

# MELBOURNE



## RACING CLUB

# RULES & BY-LAWS



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# MELBOURNE RACING CLUB

# RULES AND BY-LAWS

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## BY-LAWS

# I PRELIMINARY

## 1.1 Name

The name of the Club is the Victoria Amateur Turf Club (incorporating the Melbourne Racing Club) trading as the Melbourne Racing Club.

## 1.2 Purpose of Club

The purposes of the Club are to conduct thoroughbred horserace meetings at Caulfield Racecourse, Sandown Racecourse and such other locations as the Committee may from time to time determine, and to conduct any other business or activity that the Committee may from time to time consider to be of financial or other benefit to the Club.

## 1.3 Definitions

The following definitions apply in these Rules and all By-Laws made pursuant to Rule 27:

**Annual General Meeting** means a meeting of the type referred to in Rule 18.

**Appeal Sub-Committee** means the Sub-Committee of that name constituted under Rule 8.10.

**Business Day** means a day which is not a Saturday, Sunday or gazetted public holiday in Melbourne.

**By-Laws** means the By-Laws made by the Committee pursuant to Rule 27.

**Candidate** means a person who has nominated for Membership under Rule 6.1.

**Cards** means a membership card, guest pass, visitor pass, car park pass and other documents issued pursuant to the By-Laws to a member which permits access to the Racecourses and Members' Reserves.

**CEO** means the Chief Executive Officer of the Club appointed from time to time by the Committee.

**Club** means the Victoria Amateur Turf Club (incorporating the Melbourne Racing Club) trading as the Melbourne Racing Club.

**Club Year** means 1 August in one year to 31 July in the following year, or such other period of twelve months as may be specified from time to time in the By-Laws.

**Committee** means the Committee of the Club.

**Committee Member** means a member of the Committee.

**Corporations Act** means the *Corporations Act 2001 (Cth)*.

**Disciplinary Sub-Committee** means a sub-committee of that name constituted under Rule 8.1.

**Fees** means the fees set by the Committee and payable by Members and includes the entrance fee and annual subscription as determined by the Committee in accordance with the By-Laws.

**General Meeting** means an Annual General Meeting or Special General Meeting.

**Life Member** means a Member of the class of Membership described in Rule 4.

**Member** means a person, aged eighteen years or over, who is in one of the classes of Membership referred to in Rule 3 and Membership has corresponding meaning.

**Members' Register** means the register maintained under Rule 2.3.

**Members' Reserve** means that part of any racecourse operated by the Club, as determined by the Committee from time to time and notified to Members, which is allocated for use by Members, their guests and visitors to the Club.

**Membership Application** means a form obtained from the Club containing details as may be determined from time to time by the Club to be filled in by a person seeking to become a Member in accordance with these Rules.

**Office Bearer** means any of the Chairman, Vice-Chairman or the Treasurer.

**Ordinary Member** means a member other than a Life Member or a Special Member.

**Rules** means the Rules of the Club, as set out in this document and as amended from time to time.

**Special General Meeting** means a general meeting other than an Annual General Meeting.

**Special Member** means a Member of the class of Membership described in Rule 5.

**Waiting List** means the list of Candidates maintained by the CEO under Rule 6.2.

#### 1.4 Interpretation

Headings are for convenience only, and do not affect interpretation. The following rules also apply in interpreting these Rules except where the context makes it clear that a rule is not intended to apply.

(a) A reference to:

- (i) legislation (including subordinate legislation) is to that legislation as amended, re-enacted or replaced, and includes any subordinate legislation issued under it;

- (ii) a document or agreement, or a provision of a document or agreement, is to that document, agreement or provision as amended, supplemented, replaced or novated;
  - (iii) a person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the person; and
  - (iv) anything (including a right, obligation or concept) includes each part of it.
- (b) A singular word includes the plural, and vice versa.
  - (c) A word which suggests one gender includes the other gender.
  - (d) If a word is defined, another part of speech has a corresponding meaning.
  - (e) If an example is given of anything (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing.

## **2. MEMBERSHIP**

### **2.1 Composition of Club**

- (a) The Club will consist of Members.
- (b) The classes of Members are set out in Rule 3.
- (c) A Member must be a natural person.

### **2.2 Number of Members**

The number of Members in each class of Membership may be determined by the Committee from time to time.

### **2.3 Members' Register**

- (a) The Club at all times shall maintain a register of current Members.
- (b) A person will be recorded as an Ordinary Member upon payment of the Fees payable on election to Membership in accordance with Rule 6.
- (c) The Members' Register shall contain the following information in respect of each Member:
  - (i) the name, residential address, postal address, telephone contact and (if available) facsimile and email addresses and date of birth of each Member as notified to the Club from time to time;
  - (ii) the date on which the Member's name was entered into the Members' Register;
  - (iii) the facility to provide an alphabetical listing of Members' names;
  - (iv) particulars of payment of the Fees payable by each Ordinary Member;

- (v) the number endorsed on each of the Cards issued to the Member; and
- (d) The Club must keep the Members' Register in an appropriate form at the principal office of the Club or as determined from time to time by the Committee.
- (e) A Member must promptly notify the Club of any change of the Member's usual place of residence, postal address, telephone contact, facsimile address and email address.

### **3. CLASSES OF MEMBERS**

There shall be three classes of Members, namely:

- (a) Ordinary Members;
  - (b) Life Members; and
  - (c) Special Members.
- 3.2 The provisions applying to each class of Members are as set out in the Rules and the By-Laws.
- 3.3 Members of each class shall be entitled to the rights and privileges and shall be subject to the duties and obligations imposed upon Members as set out in the Rules and the By-Laws.

