

**CONSTITUTION OF THE**

# **NEW SOUTH WALES HARNESS RACING CLUB**

**ACN 000 002 666**



**Amended 20th October 2012**

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# MEMORANDUM OF ASSOCIATION

1. The Name of the Club is “New South Wales Harness Racing Club Limited”.
2. The Registered Office of the Club shall be situated at Menangle Park in the State of New South Wales or at such other place in the said State as the Club shall from time to time determine.
3. The objects for which the Club is established are all or any of the following:
  - (a) To conduct a Harness Racing Club in all its functions at Menangle Park and at other places from time to time.
  - (b) To act as an Agent for the Totalizator Agency Board in connection with betting controlled by such Board on harness racing events conducted, supervised or indirectly controlled by the Club and to erect, equip, maintain, purchase, let or hire out buildings and plant equipment and machinery on property owned, leased or otherwise held or controlled by the Club.
  - (c) To promote and advance harness racing.
  - (d) To refuse to admit, admit on condition, or exclude and eject from the property, premises and buildings owned by the Club or any part thereof of any person or member, for breaches of the Club Articles, By-Laws and Regulations, or upon other such grounds as the Club may from time to time decide for the effective control and administration of harness racing at and on the Club’s premises and for the better carrying out of these objects.
  - (e) To support and encourage the breeding of Harness Racing horses.
  - (f) To erect, construct, demolish, maintain and otherwise provide buildings stand accommodation, facilities and amenities for Club members and the public, bookmakers, trainers, drivers and other authorised persons and for employees of the Club, the Totalizator Agency Board and for other authorised employees with full power to control and supervise the use of same by such persons.
  - (g) To establish or otherwise obtain training grounds and harness racing courses at such place or places within the said State as may be determined by the Club and to maintain and improve such grounds in such manner as to the Club may appear necessary or convenient for the objects of the Club.
  - (h) To purchase take on lease or in exchange hire or otherwise acquire or dispose of in any such manner as the Club may decide any real or personal property or any interests therein and any rights or privileges which the Club may consider necessary or convenient for the purpose of carrying out any of its objects or for the purpose of increasing the general revenue of the Club.
  - (i) To construct improve maintain develop work manage carry out alter demolish or control any plant equipment machinery buildings works or conveniences which may seem calculated directly or indirectly to advance the interests of the Club and to contribute to subsidise or otherwise assist and take part in the construction improvement maintenance development working management carrying out alteration or control thereof.
  - (j) To enter into any arrangements with any Government or Authority Supreme Municipal or otherwise or any Company Corporation Firm Society Organisation or person which may seem conducive to the Club’s objects or any of them and to obtain from any such Government Authority Company Corporation Firm Society Organisation or person any rights privileges and concessions which the Club may consider it desirable to obtain and to carry out exercise enforce and comply with any such arrangements rights privileges and concessions.

- (k) To carry on the business of Coursing in all or any of its branches and to provide facilities for and otherwise assist in and promote the carrying on of coursing and to do whatever may be deemed expedient necessary or convenient to encourage improve and foster coursing or any other form of sport game amusement entertainment or recreation and to provide for any Company Corporation Club Society Organisation person or persons all or any of the Club's property whatsoever for any such purpose or for purposes of a like nature. In the construction of this object "Coursing" means Greyhound Racing and includes any form of dog racing or dog running.
- (l) To raise money by entrance fees subscriptions and charges and to grant to members concessions rights and privileges with regard thereto.
- (m)
  - (i) To borrow or raise money or secure the payment of money in such manner as the Club may think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the Club's property both present and future and of whatsoever kind and wheresoever situate or by Bank Overdrafts Mortgages Bills of Sale or otherwise and to purchase redeem or otherwise discharge or pay off any such securities.
  - (ii) To accept any grant or advance from such Fund established by Harness Racing NSW and/or other government authorities upon such terms and conditions as the Club and the above bodies may determine for the purpose of increasing stake money and prizes at Harness Racing meetings; improving race courses licensed under the Gaming and Betting Act 1912 and used for harness racing meetings; improving facilities at race courses connected therewith; assisting the Club or Harness Racing Associations and for any other purpose conducive to the advancement and development of harness racing.
- (n) To carry on the business of licensed victuallers and/or refreshment purveyors at the Club's premises for its own functions and for those functions associated with the Club's hiring out of its premises and catering services.
- (o) To let or sell by public auction or private sale or by tender from time to time the rights to collect gate money, the right to have refreshment and other booths and the right to occupy and use refreshment rooms, the right to sell racebooks and the right to advertise and any other rights or privileges in connection with the Club's property or harness racing meetings whether of the same or of a different nature.
- (p) To let any booth stall kiosk refreshment room or any part of the Club's property to enable the Lessees thereof to carry on the business of Licensed Victuallers and Refreshment Purveyors.
- (q) To apply such portion of the Club's funds to such charitable purposes as the Club may from time to time decide.
- (r) To allow the Club's property or any part thereof to be used for any charitable educational or sporting purpose and to impose such conditions with regard thereto as the Club may determine.
- (s) To make gifts and donations of cash or real or personal property of the Club to such Company Corporation Club Society Organisation person or persons and in such cases as the Club may think expedient for the improvement and in the interest of harness racing within the said State and to receive and accept such gifts and donations of cash or real or personal property from any Company Corporation Club Society Organisation person or persons as the Club may deem fit to receive and accept.
- (t) To promote establish or assist in promoting or establishing and to join or become a Member of any Association Club Society Corporation Company or Organisation having any object or interest in common with or similar to the objects or interest of the Club.

- (u) To draw accept make issue endorse discount execute and negotiate bills of exchange promissory notes warrants debentures and other transferable or negotiable instruments or securities.
  - (v) To make rules, regulations, by-laws and or to do all things incidental or conducive to the attainment of the above objects and the orderly administration and advancement of the Club, the proper upkeep and improvement of its property and the promotion and advancement of harness racing.
4. The income and property of the Club whensoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Club provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Club or to any Member of the Club or other person in return for any services actually rendered to the Club or any prizes in connection with competitions and events conducted by the Club nor prevent the payment of interest at a rate to be determined from time to time by the Board of the Club on money borrowed from any member of the Club.
  5. If any Member of the Club pays or receives any dividend bonus or other profit in contravention of the terms of paragraph 4 of this Memorandum of Association his liability to return or repay such dividend bonus or other profit shall be unlimited.
  6. Every Member of the Club undertakes to contribute to the assets of the Club in the event of the club being wound up during the time that he is a Member of the Club or within one year thereafter for payment of the debts and liabilities of the Club contracted before the time at which he ceases to be a Member and of the costs charges and expenses of winding up the Club and for the adjustments of the rights of the contributories amongst themselves such amount as may be required not exceeding two dollars.
  7. If upon winding up or dissolution of the Club there remains after the satisfaction of all of its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Club but shall be given up or transferred to some other institution or Institutions having similar objects to the objects of the Club to be determined by the Full Members of the Club at or before the time of dissolution or in default thereof by such Judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter.
  8. True accounts shall be kept of the sums of money received and expended by the Club and the matters in respect of which such receipts and expenditure takes place and of the property credits and liabilities of the Club and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Club for the time being shall be open to the inspection of Members. Once at least in every year the Accounts of the Club shall be examined and a Balance Sheet prepared and the correctness of the Accounts and Balance Sheet ascertained by properly qualified Auditors.
  9. The liability of the Members is limited.

# ARTICLES OF ASSOCIATION

## INTERPRETATION

1. In these presents unless there is something in the subject of context inconsistent therewith:

“The Companies Act” or “the Act” means the corporations legislation for the time being in force in the State of New South Wales.

