

Brisbane Racing Club Limited
ACN 133 679 786
Election Procedure By-Law

Version (5) – 28/11/14

ELECTION PROCEDURE BY-LAW

In accordance with the Constitution of Brisbane Racing Club Limited this By-Law is adopted by the Board of Directors (the Board).

In this By-law the Brisbane Racing Club must be referred to as "BRC".

1 DEFINITIONS

The following definitions apply in this By-law:

Candidate's Scrutineer is a person appointed by an Election Candidate to assist the Independent Scrutineer on oversight of the integrity of the voting process.

Electioneering means any communication (including any oral, written, electronic, broadcast, cable or satellite communication) which identifies the Election Candidate for office, is distributed and is targeted to Members at any time.

Election Candidate is the nominated candidate for election as a Director.

Election Period is the date at which election material is posted to Members until the date the voting process closes.

Election Reference Number is the unique number on the back of the pre-paid mailing envelope.

Independent Scrutineer is a person appointed by the Board to oversee the integrity of the voting process.

Members' Register is a specifically identified register containing the names, addresses, class of membership and date of joining and kept by the Secretary.

Returning Officer is the person responsible for the conduct of the election of the Board of Directors in its entirety.

Voting Member is a member within an eligible category of membership with voting rights as determined by the Board who has paid all sums due in respect of membership of the Company.

2 APPOINTMENT OF DATE FOR AGM

The Board must appoint the date for the Annual General Meeting (AGM) at least forty two days prior to the AGM.

3 NOMINATION FOR ELECTION

3.1 A Member wishing to be nominated as a candidate for election as a Director (Election Candidate) must request and obtain a Director Nomination Pack from the Returning Officer.

- 3.2 The Director Nomination Pack as determined by the Board from time to time will contain the following:-
- (a) Director Nomination Form to be signed by a proposer and a seconder who are current financial members of the Company;
 - (b) A Consent to Act as Director Form shall be signed by all candidates prior to the date of the election confirming their consent to become a Director if elected;
 - (c) Form requesting biographical details including but not limited to, age, occupation, qualifications, experience and interests and a statement of policy, aims and objectives of no more than 150 words;
 - (d) The BRC Election Procedure By-Law; and
 - (e) Declaration Form to be signed by Election Candidates confirming their agreement to abide by election protocols pursuant to 7.1.
- 3.3 The completed Director Nomination Pack must be returned to the Company either by mail or in person to the Returning Officer no later than thirty-five days before the meeting of the Company at which the election is to be held.
- 3.4 The material provided by the election candidate for the biographical details under 3.2 (c) must not:
- (a) reflect adversely on the standing of the Company;
 - (b) contain any matter or thing that is likely to mislead or deceive members in relation to the casting of their vote; or
 - (c) make any personal criticism of another election candidate or Director;
- 3.5 The Returning Officer may review the material provided by the nominee for the personal profile required under 3.2 (c) and may:
- (a) approve an election candidate's material;
 - (b) reject an election candidate's material and or;
 - (c) request a variation to an election candidate's material;
- 3.6 A Member must not, without the written consent of the Returning Officer (which may be given at the sole discretion of the Returning Officer and may be given at any time):
- (a) Contact in writing or electronically any other member regarding the election of directors where the receiving member has not consented to receiving such information; or
 - (b) Otherwise engage in any electioneering other than what is specifically permitted pursuant to Section 7.

4 **RETURNING OFFICER**

- 4.1 The Board must appoint a Returning Officer prior to the calling of nominations, an Independent Scrutineer and such number of assistants as the Board determines necessary, before the date of the meeting of the Company at which the election is to be held.
- 4.2 The Returning Officer must:
- (a) Determine the validity or otherwise of a nomination;
 - (b) The eligibility of a candidate;
 - (c) The validity of a voting paper;
 - (d) The eligibility of a Member to vote;
- 4.3 The determination of the Returning Officer of the matters referred to in Section 3.5 and 3.6 is final and binding on all parties.

5 **VOTING**

- 5.1 The Returning Officer must provide to each Voting Member, at his or her registered address:
- (a) a ballot paper;
 - (b) a ballot paper envelope; and
 - (c) a pre-paid mailing envelope, with provision for the Voting Member's name, address, signature and Election Reference Number to be entered on the back of the envelope.
- 5.2 The ballot paper must contain:
- (a) the names of the candidates in alphabetical order by surname but without titles, honorifics or awards;
 - (b) a statement as to the number of Director vacancies to be filled and how votes are to be cast and counted;
- 5.3 A Member who wishes to vote must:
- (a) strike out from the ballot paper the name or names of such candidate or candidates as they do not desire to vote for, retaining a number equal to the number of vacancies;
 - (b) place the completed ballot paper in the ballot paper envelope and seal the ballot paper envelope;
 - (c) complete the pre-paid mailing envelope details, and place the sealed ballot paper envelope in the pre-paid mailing envelope; and
 - (d) return the pre-paid mailing envelope to the Returning Officer;