### **4. LIFE MEMBERS**

- 4.1 The Committee may from time to time admit to membership as a Life Member:
- (a) any person who, in the opinion of the Committee, has rendered special service to the Club or to racing in Victoria or elsewhere or who, for any other special reason, the Committee decides it is desirable or appropriate to admit to Life Membership;
  - (b) an Ordinary Member who has been a member of the Club for fifty years or more.
- 4.2 A Life Member (subject to the provisions of Rules 7 and 8) shall remain a Member for life and shall not be liable to pay any Fee in respect of Membership.
- 4.3 On the admission or election of a person to Life Membership the reason for admission shall be recorded in the minutes of the meeting of the Committee at which the Life Member was admitted.

### **5 SPECIAL MEMBERS**

- 5.1 The Committee may admit to Membership as a Special Member without payment or further payment of any Fees any person who has provided distinguished services to the community or who, for any other reason, the

Committee decides it is desirable or appropriate to admit to Special Membership.

- 5.2 Upon admission to Special Membership a person shall (subject to the provisions of Rules 7 and 8) remain a Member for a period determined by the Committee at the date of admission and shall not be liable to pay any Fees in respect of Membership.
- 5.3 On the admission of a person to Special Membership the reason for such admission or election shall be recorded in the minutes of the meeting of the Committee at which the Special Member was admitted.

## **6. NOMINATION AND ELECTION OF NEW MEMBERS**

- 6.1 Any person, aged eighteen years or over, may be a candidate for Membership and may nominate to join the Club as an Ordinary Member by:
  - (a) completing and signing a Membership Application, and proposed by a Member and seconded by another Member provided always that the Committee may in their discretion dispense with any of the foregoing requirements, and
  - (b) delivering the completed Membership Application to the Club with the applicable non-refundable nomination fee as set by the Committee from time to time.
- 6.2 On receipt of a validly completed Membership Application and payment of the nomination fee, the Club shall acknowledge receipt thereof and shall record the name of the Candidate on the Waiting List established for that purpose in the order in which the Candidate was nominated. The Candidate's name will remain on the Waiting List until the first to occur of the following:
  - (a) the Candidate is offered membership;
  - (b) the Candidate dies;
  - (c) the Candidate withdraws the Membership Application by notice in writing to the Club; or
  - (d) Rule 6.3 applies.
- 6.3 If any person who nominated or seconded the Candidate withdraws their support for the Candidate and no other eligible person agrees to support the Candidate in substitution for the Member who withdrew support within one month of the receipt by the Club of the notification of the withdrawal of support, the Membership Application is deemed withdrawn.
- 6.4 All Candidates for admission to Membership shall be elected by the Committee. No Candidate shall be elected unless notice of their candidature

has been provided to each Committee Member in the notice convening the meeting of the Committee at which the application for Membership is to be considered.

- 6.5 All persons admitted to membership of the Club, other than Life Members and Special Members, shall be classified as Ordinary Members.
- 6.6 Upon election, a Candidate shall be notified in writing and informed of the amount payable in respect of the Fees payable for membership. Upon payment of the Fees, the name of the Candidate shall be entered in the Member's Register as an Ordinary Member.
- 6.7 The election of a Candidate shall be void if the Candidate fails to pay the Fees payable (unless waived by the Committee) within one month (or such longer time as the Committee determines) from the date of notification to the Candidate of election to Membership.
- 6.8 Subject always to the discretion of the Committee, all applications for Membership shall be dealt with in order of their receipt by the Club and the position on the Waiting List.

## **7. CESSATION OF MEMBERSHIP**

- 7.1 A Member ceases to be a Member if:
  - (a) the Member resigns in accordance with this Rule 7.1;
  - (b) the Member dies; or
  - (c) the Member is expelled from the Club in accordance with Rule 8.A Member may resign from the Club by giving written notice to the CEO and, subject to the Member having no outstanding Fees, shall cease to be a Member.
- 7.2 A Member who resigns from the Club or the estate of a deceased Member or a Member who, for any other reason, ceases to be a Member:
  - (a) does not have any claim on or any right or entitlement to any property or assets of the Club;
  - (b) (subject to the discretion of the Committee) is not entitled to a refund of any Fees.
- 7.3 In the event that a Member is disqualified from attending race meetings or participating in horseracing by any club or other body vested with authority to do so, whether within Victoria or outside Victoria, the Member automatically ceases to be a Member of the Club.
- 7.4 In the event that a member is suspended for a period of time from attending race meetings or participating in horse racing by any club or other body vested with authority to do so, whether within Victoria or outside Victoria, the Member is automatically suspended as a Member for the same period.

## 8. MISCONDUCT, SUSPENSION AND EXPULSION

8.1 An allegation that a Member has:

- (a) wilfully infringed any Rule or By-Law;
- (b) been convicted of an indictable offence;
- (c) behaved in an unbecoming or dishonourable manner inside or outside of the Members' Reserve of any racecourse operated by the Club; or
- (d) acted in a manner which in the opinion of the Committee is or may be prejudicial or contrary to the interests of the Club,

must be investigated by the CEO, or the CEO's delegate, and then referred to a Disciplinary Sub-Committee established by the Committee for that purpose unless the CEO or the CEO's delegate determines the allegation is vexatious or frivolous.

8.2 The Disciplinary Sub-Committee must:

- (a) consist of three Committee Members appointed by the Committee;
- (b) make its decision by majority vote of its members; and
- (c) investigate allegations made against a Member which are referred to it, hold hearings and have the power to make decisions affecting the Member as set out in Rule 8.5.

