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Blake

Broome Turf Club Inc Constitution

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Broome Turf Club Inc Constitution

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ASSOCIATIONS INCORPORATION ACT 2015

BROOME TURF CLUB INCORPORATED

RULES AND STATEMENT OF PURPOSES

Broome Turf Club Inc Constitution

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this Constitution, Rules and By Laws, unless the contrary interpretation appears:

“Absolute Majority” means a simple (more than half) majority of all Committee Members eligible to vote on resolutions at the time that the resolution is voted on, voting in favour of it, not merely a simple (more than half) majority of the Committee Members entitled to vote on resolutions and present and voting at the meeting at which the resolution is voted on;

“Act” means the *Associations Incorporation Act 2015*, including the regulations made pursuant to that Act and any amendment to that act and /or regulations;

“Annual General Meeting” means the annual general of Members meeting required by the Act;

“Annual Subscription” means the amount or amounts payable annually by a Member in respect of membership of the Club (including different amounts for different classes of Members if so determined by the Committee);

“Auditor” means the auditor of the Club from time to time appointed at a General Meeting;

“Casual Vacancy” means a vacancy in the office of Committee Member occurring for any reason other than the retirement of a Committee Member in accordance with **Rule 20.3**;

“Chairperson” means as the context requires the person elected as such by the Committee pursuant to **Rule 23.5** or by the Voting Members at a General Meeting pursuant to **Rule 15(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 Broome Turf Club Incorporated;

“Club Year” means each period of 12 months from 1 September to 31 August;

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

“Committee meeting” means a meeting of the Committee in accordance with these rules:

“Committee Member” means a person who is a member of the Committee;

“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 (as distinct from the Annual Subscription);

“Financial Year” means a year ending 31st of August

“Full Member” means a Member described in **Rule 4.2**;

“General Meeting” means a meeting of the Club which is open to all financial members and which is either an Annual General Meeting or a Special General Meeting;

“Material Personal Interest” is defined in **Rule 24.3.4**;

“Member” means a member of the Club of any classification including Full Member, Life Member and Concession Member 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;

“Ordinary Business” means the ordinary business of an Annual General Meeting described at **Rule 10.5**;

“Ordinary Resolution” means any resolution other than a Special Resolution passed by a simple majority of those voting on the resolution at General Meetings, Committee meetings and meetings of any Sub-Committee as the case requires;

“Poll” means the conduct of a vote at a meeting of Members in the case of a General Meeting or in the case of a meeting of the Committee, Committee Members involving the casting of votes, by writing or by electronic means, so that the vote cast by each person voting is confidential;

“Premises” means the land and buildings owned / leased and operated by the Club at Gantheaume Point.

“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;

“Racing and Wagering Western Australia” means the body established by Section 4 of the *Racing and Wagering Western Australia Act 2003 (WA)* and includes any

successor body or organisation having authority for the control and overall management of Western Australian country thoroughbred racing;

“Register of Members” means the register of Members to be kept in compliance with **Rule 6**.

“Rules” means these Rules and Statement of Purposes;

“Rules of Racing” means the rules of racing as determined from time to time by Racing and Wagering Western Australia in accordance with Section 45 of the *Racing and Wagering Western Australia Act 2003* from time to time;

“Seal” means the common seal of the Club;

“Special Business” has the meaning set out in **Rule 12**;

“Special General Meeting” means a general meeting of Members other than the Annual General Meeting convened in accordance with **Rule 11**;

“Special Resolution” means a resolution of a meeting for which at least 14 days’ notice has been given, which notice included a statement of the substance of the resolution to be proposed and for which not less than three quarters of the members present at the meeting voted in favour .

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

“Vice Chairperson” means the person elected as such by the Committee pursuant to **Rule 23.5**;

“Voting Member” means a Full Member (**Rule 4.2**) and a Life Member (**Rule 4.3**)

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 **THE BROOME TURF CLUB INCORPORATED.**

3. STATEMENT OF PURPOSES AND PRINCIPLES

3.1 Statement of Purposes

The purposes of the Club are to:

- (a) promote, carry on and encourage the racing of thoroughbred horses in or about the Broome district in the State of Western Australia or such other place or places as may be determined by the Committee from time to time;
- (b) establish and maintain on a successful and sustainable basis a quality racing, training and entertainment complex in or about the Broome district 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 and training of thoroughbred race horses;
- (c) provide, if and as appropriate, facilities for the training, care and stabling of thoroughbred race horses;
- (d) provide facilities of and incidental to conducting a thoroughbred racing club and thoroughbred race meetings;
- (e) promote and encourage sponsorship and support for thoroughbred races and race meetings;
- (f) promote the ideals of the sport of thoroughbred horse racing and fellowship among those interested and involved in thoroughbred horse racing;
- (g) 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) utilize the Club's facilities for any other lawful purposes as the Committee may determine from time to time;
- (i) purchase, sell or lease land, borrow or invest funds, buy and sell goods and products; and
- (j) 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

- (a) The Club aims to be the leading provincial b racing facility in Australia thus providing the best racing outcomes for breeders, owners, trainers, members and the general public in our local community and Australia wide.
- (b) The Club shares the mission of the Racing Wagering Western Australia to promote and manage a thoroughbred racing industry in Western Australia which:

Reputation: ensures that race meetings are conducted so as to maintain and build the reputation and integrity of the Western Australian racing industry;

Good Management: manages industry revenues, costs and assets to maximise the long term returns delivered to the Western Australian 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; and

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

- (c) The Club shares the values of the Racing Wagering Western Australia to:
 - (i) practice integrity, trust and respect in our dealings with each other and any associations of the Club, and are committed to evaluating and accounting for our performance;
 - (ii) value each stakeholder highly and pride ourselves in high standards of customer service;
 - (iii) 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;
 - (iv) recognise that we can always improve and respond effectively to change; and
 - (v) ensure each Committee Member and each employee is accountable and works actively for the advancement of the Club and country racing.

4. CATEGORIES OF MEMBERSHIP

4.1 Categories

Membership of the Club consists of:

- (a) Full Members;
- (b) Life Members;

4.2 Full Members

- (a) Subject always to **Rule 6**, any person may apply in the manner set out in **Rule 6** to be admitted as a Full Member.
- (b) Persons admitted as Full Members are entitled upon payment of 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.

4.3 Life Members

- (a) Any Member who in the opinion of the Committee has rendered distinguished service to the Club may be elected by Absolute Majority 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 Annual Subscription.

5. MEMBERSHIP, ENTRY FEES AND SUBSCRIPTION

5.1 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).

5.2 Eligibility

A person who applies and is approved for Membership in accordance with **Rule 6.5** is eligible to be a Member of the Club on payment of the Annual Subscription payable under these Rules and in accordance with the By-Laws.

5.2 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 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 by Ordinary Resolution determine whether to approve or reject the application. Any application for approval received after 1 September cannot be approved until after the Annual General Meeting immediately following 1 September.

5.4 Grant of benefits pending approval or rejection of application

- (a) Provided that the amount of the relevant 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.

5.5 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 **Rule 6.5(a)**, enter the applicant's name in the Register of Members.

5.6 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.

5.7 Entitlement to benefits

Subject to **Rule 6.4(a)** 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.

5.8 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.

5.9 Annual Subscription

The Annual Subscription:

- (a) is the amount specified in the By-Laws; and
- (b) is payable in advance on or before 31 August in each year or such later date (if any) as is specified in the By-Laws. A Member cannot vote on any matter as a Member or Committee Member or member of a Sub-Committee until that Member's Annual Subscription is paid in full.

5.10 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 Entrance Fee (if any) as provided in the By-Laws; and
- (c) the relevant Annual Subscription as provided in the By-Laws.

5.11 Absentee Members

- (a) Any Member who is absent from Western Australia or who is about to be absent from Western Australia 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 **Rule 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, be re-admitted to the privileges of the appropriate category of Membership.

5.12 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.

6. REGISTER OF MEMBERS

6.1 Club to keep

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

- (a) the full name, telephone number, address, date of birth 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.

6.2 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 fee of \$50 (this fee may be varied by the Chief Executive at any time), obtain from the Club, and the Club shall provide to the Member within a reasonable time, a hard 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.

7. CEASING MEMBERSHIP

7.1 Disqualification or warning-off

A Member will automatically cease to be a Member if the Member is disqualified or warned-off under the Rules of Racing by the Committee or Racing and Wagering Western Australia.

7.2 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.

7.3 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.