“The Club” or “The Company” means New South Wales Harness Racing Club Limited.

“The Board” means those Members elected to the Board of the Club who occupy in effect the position of Directors of the Company the Chairperson being Chairman of Directors.

“Licensed Club Area” means those areas which are set aside for the use as a Licensed Club or as from time to time determined by the Board.

“Special Resolution” shall have the following meaning, namely that a resolution is a Special Resolution of the Club if:

- (a) it is passed at a meeting of the Club being a meeting at which at least thirty five (35) days’ written notice specifying the intention to propose the resolution as a special resolution has been duly given; and
- (b) if it is passed at a meeting referred to in paragraph (a) by a majority of at least three quarters of such members of the Club, as being entitled to do so, vote in person at that meeting.

“The Office” means the registered office for the time being of the Club.

“General Meeting” shall be a Meeting at which all Members of the Club are entitled to be present and shall include the Annual General Meeting.

“Month” means calendar month.

“In Writing” or “Written” includes printing lithography or other modes of representing or reproducing words in a visible form.

“Certified Mail” means the mode of registration of mail as determined by Australia Post or its equivalent from time to time.

Unless the contrary intention appears, words importing the masculine gender shall import also the feminine and words in the singular shall include the plural and vice-versa. Words importing persons include corporations. Words or expressions contained in these regulations shall be interpreted in accordance with the provisions of the interpretation Act of 1987 as amended or equivalent legislation for the time being in force in the State of New South Wales. Where a period of time is prescribed dating from a given day, act or event, the period shall be reckoned exclusive of such given day or the day of such act or event and where a period of time is prescribed terminating on a given day, act or event, the period shall be reckoned exclusive of such given day or the day of such act or event.

Where pursuant to these Articles a payment of a specific sum of money is to be made then unless the contrary intention appears that sum is expressed to be exclusive of any Goods and Services Tax which may also be payable in addition to that sum.

## **GENERAL**

2. The Club is established for the purposes set out in the Memorandum of Association.
3. The Club shall be non-proprietary and the profits and other income of the Club shall be applied in promoting its objects. Payment of any dividend is prohibited provided that nothing herein contained shall prevent any payment bona fide and on good faith to any officer servant or member of the Club or other person in return for services actually rendered to the Club or for any materials or goods supplied.
4. The premises of the Club may contain properly constructed bar rooms and other accommodation appropriate for the purposes of the Club.
5. No person under eighteen (18) years of age shall be admitted as a member of the Club.
6. These Articles constitute the regulations for the management of the Club.

## **MEMBERSHIP**

7. The Club was originally registered on the 10th day of October, 1902 and for the purposes of such original registration it was declared that the number of members did not exceed seventy-five. Thereafter and from time to time increases in the number of members have occurred.

## **CLASSES OF MEMBERS**

8. Until otherwise determined by the Club in General Meeting the Club shall consist of the following classes of Members:
  - (a) Full Members:
    - (i) Ordinary Members;
    - (ii) Country Members;
    - (iii) Senior Members;
    - (iv) Life Members;
  - (b) Provisional Members;
  - (c) Young Members;
  - (d) Honorary Members;
  - (e) Social Members;
  - (f) Temporary Members.
9. The number of Ordinary members, Country members, Senior members and Life members (being the only classes of membership eligible to attend and vote at general meetings) must comprise not less than twenty five percent (25%) of the total membership of the classes in Articles 8(a), 8(c) and 8(e).
10.
  - (a) From 1st January 1993 the Club shall adopt a Young Person's Recruitment Programme under which persons under the age of twenty-five (25) years shall be eligible to join the Club as a Young Member.
  - (b) All rights and entitlements of such Young Membership shall be as set forth in this Article and as the Board may from time to time determine.

- (c) Every application for such Young Person's Membership shall be in the form as set out in Article 12 save that references to "Ordinary Member" shall read "Young Member".
- (d) Such membership shall be for a period of two (2) years from the date of acceptance of such application by the Club.
- (e) During such two (2) year period the Young Member shall pay no joining fee and shall be liable to a Young Person's Membership annual subscription which shall be one half only of the annual subscription rate of an Ordinary Member. Such subscription shall be payable yearly in advance within one month of election or the anniversary date and the period to which such subscription shall relate (hereinafter called "the Subscription Year") shall be the period of twelve (12) months immediately following such election.
- (f) Upon the expiration of the two (2) year period referred to in sub-clause (e) above the Young Member may apply for full Ordinary Membership and subject to the approval by the Board such application shall be granted upon the Young Member attending to payment of the annual subscription of Ordinary Membership or a proportionate amount for the balance of the year remaining from the date of expiration of the Young Person's Membership. No joining fee as prescribed by Article 36 shall be required of such Young Member upon his election as an ordinary Member.
- (g) Such Young Members shall have no voting rights until they become Ordinary Members. They may attend any meeting of the Club, however, they shall not address such meetings other than by the invitation of the Chairman.
- (h) A Young Member shall not be precluded from applying for full Ordinary Membership, however, upon such person becoming an Ordinary Member his Young Membership shall cease.
- (i) Notwithstanding the provisions of Article 18, a person to whom Article 18(a) or 18(c) applies may become a Young Member and upon the expiration of such Young Membership such person may apply to the Board for Ordinary Membership. The Board in its absolute discretion shall determine such application.
- (j) The Board, in its discretion, has power to elect to membership of the Club as a Young Member any person who makes application for membership as a Young Member, and who is over the age of 18 years and under the age of 25 years.
- (k) The name of every person elected as Young Member together with the date of his election and his ordinary address shall be forthwith entered in the Register of Young Members. The provisions of Article 27 shall apply to Young Members.
- (l) Young Members shall be entitled to admission to all harness racing coursing or other meetings conducted by the Club or on the Club's premises free of charge and to admission to the Members' Stand and to all other parts of the Racecourse specially set apart for Members. Each Young Member shall be entitled to one (1) annual accompanying Guest ticket which shall entitle the holder thereof to admission to the Ground when accompanied by the Young Member and to the Members' Stand or Stands. Each Young Member shall be entitled to a further Guest's Ticket upon payment of a fee of One Hundred and Ninety Dollars (\$190.00) (or an amount as the Board from time to time determines). Such ticket shall be valid for the annual membership period and shall entitle the ticket holder to entry without charge to Menangle Park and access to all facilities available to Members.
- (m) Upon the expulsion of a Young Member pursuant to Article 53 hereof he shall cease to be a Member.



- (n) If any Young member omits to pay his annual subscription within sixty-one days of the anniversary date of his election such Member shall cease to be a Young Member of the Club provided always that if an explanation of and reasons for such default be given to the Board it may upon being satisfied therewith and upon payment of such outstanding subscription cause such person's name to be replaced in the Register of Young Members.
- (o) Every Young member shall wear his membership badge, medal or ticket in clear view whilst entering any of the Club's courses or whilst using the Members' facilities and shall procure that any of his Accompanying Guests wear their ticket or tickets similarly. Every Young Member or Accompanying Guests shall produce their membership badge medal or ticket on demand to the gatekeeper or other persons authorised by the Board and on failure to do so may be removed from any of the Club's courses or other premises.
- (p) The provisions of the following Articles shall have application to Young Members:  
Articles: 5; 28; 48; 50; 51; 52; 53; 55; 56; 60; 61; 64; 98; 99 and 100.
- (q) Articles of the Club having no application whatsoever to Young Members shall include:  
Articles: 40; 63; 65; 66; 72 and 77.