8.3 Where an allegation pursuant to Rule 8.1 has been referred to the Disciplinary Sub-Committee, the Member the subject of the allegation must be notified in writing by the CEO or the CEO's delegate:

- (a) that an allegation has been made against the Member;
- (b) of the substance of the allegation; and
- (c) of the date, time and place when the Disciplinary Sub-Committee will meet to investigate the allegation.

8.4 A Member against whom an allegation has been made, may:

- (a) appear before the Disciplinary Sub-Committee at the date, time and place notified to that Member under Rule 8.3 alone or with representation but not with legal representation; or
- (b) make written representation to the Disciplinary Sub-Committee which must be delivered to the CEO before the date and time notified to that Member under Rule 8.3 (c).

8.5 If after investigation a majority of the Disciplinary Sub-Committee is satisfied that the allegation is established, the Disciplinary Sub-Committee may do one or more of the following:

- (a) expel the Member from the Club;
- (b) suspend the Member as a Member of the Club for a period as the Disciplinary Sub-Committee determines;

- (c) impose restrictions on the rights or privileges that the Member may enjoy while remaining a Member of the Club;
  - (d) reprimand the Member;
  - (e) require the Member to pay or reimburse to the Club the cost of any loss or damage caused to any assets owned by the Club or any other person;
  - (f) require the Member to pay to the Club any costs or expenses of or incidental to the hearing; or
  - (g) take no action.
- 8.6 The Disciplinary Sub-Committee may either inform the Member of its decision at the end of the hearing or cause the CEO (or CEO's delegate) to post to the Member notification in writing of the decision within ten Business Days of the Disciplinary Sub-Committee making a decision under Rule 8.5.
- 8.7 A Member may appeal against a decision of the Disciplinary Sub-Committee to an Appeal Sub-Committee established by the Committee by giving written notice to the CEO within ten Business Days after being advised of the Disciplinary Sub-Committee decision.
- 8.8 Where a Member appeals against the decision of the Disciplinary Sub-Committee, the CEO, or the CEO's delegate, will notify the Member of the time, date and place of the hearing of the appeal. The Member may:
- (a) appear before the Appeal Sub-Committee at the date, time and place notified, alone or with representation, but not with legal representation; or
  - (b) make written representation to the Appeal Sub-Committee, which must be delivered to the CEO before the date and time notified to that Member under sub-paragraph (a) hereof.
- 8.9 The appeal will:
- (a) consist of a re-hearing of the allegation against the Member; and
  - (b) be heard by an Appeal Sub-Committee in accordance with Rule 8.10.
- 8.10 The Appeal Sub-Committee:
- (a) must consist of a majority of the remainder of the Committee comprising Committee Members who do not include the members of the Disciplinary Sub-Committee which first investigated the allegation against the Member;
  - (b) must make its decisions by majority vote of its Members; and
  - (c) will have the same powers to discipline Members as the Disciplinary Sub-Committee has under Rule 8.5.

- 8.11 If a Member is suspended, then the Member must immediately deliver up to the CEO all Cards issued to the Member to be held by the CEO for the period of the suspension. During the period of the suspension the Member will not be:
- (a) entitled to use the Members' facilities or otherwise exercise any of his rights and entitlements as a Member;
  - (b) required to pay for any renewal of Membership;
  - (c) entitled to a refund of any Fees paid with respect to the period the Member is to be suspended;
  - (d) entitled to attend or vote at a General Meeting; or
  - (e) entitled to propose or second a Candidate for Membership.
- 8.12 At the end of a Member's period of suspension, the Member must pay in full all Fees in arrears in respect of the then current Membership Year.
- 8.13 If a Member is expelled, then the Member must immediately deliver up to the CEO all Cards issued to the Member. The Member will not be entitled to a refund of any Fees paid by the Member in respect of the year of expulsion unless the Committee otherwise determines.
- 8.14 A Member who has been suspended or expelled is not entitled to enter the Members' Reserve of any racecourse operated by the Club after the date they are expelled, even as a guest of another Member.

## **9. DEFERRAL OF MEMBERSHIP**

Any Member or any person who has been offered Membership but has not yet accepted it may apply in writing to the Club to have the Membership deferred. The application shall set out the reason why deferral is sought and the period or approximate period for which the deferral is sought, if this is known. The Committee may in its discretion approve or refuse an application for deferral, and if an application is approved, may specify the terms and conditions (including the payment of any fee) upon which the deferral is approved. In the event that the reason for the deferral is the person's absence from Victoria, the person shall notify the Club within six months after resuming residence in Victoria.

## **10. THE COMMITTEE**

- 10.1 The affairs and general business of the Club shall be managed and controlled by the Committee, the Members of which shall be elected or appointed in the manner prescribed by the Rules.
- 10.2 The number of Committee Members may be set by the Committee from time to time, but at no time shall the number exceed ten.

- 10.3 To be eligible for election or appointment to the Committee, a Member must have been an Ordinary Member for at least three years. Life Members and Special Members are not eligible to be Committee Members.
- 10.4 Notwithstanding any other provision of the Rules, commencing on the day of the 2005 Annual General Meeting no Member first elected to the Committee shall be eligible to hold office as a Committee Member for a period exceeding 15 years in aggregate (irrespective of whether the period is continuous or not).
- 10.5 Rule 10.4 shall not apply to any member of the Committee elected prior to the 2005 Annual General Meeting whose term of office shall not be limited to any length of service.