7.4 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 for any claim upon the Club arising by reason of their status as a Member.

8. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

8.1 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 **Rules 8.1(b) and 8.1(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 determines by an Ordinary Resolution (in all other cases then expulsion, which requires a resolution of the Committee by Absolute Majority) 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 while a Member;
- (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.

8.2 Committee Resolution

A resolution of the Committee in exercise of the power under **Rule 8.1**:

- (a) can only be passed only by Ordinary Resolution (or in the case of expulsion Absolute Majority) at a meeting held in accordance with **Rule 8.3**; and
- (b) 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 8.9**.

8.3 Holding of Committee Meeting

A meeting of the Committee to exercise the power under **Rule 8.1** 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 8.4**.

8.4 Notice

For the purposes of giving notice in accordance with **Rule 8.3**, 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 8**;
- (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 96 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.

8.5 Procedure of Committee Meeting

At a meeting of the Committee to consider a proposed resolution under **Rule 8.3** 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.

8.6 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 by registered post 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.

8.7 Convening of General Meeting

If the Chief Executive receives a notice under **Rule 8.6**, 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.

8.8 Conduct of General Meeting

At a General Meeting of the Club convened under **Rule 8.7**:

- (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.

8.9 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 by secret ballot in favour of the resolution. In any other case, the resolution is revoked.

9. DISPUTES AND MEDIATION

9.1 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.

9.2 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.

9.3 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.

9.4 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, the Club may contract at their own cost a mediator.

9.5 Member may be a mediator

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

9.6 Parties to attempt to settle

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

9.7 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.

9.8 Mediator must not determine

The mediator must not determine the dispute.

9.9 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.

10. ANNUAL GENERAL MEETINGS

10.1 Committee to convene Annual General Meetings

The Committee must convene an Annual General Meeting of the Members to be held within 90 days of the end of the Financial Year and otherwise in accordance with the Act.

10.2 Time of Annual General Meeting

Subject to **Rule 10.1** the Committee must determine the date, time and place of the Annual General Meeting.

10.3 Advance notice of Annual General Meeting

- (a) The Committee must ensure that, not less than 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 21**);
 - (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 13.5**); and
 - (iv) inviting Members to submit to the Chief Executive any questions for the Auditor, including the date by which notice of such questions must be received.

- (b) The advance notice required by **Rule 10.3(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.

10.4 Notice to specify that meeting is Annual General Meeting

The notice given in accordance with **Rule 13** convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.

10.5 Ordinary business of Annual General Meetings

The Ordinary Business of an Annual General Meeting is to:

- (1) confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting; and
- (2) receive from the Committee reports upon the transactions of the Club during the last preceding Financial Year;
- (3) receive a report from the Chief Executive (or Chairperson) on the affairs of the Club since the last AGM.
- (4) to appoint the Auditor; and
- (5) receive and consider the audited financial statements submitted by the Club.

10.6 Other business of Annual General Meetings

The Annual General Meeting shall conduct any Special Business of which notice has been given in accordance with these Rules.

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

The Chairperson of an Annual General Meeting must allow a reasonable opportunity for the Members at the Annual General Meeting to ask questions about or make comments on the affairs and activities of the Club.

11. SPECIAL GENERAL MEETINGS

11.1 Authority to hold Special General Meetings

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

11.2 Designation of Special General Meetings

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

11.3 Committee may convene Special General Meeting

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

11.4 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.

11.5 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 3 months after that date.
- (d) If a Special General Meeting is convened by Voting Members in accordance with this **Rule 12.5(c)**, 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.

12. 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.

13. NOTICE OF GENERAL MEETINGS

13.1 Chief Executive to give notice

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

13.2 Notice period for convening General Meetings

- (a) Subject to the following **Rule 13.2(b)**, not less than 14 days' notice in writing of a General Meeting must be given to the Members.
- (b) 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.

13.3 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, the names of the candidates for election; and
- (d) in the case of an Annual General Meeting, that the meeting is the Annual General Meeting.

13.4 Limitation on business

Subject to **Rule 10.5**, no business other than set out in the notice convening the General Meeting may be conducted at the meeting.

13.5 Notice of Member business

A Voting Member intending to bring any business before a General Meeting must, no later than 7 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.

13.6 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.

