

SPECIAL RESOLUTION 3

The Constitution of The National Horseracing Authority of Southern Africa be and is hereby amended in terms of clause 26.1 in the following manner:

1. Clause 14 is deleted in its entirety and replaced with the following clause:

14. NOMINATIONS COMMITTEE

- 14.1 A NOMINATIONS COMMITTEE, consisting of 5 members, will be established to nominate and appoint NATIONAL BOARD DIRECTORS. All potential nominations shall be discussed and considered by all 5 members but decisions shall be taken by a simple majority vote of the members of the NOMINATIONS COMMITTEE.
- 14.2 Any recommended appointment as a NATIONAL BOARD DIRECTOR made by the NOMINATIONS COMMITTEE needs to be ratified by two thirds of all the NATIONAL BOARD DIRECTORS. Should the NATIONAL BOARD not ratify such appointment, the NOMINATION COMMITTEE shall make an alternative recommended appointment.
- 14.3 The NOMINATIONS COMMITTEE will be made up of the following persons:
- 14.3.1 The NATIONAL BOARD shall appoint two NATIONAL BOARD DIRECTORS, of which one shall be a DIRECTOR appointed in terms of clause 15.1.1, and one shall be a DIRECTOR appointed in terms of clause 15.1.2, to serve on the NOMINATIONS COMMITTEE.
- 14.3.2 A person jointly appointed by the RACING OPERATORS.
- 14.3.3 A person appointed by the Owners registered in terms of the RULES.
- 14.3.4 A person appointed by the trainers and jockeys licensed in terms of the RULES.
- 14.4 The persons referred to in clauses 14.3.2, 14.3.3 and 14.3.4 shall not be NATIONAL BOARD DIRECTORS.
- 14.5 The manner by which the persons referred to in clauses 14.3.3 and 14.3.4 are appointed shall be determined respectively by the trainers and jockeys and by the owners, by a democratic election process conducted under the auspices of the NATIONAL BOARD on the basis as may be determined by the NATIONAL BOARD.
- 14.6 In the event of the appointments provided for in clauses 14.3.2 and/or 14.3.3 and/or 14.3.4 being delayed, then the remaining members of the NOMINATIONS COMMITTEE shall co-opt a suitable person from the RACING OPERATORS, and/or a suitable person from the owners and/or a suitable person from the trainers and jockeys, as the case may be, to sit on the NOMINATIONS COMMITTEE until the delayed appointments are made.

14.7 The members of the NOMINATIONS COMMITTEE shall serve:

14.7.1 in the case of members who are not NATIONAL BOARD DIRECTORS, for a period not exceeding three years from the date of their appointment, but shall be eligible for re-appointment.

14.7.2 in the case of members who are NATIONAL BOARD DIRECTORS, for a period coinciding with their term as DIRECTORS. In the event of a DIRECTOR wishing to make himself available for re-election to the NATIONAL BOARD, he shall resign his position as a member of the NOMINATIONS COMMITTEE but shall again be eligible to be appointed to the NOMINATIONS COMMITTEE after one year. The vacancy of the NOMINATIONS COMMITTEE will be filled by the appointment of an alternative DIRECTOR as applicable.

14.8 If a person serving on the NOMINATIONS COMMITTEE, other than as provided for in clause 14.3.1, is proposed to serve as a NATIONAL BOARD DIRECTOR and such appointment is accepted and ratified, such person shall vacate his position as a member of the NOMINATIONS COMMITTEE with effect from the date he takes up office as a NATIONAL BOARD DIRECTOR.

2. **Clause 15 is amended as follows:**

1. In clause 15.2, by the deletion of the words “and the RACING CONTROL EXECUTIVE shall be NATIONAL BOARD DIRECTORS” and the substitution of the words “shall be a NATIONAL BOARD DIRECTOR. The NATIONAL BOARD shall, in its sole discretion, have the power to appoint a further executive member of the NHA as a NATIONAL BOARD DIRECTOR.”.

2. By the addition of clause 15.10.2.4 to read:

“he is informed in writing that two thirds of the remaining NATIONAL BOARD DIRECTORS requires him to resign as a BOARD DIRECTOR with effect from the date specified in such written notice.”