## **11. POWERS OF COMMITTEE**

- 11.1 The Committee shall have power to do all things necessary, incidental and conducive to managing the affairs, business and activities of the Club. In particular (but without limiting the generality of the foregoing), the Committee shall have power to enter into such contracts or arrangements on behalf of the Club as it shall think fit, including, to enter contracts for the purchase and sale or exchange of lands and any estate or interest therein and contracts for effecting structural or other improvements on the property owned or occupied by the Club.
- 11.2 The Committee may from time to time invest the funds of the Club and borrow, with or without security, for the purposes of the Club, any funds to be used for the business of the Club for such period and at such rate or rates of interest and otherwise upon such terms and conditions as it may think fit. Any funds so borrowed may be raised or secured by mortgage, charge or pledge of the whole or any part of the real or chattel property or the revenues of the Club and any such mortgage, charge or other security may be in such form and contain such power of sale and other powers, trusts, and provisions and be accompanied by collateral further or other security as the Committee may think fit.
- 11.3 Each Committee Member (including any former Committee Member) and any employee of the Club (including any former employee of the Club) shall be indemnified and remain indemnified from the assets of the Club against any liability debt or responsibility howsoever arising which is incurred by that person in relation to the honest exercise or purported exercise of their duties and activities as a Committee Member or Club employee

## **12. PROCEEDINGS OF COMMITTEE**

- 12.1 At its first meeting after each Annual General Meeting the Committee must elect from among its number for the ensuing period of twelve months:
- (a) a chairman;
  - (b) a vice-chairman;
  - (c) a treasurer;
  - (d) a finance sub-committee comprising three Committee Members which shall include the treasurer; and
  - (e) an audit sub-committee of three Committee Members (not including the treasurer).
- 12.2 Where a Committee Member elected to an office named in Rule 12.1 resigns or dies or is removed from that office by a majority vote of the Committee, the Committee must elect another Committee Member to fill the vacancy in the office. The Committee Member elected shall hold that office until the next Annual General Meeting.
- 12.3 The Committee shall meet as often as it deems necessary. One half of the number of Committee Members plus one personally present shall form a quorum. All business and motions to be considered by the Committee shall be determined by the majority of votes of the Committee Members present at the meeting. In the event of equality of votes, the chairman is entitled to a second or a casting vote. Minutes of meetings of the Committee shall be entered in a minute book and be read or tabled and confirmed at the next meeting.
- 12.4 A Committee meeting may be convened by the chairman or vice-chairman at any time and shall be convened by the CEO upon receiving a requisition requesting him to do so signed by three Committee Members.
- 12.5 The Committee is empowered (and is deemed always to have been empowered) to appoint such sub-committees of Committee Members as the Committee shall see fit to perform or exercise any of the functions or powers conferred upon the Committee by the Rules or otherwise. Each sub-committee so appointed in the exercise of the functions or powers so conferred upon it by the Committee, shall conform with any functions or directions imposed upon it by the Committee.

## **13. DUTIES OF COMMITTEE MEMBERS**

- 13.1 Each Committee Member must in the course of acting as a Committee Member:
- (a) exercise care and diligence;
  - (b) act in good faith for proper purposes;

- (c) not improperly use position to get an advantage, or cause detriment to the Club; and
  - (d) use their best endeavours to prevent insolvent trading by the Club.
- 13.2 Each Committee Member must comply with Section 191 of the Corporations Act in respect of disclosure of, and voting on, matters involving material personal interests. For the purposes of this Rule 13.2 and Rule 13.3, each Committee Member will be deemed to be a director of a public company for the purposes of the Corporations Act and the Club will be deemed to be the public company.
- 13.3 Each Committee Member must comply with section 195 of the Corporations Act in respect of restrictions on being present, and voting, at a Committee meeting that considers a matter in which the Committee Member has a material personal interest. Subject to section 195 of the Corporations Act and compliance with Rule 13.2:
- (a) a Committee Member may be counted in a quorum at a meeting of the Committee that considers the matter and may vote on the matter notwithstanding the Committee Member's interest;
  - (b) the Club may proceed with any transaction that relates to the matter and the Committee Member may participate in the execution of any relevant document by or on behalf of the Club;
  - (c) the Committee Member may retain benefits deriving from any material personal interest in the transaction; and
  - (d) the Club cannot avoid the transaction merely because of the existence of the interest.
- 13.4 If the material personal interest is required to be disclosed under Rule 13.2 then, paragraphs (c) and (d) of Rule 13.3 apply only if it is disclosed before the transaction is entered into.

## **14. DISQUALIFICATION OF COMMITTEE MEMBERS**

- 14.1 A Member is not eligible to be a Committee Member, if while acting as a Committee Member he or she is or becomes:
- (a) an undischarged bankrupt;
  - (b) prevented from acting as a director under the Corporations Act;
  - (c) of unsound mind and incapable of discharging his duties as a Committee Member;
  - (d) not able to discharge all the requirements for the continuation of the Venue Operator's Licence issued to the Club under the Gambling Regulation Act 2003 (Vic).

- 14.2 A Committee Member will cease to be a Committee Member if a majority of the other Committee Members declare that:
- (a) the Committee Member has ceased to be eligible to be a Committee Member pursuant to any of the provisions of Rule 14.1;
  - (b) the Committee Member has been absent from four consecutive meetings of the Committee without leave first obtained from the chairman of the Committee and without an explanation which in the opinion of the Committee is satisfactory; or
  - (c) the Member's continued presence on the Committee prejudices or may be likely to prejudice the Venue Operator's Licence issued to the Club under the Gaming Regulations Act 2003 (Vic);
  - (d) the Member has behaved in an unbecoming or dishonourable manner or in a manner which in the opinion of the other Committee Members is or may be prejudicial or contrary to the interests of the Club.