14. PROCEEDINGS AT GENERAL MEETINGS

14.1 Quorum for General Meeting

10 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.

14.2 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.

14.3 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.

14.4 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.

15. PRESIDING AT GENERAL MEETINGS

- (a) The Chairperson, or in his or her absence the Vice Chairperson, shall preside as Chairperson at every General Meeting of the Club.
- (b) If at any General Meeting neither the Chairperson nor the Vice Chairperson are present at the time appointed for holding the meeting or are not willing to act, the Voting Members present must choose by simple majority on a show of hands one of their number to be Chairperson of the General Meeting.

16. ADJOURNMENT OF GENERAL MEETINGS

16.1 Authority to adjourn

The Chairperson presiding may, with the consent of an Ordinary Resolution of Voting Members present at the General Meeting, adjourn the meeting from time to time and place to place.

16.2 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.

16.3 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 13**.
- (b) Except as provided in **Rule 16.3(a)**, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned General Meeting.

17. VOTING AT GENERAL MEETINGS

17.1 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.

17.2 Voting

At any General Meeting all votes by Members must be given in person at the Meeting by the Members and cannot be given by any other means whatsoever (including without limitation, by proxy or postal vote).

17.3 Chairperson to have casting vote

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

17.4 Member must be financial to vote

A Member is not entitled to vote at a General Meeting unless their Annual Subscription fees due and payable by the Member to the Club have been paid.

17.5 Chairperson to determine disputes re votes

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

17.6 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 will be valid for all purposes. Any such objection made in due time is referred to the Chairperson of the meeting whose decision made in good faith will be conclusive.

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

18. POLL AT GENERAL MEETINGS

18.1 Conduct of Poll

- (a) If at a General Meeting a Poll on any question is demanded by not less than 10 Voting Members, it must (**subject to Rules 19.1(b) and (c)**) be taken in such manner and at such time and place as the Chairperson 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 Chairperson 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 Chairperson may direct.
- (c) The demand for a Poll may be withdrawn.

18.2 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.

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

19.1 Questions decided by majority

A resolution at a General Meeting (other than a Special Resolution and a resolution under **Rule 8.9**) is carried by an Ordinary Resolution.

19.2 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 Chairperson 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.

20. COMMITTEE

20.1 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 Chairperson, Vice Chairperson 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.

20.2 Number of members of the Committee

The Committee must consist of no less than 5 Members and no more than 9 Members

20.3 Term of appointment

Subject to these Rules, each Committee Member holds office for a period of approximately 3 years from the date of the Annual General Meeting at which that Committee Member becomes a Committee Member so that he or she is deemed to have retired at the third Annual General Meeting next following that at which he or she was elected, but is eligible for re-election upon such retirement.

20.4 Vacancies

The office of a Committee Member 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:
 - (i) absent from 3 consecutive meetings of the Committee;or a total of 3; in a Financial Year;
- (e) resigns from office by notice in writing given to the Chief Executive.

20.5 Removal by the Committee

20.5.1 Misconduct

- (a) The Committee at a Committee meeting specially convened for that purpose may by Ordinary Resolution suspend a Committee Member from the function of the Committee if the Committee as part of that Ordinary Resolution also resolves that that Committee Member's conduct or position as a Committee Member is prejudicial to the Club.
- (b) The Committee must within 14 days of suspending a Committee Member in accordance with **Rule 20.5.1(a)** proceed to call a General Meeting at which the Voting Members may if they think fit and by Ordinary Resolution:
 - (i) confirms such a suspension and removes that Committee Member of the Committee from office; or
 - (ii) annul such suspensions.
- (c) for the purposes of the Committee meeting referred to in **Rule 20.5.1(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 Committee Member that the Committee may vote to suspend or remove such Committee Member 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 Committee Member; and
- (iii) stating the date, place and time of that meeting.

20.6 Removal by General Meeting

The Club in a General Meeting may, by Ordinary Resolution, remove any Committee Member from the Committee before the expiration of the Committee Member's term of office and appoint another Member 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 Committee Member.

20.7 Casual Vacancies

- (a) In the event of a Casual Vacancy occurring in the office of a Committee Member, the Committee may in its sole discretion by Absolute Majority appoint a Voting Member a Committee Member who is eligible for election under **Rule 21** to fill the vacancy.
- (b) A Voting Member appointed or elected as a Committee Member pursuant to **Rule 20.7(a)** holds office, subject to these Rules, until the time that the term of office of the Committee Member whose vacation of office created the Casual Vacancy would have ended but for the vacation of office.