## **PATRON**

- 11. The Club may at an Annual General Meeting elect a patron to hold office until the next succeeding Annual General Meeting and/or a life patron. A retiring patron shall be eligible for re-election.
- 12. Every application for membership shall be in the form or to the effect as determined by the Board of Directors.
- 13. (a) Every candidate for Full membership shall be proposed and seconded in writing by two Full Members of the Club.
- (b) Every candidate for Social membership shall be proposed and seconded in writing by any two of the following:
  - (i) Full Members of the Club; or
  - (ii) Social Members of the Club who have known the candidate for a period of not less than two (2) years.
- 14. Every candidate for membership of the Club as a Young Member, shall be proposed and seconded in writing by two Full members of the Club.
- 15. The name, address, occupation of and the names of every candidate for membership and the Proposer and Secunder of every candidate for membership other than Senior, Life or Temporary membership shall be displayed on the Members' Notice Board for a period of not less than one month after such application shall have been received by the Club and an interval of not less than two months shall elapse between nomination and election.
- 16. Deleted 20 October 2012.
- 17. Deleted 20 October 2012.

18. Subject only to the provisions contained in (b) hereof, no person shall be eligible for election as a member of the Club who:
- (a) is a paid employee of the New South Wales Harness Racing Club Limited or a paid official in an administrative position with any other Harness Racing Club coming under the jurisdiction of Harness Racing NSW or any other horse racing club or greyhound racing club or is a paid employee of Harness Racing NSW.
- and/or
- (b) is a person to whom the provisions of Articles 55 and 56 hereof would apply if that person were a member of the Club.
  - (c) by reason of his occupation, place of abode or other circumstance is in the opinion of the Board unable to attend Harness Racing meetings of the club on a regular basis.
19. Notwithstanding the provisions of Article 55 hereof, a person shall be eligible for election or re-election or reinstatement as a member of the Club at the Board's discretion if the conviction referred to or the sentence served, whichever is latter in time, was more than ten (10) years from the date of application for election or re-election or reinstatement or if the bankruptcy has been annulled or if the applicant has been discharged as a bankrupt either by an operation of law or by the Court, or if the Applicant has fulfilled the terms and been released from their requirements of any Deed of Assignment, of any Deed or Arrangement or any composition with creditors. Should the Board agree to such reinstatement it may in its discretion exempt him from payment of any fees related to his rejoining of the Club.
20. Notwithstanding the provisions of Article 56 hereof, the Board may consider an application from any person to whom Article 56 applies by virtue of Article 19 only after the disqualification referred to in Article 56 has terminated or been avoided.
21. The Board shall have the power to interview or correspond with applicants for membership and to make such enquiries of members of the Club or otherwise as the Board considers necessary for the purpose of carrying out its duties.
22. Deleted 20 October 2012.
23. Any member of the Club may object to the application for membership of the Club by any person provided:
- (a) the objection is in writing addressed to the Board of Directors of the Club and states the reasons for making the objection;
  - (b) notice of objection is lodged within one month of the exhibition of the application for membership on the Members' notice board pursuant to Article 15 hereof;
  - (c) a Social Member can only make an objection to an application for Social membership;
  - (d) a Young, Provisional, Honorary or Temporary Member shall make no objection to any application for membership whatsoever.
24. The Board shall consider any objections so lodged and shall have the power to call before it the member or members making the objection for the purpose of making further enquiry into the reason for the objection.
25. The Board shall consider every objection on its merits but shall not be required to give any reason in respect of any decision made by it whether in relation to an application for membership or an objection to same.

26. The Board shall not make public the fact of or reasons for any objection and all information received by the Board otherwise than as provided in Article 15 for the publication of applications for membership, shall be deemed to be privileged.
27. The name of every person elected as a Member (with the exception of a Temporary Member) together with the date of his election and his ordinary address shall be forthwith entered in the Register of Ordinary Members, Register of Country Members, Register of Senior Members, Register of Life Members, Register of Young Members, Register of Honorary Members or Register of Social Members as the case may be. The Secretary shall keep Registers of such addresses and any document delivered to or posted to the registered address of a Member shall be deemed to have been received by him unless the contrary be proved. Every Member shall inform the Secretary/General Manager in writing within thirty five (35) days of any change in his address.
28. Each member of the Club shall be bound by the Memorandum and Articles of Association and such other rules of the Club as shall be in force from time to time during his membership.

### **PROVISIONAL MEMBERSHIP**

29. (a) A person in respect of whom:
- (i) an application for membership duly completed has been given to the Club; and
  - (ii) who has paid to the Club the joining fee (if any); and
  - (iii) the subscription appropriate to the class of membership referred to in the nomination form may be granted Provisional membership of the Club while awaiting the decision of the Board of Directors in relation to that person's application for membership of the Club.
- (b) Should a person who is admitted as a Provisional member not be elected to membership of the Club within eight (8) weeks from the date of the application form being given to the Club or should that person's application for membership be refused (whichever is the sooner) that person shall:
- (i) cease to be a Provisional Member of the Club; and
  - (ii) the joining fee, if any, and subscription submitted with the nomination shall be returned to that person.
30. (a) Provisional Members are entitled to:
- (i) such social privileges of the Club as the Board of Directors may determine from time to time; and
  - (ii) introduce guests into the Club.
- (b) Provisional Members are not entitled to:
- (i) attend or vote at general meetings including Annual General Meetings of the Club; or
  - (ii) nominate for or be elected to hold office on the Board of Directors;
  - (iii) vote in the election of the Board of Directors;
  - (iv) vote in any Special Resolution to amend the Memorandum and Articles of Association of the Club;
  - (v) propose, second or nominate any eligible member for any office of the Club;
  - (vi) propose, second or nominate any person for Life Membership."

## **LIFE MEMBERSHIP**

31. All persons elected to membership prior to the 12th day of March, 1973 and who have been subscribing Ordinary Members for a continuous period of fifteen years shall upon expiration of such period automatically become Life Members and thereupon shall be entitled to have their names and addresses entered into the Register of Life members.
32. Subject to Article 33 any Ordinary, Senior or Country Member who has rendered distinguished services to the Club may be proposed to the Board in writing as a candidate for life membership by two Full members of at least five years' standing. The Board at its discretion may put a resolution to the Annual General Meeting for the election of that member to Life Membership.
33. An Ordinary, Senior or Country Member may be elected a Life Member by the majority vote of all Members present and entitled to vote at a General Meeting notwithstanding that such Ordinary, Senior or Country Member may have been a subscribing Member for a period of less than fifteen (15) years and upon such election such Member's name and address shall be entered in the Register of Life Members. Such election referred to herein must be proposed by way of resolution with written notice to the Secretary of at least thirty five (35) days.

## **HONORARY MEMBERSHIP**

34. The following persons may be made Honorary Members of the Club in accordance with the procedures established by the Board from time to time.
  - (a) The patron or patrons for the time being of the Club.
  - (b) Any prominent citizen or local dignitary.

## **TEMPORARY MEMBERS**

35.
  - (a) The following persons in accordance with procedures established by the Board may be made temporary members of the Club.
    - (i) Any visitor whose permanent place of residence in New South Wales is not less than a distance of 5km from the Club premises or such greater distance which may be determined by the Board by by-laws pursuant to these Articles.
    - (ii) Any interstate or overseas visitor.
  - (b) Temporary Members shall not be required to pay a joining fee or annual subscription, other than admission fees determined from time to time by the Board for the Club's harness racing, coursing or other meetings conducted by the Club or on the Club's premises.
  - (c) Temporary Members shall not be entitled to attend or vote at any meeting of the Club nor shall he or she be eligible for appointment to the Board or any office of the Club or to participate in the management, business or affairs of the Club in any way.
  - (d) Temporary Members shall not be permitted to introduce guests into the Club.
  - (e) A Director or the Secretary of the Club may terminate the membership of any Temporary Member at any time without notice and without having to provide any reason therefore.
  - (f) No person under the age of 18 years may be admitted as a Temporary Member of the Club except to participate in an organised sport or competition to be conducted by the Club on that day.
  - (g) When a Temporary Member first enters the Club premises on any day the following particulars shall be entered in the Club's register of temporary members:

- (i) The name in full of the Temporary Member.
  - (ii) The resident address of the Temporary Member.
  - (iii) The date on which Temporary Membership is granted.
  - (iv) The signature of the Temporary Member.
- (h) Temporary Members will only be allowed access to areas which are licensed in accordance with the Registered Clubs Act, or as time to time determined by the Board.

