



THE WESTERN AUSTRALIAN TURF CLUB

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CONSTITUTION  
&  
BY-LAWS OF THE CLUB

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28 June 2024

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## THE WESTERN AUSTRALIAN TURF CLUB

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### CONSTITUTION

|  |      |
|--|------|
| <i>The Western Australian Turf Club Act 1892 (WA)</i>        | Page |
| Private Act  | 3    |
| <i>Western Australian Turf Club (Property) Act 1944 (WA)</i> | Page |
| Property Act   | 22   |
| Amendments to the Constitution                               | Page |
|  | 26   |

&

### BY-LAWS OF THE CLUB

|  |      |
|--|------|
| By-Laws of The Western Australian Turf Club adopted<br>on 23 July 2018 and amended to 28 June 2024 | Page |
|  | 27   |

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28 June 2024

Ascot, Perth

## CONSTITUTION

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### *The Western Australian Turf Club Act 1892*

An Act to enable the Members of 'The Western Australian Turf Club' to sue and be sued in the name of the Chairman for the time being of the Committee of the said Club and for other purposes.

Preamble.

Whereas by deed poll or grant from the Crown dated 11 September 1877 Her Majesty demised and leased unto Alfred Robert Waylen Walter Padbury and Stephen Henry Parker (thereinafter and hereinafter referred to as **"the Lessees"**) their executors administrators and allowed assigns All that tract or parcel of land situate and being in the District of Swan in the Colony of Western Australia containing 105 acres more or less and marked and distinguished in the Maps and Books of the Survey Office of the said Colony as No. 823 Perth Racecourse Bounded on the South-west by about 43 chains 80 links of the North-east boundary of Swan Location 33 extending South-east from left bank of Swan River through centre of a certain blue gum tree marked [] on its River side and [] on its Land side about 75 links South-east from said bank through a squared and pointed post and terminating at centre of a similar post about 7 chains 80 links farther South-east. On the South-east by a line about 22 chains 94 links in length extending North 54 degrees East from post last aforesaid to another squared and pointed post and then by a line about five chains 56 links in length extending North 59 degrees 36 minutes East to another similar post. On the East by a line about 18 chains 20 links in length extending North 22 degrees 10 minutes West to the left bank of Swan River through centre of a squared and pointed post about one chain 90 links South-east from said bank. And on the North by left bank aforesaid between North end of the East and South-west boundaries all bearings and boundaries being true or thereabouts Excepting and reserving to Her Majesty her heirs and successors or for any person or persons acting in that behalf by her or their authority full power during the term thereby granted from time to time and at all times thereafter to resume and enter upon possession of any part of the said piece or parcel of land which it might at any time by Her Majesty her heirs and successors be deemed necessary to resume for making roads canals bridges towing paths or other works of public utility or convenience. To have and to hold the premises thereby demised except as aforesaid and subject to the powers reservations and

Preamble.

## CONSTITUTION

### *The Western Australian Turf Club Act 1892 (WA)*

conditions therein and in certain Regulations for the sale letting disposal and occupation of the Waste Lands of the Crown within the said Colony contained unto the said Lessees their executors administrators and allowed assigns for the term of 999 years to be computed from 1 September 1877 Yielding and paying therefore one peppercorn of yearly rent on the 21 March in each year or so soon thereafter as the same should be lawfully demanded in trust for certain persons then associated together under the name or style of The Western Australian Turf Club and for such other persons as might from time to time during the said term be recognised by the Governor of the said Colony for the time being as forming The Western Australian Turf Club And by the said deed poll it is expressly provided that the said piece or parcel of land should during the said term be used as a place of public enjoyment and especially for the training and running of Race Horses and other purposes connected therewith and in accordance with the Rules and Regulations of The Western Australian Turf Club for the time being And that a Race Meeting should be held upon the said land at least once in every year And that pedestrians should be admitted on the said land (with the exception of such portions thereof as might be reserved with the approval of the Commissioner of Crown Lands) during such Race Meeting free of charge or on payment of such charges as might from time to time be approved by the Governor And provided further that it should at any time be lawful for the persons appointed by the said Club as Stewards of the Races to turn off the said land any persons who might be found injuring the said land or any property thereon or violating the Rules of the Club for the time being or behaving in a riotous or unbecoming manner And provided further that persons on horseback and also carriages should be admitted to such race meeting on payment of such charges as might be authorised in that behalf by the Governor of the said Colony for the time being And also that if at any time during the said term the said piece or parcel of land should cease to be used or if Race Meetings should not be held and persons whether on foot or horseback or in carriages should not be admitted as aforesaid then and in every such case it should be lawful for Her Majesty her heirs and successors and for any person or persons acting in her or their benefit into and upon the said demised premises or any part thereof in the name of the whole to re-enter and the same to have again re-possess and enjoy as if the said deed poll had not been executed Provided also that the Governor for the time being of the said Colony should have power from time to time to nominate in writing any person or persons to supply the place of any Trustee or Trustees for the time being of the said deed poll who should die or disclaim or be unable or unfit to act or desire to retire from the office and on every such appointment that the necessary assurances should be executed for vesting the said land and premises in the new and old Trustees or in the new

#### CONSTITUTION

*The Western Australian Turf Club Act 1892 (WA)*

Trustees solely as the case might be. And whereas with the consent of the said Trustees the Committee of The Western Australian Turf Club have now the control and the management of the said land and premises and the Course and buildings thereon And whereas the said Club have expended very considerable sums of money in improving the said Course and in erecting improving and maintaining divers good and substantial buildings erections and fences thereon and the Club proposes from time to time to expend still further sums of money in further improving the said Course and erecting additional buildings thereon And whereas for the management of the affairs of the said Club and the better maintenance and control of the said Racecourse and the buildings now or hereafter to be erected thereon it is desirable that the said Club should be entrusted with the care maintenance and control of the said Racecourse and buildings and that all such powers and authorities as may be necessary or expedient for that purpose should be conferred upon the said Club Be it therefore enacted by the Queen's Most Excellent Majesty by and with the advice and consent of the Legislative Council and Legislative Assembly of Western Australia in this present Parliament assembled and by the authority of the same as follows:

|                |   |                |
|----------------|---|----------------|
| Short Title    | 1. This Act may be cited for all purposes as <i>The Western Australian Turf Club Act 1892</i> <sup>1</sup> .  | Short Title    |
| Interpretation | 2. Terms used in this Act   | Interpretation |
|                | In this Act:  |                |
| Building       | The term "building" means any house outhouse stand booth stable shed tent fence or other buildings railways and tramways edifice or erection of any description whatsoever for the time being standing or being upon any land for the time being vested under or by virtue of this Act in the chairman. | Building       |
| Chairman       | The term "chairman" means the person who is the chairman for the time being of the committee.   | Chairman       |
| Club           | The term "club" means The Western Australian Turf Club.   | Club           |
| Committee      | The term "committee" means the committee for the time being of the Club.  | Committee      |
| Justice        | The term "justice" means a Justice of the Peace acting in and for the Colony of Western Australia or in and for the city borough or session district where the matter requiring the cognizance of such Justice shall arise.   | Justice        |

Actions to be in  
the name of the  
Chairman

3. All actions suits and proceedings at law or in equity to be commenced instituted prosecuted or carried on by or on behalf of the club or wherein the club is or shall be in any way concerned against any person or persons body or bodies politic or corporate whether a member or members of the club or otherwise shall and may be lawfully commenced instituted and prosecuted or carried on in the name of the chairman at any time any such action suit or proceedings shall be commenced or instituted as the nominal plaintiff complainant or petitioner for and on behalf of the club and all actions suits and proceedings as aforesaid to be commenced instituted or prosecuted against the club or any of the members thereof as such shall be commenced instituted and prosecuted against the chairman as the nominal defendant for and on behalf of the club or members and in all indictments and informations it shall be lawful to state the property of the club to be the property of such chairman and any offence committed with intent to injure or defraud the club shall and lawfully may in any prosecution for the same be stated or said to have been committed with intent to injure or defraud the chairman and any offender or offenders may thereupon be lawfully convicted of any such offence and in all other allegations or indictments informations or other proceedings it shall and may be lawful and sufficient to state the name of such chairman and the death resignation or removal or other act of such chairman shall not abate any such action suit or prosecution but the same may be continued where it left off and prosecuted and concluded in the name of any person who may be or may become chairman Provided always that nothing herein contained shall interfere with or affect any action suit prosecution or other proceeding commenced before the passing of this Act but the same shall be continued as if this Act had not been passed.

Actions to be in  
the name of the  
Chairman

Memorial of  
Chairman's and  
[Committee]  
members' names  
to be recorded in  
the Supreme Court  
[First Schedule]

4. A Memorial of the names of the chairman and of each of the members of the committee respectively in the form or to the effect set forth in the First Schedule to this Act signed by such chairman and by a majority of the committee shall be recorded upon oath in the Supreme Court of the Colony of Western Australia within one calendar month after the passing of this Act and when and so often as any chairman or member of committee shall be newly elected a memorial of the name of such newly elected chairman or member in the same form and to the same effect as the abovementioned memorial signed by such newly elected chairman or member and by a majority of the committee at the time of such election shall in like manner be recorded upon oath in the said Supreme Court within one calendar month next after every such chairman or member shall be

Memorial of the  
Chairman's and  
[Committee]  
members' names  
to be recorded in  
the Supreme Court  
[First Schedule]

elected and for all purposes whatsoever the production of the memorial recorded as by this Act directed or of an office or examined copy thereof shall be received as sufficient and conclusive evidence in all courts of justice or before any person having by law or by consent of parties authority to receive evidence of all the matters contained or set forth in such memorial and that the members of committee who signed such memorial formed a majority of the committee at the respective times aforesaid nor shall any proof be required of the authority of the person before whom the oath verifying the said memorial shall appear to have been sworn to administer such oath.

No action to be brought until memorial is recorded.

5. Until such memorial as hereinbefore first mentioned shall be recorded in the manner herein directed no action suit or other proceeding shall be brought by the club or any of the members thereof in the name of the chairman of the committee of the club under the authority of this Act.

No action to be brought until memorial is recorded.

Effect of judgement against the chairman.  
24.9.97

- 6.
- (1) Every judgement and every decree or order which shall be at any time after the passing of this Act obtained against the chairman on behalf of the club shall and may take effect and be enforced and execution thereon be issued against the property and effects of the club save and except the land by this Act vested in the chairman and his successors in office and any land hereafter demised to the chairman under or by virtue of this Act.
- (2) Subsection (1) does not limit the rights of any person to whom security has been given over-
- (a) the land referred to in section 7; or
- (b) land demised under section 8,
- if the Governor has under section 28(2) or the *Western Australian Turf Club (Property) Act 1944* consented to the giving of the security.

Effect of judgement against the chairman.  
24.9.97

[Section 6 amended by No. 24 of 1992 s.4.]

Racecourse vested in chairman for term created by Crown grant of 11 September 1877.

