

ASSOCIATIONS INCORPORATION ACT 1981

BENDIGO JOCKEY CLUB INCORPORATED

RULES

AND

STATEMENT OF PURPOSES

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ASSOCIATIONS INCORPORATION ACT 1981

BENDIGO JOCKEY CLUB INCORPORATED

RULES AND STATEMENT OF PURPOSES

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In these Rules, unless the contrary interpretation appears:

“**Absolute Majority**” means a majority of all members of the Committee eligible to vote at the time that the resolution is proposed, not merely a majority of the Committee members present and voting at the meeting.

“**Act**” means the *Associations Incorporation Act 1981*, including the regulations made pursuant to that Act.

“**Annual General Meeting**” means the annual general meeting required by the Act.

“**Annual Subscription**” means the amount payable annually in respect of Membership.

“**By-Laws**” means the by-laws made by the Committee pursuant to Rule 4.

“**Casual Vacancy**” means a vacancy in the office of a member of the Committee occurring for any reason other than the retirement of a member of the Committee in accordance with Rule 21.3.

“**Chair**” means the person elected as such by the Committee pursuant to Rule 24.5 or by the Voting Members at a General Meeting pursuant to Rule 16(b).

“**Chief Executive**” means:

- (a) the person appointed as such by the Committee; or
- (b) if no Chief Executive is so appointed, the Public Officer of the Club.

“**Club**” means the Bendigo Jockey Club Incorporated.

“**Committee**” means the committee of management of the Club established in accordance with these Rules.

“**Country Racing Victoria**” means Country Racing Victoria Ltd (Australian Company Number 112 777 714) or any successor body or organisation having authority for the control and overall management of Victorian country thoroughbred racing.

“**Deputy Chair**” means the person elected as such by the Committee pursuant to Rule 24.5.

“Effective Date” means the date upon which these Rules come into effect in accordance with the Act.

“Entrance Fee” means the fee payable in respect of the grant of Membership.

“Financial Year” means a year ending 31 July.

“General Meeting” means an Annual General Meeting or a Special General Meeting.

“Member” means a member of the Club admitted in accordance with these Rules.

“Office” means:

- (a) the office of the Club as advised to Members from time to time; and
- (b) the registered address of the Club under the Act.

“Postal Vote” means a confidential ballot, for the election of Committee Members, conducted in accordance with Rule 22 and, if so provided, the By-Laws.

“Postal Voting Papers” means the Ballot Paper, brief information on the candidates, instructions for casting a valid vote, a sealed inner envelope for confidentiality of the completed Ballot Paper and a prepaid or post-free addressed envelope for return to the Returning Officer.

“Poll” means the conduct of a vote at a meeting involving the casting of votes, by writing or by electronic means, so that the vote cast by each person voting shall be confidential.

“Premises” means the Bendigo Racecourse, Heinz Street, White Hills.

“Previous Rules” means the rules and statement of purposes of the Club made pursuant to the Act and in force as at the Effective Date.

“Public Officer” means the person appointed to that position in accordance with the Act.

“Register of Members” means the register of Members to be kept in compliance with Rule 7.

“Relevant Documents” has the same meaning as in the Act.

“Returning Officer” means a person, other than an employee of the Club, appointed by the Committee to conduct a Postal Vote and tabulate the results of a Postal Vote conducted.

“Rules” means these Rules and Statement of Purposes.

“Seal” means the common seal of the Club.

“Special Business” has the meaning set out in Rule 13.

“Special General Meeting” means a general meeting of Members other than the Annual General Meeting.

“Special Resolution” means a resolution that is passed by a majority of not less than 75% of the Voting Members eligible to vote who vote in person at a General Meeting of which not less than 21 days notice was given to the Members in accordance with the Rules specifying the intention to propose the resolution as a special resolution, and otherwise in accordance with the Act.

“Treasurer” means the person appointed as such by the Committee.

“Voting Member” means a Full Member (Rule 5.2) a Life Member (Rule 5.3) and Honorary Members (Rule 5.4)

1.2 **Interpretation: meaning of certain words**

In these Rules unless the contrary intention appears:

- (a) words importing the singular number include the plural number and vice versa;
- (b) words importing the masculine gender include the feminine gender and vice versa;
- (c) words importing persons include corporations, incorporated associations and unincorporated associations;
- (d) words have the same meaning as in the Act.

1.3 **Effect**

These Rules rescind and replace the Previous Rules as and from the Effective Date, provided that the rescission and replacement of the Previous Rules shall not affect any obligations or entitlements which have accrued under the Previous Rules as at the Effective Date.

2. **NAME**

The name of the incorporated association is **BENDIGO JOCKEY CLUB INCORPORATED** (in these Rules called "**the Club**").

3. **STATEMENT OF PURPOSES AND PRINCIPLES**

3.1 **Statement of Purposes**

The purposes of the Club are:

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- (a) To promote, carry on and encourage the racing of thoroughbred horses in or about the Bendigo district in the State of Victoria or such other place or places as may be determined by the Committee from time to time.
 - (b) To establish and maintain a racecourse or racecourses in or about the Bendigo district in the State of Victoria or such other place or places as may be determined by the Committee from time to time, with such buildings, structures and improvements as are considered necessary or desirable for the purpose of the racing of thoroughbred race horses.
 - (c) To provide, if and as appropriate, facilities for the training, care and stabling of thoroughbred race horses.
 - (d) To provide facilities of and incidental to conducting a thoroughbred racing club and thoroughbred race meetings.
 - (e) To promote and encourage sponsorship and support for thoroughbred races and race meetings.
 - (f) To promote the ideals of the sport of thoroughbred horse racing and fellowship among those interested and involved in thoroughbred horse racing.
 - (g) To amalgamate, co-operate, affiliate and enter into arrangements with any other club or body whether incorporated or unincorporated having objects wholly or in part similar to those of the Club.
 - (h) To do all lawful things as are incidental or conducive to attaining the above purposes, including undertaking activities, whether extraneous or like, to provide revenue for the attainment of the above purposes.

3.2 Statement of Principles

3.2.1 Vision

The Club shares the vision of Country Racing Victoria to develop a vibrant and growing thoroughbred racing industry in Victoria that:

Excellence: Is recognised world-wide as a centre of racing excellence

Excitement: Provides a source of exciting entertainment for a wide audience

Efficient: Is managed with maximum efficiency and to maintain the highest integrity

(a) 3.2.2 Mission

The Club shares the mission of the Country Racing Victoria to promote and manage a thoroughbred racing industry in Victoria which:

Reputation: Ensures that race meetings are conducted so as to maintain and build the reputation and integrity of the Victorian racing industry

Good Management: Manages industry revenues, costs and assets to maximise the long term returns delivered to the Victorian thoroughbred racing industry and its participants

Competitive: Competes effectively in the entertainment business and provides excellent value to its customers

Marketing: Markets its wagering and gaming products effectively – locally, nationally and internationally

Social Obligations: Fulfils its agreed social obligations to the communities in which it operates

3.2.3 Values

The Club shares the values of the Country Racing Victoria:

- (a) We achieve best practice and world leadership in country racing through participation, shared decision-making, innovation and an acknowledgement of the strengths of individual clubs.
- (b) We practice integrity, trust and respect in our dealings with each other and are committed to evaluating and accounting for our performance.
- (c) We value each stakeholder highly and pride ourselves in high standards of customer service.
- (d) We recognise the valuable contribution by volunteers to the conduct of racing and will endeavour to provide members of the community with the opportunity to be so involved in the Club's activities.
- (e) We recognise that we can always improve and respond effectively to change.
- (f) We respect the right of each club to manage its own affairs and finances in accordance with agreed Country Racing Victoria policies and guidelines.
- (g) Each member of the Committee and employee is accountable and works actively for the advancement of country racing.

4. BY-LAWS

4.1 Subject matter

The Committee may from time to time by resolution passed by an Absolute Majority (subject to any provisions of the Rules) make such By-Laws as it may think fit for the better conduct of the Club and without limiting the generality of the foregoing, may make By-Laws:

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- (a) ***Entrance Fee and Annual Subscription:*** Prescribing and altering the Entrance Fee and Annual Subscription for all classes of Members and privileges of all classes or Members.
 - (b) ***Benefits of Membership:*** Prescribing the benefits and entitlements associated with the various categories of Membership consistent with these Rules.
 - (c) ***Access:*** Delineating and prescribing areas of any racecourse owned or occupied by the Club which may be available for use by Members and the times of such availability.
 - (d) ***Tickets:*** Controlling the issue of tickets in respect of race meetings conducted by the Club.
 - (e) ***Terms of admission:*** Setting the terms and conditions upon which members of the public may be admitted to race meetings.
 - (f) ***Officers:*** Appointing and controlling officers and stewards of the Club and all matters incidental to their duties.
 - (g) ***Election of Committee:*** Specifying the procedures for the conduct of the ballot at Annual General Meetings for the election of members of the Committee.
 - (h) ***Committee proceedings:*** Regulating the proceedings of the Committee; and
 - (i) ***Race meetings:*** Subject to the Rules of Racing, regulating all matters concerning or connected with the holding of race meetings and the conduct thereof.