## **JOINING FEE**

36. The joining fee for Members of the Club shall be such sums as may be determined from time to time by the Board of the Club for each class of membership. Such joining fee and any subscription payable in accordance with these Articles shall be paid by every person so elected within thirty five (35) days after such election.
37. The Board of the Club in its discretion may waive the payment of the joining fee provided for in Article 36 herein in the case of the re-election as a Member of the Club of a person who was formerly a Member of the Club.
38. Full Members who shall become or who shall be elected Life Members pursuant to Articles 31 or 33 herein shall not be required to pay any fee upon so becoming or being elected Life Members.
39. Honorary Members shall not be required to pay any fee after their election as Honorary Members.

## **SUBSCRIPTIONS**

40. Every member shall pay an annual subscription of one hundred and fifty dollars (\$150) except those members whose usual place of abode is one 100 kilometres or more from Menangle Park (“Country member”) who shall pay an annual subscription of ninety dollars (\$90). However all Ordinary members sixty five (65) years of age or over at the next following subscription date shall pay an annual subscription equal to that of a Country member and shall be referred to as a Senior Member. The Board of Directors shall have the power to vary such subscriptions as they may from time to time determine.
41. (a) The Board of Directors shall determine from time to time:
- (i) the amount of the subscription payable by Social Members which shall be not less than the minimum prescribed by the Registered Clubs Act 1976;
  - (ii) whether the subscription for Social membership is payable monthly, quarterly, half yearly or annually but in any event shall be payable in advance; and
  - (iii) the due date for payment of the subscription consistent with sub paragraph (ii).
- (b) If a Social Member fails to pay the subscription for Social membership by the date determined pursuant to paragraph (a)(iii) then that Social Member shall automatically cease to be a member of the Club with effect from that date, provided that if an explanation of and reasons for the failure to pay by the due date are subsequently given to the Board of Directors then the Board of Directors may upon being satisfied of the reasons for the failure and upon payment of the outstanding subscription cause such person to be restored to Social membership.
- (c) Articles 40, 42, 43 and 44 do not apply to Social membership.
42. The Annual Subscription for Members shall be payable yearly in advance on or before the 1st day of July and the period to which such subscription shall relate (hereinafter called “The Subscription Year”) shall be the period of twelve (12) months immediately following the 1st day of July.

43. (a) Each person who is elected as a Full Member during the last six (6) months of any subscription year shall be required to pay in addition to the joining fee one half of the annual subscription for the remainder of the subscription year and such amount shall be paid within thirty five (35) days after such election.
- (b) Each person who is elected as a Full Member during the first six (6) months of any subscription year shall be required to pay in addition to the joining fee the full amount of annual subscription for the remainder of the subscription year and such amount shall be paid within thirty five (35) days after such election.
44. If any Member omits to pay his Annual Subscription on or before the 1st day of September in each year or in the case of recently elected Members omits to pay his joining fee and annual subscription or joining fee and one half of the Annual Subscription as the case may be within thirty-five (35) days after his election such Member or recently elected Member shall cease to be a Member of the Club provided always that if an explanation of and reasons for such default be given to the Board it may upon being satisfied therewith and upon payment of such outstanding subscription cause such person's name to be replaced in the Register of Members.
45. Other than the usual fees associated with the purchase of a Guest Badge, Life Members and Honorary Members shall not be required to pay any annual subscription.

#### **PRIVILEGES OF MEMBERSHIP**

46. All Full and Honorary Members shall be entitled to enjoy the privileges of membership paripassu with each other subject nevertheless to the following qualifications:
- (a) Full Members shall be entitled to admission to all Harness Racing coursing or other meetings conducted by the Club or on the Club's premises free of charge and to admission to the Member's Stand and to all other parts of the Racecourse specially set apart for Members. Each Full Member shall also be entitled to two annual guest tickets which shall entitle the holders thereof to admission to the Ground and to the Members' Stand or Stands; but each Full Member elected after 28th October, 1981 shall be entitled to one annual guest ticket only. All Full, Young and Honorary members shall be entitled to a guest ticket upon payment of a fee of one hundred and ninety dollars (\$190.00) (or an amount as the Board from time to time determines). Such ticket is to be valid for the annual membership period and shall entitle the ticketholder to entry without charge to Tabcorp Park Menangle and access to all facilities available to members. The Board may also issue guest badges for any Meeting or Race Day to such guests of the Club as it may determine.
- (b) No Honorary Member shall hold any office (which term shall include Chairperson, Deputy Chairperson, Executive Director and Member of Board) nor vote at any meeting of the Club nor be present (except by invitation of the Board) at any such meeting or propose or second any candidate for admission for membership nor have any right title or interest in or to any of the property of the Club.
- (c) Provisional Members shall be subject to any restriction or limitation of privileges which may be imposed pursuant to Article 30.
- (d) Every Full, Young or Honorary Member shall wear his membership badge, medal or ticket in clear view whilst entering any of the Club's courses or whilst using the members' facilities and shall procure that any of his guests wear either annual guest badges or casual visitors' tickets similarly displayed. Every Full, Young or Honorary Member or visitor and every guest shall produce their membership badge, medal or ticket or guest badge on demand to the gatekeeper or other person authorised by the Board and on failure to do so may be removed from any of the Club's courses or other premises.

- (e) Full, Provisional, Young and Honorary Members shall be allowed free access to the Licensed Club Area and to the use and enjoyment of the amenities contained therein.
  - (f) Full, Provisional, Young and Honorary Members shall have the privilege of introducing a friend or friends to the Licensed Club Area.
  - (g) A visitor shall not enjoy the amenities of the Club and shall not remain on the Club's premises unless on the invitation and in the company of the Member referred to in Article 46(d) above.
  - (h) A Member must show his membership card/badge on admission to the Club's premises referred to in Article 46(e) above.
47. (a) Social Members shall only be allowed access to the Licensed Club Area and to the use and enjoyment of the amenities contained therein.
- (b) Social Members shall have the privilege of introducing a friend or friends to the Licensed Club Area.
- (c) A visitor shall not enjoy the amenities of the Club and shall not remain on the Club's premises unless on the invitation and in the company of the Member referred to in Article 47(b) above.
- (d) A Social Member must show his membership card/badge on admission to the Club's premises.
- (e) Subject to Articles 51, 52 and 53 Social Members shall not be entitled to attend or vote at any meeting of the Club, nor shall he be eligible for appointment to the Board of Directors or any office of the Club or to participate in the management, business or affairs of the Club in any way.
- (f) A Social Member shall not have any right, title or interest in or to any of the property of the Club.
- (g) Articles of the Club having no application whatsoever to Social members shall include:
- Articles 55; 56; 57; 58; 62; 63; 64; 65; 66; 67; 68; 69; 70; 71; 72; 73; 76; 77; 84; 85; 91.
- (h) Nothing in these Articles shall entitle a Social Member to admission to any Harness Racing coursing or other meetings conducted by the Club or on the club's premises free of charge or to admission to the Members' Stand or any other part of the Club's premises set apart for the use of Members other than the Licensed Club Area.
48. The rights and privileges of every member shall be personal to himself and shall not be transferable by his own act or by operation of law. In the event of proof being given to the satisfaction of the Board that any member has allowed his badge, medal or ticket to be used by any other person for the purpose of obtaining admission to a race course or any of the divisions thereof, or to any areas licensed in accordance with the Registered Clubs Act or to any areas referred to in Articles 46(e) and 47(a) above, he shall be liable to suspension from the Club for such period or upon such other conditions as the Board may determine or the Board may cancel his membership and thereupon he shall cease to be a member of the Club.