## **15. VALIDITY OF ACTIONS**

Each motion passed or thing done by or with the participation of a person acting as a Committee Member or a Member of any sub-committee is valid even if it is later discovered that:

- (a) there was a defect in the appointment of the person;
- (b) the person was disqualified from continuing in office, voting on the motion or doing the thing.

## **16. ELECTION OF COMMITTEE MEMBERS**

- 16.1 A Member eligible to be a Committee Member may nominate and stand for election to the Committee in accordance with the following procedure:
- (a) a nomination form must be requested and obtained from the CEO or the CEO's delegate;
  - (b) the nomination form must be signed by the Member and two other Members who are not currently Committee Members;
  - (c) the completed nomination form together with a recent passport sized photograph and personal profile (unless the same are dispensed with by the CEO) must be delivered by the Member to the CEO not less than twenty-eight clear days before the General Meeting at which the election is to be held;
  - (d) the Member provides to the CEO such information and personal particulars which the Committee determines are necessary to ensure that the Venue Operator's Licence issued to the Club under The Gambling Regulation Act 2003 (Vic) is not prejudiced or put at risk;

- 16.2 If the Committee determines that the Member, if elected to the Committee, may prejudice the continuation of the Venue Operators Licence issued to the Club under The Gambling Regulation Act, 2003 (Vic) the Member becomes ineligible to nominate and stand for election to the Committee.
- 16.3 If prior to the election:
- (a) a person nominated under Rule 16.1 of this Rule dies; or
  - (b) the Committee forms the view that the person will be unable to serve as a Committee Member for the period of the tenure of that position due to illness, injury or infirmity,
- the Committee may in its discretion extend the date of the election and call for additional nominations.
- 16.4 Where there are more Members standing for election than there are vacancies on the Committee, a ballot shall be conducted in accordance with the By-Laws. Where the number of Members standing for election does not exceed the number of vacancies on the Committee, the Members standing shall be deemed to be elected, and any Special General Meeting convened for the sole purpose of holding the election may, in the discretion of the Committee, be cancelled.

## **17. TENURE OF OFFICE AND CASUAL VACANCIES**

- 17.1 Committee Members shall be elected to serve for a term of three years.
- 17.2 Upon the expiry of the term a Committee Member may re-nominate for a further term.
- 17.3 If a Committee Member dies, resigns or for any other reason ceases to hold office, the Committee may fill the casual vacancy by appointing a Member who meets the eligibility criteria set out in Rules 10 and 11 to be a Committee Member in place of the Member who has died or resigned or otherwise ceased to hold office. The person so appointed to the Committee shall hold office for the balance of the term of office of the Committee Member who died, resigned or otherwise ceased to hold office.
- 17.4 As an alternative to making an appointment to fill a casual vacancy under Rule 17.3, the Committee may decide that any casual vacancy shall be filled by an election to be held at a Special General Meeting convened for that purpose. Any person elected to fill a casual vacancy at a Special Meeting shall hold office for the balance of the term of office of the Committee Member who died, resigned or otherwise ceased to hold office.
- 17.5 The Committee may act notwithstanding any casual vacancy occurring in its number.

- 17.6 If there are more than four vacant positions on the Committee (including any casual vacancies) to be filled at any Annual General Meeting, any Members who have retired by effluxion of time, if re-elected to the Committee, shall be deemed to have been elected to fill the seats vacated by them for a further term of three years, and the other Members elected to the Committee shall be deemed to have been elected to fill the casual vacancies. In cases where none of the retiring Members are re-elected, the Members polling the largest number of votes shall be entitled to the seats having the longest period of office to run.
- 17.7 In cases where there are two or more casual vacancies to be filled at a Special General Meeting, the Member who has polled more votes shall be deemed to have been elected to fill the place of the retiring Committee Member who would have been entitled to hold office for the longer (or longest) period if the vacancy had not occurred, and so on as to the other Member or Members elected to fill the casual vacancies.

## **18. ANNUAL GENERAL MEETINGS**

- 18.1 In each calendar year there shall be an Annual General Meeting which shall be held within four months after the end of the Club's financial year and shall be held at such time and place as the Committee shall determine.
- 18.2 The purpose of the Annual General Meeting is:
- (a) to receive reports and audited financial statements from the Committee in respect of the immediately preceding financial year;
  - (b) to receive a report from the Committee as to the general activities and concerns of the Club;
  - (c) to elect members of the Committee;
  - (d) to appoint an auditor for the ensuing financial year;
  - (e) to appoint scrutineers in accordance with By-Law 8.1;
  - (f) to transact any business the Committee may resolve be placed on the agenda pursuant to Rule 18.3;
  - (g) to transact such other business as the Committee may determine.
- 18.3 Not less than one hundred Members entitled to vote at a General Meeting may request the Committee to place on the agenda at any Annual General Meeting a particular matter or issue for consideration by the meeting. Written notice of such request shall be delivered to the CEO not less than twenty-eight days before the date scheduled for the Annual General Meeting. The Committee may in its absolute discretion decide whether the matter is appropriate and proper for discussion at the Annual General Meeting concerned, and if it does decide that the matter is appropriate it shall include notice thereof in the notice of meeting.

