



SOUTH AUSTRALIAN JOCKEY CLUB

CONSTITUTION

AS AT: 29 November 2018

SOUTH AUSTRALIAN JOCKEY CLUB

RULES

INDEX

Page

1. NAME	4
2. OBJECTS	4
3. Powers	5
4. Prohibition of distribution to members	5
5. Membership	6
6. Membership qualifications	7
7. Nomination for membership	8
8. Register of members	9
9. Entrance Fee and Subscriptions	9
10. Member's entitlements	10
11. Member's entitlements are not transferable	10
12. Member's liabilities	11
13. Resignation	11
14. Discipline of members	11
15. Cessation of membership	12
16. Powers of the Board	12
17. Constitution and membership	13
18. Election of members of the Board	16
19. Election of Chairman, Vice Chairman and deputy vice chairman	18
20. Meetings	18
21. Remuneration, allowances and expenses	20
23. Annual general meetings	21
27. Proceedings at general meetings	23

28.	Chief Executive Officer	25
31.	Common Seal	26
32.	Indemnity	26
33.	Liability of officers	26
36.	Glossary	27

RULES

OF

SOUTH AUSTRALIAN JOCKEY CLUB INCORPORATED

1. NAME

The name of the Club is South Australian Jockey Club Incorporated.

2. OBJECTS

- The objects of the Club are:
- the promotion of thoroughbred horse racing in South Australia;
- to provide a venue for thoroughbred horse race meetings in South Australia at Morphettville Racecourse and at such other places as the Board of the Club may from time to time authorise.
- To provide facilities for the enjoyment and entertainment of Members of the Club and the public in and through thoroughbred racing and to participate in ancillary activities associated with thoroughbred horse racing, including the provision of gaming facilities and the operation of licensed premises on behalf of Members and the public;
- To participate in discussions to protect and advance the interests of Club Members with Thoroughbred Racing SA Limited regarding the formulation and promulgation of industry policy in the thoroughbred horse racing industry in South Australia;
- To participate in discussions and negotiations with Thoroughbred Racing SA Limited on behalf of Members regarding the annual scheme of distribution of income received from operations at Morphettville Racecourse or such other place or places as the Board may from time to time authorise within the thoroughbred horse racing industry in South Australia.

3. POWERS

The Club may:

- acquire, hold, deal with and dispose of any real or personal property;
- administer any property on trust;
- open and operate bank accounts;
- invest and deal with its money in such manner as the Club shall determine from time to time including in investments that are authorised for a trustee to make pursuant to the Trustee Act 1936 (SA);
- borrow money, with or without security;
- give security for the discharge of liabilities incurred by the Club;
- support and subscribe to any charitable body or public body associated with thoroughbred horse racing;
- affiliate, amalgamate, co-operate and enter into reciprocal arrangements with another club or body having objects similar to those of the Club provided that such other Club or body has objects and powers not inconsistent with the Objects and Powers of the Club stated in Rules 2 and 3 hereof;
- appoint officers and employees on terms and conditions determined by the Board;
- enter into any contract or arrangement which it considers necessary or desirable;
- exercise such other powers as are reasonably necessary for, or in connection with or incidental to the performance exercise or discharge of its functions or objects.

4. PROHIBITION OF DISTRIBUTION TO MEMBERS

- 4.1 The Income and Property of the Club must be used and applied solely to the promotion of its objects and the exercise of its powers.

4.2 No portion of the income or property of the Club may be distributed directly or indirectly to or among the members, former members, or associates of members or former members of the Club.

4.3 Nothing in this rule prevents the payment in good faith:

- of remuneration to any officer or employee of the Club;
- to any member of the Club or other person for goods or services actually provided to the Club; or
- to any member of out of pocket expenses, money lent or reasonable and proper charges for the hire of goods, rent for premises or the provision of services by the member.
- To contractors and sub-contractors for services provided at the request of the Club for the purpose of furthering the objects of the Club as set out in Rule 2.