21. ELECTION OF COMMITTEE MEMBERS

21.1 Elections

A minimum of 3 Voting Members must be elected as Committee Members in accordance with the Rules at each Annual General Meeting.

21.2 Advance notice

Advance notice of an election of members of the Committee at an Annual General Meeting must be given in accordance with **Rule 10.3**.

21.3 Eligibility

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

- (a) the person is a Voting Member;

- (b) the person is not:
 - (1) an employee of the Club; or
 - (2) the auditor, or a director, partner, officer or employee of the auditor, of the Club; and
 - (3) a blood relation or related by marriage to any more than two members of the Committee

21.4 Nomination of candidates

Nominations of candidates for election as Committee Members must be:

- (a) made in writing, signed by two Voting Members of the Club other than the candidate 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.

21.5 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 effective on the date of the Annual General Meeting 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, a ballot must be held.

21.6 Conduct of ballot

The ballot for the election of Committee Members shall be conducted by post and by the returning officer, to be appointed by the Committee by Absolute Majority in such manner as specified in the By-Laws or, if not specified, then as the Committee may otherwise direct.

22. POWERS AND FUNCTIONS OF THE COMMITTEE

22.1 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.

22.2 Functions of the Committee

Without limiting the generality of **Rule 22.1** 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; 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 on behalf of the Club 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.

22.3 Committee may appoint attorney or agent

Subject to the Act the Committee may, by Ordinary 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.

22.4 Delegation to the Chief Executive

The Committee may:

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

23. PROCEEDINGS OF THE COMMITTEE

23.1 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 six (6) times in each Financial Year, at such place and times at the Committee may by Ordinary Resolution determine

- (b) The Committee may meet for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- (c) Committee meetings may be convened by the Chairperson or by any Committee Member and the Chief Executive must on the written request of a Committee Member convene a Committee meeting.

23.2 Quorum for Committee meetings

- (a) A quorum for a Committee meeting is the presence in person of a majority of Committee Members at the time.
- (b) A Committee Member 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 until reconvened at such a time as to be advised by the Chairperson or Secretary of the Club.

23.3 Notice of Committee Meetings

- (a) Written notice of each Committee Meeting must be given to each Committee Member at least five (7) days before the date of the meeting.
- (b) Written notice must be given to Committee Members 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.

23.4 Votes at Committee Meetings

- (a) Questions arising at a Committee Meeting or at a meeting of any Sub-Committee appointed by the Committee, must be determined on the basis of a simple majority determined on a show of hands or, if a Committee Member requests, by a Poll taken in such manner as the person presiding at that meeting may determine.
- (b) Each Committee Member present at a Committee Meeting, 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.
- (c) If in any case in these Rules it is stated that a Committee is to determine something or form an opinion or resolve to do something and it is not expressly stated that such determination, formation of an opinion or resolution is to be

done in any particular manner, it must be done by Ordinary Resolution in accordance with **clause 23.4(a)**.

23.5 Chairperson and Vice Chairperson

- (a) The Committee must elect a Chairperson and a Vice Chairperson. In the absence of the Chairperson at a Committee Meeting, the Vice Chairperson shall exercise all the powers and authorities of the Chairperson.
- (b) The Committee may elect more than one Vice Chairperson, in which case the duties to be undertaken by any of the Vice Chairpersons in the absence of the Chairperson are as specified by the Committee by majority vote.
- (c) If at any meeting the Chairperson or Vice Chairperson 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 Chairperson of such meeting.
- (d) The Chairperson and vice Chairperson will hold office for a term of 3 years ending automatically on the election of a Chairperson after the 3rd Annual General Meeting following the initial appointment of the Chairperson whose term is expiring. In the event that upon the automatic retirement of the Chairperson, the Chairperson having previously nominated for re-election by giving the appropriate notice is re-elected then such chairperson will be re-elected for a further 3 year term effective immediately.
- (e) Notwithstanding 23.5(d), if at a Committee meeting 6 Committee members present vote to remove the Chairperson, the Chairperson shall be removed and another must be appointed by an ordinary Resolution of the Committee.