#### **CESSATION OF MEMBERSHIP**

49. The Board may at any time and without prejudice and without furnishing any reason therefore withdraw Honorary Membership from any person elected pursuant to Article 34 and thereupon such person shall cease to be an Honorary Member.
50. Any Member may resign his membership in the Club by giving one month's notice in writing to the Club of his intention so to do and upon the expiration of such period shall cease to be an Ordinary, Senior, Country, Provisional, Social, Young, Life or Honorary Member as the case may be.

51. (a) The Board of the Club may charge any member of the Club and any member of the Club may by notice in writing by way of certified mail to the Board of the Club charge any other member with conduct either on or off the Club's premises rendering that member or if more than one, them, unfit for membership or unbecoming to a member or prejudicial to the reputation and/or interests of the Club. Forthwith after making such charge or receiving notice of such a charge the Board of the Club shall give written notice by way of certified mail to the member particulars of the conduct complained of and requiring the member to appear before the Board to show cause why he/she should not be dealt with in accordance with these Articles and/or Rules of the Club. Such appearance by the member is to be before the Board at its next meeting following a thirty five (35) day period after service of notice on the member.
- (b) Any member making a charge in accordance with clause 51(a) above hereof shall do so within three months from the time he became aware of such conduct and in any case within twelve months of the occurrence of the event giving rise to such charge.
- (c) Notwithstanding the provision of sub clause 51(a) above the Board may allow such appearance by a member so charged to take place at a later date. The appearance by the member shall be no later than six (6) months after the service of the notice.
- (d) At the conclusion of the hearing of any charge against a member the Board shall have the power to dismiss the charge or to reprimand or suspend from the privileges of membership for a period which the Board shall determine or expel such member from membership of the Club.
52. (a) Any member charged under Article 51 hereof shall be given the opportunity of refuting such charge or explaining the conduct complained of and shall be entitled to bring witnesses to give evidence on his behalf.
- (b) Any member aggrieved by the decision of the Board made under Article 51 hereof may appeal against such decision to the next General Meeting of the Club or to an Extraordinary General Meeting convened for that purpose.
- (c) Notice of such appeal must be given in writing by the Member or Members within 21 days from the date of the decision of the Board to be appealed from and such notice must state whether the appellant requires the matter to be disposed of at the next General Meeting or at an Extraordinary Meeting of the Club convened for that purpose.
- (d) No application for an appeal to an Extraordinary General Meeting of the Club shall be entertained unless the Notice of Appeal has been signed by the appellant and counter- signed by not less than ten per cent of the Full Members of the Club.
- (e) Any Member appealing against a decision of the Board of the Club made under Article 51 may apply for a Stay of Proceedings until the General Meeting or Extraordinary General Meeting at which the appeal shall be heard. Such application must be given in writing by the member, together with the Notice of Appeal and must state the grounds upon which the application is based. The application shall be heard at the next meeting of the Board of the Club and the applicant shall be given the opportunity to appear at such meeting to put forward his case. Should the applicant fail to appear at the meeting of the Board of the Club, the Board may hear the application in his absence. The Board of the Club may in its discretion deny the application or grant the application on such terms and conditions as it thinks fit.
53. (a) At any General Meeting or at any Extraordinary General Meeting convened for the purpose of hearing an Appeal, the appellant shall be given the right to appear for the purpose of refuting any charge brought against him or explaining the conduct complained of or to object to the penalty imposed by the Board of the Club and the appellant shall be entitled to bring witnesses to give evidence on his behalf.



- (b) At any General Meeting or at any Extraordinary General Meeting convened for the purpose of hearing an Appeal the normal rules of debate shall be followed and the Chairman's decision shall be final and binding in respect of such procedure and the Meeting shall have the power to reprimand the member or suspend him from the privileges of membership for such period as the Meeting may determine or may expel such member from membership of the Club.
  - (c) The decision of the Meeting pursuant to sub-clause 53(a) above hereof shall be by a majority of the members present in person and entitled to vote at such meetings and the decision of the members shall be ascertained by secret ballot.
54. Upon the expulsion of a member pursuant to Article 51 or Article 53 hereof he shall cease to be an Ordinary, Senior, Country, Life, Young, Provisional, Social or Honorary Member as the case may be.
55. Any member who shall be convicted by a competent Court of an offence involving dishonesty or who is sentenced by such Court for an offence to a period of imprisonment in the first instance which such member serves or who becomes bankrupt or makes any general assignment of his property for the benefit of or general composition or arrangement with his creditors shall there upon cease to be a member of the Club. The member shall advise the Club of any of the events described in this clause by certified mail within thirty five (35) days of the occurrence of such event.
56. Any Member (Ordinary, Senior, Country, Provisional, Life or Honorary) who shall have been disqualified under the Rules of Harness Racing or the rules of any association person or corporate entity with which the Club may be affiliated or whose disqualification by the Stewards or Board of any registered meeting or of any registered or other Club shall have been adopted by the Board of the Club shall upon disqualification or adoption ipso facto cease to be an Ordinary, Senior, Country, Provisional, Life or Honorary Member as the case may be.
57. Any Member whose status changes to that of a person described in Article 18(a) hereof shall, ipso facto, cease to be a member of the Club.
58. Should the membership of any member cease pursuant to the provisions of Article 18(a) his membership shall automatically revive upon the said Article no longer being applicable to his circumstances.
59. Any member of the Club being a Chairperson, Vice-Chairperson, and/or a Director who becomes licensed by Harness Racing NSW shall ipso facto be deemed to have resigned from that office but shall be entitled to remain an Ordinary, Senior, Country, Provisional, Life or Honorary Member as the case may be.
60. A Member who ceases to be an Ordinary, Senior, Country, Provisional, Social, Young, Life or Honorary Member as the case may be shall thereafter have no interest in or claim upon the Club or its property nor shall he be entitled to a refund of any joining fee or subscription paid by him.
61. Upon ceasing to be a Member of the Club a person shall not be relieved of his liability to pay any money then due by him to the Club nor his liability under Clauses 36 and 40 of the Articles of Association of the Club for the purposes of satisfying such liabilities or any of them and the Board of the Club may take such action as it sees fit to recover such monies due to the Club.

## **ANNUAL GENERAL MEETING**

62. A General Meeting of the Members shall be held once yearly in the month of October, which Meeting shall be the Annual General Meeting for the purpose of:
- (a) Confirming of the Minutes of the previous meeting;
  - (b) Receiving the Annual Report and the Club's Balance Sheet;
  - (c) Hearing and determining an appeal pursuant to Articles 52 and 53.
  - (d) Transacting any other business that may be brought before the meeting under the Rules of the Club;
  - (e) The hearing of the results of the election of the Directors for the ensuing year.