## **19. SPECIAL GENERAL MEETINGS**

- 19.1 The Committee may call a Special General Meeting of the Members at any time.
- 19.2 If not less than one hundred and fifty Members entitled to vote (not counting any Members of the Committee) sign a requisition requesting the calling of a Special General Meeting and specifying the purpose or objects of the proposed Meeting in the form of a resolution or resolutions (which shall be limited to matters directly connected to the Club) and deliver the requisition to the CEO, the Committee shall forthwith call a Special General Meeting for the purpose of considering the same.

## **20. MATTERS RELATING TO ALL GENERAL MEETINGS**

- 20.1 At all General Meetings a quorum shall consist of not less than fifteen Members who are entitled to vote. If a quorum is not present, the General Meeting will be adjourned to a time and place decided on by the chairman of the meeting, and if at the subsequent meeting a quorum is not achieved the meeting shall lapse.
- 20.2 The chairman, or the vice-chairman, or in their absence a Committee Member appointed by the chairman or the vice-chairman, shall be the chairman at General Meetings. The chairman of the meeting may conduct the meeting in the manner which the chairman determines is appropriate for the effective consideration of the business of the meeting. All business and motions to be considered at any meeting shall be determined by a majority of votes of those present and be disposed of in the first instance by a show of hands. If not less than seventy-five per cent of those Members present and entitled to vote request that a poll of all Members be held, a poll shall be conducted in such manner as shall be determined by the chairman of the meeting.
- 20.3 The CEO shall not less than fourteen days prior to the holding of a General Meeting give the Members entitled to vote notice of the meeting setting out details of the business and motions proposed to be considered at the meeting.
- 20.4 No business other than that specified in the notice of meeting shall be dealt with at a General Meeting without the consent of the chairman of the meeting.
- 20.5 Only Ordinary Member's and Life Members are entitled to vote at a General Meeting. Members are not eligible to vote at a General Meeting if at the date of the General Meeting:
- (a) in the case of an Ordinary member, any Fees due and payable are unpaid; or

- (b) a Member is suspended under Rule 8.
- 20.6 Upon any question arising at a General Meeting, a Member entitled to vote has one vote.
- 20.7 All questions and motions put to General Meetings shall be decided by a simple majority of votes cast at the meeting by persons voting in person. Any Member holding a proxy for another Member shall not be entitled to cast the other Member's vote. In the case of equality of votes, the chairman of the meeting is entitled to a second or casting vote.

## **21. FINANCIAL REPORTING AND AUDIT**

- 21.1 The Committee must ensure that the Club keeps proper financial records which:
  - (a) correctly record and explain all the Club's transactions (including transactions undertaken as trustee) and financial position and performance;
  - (b) would enable true and fair financial statements to be prepared and audited;
  - (c) sufficiently explain the financial operation and financial position of the Club.
- 21.2 The Committee must also:
  - (a) ensure the written financial records prepared under Rule 21.1 are audited annually, and certified as true and correct by a professionally qualified auditor from a reputable firm of accountants;
  - (b) ensure the Club prepares a financial report in a form reasonably similar to that required to be prepared by a company to which Part 2M.3 of the Corporations Act applies; and
  - (c) prepare a report ("Committee's Report") reasonably similar to a directors' report required to be prepared under Part 2M.3 of the Corporations Act.
- 21.3 The Committee must ensure that the Club's auditor is provided with the financial records maintained under Rule 21.1 and such other records that the auditor may request from time to time.
- 21.4 The Committee must set the remuneration for the auditor.

## **22. CONFIDENTIALITY**

- 22.1 Every Member who is a Committee Member and each employee of the Club must keep the transactions and affairs of the Club and the state of its financial reports confidential unless required to disclose them:
  - (a) in the course of their duties as a Committee Member or as an employee of the Club;

- (b) by the Committee or the Club in a General Meeting; or
- (c) by law.

22.2 The Club may require a Committee Member or an employee or any person engaged by it to sign a confidentiality undertaking consistent with this Rule. A Member who is a Committee Member must do so if required by the Club.

## **23. RULES OF RACING**

The Club shall conduct its racing activities under The Rules of Racing of Racing Victoria Limited in force from time to time .

## **24. COMPLIANCE WITH LAWS**

The Club shall at all times conduct its business and operations in conformity with all applicable laws including all laws applicable to the sale and consumption of liquor and the operation of gaming machines.

## **25. NOTICES**

25.1 A notice, consent or other communication under these Rules is only effective if it is:

- (a) in writing;
- (b) addressed to the person to whom it is to be given; and
- (c) either:
  - (i) delivered or sent by pre-paid mail (by airmail, if the addressee is overseas) to that person's address as last known by the Club; or
  - (ii) sent by fax to that person's fax number as last known by the Club and the machine from which it is sent produces a report that states that it was sent in full.
  - (iii) sent by email to that person's email address as last known by the Club and the receipt of the email is acknowledged by the person.

25.2 A notice, consent or other communication that complies with this clause is regarded as given and received:

- (a) if it is delivered or sent by fax:
  - (i) by 5.00 p.m. (local time in the place of receipt) on a Business Day - on that day; or
  - (ii) after 5.00 p.m. (local time in the place of receipt) on a Business Day, or on a day that is not a Business Day - on the next Business Day; and

- (b) if it is sent by mail:
    - (i) within Australia - three Business Days after posting; or
    - (ii) to or from a place outside Australia - seven Business Days after posting.
  - (c) if it is sent by email - the next Business Day following its transmission.
- 25.3 A Member's address for notices is the Member's residential address last notified to the Club and as recorded in the Members' Register.