4.1.1 Operation of By-Laws

- (a) The By-Laws are binding on Members to the extent that they document the exercise of the powers granted to the Committee by the Rules.
- (b) The By-Laws made by the Committee pursuant to Sub-Rules 4.1(d) and (i) are binding on members of the public to the extent that they form part of the terms and conditions applying to benefits or services offered by the Club to members of the public where there has been acceptance of such benefits or services.

4.2 Recording

- (a) Every By-Law must be signed by the Chair and entered in a book to be kept solely for the purpose.
- (b) An up-dated record of the By-Laws must be published by the Committee as often as is reasonably necessary to ensure that the current By-Laws of the Club are available to all persons requesting a copy of them.

5. CATEGORIES OF MEMBERSHIP

5.1 Categories

Membership of the Club consists of:

- (a) Full Members;
- (b) Life Members;
- (c) Honorary Members;
- (d) Young Members;
- (e) Corporate Members; and
- (f) Such other classes of membership as the Committee may from time to time determine.

5.2 Full Members

- (a) Subject always to Rule 6, any natural person may apply in the manner set out in Rule 6 to be admitted as a Full Member.
- (b) Natural persons admitted as Full Members are entitled upon payment of the Entrance Fee and the Annual Subscription to all of the benefits of Membership, including but not limited to:
 - (i) the rights set out in the By-Laws in respect of Full Members; and
 - (ii) the right to attend, speak and vote at General Meetings.

5.3 Life Members

- (a) Any Member who in the opinion of the Committee has rendered distinguished service to the Club may be elected by the Committee as a Life Member of the Club.
- (b) Persons elected as Life Members are entitled to all of the benefits afforded to Full Members, including but not limited to the right to attend, speak and vote at General Meetings.
- (c) Persons elected as Life Members are not liable to pay the Entrance Fee or the Annual Subscription.

5.4 Honorary Members

- (a) The Committee may elect any person as an Honorary Member of the Club. Any person who has attained the age of 70 and has been a fully paid up member of the club for the past 20 years will be afforded Honorary membership of the club for the remainder of his/her life, membership will have the same entitlements as a "Voting Member".
- (b) The following provisions apply to persons elected to Honorary Membership:

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- (i) their rights and entitlements are as determined from time to time by the Committee in the By-Laws;
 - (ii) their number is as determined from time to time by the Committee in the By-Laws;
 - (iii) they are bound by these Rules and the By-Laws save as otherwise provided by this Rule 5.4;
 - (iv) they are entitled to attend speak and vote at any General Meeting; and
 - (v) they are not liable to pay any Entrance Fee or Annual Subscription.

5.5 Young Members

- (a) Subject always to Rule 6, any natural person aged between eighteen (18) years and thirty five (35) years may apply in the manner set out in Rule 6 to be admitted as a Young Member.
- (b) The existence of the category of Young Members does not prevent a person under the age of thirty five (35) years from applying for and being granted Full Membership, and in particular a person under the age of thirty five (35) years may become a Full Member:
 - (i) without having been a Young Member; or
 - (ii) while and at the same time as being a Young Member.
- (c) The provisions of Rule 6 from time to time relating to the election of Members apply as far as possible but with necessary modifications in relation to the admission of Young Members.
- (d) Upon election a Young Member:
 - (i) is exempt from payment of the Entrance Fee until such time as he or she is elected to Full Membership;
 - (ii) must pay the Young Members' Annual Subscription as determined from time to time by the Committee as stated in the By-Laws;
 - (iii) subject to Rule 6, may remain a Young Member until the commencement of the next Financial Year following his or her attaining the age of thirty five (35) years or after not less than twelve months as a Young Member, whichever date last occurs.
- (e) Subject always to the discretion of the Committee, a Young Member upon attaining the age of thirty five (35) years and after not less than twelve months as a Young Member is eligible for admission to Full Membership pursuant to the provisions of Rule 6 hereof.

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- (f) In the event that a Young Member is not elected to Full Membership pursuant to Rule 6 hereof his or her name must be removed by the Committee from the category of Young Members in the Register of Members.
 - (g) Young Members are entitled to attend but not to speak or vote at General Meetings.

5.6 Corporate Membership

- (a) The Committee may grant Corporate Membership to any corporation or business in its discretion.
- (b) Corporate Membership does not include any entitlement to receive notices of, or to attend, speak or vote at, General Meetings.
- (c) The amounts payable by, and benefits available to, Corporate Members are as specified in the By-Laws.

6. MEMBERSHIP, ENTRY FEES AND SUBSCRIPTION

6.1 First Members

The Members as at the Effective Date are the members of the Club in accordance with the Previous Rules as at the Effective Date, and in the case of each Member in such category of Membership as is most consistent with his or her category of membership under the Previous Rules (provided that, in the case of doubt, the category of Membership of any Members under these Rules are as specified by the Committee).

6.2 Eligibility

A person who applies and is approved for Membership as provided in these Rules is eligible to be a Member of the Club on payment of the Entrance Fee and Annual Subscription payable under these Rules and in accordance with the By-Laws.

6.3 Application for Membership

- (a) An application of a person for Membership of the Club must:
 - (i) be made in writing in the form set out in Appendix 1; and
 - (ii) be lodged with the Chief Executive of the Club.
- (b) As soon as practicable after the receipt of an application for Membership:
 - (i) the Chief Executive must refer the application to the Committee; and

- (ii) the Committee must determine whether to approve or reject the application.

6.4 Grant of benefits pending approval or rejection of application

- (a) Provided that the amount of the relevant Entrance Fee and Annual Subscription is paid at the time of lodging the application for Membership, an applicant may enjoy the benefits of Membership (not including the right to vote at a General Meeting) pending the approval or rejection of the application.
- (b) The amounts paid with the application must be repaid to the applicant if the application is rejected.

6.5 Approval of application

- (a) If the Committee approves an application for Membership, the Chief Executive must, as soon as practicable:
 - (i) notify the applicant in writing of the approval for Membership; and
 - (ii) unless already paid, request payment within 28 days after receipt of the notification of the Entrance Fee and the first year's Annual Subscription.
- (b) The Chief Executive must, upon receipt of the amounts referred to in sub-rule 6.5(a), enter the applicant's name in the Register of Members.

6.6 Rejection of application

If the Committee rejects an application, the Chief Executive must, as soon as practicable, notify the applicant in writing that the application has been rejected.

6.7 Entitlement to benefits

An applicant for Membership becomes a Member and is entitled to exercise the rights of Membership when his or her name is entered in the Register of Members.

6.8 Membership not transferable

A right, privilege or obligation of a person by reason of being a Member:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon the cessation of Membership whether by death, resignation, expulsion, or otherwise.

6.9 Entrance Fee and Annual Subscription

- (a) The Entrance Fee is the amount specified in the By-Laws.
- (b) The Annual Subscription:

-
- (i) is the amount specified in the By-Laws (including any pro-rata amount as may be specified in the By-Laws in respect of a period of less than a full year); and
 - (ii) is payable in advance on or before 1 August in each year or such later date (if any) as is specified in the By-Laws.

6.10 Re-admission of former Members

Any former Member must, upon being again elected to Membership by the Committee, be admitted to the appropriate category of Membership as the Committee may resolve upon payment of:

- (a) the Re-entrance Fee as specified in the By-Laws; and
- (b) the relevant Annual Subscription as provided in the By-Laws.

6.11 Absentee Members

- (a) Any Member who is absent from Victoria or who is about to be absent from Victoria may give notice thereof in writing to the Chief Executive whereupon his or her name must be placed on the absentee list and, on payment of such sum or sums as are stated in the By-Laws, he or she will:
 - (i) be exempt from payment of the Annual Subscription; and
 - (ii) not be entitled to any of the benefits of Membership, including but not limited to the right to receive notices of, and to attend and vote at, at General Meetings.
- (b) A Member referred to in sub-section 6.11(a) must, on giving the Chief Executive notice in writing of his or her return to the State within six months after such return and on payment of the Annual Subscription for the then current year (or a pro rata portion if so provided by the By-Laws), be re-admitted to the privileges of the appropriate category of Membership.