7. From and after the passing of this Act the said Alfred Robert Waylen Walter Padbury and Stephen Henry Parker and their respective executors administrators and assigns or other the trustees of the said land at the time of the passing of this Act shall cease to have or hold any estate or interest in the land described in and demised by the said grant from the Crown dated 11 September 1877 and the said land is

Racecourse vested in chairman for term created by Crown grant of 11 September 1877.

hereby without the necessity for any conveyance or other connecting title than this Act vested in the chairman and his successors in such office in trust for the Club and in the like manner as if such chairman and his respective successors in such office were in law a corporation sole and shall henceforth be held by such chairman and his successors in office for the term and upon and for the trusts intents and purposes and with under and subject to the powers provisos and declarations in the said grant limited expressed declared and contained of and concerning the said land of such of them as are now subsisting or capable of taking effect.

Crown may  
demise lands to  
chairman.

8. It shall be lawful for Her Majesty from time to time to demise to the chairman for any term of years in trust for the Club and for such chairman and his successors in office to hold by such demise from Her Majesty for the purposes of this Act the said land by the last preceding section vested in the chairman and his successors in office and such other lands in Western Australia either contiguous thereto or otherwise as the Governor-in-Council may think fit.

Crown may  
demise lands to  
chairman.

Lands and other  
property to be  
vested in  
chairman.

9. All lands tenements and hereditaments real and personal and all personal chattels and effects which are now vested in or held by any person or persons whomsoever in trust for or for the benefit of the Club or the members thereof shall immediately upon the passing of this Act become and be vested in and be held by the chairman and his successors in such office in trust for the Club and in the like manner as if such chairman and his respective successors in such office were in law a corporation sole and as if the personalty were real estate and all lands tenements and hereditaments real and personal and all personal chattels and effects which may hereafter be contracted for or be acquired by or belong to the club or the members thereof collectively may be conveyed assigned and assured to and shall therefrom become vested in the chairman and his successors in such office in trust for the club and in the like manner as if such chairman and his respective successors in such office were in law a corporation sole and as if the personalty were real estate.

Lands and other  
property to be  
vested in  
chairman.

Lands vested in  
chairman to be  
held for racecourse  
only.  
24.9.97

10. (1) The lands by this Act vested in or authorised to be demised to the chairman shall be held by such chairman and his successors in office only for the purpose of being maintained and used for a public racecourse under and subject to the provisions of this Act and any by-laws to be made under and by virtue hereof and save as herein expressly provided shall not

Lands vested in  
chairman to be  
held for racecourse  
only.  
24.9.97



be used demised or let for building purposes or unless with the permission in writing of the Commissioner of Crown Lands first had and obtained for any other purpose whatsoever.

- (2) Subsection (1) has effect subject to the exercise of the discretion conferred by section 28(4) of this Act and section 4(2b)(b) of the *Western Australian Turf Club (Property) Act 1944*.

*[Section 10 amended by No 24 of 1997 s. 5.]*

Lands already demised to be held for purpose of a racecourse.

11. The lands demised by the said Crown grant of 11 September 1877 shall notwithstanding the expiration or sooner determination of the term created by the said Crown grant or by any demise hereafter to be made thereof be and remain vested in and held by the chairman for the purpose in the last preceding section mentioned subject only to the rights of Her Majesty her heirs and successors.

Lands already demised to be held for purpose of a racecourse.

Committee may maintain buildings already erected and erect others.

12. The committee may maintain any building now standing and being upon the said land hereby vested in the chairman or any part thereof and may also from time to time build or erect upon the said land or any other land for the time being vested in the chairman either in addition to or substitution for the buildings now standing thereon all such other buildings as may in the opinion of the committee be necessary or expedient for or in connection with the use of the said land as a public racecourse.

Committee may maintain buildings already erected and erect others.

By-laws

### 13 By-laws

By-laws

- (1) The committee may make by-laws prescribing all matters that are necessary or convenient to be prescribed for giving effect to the purposes of this Act.
- (2) Without limiting subsection (1) by-laws may
- (a) prescribe the objects, purposes and powers of the club;
  - (b) regulate the application of the income and property of the club and the manner in which funds are to be controlled;
  - (c) regulate the management of the club;
  - (d) provide for the election of members of the committee and the constitution, procedure, functions and powers of the committee;
  - (e) regulate the election or qualifications for admission of members of the club;

## CONSTITUTION

*The Western Australian Turf Club Act 1892 (WA)*

- (f) regulate the suspension or expulsion of members of the club;
  - (g) regulate appeals from the decisions of the committee;
  - (h) provide for the entrance fees, subscriptions and other amounts (if any) to be paid by members of the club;
  - (i) provide for the keeping of a register of members;
  - (j) regulate the procedure at and in relation to general or special meetings of members;
  - (k) provide for matters concerned or connected with the property of, or held in trust for, the club;
  - (l) prescribe tolls and charges for the purposes of section 24; and
  - (m) provide for the general management of the land vested in the chairman and buildings on that land, races and race meetings.
- (3) By-laws shall be -
- (a) made by resolution passed by an absolute majority of members of the committee; and
  - (b) published in any manner that the committee considers appropriate.
- (4) By-laws are not -
- (a) written laws or subsidiary legislation as defined in the *Interpretation Act 1984*; or
  - (b) regulations as defined in the *Interpretation Act 1984* section 42.
- (5) Section 43 (other than subsections (6) and (8) (a) (ii), 44, 45 and 47 of the *Interpretation Act 1984* apply to by-laws as if they were subsidiary legislation as defined in that Act.
- (6) To the extent that a by-law is in conflict or inconsistent with any written law or with rules of racing made under the *Racing and Wagering Western Australia Act 2003*, the by-law is of no effect.

[Section 13 inserted by No. 35 of 2003 s. 238.]

[14 - 20 Deleted by No. 35 of 2003 s. 239.]

Obstructing officers, etc., of committee or trespass upon racecourse.

21. Whosoever shall wilfully obstruct or impede any officer servant or agent of the Committee in the execution of his duty upon any land for the time being vested in the chairman or upon or in any building or premises connected therewith or wilfully trespass upon any such land building or premises or remove or wilfully injure any building enclosure post tree or shrub upon any such land shall on conviction thereof before a justice forfeit and pay for every such offence over and above the amount of the injury done any sum not exceeding \$20.

Obstructing officers, etc., of committee or trespass upon racecourse.

*[Section 21 amended by No. 113 of 1965 s. 8(1).]*

Transient offender may be arrested.

22. Any member officer or servant of the committee and all persons called by him to his assistance may seize and detain any person who shall have committed any offence against the provisions of this Act and whose name and residence shall not be given to such member officer or servant upon his requiring the same to be given and give such offender in charge to a police officer who shall deal with the offender according to law.

Transient offender may be arrested.

*[Section 22 amended by No. 35 of 2003, s.240; No. 84 of 2004 s. 80; No. 59 of 2006 s. 73.]*

Liability to penalty not to relieve from other liabilities.

23. Notwithstanding the liability of any person to any penalty under the provisions of this Act or of the by-laws made under this Act he shall not be relieved from any other liability to which he would have been subject if this Act had not been passed.

Liability to penalty not to relieve from other liabilities.

*[Section 23 amended by no. 35 of 2003 s. 241.]*

Committee may fix tolls and charges.

24. The committee may by any by-law to be made and come into operation as hereinbefore provided from time to time prescribe and vary at pleasure the scale of tolls and charges to be levied or taken for admission to any land for the time being vested in the chairman or to any building standing or being thereon and may demand recover and receive such tolls and charges from any person coming upon such land or any part thereof or into or upon any such building. Provided that the committee may in and by any such by-law provide that members of the club shall be exempt either wholly or to such extent as such by-law shall specify from the payment of all or any such tolls and charges.

Committee may fix tolls and charges.

Chairman may let lands buildings or tolls.

25. The chairman may demise and to farm let either from year to year or for any lesser term than a year or for any particular race meeting or meetings any portion of the land for the time being vested in the chairman or any building

Chairman may let lands buildings or tolls.

erected thereon or all or any of the tolls and charges demandable under and by virtue of this Act and the lessee his collectors servants and agents shall have the same powers of demanding recovering and receiving the said tolls and charges as are hereby given to the committee.

Borrowing Powers  
24.9.97

26.

- (1) The Chairman may -
  - (a) borrow or re-borrow money; and
  - (b) otherwise arrange financial accommodation.
- (2) Money borrowed or otherwise becoming available under subsection (1) shall be applied for the purposes of the club.
- (3) A person who lends or otherwise makes money available under subsection (1) is not bound to see to the application, nor answerable for the loss or misapplication, of the money.

Borrowing Powers  
24.9.97

*[Section 26 inserted by No. 24 of 1997 s. 6.]*

*[27. Deleted by No. 24 of 1997 s.7.]*

Power to give  
security.  
24.9.97

28.

- (1) To secure repayment of sums borrowed or made available under section 26, and payment of interest on those sums, the chairman may give and execute any mortgage, charge, assignment or other security over all or any part of the assets and property of the club, including rents and profits, tolls, charges and other revenue.
- (2) This section does not apply to -
  - (a) the land referred to in section 7; or
  - (b) land demised under section 8,
 

except with the consent of the Governor given on the recommendation of the Minister administering the *Land Act 1933*<sup>2</sup>.
- (3) A consent under subsection (2) may be given in terms that impose requirements to be observed if a power of sale becomes exercisable by a mortgagee on default by the mortgagor.

Power to give  
security.  
24.9.97

- (4) If a power of sale in respect of any land is exercised in accordance with those requirements, the Governor may, on the recommendation of the Minister administering the *Land Act 1933*<sup>2</sup>, discharge the land from any trust or purpose affecting the land by operation of this Act.

*[Section 28 inserted by No. 24 of 1997 s. 8.]*

Transfer of mortgage.  
24.9.97

29. Any party entitled to any such mortgage may from time to time transfer his right and interest therein to any other person and every such transfer shall be by deed wherein the consideration shall be truly stated.

Transfer of mortgage.  
24.9.97

*[Section 29 amended by No. 24 of 1997 s. 9.]*

Rights of mortgagees.

30. Subject to the *Personal Property Securities Act 2009* (Commonwealth) the respective mortgagees shall be entitled one with another to their respective proportions of the rents and profits tolls charges and other revenue and premises comprised in such mortgages according to the respective sums in such mortgages mentioned to be advanced by such mortgagees respectively and to be repaid the sums so advanced with interest without any preference one above another by reason of priority of the date of any such mortgage.

Rights of mortgagees.

*[Section 30 amended by No 42 of 2011 s. 97]*

Arrears of interest when to be enforced by appointment of receiver.

31. If within 30 days after the interest accruing upon any such mortgage has become payable and after demand thereof in writing the same be not paid the mortgagee may without prejudice to his right to sue for the interest so in arrears in any Court of Law or Equity require the appointment of a receiver by an application to be made as hereinafter provided and if within six months after the principal money owing upon any such mortgage has become payable and after demand thereof in writing the same be not paid the mortgagee without prejudice to his right to sue for such principal money together with all arrears of interest in any Court of Law or Equity may require the appointment of a receiver by an application to be made as hereinafter provided.

