



By-Laws

South Australian Jockey Club

Adopted by the Board on 1st December 2022

This is a true copy of the By-Laws of the South Australian Jockey Club Incorporated
Approved at the Board Meeting held on 23rd November 2022.

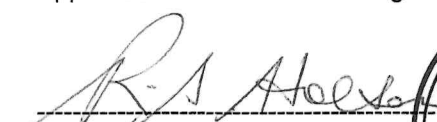

Bob Holton
Chairman



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1. By-Laws

1.1 General

- (a) This document sets out the By-Laws of the South Australian Jockey Club Incorporated made by the Board pursuant to the powers conferred by clause 11.2 of the Club's Constitution.
- (b) These By-Laws must be read in conjunction with the Constitution and, subject to it, will apply to and govern the Members.

1.2 Interpretation

- (a) Terms used but not defined in these By-Laws have the meaning (if any) given to them in the Constitution.
- (b) Clause 1.2 of the Constitution ("Interpretation") applies as if set out in full in these By-Laws.
- (c) To the extent that there is any inconsistency between:
 - (i) these By-Laws and the Constitution, the Constitution shall prevail;
 - (ii) these By-Laws and the Local Rules of Racing, the Local Rules of Racing shall prevail; and / or
 - (iii) these By-Laws and the Australian Rules of Racing, the Australian Rules of Racing shall prevail.

1.3 Definitions

In these By-Laws:

Decision Maker has the meaning given to it in By-Law 6.6(b).

Dress Code has the meaning given to it in By-Law 5.4(a).

Guest Pass has the meaning given to it in By-Law 4.3(a).

Joining Fee has the meaning given to it in By-Law 2.2.

Member Misconduct has the meaning given to it in By-Law 6.1.

Member's Pass has the meaning given to it in By-Law 4.2(a).

Returning Officer has the meaning given to it in By-Law 7.1(e).

2. Membership

2.1 Applications for admission and Subscriptions

The Board may, from time to time, determine requirements relating to applications for admission to membership.

2.2 Joining Fee

Upon admission to membership of the Club, a Member must pay the Club a Joining Fee as determined by the Board (in addition to that Member's Subscription).

2.3 Contact Details

- (a) Each Member, on their membership application or otherwise promptly after being admitted as a Member of the Club, must inform the Secretary in writing of:
 - (i) his or her address, and then, promptly after any change in that address, the new address; and
 - (ii) where the Member has elected to receive communications from the Club by email or other form of electronic communication, the relevant email address and details of any other selected means of electronic communications, and of any change in such details.
- (b) All Members must promptly inform the Club in writing of any change in their contact details.
- (c) If a Member or applicant for membership fails to update their contact details in accordance with By-Law 2.3(a), the Club shall not be responsible for any non-receipt (or consequence arising from the non-receipt) of a notice by the Member or applicant as a result. This includes, without limitation, any non-receipt of any membership offer notice or notice of renewal of membership.

2.4 Subscriptions

- (a) Subject to By-Law 2.4(b), all Subscriptions are due and payable on or before 1 August each calendar year.
- (b) Notwithstanding By-Law 2.4(a), the Board may, upon application, exempt any Member from payment of their Subscription in accordance with By-Law 2.4(c) and allow the Member to pay the Subscription in monthly instalments.
- (c) If a Subscription, Joining Fee or other fee is not paid by the due date for payment, the Club may charge a late fee of such amount as is determined by the Board. The late fee will be charged at the absolute discretion of, and on the terms and conditions determined by, the Board.

2.5 Exemptions

The Board may, upon application, in its absolute discretion, exempt any Member from payment of their Subscription for any year or any part of it and allow the Member to retain their membership for a period determined by the Board.

3. Classes of Members

3.1 Eligibility criteria

The Board may from time to time determine the rights and privileges attaching to different classes and sub-classes of membership of the Club to the extent not specified in the Constitution, including:

- (a) the qualifications for each class or sub-class of membership;
- (b) the Joining Fee and Subscriptions payable and the terms of payment for each class or sub-class of membership;
- (c) the number of members in each class or sub-class;
- (d) the benefits and privileges attaching to membership of any class or sub-class;

- (e) the terms and conditions applying to membership of any class or sub-class; and/or
- (f) requirements of applying for membership, changing the class or sub-class of membership, entry, election and re-admission to membership.

3.2 Classes

Members of the Club may fall into the following classes:

- (a) Members;
- (b) Young Members;
- (c) Country Members;
- (d) Life Members;
- (e) NCC Members; and
- (f) such other classes of Members determined by the Board from time to time.

3.3 Members

A Member is entitled to:

- (a) admission to Morphettville Racecourse; and
- (b) be present and vote at a meeting of the Club (subject to the Constitution).

3.4 Young Members

- (a) A person can be admitted as a Young Member only if the Member is less than 30 years old on 1 August in the year of admission to, or renewal of, membership.
- (b) A Young Member is required to pay a Subscription determined by the Board from time to time.
- (c) Despite By-Law 2.2, a Young Member is not required to pay the current Joining Fee.
- (d) After a Young Member becomes 30 years old, the Member may, on payment of the Subscription under By-Law 2.4, without further application, continue membership as a Member.

3.5 Country Members

- (a) A Country Member is required to pay a Subscription determined by the Board from time to time.
- (b) A Member can be admitted as a Country Member only if the Member's principal place of residence is:
 - (i) within the State of South Australia and is beyond a radius of 100 kilometres from Morphettville Racecourse; or
 - (ii) in any Australian State or Territory other than South Australia.

3.6 Life Members

- (a) A Life Member is not required to pay a Subscription.
- (b) Subject to the Constitution, nothing in By-Law 3.6(a) detracts from a Life Member's voting privileges.
- (c) Life membership is the highest honour bestowed on Members for exceptional, loyal and outstanding service which has provided a measurable benefit to the Club over an extended period of time. A person can be admitted as a Life Member only if:
 - (i) the person has rendered outstanding, valuable service to the Club;
 - (ii) the admission has been unanimously recommended by the Board; and
 - (iii) the admission is approved by a General Meeting of Members.