6.12 Members to provide address

All persons in all categories of Membership must communicate their address from time to time to the Chief Executive, who must register the same in the Register of Members, and all letters or notices delivered at or sent by post to the address of a Member is sufficient notice to such Member.

7. REGISTER OF MEMBERS

7.1 Chief Executive to keep

The Chief Executive must keep and maintain a Register of Members in which must be entered:

- (a) the full name, address and date of entry of the name of each Member; and
- (b) the dates on which the person becomes and ceases to be a Member.

7.2 **Inspection and copying**

- (a) A Member may at reasonable times as agreed in advance with the Chief Executive:
 - (i) in the presence of the Chief Executive or another duly authorised representative of the Club, inspect the Register of Members; and
 - (ii) subject to the Member paying the associated costs, obtain from the Club, and the Club shall provide to the Member within a reasonable time, a copy of the Register of Members.
- (b) A Member who inspects or obtains a copy of the Register of Members may use the contents of the Register solely for the purpose of communicating with Members in respect of the affairs of the Club (including but not limited to the conduct of elections), and must otherwise keep the contents of the Register of Members confidential.

8. **CEASING MEMBERSHIP**

8.1 **Failure to pay fees**

Subject to any extension which the Committee may grant, a Member automatically ceases to be a Member if the Entrance Fee or Annual Subscription remains unpaid after 28 days of the due date for payment.

8.2 **Disqualification or warning-off**

A Member shall automatically cease to be a Member if the Member is disqualified or warned-off under the Rules of Racing by the Committee or Stewards of the Club or of any Principal Club under the Rules of Racing, or whose disqualification or warning-off under the Rules of Racing by the committee or stewards of any club registered under the Rules of Racing has been adopted by the Committee or by any Principal Club under the Rules of Racing.

8.3 **Resignation**

A Member of the Club who has paid all moneys due and payable as a Member may resign from Membership by giving one month's notice in writing to the Chief Executive of his or her intention to resign.

8.4 **Deletion from Register of Members**

Upon a person ceasing to be a Member, the Chief Executive must:

- (a) strike the person's name from the Register of Members; and
- (b) record in the Register of Members the date on which the person ceased to be a Member.

8.5 **No further right or claim**

Every person ceasing to be a Member whether by resignation, expulsion, death, neglecting to pay the Annual Subscription or otherwise, automatically forfeits all rights in respect of or and any claim upon the Club arising by reason of their status as a Member.

9. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

9.1 Committee's authority

Subject to these Rules, the Committee may:

- (a) reprimand a Member;
- (b) fine a Member the sum specified in the By-Laws;
- (c) suspend the Member from the privileges of Membership for a period not exceeding one year;
- (d) impose both the penalties in 9.1(b) and 9.1(c); or
- (e) expel a Member (provided that the Committee may if it thinks fit offer such Member the opportunity to resign his or her membership of the Club),

if the Committee is of the opinion that a Member has is or has been:

- (a) in breach of or default under these Rules;
- (b) in default of payment of any stake or bet;
- (c) guilty of improper conduct or unseemly behaviour at any race meeting of the Club or any official function held by the Club;
- (d) guilty of such conduct or action that is unduly prejudicial to or subversive of the purposes or authority of the Club;
- (e) convicted of any criminal offence;
- (f) guilty of conduct unbecoming a Member;
- (g) guilty of conduct prejudicial to the interests or welfare of the Club;
- (h) guilty of a breach of the Rules of Racing; or
- (i) not a fit and proper person to be a Member.

9.2 Committee resolution

A resolution of the Committee in exercise of the power under Rule 9.1:

- (a) may be passed only at a meeting held in accordance with Rule 9.3; and

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- (b) must, if the resolution of the Committee is that the Member should be expelled, be passed by an Absolute Majority;
 - (c) if the Member exercises a right of appeal to the Club under this Rule against the resolution, does not take effect unless the Members in General Meeting confirm the resolution in accordance with Rule 9.9.

9.3 Holding of Committee meeting

A meeting of the Committee to exercise the power under Rule 9.1 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the Member in accordance with Rule 9.4.

9.4 Notice

For the purposes of giving notice in accordance with Rule 9.3, the Chief Executive must, as soon as practicable, cause to be given to the Member a written notice:

- (a) setting out the allegation and advising the Member that disciplinary action may be taken and providing the Member with a copy of this Rule 9;
- (b) stating that the Member, or his or her representative, may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that Member;
- (c) stating the date, place and time of that meeting;
- (d) informing the Member that he or she may do one or both of the following:
 - (i) attend that meeting;
 - (ii) give to the Committee before the date of that meeting a written statement as to any disciplinary action which the Committee might consider; and
- (e) informing the Member that, if at that meeting, the Committee determines to adopt a disciplinary resolution, he or she may, not later than 72 hours after being informed in writing of the decision of the Committee, give the Chief Executive a notice to the effect that he or she wishes to appeal to the Club in General Meeting against the resolution.

9.5 Procedure of Committee meeting

At a meeting of the Committee to consider a proposed resolution under Rule 9.3 the Committee must:

- (a) give the Member, or his or her representative, an opportunity to be heard; and
- (b) give due consideration to any written statement submitted by the Member; and
- (c) pass or not pass the resolution.

9.6 Notice of appeal

If at the meeting of the Committee, the Committee passes the resolution, the Member may, not later than 72 hours after being informed in writing of the decision of the Committee, give the Chief Executive a notice to the effect that he or she wishes to appeal to the Club in General Meeting against the resolution.

9.7 Convening of General Meeting

If the Chief Executive receives a notice under Rule 9.6, he or she must notify the Committee and the Committee must convene a General Meeting of the Club to be held within 21 days after the date on which the Chief Executive received the notice.

9.8 Conduct of General Meeting

At a General Meeting of the Club convened under Rule 9.7 :

- (a) no business other than the question of the appeal may be conducted;
- (b) the Committee must place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
- (c) the Member, or his or her representative, must be given an opportunity to be heard; and
- (d) the Voting Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

9.9 Result of General Meeting

A resolution is confirmed if, at the General Meeting, not less than two-thirds of the Voting Members present and voting vote in person in favour of the resolution. In any other case, the resolution is revoked.

10. DISPUTES AND MEDIATION

10.1 Application of the procedure

The grievance procedure set out in this Rule applies to disputes under these Rules between:

- (a) a Member and another Member; or
- (b) a Member and the Club.

10.2 Parties to meet

The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

10.3 Involvement of mediator

If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

10.4 Role of mediator

The mediator must be:

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement:
 - (i) in the case of a dispute between a Member and another Member, a person appointed by the Committee of the Club; or
 - (ii) in the case of a dispute between a Member and the Club, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

10.5 Member may be a mediator

A Member who is not a party to the dispute can be a mediator.

10.6 Parties to attempt to settle

The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

10.7 Obligations of the mediator

The mediator, in conducting the mediation, must:

- (a) give the parties to the mediation process every opportunity to be heard; and
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

10.8 Mediator must not determine

The mediator must not determine the dispute.

10.9 Alternative resolution

If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

11. ANNUAL GENERAL MEETINGS

11.1 Committee to convene Annual General Meetings

The Committee must convene an Annual General Meeting of the Members to be held within four (4) months after the end of the Financial Year and otherwise in accordance with the Act.

11.2 Time of Annual General Meeting

Subject to Rule 11.1 the Committee must determine the date, time and place of the Annual General Meeting.

11.3 Advance notice of Annual General Meeting

- (a) The Committee must ensure that, not less than forty-two (42) days before the date on which the Annual General Meeting is to be held, the Members are given advance notice in writing:
 - (i) stating the date on which the Annual General Meeting will be held;
 - (ii) inviting nominations of persons for election to the Committee, including the date upon which such nominations must be received and the requirements for a valid nomination (as set out in Rule 22);
 - (iii) inviting Members to submit any business for consideration at the meeting, including the date by which notice of such business must be received (as set out in Rule 14.5); and
 - (iv) inviting Members to submit to the Chief Executive Officer any questions for the Auditor of the Club, including the date by which notice of such questions must be received.
- (b) The advance notice required by Rule 11.3(a) may be given by:
 - (i) written notice sent to all Members; or
 - (ii) publication in a newspaper having general circulation in the local area.

11.4 Notice to specify that meeting is Annual General Meeting

The notice given in accordance with Rule 14 convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.

