or modified by the Board by a like vote.
49. During the period of any suspension of a director:
- (1) the director shall not be permitted to attend or vote at meetings of the Board or otherwise vote upon resolutions of the Board; and
 - (2) if the director concerned holds office as an Independent NED, Independent Regulatory NED or Member's Nominated Director, the Nominations Committee (in the case of an Independent NED or an Independent Regulatory NED) or the Member nominating the Member's Nominated Director concerned (as the case may be) shall be entitled to revoke the appointment of any alternate director appointed by that director or Member (as applicable) and to appoint an alternate director to hold office in accordance with Articles 83 to 88, mutatis mutandis, for the period of the suspension. Any such alternate director so appointed shall be deemed to be the appointee of the director concerned for the purposes of these Articles.
50. The office of a director and of a committee member shall be vacated:
- (1) if, being a director, they cease to be a director by virtue of any provision of the Act or otherwise become prohibited by law from being a director of a company; or
 - (2) if, in the case of the Independent Chair or any Independent NED or Independent Regulatory NED and on the advice of the Nominations Committee, the Board resolves that the director ceases to satisfy the original criteria adopted by the Nominations Committee in nominating that person to be a director or otherwise by the Board in appointing that person to be a director;
 - (3) if they become a director of GBR or any holding company of GBR or any subsidiary undertaking of GBR or any such holding company; or
 - (4) if they become bankrupt or make any arrangement or composition with their creditors generally; or

- (5) if they are, or may be, suffering from mental disorder and either:
 - (A) they are admitted to hospital in pursuance of an application for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Care and Treatment) (Scotland) Act 2003, or
 - (B) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for their detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to their property or affairs; or
- (6) if they resign their office by notice to the Company, and such resignation has taken effect in accordance with its terms; or
- (7) if they have been absent without permission of the Independent Chair (such permission not to be unreasonably withheld) for more than two consecutive meetings of directors or committees (as the case may be) and the directors or other committee members resolve that their office be vacated; or
- (8) if they have been declared a "disqualified person" under the Rules of Racing; or
- (9) if they are removed from office or cease to be eligible for office in accordance with the Articles or the Act; or
- (10) if being a director, the person appointing them ceases to be a Member; or
- (11) if their period of appointment expires and they are not re-appointed for a further term; or
- (12) if notice of their removal is given in accordance with Article 38.

REMUNERATION OF DIRECTORS

51. The directors shall be entitled to such remuneration as the People and Remuneration Committee may determine. To the extent that any director holds office for part only of the period in respect of which such remuneration is payable, they shall be entitled only to a proportion of remuneration related to the period during which they have held office.
52. Any director who holds any executive office (including for this purpose the office of Independent Chair whether or not such office is held in an executive capacity), or who serves on any committee of the directors, or who otherwise performs services which in the opinion of the directors are outside the scope of the ordinary duties of a director, may be paid such extra remuneration by way of salary, commission or otherwise as the directors may determine and either in addition to or in lieu of their remuneration as a director.
53. Any person who is not a director or employee of the Company and who holds office as a member of a committee or sub-committee of the Board may be paid such remuneration by way of fee, salary, commission or otherwise as the directors may determine.

DIRECTORS' AND COMMITTEE MEMBERS' EXPENSES

54. The directors and committee members may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or otherwise in connection with the discharge of their duties in accordance with the Company's policy on expenses from time to time.

DIRECTORS' APPOINTMENTS AND INTERESTS

55. Subject to the provisions of the Act and these Articles, the directors may appoint one or more of their number to the office of Chief Executive, or to any other executive office under the Company and may enter into an agreement or arrangement with any director for their employment by the Company or for the provision by a director of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for their services as they think fit.
56. Subject to the provisions of the Act, and provided that they have disclosed to the directors the nature and extent of any material interest of theirs, a director notwithstanding their office:
- (1) unless the other directors present at the applicable meeting otherwise resolve at the meeting at which the transaction or arrangement is considered, may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
 - (2) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
 - (3) shall not, by reason of their office, be accountable to the Company for any benefit which they derive from any such office or employment or (subject to Article 56(1)) from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
57. For the purposes of Article 56:
- (1) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
 - (2) an interest of which a director has no knowledge and of which it is unreasonable to expect them to have knowledge shall not be treated as an interest of theirs.

