

ByeLaw 10

PROCEDURES FOR CANDIDATE SELECTION TO THE BOARD

10 NOMINATIONS FOR ELECTIONS OF PRESIDENT AND DIRECTORS

10.1 Where in terms of Articles 5.6 and 5.7 there is a requirement imposed on a meeting to elect a President or Directors, the arrangements for such elections shall be as set out in this Byelaw.

10.2 Election of Directors

10.3 The Chief Operating Officer shall issue a notice inviting nominations for vacant posts 10 weeks prior to the date of the Annual General Meeting. Nominations must be submitted on a prescribed pro-forma that will be issued along with the notice inviting nominations and advising of the deadline for return of nominations. An individual wishing to seek nomination who has not otherwise received a copy of the pro-forma may request one from the Chief Operating Officer.

10.4 Nominations shall be lodged with the Chief Operating Officer six weeks prior to the date of the Annual General Meeting.

10.5 Each nominee must be registered with the Company, through their membership of a member club or association.

10.6 Each nomination form must:-

- (a) carry the signature of the nominee confirming his or her willingness to act in the relevant post if successful;
- (b) have all sections of the pro-forma completed;
- (c) have the signed personal support of two individuals who represent different voting members (Clubs or Associations) of the Association,
- (d) have the signed endorsement of an office bearer of the club or association that the nominee is a member of.

10.7 All of the nominations in each case shall be circulated with the intimation of the Agenda in terms of Article 5.4.

10.8 Election of the President

10.9 When there is a requirement to elect a President, a President-elect shall be appointed to facilitate a smooth transition from one President to another. During the period in which a person is President-elect, he or she shall shadow the President in the performance of his or her duties and shall avail themselves of the advice and guidance of the President in preparation for assuming the office of President. Unless opposed in terms of paragraph 10.18 below, the President-elect shall be confirmed in office at the Annual General Meeting.

10.10 At least six months prior to the expiry of a President's term of office, the Chief Operating Officer shall invite nominations for the appointment of a President-elect. Nominations shall be lodged with the Chief Executive Officer within one calendar month of the date on which the above invitation was issued. Nominations must be submitted on a prescribed pro-forma that shall be issued along with the notice inviting nominations. An individual wishing to seek nomination that has not otherwise received a copy of the pro-forma may request one from the Chief Operating Officer.

10.11 Each nomination form must:

- (a) carry the signature of the nominee confirming his or her willingness to act in the relevant post if successful;
- (b) have all sections of the pro-forma completed;
- (c) have the signed support of four individuals:
 - i) one of whom is an existing member of the Board of Directors,
 - ii) one of whom is, in the case of a nominee who is a member of an affiliated club or association, a representative of that club or association,
 - iii) two of who are, or represent, other voting members of the Association.

10.12 Should there be more than one nomination, the Chief Operating Officer shall organise a ballot in which voting members will be invited to indicate their choice of candidate. Should there be more than two candidates, the person(s) not in first or second place in the ballot shall drop out and a second round of balloting shall be conducted between the candidates finishing first and second in the first round.

10.13 Ballots may be conducted by postal, electronic or other such means as may be determined by the Board, with voting members being informed of the date and time by which completed ballot papers must be in the hands of the independent Returning Officer appointed by the Board. Such a ballot shall be completed before the date that is four months before the date of the Annual General Meeting.

10.14 The candidates in any ballot shall be offered the opportunity to prepare a written statement, in addition to that on their nomination form, setting out their case to be elected as President. This shall be issued along with the ballot paper.

10.15 The Board shall appoint an independent Returning Officer to receive and count votes cast in a ballot. Ballot papers shall carry a reference code that will allow the Returning Officer to check ballot papers received against the list of voting members. The Returning Officer shall inform the Chief Operating Officer of the number of votes cast for each candidate. The decision of the Returning Officer shall be final. The list of those who voted and for whom they voted shall not be made available to the Board unless a candidate in the election mounts a challenge to the ballot.

10.16 The declaration of the name of the person appointed as President-elect shall constitute formal notice of that person's name being presented to the subsequent Annual General Meeting for election as President, in accordance with Articles 5.3 and 5.4.

10.17 Should the person appointed not be an existing member of the Board of Directors, then he or she shall attend Board meetings as an observer up to the time of his or her election at the Annual General Meeting.

10.18 Notwithstanding the foregoing, Article 5.3 allows a nomination for President to be made up to 6 weeks before the date set for the Annual General Meeting at which the post becomes vacant. Should any individual wish to cause a ballot at the Annual General Meeting between him or her and the President-elect, then it is his or her responsibility to initiate the process of obtaining a nomination pro-forma and seeking nominations. If such a nomination is received, a ballot shall be held at the Annual General Meeting in accordance with Article 5.6.