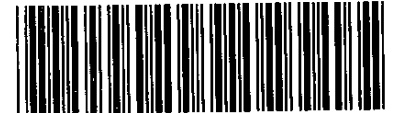


**ARTICLES OF ASSOCIATION  
OF  
THE PROFESSIONAL JOCKEYS ASSOCIATION  
(Company Number 00956816)**

SATURDAY



RM 04/01/2020 #100  
COMPANIES HOUSE

1. In these regulations words and expressions have the following meanings:

- |                                                   |                                                                                                                                                                                                  |
|---------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| ‘The Act’                                         | means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force, and any provisions of the Companies Act 2006 for the time being in force. |
| ‘The Articles’                                    | means the articles of association of the Company.                                                                                                                                                |
| ‘Clear Days’                                      | in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.     |
| ‘Electronic Communication’<br>and ‘Communication’ | have the meaning given by the Electronic Communications Act 2000.                                                                                                                                |
| ‘Executed’                                        | includes any mode of execution.                                                                                                                                                                  |
| ‘Jockey’                                          | means a person who holds a licence from the British Horseracing Authority or such bodies as may replace it to ride for hire or who shall have held such a licence.                               |
| ‘Office’                                          | means the registered office of the Company.                                                                                                                                                      |
| ‘Rules of Racing’                                 | means the Orders and Rules of Racing from time to time of the British Horseracing Authority or such bodies as may replace it.                                                                    |
| ‘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.                        |
| ‘The Seal’                                        | means the common seal of the Company, if it has one.                                                                                                                                             |

2. The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be members of the Company.
3. No person shall be admitted a member of the Company unless he is approved by the Secretary. Every person who wishes to become a member shall deliver to the Company an application for membership in such form and with such fee as the directors require Executed by him including an agreement to conform if admitted to the rules and regulations for the conduct of the Company and its members.
4. A member may at any time withdraw from the Company by giving at least seven Clear Days’ written notice to the Company. Membership shall not be transferable

and shall cease on death or being declared a Disqualified Person as defined in the Rules of Racing.

5. The directors may also at their discretion terminate the membership of any member but the requirements of natural justice shall be respected and a member shall be entitled to be heard in his own defence by the directors or a committee of the directors.
6. The Company is established for the purposes expressed in the Memorandum of Association.
7. The rights and privileges of every member shall be personal, and shall not be transferable or transmissible by his own act, or by operation of law.

### **Honorary Membership**

8. The directors may from time to time elect any persons (other than licensed Jockeys) as honorary members of the Company and for such period as the directors may determine on the terms that any person so elected shall not be liable to pay any subscription or be entitled to vote.

### **General meetings**

9. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting for a date not later than 8 weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the Company may call a general meeting.

### **Notice of general meetings**

10. All general meetings shall be called by at least 14 Clear Days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote being a majority together holding not less than 90 per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted .

The notice shall be given to all the members and to the directors and auditors.

11. The accidental omission to 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 meeting**

12. No business shall be transacted at any meeting unless a quorum is present. Three persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
13. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the

meeting shall stand adjourned to the same day in the next week at the same time and place or to such other time as the directors may determine.

14. A general meeting of any class of members of the Company may consist of a conference between members some or all of whom are in different places provided that each member who participates is able:

To hear each of the other participating members addressing the meeting; and

If he so wishes, to address all of the other participating members simultaneously whether directly, by conference call or by any other form of communications equipment (whether in use when these articles are adopted or not) or by combination of those methods.

A meeting held in this way is deemed to take place where the largest group of participating members is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates

15. The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within 15 minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.
16. If no director is willing to act as chairman, or if no director is present within 15 minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
17. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
18. The chairman 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. When a meeting is adjourned for 14 days or more, at least seven Clear Days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
19. 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:
  - (a) by the chairman; or
  - (b) by at least two members having the right to vote at the meeting; or
  - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members 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.

20. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of

the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

21. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman 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.
22. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll.
23. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
24. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such other time and place as the chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
25. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.

#### **Votes of members**

26. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.
27. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
28. No objection shall be raised to the qualification of any voter 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 chairman whose decision shall be final and conclusive.
29. An appointment of a proxy shall be in writing, Executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):

I/We \_\_\_\_\_ of \_\_\_\_\_

being a member/members of the above-named Company, hereby appoint  
of or failing him

of

as my/our proxy to vote in my/our name[s] and on my/our behalf at the general  
meeting of the Company to be held on and at any adjournment  
thereof.

Signed on

30. Where it is desired to afford members an opportunity of instructing the proxy how  
he shall act the appointment of a proxy shall be in the following form (or in a  
form as near thereto as circumstances allow or in any other form which is usual  
or which the directors may approve):

I/We of

being a member/members of the above-named Company, hereby appoint

of or failing him

of

as my/our proxy to vote in my/our name[s] and on my/our behalf at the general  
meeting of the Company, to be held on , and at an adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 †for †against

Resolution No 2 †for †against

† strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from  
voting.