## **26. AMENDMENT OF RULES**

The Rules may be amended, revoked or replaced by a resolution passed at a duly convened General Meeting of the Club.

## **27. BY-LAWS**

The Committee may from time to time by resolution (subject to any special provisions of the Rules) make such By-Laws as it may think fit for the better conduct of the Club which are not inconsistent with the Rules and without limiting the generality of the foregoing may make By-Laws:

- (a) regulating the numbers and the method of election and admission of Members, the order of admission of Candidates to Membership and the suspension and expulsion of Members from the Club;
- (b) prescribing and altering the Fees for each class of Member and the privileges attaching to each class of Member and permitting any Fee to be waived or reduced;
- (c) 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) establishing the terms for the issue to, and use by, Members of Cards and guest passes in respect of meetings conducted by the Club, and the entry of persons into the Members' Reserve;
- (e) regulating the proceedings of the Committee; and
- (f) subject to the rules of racing, regulating all matters concerning or connected with the holding of race meetings and the conduct thereof;
- (g) prescribing the manner in which ballots for the election of Committee Members or for the passing of resolution of Members shall be conducted;
- (h) specifying the time for payment of Fees and the consequences for non-payment;
- (i) regulating the readmission of former Members of the Club and the terms and conditions applying to the same;

- (j) providing for the granting to former long-serving employees of the Club of annual tickets entitling them to Club privileges on racedays.

Every By-Law made by the Committee shall be signed by the chairman and entered in a book to be kept solely for the purpose.

## **28. COMMON SEAL**

The seal of the Club shall be kept by the CEO and shall be affixed in the presence of either the chairman, or in the chairman's absence, the vice-chairman, or the treasurer and the CEO or a person expressly appointed by the Committee for the purpose.

**VICTORIA AMATEUR TURF CLUB**  
(Inc. the Melbourne Racing Club) trading as the  
**MELBOURNE RACING CLUB**

## **BY-LAWS**

25 NOVEMBER 2005

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These By-Laws are made by the Committee of the Victoria Amateur Turf Club (incorporating the Melbourne Racing Club) trading as the Melbourne Racing Club (“the Club”) pursuant to the powers conferred by Rule 27 of the Club and to all other powers thereunto enabling:

## **1. ENTRANCE FEE AND ANNUAL SUBSCRIPTION**

The entrance fee (if applicable) and the annual subscriptions payable by Ordinary Members shall be such amounts as may be determined by the Committee from time to time, and shall be payable in advance, or as otherwise determined, to the Club on or before the first day of August in each year. However, where a Member is first elected to membership after Caulfield Cup Day in any year, the Member shall pay the entrance fee and a pro rata portion of the annual subscription.

## **2. MEMBERS’ ENTITLEMENTS**

2.1 Unless otherwise determined by the Committee, each Member shall be entitled annually to:

- (a) One non-transferable membership card, which must be signed by the Member and properly displayed at all times, which will admit the Member to the Racecourses and the Members’ Reserves at all race meetings conducted by the Club.
- (b) One non-transferable Member car pass, at a price determined by the Committee from time to time, which will admit to the Members’ car park on all racedays.

2.2 Subject to By-Law 2.4 Members shall have the right to purchase, at a price to be determined by the Committee, from time to time:

- (a) such number of annual transferable Member guest passes as the Committee determines from time to time, which must be properly displayed at all times and which will admit a visitor to the racecourses of the Club and the Members’ Reserves on all racedays;
- (b) such number of non-transferable daily Members’ Reserve guest passes as the Committee determines from time to time, which must be properly displayed at all times, and which will admit a visitor to the Members’ Reserves on the racedays for which they are purchased, save Caulfield Cup Day where the recipients of such tickets must be interstate or overseas residents;
- (c) such number of non-transferable daily junior passes, as the Committee determines from time to time, which must be properly displayed at all

times, and which will admit children aged seventeen years and under to the Members' Reserve on the racedays for which they are purchased;

- (d) up to four annual transferable junior cards, which must be properly displayed at all times, and which are transferable and which will admit persons seventeen years and under to the Club's Racecourses and Members' Reserve on all racedays;
  - (e) such further number of transferable annual junior cards as the Committee may, upon request, approve.
- 2.3 (a) A transferable annual junior card and a non-transferable daily junior pass shall not admit to any areas in respect of which restrictions are imposed by the Committee from time to time.
- (b) Members shall be responsible for the standard of dress of all persons introduced by them, who are holders of any Cards referred to in By-Law 2.2.
- 2.4 The provisions of By-Laws 2.2 (c) 2.2 (d) and 2.2 (e) shall not apply to a Member under the age of 25 until the commencement of the Club Year following the Member attaining that age.

### **3. MISUSE OF CARDS**

3.1 A Member must:

- (a) not allow any other person to use that Member's membership card for any purpose;
- (b) take all reasonable precautions to ensure no other person uses that Member's membership card; and
- (c) not misuse or permit misuse of any other Card issued to the Member or the Member's family or guests.

3.2 Any Card which is used:

- (a) by a person not entitled to use that Card to gain or attempt to gain entry to the Racecourses and/or Members' Reserves;
- (b) to gain or attempt to gain entry to a part of the Members' Reserve that the relevant Card does not entitle that person to enter,

may be impounded by any authorised employee of the Club and retained by the CEO until such time as the Committee directs that Card to be returned to the Member or otherwise disposed of.

### **4. PRODUCTION OF CARDS**

4.1 A Member and the Member's family or guests must, upon the request of a gatekeeper or a person duly authorised by the Committee or CEO, produce the Member's membership card or any Card issued to the Member for

inspection by that person at any time while within, or seeking to gain entry to, the Members' Reserve.