11.5 Ordinary business of Annual General Meetings

The ordinary business of an Annual General Meeting is to:

- (a) confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting; and

- (b) receive from the Committee reports upon the transactions of the Club during the last preceding Financial Year;
- (c) declare the election of members of the Committee;
- (d) to appoint the Auditor of the Club; and
- (e) receive and consider the statement submitted by the Club in accordance with section 30(3) of the Act.

11.6 Other business of Annual General Meetings

The Annual General Meeting may conduct:

- (a) any Special Business of which notice has been given in accordance with these Rules; and
- (b) any other business which under these Rules or by the provisions of the Act ought to be or may be transacted at an Annual General Meeting.

11.7 Members' right to ask questions and make comments at Annual General Meetings

The chair of an Annual General Meeting must allow a reasonable opportunity for the Members at the Annual General Meeting to:

- (a) ask questions about or make comments on the affairs and activities of the Club; and
- (b) if the Club's auditor or their representative is present at the meeting, ask the Club's auditor or their representative questions relevant to the conduct of the audit and the preparation of the audit report.

12. SPECIAL GENERAL MEETINGS

12.1 Authority to hold Special General Meetings

In addition to the Annual General Meeting, any other General Meetings may be held in the same year.

12.2 Designation of Special General Meetings

All General Meetings other than the Annual General Meeting are Special General Meetings.

12.3 Committee may convene Special General Meeting

The Committee may convene a Special General Meeting of the Club whenever it thinks fit.

12.4 Requirement for a Special General Meeting

If, but for this Rule, more than 15 months would elapse between Annual General Meetings, the Committee must convene a Special General Meeting before the expiration of that period.

12.5 Members may requisition a Special General Meeting

- (a) The Committee must, on the request in writing of Voting Members representing not less than five per cent (5%) of the total number of Voting Members, convene a Special General Meeting of the Club.
- (b) The request for a Special General Meeting must:
 - (i) state the objects of the meeting; and
 - (ii) be signed by the Voting Members requesting the meeting; and
 - (iii) be sent to the address of the Office; and
 - (iv) may consist of several documents in a like form, each signed by one or more of the Voting Members making the requisition.
- (c) If the Committee does not cause a Special General Meeting to be held within one month after the date on which the request is sent to the address of the Office, the Voting Members making the request, or any of them, may convene a Special General Meeting to be held not later than three (3) months after that date.
- (d) If a Special General Meeting is convened by Voting Members in accordance with this Rule 12.5, it must be convened in the same manner so far as possible as a General Meeting convened by the Committee, and all reasonable expenses incurred in convening the Special General Meeting must be refunded by the Club to the persons incurring the expenses.

13. SPECIAL BUSINESS

All business that is conducted at a Special General Meeting and all business that is conducted at the Annual General Meeting, except for business conducted under the Rules as ordinary business of the Annual General Meeting, is deemed to be Special Business.

14. NOTICE OF GENERAL MEETINGS

14.1 Chief Executive to give notice

The Chief Executive of the Club must cause to be sent to each Member and to the Club's auditor a notice of each General Meeting.

14.2 Notice period for convening General Meetings

- (a) Subject to the following Rule 14.2(b), not less than 14 days' notice in writing of a General Meeting must be given to the Members.
- (c) Where it is proposed to pass a Special Resolution, not less than 21 days' notice in writing of a General Meeting must be given to Members.

14.3 Contents of notice

A notice of a General Meeting must specify:

- (a) the place, day and hour of meeting;
- (b) in the case of Special Business, the general nature of that business;
- (c) in the case of an election of members of the Committee, that the names of the candidates elected by a Postal Vote shall be declared by the chair at the General Meeting; and
- (d) in the case of an Annual General Meeting, that the meeting is the Annual General Meeting.

14.4 Limitation on business

Subject to Rule 11.5, no business other than set out in the notice convening the General Meeting may be conducted at the meeting.

14.5 Notice of Member business

A Voting Member intending to bring any business before a General Meeting must, no later than 28 days before the General Meeting, notify the Chief Executive in writing or by electronic transmission of that business, and the Chief Executive must include that business in the notice calling the next General Meeting.

14.6 Failure to give notice

The accidental omission to give notice of any General Meeting to, or the non-receipt of any such notice by, any of the Members does not invalidate any ordinary resolution passed at any such meeting.

15. PROCEEDINGS AT GENERAL MEETINGS

15.1 Quorum for General Meeting

Five (5) Voting Members personally present (being Members entitled under the Rules to vote at a General Meeting) constitute a quorum for the conduct of business of a General Meeting.

15.2 Absence of quorum

No item of business may be conducted at a General Meeting unless a quorum of Voting Members entitled under these Rules to vote is present at the time when the meeting is considering that item.

15.3 If quorum absent

If within half an hour from the appointed time for the commencement of a General Meeting a quorum is not present:

- (a) in the case of a meeting convened upon the request of Voting Members - the meeting must be dissolved;
- (b) in any other case – the meeting stands adjourned to such other day, time and place as the Committee may by notice to the Members appoint, but failing such appointment, then to the same day in the next week at the same time and place as the meeting adjourned.

15.4 Dissolution of adjourned General Meeting if quorum absent

If at the adjourned General Meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, then the meeting must be dissolved.

16. PRESIDING AN GENERAL MEETINGS

- (a) The Chair, or in his or her absence the Deputy Chair, may preside as chair at every General Meeting of the Club.
- (b) If there is no Chair or Deputy Chair, or if at any General Meeting neither the Chair nor the Deputy Chair are present at the time appointed for holding the meeting or are willing to act, the Voting Members present must choose one of their number to be Chair of the General Meeting.

17. ADJOURNMENT OF GENERAL MEETINGS

17.1 Authority to adjourn

The Chair presiding may, with the consent of a majority of Voting Members present at the General Meeting entitled to vote at the meeting, adjourn the meeting from time to time and place to place.

17.2 Business which may be conducted

No business may be conducted at an adjourned General Meeting other than the unfinished business from the General Meeting that was adjourned.

17.3 Notice of adjourned meeting

- (a) If a General Meeting is adjourned for 14 days or more, notice of the adjourned General Meeting must be given in accordance with Rule 14.

- (b) Except as provided in sub-rule 17.3(a), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned General Meeting.

18. VOTING AT GENERAL MEETINGS

18.1 Number of votes

Upon any question arising at a General Meeting (whether on a show of hands or on a Poll) every Voting Member entitled to vote under the Rules has one vote only.

18.2 Voting

All votes by Members must be given personally, and may not be given by proxy.

18.3 Chair to have casting vote

In the case of an equality of voting on a question, the Chair of the General Meeting may (in his or her discretion) exercise a second or casting vote.

18.4 Member must be financial to vote

A Member is not entitled to vote at a General Meeting unless all moneys due and payable by the Member to the Club have been paid.

18.5 Chair to determine disputes re votes

In the case of any dispute as to the admission or rejection of a vote the chair of the General Meeting may determine the dispute and such determination made in good faith shall be conclusive.

18.6 Objections to qualification to vote

No objection may be raised to the qualification of any Voting Member to vote except at the General Meeting or adjourned General Meeting at which the vote objected to is given or tendered, and every vote not disallowed at such General Meeting shall be valid for all purposes. Any such objection made in due time is referred to the chair of the meeting whose decision made in good faith shall be conclusive.

18.7 Voting: show of hands or Poll

At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless, before or on the declaration of the result of the show of hands, a Poll is demanded:

- (a) by the Chair; or
- (b) by at least five (5) Voting Members, present in person, having the right to vote at the meeting.

19. POLL AT GENERAL MEETINGS

19.1 Conduct of Poll

- (a) If at a General Meeting a Poll on any question is demanded by not less than five (5) Voting Members, it must (subject to sub-rules 19.1(b) and (c)) be taken in such manner and at such time and place as the Chair of the General Meeting directs, and either at once or after an interval or adjournment or otherwise. The result of the Poll is deemed to be the resolution of the General Meeting at which the Poll was demanded.
- (b) A Poll demanded on the election of a Chair of a General Meeting or on the question of the adjournment must be taken immediately and a Poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chair may direct.
- (c) The demand for a Poll may be withdrawn.

19.2 Continuation of meeting notwithstanding Poll

The demand for a Poll does not prevent the continuance of the meeting or the transaction of any business other than the question on which a Poll has been demanded.

20. MANNER OF DETERMINING WHETHER RESOLUTION CARRIED AT A GENERAL MEETING

20.1 Questions decided by majority

A resolution at a General Meeting (other than a Special Resolution and a resolution under Rule 9.9) is carried if a majority of votes are cast in favour.