Arrears of interest when to be enforced by appointment of receiver.

Appointment of receiver.

32. Every application for a receiver in the cases aforesaid shall be made to the Supreme Court and on any such application it shall be lawful for such Court after hearing the parties to appoint some person to receive the whole or a competent part of the rents and profits tolls charges and other revenue of the club liable to the payment of such interest or such

Appointment of receiver.

principal and interest as the case may be until such interest or until such principal and interest as the case may be together with all costs including the charges of receiving the rents and profits tolls charges or other revenue aforesaid be fully paid and upon such appointment being made all such rents and profits tolls charges and other revenue as aforesaid shall be paid to and received by the person so to be appointed and the money so to be received shall be so much money received by or to the use of the party to whom such interest or such principal and interest as the case may be shall be then due and on whose behalf such receiver shall have been appointed and after such interests and costs or such principal interest and costs have been so received the power of such receiver shall cease.

Commissioner of Crown Lands may authorise inspection of racecourse and buildings.

33. The Commissioner of Crown Lands may when he thinks fit authorise any proper person to inspect the whole or any part of the land for the time being vested in the chairman and all or any buildings thereon and the person so authorised on producing (if required) to any member officer or servant of the committee requiring the same his authority may at all reasonable times enter upon and examine the said land and the buildings erected and being thereon and may exercise all such powers and authority as may be required for the purpose of such inspection.

Commissioner of Crown Lands may authorise inspection of racecourse and buildings.

Commissioner of Crown Lands may give notice of repair, etc.

34. If the person so as aforesaid authorised to inspect the said land premises and buildings certify under his hand to the Commissioner of Crown Lands that in his opinion the surface of the said land or any part thereof is imperfectly kept in order for the purpose of a public racecourse or that any building thereon is in want of repair or is unsafe to the public or in any other respect improper or unfit for use and which said certificate shall contain a detailed statement of all such defects and want of repair the Commissioner of Crown Lands may by notice in writing under his hand addressed to the chairman require the committee within a reasonable time after receipt of such notice well and sufficiently to repair and make good all or any such defects and want of repair.

Commissioner of Crown Lands may give notice of repair, etc.

Service of notice.

35. Every such notice with a true copy of such certificate as aforesaid shall be personally served upon the chairman or some member or officer of the committee and a true copy of such notice shall be fixed upon some part of the land or buildings the subject of such notice and every such notice so served as aforesaid and a copy of which shall have been so fixed as aforesaid shall be deemed to have been duly served.

Service of notice.

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| Committee to repair, etc. upon notice.        | 36. The committee shall within a reasonable time after service of such notice in manner aforesaid well and sufficiently repair and make good all such defects and want of repair mentioned in the said certificate as by the said notice they shall be required to do.   | Committee to repair, etc. upon notice.        |
| Officers to give security.                    | 37. Before any person entrusted with the custody or control of moneys whether treasurer collector or other officer of the Club shall enter upon his office the committee shall take sufficient security from him for the faithful execution of his office.   | Officers to give security.                    |
| Accounts to be kept.                          | 38. The committee shall cause full and accurate accounts to be kept of all sums of money received or expended on account of the club and of the matters and things for which such sums of money shall have been received or expended.  | Accounts to be kept.                          |
| Appointment of auditors.                      | 39. The Commissioner of Crown Lands may from time to time appoint an auditor for the purpose of auditing the accounts of the club and such auditor may from time to time remove at pleasure.   | Appointment of auditors.                      |
| Books to be balanced and audited.<br>20.12.90 | 40. The books of the club shall in each and every year be balanced up to and inclusive of 31 July in the year preceding and forthwith on the books being so balanced an annual account shall be made up which shall exhibit a true statement of the total receipts and expenditure of the club during the year immediately preceding 31 July with a statement of the balance of such account and such books and accounts shall be examined and audited by the auditor so to be appointed as aforesaid and the balance and account shall be certified by the chairman and by such auditor as aforesaid. | Books to be balanced and audited.<br>20.12.90 |

*[Section 40 amended by No. 77 of 1990 s.4.]*

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| Copy of annual account to be submitted to chief executive officer.<br>1.2.91 | 41. A copy of the annual account referred to in section 40 shall be submitted to the chief executive officer of the department principally assisting the Minister with the administration of the Act on or before 31 October in each year. | Copy of annual account to be submitted to chief executive officer.<br>1.2.91 |
|--|--|--|

*[Section 41 inserted by No. 77 of 1990 s.5.]*

|   |  |   |
|---|--|---|
| Inspection of annual account.<br>1.2.91 | 41A. A person may, during normal business hours, inspect a copy of the annual account at the office of the department referred to in section 41. | Inspection of annual account.<br>1.2.91 |
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*[Section 41A inserted by No. 77 of 1990 s. 5.]*

Club not to be incorporated.

42. Nothing herein contained shall extend or be deemed taken or construed to extend to incorporate the club or the members thereof or to relieve or discharge them or any of them from any responsibility duties contracts or obligations whatsoever which they would be subject or liable to either between the club and others or between the individual members in the club or any of them if this Act had not been passed.

Club not to be incorporated.

If racecourse not maintained and used land to revert to the Crown.  
24.9.97

- 43.
- (1) If at any time after the passing of this Act the lands by this Act vested in or authorised to be demised to the chairman shall save and except with the consent of the Governor-in-Council given before the expiration of the period of twelve months hereafter mentioned cease for the period of twelve months at any one and the same time to be maintained and used as and for a public racecourse or if without the consent of the Governor-in-Council the said lands or any part thereof shall be used or applied for or to any other purpose than that of a public racecourse then and in either of such cases such part of the said land so ceasing to be maintained and used or so used or applied as aforesaid as the case may be shall at the end of the said period of twelve months revert to Her Majesty her heirs and successors for the benefit of the public.
- (2) Subsection (1) has effect subject to the exercise of the discretion conferred by section 28(4) of this Act and section 4(2b)(b) of the *Western Australian Turf Club (Property) Act 1944*.

If racecourse not maintained and used land to revert to the Crown.  
24.9.97

[Section 43 amended by No. 24 of 1997 s. 10.]

Building to be paid for if possession re-resumed.

44. Notwithstanding anything in this Act contained Her Majesty her heirs or successors shall not be entitled to take or resume possession of the lands by this Act vested or authorised to be vested in the chairman without previously paying to the chairman in trust for the Club the value of all buildings then erected or being upon such lands such value to be determined in case of dispute in the manner in which disputed compensation for land is required to be determined by “*The Railways Act 1878*” and the other Acts amending the same.

Building to be paid for if possession re-resumed.

Saving of rights.

45. Save as herein expressly provided nothing in this Act contained shall be deemed to affect or apply to any right title or interest of Her Majesty her heirs or successors or of any body politic or corporate or of any person excepting

Saving of rights.



such as are mentioned in this Act and those claiming by  
from or under them respectively.

## SCHEDULES

---

### FIRST SCHEDULE

#### **The Western Australian Turf Club** *[Heading inserted by No. 19 of 2010 s. 37.]*

Re Section 4.

Memorial of the name of the Chairman of the Committee of “The Western Australian Turf Club” to be recorded in the Supreme Court of the Colony of Western Australia pursuant to an Act of the Parliament of Western Australia passed in the year of the reign of Her Late Majesty Queen Victoria No.

Re Section 4.

|       |   |            |
|-------|---|------------|
| A.B., |   | Chairman.  |
| C.D., | } |            |
| E.F., | } | Committee. |
| etc.  | } |            |

(Signed) A.B., Chairman.

|       |   |                             |
|-------|---|-----------------------------|
| C.D., | } | Members of committee of     |
| E.F., | } | said club and being a       |
| etc., | } | majority of such committee. |

I, G.H. of ..... make oath and say that I was present and did see the foregoing memorial signed by the above-named Chairman and also by the respective members of the Committee whose names appear thereto and that the members of the Committee signing form a majority of the Committee of '*The Western Australian Turf Club*.'

|                   |                   |   |
|-------------------|-------------------|---|
| Sworn this .....  | day of            | } |
| .....             | One thousand nine | } |
| hundred and ..... |                   | } |
| before me .....   |                   | } |

---

## CONSTITUTION

*The Western Australian Turf Club Act 1892 (WA)*

[Second and Third Schedule deleted by No. 24 of 1997 s. 11.]

### Notes

- <sup>1</sup> This reprint is a compilation as at 4 July 2008 of *The Western Australian Turf Club Act 1892* and includes the amendments made by the other written laws referred to in the following table<sup>4</sup>. The table also contains information about any reprint.

### Compilation table

| Short title  | Number and year                   | Assent       | Commencement   |
|--|-----------------------------------|--------------|--|
| <i>The Western Australian Turf Club Act 1892</i>   | 1892<br>(55 Vict.<br>Private Act) | 18 Mar 1892  | 18 Mar 1892  |
| <i>Decimal Currency Act 1965</i>   | 113 of 1965                       | 21 Dec 1965  | Act other than s. 4-9:<br>21 Dec 1965 (see s. 2(1));<br>s. 4-9: 14 Feb 1966 (see s. 2(2))                                |
| <b>Reprint of <i>The Western Australian Turf Club Act 1892</i> as at 18 Aug 1986</b><br>(includes amendments listed above) |                                   |              |  |
| <i>The Western Australian Turf Club Amendment Act 1990</i> <sup>5</sup>  | 77 of 1990                        | 20 Dec 1990  | s. 1 and 2: 20 Dec 1990;<br>Act other than s. 1 and 2:<br>1 Feb 1991 (see s. 2 and<br><i>Gazette</i> 25 Jan 1991 p. 268) |
| <i>Turf Club Legislation Amendment Act 1997</i> Pt. 2 <sup>6</sup>   | 24 of 1997                        | 24 Sep 1997  | 24 Sep 1997 (see s. 2)   |
| <b>Reprint 2: <i>The Western Australian Turf Club Act 1892</i> as at 14 Mar 2003</b><br>(includes amendments listed above) |                                   |              |  |
| <i>Racing and Gambling Legislation Amendment and Repeal Act 2003</i> Pt. 14<br>Div. 1 <sup>7</sup>                         | 35 of 2003                        | 26 Jun 2003  | 1 Aug 2003 (see s. 2 and<br><i>Gazette</i> 29 Jul 2003 p. 3259)  |
| <i>Criminal Procedure and Appeals (Consequential and Other Provisions) Act 2004</i><br>s. 80                               | 84 of 2004                        | 16 Dec 2004  | 2 May 2005 (see s. 2 and<br><i>Gazette</i> 31 Dec 2004 p. 7129<br>(correction in <i>Gazette</i><br>7 Jan 2005 p. 53))    |
| <i>Criminal Investigation (Consequential Provisions) Act 2006</i> s. 73  | 59 of 2006                        | 16 Nov 2006  | 1 Jul 2007 (see s. 2 and <i>Gazette</i><br>22 Jun 2007 p. 2838)  |
| <b>Reprint 3: <i>The Western Australian Turf Club Act 1892</i> as at 4 Jul 2008</b><br>(includes amendments listed above)  |                                   |              |  |
| <i>Standardisation of Formatting Act 2010</i> s. 37  | 19 of 2010                        | 28 June 2010 | 11 Sep 2010 (see s. 2(b) and<br><i>Gazette</i> 10 Sep 2010 p. 4341)  |
| <i>Personal Property Securities (Consequential Repeals and Amendments) Act 2011</i> Pt. 11 Div 2                           | 42 of 2011                        | 4 Oct 2011   | 30 Jan 2012 (see s. 2(c) and<br>Cwlth Legislative Instrument<br>No. F2011L02397 cl. 5<br>registered 21 Nov 2011)         |

- <sup>2</sup> Under the *Land Administration Act 1997* s. 281(3), a reference in a written law to the *Land Act 1933* is, unless the contrary intention appears, to be construed as if that reference were a reference to the *Land Administration Act 1997*.

