

Constitution of the Channel Islands Horseracing Authority

1. Establishment of the Channel Islands Horseracing Authority

1.1. Pursuant to Article 7 of the Constitution of the Channel Islands Racing and Hunt Club (the "**CIRHC**"), the Executive Committee of the CIRHC has by unanimous resolution (being a resolution of all of the members of the Executive Committee) dated 25 October 2018 resolved to create a committee of the CIRHC to be known as the Channel Islands Horseracing Authority (the "**Authority**") for the purposes of carrying out Objects (i) to (xiv) inclusive of the Objects of the CIRHC for and on behalf of the CIRHC. Those Objects are:

- (i) to be the governing, administrative and regulatory authority for the sport and industry of horseracing in the Channel Islands and to govern, regulate and administer horseracing in the Channel Islands in every way in which the Authority shall think necessary or desirable;
- (ii) to consider and consult with others in the Channel Islands 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 the Channel Islands or elsewhere;
- (iii) to be responsible for the regulatory matters in relation to the sport and industry of horseracing in the Channel Islands 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;
- (iv) to make provisions for the regulation of horse racing matters known as "**The Rules of Racing**" as applicable from time to time and any instructions, regulations, standing orders, decisions, ruling or findings, penalties or orders of any nature made pursuant to them;

- (v) 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;
- (vi) to be responsible for the licensing of racecourses in the Channel Islands;
- (vii) to be responsible for the licensing and/or registration of any persons including but not limited to racehorse owners, agents, trainers, and riders;
- (viii) to be responsible for disciplinary matters in relation to the governance, regulation and organisation of the sport and industry of horseracing in the Channel Islands including taking all such steps as may be deemed to be necessary or advisable for preventing infringement of the Rules of Racing or other rules, regulations, advices and directions as the Authority may make from time to time or other improper methods or practices in the sport and industry of horseracing in the Channel Islands, and for protecting horseracing from abuse;
- (ix) to be responsible for the regulation of horseraces and race meetings in the Channel Islands;
- (x) to make regulations and/or orders regarding:
 - (A) medical arrangements for riders and other persons present at a racecourse in the Channel Islands; and
 - (B) veterinary arrangements for racehorses on a race day in the Channel Islands;which are to be implemented by the relevant racecourse;
- (xi) to make regulations and/or orders relating to medical or veterinary matters generally regarding the sport or industry of horseracing in the Channel Islands.
- (xii) 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 and organisation;

(xiii) to promote improvements in the law and in any local rules, regulations, ordinances or practice affecting directly or indirectly horse racing in the Channel Islands; and

(xiv) to maintain a general stud book for equine thoroughbreds born or registered in the Channel Islands.

1.2. The Executive Committee of the CIRHC shall have the power at any time by unanimous resolution (being a resolution of all of the members of the Executive Committee) to repeal, alter or amend this constitution in such manner as it thinks fit, considers necessary or expedient in order to further the Objects of the CIRHC under its Constitution.

2. Appointment of Board Members

2.1. The Authority shall be run by a Board. The number of Board Members shall be three and shall comprise of:

(i) the Head of Racing;

(ii) the Head of Integrity; and

(iii) the Head of Equine Welfare.

2.2. Notwithstanding any provision of this constitution, no person shall be appointed as the Head of Racing or the Head of Integrity whilst he is a holder of a licence issued under the Rules of Racing or employed by such a person.

2.3. The first Board Members of the Authority shall be those persons named in the Schedule hereto.

3. Powers of Board Members

3.1. The business of the Authority, including the sole and exclusive authority to determine from time to time the Rules of Racing, shall be managed by the Board Members who, subject to the provisions of this constitution, may exercise all the powers of the Authority. No alteration of this constitution and no such direction shall invalidate any prior act of the Board Members which would have been valid if that alteration had not been made or that direction had not been given.

3.2. The Board Members may, by power of attorney or otherwise, appoint any person to be an agent of the Authority for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

4. Disqualification, retirement and removal of Board Members

- 4.1. Notwithstanding any other provision of this constitution, the Board shall have the power to suspend or remove any Board Member who shall commit any act, or be guilty of any conduct, which, in the absolute discretion of the Board, shall be of a disreputable nature, or who, in the absolute discretion of the Board, has brought or is likely to bring the Authority and/or Racing into disrepute.
- 4.2. Notwithstanding the provisions of Regulation 7.10 of this constitution, the Board Member concerned under the provisions of Regulation 4.1 of this constitution 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.
- 4.3. The CIRHC may, by unanimous resolution of its Executive Committee, remove a Board Member and may, by unanimous resolution of its Executive Committee, appoint another person instead of him.
- 4.4. The office of a Board Member shall be vacated:
 - (i) if he resigns his office by notice to the Board;
 - (ii) he becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (iii) he is, or may be, suffering from mental disorder and an order is made by a court having jurisdiction 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;
 - (iv) if he shall for more than six consecutive months have been absent without permission of the Board Members from meetings of Board held during that period and the Board Members resolve that his office be vacated; or
 - (v) if he has been declared a "disqualified person" under the Rules of Racing.