3.7 NCC Members

- (a) A NCC Member is not required to pay a Subscription.
- (b) Subject to the Constitution, nothing in By-Law 3.7(a) detracts from a NCC Member's voting privileges.
- (c) A person can only be admitted to membership of the Club as a NCC Member if that person was a full financial member of the Norwood Community Club Incorporated (ABN 38 932 799 830) on 1 April 2004.

4. Members' rights

4.1 Members Areas

The Board may:

- (a) reserve certain areas of the Morphettville Racecourse (or other premises owned by the Club) for Members as it determines from time to time; and
- (b) determine that certain areas within Morphettville Racecourse (or other premises owned by the Club) are reserved for certain classes or sub-classes of Members,

and may impose terms and conditions in relation to the use of those areas.

4.2 Member's Pass

- (a) A Member, on payment of their Subscription, or if the Member is paying the annual subscription fee by instalment, upon receipt of the initial instalment of the annual subscription fee, is entitled to be issued with a Member's pass (**Member's Pass**).
- (b) A Member's Pass allows admission to Morphettville Racecourse at such times as the Board determines from time to time.
- (c) Members may be required to produce a valid Member's Pass to gain entry to Morphettville Racecourse and on failure to do so may be removed from the Morphettville Racecourse, or any part of Morphettville Racecourse.
- (d) A Member's Pass is not transferable.
- (e) The Board may fix any rights, conditions, qualifications or restrictions on any Member's Pass as it determines from time to time.

- (f) A Member must not (and must not attempt or purport to, or authorise or permit any other person to do so):
 - (i) transfer, loan, sell, mortgage, charge or otherwise grant rights in or dispose of;
 - (ii) offer as a prize;
 - (iii) use for any promotional or commercial purposes;
 - (iv) transfer or attempt to transfer;
 - (v) sell or attempt to sell; or
 - (vi) allow or attempt to allow another person to use, their Member's Pass, in each case whether directly, indirectly, intentionally, unintentionally or otherwise.
- (g) A Member must ensure that their Member's Pass is not used or attempted to be used by any other person.
- (h) Each Member is responsible for the whereabouts and use of their Member's Pass. In the event of use or attempted use of a Member's Pass by another person, the Member will be deemed to have transferred, or attempted to transfer, the Member's Pass in breach of this By-Law 4.2 unless the Club is satisfied that the Member took all reasonable steps to secure the Member's Pass and prevent such misuse (including by notifying the Club as soon as becoming aware of any loss or theft of the Member's Pass).

4.3 Guest Passes

- (a) The Board may, in its absolute discretion and subject to such terms and conditions as it sees fit, offer guest passes to Members for race days or events (or designated times of race days or events) at Morphettville Racecourse or any other venue, such pass giving the bearer presenting it the like right of admission to Morphettville Racecourse or the other venue as the Member to whom it was issued (**Guest Pass**).
- (b) Members will only be entitled to the Guest Pass(es) described in By-Law 4.3(a) on payment of any fee determined by the Board from time to time.

4.4 Passes property of the Club

All passes issued to Members and other persons by the Club pursuant to this By-Law 4 are and will remain at all times solely the property of the Club.

5. Member Conduct

5.1 Upholding Standards of Member Conduct

- (a) All Members must comply with the standards prescribed by By-Law 5.3:
 - (i) at all times when in attendance at Morphettville Racecourse or at any premises owned or operated by the Club;
 - (ii) at all times at events controlled or promoted by the Club;

- (iii) at all times at locations or events not controlled by the Club but which the Member is granted the right to attend by virtue of their status as a Member of the Club;
- (iv) in all communications, correspondence and dealings with or relating to the Club and its employees, officers, contractors and agents, including, without limitation, in person, by telephone or video link, or in writing; and
- (v) when using or interacting with any of the Club's online or social media mediums, including, without limitation, the Club's website, the Club's Facebook, Twitter, Instagram and / or YouTube accounts/pages.

5.2 Guests

- (a) Without limiting By-Law 5.1(a), Members must procure and ensure that any of their guests or associates comply with the standards prescribed by By-Law 5.3 (as if those persons were included in the term "Member" in those standards).
- (b) If the Chief Executive Officer or delegate determines that any guest of a Member has acted in breach of any standards prescribed by By-Law 5.3, the Chief Executive Officer or delegate may exclude or evict that person from any relevant venue or event.

5.3 Standards of Member Conduct

Insofar as a Member's conduct directly or indirectly relates to the Club or its Members, premises, employees or officers, Members must:

- (a) comply with the law;
- (b) not act in a manner prejudicial to the interests of the Club with behaviour that is antisocial, unbecoming or offensive;
- (c) act with respect to others and not engage in bad language, or make offensive remarks;
- (d) not be drunk or disorderly (noting that the Club's premises are licensed premises);
- (e) not engage in offensive or discriminatory behaviour or conduct;
- (f) comply with any terms, conditions or reasonable directions of the Club or those people duly authorised to act on its behalf;
- (g) not default on the payment of any amount due and owing to the Club;
- (h) comply with any reasonable direction of a SAJC official, particularly in relation to health and safety matters;
- (i) not engage in hawking;
- (j) without limiting anything in this By-Law 5.3, at Morphettville Racecourse:
 - (i) not smoke or consume alcohol in any area in or around the Venue designated to be smoke free or alcohol free areas (as applicable);
 - (ii) comply with the "Conditions of Entry" issued in accordance with By-Law 5.6 (as amended from time-to-time) and any other conditions of entry notified;
 - (iii) comply with any dress regulations determined by the Club, as issued in accordance with By-Law 5.4;

- (iv) comply with any reserved seat policy determined by the Board;
- (v) when using mobile telephones, be discrete and considerate of others and limit their use to the bare minimum whilst seated in stands (particularly during races);
- (vi) show consideration to others by limiting movement whilst a race or other event is in progress, including by
 - (A) remaining seated until a race has been completed; and
 - (B) waiting until a race has been completed before returning to their seat.
- (vii) not enter the course proper, the parade rings, the stables or any other area for the movement of horses without authorisation;
- (viii) if listening to broadcast via radio or other electronic device, use an ear piece and in a manner that is not offensive to others;
- (ix) not stand or sit in aisles or on stairways (in contravention of safety regulations or procedures); and
- (x) comply with any terms, conditions or reasonable directions of racing officials or stewards.