58. The directors may, in accordance with the requirements set out in Articles 59 to 62, authorise any matter or situation proposed to them by any director which would, if not authorised, involve a director (an "**Interested Director**") breaching their duty under section 175 of the Act to avoid conflicts of interest ("**Conflict**").
59. Any authorisation under Article 58 will be effective only if:
- (1) to the extent permitted by the Act, the matter in question shall have been proposed by any director for consideration in the same way that any other matter may be proposed to the directors under the provisions of these Articles or in such other manner as the directors may determine;
 - (2) any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director; and
 - (3) the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not counted.
60. Any authorisation of a Conflict under Article 58 may (whether at the time of giving the authorisation or subsequently):
- (1) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
 - (2) provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the Conflict;
 - (3) provide that the Interested Director shall or shall not be an eligible director in respect of any future decision of the directors in relation to any resolution related to the Conflict;
 - (4) impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the directors think fit;
 - (5) provide that, where the Interested Director obtains, or has obtained (through their involvement in the Conflict and otherwise than through their position as a director of the Company) information that is confidential to a third party, they will not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence; and
 - (6) permit the Interested Director to absent themselves from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters.
61. Where the directors authorise a Conflict, the Interested Director will be obliged to conduct themselves in accordance with any terms and conditions imposed by the directors in relation to the Conflict.
62. The directors may revoke or vary such authorisation at any time, but this will not affect anything done by the Interested Director, prior to such revocation or variation, in accordance with the terms of such authorisation.
63. A Member's Nominated Director may be a director or other officer of, employed by, or hold shares in their appointor. No authorisation under Articles 58 shall be

necessary in respect of the fact of such directorship, employment or holding of shares. For the avoidance of doubt, any Conflicts that arise during a Member's Nominated Director's term of office as director shall require authorisation in accordance with Article 58.

PROCEEDINGS OF DIRECTORS

64. (1) Subject to the provisions of the Articles, the directors may regulate their proceedings as they may think fit. A director may, and the Secretary at the request of a director shall, call a meeting of the directors for a time not earlier than 48 hours after notice has been given in accordance with the Articles. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom and who has not given to the Secretary an address within the United Kingdom or an address for communications by electronic means at which notices may be given. Each director shall, subject to provisions of these Articles, have one vote (and any alternate director present at a meeting of the directors shall be entitled to a separate vote on behalf of each director they represent in addition to their own vote (if any) as a director). Questions arising at a meeting of the directors shall be decided by a majority of votes. In the case of an equality of votes, the Independent Chair shall have a second or casting vote.
- (2) Notice of any meeting of the directors must indicate: (i) its proposed date and time; (ii) where it is to take place; and (iii) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting. An accidental omission to send or give notice of a meeting of directors or the non-receipt of notice of such meeting by a director shall not invalidate the proceedings at the meeting.
- (3) All or any of the directors or any committee of the directors may participate in a meeting of the directors or that committee by means of a conference telephone, video conferencing or any communication equipment which allows all persons participating in the meeting to hear and speak to each other throughout the meeting. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Subject to the Act, all business transacted in this way by the board of directors or a committee of the board of directors shall be deemed for the purpose of the Articles to be validly and effectively transacted at a meeting of the Board or a committee of the Board even if one director only is physically present at any one place. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chair of the meeting then is.
65. The quorum for the transaction of the business of the directors shall be five and shall comprise (1) the Independent Chair (or any such person acting as chair of the meeting in accordance with Article 68), (2) one Member's Nominated Director appointed pursuant to Article 38(5)(A); (3) one Member's Nominated Director appointed pursuant to Article 38(5)(B); and (4) two Non-Member's Nominated Directors. An alternate director present in person who is not themselves a director

shall be counted in the quorum if their appointer or the Member's Nominated Director in respect of whom they have been appointed as an alternate director (as applicable) is not present. An alternate director who is present in person and who is themselves a director shall be counted for the purposes of quorum for themselves and for each person for whom they are an alternate director.

66. If at a meeting of the directors there is no quorum present, then the meeting shall be adjourned by the Independent Chair or in their absence the directors to a date which is not more than ten nor less than five working days after the date of the meeting. If at the adjourned meeting no quorum is present within half an hour from the time appointed for the meeting, the directors present shall be a quorum, provided that such directors comprise at a minimum (1) one Member's Nominated Director and (2) two Non-Member's Nominated Directors.
67. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors (or number of Member's Nominated Directors or Non-Member's Nominated Directors, as applicable) is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies in accordance with Article 38 or of calling a general meeting.
68. Unless they are unwilling to do so, the Independent Chair shall preside at every meeting of directors at which they are present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint a Non-Member's Nominated Director to be chair of the meeting.
69. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them was disqualified from holding office, or had vacated office, or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
70. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors and, if it is signed by an alternate director or by a director who has been instructed to vote on behalf of another Director at meetings, it need not be signed by that other director.
71. Subject to compliance with these Articles (in particular Articles 55 to 63), including, without limitation, a director's conflict of interest being duly authorised, a director may vote at any meeting of directors or of a committee of directors on any resolution concerning a matter in relation to which the director (and any person connected with the director whose interest in accordance with the Act shall be treated as an interest of the director) has an interest or duty which conflicts or may conflict with the interests of the Company.