- 5.4 Ballot papers must be received by the Returning Officer no later than 5.00pm on the last Business Day before the meeting at which the election is to be held.
- 5.5 Prior to the opening of any ballot paper envelope, the Returning Officer (or a person working under direct supervision of the Returning Officer) must examine the name or other particulars on the pre-paid mailing envelope to establish that the person who completed the ballot paper was a Voting Member entitled to vote in the ballot and the Voting Member has not already voted in that ballot.
- 5.6 If the Returning Officer is not satisfied with the particulars on the pre-paid mailing envelope or if the pre-paid mailing envelope is received after the close of the ballot, or if the Voting Member has already voted in the ballot, the Returning Officer must reject the envelope and that vote will be invalid.

6 COUNTING OF VOTES

- 6.1 If prior to the counting of votes the number of candidates is reduced by a withdrawal or otherwise, resulting in the number of candidates being equal to or less than the number required to fill the vacancies on the Board, the ballot papers will not be counted and the remaining candidates will be declared 'elected without ballot'.
- 6.2 Each candidate has the right to appoint a scrutineer to be present at the counting of the votes provided that the scrutineer first gives an undertaking in writing that he or she will not disclose the results of the counting of the votes to any person prior to the declaration of the result of the vote at the meeting at which the election is held. Each candidate must notify the Returning Officer in writing prior to the closure of the ballot the name and address of his or her scrutineer (if any) and provide the Returning Officer with the scrutineers undertaking in accordance with this clause.
- 6.3 No Director of the BRC can be appointed as a scrutineer.
- 6.4 The counting of votes is the responsibility of the Returning Officer and must be undertaken by him or her and any staff assisting the Returning Officer while at all times being under the direct supervision of the Returning Officer.
- 6.5 The counting of votes may commence after 5.00pm on the Business Day preceding the meeting at which the election is to be held or at a time on the day of the meeting at which the election is to be held, as determined by the Board.
- 6.6 The Returning Officer must ensure that the confidentiality of the vote cast by a Member is maintained during the procedure of removing the ballot from the ballot paper envelope and the recording of the vote.
- 6.7 The Returning Officer and any staff assisting must examine and count in the presence of the scrutineers in attendance (if any) the number of votes recorded for each candidate.

- 6.8 A ballot paper must be rejected, if it is:
- (a) manifestly irregular;
 - (b) purports to vote for a greater or lesser number of candidates than are required to fill the relevant vacancies, provided that a ballot paper that includes a vote for a candidate who died, withdraws his or her candidacy or becomes an ineligible candidate during the election period, will not, for that reason, be regarded as involving a vote for a lesser number of candidates than required; or
 - (c) which is so imperfectly marked that the intention of the Member cannot be ascertained with certainty
- 6.9 At the close of the counting of votes the Returning Officer must certify to the Chief Executive in writing:-
- (a) the number of votes recorded by each election candidate;
 - (b) the number of informal votes;
 - (c) the total number of votes cast;
- Thereby the declaration of successful candidates to fill the number of vacancies on the Board is made. The candidates named in such certificate will be declared to be duly elected at the meeting of the Company at which the election is held.
- 6.10 If two or more candidates receive the same number of votes, the Returning Officer must determine the matter by lot.

7 ELECTION PROTOCOLS

- 7.1 The Election Procedure By-law governs the protocols an Election Candidate must follow.
- 7.2 Failure to abide by the Election Protocols may result in an Election Candidate being withdrawn from the election process by the Returning Officer. The responsibility of enforcing the Election Protocols is that of the Returning Officer and they may do so at their absolute discretion.
- 7.3 Election Candidates are not permitted access to the BRC Member Database but are permitted access to the Company Members' Register for the purposes of 7.4.
- 7.4 An Election Candidate and or the candidate's proposer may each send one letter subject to the approval of the Returning Officer by post during the election period to Members as a more detailed statement on their biographical details and their statement of policy, aims and objectives. Such letters will be mailed out by the BRC on payment of the agreed price of the mail out.
- 7.5 Election Candidates are not permitted to use the BRC Logo or the logo of any other related entity or brand.

- 7.6 An Election Candidate is permitted to make public statements but must not be paid for or any consideration be given in kind. Such public statements must either refer to, be an extract from, or a reproduction of the Election Candidate's statement of policy, aims and objectives.
- 7.7 Paid advertising is prohibited.
- 7.8 Election Candidates are not permitted to make payments or enter into financial arrangements with third parties with the intention of them generating votes for the candidate.
- 7.9 Election Candidates are required to act ethically and should not make any derogatory or disparaging remarks about the BRC or its Directors, either past and or present.
- 7.10 The distribution of flyers at a race meeting or around the race course is not permitted.
- 7.11 An Election Candidate is permitted to approach Members at a race meeting but not in a manner which impacts negatively on their race day experience. Should there be any member complaints; the Election Candidate will be advised to cease such activity.