5.4 Dress Code

- (a) Members and their guests, whilst on any part of the Premises reserved for use by Members and their guests, must comply with the dress code as determined by the Board from time to time (**Dress Code**).
- (b) Each Member is responsible for compliance with the Dress Code by any person who is the Member's guest whilst the Member's guest is on that part of the Morphetville Racecourse or premises reserved for use by Members and their guests, or attending any official function held by the Club.
- (c) The Dress Code may specify that different standards of dress may apply to specified areas within Morphetville Racecourse, including (but not limited to) Members areas and function rooms.
- (d) Persons not adhering to the relevant dress standards in the Dress Code may be refused entry or removed from the relevant area.

5.5 Prohibited Goods

- (a) A Member must not bring Prohibited Goods to Morphetville Racecourse or any other premises owned or operated by the Club.
- (b) For the purposes of By-Laws 5.5(a) and 5.6, the following items are considered "Prohibited Goods":
 - (i) alcoholic beverages;
 - (ii) cameras or other devices capable of broadcast quality video recording (unless approved by the Club);
 - (iii) glassware, BBQs, picnic tables, chairs, beach/market umbrellas, mobile structures and tents;
 - (iv) sporting goods including without limitation footballs or tennis balls;
 - (v) flares or other explosive or flammable goods or equipment;

- (vi) firearms, knives or any other object/item that in the opinion of the Club may be used as a weapon;
- (vii) laser pointers or any other device that in the opinion of the Club may interfere with horses;
- (viii) animals other than assistance dogs;
- (ix) flags, banners or placards; and
- (x) any item or attire that may be considered offensive by the Board.

5.6 Conditions of Entry

The Chief Executive Officer may, from time to time, publish "Conditions of Entry" in respect of Members', Members' guests' and the general public's admission to Morphettsville Racecourse or any premises owned or operated by the Club and regulating, among other things, the following matters:

- (a) the bringing and consumption of food and beverages (whether alcoholic or non-alcoholic beverages);
- (b) searching of bags and other carriers (such as drink coolers), including for Prohibited Goods;
- (c) Member and patron behaviour (including in relation to provocative, disorderly, insulting, offensive, objectionable or unsafe behaviour);
- (d) protests or demonstrations;
- (e) admission and supervision of children and minors; and
- (f) photography.

6. Member Misconduct

6.1 Misconduct

Where an allegation is made to the Chief Executive Officer or where the Chief Executive Officer has reason to suspect that a Member has engaged in any conduct which breaches or is contrary to the Constitution or these By-Laws (including the standards prescribed by By-Law 5.3) (**Member Misconduct**), the Chief Executive Officer may:

- (a) request the Board to undertake an investigation; and
- (b) carry out any subsequent direction from the Board in relation to the Member Misconduct.

6.2 Notification

Where an investigation has been directed, the Board must notify the Member of the following in writing:

- (a) that the Member is the subject of an investigation;
- (b) the substance of the investigation;
- (c) the date by which the Board will seek to make a determination in respect of the investigation; and
- (d) the possible outcomes of the making of a determination.

6.3 Investigation

- (a) If a motion is proposed at a meeting of the Board for the disciplining of a Member under By-Laws 6.5(a), 6.5(b), 6.5(c) or 6.5(d), the Chairperson must first put a motion that the Member be called upon to explain the conduct complained of.
- (b) If the motion referred to in clause 6.3(a) 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 (**Second Meeting**) and the Member must be notified:
 - (i) of the time and date of the Second Meeting; and
 - (ii) that they may make a written representation (including the provision of witness statements) to the Board which must be delivered to the Board before the date notified to that Member under By-Law 6.3(b)(i).
- (c) At the Second Meeting:
 - (i) the Board must:
 - (A) give the member the opportunity to be heard; and
 - (B) consider any document delivered to it in accordance with By-Law 6.3(b)(ii); and
 - (ii) a barrister or solicitor shall not be allowed to attend the Second Meeting on behalf of the Board or the Member concerned.
- (d) For the avoidance of doubt, nothing in By-Law 6.3(c)(ii) limits a Member's ability to obtain (at their own cost) professional legal advice in respect of any written representation to be delivered to the Board under this By-Law 6.3.

6.4 Determination

If, after an investigation:

- (a) the Board determines that the Member has not engaged in Member Misconduct, the Board shall notify the Member in writing of this determination; or
- (b) the Board determines that the Member has engaged in Member Misconduct, By-Law 6.5 shall apply.

6.5 Outcomes

If the Board determines that the Member has engaged in Member Misconduct, the Board may decide to:

- (a) cancel the Member's membership of the Club;
- (b) suspend the Member from membership for a period determined by the Board;
- (c) reprimand the Member;
- (d) withdraw, restrict or refuse any rights or benefits in connection with the Member's membership, or impose conditions on such rights or benefits;
- (e) issue the Member with a warning that suspension or expulsion may result if the member continues to act in the relevant manner; or
- (f) take no action, and shall notify the Member of the decision.