72. Subject to the Act, a director (including an alternate director) present at a meeting shall be counted in the quorum present at that meeting in relation to a resolution on which they are not entitled to vote.
77. Subject to compliance with these Articles (in particular Articles 55 to 63), if at a meeting of directors called pursuant to Article 64 only one Member's Nominated Director (who was appointed pursuant to Article 38(5)(A)) is present, then such Member's Nominated Director shall be entitled to exercise two votes.
78. Subject to compliance with these Articles (in particular Articles 55 to 63), if at a meeting of directors called pursuant to Article 64 only one Member's Nominated Director (who was appointed pursuant to Article 38(5)(B)) is present, then such Member's Nominated Director shall be entitled to exercise two votes.
79. Subject to compliance with these Articles (in particular Articles 55 to 63), if at a meeting of directors called pursuant to Article 64, fewer than four Non-Member's Nominated Directors are present (or fewer than five Non-Member's Nominated Directors if an additional Independent NED is appointed to the Board in accordance with Article 37(6), the Non-Member's Nominated Directors present at the meeting shall collectively be entitled to exercise four votes (or five, where an additional Independent NED has been appointed). The additional vote(s) shall be cast as determined by a majority of the Non-Member's Nominated Directors present at the meeting, or if there is no majority, on their behalf as determined by the Independent Chair.
80. Where proposals are under consideration concerning the appointment of two or more directors to office or employments with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each director separately and (provided they are not for another reason precluded from voting) each of the directors concerned shall be entitled to vote in respect of each resolution except that concerning their own appointment.
81. At least once in each calendar year, the directors shall organise and hold a meeting to present the future strategy and policy objectives of the Company as well as a review of the Company's activities over the previous twelve months. The directors of the Company shall invite to such meeting such persons and bodies as they deem appropriate from time to time.

ALTERNATE DIRECTORS

82. Subject to Article 88, the Member (or Members acting collectively) appointing a Member's Nominated Director may appoint any other director, to be an alternate director of that Member's Nominated Director and may remove from office an alternate director so appointed.
83. Subject to Article 88, any Independent NED or Independent Regulatory NED may appoint any other director to be their alternate director and may remove from office an alternate director appointed by them.
84. An alternate director shall (unless they are absent from the United Kingdom) be entitled to receive notices of meetings of the directors and of committees of the

directors of which their appointor is a member or (in the case of any alternate director appointed by a Member in respect of a Member's Nominated Director) of which that Member's Nominated Director is a member, to attend and vote at any such meeting at which the director appointing them or the relevant Member's Nominated Director (as applicable) is not present, and generally to perform all the functions of their appointor or all the functions of a Member's Nominated Director (as applicable) as a director in their absence, but shall not (unless the Company by ordinary resolution otherwise determines) be entitled to any fees for their services as an alternate director.

85. An alternate director shall cease to be an alternate director if their appointor ceases to be a director or if the Member that appointed them ceases to be a Member; but, if a director retires by rotation or otherwise but is reappointed or deemed to have been re-appointed at the meeting at which they retire, any appointment of an alternate director made by them which was in force immediately prior to their retirement shall continue after their reappointment.
86. An appointment or removal of an alternate director shall be by notice to the Company executed by the director or Member (as applicable) making or revoking the appointment or in any other manner approved by the directors. The notice must, in the case of a notice of appointment, contain a statement signed by the proposed alternate director that they are willing to act as an alternate director.
87. Save as otherwise provided in these Articles, an alternate director shall be deemed for all purposes to be a director including for the purposes of quorum and voting and shall alone be responsible for their own acts and defaults, and they shall not be deemed to be the agent of the director (or, if applicable, Member or Nominations Committee) appointing them.
88. For the avoidance of doubt:
 - (1) the provisions of Article 35 and of Article 39 shall apply in respect of any person proposed as an alternate director; and
 - (2) unless and to the extent that they hold office as a director at the same time, no period during which a person holds office as an alternate director shall be taken into account in determining any limitation period relating to the holding of any other office as director pursuant to these Articles.

