

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

Version (7) – 9/01/24

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 is referred to as "BRC" or "Company".

1 DEFINITIONS

The following definitions apply in this By-law:

Ballot means a physical or electronic ballot form.

Business Day means any day excluding Saturdays, Sundays, or public holidays in Queensland.

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 a 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 nominate as a candidate for election as a Director (Election Candidate) must request and obtain a Director Nomination Pack (as determined by the Board from time to time) from the Returning Officer.
- 3.2 The Director Nomination Pack, completed pursuant to the instructions contained therein, 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.
- 3.3 The material provided by the Election Candidate 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.
- 3.4 The Returning Officer may review the material provided by the Election Candidate 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.
- 3.5 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 clause 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; and
 - (d) the eligibility of a Member to vote.

- 4.3 The determination of the Returning Officer on all matters requiring determination by the Returning Officer is final and binding on all parties.

5 VOTING

- 5.1 The Returning Officer must provide to each Voting Member either a physical or an electronic Ballot.
- 5.2 The Ballot must contain:
- (a) the names of the Election Candidates in alphabetical order by surname but without titles, honorifics, or awards; and
 - (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) mark the box next to the name/s of their preferred Election Candidate/s, voting for the number of Election Candidates equivalent to the number of vacancies and physically return the Ballot as per the directions given; or
 - (b) submit the vote electronically to the Returning Officer as per the directions given.
- 5.4 Completed Ballot must be received electronically or physically 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.

6 COUNTING OF VOTES

- 6.1 If prior to the counting of votes the number of Election 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 Election Candidates will be declared 'elected without ballot'.
- 6.2 Each Election Candidate has the right to appoint a scrutineer to be present at the counting of the votes (in whatever manner they are counted) 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 Election 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 Company 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 (or any business providing election services) 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.
- 6.7 The Returning Officer and any staff assisting (or any business providing election services) must examine and count in the presence of the scrutineers in attendance (if any) the number of votes recorded for each Election Candidate.
- 6.8 A Ballot 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; and
 - (c) the total number of votes cast.
- Thereby the declaration of successful Election Candidates to fill the number of vacancies on the Board is made. The Election 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 Election 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 (**Election Protocols**).
- 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 clause 7.4.

- 7.4 An Election Candidate and or the Election 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 Company 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 in print, on radio, television, digital media, website, or the like is not permitted.
- 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 racecourse 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.