6.6 Review

- (a) A Member may request a review of a:
 - (i) determination of the Board under By-Law 6.4; and / or
 - (ii) decision of the Board under By-Law 6.5,by giving written notice to the Board within 10 Business Days of the notification issued under By-Laws 6.4 or 6.5 (as applicable), setting out:
 - (iii) the Member's wishes to have the Board's decision reviewed; and
 - (iv) the Member's written submissions in relation to the decision under review.
- (b) The review will be conducted by an independent person determined by the then President of the South Australian Law Society (or their nominee) (**Decision Maker**).
- (c) Unless the Decision Maker determines that the principles of natural justice otherwise require:
 - (i) the review must be conducted wholly on the basis of:
 - (A) the information provided by the Member which is the subject of the investigation under By-Law 6.3;
 - (B) the information considered by the Board in making its decision(s) under By-Laws 6.4 or 6.5 (as applicable); and
 - (C) any written submissions made by or on behalf of the Member in accordance with By-Law 6.6(a)(iv);
 - (ii) the Decision Maker is not bound by the rules of evidence; and
 - (iii) no party to the proceedings shall be entitled to the discovery of documents.
- (d) For the avoidance of doubt, nothing in this By-Law 6.6 limits a Member's ability to obtain (at their own cost) professional legal advice in respect of any written representation to be delivered to the Board under this By-Law 6.6.

6.7 Suspension

If a Member is suspended in accordance with By-Law 6.5(b), then:

- (a) the Member must (if the Member has not already) pay the Subscription (as it becomes due and payable in each year for the period of suspension); and
- (b) during the period of the suspension, the Member will not be entitled to and will not:
 - (i) enter the Members' area at Morphettville Racecourse;
 - (ii) hold any office at the Club;
 - (iii) be a member of the Board;
 - (iv) be entitled to any refund of any Subscriptions paid to the Club; or
 - (v) attend or vote at any General Meeting.

6.8 Cancellation

If a Member's membership is cancelled in accordance with By-Law 6.5(a), then:

- (a) the person is not entitled to a refund of any membership fees; and
- (b) the person is not entitled to enter the Members' area at Morphettsville Racecourse from the date of the cancellation (including in their capacity as a guest or other visitor).

6.9 Dispute Resolution

Any disputes regarding the procedures and decisions in this By-Law are subject to the dispute resolution procedure in clause 20 of the Constitution.

7. General Meetings

7.1 Ballots

- (a) This By-Law 7.1 contains the rules prescribed by the Directors in relation to ballots required to be conducted for the election of Elected Directors in accordance with clause 10.5(a)(ii) of the Constitution.
- (b) At least 14 days prior to the General Meeting, the Chief Executive Officer must cause each Voting Member to be provided with:
 - (i) relevant voting information dealing with completion of the ballot and the voting procedure as determined from time to time by the Board;
 - (ii) the appropriate ballot listing the candidates; and
 - (iii) any statement by a candidate in support of their election not exceeding 250 words and that is not misleading, deceptive, offensive or defamatory.
- (c) The materials referred to in By-Law 7.1(b) shall be sent to the postal address or the email address nominated by the relevant Member for the purpose of receiving notices or other documents from the Club.
- (d) The order of candidates on the ballot paper must be decided by lot.

The Chief Executive Officer shall recommend to the Board to appoint a Returning Officer (**Returning Officer**) and two assistants to oversee the determination of ballot order;

- (i) Conduct a ballot draw by lot to determine order of candidates on the Ballot Paper;
 - (ii) Conduct the election in accordance with section 10 of the Constitution;
 - (iii) Undertake the sorting, counting and recording of ballot papers;
 - (iv) Ensure that the votes of ballot papers deemed valid and are accurately allocated to the applicable candidate;
 - (v) Rule on the admissibility of questionable ballot papers;
 - (vi) Scrutineers may be appointed by anyone who may request their presence where votes are counted and to scrutinise ballot papers; and
 - (vii) Undertake the certification of results as outlined in By-Law 7.1 (k).
- (e) For the purpose of conducting a ballot the Chief Executive Officer shall supply to the Returning Officer a list of Members who are entitled to vote.

- (f) A Member who wishes to vote in the election shall complete the ballot paper and return it to the Returning Officer in accordance with the directions on or accompanying the ballot paper.
- (g) A Member may vote for up to but no more than the number of positions available to be filled by an Elected Director on the Board.
- (h) The Returning Officer shall reject a ballot paper if:
 - (i) it is received after 4:00pm on the day before the General Meeting at which the election is held;
 - (ii) the ballot envelope has not been signed;
 - (iii) duplicate ballot papers are received from the same Member;
 - (iv) the rules or instructions on the ballot paper have not been followed;
 - (v) it is imperfectly marked and the intention of the Member cannot be ascertained with certainty; or
 - (vi) it is otherwise irregular.
- (i) The Returning Officer must ensure that the confidentiality of the vote cast by a Member is maintained during the voting process.
- (j) After the close of the ballot the Returning Officer shall certify, in writing to the Chief Executive Officer, the number of votes received by each candidate.
- (k) At the completion of the counting process, the Returning Officer shall provide to the Chief Executive a certified ballot report reconciling ballots caste with a quantified list of votes received by each candidate and informal votes. The certified ballot report will list candidates in descending order of votes received and identifying the candidates deemed successful with the provisions of clause 10.5 (a) (ii) of the Constitution.
- (l) In case of an equality of votes, the Chairperson, if not a candidate, shall not have a casting vote and shall determine the winning candidate by lot. If the Chairperson is a candidate, the position of the Chairperson is to be temporarily vacated at a convenient time during the General Meeting and the General Meeting will elect another person to determine the winning candidate by lot.
- (m) Successful candidates will be declared elected by the Chairperson of the General Meeting with effect from the close of the relevant General Meeting.
- (n) In announcing the results of the ballot at the General Meeting, the Chairperson:
 - (i) shall advise the names of the successful candidates; and
 - (ii) shall disclose the number of votes received by each candidate.
- (o) Unless the Members at the General Meeting declare otherwise, the Returning Officer must destroy the ballot papers no sooner than 30 days after the conclusion of the General Meeting.
- (p) No election shall be voided on account of any error or omission of the Returning Officer, or the Returning Officer's assistants referred to in clause 7.1(e), which did not affect the result of the election.
- (q) The decision of the Returning Officer as to:
 - (i) the validity of any vote;
 - (ii) the right of any Member to vote;
 - (iii) which votes shall be counted; and
 - (iv) generally as to the conduct of the ballot and the scrutiny, shall be final.