5. MEMBERSHIP

5.1 Categories of membership:

The Club has the following categories of membership:

- Club members;
- Norwood Community Club Inc Members;
- Life members;
- Young SAJC members;
- Senior members;
- Country members;
- Corporate members;
- Winning Owner members
- Trainer members

5.2 Subject to these rules, the Board will determine:

- the qualifications for each category of membership;
- the entrance fee and subscriptions payable and the terms of payment for each category of membership;
- the number of members in each category;
- the benefits and privileges attaching to membership of any category;
- the terms and conditions applying to membership of any category;
- requirements of applying for membership, changing the category of membership, entry, election and re-admission to membership.

6. MEMBERSHIP QUALIFICATIONS

6.1 A candidate for admission to membership of the Club must be:

- a natural person over the age of 18 years who is neither a professional jockey nor under disqualification concerning any sport; or
- a body corporate.

6.2 A person can be admitted as a Life Member only if:

- the admission is recommended by the Board;
- the admission is approved by a general meeting of the Club, and
- the person has rendered valuable service to the Club, or been a member of the Club for more than 50 years or on written application to the Board verifies that they have been a member of the Club for more than 40 years and provide evidence of their active involvement in thoroughbred racing for that period.

6.3 A person can be admitted and continue to be a Young SAJC member only if the candidate or member is not 30 years old on 1 August in the year of admission to or renewal of membership. Any Young SAJC member admitted to be a Young SAJC Member prior to 30 November 2012 will be entitled to remain a Young SAJC member until they reach the age of 35 years.

- After a young SAJC member becomes 30 years old, the member can on payment of the current entrance fee for a Club member, without further application, continue membership as a Club member.
- 6.4 A person can be admitted or change the category of membership to be a Senior member only if the candidate or member is over the age of 70 years on 1 August in the year of the admission to or renewal of membership.
- 6.5 A person can be admitted and continue or change the category of membership to be a Country member only if the candidate's or member's only place of residence in South Australia is beyond a radius of 100 kilometres from the Morphettville Racecourse on 1 August in the year of the admission to or renewal of membership.
- 6.6 A person can only be admitted to the SAJC membership as a Norwood Community Club Inc Member if that person was a full financial member of the Norwood Community Club Inc as at 1st April 2004.

7. NOMINATION FOR MEMBERSHIP

- 7.1 A nomination of a candidate for membership of the Club must be:
- in writing;
 - signed by the candidate; and
 - received by the Chief Executive Officer.
- 7.2 The Board must decide by a majority:-
- to accept or reject the nomination;
 - the category of membership of the candidate.
- 7.2A A person whose nomination for membership is rejected by a majority of the Board is entitled to make a personal representation (with or without representation by a lawyer or some other person) to the Board in support of her or his nomination. Having heard that representation the Board may in its absolute discretion confirm or reverse its original decision to reject the nomination and is not obliged to give reasons for such decision.

- 7.3 The Chief Executive Officer must notify the candidate of any decision of the Board made pursuant to Rule 7.2 and/or Rule 7.2A.
- 7.4 A successful candidate in respect of the category of membership determined by the Board pursuant to Rule 7.2 becomes a Provisional member in respect of that category when the entrance fee (if any) and the annual subscription fee is either paid, or if payment of the annual subscription fee is by periodic payments, upon the payment by the candidate of the initial instalment of the annual subscription fee.
- 7.5 Subject to the Provisional member having complied with the provisions of these Rules, a Provisional member of the category of membership determined by the Board becomes a full member on the first anniversary of being admitted to Provisional membership of the Club.
- 7.6 The provision of Rules 7.4 and 7.5 in respect of Provisional membership do not apply to a full member who transfers from one form of membership to another.

8. REGISTER OF MEMBERS

- 8.1 The Chief Executive Officer must keep a register of members which register shall include the date and category of membership to which the Member was first admitted.

9. ENTRANCE FEE AND SUBSCRIPTIONS

- 9.1 The entrance fee (if any) and the annual subscriptions for each category of membership will be fixed by the Board.
- 9.2 A Life Member is not required to pay an annual subscription fee.
- 9.3 All annual subscriptions are due and payable on 1 August in any year except for members paying the annual subscription fee by periodic payment, in which case the annual subscription fee is due and payable in accordance with the terms determined by the Board.