20.2 Vote on show of hands

If a question arising at a General Meeting of the Club is determined on a show of hands:

- (a) a declaration by the Chair that a resolution has been:
 - (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority; or
 - (iv) lost; and
- (b) an entry to that effect in the minute book of the Club,

is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

21. COMMITTEE

21.1 **First Committee**

The Committee and the members of the Committee as at the Effective Date are the committee and the members of the committee respectively pursuant to the Previous Rules as at the Effective Date, and:

- (a) the Chair, Deputy Chair and Treasurer under these Rules as at the Effective Date are the persons holding the equivalent offices under the Previous Rules as at the Effective Date; and
- (b) the members of the Committee are deemed for the purposes of these Rules to have served the period of office as members of the Committee as at the Effective Date as they have served as member of the committee under the Previous Rules.

21.2 **Number of members of the Committee**

The Committee consists of no more than nine (9) members and no less than seven (7), but no exercise of any of the powers or functions of the Committee by a quorum of the Committee is invalid only because the number of members of the Committee at any time is less than seven (7).

21.3 **Term of appointment**

Subject to these Rules, each member of the Committee holds office for a period of three (3) years so that he or she shall retire at the third Annual General Meeting next following that at which he or she was elected, but is eligible for re-election.

21.4 **Vacancies**

The office of a member of the Committee becomes vacant if he or she:

- (a) ceases to be a Member;
- (b) becomes an insolvent under administration within the meaning of the Corporations Law;
- (c) becomes an employee of the Club;
- (d) without the prior approval of the Committee, is absent from:
 - (i) three (3) consecutive meetings of the Committee or a total of three (3) in a Financial Year;
 - (ii) three (3) consecutive race meetings conducted by the Club or a total of three (3) in a Financial Year; or
- (e) resigns from office by notice in writing given to the Chief Executive.

21.5 **Removal by the Committee**

21.5.1 Misconduct

Subject to Rule 21.5.2, if the conduct or position of any member of the Committee is such that his or her continuance in office appears to a majority of the other members of the Committee to be prejudicial to the interests of the Club:

- (a) a majority of the Committee at a meeting of the Committee specially convened for that purpose may suspend such member; and
- (b) the Committee must within 14 days thereafter proceed to call a General Meeting at which the Voting Members may if they think fit and by ordinary resolution:
 - (i) confirm such a suspension and remove such member of the Committee from office; or
 - (ii) annul such suspension and reinstate such member of the Committee in his or her office.
- (d) for the purposes of the Committee meeting referred to in 21.5.1(a), the Chief Executive must cause to be given to the Committee member against whom misconduct is alleged a written notice:
 - (i) setting out the allegation and advising the Member that the Committee may vote to suspend or remove such member of the Committee from office;
 - (ii) stating that the Committee member may address the Committee at a Committee meeting to be held not earlier than 14 days after the notice has been given to the Member; and
 - (iii) stating the date, place and time of that meeting.

21.5.2 Protection of Club's licences

The office of a member of the Committee may at the discretion of the Committee become vacant if, in the reasonable opinion of the Committee, that person's continuing to hold office as a member of the Committee prejudices or may be likely to prejudice the Club's:

- (a) Venue Operator's Licence under the *Gaming Machine Control Act 1991*;
- (b) Liquor Licence under the *Liquor Control Reform Act 1998*;
- (c) Racing Licence under the *Racing Act 1958*; or
- (d) Racecourse Licence under the *Racing Act 1958*.

21.6 Removal by General Meeting

The Club in General Meeting may, by resolution, remove any member of the Committee before the expiration of the member's term of office and appoint another Member of the Club who is eligible for election under Rule 22.3 in his or her place to hold office until the expiration of the term of the first-mentioned member of the Committee.

21.7 Casual Vacancies

- (a) In the event of a Casual Vacancy occurring in the office of a member of the Committee, the Committee may in its sole discretion:
 - (i) appoint a Voting Member who is eligible for election under Rule 22 to fill the vacancy; or
 - (ii) convene a Special General Meeting for the purpose of the election of a Voting Member to fill the vacancy, in which case the provisions of Rule 22 shall apply as far as possible but with necessary modifications to such an election.
- (b) A Voting Member appointed or elected as a member of the Committee pursuant to the preceding sub-Rule 21.7(a) holds office, subject to these Rules, until the time that the term of office of the member of the Committee whose vacation of office created the Casual Vacancy would have ended but for the vacation of office.

22. ELECTION OF COMMITTEE MEMBERS

22.1 Elections

At each Annual General Meeting, one-third of the current membership of the Committee, or if the membership is less than nine (9) the number of members closest to one-third thereof, must resign, and they shall be replaced by Voting Members elected as members of the Committee in accordance with the rules.

22.2 Advance notice

Advance notice of an election of members of the Committee at an Annual General Meeting must be given in accordance with Rule 11.3.

22.3 Eligibility

A person may be nominated for election, elected, appointed or serve as a member of the Committee only if:

- (a) the person is a Voting Member; and
- (b) the person is not:
 - (i) an employee of the Club; or
 - (ii) the auditor, or a director, partner, officer or employee of the auditor, of the Club.

22.4 Nomination of candidates

Nominations of candidates for election as members of the Committee must be:

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- (a) made in writing, signed by two Voting Members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) delivered to the Chief Executive of the Club not less than 28 days before the date fixed for the holding of the Annual General Meeting.

22.5 Election of candidates

- (a) If insufficient nominations are received to fill all vacancies on the Committee, the candidates validly nominated are deemed to be elected and further nominations may be received at the Annual General Meeting.
- (b) If the number of nominations received is equal to the number of vacancies to be filled, the candidates validly nominated are deemed to be elected.
- (c) If the number of nominations exceeds the number of vacancies to be filled, Postal Vote must be held.

22.6 Conduct of Postal Vote

- (a) A Postal Vote, if required by Rule 22.5(c), is to be conducted in accordance with the By-Laws or, in the absence of any such By-Laws then as the Committee determines, but subject that the By-Laws or the determinations of the Committee are not contrary to these Rules.
- (b) Postal Voting Papers must accompany the Notice of General Meeting sent to each Voting Member.
- (c) The Ballot Paper, when completed by a Voting Member, must be enclosed in a sealable envelope (marked 'Ballot Paper') and then enclosed in a sealable outer envelope. Completed Ballot Papers, in the required envelopes, must be posted to the Returning Officer or deposited in a secure ballot box provided for that purpose at the Office.
- (d) The outer sealed envelope, containing the completed and separately sealed Ballot Paper, must identify and be signed by the Voting Member; but no such identification shall be recorded or marked on the envelope marked 'Ballot Paper' or on the Ballot Paper. The identification of the Voting Member, and affixing of his or her signature, must be in accordance with the instructions included with the Postal Voting Papers or as marked on the outer sealable envelope.
- (e) A Postal Vote will remain open for the minimum period set out in the By-Laws or, in the absence of any such By-Laws then as the Committee determines, but subject that the period is reasonable for Voting Members to give due consideration prior to casting a vote and it is adequate for the return of Ballot Papers to the Office.
- (f) A Postal Vote must close prior to the commencement of the Annual General Meeting at which candidates will be declared elected.

22.7 Informal Ballot Paper

A Ballot Paper will be considered informal, and excluded from any count of votes, if:

- (a) it is received by the Returning Officer or at the Office following the close of the Postal Vote;
- (b) the envelope containing the completed Ballot Paper does not adequately identify the Voting Member casting the Postal Vote contained within it;
- (c) the Ballot Paper fails to indicate a conclusive voting preference for one candidate over the other candidate or candidates;
- (d) the Member casting the vote is not entitled to do so by virtue of Rule 18.4; or
- (e) there is reasonable evidence to indicate that more than one Ballot Paper has been completed and submitted in the name of a Voting Member;
but a Ballot Paper will not be considered to be informal solely because the envelope containing the completed Ballot Paper was not sealed or the Ballot Paper displays other marks or annotations in addition to the vote cast.

22.8 Returning Officer

The Returning Officer is responsible, immediately following the close of a Postal Vote, for:

- (a) checking off each Postal Vote received against a list of eligible Voting Members drawn from the Register of Members;
- (b) determining if a vote is to be classified as an informal vote;
- (c) counting and tabulating the votes cast for each candidate; and
- (d) declaring, in writing, the total number of votes cast for each candidate and providing the declaration to the chair of the Annual General Meeting.

22.9 Checking and retention of votes

- (a) Following the checking of Postal Votes against the list of eligible Voting Members by the Returning Officer, the counting of votes and their tabulation may be checked by a representative appointed by each of the candidates (if any representative is so appointed) and by the auditor of the Club or a delegate of the auditor.
- (b) Postal votes, including votes deemed to be invalid, shall be retained by the auditor of the Club until the following Annual General Meeting and may then be destroyed.