SECRETARY

89. Subject to the provisions of the Act, the Secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.

MINUTES

90. The directors shall cause minutes to be made in books kept for the purpose:
 - (1) of all appointments of officers made by the directors; and
 - (2) of all proceedings at meetings of the Company, and of the directors, and of committees of directors, including the names of the directors present at each such meeting.

THE SEAL

91. The Seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a director and by the Secretary or by a second director.

NOTICES ETC

92. Any notice to be sent to or by any person pursuant to the Articles (other than a notice calling a meeting of the board of directors to which Article 64 applies) shall be in writing. Any such notice may be sent by electronic means to such address (if any) as may for the time being be notified for that purpose to the person giving the notice by or on behalf of the person to whom the notice is sent.
93. The Company may send any notice or other document to a Member by whichever of the following methods it may in its absolute discretion determine, either personally or by sending it by post in a prepaid envelope addressed to the Member at their registered address or by leaving it at that address, or by sending the notice or other document by electronic means to such address (if any) as may for the time being be notified to the Company by or on behalf of the Member for that purpose.
94.
 - (1) A Member present, either in person or by proxy, at any meeting of the Company shall be deemed to have been sent notice of the meeting and, where requisite, of the purposes for which it was called.
 - (2) The board of directors may from time to time issue, endorse or adopt terms and conditions relating to the sending of notices, other documents and proxy appointments by electronic means by the Company to Members and by Members to the Company.
95.
 - (1) A notice or other document sent by the Company to a Member by post shall be deemed to be sent on the day following that on which it was put in the post unless it was sent by second class post or there is only one class of post in which case it shall be deemed to have been sent on the day next but one after it was posted, and, in proving sending, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document not sent by post but left at a registered address shall be deemed to have been sent on the day it was so left. Proof that a notice or other document in electronic means was sent in accordance with guidance issued by the The Chartered Governance Institute current at the date of adoption of these Articles, or, if the board of directors so resolves, any subsequent guidance so issued, shall be conclusive evidence that the notice or other document was sent.
 - (2) A notice or other document sent by the Company to a Member by electronic means shall be deemed sent to the Member on the day following that on which the notice or other document was sent to the Member. Such a notice or other document shall be deemed sent to the Member on that day notwithstanding that the Company becomes aware

that the Member has failed to receive the relevant notice or other document for any reason and notwithstanding that the Company subsequently sends a copy of such notice or other document by post to the Member.

96. (1) If on three consecutive occasions notices or other documents have been sent through the post to any Member at their registered address or their address for the service of notices but have been returned undelivered, such Member shall not be entitled to receive notices or other documents from the Company until they shall have communicated with the Company and supplied in writing a new registered office or address within the United Kingdom for the service of notices.
- (2) If on three consecutive occasions notices or other documents have been sent by electronic means to an address for the time being notified to the Company by the Member and the Company becomes aware that there has been a failure of transmission, the Company shall revert to giving notices and other documents to the Member by post or by any other means authorised in writing by the Member concerned. Such Member shall not be entitled to receive notices or other documents from the Company by electronic means until they shall have communicated with the Company and supplied in writing a new address to which notices or other documents may be sent by electronic means.
97. When convening a meeting of the board of directors, the notice need not be in writing.

INDEMNITY

98. Subject to Article 100, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:
- (1) each relevant officer shall be indemnified out of the company's assets against all costs, charges, losses, expenses and liabilities incurred by them as a relevant officer in the actual or purported execution and/or discharge of their duties, or in relation to them including (in each case any liability incurred by them in defending any civil or criminal proceedings, in which judgment is given in their favour or in which they are acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on their part or in connection with any application in which the court grants them, in their capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the company's (or any associated company's) affairs; and
- (2) the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by them in connection with any proceedings or application referred to in Article 98(1) and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.
99. No relevant officer shall be accountable to the Company or the Members for any benefit provided pursuant to this Article and the receipt of any such benefit shall

not disqualify any person from being or becoming a director of the Company or an associated company.

100. Article 98 does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law.

101. In Article 98:

- (1) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
- (2) a "**relevant officer**" means any director or other officer or former director or former officer of the Company or an associated company but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not they are a director or other officer), to the extent they act in their capacity as auditor.

INSURANCE

102. The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss. In this Article:

- (1) a "**relevant officer**" has the meaning given in Article 101(2); and
- (2) a "**relevant loss**" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company; and
- (3) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

AUTHORITY TO BIND THE COMPANY

Those persons in the executive employment of the Company who have been approved from time to time for the purposes of this Article by the Board, are authorised to sign documentation on behalf of the Company.