63. (a) Items of business referred to in 62(d) above may be brought before the meeting by a member only if the member has given written notice thereof to the Secretary pursuant to Article 72. Such items of business for decision at a meeting shall be framed as resolutions and are to be put to a vote of members. Resolutions are to be passed by a simple majority unless they are special resolutions which require a majority of at least three quarters of the members of the Club, as being entitled to do so, vote in person at the meeting.
- (b) An item of business referred to in Article 62(c) shall be framed as a resolution and shall provide for the Meeting to alternatively:
- (i) confirm the decision of the Board; or
  - (ii) impose any other penalty provided for by Article 53(a); or
  - (iii) uphold the appeal.
64. A copy of the Annual Report and Balance Sheet shall be furnished to each Member of the Club twenty-one days before the Annual Meeting.
65. An Extraordinary General Meeting can be convened only by authority of the Board or in pursuance of a requisition to the Secretary signed by ten per cent of Members. It shall not be competent for such meetings to transact any other business except that for which the Meeting is specially summoned or any amendment which in the opinion of the Meeting shall bear directly upon.
66. At all Meetings of the Members a quorum shall be 50 Members (Ordinary, Senior, Country and Life) according to the Club's Register of Ordinary, Senior, Country and Life members at the date of the subject Meetings. No business shall be transacted at any meeting unless a quorum of members is present at the time when the meeting proceeds to business. Should there not be a quorum the Members present may at the expiration of half an hour from the time appointed for assembling adjourn the Meeting until such time as they may consider desirable and if there be no Members present the meeting shall be adjourned to such a day as the Board may appoint. The Chairman may with the consent of any Meeting at which a quorum is present (and shall if so directed by the Meeting) adjourn the Meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the Meeting for which the adjournment took place. When a Meeting is adjourned for ten days or more notice of the adjourned Meeting shall be given as in the case of an Ordinary Meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned Meeting.
67. All Meetings shall be convened by circular delivered or sent by ordinary prepaid post to each Ordinary, Senior, Country and Life Member addressed to such member at his recorded address with the Club.
68. The chairperson at all meetings of the Club shall be the Chairperson or in their absence the Deputy Chairperson. In the absence of the Chairperson or Deputy Chairperson the members present shall elect a chairperson from their number by a show of hands. The chairperson at any Meeting shall have a casting vote only. The interpretation of the Articles at any Meeting shall be in the first place left to the chairperson but any member present may if he thinks fit require the chairperson to submit the question of interpretation to the Meeting and if the decision of the meeting be adverse to the opinion of the chairperson he must submit to such decision.
69. At any general meeting a resolution put to the vote of the meeting shall be decided by the required majority on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- (a) by the chairperson; or
  - (b) by at least three (3) members present.

70. Upon a poll being demanded such poll is to be taken of the members present at the meeting at a time during the meeting so determined by the chairperson.
71. At each Meeting the Minutes of the previous Meeting shall submitted for confirmation by a vote of the Members present before any other business proceeds.
72. Should any Member wish to bring forward any motion or to alter any Article or to add any new Article he shall give written notice thereof to the Secretary at least thirty-five days before the Meeting at which he may wish his proposition to be considered and the Secretary shall immediately advise each Member by circular. No such business of which notice has not been given shall be entertained at any Meeting.
73. Subject to the corporations legislation the Club may by special resolution alter its Memorandum and/or Articles of Association.

## **MANAGEMENT**

74. The affairs and general business of the Club shall be managed by a Board whose members shall be a Chairperson, a Deputy Chairperson and seven other Directors. The Chairperson, Deputy Chairperson and Executive Director will form the Executive. The Chairperson, Deputy Chairperson and Executive Director shall be elected by the Board in that order at a meeting immediately following the General Meeting at which the result of the ballot has been declared. If this is not practical, such a meeting must be held by the Board within 24 hours of the declaration of the ballot. If two or more candidates for the position of Chairperson, Deputy Chairperson or Executive Director receive the same number of votes for that position, that number being higher than the vote received for any other candidate for the position, then that position shall be determined by ballot between those candidates receiving the same number of higher votes conducted under the supervision of the Secretary. The result of the election for Chairperson, Deputy Chairperson and Executive Director shall be notified to the members by notice on the notice boards of each of the Club's premises.
- 74A. (a) For the purposes of the election of the Board in 2013 and with effect from the Annual General Meeting of the Club in that year, the composition of the Board described in the first sentence of Article 74 will cease to apply and the affairs and general business of the Club until the Annual General Meeting of the Club in 2015 shall be managed by a Board whose members shall be a Chairperson, a Deputy Chairperson and six (6) other directors.
- (b) For the purposes of the election of the Board in 2015 and with effect from the Annual General Meeting in that year and each Annual General Meeting thereafter, the general business of the Club shall be managed by a Board whose members shall be a Chairperson, a Deputy Chairperson and five (5) other directors.

## **POWERS AND DUTIES OF BOARD**

75. The Board is empowered to so act as to give effect to the objects or any of them for which the Club is established and in this regard but not by way of limitation the Board has power:
  - (a) to do all things which may be done by the Club excepting only those things which by law or under these Articles are required to be done by the Club in General Meeting;
  - (b) to submit proposed amendments and alterations to the Rules and Regulations governing Harness Racing in New South Wales to Harness Racing NSW as well as proposed betting amendments and to co-operate in the enforcement of any penalties for breaches of the said Rules and Regulations as declared by Harness Racing NSW;
  - (c) to appoint a Secretary and such other Officials and servants and in such numbers as it may from time to time determine and to discontinue at any time the services of such Secretary Officials or servants or any of them;

- (d) to postpone any Meeting of the Members of the Club for a period not longer than thirty days and the business transacted at such postponed Meeting shall be as valid as if it had been transacted on the day first appointed;
- (e) to prepare and issue the programmes for the Club's Race Meetings to be held during the year to prepare the conditions of and to advertise such races to be run in succeeding years and to make Regulations as they may think proper in regard to the Course or exercise ground and shall also have full power in case the necessity may appear to them sufficiently urgent to postpone the Club's races (either before or after their commencement) from day to day or week to week with the consent of the relevant Authority and in fact to take upon themselves the entire management thereof their authority being supreme and their decisions final and conclusive on all questions arising out of or in connection with the matters herein referred to;
- (f) to borrow or raise or secure the payment of money in such manner as the Board shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the Club's property (both present and future) and to purchase redeem or pay off any securities;
- (g) to invest any moneys of the Club not required for the purposes thereof on such securities and in such manner as they may think fit and from time to time to vary or realise such investments;
- (h) to give receipts releases and other discharges for money payable to the Club and for all claims and demands of the Club not recoverable by the Club in the ordinary course of the business thereof;
- (i) to observe and perform the awards and to refer any claims or demands by or against the Club relating to awards to arbitration;
- (j) to petition Parliament to make any application to the Supreme Court or to the Judges or any other Officer thereof the Governor Executive Council or any Officer of the Government of New South Wales or to the Federal or State Ombudsman or to convene any public meeting in the City of Sydney or any town or district in the State in the name of the Club;
- (k) to enter into agreements conferring upon any person or corporation any rights concessions licences or other privileges relating to or in any way connected with the Club's property or any part hereof or with Harness Racing Coursing or other meetings held by or under the control of the Club for such consideration and upon such terms as the Board may deem advisable;
- (l) to institute conduct defend compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Club;
- (m) to purchase or take on lease land;
- (n) to insure against damage or loss either by fire or otherwise any insurable property of the Club and to insure any servants of the Club against risk accident or fidelity in the course of their employment by the Club and to effect insurances for the purpose of indemnifying the Club in respect of claims by reason of any such risk accident or fidelity and to insure generally against loss by any contingency;
- (o) to employ Solicitors or Counsel or engage the services of any other person or persons for any of the purposes of the Club;
- (p) to enter into any engagement or arrangement to provide compensation and/or relief for Drivers and dependants of Drivers;
- (q) to give and/or to enter into any engagements or arrangements to give pensions gratuities or retiring allowances to employees of the Club;

- (r) to appoint from among the club's members at the Board's sole discretion in its own name from time to time and as it shall think fit sub-committees to enquire into and report on such matters as directed. The term of appointment to all sub-committees is to expire at the commencement of the Annual General Meeting or at such earlier time as the Board may determine in its absolute discretion.