- 4.2 When a request is made under By-Law 4.1 the gatekeeper or the authorised person may request further information from the Member or user of the Card for the purposes of verifying the identity of the person and their entitlement to enter and be in the Members' Reserve.

## **5. ENTRY INTO MEMBERS' RESERVE**

The Committee may from time to time give such directions as it thinks fit regarding the entry of persons to the whole or any part of the Members' Reserve.

## **6. NON PAYMENT OF ANNUAL SUBSCRIPTION**

If a Member fails or neglects to pay the Annual Subscription within two months of the first day of August in any calendar year the Member's name may be removed by the Committee from the Members' Register and such person shall thereupon cease to be a Member of the Club.

## **7. RE-ADMISSION OF FORMER MEMBERS**

Unless otherwise determined by the Committee any former Member ("the Applicant") may seek re-admission to Membership. Where the period which has elapsed since the cessation of the Applicant's Membership is four years or less, the Applicant may at the discretion of the Committee be re-admitted to Membership upon payment of such sum as may be determined by the Committee. Where the period that has elapsed since the cessation of the Applicant's Membership is more than four years the Applicant may at the discretion of the Committee be re-admitted to Membership upon payment of the current entrance fee. Any Applicant who re-applies for Membership may be placed on the Waiting List at the discretion of the Committee.

## **8. BALLOTS**

- 8.1 At the Annual General meeting each year the Club shall appoint scrutineers to conduct any ballots for the election of Members of the Committee held during the period until and including the next following Annual General meeting. The number of scrutineers appointed shall be not less than eight (or such other number as the General Meeting appointing them determines) and must not have nominated or seconded a candidate for election.
- 8.2 Every ballot shall be taken in the presence of the scrutineers then holding office, or such of them (not being less than half their number plus one) as shall be in attendance and shall be held in accordance with the provisions of this By-Law.

- 8.3 In the conduct of a ballot the following procedure shall be adopted:
- (a) the CEO shall, at least fourteen clear days prior to the date of the General Meeting at which the election is to be held, forward to the registered address of each Member:
    - (i) a list of the Committee Members retiring and of those nominated together with instructions as to the number of vacancies to be filled and the mode in which the names are to be erased (“the Ballot Paper”);
    - (ii) an envelope endorsed “Ballot Envelope”;
    - (iii) an envelope addressed to the CEO.
  - (b) The order in which the candidates names are placed on the Ballot Paper shall be determined by a ballot conducted by the CEO.
  - (c) Any Member wishing to vote shall personally mark on the Ballot Paper the names of the Members as the Member desires to vote for retaining no more and no less than the number required to fill the vacancies. The Member shall place the Ballot Paper in the Ballot Envelope, seal the same and place the envelope in the abovementioned envelope addressed to the CEO, first signing his name inside on the flap of that envelope.
  - (d) The casting of votes shall close at 3.00 p.m. on the last Business Day before the General Meeting at which the election is to be held.
  - (e) All envelopes returned to the CEO shall be retained by him until the closure of the casting of votes and shall be handed unopened to the scrutineers at their request. The scrutineers shall then and there open the said envelopes, and provided that the scrutineers are satisfied that the Member returning the Ballot Paper has signed the envelope addressed to the CEO in accordance with the provisions of paragraph (a) of this By-Law 8.3 the ballot envelopes therein contained shall be placed on the table unopened until required by the scrutineers. The scrutineers shall then open or cause to be opened all ballot envelopes and the counting of votes shall take place.
  - (f) The scrutineers shall at the completion of counting certify to the CEO in writing the votes recorded for each candidate. In the event of two or more Members receiving an equal number of votes, the chairman of the Club shall have a casting vote. The Members so certified or, and in the case of an equality of votes, the Member or Members receiving the casting vote, shall be elected to the Committee.
  - (g) If before the scrutineers have certified the result of the ballot the number of Members be reduced by withdrawal or otherwise to the number required to fill the vacancies or less, the remaining Members shall be declared elected to the Committee.

- (h) In the event that the Committee determines that the ballot is to be conducted by the Victorian Electoral Commission, the procedure set out in the foregoing provisions of this By-Law may be modified by the Committee to accord with the practices and procedures of the Commission for the conduct of elections.
- (i) Where the result of the ballot is determined by a majority of two percent or less of the total votes cast, then the unsuccessful candidate may request a recount of all votes cast, which shall be undertaken on behalf of the Club, at the earliest convenient date, by the scrutineers.

## **9. CHILDREN OF MEMBERS**

Any child of a Member (or Members if both parents of the child are Members) if nominated for Membership whilst between the ages of 18 and 25 shall upon election to Membership be exempt from payment of the entrance fee.

## **10. ENTRANCE FEE FOR MEMBERS UNDER 25**

If a person under the age of twenty-five is elected to Membership and the provisions of By-Law 9 are not applicable they may elect to defer payment of the entrance fee until the beginning of the Club Year after they attain that age. The amount of the entrance fee payable shall be the fee applicable at time of payment, and the fee shall be payable at the same time as payment of the Member's annual subscription for the ensuing Club Year.

## **11. LONG-SERVING EMPLOYEES**

The Committee may, in its discretion, grant any former long-serving employee of the Club an annual ticket or tickets entitling them to Club privileges on racedays, and may at any time cancel or revoke the privileges if it considers it appropriate.





Victoria Amateur Turf Club (Inc Melbourne Racing Club) Trading as  
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