ANNEX

MEMORANDUM OF ASSOCIATION OF BRITISH HORSERACING AUTHORITY LIMITED

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION
OF
BRITISH HORSERACING AUTHORITY LIMITED**

(as altered by special resolution passed on 30 July 2007 and with effect from 31 July 2007, and by special resolution passed on 30 June 2010 and with effect from 30 June 2010)

1. The Company's name is "British Horseracing Authority Limited".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:
 - (1) To be the governing, administrative and regulatory authority for the sport and industry of horseracing in Great Britain and to govern, regulate, promote, administer and organise horseracing in Great Britain in every way in which the Company shall think necessary or desirable.
 - (2) To consider and consult with others in Great Britain and elsewhere on all questions affecting horseracing and any aspects thereof and to advise and communicate views and recommendations to others and in particular to any domestic or international statutory, regulatory or representative bodies having responsibility or jurisdiction for matters affecting horseracing in Great Britain or elsewhere.
 - (3) To manage and administer the financing and funding of the governance, regulation, promotion, administration and organisation of horseracing in Great Britain.
 - (4) To formulate and approve and administer and co-ordinate the fixture policy for race meetings (including programme content) and the dates upon which individual racecourses may from time to time hold race meetings under the Rules of Racing and to compile and vary in accordance with the Rules of Racing (by suspension, transfer or cancellation) an annual list of such fixtures.
 - (5) To encourage and improve the breeding of bloodstock, whether by the provision of races or otherwise.
 - (6) To be responsible for the development, co-ordination and maintenance of programmes of recruitment, retention, training and education within the horseracing industry.

- (7) To be responsible for the regulatory matters in relation to the sport and industry of horseracing in Great Britain including taking all such steps regarding such regulatory matters as may be necessary or advisable:
 - (A) to seek to enhance public confidence in the integrity of the sport;
 - (B) to encourage policies and to take steps which improve the safety and welfare of participants;
 - (C) to encourage policies and to take steps to improve the safety and welfare of horses; and
 - (D) to encourage the improvement of industry standards through education, training and qualifications for licensed personnel through appropriate and effective training provision.
- (8) To maintain public support of, and investment by, key customer groups in horseracing and breeding by safeguarding and promoting horseracing's public image in Great Britain and abroad.
- (9) To make, print, publish, adopt and alter the Rules of Racing and other rules, regulations, advices, instructions (whether general or otherwise) and directions for the proper conduct and regulation of practice and procedure of horseracing, race meetings and racehorse training and to take all necessary steps for the communication and enforcement thereof.
- (10) To be responsible for the licensing of racecourses, including their managing executives and other personnel, where appropriate.
- (11) To be responsible for the licensing and/or registration of any persons including but not limited to racehorse owners, agents (including jockey's agents), trainers, riders, valets and stable staff.
- (12) To establish, provide, promote, develop and enforce appropriate systems as may be deemed necessary or desirable from time to time to ensure security and anti-doping measures.
- (13) To design and/or provide advice or assistance in relation to obstacles forming part of any racecourse to be run and any aspect of racecourse layout and design which is relevant to public safety and the safety of persons employed in or engaged in the sport and industry of horseracing in Great Britain and of racehorses taking part in race meetings.
- (14) To be responsible for disciplinary matters in relation to the governance, regulation, promotion, administration or organisation of the sport and industry of horseracing in Great Britain including taking all such steps as may be deemed to be necessary or advisable for preventing infringements of the Rules of Racing or other rules, regulations, advices and directions as the Company may make from time to time, or other improper methods or practices in the sport and industry of horseracing in Great Britain, and for protecting horseracing from abuse.
- (15) To provide a process, by rules, regulations, advices and directions or otherwise and subject to the agreement of the parties to the process, for the decision and settlement of any differences, disagreements or disputes that may arise between individuals and/or bodies interested in the sport and industry of horseracing in Great Britain, or any persons who are members of or alleged to be members of or are employed or engaged by

any such interested bodies, or any other persons in reference to due compliance with the Rules of Racing or otherwise, or in reference to agreements or arrangements, or to any other matter of difference, disagreement or dispute arising between interested individuals and/or bodies, or any of them, and whether the Company is concerned in such difference, disagreement or dispute or not, and to make such provisions for enforcing any award or decision as the Company shall deem proper.

