

### **Special Resolution 1**

It is hereby resolved to insert a new "interpretation" after the definition of "Association member" in clause 1 of the Company's Articles of Association to read as follows:

"Audit Committee" means the committee appointed in accordance with Article 16(F) to carry out such functions as may be provided under Article 16(I).

### **Special Resolution 2**

It is hereby resolved to insert a new "interpretation" after the definition of "executed" in clause 1 of the Company's Articles of Association to read as follows:

"Executive Committee" means the Officers and the Chief Executive and, if the Council so deems, any other individuals selected at the sole discretion of the President (but for the avoidance of doubt, any additional members of the Executive Committee must be Council members) to carry out such functions as may be provided under Article 16(I).

### **Special Resolution 3**

It is hereby resolved to amend the "interpretation" of "the Officers" in clause 1 of the Company's Articles of Association to read as follows:

"Officers" means the President and Vice President of the Association.

### **Special Resolution 4**

It is hereby resolved to delete the "interpretation" of "Treasurer" in clause 1 of the Company's Articles of Association.

### **Special Resolution 5**

It is hereby resolved to amend Article 16(E) of the Company's Articles of Association to read as follows:

- (E) The President and the Vice President respectively must be:
- (i) Association members throughout the term of office; and also
  - (ii) At the date of the nomination, currently elected Council members.

### **Special Resolution 6**

It is hereby resolved to amend the Company's Articles of Association to delete Article 16(F) and replace it with the following wording:

- (F) The Chairman of the Audit Committee shall be appointed by the President and the members of the Audit Committee shall to be appointed by the Chairman of the Audit Committee in consultation with the Council.

### **Special Resolution 7**

It is hereby resolved to amend Article 19 of the Company's Articles of Association so that it reads as follows:

- 19 (i) Until otherwise determined by the Association in General Meeting the Council shall consist of:
- (A) The Officers;
  - (B) Subject to Article 19(ii), ten Elected Members (in addition to the Officers);
  - (C) Co-opted Council members (if any) not more than two in number if appointed by the Council as provided in these Articles;

- (D) If the Council resolves, the Chief Executive; and
  - (E) One appointed representative of the Racehorse Owners Association Scotland (in addition to the Officers and the Co-opted Council members, if any) if appointed by the Council as provided in these Articles.
- (ii) Notwithstanding Article 19(i)(B), at the Annual Meeting in:
- (A) 2011 there shall be 13 Elected Members;
  - (B) 2012 there shall be 12 Elected Members; and
  - (C) 2013 there shall be 11 Elected Members.

**Special Resolution 8**

It is hereby resolved to amend Article 20(A) of the Company's Articles of Association to read as follows:

- 20(A) At the Annual General Meeting, one third of the Elected Members (or, if their overall number is not a whole multiple of three, then the number next below one third) shall be deemed to have retired from Council membership but each shall be eligible for re-election provided he gives written notice in accordance with Article 22.

**Special Resolution 9**

It is hereby resolved to amend Article 21(B) of the Company's Articles of Association to read as follows:

- (B) Notwithstanding the foregoing:
- (i) Any Elected Member who is an Officer or who has been nominated to assume such office at the next Annual Meeting shall not be deemed to have retired from Council membership under Article 20 while holding that position.
  - (ii) Should a President cease to be an Officer, such President shall not be deemed to have retired from Council membership under Article 20 for one year after the date of the annual general meeting at which the President ceases to be an Officer.

**Special Resolution 10**

It is hereby resolved to amend Article 22(D) of the Company's Articles of Association to read as follows:

- (D) The system of voting for Council members shall be by single transferrable vote or such other method of voting that the Council shall from time to time determine is fair and appropriate.

**Special Resolution 11**

It is hereby resolved to amend Article 16(A) of the Company's Articles of Association to read as follows:

- 16 (A) There shall be a President and Vice President of the Association.

**Special Resolution 12**

It is hereby resolved to amend Article 16(B) of the Company's Articles of Association to read as follows:

- (B) In each year at the close of the Annual Meeting a President and Vice-President shall take office and (subject to the other provisions of these Articles) they shall respectively hold office until the close of the next following Annual Meeting.

**Special Resolution 13**

It is hereby resolved to amend Article 16(C) of the Company's Articles of Association to read as follows:

- (C) Such President and Vice President shall be the persons nominated by the Council for that purpose at a meeting of the Council held at any time during the year prior to that Annual General Meeting.

#### **Special Resolution 14**

It is hereby resolved to amend Article 16(I) of the Company's Articles of Association to read as follows:

- (I) The Audit Committee and Executive Committee will undertake the roles and responsibilities in accordance with terms of reference agreed by the Council from time to time.

#### **Special Resolution 15**

It is hereby resolved to amend Article 16(L) of the Company's Articles of Association to read as follows:

- (L) If either of the Officers shall die or retire or otherwise become disqualified from or cease to be in office, the Council shall, as soon as possible, hold an election to decide on a new President or Vice-President.

#### **Special Resolution 16**

It is hereby resolved to amend Article 23(A) of the Company's Articles of Association to read as follows:

- 23 (A) No person shall be elected or appointed to be a Council member who is not an Association member. A Council member shall vacate office if he ceases to be an Association member and/or (except in the case of a co-opted member) if he ceases to be a Director of the Association.

#### **Special Resolution 17**

It is hereby resolved to amend Article 33(B) of the Company's Articles of Association to read as follows:

- (B) Provided always that Members of the Council (included Co-opted members) may vote in person or by proxy and the Chairman of the Meeting shall not have a casting vote in the case of the election or nomination of any person to be an Officer of the Association.

#### **Special Resolution 18**

It is hereby resolved to amend Article 36(B)(ii) of the Company's Articles of Association to read as follows:

- (ii) The result of any election to membership of the Council and the names of the President and Vice President who shall be in office immediately following that Annual General Meeting shall be announced by the Chairman.

#### **Special Resolution 19**

It is hereby resolved to amend Article 45 of the Company's Articles of Association to read as follows:

- (45) The Chief Executive shall be entitled to attend and speak at any General Meeting notwithstanding that he or she might not be an Association member.

#### **Special Resolution 20**

It is hereby resolved to amend Article 54(D) of the Company's Articles of Association to read as follows:

- (D) Deliberately Omitted.

#### **Proxy:**

If you cannot attend the Extraordinary General Meeting, you are entitled to appoint a proxy to attend and vote in accordance with the existing Articles of Association. A proxy form is enclosed. All completed proxies must be lodged at the Company's Registered Office not later than one hour before the commencement of the meeting, or adjourned meeting, at which the proxy is to take effect.