23.6 Duties of the Chairperson:

- (a) Be Chairperson of the Club and Committee;
- (b) Preside as Chairperson at General Meetings and all Committee Meetings at which he or she is present;
- (c) Represent the Committee and be the Spokesperson for the Club;
- (d) Delegate to but remain responsible for matters handled by the Chief Executive of the Club;
- (e) Mediate in disputes between members (in their capacity as members) of the Club and in disputes between members and the Club.

23.7 Duties of the Vice Chairperson:

- (a) Be Vice – Chairperson of the Club and the Committee;

- (b) Preside as Chairperson at General Meetings and Committee meetings at which the Chairperson is absent;
- (c) Act as Chairperson in the event of any vacancy in the position of Chairperson to the extent by the Committee

23.8 Sub-Committees of the Committee

- (a) The Committee may delegate any of its powers to Sub-Committees consisting of such number of Committee Members 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.

23.9 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 Committee Member are as valid as if every such person or Sub-Committee had been duly appointed and every Committee Member was qualified and entitled to vote notwithstanding that it may afterwards be discovered that there was some defect in the appointment of a Committee Member or of the Sub-Committee or of the person acting as a Committee Member or Sub-Committee or that any Committee Member was disqualified or not entitled to vote.

23.10 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 so long as every Committee Member can at all times hear what is being said by every other Committee Member during the meeting, 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.

23.11 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 a simple majority of members of the Committee 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 sms, facsimile or electronic transmission to the Office, or may be oral and be communicated by telephone to the Chairperson. A statement in writing by the Chairperson that such an approval has been communicated to him or her shall be prima facie evidence thereof.

24. DUTIES AND OBLIGATIONS OF MEMBERS OF THE COMMITTEE

24.1 Care and diligence

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

24.2 Proper purpose

Each Committee Member 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.

24.3 Conflicts of interest

24.3.1 Primacy of Club interests: Each Committee Member 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.

24.3.2 Required Disclosure: A Committee Member 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.

24.3.3 Voting: A Committee Member 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.

24.3.4 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.

24.4 Use of information and position

A Committee Member 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.

25. CHIEF EXECUTIVE

25.1 Appointment and removal of Chief Executive

A Chief Executive may be appointed by the Committee or Sub-Committee as per Rule 24.7 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.

25.2 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.

25.3 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.

25.4 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 as directed by 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 and Wagering Act 2003* 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.

26. TREASURER

26.1 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.

26.2 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.

26.3 Duties of the Treasurer

The Treasurer shall

- (a) be Treasurer of the Club and Committee
- (b) be responsible for the collection and receipt of all monies due to the Club
- (c) make payments from with authority of the Committee and ensure that all cheques are signed in accordance with the by laws;
- (d) keep 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.
- (e) regularly provide the Committee a report, balance sheet and or financial statement;
- (f) have custody of all securities, books and documents of a financial nature and accounting records;
- (g) undertake all other duties imposed on a Treasurer by the Rules of the club or by the Act;
- (h) in the event of the Club employing an accountant then the Treasurers obligations contained in the sub rules above shall be undertaken by that accountant and the Treasurer shall, on behalf of the Club, oversee the accountant.

27. LIQUOR LICENCE

27.1 No commissions or allowances

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

27.2 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 provided that such behaviour is proximate to any such ejection.
- (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 Act 1988 Western Australia*.

27.3 Approved Manager to control supply of liquor

The supply of liquor by the Club is under the control of the Approved Manager as appointed by the Committee which must control the supply of liquor in good faith as a Club in an orderly manner and in compliance with all applicable provisions of the *Liquor Control Act 1988 Western Australia*.

28. MINUTES

28.1 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.

28.2 Inspection of minutes of General Meetings

Books containing the minutes of proceedings of General Meetings are open for inspection by any Member without charge in accordance with **Rule 32.7**.

28.3 Inspection of minutes of Committee Meetings

Members may be entitled to inspect minutes of proceedings of Committee meetings in accordance with **Rule 32.3**.

29. THE SEAL

- (a) The Committee may provide a common seal for the Club and must provide for the safe custody of that common seal.
- (b) The common seal must not be affixed to any instrument except by the authority of the Chairperson and Chief Executive of the Club.
- (c) Every instrument to which the common seal is to be affixed must subject to any provisions contained in this **Rule 30** be signed by a Committee Member and shall be countersigned by the Chief Executive or Chairperson or Treasurer and such shall be recorded in the minute book.