- (16) To initiate and promote improvements in the law and in any local rules, regulations, ordinances or practice directly or indirectly affecting horseracing.
- (17) To be responsible for the regulation of horseraces and race meetings and racecourse medical arrangements for riders and other persons engaged in the sport and industry of horseracing in Great Britain and veterinary arrangements for racehorses.
- (18) To consult and liaise with and enter into any agreement or arrangement which may be deemed necessary or desirable with any individual or entity participating, concerned, engaged in or with an interest in the sport and industry of horseracing in Great Britain including racecourse owners, racehorse owners, thoroughbred breeders, racehorse trainers, riders, stable employees, bookmakers (whether on course, off course or on-line) or of any other person so interested in the sport and industry of horseracing in Great Britain.
- (19) To provide services or facilities of any kind whatsoever which may be necessary, convenient or incidental to the governing, regulatory, promotional, administrative and organisational role of the Company.
- (20) To encourage, provide support and otherwise facilitate the work of others interested in the sport and industry of horseracing in Great Britain.
- (21) To provide advisory services for information and documentation for the use of persons interested in the sport and industry of horseracing in Great Britain.
- (22) To prepare, edit, print, publish, issue, acquire, circulate and distribute in any form of reproduction whatsoever, including electronically and digitally, books, pamphlets, papers, periodicals and other literary material, pictures, prints, photographs, films, sound recordings and mechanical and other models and equipment and establish, form, promote, conduct and maintain public collection displays and exhibitions of literature, databases, statistics, charts, information and other material.
- (23) To promote arrange, organise and conduct seminars, conferences, lectures, meetings and discussions and advertise in such manner as may be thought desirable with a view to promoting the sport and industry of horseracing in Great Britain.
- (24) To provide technical, educational or business material, facilities or services relating in any way to horseracing.
- (25) To co-operate and communicate with persons in other parts of the world engaged in any aspect of horseracing and in particular its governance, regulation, promotion, administration, organisation and financing.

- (26) To solicit, receive and accept financial assistance, donations, endowments, gifts (both inter vivos and testamentary) and loans of or of any interest in money, rents and other property whatsoever real or personal subject or not to any specific trusts or conditions.
- (27) To purchase, dispose of, take on lease, in exchange or on loan, hire or otherwise acquire any real or personal property and any rights or privileges.
- (28) To borrow money, obtain credit and raise finance in any manner.
- (29) To lend money, and grant or provide credit and financial accommodation, to any person.
- (30) To enter into any guarantee, contract of indemnity or suretyship and in particular without prejudice to the generality of the foregoing) guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging, charging, granting a lien or otherwise creating any other security interest over, all or any part of the undertaking, property and assets (present and future) of the Company or by both such methods or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums, interest, dividends and other moneys payable on or in respect of any securities, obligations or liabilities of the Company or any person, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary of the Company or otherwise associated with the Company.
- (31) To apply for, promote and obtain any Act of Parliament, charter, privilege, concession, licence or authorisation of any government, state, department or other authority (international, national, local, municipal or otherwise) for enabling the Company to carry any of its objects into effect or for any other purpose which may seem expedient and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its members.
- (32) To enter into any arrangements with any government, state, department or other authority (international, national, local, municipal or otherwise), or any other person, that may seem conducive to the Company's objects or any of them, and to obtain from any such government, state, department, authority, or person, and to carry out, exercise and exploit, any charter, contract, decree, right, privilege or concession which the Company may think desirable.
- (33) To contribute to, support in any manner as may be deemed desirable including undertaking to execute and perform any charitable trust affecting any property of any description of the Company whether acquired by gift or otherwise, or subscribe to (out of the funds of the Company or in kind) and to promote or sponsor any public, general, political, charitable, benevolent, or useful object, which the Company considers may directly or indirectly further the interests of the Company, its employees or its members.