9.4 The Board may in its discretion on the application of a Member, exempt any member from the payment of the annual subscription for any financial year or any part of it upon such terms and conditions as the Board may determine and allow the member to remain a member for the time specified in the resolution.

10. MEMBER'S ENTITLEMENTS

10.1 A member is entitled, on payment of either the annual subscription, or if the member is paying the annual subscription fee by periodic payment, upon receipt of the initial instalment of the annual subscription fee, and such other form of identification as the Board in its absolute discretion may from time to time decide, to be issued with a member's medallion and/or membership swipe card which allows admission:-

- to the racecourses at which the Club conducts race meetings and the areas at those racecourses set aside for members;
- to the members' car parks at the racecourses.

10.2 Each member is entitled, on payment of an additional fee that the Board may fix to be issued with up to 2 transferable visitor's tickets.

10.3 Each corporate member is entitled on payment of an additional fee that the Board may fix to be issued with transferable visitor's tickets.

10.4 The bearer of a transferable visitor's ticket is allowed admission to those parts of the areas set aside for members as the Board decides.

11. MEMBER'S ENTITLEMENTS ARE NOT TRANSFERABLE

Except as provided by these Rules or a by-law made in accordance with a decision of the Board pursuant to Rule 5.2 or Rule 16.3, a right, privilege or obligation of a member because of being a member of the Club:-

- is not able to be transferred or transmitted; and
- terminates on the cessation of membership.

12. MEMBER'S LIABILITIES

12.1 Except as otherwise provided by law, a member is not liable to contribute to the payment of the debts and liabilities of the Club or the costs charges and expenses in winding up of the Club.

13. RESIGNATION

13.1 If a member has paid all monies due by the member to the Club, the member may resign from membership of the Club by giving written notice of resignation to the Chief Executive Officer.

14. DISCIPLINE OF MEMBERS

14.1 The Board may discipline a member by:-

- reprimanding, suspending or expelling the member; or
- warning the member that suspension, expulsion may result if the member continues to act in the specified manner of which the Board disapproves.

14.2 If a motion is proposed at a meeting of the Board for the disciplining of a member, the Chairman must first put a motion that the member be called upon to explain the conduct complained of.

14.3 If that motion is carried, the motion for the disciplining of the member must be adjourned to a meeting to be held not less than fourteen days later.

14.4 The member named in the motion must be given notice:-

- of the conduct complained of; and
- that oral or written evidence or arguments may be given to the Board at a meeting on a given date.

14.5 At the later meeting, the Board must:-

- give the member the opportunity to be heard; and
- consider any written document presented to it.

14.6 The Board may then determine:-

- whether to discipline the member; and
- whether the penalty should be a reprimand, suspension or expulsion.

15. CESSATION OF MEMBERSHIP

15.1 A member ceases to be a member of the Club if the member:-

- being a natural person; dies
- being a body corporate becomes an externally administered body corporate as defined in the *Corporations Act 2001 (Cth)*;
- becomes a professional jockey;
- becomes a disqualified person under the Australian Rules of Racing;
- is disqualified from competing in any sport under the rules of administration of that sport;
- ceases to be eligible to be a member under a particular category of membership and does not change the category of membership before the next 1 August;
- does not pay the annual subscription fee before 31 December in any year except members paying the annual subscription fee by periodic payment;
- is paying the annual subscription fee by periodic payment and a payment is more than two (2) calendar months overdue;
- resigns from membership; or
- is expelled from the Club.

On the cessation of membership, the member forfeits all right or claim to the property or affairs of the Club.

THE BOARD

16. POWERS OF THE BOARD

16.1 Subject to any resolution passed at a general meeting of the Club, the Board:-

- will control and manage the affairs of the Club, and
- may exercise all the powers of the Club other than those that are required to be exercised by a general meeting of the Club.