7.2 Form of Proxy

For the purposes of clause 9.17(c) of the Constitution, the Board prescribes the form of an instrument appointing a proxy contained in Schedule 1 to these By-Laws.

7.3 Polls

The Chair of a general meeting should call for a poll on a resolution where the Chair believes that, having regard to the direct votes cast or directed proxies received, the result may differ from that obtained on a show of hands.

7.4 Direct Voting

- (a) Direct voting is a form of voting that allows Members to cast their vote on resolutions of a General Meeting without having to attend the General Meeting in person and without needing to appoint a proxy to vote on their behalf. This By-Law 7.4 contains the rules prescribed by the Directors in relation to direct voting in accordance with clause 9.21(c) of the Constitution.
- (b) A direct vote includes any form of vote that the Board may prescribe or accept including by any electronic means.
- (c) For a direct vote to be effective, the direct vote must be received by the Chief Executive Officer at least 72 hours before the scheduled commencement time for the relevant General Meeting or adjourned General Meeting to which it relates. For the purposes of this By-Law 7.4(c), the Chief Executive Officer receives a direct vote:
 - (i) when the direct vote is received at a place or electronic address specified for the purpose in the relevant notice of General Meeting; and
 - (ii) if the notice of General Meeting specifies other electronic means by which a Voting Member may submit the direct vote, when the direct vote is given by those means.
- (d) A direct vote is valid, in respect of a resolution, if it contains the following information:
 - (i) the Voting Member's name and address; and
 - (ii) the Voting Member's voting intention on the relevant resolution.
- (e) A vote cast in accordance with a direct vote is valid even if since the vote was cast the Voting Member:
 - (i) died;
 - (ii) became of unsound mind; or
 - (iii) wished to change or revoke their vote,unless written notification of the relevant event is received by the Club before the General Meeting or adjourned General Meeting in respect of which the direct vote was to have been cast.
- (f) The Chairperson's decision as to whether a direct vote is valid or has been revoked is conclusive.
- (g) A Voting Member who has cast a direct vote is entitled to attend the relevant General Meeting. However, if a vote or poll is taken at a General Meeting on a resolution on which a direct vote was cast, the Chairperson of the General Meeting must:

- (i) on a vote by show of hands, exclude each Voting Member who has submitted a direct vote for or against the resolution from participating in the show of hands; and
 - (ii) on a poll, count the votes cast by each Voting Member who has submitted a direct vote directly for or against the resolution (as applicable) toward the result of the poll.
- (h) The Board must cause the names of those Members that cast a vote via a “direct vote” to be included in the minutes for that General Meeting.

7.5 Conduct of Meetings using technology

If the Club holds a General Meeting using technology, in addition to the matters prescribed by clause 9.3 of the Constitution, the Club must ensure that a notice of such General Meeting sets out that the Club is holding a General Meeting using technology and provide the Member with all information reasonably required to participate in that General Meeting and to vote at that General Meeting (including via direct vote or proxy).

8. Director Conduct

8.1 Upholding Standards of Director Conduct

Each Director and Committee member must comply with the standards prescribed by this By-Law 8 at all times.

8.2 Adherence to Standards of Member Conduct

To the extent that any:

- (a) Committee member; or
- (b) Director,

is not a Member of the Club, those persons must adhere to this By-Law 8 (including by adhering to By-Laws 5.1 and 5.3 as if they were Members of the Club).

8.3 Adherence to Code of Conduct

- (a) The Board shall adopt and keep in force, and may from time to time amend, a “Code of Conduct” by which all Directors for the time being are and shall be bound.
- (b) The current Code of Conduct is contained in Schedule 2 of these By-Laws.
- (c) A copy of the Code, as amended and in force from time to time, shall be provided by the Chief Executive Officer to each Director upon election or appointment to the Board and at any subsequent time when that document is amended.

8.4 Director Misconduct

Any breach of this By-Law 8 (including any breach of the Code of Conduct) by a Director shall be deemed to be Member Misconduct and By-Law 6 shall apply to the Director.

9. Director Selection Panel

For the purposes of clause 10.7 of the Constitution:

- (a) the DSP shall have three (3) members, which shall comprise one (1) Director and two (2) non-Directors;
- (b) when forming a DSP, the Board shall invite RSA to nominate two (2) persons for appointment to the DSP by the Board. For the avoidance of doubt, the Board is not required to appoint any candidates nominated by RSA to the DSP;
- (c) the DSP must have a chair, who is to be nominated by the Board or, if the Board has not nominated a chair, the DSP by majority decision;
- (d) subject to this By-Law 9 and the law, the DSP may decide its own procedure; and
- (e) where the DSP is reviewing candidates for appointment, it will report to the Board (via the chair of the DSP) in writing, explaining the process followed, listing the proposed individuals, setting out its recommendations and explaining its rationale.

Schedule 1 – Proxy Form

PROXY FORM SOUTH AUSTRALIAN JOCKEY CLUB INCORPORATED ABN 78 740 603 852			
APPOINTMENT OF PROXY			
Member's Name			
Member's Address			
Membership Number			
<p>I hereby appoint the Member described below, or failing that person, the Chairman of the Meeting as my proxy to vote for me and on my behalf at the following meeting and at any adjournment of that meeting:</p>			
Nature of General Meeting (e.g. AGM / SGM)			
Date of General Meeting			
Proxy's Name or office held			
Proxy's Address			
Proxy's Membership Number			
Resolutions:			
	Details	For	Against
1.		<input type="checkbox"/>	<input type="checkbox"/>
2.		<input type="checkbox"/>	<input type="checkbox"/>
3.		<input type="checkbox"/>	<input type="checkbox"/>
<p>Signature of Member _____</p> <p>Member's Name (please print) _____</p> <p>Date _____</p>			
INSTRUCTIONS:			
<p>1. A Member entitled to attend and vote at this meeting is entitled to appoint a Proxy to attend and vote instead of the Member.</p> <p>2. For this appointment to be valid it must be completed by the Member and received by the Club in accordance with the provisions of the Club's Constitution.</p>			
<p>Date received by Club (office use only): _____</p>			

Schedule 2 – Code of Conduct

SOUTH AUSTRALIAN JOCKEY CLUB

BOARD MEMBERS' CODE OF CONDUCT

Effective 1st December 2022

Issued in accordance with Clause 12.12 of the Constitution.