22.10 Equal number of votes

In the event that there is an equal number of votes cast for two or more candidates in respect of a single vacancy on the Committee, then the election shall be determined by ~~a~~the Chairman of the Annual General Meetings casting vote.

22.11 Declaration by the chair

A declaration, by the chair of the Annual General Meeting, of the results of the Postal Vote shall be conclusive and final, and shall be recorded in the Minutes.

23. POWERS AND FUNCTIONS OF THE COMMITTEE

23.1 Committee to have powers of the Club

- (a) The management of the business of the Club is vested in the Committee.
- (b) The Committee may exercise all such powers and do all such acts and things as the Club is authorised or permitted to exercise and do except such powers, acts or things which by statute or these Rules must be exercised or done by the Club in General Meeting.

23.2 Functions of the Committee

Without limiting the generality of Rule 23.1 but subject to these Rules and the Act, the Committee:

- (a) has control and management of the business and affairs of the Club; and
- (b) has power to exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members of the Club; and
- (c) has power to perform all such acts and things as appear to the Committee to be necessary or desirable for the proper management of the business and affairs of the Club; and
- (d) has power to exercise all the powers of the Club to borrow money, to charge any property or business of the Club or give any security for a debt, liability or obligation of the Club or of any other person.

23.3 Committee may appoint attorney or agent

The Committee may, by resolution, power of attorney under seal or other written instrument, appoint any person or persons to be attorney or agent of the Club for such purposes, with such powers, authorities and discretions being powers, authorities and discretions vested in or exercisable by the Committee for such period and subject to such conditions as the Committee thinks fit. Any such appointment may be on such terms for the protection and convenience of persons dealing with the attorney or agent as the Committee thinks fit and may also authorise the attorney or agent to delegate all or any of the powers, authorities and discretions vested in him or her.

23.4 Delegation to the Chief Executive

The Committee may:

- (a) delegate to the Chief Executive any of the powers and functions that the Committee can exercise; and
- (b) revoke or vary a delegation of powers and functions to the Chief Executive.

23.5 Delegation to Executive Sub-Committee

There shall be constituted an Executive Sub-Committee comprising the Chair, the Deputy Chair and one other member of the Committee as appointed by the Committee (if there are two Deputy Chair appointed such Executive Sub-Committee shall comprise the Chair and both Deputy Chair) and which Sub-Committee shall have the power to make any decision or pass any resolution that the full Committee might otherwise have made or passed if in their reasonable opinion it is impracticable to call for a meeting of the full Committee by reason of time constraints.

24. PROCEEDINGS OF THE COMMITTEE

24.1 Meetings of the Committee

- (a) The Committee must meet as often as is necessary for the good governance of the Club, but not less than three (3) times in each Financial Year, at such place and times at the Committee may determine.
- (b) The Committee may meet for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- (c) Meetings of the Committee may be convened by the Chair or by any member of the Committee, and the Chief Executive must on the written request of a member of the Committee convene a meeting of the Committee.

24.2 Quorum for Committee meetings

- (a) A quorum for a meeting of the Committee is the presence in person of a majority of the members of the Committee at the time.
- (b) A member of the Committee who has a Material Personal Interest in a contract, proposed contract, issue or matter within the meaning of Rule 25.3.4 hereof must not be counted in a quorum in respect of consideration of that contract, proposed contract, issue or matter.
- (c) No business may be conducted unless a quorum is present.
- (d) If within half an hour of the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and the same time and day in the following week.

24.3 Notice of meetings of the Committee

- (a) Written notice of each Committee meeting must be given to each member of the Committee at least five (5) days before the date of the meeting.
- (b) Written notice must be given to members of the Committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting unless all members of the Committee are present and agree to the conduct of such other business.

24.4 Votes at meetings of the Committee

- (a) Questions arising at a meeting of the Committee, or at a meeting of any sub-committee appointed by the Committee, must be determined on a show of hands or, if a member of the Committee requests, by a Poll taken in such manner as the person presiding at that meeting may determine.
- (b) Each member of the Committee present at a meeting of the Committee, or at a meeting of any sub-committee appointed by the Committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

24.5 Chair and Deputy Chair

- (a) The Committee must elect a Chair and a Deputy Chair who, in the absence of the Chair at a meeting of the Committee, may exercise all the powers and authorities of the Chair.
- (b) The Committee may elect more than one Deputy Chair, in which case the duties to be undertaken by any of the Deputy Chairs in the absence of the Chair are as specified by the Committee.
- (c) If no Chair or Deputy Chair is elected or if at any meeting the Chair or Deputy Chair is not present within half an hour of the time appointed for holding the same, the members of the Committee present may choose one of their number to be chair of such meeting.
- (d) The Chair and Deputy Chair hold office until otherwise determined by the Committee or until they cease to be members of the Committee, provided that when a member of the Committee who is the Chair or Deputy Chair retires at an Annual General Meeting and is re-appointed or re-elected as a member of the Committee at such meeting, he or she will not automatically cease to be the Chair or Deputy Chair as the case may be.

24.6 Quorum empowered to exercise powers of Committee

A meeting of the Committee at which a quorum is present is competent to exercise all or any of the authorities powers and discretions by or under these Rules for the time being vested in or exercisable by the Committee.

24.7 Sub-Committees of the Committee

- (a) The Committee may delegate any of its powers to sub-committees consisting of such number of members of the Committee and such other persons if any as the Committee thinks fit and may from time to time revoke such delegation. Any sub-committee so formed must in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the Committee.
- (b) The meetings and proceedings of any such sub-committee are governed as far as possible but with necessary modifications by the provisions herein contained for

regulating the meetings and proceedings of the Committee so far as the same are not inconsistent with any By-Laws made by the Committee.

24.8 Defects in appointment or qualification of members of the Committee

All acts done at any meeting of the Committee or of a sub-Committee of members of the Committee or by any person acting as a member of the Committee are as valid as if every such person or sub-Committee had been duly appointed and every member of the Committee was qualified and entitled to vote notwithstanding that it may afterwards be discovered that there was some defect in the appointment of a member of the Committee or of the sub-Committee or of the person acting as aforesaid or that any member of the Committee was disqualified or not entitled to vote..

24.9 Conferring by electronic means

Without limiting the discretion of the Committee to regulate their meetings the Committee may, if it thinks fit, confer by radio, telephone, closed circuit television or other electronic means of audio or audio-visual communication, and a resolution passed by such a conference is deemed to have been passed at a meeting of the Committee held on the day on which and at the time at which the conference was held notwithstanding the Committee Members are not present together in one place at the time of the conference. The provisions of these Rules relating to proceedings of Committee apply so far as they are capable of application and as far as possible but with necessary modifications to such conferences.

24.10 Circulating resolutions

- (a) Provided that a proposed resolution is submitted in writing to all members of the Committee entitled to receive notice of a meeting of the Committee, approval of such a resolution by not less than the number of members of the Committee required to constitute a quorum is as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.
- (b) The approval by members of the Committee may be in writing or may be by telex, facsimile or electronic transmission to the Office, or may be oral and be communicated by telephone to the Chair. A statement in writing by the Chair that such an approval has been communicated to him or her shall be prima facie evidence thereof.

25. DUTIES AND OBLIGATIONS OF MEMBERS OF THE COMMITTEE

25.1 Care and diligence

Each member of the Committee must carefully and diligently attend to the performance of his or her duties and the exercise of his or her powers as a member of the Committee.

25.2 Proper purpose

Each member of the Committee must perform his or her duties and exercise his or her powers:

- (a) in good faith in the best interests of the Club and of its Members as a whole; and
- (b) for a proper purpose.

25.3 Conflicts of interest

25.3.1 Primacy of Club interests: Each member of the Committee must at all times:

- (a) give primacy to the interests of the Club; and
- (b) not allow his or her personal interests, or the interests of any associated person, to conflict with those of the Club.

25.3.2 Required Disclosure: A member of the Committee who has any Material Personal Interest in a contract, proposed contract or any other issue or matter must:

- (a) as soon as he or she becomes aware of his or her interest, disclose the nature and extent of his or her interest to the Committee; and
- (b) disclose the nature and extent of his or her interest in the statement submitted by the Club to its Members at the next Annual General Meeting of the Club.

25.3.3 Voting: A member of the Committee who has any Material Personal Interest must not:

- (a) take part in any decision of the Committee with respect to that contract, proposed contract or other issue or matter; or
- (b) take part in any deliberations with respect to that contract, proposed contract, issue or matter.