16.2 The Board may appoint sub-boards and delegate any powers to them.

16.3 The Board may make by-laws not inconsistent with these rules for the better management of the affairs of the Club.

16.4 The Board has the authority to interpret the meaning of these rules and any matter concerning the Club on which these rules are silent.

16.5 The Board shall adopt and keep in force, and may from time to time amend, a “Code of Conduct” by which all Members of the Board for the time being are and shall be bound. Any breach of that Code by a Board Member may be dealt with by the Board by applying the disciplinary provisions of Rule 14 of these Rules. A copy of the Code, as amended and in force from time to time, shall be provided by the Chief Executive Officer to each Board Member upon election or appointment to the Board and at any subsequent time when that document is amended.

17. CONSTITUTION AND MEMBERSHIP

17.1 The Board shall consist of a minimum of seven (7) members and a maximum of nine (9).

17.2 Each member of the Board shall be elected for a three (3) year term.

17.3 A member of the Board must retire from office at the third annual general meeting after the member was elected.

17.4 A retiring member of the Board is eligible to stand for re-election.

17.5 A candidate for election or appointment to the Board must be a Club, Life, Young SAJC, Senior or Country Member and, as and when requested by the Chief Executive Officer, must submit and supply all such documentation and information as is required to obtain the necessary approvals as a Board Member under the Liquor Licensing Act, 1997 (as amended) and/or the

Gaming Machines Act, 1992 (as amended) and by the Independent Gambling Authority.

17.6 The following persons are not eligible for election or appointment as a Member of the Board:

- a Stipendiary Steward
- any person who currently holds a licence pursuant to the Australian and/or Local Rules of Racing and designated as a Licensed Trainer, Permit to Train and Owner/Trainer;
- any person who currently holds a licence or registration pursuant to the Australian and/or Local Rules of Racing as a Horse Strapper or Stable Hand;
- a Provisional Member of the Club;
- any person or Member who has been or is convicted of an offence involving fraud or dishonesty punishable on conviction by imprisonment for a period of not less than 3 months or of any other offence punishable by conviction by imprisonment for a period of not less than 12 months;
- any person or Member who has had or has any necessary approval under the *Liquor Licensing Act* and/or *Gaming Machines Act* or any other similar prevailing act refused, suspended or revoked;
- any person or Member who has been or is disqualified or suspended from managing a Corporation pursuant to Part 2D.6 of the Corporations Act 2001 or any other similar prevailing Act;
- any person or Member who has been or is prohibited from being a Member of a Committee or Board of an Association pursuant to the Associations Incorporations Act 1985 or any other prevailing Act;
- any person or member who is an undischarged Bankrupt;
- any person or Member who is currently employed by the South Australian Jockey Club, Thoroughbred Racing SA Pty Ltd and/or any

incorporated Racing Club which is a member of Country Racing SA;
and

- any person who is currently a Director or Committee person of Thoroughbred Racing SA Pty Ltd and any registered or incorporated Racing Club which is a member of Country Racing SA.

17.7 The office of a member of the Board becomes vacant if the member:-

- dies;
- ceases to be a member;
- completes a term of office;
- does not attend three or more consecutive meetings of the Board without leave of absence from the Board, or
- is totally incapacitated from performing the duties of a Board member for three (3) months;
- resigns by notice in writing to the Club;
- is convicted of an offence involving fraud or dishonesty punishable on conviction by imprisonment for a period of not less than three months or of any other offence punishable on conviction by imprisonment for a period of not less than twelve months;
- has any necessary approval under the aforesaid Liquor Licensing Act and/or Gaming machines Act refused, suspended or revoked;
- the Member is suspended or disqualified from managing a corporation pursuant to Part 2D.6 of the *Corporations Act 2001*;
- the Member is prohibited from being a member of a committee of an association pursuant to the *Associations Incorporation Act 1985*.

17.8 When the office of a member of the Board becomes vacant before the end of the term for which the member was elected, a casual vacancy occurs.

17.9 The Board may appoint a member to fill a casual vacancy. A member appointed to fill a casual vacancy will hold office until the next annual general meeting at which time the member may stand for election.