Signed this day of

31. The appointment of a proxy and any authority under which it is Executed or a copy  
of such authority certified notarially or in some other way approved by the directors  
may:
- (a) in the case of an instrument in writing be deposited at the Office or such other place  
within the United Kingdom as is specified in the notice convening the meeting or in  
any instrument of proxy sent out by the Company in relation to the meeting not less  
than 48 hours before the time for holding the meeting or adjourned meeting at  
which the person named in the instrument proposes to vote; or
- (b) in the case of an appointment contained in an Electronic Communication, where an  
address has been specified for the purpose of receiving Electronic Communications:
- (i) in the notice convening the meeting, or
- (ii) in any instrument of proxy sent out by the company in relation to the  
meeting, or
- (iii) in any invitation contained in an Electronic Communication to appoint a  
proxy issued by the company in relation to the meeting,  
be received at such address not less than 48 hours before the time for holding the  
meeting or adjourned meeting at which the person named in the appointment  
proposes to vote;

- (c) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (d) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Secretary or to any director;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid. In this regulation and in the next, "address" in relation to Electronic Communications includes any number or address used for the purpose of such communications.

- 32. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the Office or at such other place at which the instrument of proxy was duly deposited or where the appointment of the proxy was contained in an Electronic Communication at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

#### **Number of directors**

- 33. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall be not less than nine, at least three of whom shall hold a Flat race Jockey's licence and at least three of whom shall hold a Steeple Chase and Hurdle race Jockey's licence.
- 34. One of the directors who holds a Flat race Jockey's licence and one of the directors who holds a Steeple Chase and Hurdle race Jockey's licence shall be elected by the directors annually as the Joint Presidents of the Company and each shall at the end of their year of office be eligible for re-election provided they remain a director. Any casual vacancy for a President may be filled by another director who is a Jockey

#### **Powers of directors**

- 35. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the directors who may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction 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 regulation 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.
- 36. 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 his powers.

#### **Delegation of directors' powers**

37. The directors may delegate any of their powers to any committee consisting of one or more directors or other persons. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of directors so far as they are capable of applying.

### **Methods of appointing directors**

38. Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director by ordinary resolution, or by a decision of the directors.

### **Disqualification and removal of directors**

39. The office of a director shall be vacated if:
- (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
  - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) he is, or may be, suffering from mental disorder and either:
    - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1984; or
    - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
  - (d) he resigns his office by notice to the Company; or
  - (e) he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated.

### **Remuneration of directors**

40. The remuneration of the chairman of the board and any employee of the Company who is also a director shall be determined by the directors and the other directors shall be entitled to such remuneration as the Company may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.

### **Directors' expenses**

41. The directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of directors or committee of directors or general meetings or separate meetings of the holders of debentures of the Company or otherwise in connection with the discharge of their duties.

### **Directors' appointments and interests**

42. Subject to the provisions of the Act and of the Memorandum of Association, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the Company and may enter into an agreement or arrangement with any director for his employment by the Company or for the provision by him 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 his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of the contract of service between the director and the Company.
43. Subject to the provisions of the Act and the Memorandum of Association and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office:
- (a) may be a party to, or otherwise be interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
  - (b) 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
  - (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment 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.
44. For the purposes of regulation 43:
- (a) 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
  - (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

#### **Proceedings of directors**

45. Subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit. A director may, and the Secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
46. Any director may participate in a meeting of the directors in person or by means of video conference, telephone or any suitable electronic means agreed by the directors and by which all those participating in the meeting are able to communicate with all other participants.
47. If all the directors participating in the meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
48. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be three, at least two of whom shall be Jockeys or have been Jockeys at any time in the previous five years.



49. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
50. The directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is 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 5 minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.
51. *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 were disqualified from holding office, or had vacated office, or were 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.*
52. 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 (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
53. Save as otherwise provided by the Articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless his interest or duty arises only because the case falls within one or more of the following paragraphs:
- (a) the resolution relates to the giving to him of a guarantee, security or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Company or any of its subsidiaries;
  - (b) the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
  - (c) his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the Company or any of its subsidiaries or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures by the Company or any of its subsidiaries for subscription, purchase or exchange;
  - (d) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by HM Revenue & Customs for taxation purposes.

For the purposes of this regulation, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Company), connected with a director shall be treated as an interest of the director.

54. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
55. The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a director from voting at a meeting of directors or of a committee of directors.
56. Where proposals are under consideration concerning the appointment of two or more directors to offices 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 he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
57. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

#### **Chief Executive**

58. The Chief Executive shall be appointed by the directors for such period and on such terms as they deem fit and shall be delegated such powers as the directors consider desirable for the day to day management of the Company.
59. The Chief Executive shall attend each meeting of the directors and deliver a verbal report on his activities. Not less than seven Clear Days before each meeting of the directors the Chief Executive shall also deliver to the directors a written report on his activities since the last directors meeting.
60. The Chief Executive shall also provide the Chairman of the directors with such other reports as the Chairman may from time to time deem appropriate.

#### **Secretary**

61. 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**

62. The directors shall cause minutes to be made in books kept for the purpose:
  - (a) of all appointments of officers made by the directors; and
  - (b) 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**

63. 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 two directors.

### **Accounts**

64. No member shall (as such) have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the directors or by ordinary resolution of the Company.

### **Notices**

65. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.
66. The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using Electronic Communication. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company.
67. A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
68. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an Electronic Communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

### **Winding up**

69. On the winding-up and dissolution of the Company the provisions of the Memorandum of Association shall have effect as if repeated in these Articles.

### **Indemnity**

70. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.