30. ACCOUNTS

30.1 Committee to keep

The Committee shall keep accounting records:

- (a) Which correctly record and explain the transactions and financial position of the Club;
- (b) In such a manner as will enable true and fair accounts to be prepared and audited; and
- (c) So as to conform to the requirements of all acts and regulations and funding and regulatory bodies.

30.2 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.

30.3 Copy of financial statements to be sent

A copy of every document which is by **Rule 30.2** hereof required to be laid before each Annual General Meeting must be sent to all persons entitled to receive notices of General Meetings before the Annual General Meeting.

31. FUNDS

31.1 Source

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

31.2 Management

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

31.3 Authority of Payment of Funds

As per the By-Laws of the Club.

32. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

32.1 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.

32.2 Access to records by members of the Committee

A Committee Member 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 Committee Member.

32.3 Inspection and copying of Relevant Documents by Members

(a) Subject to **Rules 32.3(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;
- (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* (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 Committee Member;
 - (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 **Rule 32.3(b)**.
 - (d) The grievance procedure set out in **Rule 10** applies to a dispute under this **Rule 32.3**.
 - (e) Nothing in this **Rule 32.3** detracts from the rights of Members to inspect or obtain a copy of the Register of Members under **Rule 6.2** solely for the purposes set out in **Rule 6.2(b)**.
 - (f) Nothing in this **Rule 32.3** 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.

33. THE AUDITOR

33.1 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 33.2**.

33.2 Appointment and removal

The Auditor:

- (a) subject to **Rule 33.3**, 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.

33.3 Eligibility for appointment

A person may be appointed as the Auditor only if the person:

- (a) is an auditor qualified to conduct audits of corporations as described in the *Corporations Act 2001*;
- (b) is not ineligible for appointment under the Act.

33.4 Attendance at Annual General Meeting

If, pursuant to **Rule** 10.3(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 answer of the Auditor, or a representative of the Auditor, at the Annual General Meeting.

34. ALTERATION OF THE RULES

These **Rules** may not be altered except in accordance with the Act.

35. NOTICES

35.1 Method of service of notices

Subject to any requirement of the Act, a notice may be served by the Club upon any Member, Committee Member or other person receiving notice under these **Rules** by any of the following methods:

- (a) by serving it upon the Member, the Committee Member or other person personally;
- (b) by leaving it:
 - (c) in the case of a Member, at the Member's address as recorded in the Register of Members; or
 - (d) in the case of a Committee Member or other person, at the Committee member's or other person's address as most recently given by notice 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:
 - (a) in the case of a Member, to the Member's address as recorded in the Register of Members; or
 - (b) in the case of a Committee Member or other person, to the Committee member's or other person's address as most recently given by notice to the Club for the purpose of receiving notices from the Club;
- (c) by sending it by facsimile transmission to a facsimile number nominated by the Member, Committee Member or other person for the purpose of serving notices upon the Member; or
- (d) by sending it to the electronic address nominated by the Member, Committee Member or other person for the purpose of receiving notices from the Club.

35.2 Time of service by post

Any notice sent by post is deemed to have been served within 48 hours of the day 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 Committee Member, 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.

35.3 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.

36. DISPOSAL OF ASSETS

36.1 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.

36.2 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.

36.3 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.

36.4 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 Western Australia 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.

37. INDEMNITY

37.1 Indemnity for legal costs

Every Committee Member 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 Committee Member 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.

37.2 Indemnity where no negligence, etc

Every Committee Member 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 Committee Member or officer by reason of any contract entered into or other act or thing properly done by him or her as a Committee Member 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.

37.3 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 Committee Member or officer of the Club is liable for:

- (a) the acts, receipts, neglects or defaults of any other Committee Member 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.

38. CONFIDENTIALITY

38.1 Obligation of confidentiality

Subject only to these Rules, every Committee Member, 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 Committee Member, 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.

38.2 Exceptions

The obligations of confidentiality under **Rule 38.1** 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 Auditor for the time being;
- (d) a General Meeting of Members; or
- (d) the inspection and copying of Relevant Documents by Members in accordance with **Rule 32.3(a)**.

39. 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 Committee Member 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.