25.3.4 Definition of “Material Personal Interest”: a “Material Personal Interest” means any direct or indirect interest in:

- (a) any contract or proposed contract with the Club; or
- (b) any other issue or matter, other than an issue or matter in which the Committee member’s interest is in common with a majority of Members of the Club.

25.4 Use of information and position

A member of the Committee must not knowingly or recklessly:

- (a) **Information:** make improper use of information acquired by virtue of his or her position in the Club so as to gain, directly or indirectly, any pecuniary benefit or material advantage for himself or herself or any other person, or so as to cause a detriment to the Club; or
- (b) **Position:** make improper use of his or her position in the Club so as to gain, directly or indirectly, any pecuniary benefit or material advantage for himself or herself or any other person or so as to cause detriment to the Club.

26. CHIEF EXECUTIVE

26.1 Appointment and removal of Chief Executive

A Chief Executive may be appointed by the Committee for such term and upon such terms and conditions as the Committee in its absolute discretion may think fit, and any Chief Executive so appointed may be removed by the Committee.

26.2 Acting Chief Executive

The Committee may also at any time appoint a person as an acting Chief Executive or as a temporary substitute for a Chief Executive who for the purposes of these Rules is deemed to be a Chief Executive.

26.3 Chief Executive to be Public Officer

The Chief Executive may be appointed by the Committee as the Public Officer of the Club for the purposes of the Act.

26.4 Duties of the Chief Executive

The Chief Executive must:

- (a) keep minutes of the resolutions and proceedings of each General Meeting and each meeting of the Committee in books provided for that purpose;
- (b) keep a record of the names of persons present at General Meetings and at meetings of the Committee;
- (c) keep the Register of Members;
- (d) carry on the general administration of the Club subject to the direction of the Committee;
- (e) perform all powers and functions delegated to him or her by the Committee;
- (f) discharge the duties of the Public Officer under the Act;
- (g) advise the Committee of the Club's responsibilities and obligations under the *Racing Act 1958 (Vic)* and the Rules of Racing to ensure the Club's compliance with its responsibilities and obligations thereunder; and
- (h) perform all such other duties and functions as are required by these Rules.

27. TREASURER

27.1 Appointment and removal of Treasurer

A Treasurer may be appointed by the Committee for such term and upon such conditions as the Committee in its absolute discretion may think fit, and any Treasurer so appointed may be removed by the Committee.

27.2 Acting Treasurer

The Committee may also at any time appoint a person as an acting Treasurer or as a temporary substitute for a Treasurer who shall for the purpose of these Rules be deemed to be a Treasurer.

27.3 Duties of the Treasurer

The Treasurer is responsible for the oversight of, and reporting to the Committee in relation to:

- (a) the collection and receipt of all moneys due to the Club and the making of all payments authorised by the Club; and
- (b) the keeping of correct accounting records, accounts and books in accordance with Rule 31.1 and the Act and otherwise showing the financial affairs of the Club with full details of all receipts and expenditure connected with activities of the Club.

28. LIQUOR LICENCE

28.1 No commissions or allowances

No officer or servant of the Club may be paid or receive any amount by way of commission or allowance from the receipts of the Club for the supply of liquor.

28.2 Admittance

- (a) The Committee, the Chief Executive or his or her representative has the right to exclude or evict any visitor or Member whose behaviour on the Premises is or has at any time been considered by the Committee, the Chief Executive or his or her representative as objectionable or prejudicial to the interests of the Club.
- (b) The Committee may determine the terms and conditions upon which visitors may be admitted to the Premises of the Club, at any time or times and may vary those terms and conditions as decided by the Committee, in all cases strictly in accordance with all applicable provisions of the *Liquor Control Reform Act 1998*.

28.3 Committee to control supply of liquor

The supply of liquor by the Club is under the control of the Committee which must control the Club in good faith as a Club in an orderly manner and in compliance with all applicable provisions of the *Liquor Control Reform Act 1998*.

29. MINUTES

29.1 Minutes of all proceedings to be kept

The Committee must cause minutes of the resolutions and proceedings of each General Meeting, and each meeting of the Committee (including sub-committees) together with a

record of the names of persons present at meetings of the Committee, to be duly entered in books kept for the purpose in accordance with the requirements of the Act.

29.2 Inspection of minutes of General Meetings

Books containing the minutes of proceedings of General Meetings are open for inspection by any Member without charge.

29.3 Inspection of minutes of Committee Meetings

Members may be entitled to inspect minutes of proceedings of Committee meetings under Rule 33.3.

30. THE SEAL

- (a) The Committee may provide a common seal for the Club and must provide for the safe custody of that seal.
- (b) The common seal must not be affixed to any instrument except by the authority of the Committee or of a sub-Committee of the Committee authorised by the Committee in that behalf.
- (c) Every instrument to which the Seal shall be affixed must subject to any provisions contained in this Rule 30 be signed by a member of the Committee and shall be countersigned by the Chief Executive or by another member of the Committee or by some other person appointed by the Committee for the purpose.

31. ACCOUNTS

31.1 Committee to keep

The Committee must cause to be kept such accounting and other records as will correctly record and explain the transactions and financial position of the Club and must ensure that such records are kept in such manner as will enable the preparation from time to time of true and fair accounts of the Club and as will enable such accounts to be conveniently and properly audited.

31.2 Audited financial statements to be laid before Annual General Meeting

At the Annual General Meeting in every year the Committee must lay before the Club the audited financial statements for the last Financial Year of the Club together with such other accounts, reports and statements as are required by the Act.

31.3 Copy of financial statements to be sent

A copy of every document which is by Rule 31.2 hereof required to be laid before each Annual General Meeting must be sent to all persons entitled to receive notices of General Meetings with the notice of the Annual General Meeting.

32. FUNDS

32.1 Source

The funds of the Club are to be derived from any such sources as the Committee determines.

32.2 Management

The funds of the Club must be managed by, or at the direction of, the Committee.

32.3 Signing of cheques, etc

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Committee or by the Chief Executive and one member of the Committee. Any proposed payments, to be paid electronically, should be approved prior to payment as if a cheque were to be issued.

33. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

33.1 Chief Executive to have custody and control

Except as otherwise provided in these Rules, the Chief Executive must keep in his or her custody or under his or her control all books, documents and securities of the Club.

33.2 Access to records by members of the Committee

A member of the Committee has a right to inspect and obtain a copy of all books, documents and securities of the Club for the purpose of the performance of his or her duties as a member of the Committee.

33.3 Inspection and copying of Relevant Documents by Members

(a) Subject to Rules 33.3(b) and (c), a Member may at reasonable times as agreed in advance with the Chief Executive:

- (i) in the presence of the Chief Executive or another duly authorised representative of the Club, inspect the Relevant Documents of the Club; and
- (ii) subject to the Member paying the associated costs, obtain from the Club, and the Club shall provide to the Member within a reasonable time, a copy of Relevant Documents of the Club..

(b) A Member is not entitled to obtain access to Relevant Documents where the disclosure of the contents of such documents by the Club to the Member would, in the opinion of the Committee or the Chief Executive:

- (i) be unlawful;
- (ii) involve the disclosure of commercially confidential information, including but not limited to information about the trade secrets, or information about other matters of a business, commercial or financial nature the disclosure of which would be likely to expose the Club or a third party unreasonably to disadvantage;

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- (iii) involve the disclosure of the salary or the remuneration package of employees of the Club and other employment related matters of a personal nature;
 - (iv) involve the disclosure of information relating to the personal affairs of any person, including information that identifies any person or discloses their address or location or from which any person's identity, address or location can reasonably be determined;
 - (v) be in breach of the obligations of the Club under the *Privacy Act 1988* (Cth) or other legislation or law pertaining to the privacy of individuals and their personal affairs;
 - (vi) divulge any information or matter communicated in confidence by a person to a member of the Committee;
 - (vii) waive the Club's right to legal professional privilege attaching to a document; or
 - (viii) be in breach of any confidentiality agreement entered into between the Club and a third party.
- (c) The Committee may refuse access to the whole of a Relevant Document where the Relevant Document partly or wholly contains information or relates to matters, referred to in Sub-Rule 33.3(b).
 - (d) The grievance procedure set out in Rule 10 applies to a dispute under this Rule 33.3.
 - (e) Nothing in this Rule 33.3 detracts from the rights of Members to inspect or obtain a copy of the Register of Members under Rule 7.2 solely for the purposes set out in Rule 7.2(b).
 - (f) Nothing in this Rule 33.3 detracts from the rights of Members to inspect or obtain a copy of any information pertaining to any payments made to committee members by way of reimbursement or otherwise.