17.10 No appointment to any vacant position on the Board shall become effective, nor shall the candidate exercise any authority as a member of the Board, unless and until the candidate has obtained any and all approvals required in that regard under the aforesaid Liquor Licensing Act and/or Gaming Machines Act and is approved by the Independent Gambling Authority.

18. ELECTION OF MEMBERS OF THE BOARD

18.1 For the annual election of members of the Board, the Board must:-

- appoint three members as returning officers for the election, and
- set a date and time up to when nominations of candidates for election to the Board may be received, such date being at least 28 days before the general meeting at which the election is to be held.

18.2 The returning officers must not be candidates at the election.

18.3 All nominations, including a retiring member of the Board who wishes to stand for re-election, must be:-

- in writing;
- signed by any two Club, Life, Young SAJC, Senior or Country Members;
- signed by the candidate, and
- received by the Club before the time stated in the notice calling for nominations.

18.4 Deleted.

18.5 A retiring member of the Board remains a member of the Board until the end of his or her term.

18.6 If the number of candidates equals the number of vacancies to be filled, the Chairman of the general meeting must declare the candidates elected.

18.7 A nomination may be withdrawn by the candidate at any time before the beginning of the general meeting.

18.8 If the number of candidates nominated is more than the number of vacancies to be filled, the election of members to the Board must be conducted by a ballot of eligible members.

18.8A A member is eligible to vote in the ballot if that person is not a Provisional member on the date that the ballot papers are sent out.

18.8B The Chief Executive Officer must maintain a record of the Members of the Club who are entitled to vote at an election.

18.9 The Chief Executive Officer must:-

- prepare a memorandum explaining the voting procedure and how to complete the ballot paper and the ballot paper listing the candidates, and
- send the memorandum and ballot paper to each eligible member by post or any other electronic means at least 14 days before the general meeting at which the election is held.

The order of candidates on the ballot paper must be decided by lot.

To vote, the member must write a X on the ballot paper in the square opposite the name of each candidate for whom the member wishes to vote. The member must vote for no more and no less than the required number of candidates.

For a member's vote to be counted in the ballot, the properly completed ballot paper must be received by the returning officers by no later than 4.00pm of the day before the general meeting at which the election is held.

The returning officers must count the votes received by each candidate and report the results to the general meeting.

The candidates who receive the greatest number of votes will be declared elected by the Chairman of the meeting.

If the votes are tied, the Chairman if not a candidate, has a casting vote. If the Chairman is a candidate, the position of the chair is to be vacated at a

convenient time during the meeting and the meeting will elect another person to exercise the casting vote.

A decision of the majority of the returning officers on any matter concerning the elections is final and no appeal may be brought from that decision.

18.10 If as a result of a lack of nominations, the withdrawal of a nomination or the death of a candidate, the number of members on the Board would otherwise be less than nine (9) the Board must fill the vacancy where the vacancy will result in the number of members falling below seven (7) and otherwise may fill it.

19. ELECTION OF CHAIRMAN, VICE CHAIRMAN AND DEPUTY VICE CHAIRMAN

19.1 At the first meeting of the Board held after each annual general meeting, the Board must elect a Chairman and a Vice Chairman and a Deputy Vice Chairman who will hold office until their successors are elected. Any retired Chairman will be ineligible for re-election for a period of 4 years.

19.2 Any election shall be by secret ballot if called for by any member of the Board.

19.3 If votes for a position are tied, the elections will be decided by drawing of lots among the tied candidates.

19.4 In the event of a tie, a vote will be held at the commencement of each subsequent Board meeting until the tie is broken. Until the tie is broken, the candidate selected pursuant to clause 19.3 by ballot will continue to hold office.

20. MEETINGS

20.1 The Board must meet at least every two months.

20.2 A meeting of the Board must be called by the Chief Executive Officer if a member of the Board in writing requests one.

20.3 Five members of the Board are a quorum and no business may be conducted at a meeting of the Board unless a quorum is present.