- <sup>3</sup> Repealed by *Government Railways Act 1904*.

- <sup>4</sup> This Act is to be read in conjunction with the *Western Australian Turf Club (Property) Act 1944* (see s. 2 of that Act).

### CONSTITUTION

*The Western Australian Turf Club Act 1892* (WA)

<sup>5</sup> *The Western Australian Turf Club Amendment Act 1990* s. 6 reads as follows:

“

**6. Transitional**

- (1) Notwithstanding the operation of section 40 of the principal Act as amended by this Act, after the commencement of this Act the first period for which the books of the club shall be balanced and an account made up shall be the period 1 May 1990 to 31 July 1991.
- (2) A copy of the account referred to in subsection (1) shall be submitted to the chief executive officer in accordance with section 41 of the principal Act as amended by this Act.

”.

<sup>6</sup> *The Turf Club Legislation Amendment Act 1997* s. 12 reads as follows:

“

**12. Validation**

Any exercise by the chairman before the commencement of this Act of his powers under section 26 or 28 of the principal Act that would have been valid if section 26, as inserted by section 6, and section 28, as inserted by section 8, had been in force at the time of such exercise is declared to be, and to have always been, valid.

”.

<sup>7</sup> *The Racing and Gambling Legislation Amendment and Repeal Act 2003* s. 19 and Pt. 14 Div. 2 read as follows:

“

**19. Power to amend regulations**

- (1) The Governor, on the recommendation of the Minister, may make regulations amending subsidiary legislation made under any Act.
- (2) The Minister may make a recommendation under subsection (1) only if the Minister considers that each amendment proposed to be made by the regulations is necessary or desirable as a consequence of the enactment of the RWWA Act or this Act.
- (3) Nothing in this section prevents subsidiary legislation from being amended in accordance with the Act under which it was made.

**Division 2 — Transitional provision**

**242. By-laws — continuation and expiry**

- (1) Subject to subsections (2) and (3) and any rules of racing and rules of wagering made by RWWA under the RWWA Act, by-laws made under *The Western Australian Turf Club Act 1892* that were in force immediately before commencement day continue in force with such changes as are necessary on and after commencement day as if they were made under section 13 of that Act as amended by this Act.
- (2) Subsection (1) does not continue the operation of any by-law that could not be made under section 13 of *The Western Australian Turf Club Act 1892* as amended by this Act.
- (3) The by-laws continued in force under subsection (1), expire 12 months after the coming into operation of this section, or on a day fixed by order of the Minister published in the Gazette, whichever is the earlier day.
- (4) Nothing in this section affects the operation of section 36 of the RWWA Act.

”.

Defined Terms

*[This is a list of terms defined and the provisions where they are defined. The list is not part of the law.]*

| Defined Term   | Provision(s) |
|----------------|--------------|
| building ..... | 2            |
| chairman.....  | 2            |
| club.....      | 2            |
| committee..... | 2            |
| justice .....  | 2            |

THE WESTERN AUSTRALIAN TURF CLUB (PROPERTY)  
ACT 1944

An Act to resolve certain doubts concerning the power of The Western Australian Turf Club under *The Western Australian Turf Club Act 1892*, to acquire, dispose of and otherwise deal with real and personal property for the purposes of the Club and to enter into agreements for those purposes.

[Long title amended by No. 24 of 1997 s. 14.]

24.9.97

24.9.97

Preamble  
24.9.97

Whereas certain doubts have arisen concerning the power of The Western Australian Turf Club under *The Western Australian Turf Club Act 1892*, to acquire, dispose of and otherwise deal with real and personal property for the purposes of the Club and to enter into agreements for those purposes and it is deemed desirable and expedient that the said Club shall have such power and be deemed to have had such power and to resolve such doubts accordingly.

[Preamble amended by No. 24 of 1997 s. 15.]

Preamble  
24.9.97

Be it therefore enacted by the King’s Most Excellent Majesty, by and with the advice and consent of the Legislative Council and Legislative Assembly of Western Australia, in this present Parliament assembled and by the authority of the same as follows:-

Short Title

1. This Act may be cited as *The Western Australian Turf Club (Property) Act 1944*<sup>1</sup>.

Short Title

This Act to be read in conjunction with *The Western Australian Turf Club Act 1892*  
Interpretation.

2. This Act shall be read in conjunction with *The Western Australian Turf Club Act 1892*, hereinafter referred to as the principal Act.

3. In this Act, unless the context otherwise requires -

This Act to be read in conjunction with *The Western Australian Turf Club Act 1892*  
Interpretation.

Club

**Club** means The Western Australian Turf Club.

Club

Chairman

**Chairman** means the person who from time to time and at any time is the Chairman of the Committee.

Chairman

Committee

**Committee** means the Committee from time to time and at any time of the Club.

Committee

Power to Club to acquire and hold real

4.

Power to Club to acquire and hold real

and personal  
property.  
24.9.97

- (1) The Committee shall have and may exercise, and shall be deemed always to have had under the principal Act, power through the Chairman and under his name -

and personal  
property.  
24.9.97

- (a) to acquire (including on lease), hold, mortgage, dispose of (including by lease), and otherwise deal with real and personal property for the purposes of the Club; and

- (b) enter into agreements for any of those purposes.

Chairman to execute  
agreements.

- (2) When so authorised by a resolution of the Committee the Chairman may in his name execute all such agreements, transfers, leases, mortgages and other instruments, necessary or requisite for the effectual exercise by the Committee of the power conferred by subsection (1) of this section.

Chairman to execute  
agreements.

24.9.97

- (2a) Subsection (1) does not apply to -

24.9.97

- (a) the land referred to in section 7 of the principal Act; or

- (b) land demised under section 8 of that Act,

except with the consent of the Governor given on the recommendation of the Minister administering the *Land Act 1933*<sup>2</sup>.

- (2b) An approval under subsection (2a) in respect of any land may be given -

- (a) subject to conditions including a condition for payment of money to the Crown; and

- (b) if the Governor thinks fit, in terms that discharge the land from any trust or purpose affecting the land by operation of this Act.

Certified copy of  
Minute shall be  
evidence that the  
Chairman has  
executed  
agreements, etc.

- (3) A certified copy of the minute of any such resolution signed by the Secretary of the Club shall be evidence that, where, pursuant to such resolution, the Chairman has executed any agreement, transfer, lease, mortgage or other instrument under the authority of subsection (2) of this section he has done so with the authority of and in fiduciary capacity for the Committee.

Certified copy of  
Minute shall be  
evidence that the  
Chairman has  
executed  
agreements, etc.

Registrar of Titles  
may accept any  
dealing for  
registration upon  
production of  
declaration.

- (4) Notwithstanding anything to the contrary contained in the *Transfer of Land Act 1893*, and where any Land, which has been acquired by the Committee is registered in the name of a person who at the time of such registration was the Chairman, and any dealing in relation to such land is

Registrar of Titles  
may accept any  
dealing for  
registration upon  
production of  
declaration.

#### CONSTITUTION

*Western Australian Turf Club (Property) Act 1944 (WA)*

subsequently tendered to the Registrar of Titles for registration in the name of another person, the Registrar may, subject to any other requirements of the said Act, accept such dealing for registration upon production therewith of a declaration by the Secretary of the Club that the land referred to in such dealing is the property of the Club, and that the person who has executed such dealing is for the time being the Chairman.

Real or personal property acquired subject to like powers vested in Committee and Chairman under principal Act.

- (5) Subject to this Act any real or personal property acquired or held by the Committee under the power conferred by this Act shall be subject to the like powers, authorities and discretions as are vested in the Committee and the Chairman by the provisions of the principal Act in respect of real and personal property referred to in the Principal Act and the said provisions with such adaptations as may be necessary, shall apply accordingly.

Real or personal property acquired subject to like powers vested in Committee and Chairman under principal Act.

[Section 4 amended by No. 24 of 1997 s. 16.]

Notes

<sup>1</sup> This is a compilation of the *Western Australian Turf Club (Property) Act 1944* and includes the amendments made by the other written laws referred to in the following table. The table also contains information about any reprint.

Compilation table

| Short title   | Number and year       | Assent      | Commencement   |
|---|-----------------------|-------------|--|
| <i>Western Australian Turf Club (Property) Act 1944</i>   | 8 and 9 Geo. VI, 1944 | 21 Dec 1944 | 21 Dec 1944  |
| <i>Turf Club Legislation Amendment Act 1997</i> Pt. 3   | 24 of 1997            | 24 Sep 1997 | 24 Sep 1997 (see s. 2)   |
| <b>Reprint 1: The <i>Western Australian Turf Club (Property) Act 1944</i> as at 14 Mar 2003</b><br>(includes amendments listed above) |                       |             |  |
| <i>Standardisation of Formatting Act 2010</i> s. 50   | 19 of 2010            | 28 Jun 2010 | 11 Sep 2010 (see s. 2(b) and <i>Gazette</i> 10 Sep 2010 p. 4341) |

<sup>2</sup> Under the *Land Administration Act 1997* s. 281(3), a reference in a written law to the *Land Act 1933* is, unless the contrary intention appears, to be construed as if that reference were a reference to the *Land Administration Act 1997*.



Defined terms

*[This is a list of terms defined and the provisions where they are defined. The list is not part of the law.]*

| Defined term   | Provision(s) |
|----------------|--------------|
| Chairman.....  | 3            |
| Club.....      | 3            |
| Committee..... | 3            |

*The Western Australian Turf Club Act 1892* and *The Western Australian Turf Club (Property) Act 1944* have been amended by:

(1) *The Western Australian Turf Club Amendment Act 1990* no. 77 of 1990 – Assented to 20 December 1990.

(2) *Turf Club Legislation Amendment Act 1997* no. 24 of 1997 – Assented to 24 September 1997.