34. THE AUDITOR

34.1 Requirement for audit

The Committee must ensure that the accounts and financial statements of the Club for each Financial Year are audited by an external auditor appointed pursuant to Rule 34.2.

34.2 Appointment and removal

The auditor of the Club:

- (a) subject to Rule 34.3, must be appointed by the Voting Members at the Annual General Meeting or, failing such appointment, by the Committee; and
- (b) may be removed from office only by the Voting Members at the Annual General Meeting.

34.3 Eligibility for appointment

A person may be appointed as the auditor of the Club only if the person:

- (a) has the qualifications specified from time-to-time by the Country Racing Victoria and the Act; and
- (b) is not ineligible for appointment under the Act.

34.4 Attendance at Annual General Meeting

- (a) If, pursuant to Rule 11.3(iv), any Member submits a question to be answered by the Auditor at the Annual General Meeting, the Chief Executive shall make reasonable endeavours to procure the attendance of the Auditor, or a representative of the Auditor, at the Annual General Meeting.
- (b) If the Auditor is unable to attend the Annual General Meeting, the Chief Executive shall request the Auditor to prepare written responses to the questions submitted by Members pursuant to Rule 11.3(iv).
- (c) The Club is not required to pay the Auditor any further fee in respect of the services provided by the Auditor under this Rule 34.4.

35. ALTERATION OF THE RULES

These Rules and the Statement of Purposes may not be altered except:

- (a) in accordance with the Act; and
- (b) with the written approval of the Country Racing Victoria.

36. NOTICES

36.1 Method of service of notices

A notice may be served by the Club upon any Member, member of the Committee or other person receiving notice under these Rules by any of the following methods:

- (a) by serving it upon the Member, member of the Committee or other person personally;
- (b) by leaving it:
 - (i) in the case of a Member, at the Member's address as recorded in the Register of Members; or
 - (ii) in the case of a member of the Committee or other person, at the Committee member's or other person's address as most recently advised to the Club for the purpose of receiving notices from the Club;
- (c) by sending it by post in a prepaid letter, envelope or wrapper addressed:

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- (i) in the case of a Member, to the Member's address as recorded in the Register of Members; or
 - (ii) in the case of a member of the Committee or other person, to the Committee member's or other person's address as most recently advised to the Club for the purpose of receiving notices from the Club;
 - (d) by sending it by facsimile transmission to a facsimile number nominated by the Member, member of the Committee or other person for the purpose of serving notices upon the Member; or
 - (e) by sending it to the electronic address nominated by the Member, member of the Committee or other person for the purpose of receiving notices from the Club.

36.2 Time of service by post

Any notice sent by post is deemed to have been served on the day following that on which the letter, envelope or wrapper containing the same is posted as aforesaid and in proving such service it is sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and put into the post office or other public postal receptacle. A certificate in writing signed by any member of the Committee, Chief Executive or other officer of the Club that the letter envelope or wrapper containing the notice was so addressed and posted is prima facie evidence thereof.

36.3 Time of service by facsimile or electronic transmission

Any notice sent by facsimile or electronic transmission is deemed to have been served on the day following that on which the facsimile or electronic message is transmitted and in proving such service it is sufficient to prove that the facsimile or electronic message was properly addressed and transmitted. A certificate in writing signed by any member of the Committee, the Chief Executive or other officer of the Club that the facsimile was so addressed and transmitted is prima facie evidence thereof.

37. DISPOSAL OF ASSETS

37.1 Income and property to be used solely for Club purposes

The income and property of the Club must be used and applied solely in promotion of its purposes and the exercise of its powers as set out herein.

37.2 Prohibition on payment of dividends, etc to Members

Without limiting the generality of Rule 37.1 but subject to Rule 37.3, no portion of the income or property of the Club may be distributed paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the Members.

37.3 Permitted payments to Members

Rule 37.2 does not prevent the payment in good faith of;

- (a) interest to any Member in respect of moneys advanced by him or her to the Club or otherwise owing by the Club to him or her;

- (b) remuneration to any officers or servants of the Club or to any Member or any other person in return for any services actually rendered to the Club;
- (c) reimbursements of out of pocket expenses incurred on behalf of the Club;
- (d) repayment of money lent to the Club;
- (e) reasonable and proper charges for goods hired by the Club;
- (f) reasonable and proper rent for Premises demised or let to the Club; or
- (g) any interest or dividend received by the Club as trustee for any person to such person.

37.4 Disposal of assets on winding up

If the Club is wound up in accordance with the provisions of the Act, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same must be given or transferred to some other thoroughbred racing club or clubs registered under the Rules of Racing pursuant to which thoroughbred racing is conducted in Victoria as sanctioned under legislation, having purposes similar to the purposes of the Club and which prohibits the distribution of its income and property amongst its or their Members to an extent at least as great as is imposed on the Club under or by virtue of this Rule, such club or clubs to be determined in accordance with a Special Resolution of the Voting Members or, in the absence of a Special Resolution of the Voting Members, by the Registrar under the Act.

38. INDEMNITY

38.1 Indemnity for legal costs

Every member of the Committee and officer of the Club must be indemnified out of the property of the Club against any liability incurred by him or her in their capacity as a member of the Committee or officer in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in relation to any such proceedings in which relief is granted to him or her by the Court.

38.2 Indemnity where no negligence, etc

Every member of the Committee and officer of the Club must be indemnified out of the property of the Club against all costs, losses and expenses including travelling expenses incurred by him or her in his or her capacity as a member of the Committee or officer by reason of any contract entered into or other act or thing properly done by him or her as a member of the Committee or officer or in any way in the discharge of his or her duties unless the same arise from his or her own negligence default breach of duty or breach of trust and it is the duty of the Committee to pay the same out of the funds of the Club.

38.3 No liability for acts of others

Unless the same arises from his or her own negligence, default, breach of duty or breach of trust, no member of the Committee or officer of the Club is liable for:

- (a) the acts, receipts, neglects or defaults of any other member of the Committee or officer;
- (b) any loss or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by order of the Committee for or on behalf of the Club;
- (c) the insufficiency or deficiency of any security in or upon which any of the moneys of the Club shall be invested;
- (d) any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any moneys, securities or effects are deposited;
- (e) any loss occasioned by any error of judgement on his or her part; or
- (f) any other loss, damage or misfortune which occurs in the execution of the duties of his or her office or in relation thereto.

39. CONFIDENTIALITY

39.1 Obligation of confidentiality

Subject only to these Rules, every member of the Committee, Chief Executive, Treasurer, auditor, trustee, member of a sub-Committee, agent, accountant or other officer of the Club, unless otherwise resolved by the Committee:

- (a) is bound to observe confidentiality with respect to all transactions of the Club and all matters relating thereto; and
- (b) if required by the Committee, must before entering upon his or her duties or employment or at any time afterwards, sign and make a declaration in a book to be kept for that purpose that he or she will not reveal or make known any of the matters, affairs or concerns which may come to his or her knowledge as such member of the Committee, Chief Executive, Treasurer, auditor, trustee, member of a sub-Committee, agent, accountant or other officer whether relating to transactions of the Club or to anything else, to any person or persons except strictly as required in the course and in the performance of his or her duties.

39.2 Exceptions

The obligations of confidentiality under Rule 39.1 do not apply to the extent that a disclosure of information is required by:

- (a) compulsion or obligation of law;
- (b) the Committee;
- (c) the auditors for the time being;
- (d) a General Meeting of Members; or

- (e) the inspection and copying of Relevant Documents by Members in accordance with Rule 33.3(a).

40. HONORARIUM

Notwithstanding anything else in these rules to the contrary the Committee may in its discretion prescribe in the By-law amounts payable to any of its officers or other member of the Committee by way of an honorarium, such payment being intended to compensate for expenses (including intangibles) incurred or intended to be incurred in pursuing the objects of the Club and not otherwise and the payee shall in no circumstances be called upon to account for the same.

.....
Public Officer

APPENDIX 1

**APPLICATION FOR MEMBERSHIP OF
(NAME OF THE CLUB)**

I, _____, of _____
(name and occupation) (address)

desire to become a Member of _____
(name of Club)

In the event of my admission as a Member, I agree to be bound by the Rules of the Club for the time being in force.

.....
Signature of Applicant

.....
Date

I, _____, a Member of the Club
(name)

nominate the Applicant, who is personally known to me, for Membership of the Club.

.....
Signature of Proposer

.....
Date

I, _____, a Member of the Club second the nomination of the Applicant
(name) who is personally known to me, for Membership of the Club.

.....
Signature of Secunder

.....
Date