5. Remuneration and Board Members' Expenses

The Board Members shall not be remunerated for their services, however, they may be paid all travelling, hotel, and other expenses properly incurred by them in connection with the discharge of their duties.

6. Board Members' Appointments and Interests

- 6.1. Provided that a Board Member has disclosed to the Board the nature and extent of any material interest of his, a Board Member notwithstanding his office, unless the other Board Members 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 Authority or in which the Authority is otherwise interested.
- 6.2. For the purposes of Regulation 6.1 of this constitution:
- (i) a general notice given to the Board that a Board Member 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 Board Member has an interest in any such transaction of the nature and extent so specified; and
 - (ii) an interest of which a Board Member has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

7. Proceedings of the Board

- 7.1. Subject to the provisions of this constitution, the Board may regulate their proceedings as they may think fit. A Board Member may call a meeting of the Board for a time not earlier than 24 hours after notice has been given. Questions arising at a meeting shall be decided by a majority of votes. The chairman of the meeting shall not have a second or casting vote.
- 7.2. A meeting of the Board shall, notwithstanding that it is called by shorter notice than that specified in Regulation 7.1 of this constitution, be deemed to have been duly called if it is so agreed by all of the Board Members entitled to attend and vote thereat.
- 7.3. All or any of the Board Members may participate in a meeting of the Board 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. All business transacted in this way by the Board shall be deemed for the purpose of this constitution to be validly and effectively transacted at a meeting 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 chairman of the meeting then is.

- 7.4. The quorum for the transaction of the business of the Board shall be two.
- 7.5. If at a meeting of the Board there is no quorum present, then the meeting shall be adjourned to a date which is not more than seven nor less than two 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 sole Board Member present shall be a quorum.
- 7.6. The continuing Board Members or a sole continuing Board Member may act notwithstanding any vacancies in their number.
- 7.7. The Board Members present at a meeting of the Board shall appoint one of their number to be chairman of the meeting.
- 7.8. All acts done by a meeting of the Board or by a person acting as a Board Member shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Board Member 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 Board Member and had been entitled to vote.
- 7.9. A resolution in writing signed by all the Board Members entitled to receive notice of a meeting of Board shall be as valid and effectual as if it had been passed at a meeting of Board or duly convened and held and may consist of several documents in the like form each signed by one or more Board Members.
- 7.10. Subject to compliance with this constitution (in particular Regulations 6.1 and 6.2) a Board Member may vote at any meeting of Board on any resolution concerning a matter in relation to which the Board Member (and any person connected with the Board Member whose interest shall be treated as an interest of the Board Member) has an interest or duty which conflicts or may conflict with the interests of the Authority.
- 7.11. A Board Member present at a meeting shall be counted in the quorum present at that meeting in relation to a resolution on which he is not entitled to vote.

8. Minutes

The Board shall cause minutes to be made in books kept for the purpose:

- (i) of all appointments of Board Members;
- (ii) all conflicts of interests disclosed by Board Members; and
- (iii) of all proceedings at meetings of the Board.

9. Accounts

The accounts of the Authority shall be examined annually by professional accountants appointed by the Executive Committee of the CIRHC. They shall prepare financial statements to the end of the financial year (such financial year end date being determined by the Executive Committee of the CIRHC from time to time) and issue a limited assurance report in accordance with professional accountancy standards as prevail from time to time.

10. Indemnity

- 10.1. Without prejudice to any indemnity to which such officer may otherwise be entitled, every Board Member shall be indemnified by the Authority and the CIHRC against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as a Board Member and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court. No Board Member shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Authority in the execution of the duties of his office or in relation thereto unless the same happen through his own wilful act or default which is not in good faith with a view to the best interests of the Authority.
- 10.2. No Board Member shall be liable for the acts, receipts, neglects or defaults of any other Board Member.
- 10.3. The Authority may purchase and maintain for any Board Member insurance against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Authority.

Schedule

First Board Members of the Authority

The Head of Racing - Jonathan Perrée;

The Head of Integrity – Michael Shenkin;

The Head of Equine Welfare – Charles Gruchy.