## By-Laws Of The Western Australian Turf Club

The following are the By-Laws of The Western Australian Turf Club adopted 27 July 2018 and amended to 28 June 2024. Amendments as follows:

| Date             | Amended By-Law/s  | Page No                          |
|------------------|---|----------------------------------|
| 21 October 2019  | By-Law 18.6(a)(ii)  | Pg 56                            |
| 30 July 2020     | By-Law 10.4(g)(ii)  | Pg 42                            |
| 20 August 2020   | By-Law 5.3 (addition)   | Pg 33                            |
| 30 July 2021     | By-Law 10.5(b)<br>By-Law 10.7(b)(ii)<br>By-Law 10.7(e)<br>By-Law 10.7(g)(iii) | Pg 43<br>Pg 44<br>Pg 44<br>Pg 44 |
| 25 March 2022    | By-Law 10.2(a)(ii)<br>By-Law 10.5(c) (addition)                               | Pg 41<br>Pg 43                   |
| 15 December 2022 | By-Law 7.1(a)(vi) (addition)<br>By-Law 10.5(b)                                | Pg 37<br>Pg 43                   |
| 28 June 2024     | By-Law 10.5(c) (removal)<br>By-Law 10.7(g)(iv) (addition)                     | Pg 43<br>Pg 45                   |

## Table of Contents

|     |   |    |
|-----|---|----|
| 1.  | Name .....  | 29 |
| 2.  | Definitions and interpretation .....                          | 29 |
| 3.  | Objects .....   | 32 |
| 4.  | Effect of By-Laws .....                                       | 33 |
| 5.  | Property and Income .....                                     | 33 |
| 6.  | Membership.....   | 34 |
| 7.  | Resignation and Expulsion of Members.....                     | 37 |
| 8.  | Register of Members of Club .....                             | 39 |
| 9.  | Patrons and Friends of the Club .....                         | 40 |
| 10. | Board .....   | 40 |
| 11. | Liability and Indemnity .....                                 | 47 |
| 12. | Board Vacancies .....   | 48 |
| 13. | Removal of Directors .....                                    | 49 |
| 14. | Role of Chief Executive Officer/Managing Director .....       | 52 |
| 15. | Secretary .....   | 53 |
| 16. | Board Meetings .....  | 53 |
| 17. | Committees .....  | 55 |
| 18. | General Meetings .....  | 56 |
| 19. | Dispute Resolution .....                                      | 60 |
| 20. | Auditor.....  | 61 |
| 21. | Management of Racecourses.....                                | 61 |
| 22. | Inspection of By-Laws .....                                   | 61 |
| 23. | Notices .....   | 61 |
| 24. | Winding up of the Club or Cancellation of Incorporation ..... | 62 |
| 25. | By-Laws of the Club .....                                     | 62 |

**The Western Australian Turf Club**  
**By-Laws**

**1. Name**

The name of the Club is The Western Australian Turf Club.

**2. Definitions and interpretation**

**2.1 Definitions**

In these By-Laws, unless the contrary intention appears:

**Absolute Majority** means more than half of the total number of Directors in office and entitled to vote on a Board resolution.

**Act** means *The Western Australian Turf Club Act 1892 (WA)*.

**Annual General Meeting** means a meeting convened under By-Law 18.1(a).

**Annual Subscription Fee** has the meaning given to that term in By-Law 6.8(a)(ii).

**Appealing Member** has the meaning given to that term in By-Law 7.5(a).

**Appointed Director** means a Director referred to in By-Law 10.2(a)(ii).

**Appointed Term** has the meaning given in By-Law 10.7(b).

**Auditor** means an auditor registered as either a registered company auditor or an authorised audit company with the Australian Securities and Investments Commission.

**Bankrupt** means, in relation to a person, the state of being “insolvent under administration” as defined in the *Corporations Act 2001* (Cth) or having signed an authority under section 188 of the *Bankruptcy Act 1966* (Cth).

**Board** means the management committee of the Club established under By-Law 10.

**Board Meeting** means a meeting of the Board.

**Business Day** means a day which is not a Saturday, Sunday or public holiday in Perth, Western Australia.

**By-Laws** means these By-Laws of the Club.

**CEO** means the Chief Executive Officer of the Club, whether or not also appointed as Managing Director

**Chairperson** means the chairperson of the Board appointed under By-Law 10.6(a).

**Club** means the unincorporated association referred to in By-Law 1 being The Western Australian Turf Club.

**Code of Conduct** means the code of conduct governing the Directors, as determined by the Board from time to time.

**Committee** means a subcommittee of the Board established under By-Law 17.

**Conflict of Interest** means a conflict of interest which arises when a personal interest, fiduciary or otherwise, conflicts with, is perceived to conflict with or has the potential to conflict with a person's duty as a Director.

**Corporate Member** has the meaning given to it in By-Law 6.3.

**Corporate Pass Holder** has the meaning given to it in By-Law 6.3(b).

**Director** means a member of the Board.

**Elected Director** means a Director referred to in By-Law 10.2(a)(i).

**Elected Term** has the meaning given in By-Law 10.7(a).

**Expert** has the meaning given in By-Law 13.2(d).

**Financial Year** means each consecutive 12 month period commencing on 1 August and expiring on 31 July in the following calendar year.

**General Meeting** means a meeting of the Members for the purpose of conducting the business of the Club and includes an Annual General Meeting and a Special General Meeting.

**Insolvent** means "insolvent under administration" as defined in the *Corporations Act 2001* (Cth).

**Joining Fee** has the meaning given to that term in By-Law 6.8(a)(i).

**Life Member** has the meaning given to it in By-Law 6.4.

**MD** means the person from time to time holding office as Managing Director pursuant to an appointment under By-Law 14.

**Member** means an Ordinary Member, a Corporate Member, a Life Member, or a Member of any additional class of Membership created by the Board from time to time, of the Club.

**Minister** means the Minister for Racing and Gaming, or if that ministry does not exist, the Minister with the same or substantially similar responsibilities as the Minister for Racing and Gaming.

**Objects** means the objects of the Club as set out in By-Law 3.

**Officer:** means any person (excluding Directors) appointed, engaged or employed by the Board to fill any office including but not limited to the office of CEO, Managing Director, Secretary or Returning Officer.

**Ordinary Member** has the meaning given to it in By-Law 6.2.

**Premises:** means the premises of or in or under the possession or control of the Club, or any part thereof.

**Property Act** means the *Western Australian Turf Club (Property) Act 1944* (WA).

**Register of Members** means the register of Members referred to in By-Law 8.

**Rules of Racing:** means the rules of racing made pursuant to section 24 of the Racing and Wagering Act 2003.

**RWWA:** means Racing and Wagering Western Australia, the body corporate controlling authority for thoroughbred, harness and greyhound racing in Western Australia.

**Secretary** means the secretary of the Club appointed under By-Law 15.

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

**Special Resolution** means a resolution of the Club passed at a General Meeting by not less than 75% of the Members eligible to vote and present and voting at the General Meeting, of which written notice has been provided in accordance with by-law 18.5(a).

**State:** means Western Australia.

**Stewards:** means those persons employed by RWWA to administer the Rules of Racing.

**Totalisator:** means the totalisator run by RWWA.

**Vice-Chairperson** means the vice-chairperson of the Board appointed under By-Law 10.6(a).

**Vote** has the meaning given to it in By-Law 10.4(d).

**Website:** means the Club's website.

## 2.2 Interpretation

In these By-Laws, unless the context requires otherwise:

- (a) a reference to a statute includes its subordinate legislation and a modification, replacement or re-enactment of either;
- (b) a reference to a person includes a reference to a company, body corporate, trust, partnership, incorporated association, joint venture, organisation and any other form of entity;
- (c) a reference to a Member present at a General Meeting or a Director present at a Board Meeting is a reference to a Member or Director present in person, including a person present by use of technology;
- (d) a reference to writing and written includes printing, electronic documents and other ways of representing or reproducing words in a visible form;
- (e) the singular (including defined terms) includes the plural and the plural includes the singular;

- (f) the words “includes”, “including” and similar words, are not words of limitation and do not restrict the interpretation of a word or phrase in these By-Laws;
- (g) a word importing any gender includes every other gender;
- (h) if the date on which a thing must be done is not a Business Day, then that thing must be done on the next Business Day;
- (i) if a period of time runs from a given date, act or event, then the time is calculated exclusive of the date, act or event;
- (j) headings are used for convenience only and do not affect the interpretation of these By-Laws; and
- (k) if a word or phrase is defined, other grammatical forms of that word or phrase have a corresponding meaning.

### **2.3 Application of the Act and Property Act**

- (a) These By-Laws are made under clause 13 of the Act.
- (b) To the extent that a By-Law is in conflict or inconsistent with any written law or with By-Laws of racing made under the *Racing and Wagering Western Australia Act 2003* (WA), the By-Law is of no effect.

## **3. Objects**

- (a) The objects of the Club are:
  - (i) to provide and maintain, through acquisition, development or otherwise, places of public enjoyment especially for:
    - (A) the encouragement of horse racing; and
    - (B) the training and running of racehorses;
  - (ii) to undertake the care, maintenance and control of the land vested in the Club for the purpose of public racecourses;
  - (iii) to encourage growth in Membership of the Club and improvement of Membership facilities to better enable Members to participate in and enjoy the Club's horse racing activities and purposes; and
  - (iv) to pursue income producing investments or activities that provide financial support towards the promotion and advancement of the above-mentioned Objects.
- (b) The Club must operate solely for the purpose of promoting and advancing the Objects. However, the Club is not required to promote all of the particular Objects at the same time or in any particular order and may, in its absolute discretion, determine the level and amount of promotion, funding or any other support which should be applied to any of the particular Objects at any given time.



#### **4. Effect of By-Laws**

These By-Laws have effect as a contract between:

- (a) the Club and each Member;
- (b) the Club and each Director; and
- (c) a Member and each other Member,

under which each person agrees to observe and perform their obligations under the By-Laws so far as they apply to that person.

#### **5. Property and Income**

##### **5.1 Members not to profit**

The property and income of the Club must be applied solely towards the promotion of the Objects of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member, except in good faith in the promotion of those Objects.

##### **5.2 Remuneration**

By-Law 5.1 does not prevent:

- (a) the payment in good faith of remuneration to any Member, officer, employee or agent of the Club or other person in return for services authorised by the Board and rendered to the Club;
- (b) the payment of interest at a rate not exceeding the amount charged by the bank for the time being of the Club on overdraft accommodation of the same amount on any money lent by a Member to the Club;
- (c) the payment of reasonable and proper rent for premises leased or let by a Member to the Club;
- (d) the payment of out of pocket expenses incurred by an authorised Member or Director or other authorised person on behalf of the Club; and
- (e) any remuneration payable to a Director under By-Law 10.10.

##### **5.3 Material Transactions**

- (a) All material transactions must be approved by the Board in accordance with By-Law 10.1(b).
- (b) Additionally:
  - (i) all sales of any real property (excluding land swaps/easements); and
  - (ii) all debt-incurring transactions, or transactions, over A\$5 million,

require consultation with or approval by Members, as determined by the Board.