- 20.4 The Chairman will preside at each meeting of the Board and in the absence of the Chairman, the Vice Chairman will preside. If neither the Chairman nor the Vice Chairman is present, the Deputy Vice Chairman shall preside or in the absence of the Deputy Vice Chairman the members of the Board at the meeting will decide who of them will preside.
- 20.5 A decision carried by a majority of votes of the members of the Board at a meeting is a decision of the Board.
- 20.6 Each member of the Board is entitled to one vote on a matter arising for a decision by the Board and the person presiding at the meeting has a casting vote.
- 20.7 The members of the Board may meet together either in person or by telephone or television conference for the dispatch of business.
- 20.8 A resolution passed by a telephone or television conference is, notwithstanding that the members are not present together at one place at the time of the conference, treated as having been passed at a meeting of the members of the Board held on the day and at the time at which the conference was held.
- 20.9 If all the members of the Board sign a document containing a statement that they are in favour of a resolution in the terms set out in the document, a resolution in those terms is treated as having been passed at a meeting of the Board held on the day on which the document was signed and at the time at which the document was last signed by a member or, if the members signed the document on different days, on the day on which, and at the time at which, the document was last signed by a member.

Any written resolution may consist of several documents in like form, each signed by one or more members of the Board.

- 20.10 The Board may decide its own procedure.

21. REMUNERATION, ALLOWANCES AND EXPENSES

21.1 The Chairperson, the Vice Chairperson, the Deputy Vice Chairperson and the Board Members may be paid such remuneration for services rendered to the Club from the funds of the Club as may be determined by Members at an Annual General Meeting from time to time.

22. VALIDITY OF ACTS OF THE BOARD

22.1 An act or proceeding of the Board is not invalid by reason only of a vacancy in its membership and, despite the subsequent discovery of a defect in the appointment or election of a member, an act or proceeding of the Board will be valid and effectual as if the member had been properly appointed or elected.

22A THE SAJC INVESTMENT FUND

22A.1 There is and shall continue in existence a fund called the “SAJC Investment Fund” constituted by the proceeds received by the Club or to be received by the Club from the sale of Cheltenham Racecourse, income from the investment of such funds, and any Property received by the Club and designated by the Board to be part of the Fund.

22A.2 The administration of the Fund including any investment or payment from time to time is and shall be as determined by the Board provided that:

22A.3 The Board must not pay from the Fund, or transfer, assign or pledge any part of the Fund, no matter how it is comprised, except for the following purposes:

- i. The maintenance, development, management of the Fund or improvement of facilities at Morphettville Racecourse;
- ii. Prizemoney for events conducted at thoroughbred race meetings at Morphettville Racecourse and any other course authorised by the Board in South Australia;

- iii. Any other purpose authorised by a special resolution at a Special General Meeting called and conducted in accordance with Rule 26A;
or
- iv. The payment of premiums for Professional Indemnity Insurance for the Directors in connection with management of the Fund.

GENERAL MEETINGS

23. ANNUAL GENERAL MEETINGS

- 23.1 The Club must hold an annual general meeting of members each year.
- 23.2 The annual general meeting must be held no later than 30 November in each year.
- 23.3 The ordinary business of an annual general meeting is:
 - the confirmation of the minutes of the last annual general meeting and of any general meeting held subsequently;
 - the receipt of the reports of the Board and the auditor and the audited accounts of the Club;
 - the election of the members of the Board; and
 - the appointment of the auditor.
- 23.4 The annual general meeting may transact special business of which notice is given.

24. SPECIAL GENERAL MEETINGS

- 24.1 All general meetings of the members of the Club other than the annual general meetings are special general meetings.
- 24.2 The Board may, when it thinks fit, call a special general meeting.
- 24.3 The Board must, on the written requisition of not less than fifty (50) members, call a special general meeting.
- 24.4 A requisition for a special general meeting:

- must state the purpose of the meeting;
- must be signed by the members making the requisition with the full name of each member printed clearly adjacent thereto;
- must be delivered to the Chief Executive Officer;
- may consist of several documents in like form, each signed by one or more of the members making the requisition.