## **ELECTION TO BOARD**

76. (a) Subject to provisions of the clauses herein, the due number of Directors shall be elected by way of postal ballot conducted in accordance with Article 78(a). All members of the Club (excluding Honorary Members and Provisional Members) shall be eligible for election thereto after a membership period of two (2) years as an Ordinary Member.
- (b) The number of Directors subject to rotation and to election by postal ballot each year that ends in an even number commencing in 1998 is to be five (5). Each of those Directors shall retire from office at the end of the Annual General Meeting following the postal ballot for election of the five (5) Directors unless re-elected pursuant to the postal ballot.
- The number of Directors subject to rotation and election by postal ballot each year that ends in an odd number commencing in 1999 is to be four (4). Each of those Directors shall retire from office at the end of the Annual General Meeting following the postal ballot for election of the four (4) Directors unless re-elected pursuant to postal vote. Any Director retiring at an Annual General Meeting is eligible to nominate for a position as a Director in the postal ballot that precedes the Annual General Meeting.
- (c) Any Directors appointed pursuant to Article 84 shall be required to resign at the commencement of the Annual General Meeting after they were appointed but shall be eligible for election through the postal ballot to be conducted prior to that Annual General Meeting.
- (d) At the Postal Ballot in 1998 the Chairperson and four (4) other Directors shall retire by rotation. The four (4) other Directors shall be those who would have retired if this paragraph (d) had not been amended in 1998. At the subsequent postal ballot in 1999 the four (4) Directors who have then been the longest in office shall retire by rotation. The rotation cycle referred to in 76(b) above shall be implemented at the 1998 postal ballot and at all postal ballots thereafter.
- (e) At any Postal ballot the position of Directors to be vacated (or to be treated as having been vacated) and offered for election are to include the following:
- (i) Any casual appointment pursuant to Article 84;
  - (ii) Any Director who falls into the category referred to in paragraph 76(b) above.
- (f) Subject to paragraph 76(g) below the candidates for the category shall be those Directors who have served on the Board for the longest period since their last election.
- (g) Nothing in this Article is to prevent any member of the Board from notifying of their intention to retire at the next Annual General Meeting unless re-elected by the postal ballot at the Annual General Meeting.
- 76A. (a) For the purposes of the Annual General Meeting in 2013 and thereafter, Article 76 shall cease to have any force or effect and this Article 76A shall replace it.
- (b) The Directors of the Club shall for the purposes of the Annual General Meeting in 2013 and thereafter, be elected in accordance with Schedule 4 of the Registered Clubs Act, the terms of which are repeated in the schedule to this Article 76A.

# SCHEDULE

## Definitions

1. In this Schedule -

“**general meeting**” means a meeting of the members of the club at which members of the governing body are to be elected;

“**triennial rule**” means the rule of the club that provides for the election of members of the governing body in accordance with this Schedule;

“**year**” means the period between successive general meetings.

2. Repealed.

## First general meeting under triennial rule

3. (1) The members elected to the governing body at the first general meeting at which the triennial rule applies shall be divided into 3 groups.
- (2) The groups –
- (a) shall be determined by drawing lots; and
  - (b) shall be as nearly as practicable equal in number; and
  - (c) shall be designated as group 1, group 2 and group 3.
- (3) Unless otherwise disqualified, the members of the governing body -
- (a) in group 1 shall hold office for 1 year; and
  - (b) in group 2 shall hold office for 2 years; and
  - (c) in group 3 shall hold office for 3 years.

## Subsequent general meetings

4. At each general meeting held while the triennial rule is in force (other than the first such meeting) the number of the members required to fill vacancies on the governing body shall be elected and shall, unless otherwise disqualified, hold office for 3 years.

## Casual vacancies

5. (1) A person who fills a casual vacancy in the office of a member of the governing body elected in accordance with this Schedule shall, unless otherwise disqualified, hold office until the next succeeding general meeting.
- (2) The vacancy caused at a general meeting by a person ceasing to hold office under subclause (1) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.

## Re-election

6. A person whose term of office as a member of the governing body under the triennial rule expires is not for that reason ineligible for election for a further term.

## Revocation of triennial rule

7. If the triennial rule is revoked –
- (a) at a general meeting - all the members of the governing body cease to hold office; or
  - (b) at a meeting other than a general meeting - all the members of the governing body cease to hold office at the next succeeding general meeting,
- and an election shall be held at the meeting to elect the members of the governing body.
- (c) The system of rotating the election of directors made under Article 76 will come to an end for the purposes of the election of directors in 2013 and in that year all positions on the Board will be open for election in respect of the postal ballot pursuant to Article 77 and Article 78;
  - (d) If a casual vacancy is to be filled at an Annual General Meeting in accordance with clause 5(2) of the Schedule to this Rule 76A and more than one person has been nominated to fill that position, then a ballot will be held for that position. The ballot for the positions to be filled by rotation will be counted before the ballot for the casual vacancy. If a person is a candidate in both ballots and is successful in the ballot that is counted first, then that person will be declared elected in that ballot and his or her name will be deleted as a candidate in the ballot for the casual vacancy.
77. (a) Any candidate for the position of Director to be elected at a postal ballot shall be nominated and seconded for that position by Members of the Club such nomination having been consented to by the nominee. All members of the Club (excluding Honorary Members and Provisional Members) shall be eligible for election thereto after a membership period of two (2) years as an Ordinary Member.
- (b) Such nominations and consent shall be in writing and lodged at the office by 5.00pm on 28 August in each year and if that date is not a day on which the office is open then by 5.00pm on the next day that the office is open.
78. (a) At the expiration of the time for receiving nominations the Secretary of the Club shall cause to be prepared a list containing the names of all persons so nominated together with the names of retiring Directors who being eligible wish to stand for re-election as a Director, all of which persons are where the context permits included in the term “candidates”.
- (b) If there be no greater number of candidates than vacancies to be filled then the candidates shall be deemed to be duly elected and no postal ballot shall be held. The Secretary of the Club at the next Annual General Meeting held after the date the postal ballot would have been held shall declare such candidates duly elected.
- (c) If there are more candidates than vacancies to be filled the election shall be postal ballot of the members of the Club conducted in the following manner:
- (i) the postal ballot shall be held for a period of 3 weeks ending at 5.00 pm on the same day of the week as the Annual General Meeting will be held in the week prior to the Annual General Meeting. The Secretary shall at the commencement of the 3 weeks post to each member entitled to vote the following items:
    - (1) a voting paper containing a statement of the number of vacancies to be filled at the election and the names of all the candidates in random order determined by lot. The eligible retiring Directors and the reason for their retirement shall be identified as such on the ballot paper;

- (2) a form entitled "Membership Identification" which the member proposing to vote must complete by writing his name and address thereon and signing same;
- (3) two envelopes, one to be an outer envelope addressed to the Secretary and the other to be an inner envelope marked "Ballot Paper".

The non receipt by any member of any one or more of the above items shall not invalidate the ballot.