BACKGROUND

The South Australian Jockey Club Inc. is an incorporated body pursuant to the Associations Incorporations Act.

The objects of the Club as defined in Clause 3 of the Constitution are:

- The principal object of the Club is the encouragement of thoroughbred racing (Principal Object).
- In support of the Principal Object, the secondary objects of the Club are the promotion and provision of entertainment, sport, amusement, recreation, and social events in order to carry on the Principal Object (Secondary Objects).
- The Club may undertake such other activities, which are not inconsistent with the Principal Object or the Secondary Objects, to directly or indirectly enhance, promote or protect the interests of the Club and or thoroughbred racing.

The Club owns and operates the following venues:

- Morphettville Racecourse and associated catering and entertainment facilities within the Course.
- The Junction, a licensed liquor and gaming facility (ie "poker machine" venue).

The relevant statutory controls imposed on the Club come from:

- Liquor Licensing Act 1997;
- Gaming Machine Act 1992;
- Authorised Betting Operations Act 2000;
- Associations Incorporation Act 1985;
- Mandatory Codes of Practice that cover not only the provisions of gambling products and services but the advertising and promotion of such products and services and
- Australian Rules of Racing.

The key controlling bodies can be identified as:

- Minister for Racing;
- Consumer and Business Services;
- The Liquor and Gambling Commissioner; and
- Racing SA Ltd (RSA).

In relation to the racing operations, the SAJC provides the venue for racing as distinct to having any direct control over racing. All control of racing is via RSA and on a given race day is through the Chief Steward.

The SAJC's relationship with RSA commenced on 1 October 2001, the Governor of South Australia designated RSA to be the controlling racing authority for horse racing in this State pursuant to section 6 of the Authorised Betting Operations Act.

Prior to this there had been a specific government agency controlling thoroughbred racing in the State which included the SAJC and the 24 provincial and country clubs.

RSA was established with the specific charter to represent thoroughbred racing. This is complimented by the two key shareholders (50% each) of RSA being:

- Country Racing South Australia (CRSA); and
- South Australian Jockey Club (SAJC).

RSA is a public company limited by guarantee with a requirement that there be seven directors. By virtue of Clause 25 of the RSA Constitution, two of the seven directors are appointed by CRSA and SAJC.

RSA has six key objectives:

- To lead the industry in a transparent and financially responsible manner;
- To improve the standard of governance and management across the thoroughbred racing industry in South Australia;
- To improve the infrastructure and facilities supporting the industry consistent with industry and community standards;
- To increase the focus on the consumer across the thoroughbred racing industry in South Australia;
- To build a more optimistic, collaborative and financially viable thoroughbred racing industry in South Australia; and
- To improve the public image of the thoroughbred racing industry in South Australia and the promotion of thoroughbred horse racing in South Australia.

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1. PURPOSE OF THIS CODE

This code aims to provide guidance to Board Members, to help them carry out their duties and responsibilities effectively. Board Members are bound to act according to this code. A breach of this code will result in disciplinary action in accordance with the Constitution.

2. ROLE OF THE BOARD

The Board of the South Australian Jockey Club ("the Board") is responsible for the overall governance, management and strategic direction of the organisation and for delivering accountable corporate performance in accordance with the organisation's goals and objectives.

Management has responsibility to carry out the policies approved by the Board.

Subject to a member being provided delegated authority by the Board, the Board Acts as "one" and no individual Member is permitted to act singularly in the day-to-day operation or management of the organisation.

3. DUTIES OF THE BOARD

Board Members are subject to a range of duties owed to the SAJC. These are derived from the relevant Acts of Parliament, Common Law and other sources. At the most fundamental level these duties are:

- The fiduciary duty of loyalty which is usually expressed as a duty to act in good faith and in the interests of the body as a whole: and
- The duty to use due care and diligence in fulfilling the functions of office and exercising the powers attached to that office.

The fiduciary duty of loyalty is owed to SAJC itself as a whole. The members duty of loyalty to SAJC as a whole is "fiduciary" that is to say it imposes the highest standard of fidelity, because the Board Member occupies a position of trust to SAJC. The nature of the duty is similar to that of the trustee towards the beneficiaries of a trust.

The principal requirements of this duty of a member are:

- To act bona fide in the best interests of SAJC as a whole;
- To exercise the powers conferred by the Act for the proper purposes of the SAJC and not for any extraneous purpose;
- Seeking to avoid being placed in a position where the Board Member's duty to the SAJC as a whole conflicts or may conflict with personal interest, and if such a possibility arises disclosing the matter and handling it in the interests of the SAJC as a whole; and
- Loyalty to SAJC requires a Board Member to support policy decided by the SAJC, even if the Board Member did not (and perhaps still does not) personally support the policy.

4. SCHEDULING OF MEETINGS AND TRANSACTION OF BUSINESS

All business of the Board of the SAJC is to be transacted at a formal meeting of the Board.

Unless agreed to by a majority of the Board, members are to be given at least 5 working days notice of a formal meeting of the Board.

Notwithstanding the above, the Board may, if it thinks fit, transact any of its business by the circulation of papers, by the Chief Executive, among all of its members, and a resolution in writing approved in writing by a majority of the appointed members is taken to be a decision of the SAJC.

Email may be used by the Chief Executive to circulate papers among members and a resolution approved by email is taken to have been approved in writing.

The Board may, if it thinks fit, transact any of its business at a meeting at which members (or some members) participate by telephone, closed-circuit television or other means, but only if a member who speaks on a matter at the meeting can be heard by the other members.

5. CONDUCTING OFFICIAL MEETINGS WITH MEMBERS

Club Members may request an official meeting with the Board or a Board Committee where there are reasonable business grounds for the request. Any such request will be directed and coordinated via the CEO's office. Board Members are not permitted to conduct any official business meeting with members or other parties on an individual basis, a minimum of two Board members must attend any meeting at one time and a record of the meeting must be taken and agreed by both parties.