24.5 If the Board does not call a special general meeting to be held within 21 days after the date when a requisition is delivered to the Chief Executive Officer, the members making the requisition may call a special general meeting to be held not later than 2 months after the date.

24.6 A special general meeting called by members must be called in the same way as nearly as possible as one which is called by the Board.

24.7 All reasonable expenses incurred in calling a special general meeting must be refunded by the Club to the persons or members incurring those expenses.

25. NOTICES OF GENERAL MEETINGS

25.1 Notice of general meetings must be given:-

- if a special resolution is proposed, at least 21 days before the general meeting,
- in any other case, at least 14 days before the general meeting.

25.2 Notice of adjourned general meetings need not be given.

26. BUSINESS OF GENERAL MEETINGS

26.1 The only business that can be transacted at a meeting is the business set out in the notice convening the meeting.

26.2 A member who wishes to bring any business before a meeting must give written notice of the business to the Chief Executive Officer at least 28 days before the general meeting. The Chief Executive Officer must include the business in the notice convening the meeting.

26.3 No item of business can be transacted at a general meeting unless a quorum of members entitled to vote is present during the time when the meeting considers the item.

26.4 A special resolution of a meeting is required to:-

- change the objects of the Club;
- change the rules of the Club;
- change the name of the Club;
- wind up the Club.

26A ENTRENCHED PROVISIONS

26A.1 Rules 4.2, 22A.1, 22A.5 and this Rule 26A are entrenched provisions of this Constitution ('the Entrenched Provisions' and separately an 'Entrenched provision').

26A.2 Notwithstanding Rule 26.4, an Entrenched Provision can only be varied, amended or repealed by way of Special Resolution passed at an Annual General Meeting or Special General Meeting held pursuant to these Rules and in accordance with Rule 26A.3.

26A.3 Notwithstanding Rule 27.3, the quorum for an Annual General Meeting or special general meeting held for the purpose of varying, amending or repealing an Entrenched Provision shall be a number of persons equal to 15% of the members entitled to vote under this Rule 26A at the date of the meeting.

26A.4 All members except Provisional Members, shall be entitled to vote on a resolution to vary, amend or repeal an Entrenched Provision.

27. PROCEEDINGS AT GENERAL MEETINGS

27.1 The Chairman is entitled to preside as Chairman at all general meetings.

27.2 If the Chairman does not want to preside or is not at the meeting, the Board may appoint one of its members to be Chairman of the meeting. If no

member of the Board wants to preside or is at the meeting, the members must elect one of themselves to preside as Chairman of the meeting.

- 27.3 The quorum for a general meeting is 20 members entitled to vote present.
- 27.4 The quorum for an adjourned general meeting is the members entitled to vote present.
- 27.5 If a quorum of members is not present within 30 minutes after the time appointed for the beginning of the meeting, the meeting:-
- if convened on the requisition of members, must be dissolved;
 - if any other case, must be adjourned to a day and time in the next week as the Chairman nominates and announces at the meeting.
- 27.6 The Chairman of a meeting may adjourn the meeting and decide the place and time at which the meeting is to resume.
- 27.7 The only business that may be discussed and decided at an adjourned general meeting is the unfinished business at the time of the adjournment.
- 27.8 On any question arising at a general meeting, each member has one vote.
- 27.9 All votes must be cast personally by the Member. In the case of a Member which is a body corporate, the body corporate must at least 24 hours before the time of the meeting nominate a representative of the body corporate to vote at the meeting. The nomination of the representative must be given to the Chief Executive Officer and will be in such form as the Board determines from time to time.
- 27.10 If the votes on a resolution are tied, the Chairman of the meeting has a casting vote.
- 27.11 A member is not allowed to vote at a general meeting unless all moneys due and payable by the member to the Club are paid.
- 27.12 All questions arising at a general meeting except for the election of members of the Board are to be decided by a show of hands unless before the declaration of the show of hands a poll is demanded.

27.13 A declaration by the Chairman of the meeting that a resolution has been carried is conclusive evidence of that fact.

27.14 If at a meeting a poll on any question is demanded by not less than 4 members, the Chairman of the meeting will direct how the poll is to be conducted at the meeting.

