

**MINUTES**  
**OF THE SPECIAL GENERAL MEETING**  
**OF THE NATIONAL HORSERACING AUTHORITY**  
**OF SOUTHERN AFRICA, HELD ON WEDNESDAY,**  
**15 JANUARY 2020, IMMEDIATELY FOLLOWING**  
**THE ANNUAL GENERAL MEETING**

**ATTENDANCE:**

<b>National Board Directors:</b>	Mr K G Truter Mr V Moodley Mr R Bruss Mr A D Hyde Mrs S E Kalmanson Rowett Mr L M F Wernars	<b>(Chairman)</b>
<b>Members:</b>	Mr A M Costa Mr C J Maree Mr R A Napier Mr A G O'Connor Mr J Peter Mr N P Sanan Mr D C Stonebridge Mr G W Wiggill	
<b>Apologies:</b>	Mr S M Dolamo Adv S M Lebala SC Mr R J Trotter	
<b>In Attendance:</b>	Mr R McKaiser	<b>(Rurik McKaiser Attorneys)</b>

The Chairman confirmed that in terms of Clauses 13 and 26 of the Constitution, any amendments to the Constitution must be done by way of a special resolution carried by a majority of not less than two thirds of the votes, both given by proxy and by members present and entitled to vote at a Special General Meeting called for that purpose.

The National Board had called a Special General Meeting to consider amendments to the Constitution as set out in the Notice of the Meeting.

The Chief Executive gave a brief overview of the reasons for the National Board wishing to amend the Constitution. He said that during the Board Meetings held earlier this year, it was agreed that the composition of the Board was not adequate to fulfil Committee mandates timeously and adequately. Also, there were transformation targets set which need to be met within a reasonable time frame. The Nominations Committee quorum was reduced to three persons for expediency purposes.

**The Chairman confirmed that a total of 138 valid Proxy Forms were received and were available for inspection at the meeting.**

It is proposed that the Constitution be amended in order to provide that:	YES	NO	Discretion	TOTAL
1. A quorum of a minimum of 3 persons from Nominations Committee to attend meetings to appoint National Board Directors.	121	8	9	138
2. The National Board Directors be increased from nine to twelve.	107	23	8	138
3. Add a member on the National Board domiciled in the Eastern Cape.	119	13	6	138
4. Amend the retirement age of National Board Directors from 70 to 75.	96	32	10	138
5. Amend quorum for meetings of the National Board Directors from five to seven.	116	15	8	138

The Chairman advised that 3 proxy forms had not been accepted for the following reasons:

**Not Entitled to Vote - 1 (Fractional Owner)**  
**Not Registered - 1**  
**Duplicated - 1**

The Chairman asked whether the Members present wished to cast their votes by a show of hands. The Members agreed to cast their vote by way of a show of hands.

**The following were the results of the votes from the Members present at the meeting, excluding the National Board.**

It is proposed that the Constitution be amended in order to provide that:	YES	NO	TOTAL
1. A quorum of a minimum of 3 persons from Nominations Committee to attend meetings to appoint National Board Directors.	8	0	8
2. The National Board Directors be increased from nine to twelve.	8	0	8
3. Add a member on the National Board domiciled in the Eastern Cape.	8	0	8
4. Amend the retirement age of National Board Directors from 70 to 75.	6	2	8
5. Amend quorum for meetings of the National Board Directors from five to seven.	8	0	8

It was noted the Messrs A G O'Connor and G W Wiggill recorded their dissent for the retirement age of National Directors being increased from 70 to 75.

The meeting noted that by a two thirds majority the amendments to the Constitution were accepted both by Proxies received and Members present.

The Chairman closed the meeting and thanked all Members present for their participation.

VM/PR  
16 January 2020