6. CONFIDENTIALITY OF INFORMATION

Board Members have an obligation to maintain the confidentiality of information provided to them. All information that is generated by the Club is the intellectual property of the SAJC and that information includes both written and verbal. A Board Member must not divulge any information to other parties except with the permission of the Board.

Confidential information available to Board Members must be used only in ways which are consistent with the obligations of Board Members to act impartially with integrity and in the public interest. Board Members must not use confidential information for personal gain or to promote private interests or those of connected persons, businesses or other organisations.

There are specific exceptions (required by law) to this principle such as requirements under the Freedom of Information Act or when called upon to give evidence in Court.

Media comment is restricted to the Chairman and Chief Executive Officer, or an Officer delegated by the Chairman or Chief Executive Officer.

On resignation from the Board, your duty of confidentiality continues indefinitely.

7. CONFLICTS OF INTEREST

The Associations Incorporation Act and the Common Law set high standards for removing “conflicts of interest”.

Conflicts of interest are assessed in terms of the likelihood that Board Members possessing a particular interest could be influenced or might appear to be influenced, in the performance of their duties on any matter. At all times a Board Member must be able to act in the interests of the SAJC as a whole. The interests of associates, affiliates, other racing interest and personal interests of the Board Member or the Board Members family must not be allowed to prevail over those of the SAJC. The pursuit of self-interest or representation of a factional interest above the interests of the SAJC is a breach of a Board Member's fiduciary duties.

Where a conflict or perceived conflict does arise, the Board Member must consider whether to refrain from participating in the debate and/or voting on the matter, whether to arrange that the relevant Board Papers are not sent, or in an extreme case whether to resign from the SAJC. The Chairman or Chief Executive is available to discuss potential conflicts of Interest with Board Members. In any event, full disclosure of conflicts or potential conflicts must be made at the SAJC Board meeting, or prior in writing to the Chief Executive.

8. PECUNIARY INTERESTS

This Code and the associated Common Law obligations require:

1. That if:
 - a) a member of the Board or of a sub-committee of the Board has a direct or indirect pecuniary interest in a matter being considered or about to be considered at a meeting of the Board or the committee: and
 - b) the interest appears to raise a “conflict” with the proper performance of the member's duties in relation to the consideration of the matter the Board Member must, as soon as possible after the relevant facts have come to his or her knowledge, disclose the nature of the interest at a meeting of the Board or a sub-committee of the Board.
2. A disclosure by a Board Member at a meeting of the Board or a sub-committee of the Board that the Board Member:
 - a) is a member, or is in the employment, of a specified company or other body; or
 - b) is a partner, or is in the employment, of a specified person, or (c) has some other specified interest relating to a specified company or other body or to a specified person, is sufficient disclosure of the nature of the interest in any matter relating to that company or other body or to that person which may arise after the date of the disclosure and which is required to be disclosed under subsection (1).
3. Particulars of any disclosure made under this section must be recorded by the Board or the committee in a book kept for the purposes and that book must be open at all reasonable hours to inspection by any person on payment of the reasonable fee determined by the Board.
4. After a Board Member has disclosed the nature of an interest in any matter, the Board Member must not, unless the Board otherwise determines:

- a) be present during any deliberations of the Board or the sub-committee with respect to the matter; or
 - b) take part in any decision of the Board or the sub-committee with respect to the matter.
- 5. For the purpose of making of a determination by the Board under subsection (4), a Board Member who has a direct or indirect pecuniary interest in a matter to which the disclosure related must not:
 - a) be present during any deliberation of the Board or the committee with respect to the matter; or
 - b) take part in any decision of the Board or the committee with respect to the matter.

9. DUE DILIGENCE

- A Board Member should attend all Board meetings but where attendance at meetings is not possible appropriate steps should be taken to obtain leave of absence.
- A Board Member must acquire knowledge of the statutory and regulatory requirements affecting Members in the discharge of their duties to the SAJC and be aware of the physical, political and social environment in which it operates.
- In order to be fully effective, a Board Member should insist upon access to all relevant information to be considered by the Board. This information should be made available in sufficient time to allow proper consideration of all relevant issues. In the extreme circumstances where information is not provided, the Board Member should take an appropriate protest about the failure on the part of the SAJC to provide the information and if necessary abstain from voting on the particular matter on the basis that there has not been the time necessary to consider the matter properly. Any abstention, and the reasons for it, should be included in the minutes. It may also be appropriate to vote against the motion or move for deferment until proper information is available.
- A Board Member is entitled to seek independent professional advice at the Company's expense on any matter connected with the discharge of his or her responsibilities, in accordance with the SAJC policy and subject to the conditions outlined in the policy.
- A Board Member should endeavour to ensure that systems are established within the SAJC to provide the Board, on a regular and timely basis, with necessary information to enable the Board Members to make a reasoned judgment and so discharge their duties of care and diligence. An internal audit of systems supporting the Board should be conducted regularly.

10. GIFTS AND HOSPITALITY

In their dealings with other individuals and entities in the industry, Board Members must always act to foster the SAJC's reputation for independence, impartiality, and scrupulous adherence to ethical standards.

Board Members must not solicit or accept gifts, rewards or benefits in connection with the performance of their duties, or which might compromise or be seen to compromise their independence and objectivity, or which might give rise to a real or apparent conflict of interest.

Board Members may accept minor hospitality offered in the course of their duties if:

- The total value is nominal.
- The offer is in accord with normal social practice.
- The level of hospitality is not more than the Board would provide in similar circumstances.

Board Members must never accept, under any circumstances, an offer of money.

If a Board Member receives an offer of a potentially unacceptable benefit, the Board Member must report it to the Chairman or Chief Executive who shall consider whether the acceptance of the gift contravenes this policy.

As a private individual, a Board Member may accept a benefit if it is offered equally to and accepted by, the public or the industry in general.