*[By-Law 5.3 added by Board Motion on 20 August 2020.]*

## **6. Membership**

### **6.1 Categories**

- (a) The Membership of the Club is comprised of the following categories of Members:
  - (i) Ordinary Members;
  - (ii) Corporate Members;
  - (iii) Life Members; and
  - (iv) any other category or sub-category of Membership determined by the Board, with such rights and privileges as determined by the Board from time to time.
- (b) The number of Members is at the discretion of the Board.

### **6.2 Ordinary Membership**

- (a) Ordinary Membership of the Club is open to any natural person who meets the eligibility criteria determined by the Board from time to time (if any).
- (b) An Ordinary Member who ceases to meet the criteria in By-Law 6.2(a) must notify the Club within 14 days of the change taking effect and ceases to be a Member upon such notification.

### **6.3 Corporate Membership**

- (a) Eligibility
  - (i) Corporate Membership of the Club is open to any body corporate not being a natural person who meets the eligibility criteria determined by the Board from time to time (if any).
  - (ii) A Corporate Member which ceases to meet the criteria in By-Law 6.3(a)(i) must notify the Club within 14 days of the change taking effect and ceases to be a Member upon such notification.
- (b) Corporate Pass Holder
  - (i) A Corporate Member must nominate a person to hold the corporate pass for that Corporate Member (**Corporate Pass Holder**), subject to:
    - (A) the Corporate Member providing contact details for the Corporate Pass Holder; and
    - (B) the Board's approval of that person as the Corporate Pass Holder.
  - (ii) At the Board's discretion, a Corporate Member may change its Corporate Pass Holder from time to time by informing the Board of each such proposed change and supplying new contact details for the Corporate Pass Holder.

- (iii) A Corporate Pass Holder is entitled to:
  - (A) represent and exercise the voting rights of their nominating Corporate Member at any General Meetings and during any Postal Votes; and
  - (B) such other rights and privileges as determined by the Board from time to time.
- (iv) A Corporate Pass Holder:
  - (A) is not a Member; and
  - (B) is only entitled to the rights and privileges of a Corporate Pass Holder so long as the nominating Corporate Member under by-law 6.3(b)(i) remains a Corporate Member.

#### **6.4 Applying for Membership**

- (a) A person who wishes to become an Ordinary Member or Corporate Member must apply for Membership to the Board in such form as the Board from time to time directs.
- (b) The Board or its delegate must consider each application made under By-Law 6.4(a) and must accept or reject the application.
- (c) A person whose application is accepted under By-Law 6.4(b) becomes a Member upon payment of the Joining Fee and Annual Subscription Fee under By-Law 6.8(b).
- (d) The Board is not required to provide reasons as to why a Membership application was rejected.

#### **6.5 Life Membership**

- (a) The Board may recommend to the Members an Ordinary Member to become a Life Member of the Club.
- (b) Life Membership is awarded by ordinary resolution at an Annual General Meeting.
- (c) Life Membership shall be awarded in recognition of notable contribution to the Club over an extended period of time, and otherwise in accordance with such policy regarding Life Membership eligibility as the Board may determine from time to time.
- (d) A Life Member shall not be required to pay any Annual Subscription Fee.

#### **6.6 Member Rights**

Members are entitled to:

- (a) receive notices of, attend and be heard at any General Meeting;
- (b) vote at any General Meeting, provided the Member has paid any relevant fees; and

- (c) receive a copy of the annual financial report (if any) of the Club.

## 6.7 Members' Duties

Each Member must:

- (a) act respectfully towards each other Member and Director;
- (b) notify the Club of any changes to the Member's personal details contained in the Members' Register within 28 days of the change;
- (c) comply with the Club's code of conduct for Members, if any;
- (d) not make improper use of information or opportunities received through being a Member of the Club; and
- (e) not make any public statement on behalf of the Club unless authorised by the Board.

## 6.8 Subscription of Members

- (a) The Board may, from time to time at a Board Meeting, determine the amount of the:
  - (i) joining fee (**Joining Fee**); and
  - (ii) annual subscription (**Annual Subscription Fee**),to be paid by each category of Membership.
- (b) Subject to By-Law 6.8(c), a person or entity whose application for Membership has been accepted by the Board under By-Law 6.4(b) must, within one month of successfully applying to become a Member, pay the applicable Joining Fee and Annual Subscription Fee for their category of Membership to the Club, failing which their application for Membership will be deemed to have been rejected unless otherwise determined by the Board.
- (c) If the spouse of an existing Ordinary Member applies for Membership and is accepted under By-Law 6.4(b), the spouse is not required to pay the Joining Fee to the Club.
- (d) Each Member must, annually on or before 1 August or such other date as the Board from time to time determines, pay to the Club the applicable Annual Subscription Fee in respect of the following Financial Year for their category of Membership.
- (e) A Member who has not paid the Annual Subscription Fee within the time period specified in By-Law 6.8(d) will remain a Member but be denied all privileges of Membership, including the right to vote, until the Annual Subscription Fee has been paid in full or their Membership ceases.
- (f) A Member whose applicable Annual Subscription Fee is not paid within three months after the date fixed for its payment, ceases to be a Member on the expiry of that period, unless the Board determines otherwise.

- (g) The Board may in its discretion waive or refund payment of the Joining Fee or Annual Subscription Fee.

## **7. Resignation and Expulsion of Members**

### **7.1 Cessation of Membership**

- (a) A Member ceases to be a Member, if the Member:
  - (i) dies;
  - (ii) is permanently incapacitated by mental disability;
  - (iii) ceases to be a Member under By-Law 6.2(b), 6.3(a)(ii) or 6.8(f);
  - (iv) resigns as a Member under By-Law 7.2;
  - (v) is expelled from Membership of the Club under By-Law 7.3, 7.4 or 7.5; or
  - (vi) is an Appointed Director and ceases to be an Appointed Director for any reason. Should the cessation of directorship be a result of the completion of their term, then the Appointed Directors' membership will continue from the completion of their term at the AGM in October of a given year until 31 July of the following year to align with the date of Ordinary membership expiration.

*[By-Law 7.1(a)(vi) added by Board Resolution on 15 December 2022.]*

- (b) A person who ceases to be a Member under By-Law 7.1(a);
  - (i) remains liable to pay to the Club the amount of any Annual Subscription Fee due and payable by that person to the Club but unpaid at the date of that cessation; and
  - (ii) is not entitled to a refund or credit, for any Annual Subscription Fee paid by the Member to the Club under By-Law 6.8(b).

### **7.2 Resigning as a Member**

- (a) A Member may resign from Membership by giving written notice of their resignation to the Club.
- (b) The Member's resignation will be effective at the time the Club receives the notice of resignation.

### **7.3 Suspension or Expulsion of Members**

- (a) The Board may suspend or expel a Member from the Club by ordinary resolution at a Board Meeting, because of:
  - (i) the Member's failure to comply with these By-Laws; or
  - (ii) the Member's conduct which is materially prejudicial or detrimental to the interests of the Club.

- (b) The Board must give a Member who is the subject of a proposed resolution under By-Law 7.3(a) written notice of the proposed suspension or expulsion, specifying:
  - (i) the time, date and place of the Board Meeting at which the question of the suspension or expulsion will be considered; and
  - (ii) particulars of the Member's conduct which is the subject of the notice, not less than 14 days prior to the date of such Board Meeting.
- (c) A Member who is the subject of a proposed resolution under By-Law 7.3(a) may:
  - (i) make written representations (of a reasonable length) and provide these to the Club for circulation to the Directors;
  - (ii) speak to the motion at the relevant Board Meeting and
  - (iii) elect to bring a support person, who is not a legal representative, to the relevant Board Meeting.
- (d) The Club must give a copy of the representations referred to in By-Law 7.3(c)(i) to each Director, unless those representations are defamatory.

#### **7.4 Decision of the Board**

- (a) The Board must decide whether to suspend, expel or decline to suspend or expel the Member at the Board Meeting referred to in By-Law 7.3 and must communicate that decision to the relevant Member as soon as possible after the decision is made.
- (b) A Member may be suspended for such period of time as the Board sees fit in its absolute discretion.
- (c) Subject to By-Law 7.5, a decision of the Board to suspend or expel a Member takes effect 14 days after the day on which the decision is communicated to the Member under By-Law 7.4(a).

#### **7.5 Right of Appeal**

- (a) A Member who is suspended or expelled from Membership under By-Law 7.4(a) (Appealing Member) may appeal the decision, by providing written notice to the Club within 14 days after the day on which the decision to suspend or expel the Appealing Member is communicated to the Appealing Member under By-Law 7.4(a).
- (b) Upon receiving a notice under By-Law 7.5(a), the Board must give written notice to the Appealing Member, specifying the time, date and place of a Board Meeting at which the question of the Appealing Member's suspension or expulsion will be considered by the Board, which must not be more than 30 days after receiving the notice. Alternatively, the Board may arrange the appointment of a mutually agreed independent arbitrator who will hear the appeal under the same time conditions.
- (c) The Appealing Member may:

- (i) make written representations (of a reasonable length) and provide these to the Club for circulation to the Directors;
  - (ii) speak to the motion at the relevant Board Meeting; and
  - (iii) elect to bring a support person, who is not a legal representative, to the relevant Board Meeting.
- (d) The Club must give a copy of the representations referred to in By-Law 7.5(c)(i) to each Director, unless those representations are defamatory.
  - (e) The Board must at the relevant Board Meeting confirm or set aside the decision of the Board to suspend or expel the Appealing Member.
  - (f) If the Board sets aside the decision of the Board to expel the Appealing Member, the Board may determine that the Appealing Member be suspended in the alternative, and must determine the period of the suspension.
  - (g) An Appealing Member's suspension or expulsion does not take effect unless and until the decision of the Board to suspend or expel the Appealing Member is confirmed or varied, as the case may be, under By-Laws 7.5(e) or 7.5(f).

## **7.6 Consequences of Suspension**

- (a) During the period of suspension, the Member:
  - (i) loses any rights (including voting rights) arising as a result of Membership; and
  - (ii) is not entitled to a refund, rebate, relief or credit of their Joining Fee or Annual Membership Fee.
- (b) When a person's Membership is suspended, the Secretary must record in the Register of Members:
  - (i) that the Member's Membership is suspended; and
  - (ii) the date on which the suspension takes effect; and
  - (iii) the period of the suspension.
- (c) When the period of the suspension ends, the Secretary must record in the Register of Members that the person's Membership is no longer suspended.

## **8. Register of Members of Club**

### **8.1 Maintaining a Register of Members**

- (a) The Club must maintain a Register of Members.
- (b) The Register of Members must include each Member's name and:
  - (i) residential address;
  - (ii) postal address; or

(iii) email address.

- (c) The Register of Members must be kept at the Club's premises, or at such other location determined by the Board from time to time.

## **8.2 Notification of Changes**

- (a) A Member shall notify the Secretary of any changes to the Member's residential, postal or email address, and the Secretary shall update the Register of Members accordingly.
- (b) A Member who has not provided a residential, postal or email address will not be entitled to receive any notice or correspondence.
- (c) A Member who has not provided a residential or postal address will not be entitled to receive any ballot papers during a Vote.