- (d) A member shall vote by marking his voting paper by making a cross opposite the names of each of the candidates for whom he votes and shall place it in an envelope and seal the same. He shall also complete the membership identification in the required manner and place the inner envelope and the membership identification form without any other matter in the outer envelope and seal the same and post or deliver it or cause it to be delivered to the Secretary.
- (e) Each person shall vote for no more than the full number of candidates required to be elected to fill the vacancies. Any voting paper upon which votes are recorded for more than the number of candidates to be elected or which is not completed and received in accordance with the provisions of sub-clauses (2) and (3) shall be rejected as informal.
- (f) All formal voting papers received by the Secretary by the time referred to in 78(c)(i) above shall be counted in the ballot.
- (g) The result of the ballot shall be determined by the Secretary assisted by two scrutineers who are independent of the Club Membership, are not employees of the Club and who are from two different organisations unless they are representatives of the Australian Electoral Commission.
- (h) After the closing of the ballot the Secretary and scrutineers shall check the signatures of members upon the membership identification forms and such members' qualification to vote and proceed to the examination of the voting papers and shall report in writing the result of the ballot to the Chairperson.
- (i) The candidates to the number required to fill the vacancies receiving the greatest number of votes shall be deemed to be elected.
- (j) Subject to the subsequent withdrawal of the candidates in the event of any equality of votes in favour of two or more candidates and it being necessary that one should have a majority over any other candidate or candidates to secure election the question shall be resolved by lot conducted by the Chairman of the Annual General Meeting at that meeting in such manner as the Chairman may in his absolute discretion determine.
- (k) A declaration as to the results of such election shall be made at the Annual General Meeting held after the postal ballot and the members so elected shall take office at the end of the said Annual General Meeting.
- (l) In any case of minor irregularity in compliance with sub-clause (2) hereof or in any case of doubt as to the formality of any voting paper the matter shall be determined by the Returning Officer.
- (m) The Board may direct the Secretary to destroy the ballot papers at any time after the expiration of one month after the date of the declaration of the election.

79. The Directors may to the extent necessary make such other rules for the conduct of each postal ballot as they consider necessary to give effect to the provisions of clause (3) above provided that any rules made in respect of a particular postal ballot shall:

- (a) not be in conflict with any provision of 78(c) above; and



(b) be notified by the Secretary to the Members at the same time as the ballot papers are determined to members.

80. The Chairperson or Deputy Chairperson of the Club shall not be eligible for re-election to such office if he has held such office for the six (6) consecutive years immediately preceding such re-election.

### **PROCEEDINGS OF THE BOARD**

81. The Board shall meet as often as they deem necessary to transact the current business. The Minutes of the proceedings at each meeting shall be entered in a book and confirmed at the next Meeting.

82. The Chairperson at all meetings of the Board shall be the Chairperson and in his absence the Deputy Chairperson. In the absence of the Chairperson and Deputy Chairperson, the Members of the Board present shall elect a Chairperson from their number by a show of hands. The Chairperson at any meeting of the Board shall have a casting vote only.

83. The quorum necessary for all Meetings of the Board shall be five but with effect from the Annual General Meeting of the Club in 2015 the quorum necessary for all meetings of the Board shall be four (4) members of the Board.

84. If a vacancy occurs on the Board, the Directors may during the period from after the previous Annual General Meeting to that date that nominations must close for the election of Directors pursuant to Article 77(b), co-opt a member of the Club to serve on the Board to fill the said vacancy. The newly appointed Director shall be taken to retire at the next Annual General Meeting but is eligible for election as a Director through the prior postal ballot.

85. If the Chairperson or Deputy Chairperson cease to hold office for any reason then another member of the Board may be elected by the other Directors to that position. The Director elected to fill the office will hold such office until the conclusion of the next Annual General Meeting.

(a) If the vacancy is in the office of the Chairperson, the position shall be filled by the Deputy Chairperson until the Annual General Meeting. Such period in office as Chairperson shall be reckoned as part of the term as Deputy Chairperson. In any case the Deputy Chairperson shall be eligible to nominate for the position of Chairperson at such Annual General Meeting.

(b) If the vacancy is in the office of Deputy Chairperson the other Directors shall choose a new Deputy Chairperson from among themselves to hold office until the Annual General Meeting. Such period of office shall not count as part of the Deputy Chairperson's term.

(c) The Directors may in their discretion co-opt a member to fill the casual vacancy thus created until the Annual General Meeting.

86. Any Member of the Board having been absent from three consecutive Board Meetings provided he had had due notice of such Meetings shall cease to be a Director thereof unless he shall have obtained leave of absence from the Board.

87. The Board shall be indemnified from the funds of the Club against the cost of any legal proceedings which may be instituted against them in consequence of the performance of their duties.

88. Any Deed or document debenture promissory note or security which the Board shall by any resolution determine on executing may be under the Common Seal of the Club signed by the Chairperson and the Secretary or by any two Directors and the Secretary.

89. The Financial Year for the Club shall be from 1st July to 30th June of the following year. The 1992-1993 Financial Year for the Club shall end 30th June 1993.

## **AUDITORS**

90. An Auditor or Auditors shall be appointed by the meeting to hold office until the appointment is terminated pursuant to the powers granted to the Club by the relevant corporations legislation for the time being in force in the State of New South Wales.

## **SCRUTINEERS**

91. At every Meeting at which a Ballot shall take place Scrutineers shall be chosen from amongst the Members present. They shall conduct the ballot; in the case of doubt as to the formality or otherwise of any ballot paper the Scrutineers shall forthwith refer same to the Returning Officer whose decision shall be final. The Scrutineers shall certify to the Chairman of the Meeting the result of the ballot.

## **RETURNING OFFICER**

92. The Secretary shall be the Returning Officer for all secret ballots conducted either by the Club or the Board.

## **COMMON SEAL**

93. The Board shall have the power to provide a Common Seal for the purposes of the Club and from time to time to destroy same and substitute a new seal in lieu thereof and the Seal for the time being of the Club shall be kept under such custody and control as the Members in the General Meeting shall from time to time prescribe and in the absence of the prescription in that behalf shall be kept in the custody of the Secretary and unless otherwise determined by the Resolution of a General Meeting the said Common Seal shall not be used except under and by virtue of a Minute of the Board.
94. Any instrument bearing the Common Seal of the Club and issued for valuable consideration shall be binding on the Club notwithstanding any irregularity touching the authority of the Board to issue same.

## **CUSTODY OF MONEYS**

95. Cheques or negotiable instruments paid to the Club's bankers for collection and requiring the endorsement of the Club may be endorsed on its behalf in such manner as the Directors may from time to time direct
96. No security deposited with the Bankers shall be delivered by them without the Order of two Members of the Board and the Secretary.
97. All moneys payable to the Club shall be received by the Secretary or some person authorised by the Board and paid by the person receiving such moneys into the banking account of the Club at a Bank (which the Board may from time to time determine upon) within four days after receipt thereof.

## **REGISTER OF MEMBERS**

98. The name of every person becoming a Member of the Club shall forthwith be entered in the Register of Ordinary Members, Register of Country Members, Register of Senior Members, Register of Provisional
99. Members, Register of Life Members, Register of Social Members or Register of Honorary Members as the case may be together with the date of his admission to such membership and his address.
100. No particulars shall be erased from any Register of Members except by order of the Board duly entered in the Minutes.

## **NOTICES**

101. A Notice required to be served by the Club on a Member may be served either personally or by sending it through the post by certified mail addressed to such Member at the address of such Member as is registered in the appropriate Register of Members.
102. Members shall advise the Club of any change of address and such change shall be recorded in the appropriate Register of Members.
103. Any Member who has not left or sent to the registered office of the Club a place of address for registration in the books of the Club or at or to which all notices and documents of the Club may be served or sent shall not be entitled to have any notice sent to him.
104. Any notice sent by post shall be deemed to have been served at the time when the letter containing same would be delivered in the ordinary course of post and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed stamped and posted.
105. In any case where a given number of days' notice or notices extending over any period is required to be given the day of the publication or delivery of the notice and the day for which such notice was given shall not be included in such number of days or other period.

## **WINDING UP**

106. The Club shall be wound up voluntarily whenever an Extraordinary Resolution is passed requiring the Club to be so wound up.



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