- (34) To acquire an interest in, amalgamate or enter into partnership or any similar arrangement with, and co-operate or participate in any way with, and assist or subsidise any person or body with objects similar to any objects of the Company.
- (35) To conduct, promote and commission research and development in connection with any activity or proposed activity of the Company and to apply for, and take out, purchase or otherwise acquire any interest in any copyright, designs, patents, brevets d'invention, trademarks, licences, concessions, know how, confidential information and the like conferring any exclusive or non-exclusive or limited right to use any processes, or other information in relation to horseracing or any part thereof or generally any inventions which may seem to the Company capable of being usefully dealt in and use, exercise, develop, manufacture under or grant licences in respect of or otherwise turn to account any such copyright, designs, patents, brevets d'invention, trademarks, licences, concession, know how, confidential information and the like and information generally.
- (36) To sell, exchange, mortgage, charge, let or rent or otherwise, grant licences, easements, options, servitudes and other rights over, and in any other manner deal with, or dispose of, all or any part of the undertaking, property and assets (present and future) of the Company for any consideration and in particular (without prejudice to the generality of the foregoing) for any securities.
- (37) To invest and deal with the funds of the Company not immediately required for its purposes in any manner and hold and deal with any investment so made.
- (38) To do all or any of the following, namely:
- (A) to establish, provide, carry on, maintain, manage, support, purchase and contribute (in cash or in kind) to any pension, superannuation, retirement, redundancy, injury, death benefit or insurance funds, trusts, schemes or policies for the benefit of, and to give or procure the giving of pensions, annuities, allowances, gratuities, donations, emoluments, benefits of any description (whether in kind or otherwise), incentives, bonuses, assistance (whether financial or otherwise) and accommodation in such manner and on such terms as the Company thinks fit to, and to make payments for or towards the insurance of:
- (1) any individuals who are or were at any time in the employment of, or directors or officers of (or held comparable or equivalent office in), or acted as consultants or advisers to or agents for -
- (a) the Company or any company which is or was its parent company or is or was a subsidiary undertaking of the Company or any such parent company; or
- (b) any person to whose business the Company or any subsidiary undertaking of the Company is, in whole or in part, a successor directly or indirectly; or

- (c) any person otherwise allied to or associated with the Company;
 - (2) any other individuals whose service has been of benefit to the Company or who the Company considers have a moral claim on the Company; and
 - (3) the spouses, widows, widowers, families and dependants of any such individuals as aforesaid; and
 - (B) to establish, provide, carry on, maintain, manage, support and provide financial or other assistance to welfare, sports and social facilities, associations, clubs, funds and institutions which the Company considers likely to benefit or further the interests of any of the aforementioned individuals, spouses, widows, widowers, families and dependants.
- (39) In its capacity as the governing, regulatory, promotional, administrative and organisational authority of the sport and industry of horse racing in Great Britain, to provide any guarantee or indemnity in respect of the performance or discharge of any obligation or liability by, or otherwise for the benefit of, any person.
- (40) To draw, make, accept, endorse, execute and issue promissory notes, bills of exchange, warrants and other negotiable or transferable documents.
- (41) To act as agents, brokers or trustees and to enter into such arrangements with other persons or companies as the Company may consider desirable to advance the governance, regulation, promotion, administration or organisation of the sport and industry of horseracing in Great Britain.
- (42) To carry on through any subsidiary or associated company any activities which the Company is authorised to carry on under these objects (as limited by clause 4 of this memorandum) and to make any arrangements whatsoever with such company (including any arrangements for taking the profits or bearing the losses of any such activities) as thought fit in relation to such activities.
- (43) To co-ordinate, finance and manage all or any part of the operation of any company which is a subsidiary of the Company or otherwise under the control of the Company and generally to carry on the business of a holding company.
- (44) To pay and discharge all or any expenses, costs and disbursements, to pay commission and to remunerate any person out of the funds of the Company for services rendered or to be rendered, in connection with the formation, promotion and registration of the Company.
- (45) To establish projects or other schemes to further the objects of the Company, including without limitation training and education and establish or support or aid in the establishment and support of any companies, trusts, associations or institutions and donate, subscribe or guarantee money to further the objects of the Company, including without limitation training and education.

- (46) To carry on any business which, in the opinion of the Company, can be advantageously carried on in connection with or ancillary to the governance, regulatory, promotional, administrative or organisational activities of the Company or is calculated directly or indirectly to advance the interests of the sport and industry of horseracing in Great Britain.
- (47) To enter into such transactions in connection with any business of the Company as may be deemed desirable for the purpose of the Company's governance, regulatory, promotional, administrative or organisational affairs.
- (48) To associate, affiliate or co-operate with any local or governmental authority, company, association, institution or other body in the furtherance of the objects of the Company and enter into any arrangement or agreement and join in any venture in conjunction with any such body for such purposes.
- (49) To do all or any of the above things in any part of the world whether as principals or agents or trustees or otherwise and either alone or jointly with others and either by or through agents, subcontractors, trustees or otherwise.
- (50) To do all such other things as may be considered by the Company to be conducive to the attainment of the above objects or any of them.