## **8.3 Inspection of the Register of Members**

- (a) A Director may inspect the Register of Members at a time and place to be agreed between that Director and the Secretary.
- (b) A Member, other than a Director, may not inspect or make copies of the Register of Members.

## **8.4 When using the Information in the Register of Members is Prohibited**

A Director must not use or disclose the information on the Register of Members:

- (a) to gain access to information that a Member has deliberately denied them;
- (b) to contact or send material to a Member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the Board; or
- (c) for any other purpose, unless the purpose:
- (i) is directly connected with the affairs of the Club; or
  - (ii) is related to the administration of the Act or the Property Act.

## **9. Patrons and Friends of the Club**

- (a) The Board may nominate any natural person, who is not a Member of the Club, as an honorary patron or friend of the Club.
- (b) There shall be no limit on the number of Patrons.
- (c) The Board may from time to time determine the rights and privileges of a patron or friend.

## **10. Board**

### **10.1 Management of the Club**

- (a) Subject to this By-Law 10.1, the Chairperson as a corporation sole has the



power and capacity to do all such acts, deeds and things as the Chairperson has the capacity and power to do under the Act and the Property Act.

- (b) The Chairperson must not exercise his or her rights and powers as Chairperson under the Act and Property Act without the prior authority of the Board.
- (c) Subject to any delegation granted by the Board to the CEO, the Board is responsible for the management of the Club's affairs and the control of the funds and other property of the Club.
- (d) The Board must comply with any Board policies, governance By-Laws and the Code of Conduct as developed by the Board from time to time.

## 10.2 Composition

- (a) The Board is to consist of:
  - (i) five persons elected to the Board under By-Law 10.4 (**Elected Directors**);
  - (ii) at least two and not more than four persons appointed to the Board under By-Law 10.5 (**Appointed Directors**); and
  - (iii) the CEO ex-officio,
 having such appropriate experience and skills to assist the Club.

*[By-Law 10.2(a)(ii) amended by Board Resolution on 25 March 2022].*

- (b) The Board must consist of the following office-bearers:
  - (i) a Chairperson; and
  - (ii) a Vice-Chairperson.

## 10.3 Eligibility

- (a) A person is only eligible for election or appointment as a Director if that person:
  - (i) is at least 18 years of age;
  - (ii) in the case of an Elected Director, is:
    - (A) a Life Member; or
    - (B) an Ordinary Member, who has been an Ordinary Member for the preceding 18 months;
  - (iii) is not a steward or Board Member of Racing and Wagering Western Australia or any other race club, trotting club or greyhound racing club, unless in its absolute discretion determines otherwise;
  - (iv) is eligible to serve as a Director under the requirements of the Act or the Property Act;
  - (v) is not disqualified from acting as a Director or Committee Member of an organisation incorporated under or governed by the *Corporations Act*

*2001 (Cth), the Australian Charities and Not-for-profits Commission Act 2012 (Cth) or the Associations Incorporation Act 2015 (WA); and*

- (vi) meets any additional eligibility criteria, qualification or experience requirements determined by the Board from time to time.
- (b) In assessing whether a person satisfies the criteria determined by the Board under By-Law 10.3(a)(vi), regard may be had to any information supplied by that person and any information obtained from other sources.
- (c) Before being elected or appointed to the Board, the Board may require that a person sign a statutory declaration stating that they meet the eligibility requirement set out in By-Law 10.3(a).

#### **10.4 Election of Directors**

- (a) Subject to By-Law 10.3, a Member wishing to nominate for election to the Board must submit their nomination to the Board, in such form as the Board requires and within the time determined by the Board.
- (b) The Board may reject a nomination if the nominating Member does not satisfy the eligibility criteria under By-Law 10.3, as determined by the Board acting reasonably.
- (c) If the number of valid nominations for election is equal to or less than the number of vacancies:
  - (i) the chairperson of the Annual General Meeting shall declare all the candidates elected to the Board without ballot; and
  - (ii) the Board may then fill the remaining vacancies (if any) in accordance with By-Law 12.3.
- (d) If the number of valid nominations for election exceeds the number of vacancies, then a vote shall be conducted in accordance with:
  - (i) the By-Laws; and
  - (ii) any rules and procedures determined by the Board (including but not limited to any security and verification measures, the need for a returning officer and the circumstances under which a vote is valid or invalid),

**(Vote)**
- (e) The Board shall determine from time to time the format in which a Vote is conducted, which may be by postal vote, electronic vote or otherwise.
- (f) Where the Vote is conducted by postal vote, it must meet the following minimum criteria:
  - (i) a ballot paper containing the name of every nominating Member must be sent to the contact address of every Member (where known);
  - (ii) each Member shall be entitled to one ballot paper; and
  - (iii) the conduct of the vote and the counting of ballot papers must be conducted fairly in accordance with standard democratic procedures.

- (g) Where the Vote is conducted by electronic vote, it must meet the following minimum criteria:
  - (i) it is conducted through a secure electronic portal;
  - (ii) instructions on how to securely access the electronic portal must be clearly communicated to all Members;

*[By-Law 10.4(g)(ii) amended by Board Motion on 30 July 2020.]*

- (iii) the electronic portal must contain the name of every nominating Member;
  - (iv) each Member shall be entitled to one electronic vote; and
  - (v) the conduct of the vote and the counting of electronic votes must be conducted fairly in accordance with standard democratic procedures.
- (h) At the Annual General Meeting the chairperson shall:
  - (i) announce the number of votes for each nominating Member; and
  - (ii) declare the nominating Members who have been elected Directors of the Board.

## **10.5 Appointment of Directors**

- (a) Subject to By-Laws 10.2, 10.3 and 10.7, the Board may from time to time select and appoint Appointed Directors, subject to the selected person consenting to the appointment.
- (b) An Appointed Director is deemed to be an Ordinary Member of the Club from the commencement of their appointment until the conclusion of their Appointed Term, but is not required to pay the Joining Fee and Annual Subscription Fee payable under By-Law 6.8 during their Appointed Term. For the avoidance of doubt, the Appointed Directors' membership will continue from the completion of their term at the AGM in October of a given year until 31 July of the following year to align with the date of Ordinary membership expiration

*[By-Law 10.5(b) amended by Board Resolution on 30 July 2021 and on 15 December 2022.]*

*[By-Law 10.5(c) added by Board Resolution on 25 March 2022.]*

*[By-Law 10.5(c) removed by Board Resolution on 28 June 2024.]*

## **10.6 Appointment of Office-Bearers**

- (a) At the first Board Meeting occurring after each Annual General Meeting the Board must appoint Directors to the office-bearer positions identified under By-Law 10.2(b) to hold office until the first Board Meeting occurring after the next Annual General Meeting.
- (b) Either Elected Directors or Appointed Directors may be appointed to the office-bearer positions under By-Law 10.2(b).
- (c) Any Director who is unable to attend this Board Meeting can lodge with the Secretary, at any time up to the commencement of the election, his or her

written vote for the office-bearer positions identified under By-Law 10.2(b) and such vote shall be taken into account in the election.

- (d) If there are an equal number of votes cast for any two or more Directors for the office-bearer positions identified under By-Law 10.2(b), the most senior member shall be elected.

## 10.7 Term of Office

- (a) Subject to By-Laws 12.1, 12.3 and 13, an Elected Director holds office:
  - (i) from the conclusion of the Annual General Meeting at which their election is declared;
  - (ii) until the conclusion of the third Annual General Meeting following their election.

### **(Elected Term).**

- (b) An Appointed Director should be appointed at a Board Meeting prior to an Annual General Meeting, with an aim to appoint three calendar months prior to an Annual General Meeting. Subject to By-Laws 12.1 and 13, an Appointed Director holds office:
  - (i) from the conclusion of the Board Meeting at which they are appointed;
  - (ii) until a date determined by the Board, which must be no longer than the date of the fourth Annual General Meeting following their appointment.

### **(Appointed Term).**

*[By-Law 10.7(b)(ii) amended by Board Resolution on 30 July 2021.]*

- (c) Subject to By-Law 10.7(d), a Director is eligible for:
  - (i) election or re-election as an Elected Director; or
  - (ii) appointment or re-appointment as an Appointed Director,
 following the expiry of their Term.
- (d) Subject to By-Laws 10.7(f) and 10.7(g), an Elected Director must not hold office for more than 9 years.
- (e) Subject to By-Law 10.7(g), an Appointed Director must not hold office for more than 7 years.

*[By-Law 10.7(e) amended by Board Resolution on 30 July 2021.]*

- (f) Any period of time during which an Elected Director fills a casual Board vacancy shall not count towards the period specified in By-Law 10.7(d).
- (g) The restrictions in By-Laws 10.7(d) and 10.7(e):
  - (i) do not apply to the CEO;

- (ii) means that any Elected Director who has held office for a total of 9 years or more over any period, shall be subject to these By-Laws once approved and shall cease to be a Director from the conclusion of the next following Annual General Meeting; and
- (iii) means that any Appointed Director who has held office for a total of 7 years or more over any period, shall be subject to these By-Laws once approved and shall cease to be a Director from the conclusion of the next following Board Meeting.

*[By-Law 10.7(g)(iii) amended by Board Resolution on 30 July 2021.]*

- (iv) The restrictions in By-Laws 10.7 (d) and 10.7 (e) “are subject to no person holding office for an aggregated period of greater than 9 years, with the time spent in office being determined as the sum of any time spent as an Elected Director as well as any time spent as an Appointed Director

*[By-Law 10.7(g)(iv) added by Board Resolution on 28 June 2024.]*

## **10.8 Duties of Directors**

- (a) A Director must exercise his or her powers and discharge his or her duties with the degree of care and diligence that a reasonable person would exercise if that person:
  - (i) were a Director of the Club in the Club’s circumstances; and
  - (ii) occupied the office held by the Director, and had the same responsibilities within the Club, as the Director.
- (b) A Director must exercise his or her powers and discharge his or her duties:
  - (i) in good faith in the best interests of the Club; and
  - (ii) for a proper purpose.
- (c) A Director must not permit the Club to incur a debt where:
  - (i) the Club is insolvent at the time the debt is incurred or becomes insolvent by incurring that debt, or by incurring at that time debts including that debt; and
  - (ii) immediately before the debt is incurred:
    - (A) there are reasonable grounds to expect that the Club is insolvent; or
    - (B) there are reasonable grounds to expect that, if the Club incurs the debt, the Club will become insolvent.
- (d) A Director must not improperly use his or her position to:
  - (i) gain an advantage for the Director or another person; or
  - (ii) cause detriment to the Club.

- (e) A person who obtains information because the person is, or has been, a Director must not improperly use the information to:
  - (i) gain an advantage for the person or another person; or
  - (ii) cause detriment to the Club.