In conjunction with this requirement, the Chief Executive Officer will establish and maintain a gift register similar to the one used for staff of the SAJC.

11. WAGERING

Board Members of the SAJC are to only place bets in their own name in the following manner:

- Cash bets with totalizators (either on-course or off-course);
- Cash bets with on-course or online bookmakers who are licensed by a State or Territory Wagering Authority.

Board Members are precluded by law from operating or betting on gaming machines situated at the "Junction" at Morphettsville.

12. IMPROPER OR UNDUE INFLUENCE

Board Members must take care not to use their position on the Board to influence any other members or staff at the SAJC in the performance of their duties or functions for the purpose of obtaining any advantage for themselves or any other person, whether the advantage is direct or indirect.

General discussion between Board members and staff is encouraged however specific work requests or requests for information should primarily be channeled via the Chair and CEO.

13. MAINTENANCE AND PROMOTION OF PUBLIC CONFIDENCE

Board Members must not engage in conduct likely to bring discredit upon the SAJC or otherwise diminish the confidence in the SAJC of the public or of participants in the racing Industry.

Board Members must report to the Chairman, any actions by others which may adversely affect, either directly or indirectly, the public confidence in the integrity of the SAJC.

14. STANDARDS OF CONDUCTS

In addition to the above general standard, Board Members are required to conduct themselves in a manner that is required by the relevant legislation governing the conduct of employers - in particular under the Equal Opportunity Act relating to sexual harassment and the Work Health and Safety Act in relation to bullying and harassment.

In particular, Board Members are not to engage in conduct that offends, humiliates or intimidates a person due to their sex, pregnancy, race, marital status or any disability.

Both the Commonwealth and State have legislation that make it unlawful for a person to subject a person to sexual harassment and this applies to a member of a governing body of an association.

Sexual harassment is defined as the making an unwelcome sexual advance or an unwelcome request for sexual favours or engaging in unwelcome conduct of a sexual nature in relation to a person. Such offensive conduct includes:

- Uninvited touching, uninvited kisses or embraces;
- Smutty jokes or comments;
- Repeated invitations to go out after prior refusal;
- “Flashing” or sexual gestures;
- Staring or leering at a person;
- Sexually explicit conversation; and
- Offensive phone calls, letters, SMS or e-mails messages or other computer-generated communications.

Such conduct will be the subject of an investigation by the Club pursuant to By-Law 8.4 and apply the provisions of By-Law 6.5 in relation to the disciplining of the Board Member.

Board Members must also understand that any offense could result in a financial liability to the Club unless it could show that all reasonable steps were taken to prevent the harassment from occurring and as such the Club may seek recovery of any award of damages from the offending member.

Additionally the Board will encourage staff and club members to abide by the operation of the Whistleblowers Protection Act as it applies to the SAJC in relation to:

- Corrupt or Illegal Practices; and
- Risks to Public Health, Safety and the Environment.

The SAJC acknowledges the obligations under section 7 and 9 of the Whistleblowers Act as it relates to obligation to not disclose of the identity of any informant and not to engage in any conduct that could be considered to be victimization of a person who makes a disclosure of public interest information.

15. DISSENT

Board Members should recognise that their responsibilities to their colleagues and the SAJC as a whole require that where disagreement occurs every effort be made to resolve the issue and avoid dissension.

Nevertheless there may be times when a Board Member feels so strongly about a matter of principle that the Board Member must lodge a formal dissent.

In such cases the Board Member should consider taking some or all of the following steps:

- Make the extent of the dissent and its possible consequences clear to the Board as a means of seeking to influence the decision;
- Request that the Board seek additional legal, accounting or other professional advice, as is considered necessary;
- Request that the decision be postponed to the next meeting to allow time for further consideration and informed discussion;
- Table a statement of dissent and ask that it be minuted; and
- Write to the Chairman, or all Board Members of the SAJC and/or asking that the letter be filed with the Minutes.

The above process would also apply to allegations or complaints of bias in which case the allegation or complaint should be formally lodged with the Board's designated delegate for such matters.

16. ENFORCEMENT OF THE CODE

Breaches of the Code may be the subject of specifically the operation of clause 8.4 of the Constitution and also any other statutory provision that applies to Board Members.

17. INDEMNITY

Board Members will be indemnified against all liabilities that arise out of his or her lawful dealings for the SAJC and providing that the Board Member is acting reasonably in accordance with the rules of law, this Code of Conduct and, where applicable, as covered by the SAJC's policies of insurance.

However, where a Board Member acts in a manner that is regarded as reckless or willful so as to attract a liability to the SAJC, then the Board shall reserve the right to provide any funds to the Board Member in the defense of any legal action issued against that member.

The Board shall also reserve the right to seek redress against any Board Member who incurs a liability outside the scope of the above indemnity.

18. SUMMARY

To meet the requirements of the SAJC, Board Members must:

- At all times act ethically, with honesty and integrity, in the best interests of the SAJC;
- At all times exercise due care in the performance of their duties;
- Be diligent, attend Board Meetings and make themselves knowledgeable about the Rules and legal requirements, the operations of the SAJC, and the industry and general social environment in which it operates;
- Ensure that systems are established within the SAJC to provide sufficient and accurate data on a regular and timely basis, to enable Board Members to discharge their duties of care and diligence;
- Act at all times in the interest of the SAJC as a whole rather than any sectional interest;
- Avoid conflicts of interest;
- Be independent in their judgements and actions;
- Not release official information or documents acquired through membership of the Board outside the Board Room, other than as required by law or where agreed by decision of the Board;
- Report to the Chairman or Chief Executive any actions by others which could adversely affect either directly or indirectly the honest and impartial exercise of their duties as a Board Member;
- When on course, at all times, Board Members must adopt responsible policy in relation to the consumption and serving of alcohol; and
- Treat colleagues with respect, courtesy, honesty and fairness and contribute to a harmonious and productive Board.

By-Laws Version Control

Date	Clauses of By-Laws amended	Description of change	Board Meeting Date
01/12/22	Entire By-Laws	By-Laws promulgated	23/11/22