AND IT IS HEREBY DECLARED THAT:

- (A) unless the context otherwise required, words in the singular include the plural and vice versa;
- (B) unless the context otherwise requires, a reference to a person includes a reference to a body corporate (including, without prejudice to the generality of that term, any company which is a parent company of the Company, or is a subsidiary undertaking of the Company or any such parent company, or is associated in way with the Company) and to any unincorporated body of persons;
- (C) a reference to any property, right or asset includes reference to any interest in it, and a reference to any liability includes a reference to any loss;
- (D) reference to "other" and "otherwise" shall not be construed *eiusdem generis* where a wider construction is possible;
- (E) a reference to anything which the Company thinks fit or desirable or considers or which may seem (whether to the Company or at large) expedient, conducive, or calculated or capable, or to any similar expression connoting opinion or perception, includes, in relation to any power exercisable by or matter within the responsibility of the directors of the Company, a reference to any such thing which (subject in each case to clause 4 of this memorandum) the directors so think or consider or which may so seem to the directors or which is in the opinion or perception of the directors;
- (F) the expressions "subsidiary undertaking" and "parent company" have the same meaning as in section 258 of and Schedule 10A to

the Companies Act 1985 or any statutory modification or re-enactment of it;

- (G) each statement in the foregoing paragraphs is to be taken (unless otherwise expressly stated) as requiring or permitting the Company to exercise any power only in furtherance of the objects of the Company; and
- (H) the objects specified in each of the foregoing paragraphs shall be separate and distinct objects of the Company and accordingly shall not be in any way limited or restricted (except so far as otherwise expressly stated in any paragraph or by clause 4 of this memorandum) by reference to or inference from the terms of any other paragraph or the order in which the paragraphs occur or the name of the Company, and none of the paragraphs shall be deemed merely subsidiary or incidental to any other paragraph.

4. The objects of the Company shall be subject to the following restrictions and limitations:

- (1) Without Members' Prior Approval, the Company shall not carry on any commercial activity other than primarily for the purposes of the exercise of its governance, regulatory, promotional, administrative or organisational responsibilities and functions in relation to the sport and industry of horseracing in Great Britain;
- (2) for the purposes of clause 4(1) of this memorandum:
 - (A) any proposal to revoke or alter any consent previously given by the members of the Company for the purposes of clause 4(1) of this memorandum shall be subject to Members' Prior Approval; and
 - (B) no revocation or alteration of any consent previously given by the members of the Company in accordance with this clause shall have or be deemed to have retrospective effect and, for the avoidance of doubt, no such revocation or alteration shall apply to any act, arrangement or agreement done or made by or on behalf of the Company either prior to the effective date of any such revocation or alteration or, after such effective date, in consequence of any legally enforceable agreement or obligation made by or on behalf of, or applicable to, the Company prior to such effective date.
- (3) in case the Company shall take or hold any property which may be subject to any trusts the Company shall deal with or invest the same only in such manner as allowed by law having regard to such trusts;
- (4) in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law; and
- (5) subject always to the provisions of clause 5, the Company shall use or otherwise deal with any dividends or other distributions (whether on a return of assets, liquidation or otherwise) received by the Company from

British Horseracing Database Limited as directed by unanimous resolution of the members passed in accordance with Article 30 of the Company's Articles of Association and in the absence of any such direction shall retain all such dividends or other distributions.

5. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and (subject to the following paragraphs) no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to any member of the Company provided that nothing herein shall prevent any payment in good faith by the Company:
 - (1) of reasonable and proper remuneration for any services rendered to the Company or to horseracing in Great Britain or elsewhere in respect of the governance, regulation, promotion, administration and organisation by any member of the Company, director or other officer or other individual;
 - (2) of interest on money lent by any member, director or other officer of the Company at a rate per annum not exceeding 2 per cent less than the base lending rate prescribed for the time being by National Westminster Bank plc, or 10 per cent whichever is the greater;
 - (3) of reasonable and proper rent for premises demised or let by any member or officer of the Company on bona fide arms' length terms;
 - (4) of reasonable and proper professional charges to any member, director or other officer of the Company or to any firm or company in which a member or officer of the Company may be beneficially interested for their or its professional services rendered to the Company; and
 - (5) of out of pocket expenses to any member, director or other officer of the Company.
6. The liability of the members is limited.
7. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while they are a member or within one year after they cease to be a member for payment of the debts and liabilities of the Company arising before they cease to be a member and all costs, charges and expenses of winding-up after the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding one pound.
8. If, upon the winding up or dissolution of the Company, 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 Company, but shall be given or transferred to some other person having objects in relation to the governance, regulation, promotion, administration and organisation of horseracing or any element of that industry and which are similar to the applicable object of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent as least as great as is imposed on the Company under or by virtue of Clause 5 of this Memorandum of Association, such institution or institutions to be determined by the members of the Company at or before the time of winding up or dissolution

and, if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