The resolution of the poll is the resolution of the meeting.

27.15 A poll cannot be demanded on the questions of:

- the election of the Chairman; or
- the adjournment,

of the meeting.

27.16 A special resolution is carried if at least 75 percent of the votes cast vote in favour of it.

27.17 Any other resolution is carried if a majority of votes cast vote in favour of it.

27.18 The Chairman of the general meeting may decide any matter of procedure for the conduct of the meeting not referred to in these rules.

ADMINISTRATION

28. CHIEF EXECUTIVE OFFICER

28.1 The Board must appoint a Chief Executive Officer who will also be the secretary and public officer of the Club.

The Chief Executive Officer must carry out the duties delegated by the Board and those imposed by law.

28.2 The appointment of the Chief Executive Officer must be subject to the approval of the Independent Gambling Authority.

28.3 Any reference in this Constitution to the Chief Executive Officer includes a person acting in that position.

29. FINANCIAL YEAR

29.1 The financial year of the Club begins on 1 August and ends on 31 July.

30. ACCOUNTS AND AUDITOR

30.1 The Club must cause proper accounts to be kept of its financial affairs and must for each financial year, prepare a statement of accounts that present fairly the results of the activities of the Club.

30.2 The accounts and statements of accounts of the Club must for each financial year be audited by auditors appointed at the annual general meeting.

30.3 If a vacancy in the office of auditor occurs after an annual general meeting, the Board must fill the vacancy and the appointment will be for the balance of that year.

31. COMMON SEAL

31.1 The Board must authorise the affixing of the common seal to a document and it must be affixed in the presence of either two members of the Board or one member of the Board and the Chief Executive Officer.

MISCELLANEOUS

32. INDEMNITY

32.1 Every member of the Board, auditor, employee or agent of the Club must be indemnified out of the property of the Club against any liability incurred by that person in that capacity in defending any proceedings:-

- in which judgment is given in favour of that person,
- in which the person is acquitted.

33. LIABILITY OF OFFICERS

33.1 Except as otherwise provided by law, an officer of the Club is not, by reason only of being an officer, liable to contribute to the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club.

34. WINDING UP OF THE CLUB

34.1 If the Club is wound up, the assets remaining after paying all liabilities must not be paid or distributed among the members former members or associates of members or former members but must be transferred to an institution or institutions:-

- having similar purposes to those of the Club;
- which prohibits or prohibit the distributions of its or their income among members to an extent at least as great as is imposed on the Club by these rules, or
- which a general meeting of members by special resolution decides or in the absence of a resolution, as the Thoroughbred Racing SA Limited decides.

35. NOTICES

35.1 A notice may be served by the Club on a member either personally, by post to the member at the address shown in the register of members or by facsimile transmission to the last known number notified to the Chief Executive Officer.

35.2 If posted, the notice is taken to be given to the members at the time when the notice would have been delivered in the ordinary course of post.

35.3 If sent by facsimile transmission, e-Mail or other electronic means, the notice is taken to be given to the members as at the date and time of the transmission or e-Mail.

36. GLOSSARY

36.1 In these rules,

"the Club" means South Australian Jockey Club Incorporated;

"Member" or "Members" includes all categories of members;

“Fund” means the fund established under Rule 22A and includes all Income, Money and Property which constitutes the fund from time to time;

“Money” includes legal tender and entitlements to be paid in legal tender or by bank deposit;

“Income” includes Money or Property derived from operations of the Club but excludes Money or Property derived from the sale, transfer, assignment or auction of any of the Club’s assets;

“Personal property” includes, without limiting the generality thereof, money, income, and all forms of property other than real property;

“Property” includes both Personal property and Real property;

“Real property” includes but without limiting the generality therefore an estate in the nature of a leasehold;

“Provisional Member” means a person who has been a member of the Club for less than 12 months and includes an Interim member;

“Special Resolution” means a resolution passed by the affirmative vote of not less than three quarters of the total number of persons entitled to cast a vote in respect of such resolution.