### **10.9 Limitations on Duties**

- (a) A Director who makes a business judgment is taken to meet the requirements of By-Law 10.8(a) in respect of the judgment if the Director:
  - (i) makes the judgment in good faith for a proper purpose;
  - (ii) does not have a material personal interest in the subject matter of the judgment;
  - (iii) informs himself or herself about the subject matter of the judgment to the extent the Director reasonably believes to be appropriate; and
  - (iv) rationally believes that the judgment is in the best interests of the Club.
- (b) If the reasonableness of the reliance of a Director on information or advice given to the Director arises in a proceeding brought to determine whether the Director has performed a duty under these By-Laws, then unless the contrary intention is proved the Director's reliance on the information or advice is taken to be reasonable if:
  - (i) the information or advice was given or prepared by:
    - (A) an employee of the Club whom the Director reasonably believed to be reliable and competent in relation to the matters concerned; or
    - (B) a professional advisor or expert in relation to the matters that the officer reasonably believed to be within that person's professional or expert competence; or
    - (C) another Director in relation to matters within the other Director's authority; or
    - (D) a Committee of the Club of which the Director was not a member in relation to matters within the Committee's authority;

and
  - (ii) the reliance was made:
    - (A) in good faith; and
    - (B) after making an independent assessment of the information or advice, having regard to the Director's knowledge of the Club and the complexity of the structure of the Club.
- (c) A Director is not in breach of By-Law 10.8(c) if:

- (i) at the time the debt was incurred:
  - (A) the Director had reasonable grounds to expect, and did expect, that the Club was solvent at that time and would remain solvent even if it incurred that debt and any other debts that it incurred at that time; or
  - (B) the Director had reasonable grounds to believe, and did believe:
    - i. that a competent and reliable person (the **other person**) was responsible for providing to the Director adequate information about whether the Club was solvent; and
    - ii. that the other person was fulfilling that responsibility; and expected, on the basis of information provided to the Director by the other person, that the Club was solvent at that time and would remain solvent even if it incurred that debt and any other debts that it incurred at that time; or
  - (C) because of illness or for some other good reason, the Director did not take part at that time in the management of the Club; or
- (ii) the Director took all reasonable steps to prevent the Club incurring the debt.

## **10.10 Remuneration and Expenses**

- (a) Each Director is entitled to such Director fees as the Members in General Meeting decide.
- (b) Each Director may be reimbursed for reasonable expenses as approved by the Board, or the CEO.
- (c) By-Law 10.10(a) does not apply to the CEO's remuneration in his capacity as CEO, which shall be determined by the Board.

## **10.11 Review of Board Performance**

The Board shall review its performance on a regular basis.

## **11. Liability and Indemnity**

### **11.1 Members Bound by By-Laws and Decisions of Board**

- (a) Each Member agrees to comply with these By-Laws.
- (b) Each Member is bound by the decisions of the Board.

### **11.2 Directors not Liable**

No Director is liable for the acts of any other Director, or for any loss or damage or expense suffered or incurred by the Club, unless the same is caused by the Director's own wilful act, wilful neglect or wilful default.

### **11.3 Indemnification of the Directors**

- (a) Subject to By-Law 11.3(b), each Director is indemnified out of the property and effects of the Club against any losses, costs or expenses incurred by the Director in the discharge of the Director's duties, except where such losses, costs and expenses are incurred by the Director's own wilful act, wilful neglect or wilful default.
- (b) In accordance with the Act, no Director may be indemnified from the land vested in the Chairperson by the Act or otherwise demised to the Chairperson under or by virtue of the Act.

## **12. Board Vacancies**

### **12.1 Vacation of Position**

Unless the Board determines otherwise, the position of any Director will be vacated if the holder of that position:

- (a) resigns by notice in writing to the Club;
- (b) is Bankrupt;
- (c) dies;
- (d) is permanently incapacitated by mental or physical ill health;
- (e) is no longer eligible to be a Director under By-Law 10.3;
- (f) is removed under By-Law 13; or
- (g) is absent for two consecutive Board Meetings in the same Financial Year, of which he or she has received notice, without a reason which is accepted by the Board.

### **12.2 Board May Act Notwithstanding Vacancy**

- (a) The Board may act notwithstanding a vacancy occurring in any position on the Board.
- (b) If the number of Directors in office at any time is not sufficient to constitute a quorum at a meeting of the Board or is less than the minimum number of Directors fixed under the By-Laws, the remaining Directors (if any) may only act to the extent that there is an emergency requiring them to act or to appoint an additional Director to the Board under By-Law 12.3.

### **12.3 Filling of Vacant Elected Director Positions**

- (a) Subject to By-Law 12.3(b), the Board may appoint any person who is eligible under By-Law 10.3 to fill an Elected Director position on the Board that has become vacant under By-Law 12.1 (including the appointment of an office-bearer).
- (b) Any person appointed to the Board under this By-Law will hold office until the conclusion of the next Annual General Meeting following their appointment, at



which point their position will be treated as vacant.

## 12.4 Returning the Books of the Club

Within 14 days of ceasing to be a Director, the outgoing Director must transfer all relevant documents, records and assets of the Club in their possession, custody or control (if any) to the Chairperson, or other Director nominated and authorised by the Board from time to time.

## 13. Removal of Directors

### 13.1 Removal by Board

- (a) If a Director has:
  - (i) breached their duties under By-Law 10.8;
  - (ii) materially breached the Code of Conduct;
  - (iii) materially breached any standards of conduct that apply to the Director pursuant to any law, or under any code or policy of the organisation; or
  - (iv) committed a criminal offence carrying a jail term of more than one year,

the Board may, by a resolution agreed to by all Directors other than the Director whom is the subject of the resolution, call a Special General Meeting of the members for the purposes of proposing the removal of that Director from the Board, notwithstanding any other provisions within the By-Laws.
- (b) The Board must give a Director who is the subject of a proposed resolution under By-Law 13.1(a) written notice of the proposed removal, specifying:
  - (i) the time, date and place of the Special General Meeting at which the question of the removal will be considered; and
  - (ii) particulars of the Director's conduct which is the subject of the notice, not less than 21 days prior to the date of such Special General Meeting
- (c) A Director who is the subject of a proposed resolution under By-Law 13.1(a) may:
  - (i) make written representations (of a reasonable length) and provide these to the Board for circulation to the Directors;
  - (ii) speak to the motion at the relevant Special General Meeting ; and elect to bring a support person, who is not a legal representative, to the relevant Special General Meeting.
- (d) The Board must give a copy of the representations referred to in By-Law 13.1(c)(i) to each Director, unless those representations are defamatory.

### 13.2 Right of Appeal

- (a) A Director who is removed as a Director under By-Law 13.1 (**Appealing Director**) may appeal the decision, by providing written notice to the Chairperson within 14 days after the Board's decision to remove the Appealing

Director.

- (b) If the Director does not appeal the decision under By-Law 13.2(a), the Director's removal takes effect 14 days after the Board's decision to remove the Appealing Director.

- (c) Upon receiving a notice under By-Law 13.2(a), the Board must appoint an Expert, with agreement of the Appealing Director, to determine the appeal. Failing agreement, either the Club or the Appealing Director may request the President of Resolution Institute, WA Chapter, to appoint an Expert.
- (d) The expert appointed under By-Law 13.2(c) (**Expert**) must:
  - (i) be a qualified legal practitioner;
  - (ii) have relevant expertise to determine the appeal;
  - (iii) act as an expert and not as an arbitrator;
  - (iv) have no interest or duty which conflicts, or which may conflict, with his or her function as the expert;
  - (v) not be a Member; and
  - (vi) not be a former or current employee, director or representative of the Club or the Appealing Director.
- (e) Subject to the Expert abiding by the rules of natural justice, the Expert will have the power to inform himself or herself independently as to the facts to which the Board's decision relates and to take such measures as he or she thinks fit to expedite the determination of the appeal, provided that it must include a hearing.
- (f) The Appealing Director may:
  - (i) make written representations (of a reasonable length) to the Expert;
  - (ii) speak to the Board's decision at a hearing before the Expert; and
  - (iii) elect to bring a support person, who is not a legal representative, to the hearing before the Expert.
- (g) Following a hearing, the Expert must confirm or set aside the decision of the Board to remove the Appealing Director.
- (h) An Appealing Director's removal does not take effect unless and until the decision of the Board to remove the Appealing Director is confirmed under by-law 13.2(g).
- (i) The Club must bear the Expert's costs of hearing the appeal. The Appealing Director must bear his or her own costs of the appeal.

### **13.3 Removal by Members**

- (a) At a General Meeting the Club may, by ordinary resolution:
  - (i) remove a Director from office; and
  - (ii) elect a person who is eligible under By-Law 10.3 to fill the vacant position.
- (b) A person elected as a Board Member under By-Law 13.3(a)(ii), holds office for the remainder of the term which the director they replaced would have served.

### **13.4 Procedure**

- (a) A Director who is the subject of a proposed resolution under By-Law 13.3 may:
  - (i) make written representations (of a reasonable length) and provide these to the Club for circulation to the Members;
  - (ii) speak to the motion at the General Meeting; and
  - (iii) elect to bring a support person, who is not a legal representative, to the relevant General Meeting.
- (b) The Club must give a copy of the representations referred to in By-Law 13.4(a)(i) to each Member, unless those representations are defamatory.

### **14. Role of Chief Executive Officer/Managing Director**

The CEO's role and function is to:

- (a) manage the day to day operations of the Club;
- (b) be responsible for the Club's financial management;
- (c) appoint a Secretary to provide secretariat, governance and administrative support to the Board;
- (d) provide advice and information to the Board so that informed decisions can be made;
- (e) cause Board decisions and directions to be implemented;
- (f) liaise with the Chairperson on the Club's affairs and the performance of the Club;
- (g) speak on behalf of the Club if the Board agrees;
- (h) be responsible for the employment, management, supervision, direction and dismissal of employees;
- (i) ensure that records, books and documents of the Club are properly kept;
- (j) perform any other function specified or delegated by the Board, or imposed under the Act or the Property Act as a function to be performed by the CEO.

The Board may appoint a person to be Managing Director under a contract of service, either for a specified term or without specifying a term, and dismiss any person so appointed (without affecting the rights of that person under their contract of service). Any person appointed as MD shall for the duration of their appointment also be the CEO; but the Board may terminate a person's appointment as Managing Director and reappoint that person to the position of CEO only.

**15. Secretary**

- (a) The Club must at all times have a Secretary.
- (b) The CEO must appoint the Secretary and determine the terms and conditions of appointment and removal of the Secretary, including remuneration.
- (c) The Secretary may carry out any act or deed required by the By-Laws to be carried out by the Secretary.
- (d) The Secretary reports to the Chairperson regarding the Secretary's duties under the By-Laws.

**16. Board Meetings****16.1 Meetings**

- (a) The Board will meet together to conduct the Club's business as often as the Chairperson, or in the Chairperson's absence, the Vice-Chairperson determines, provided that the Board must meet at least 4 times per Financial Year.
- (b) Subject to these By-Laws, the Directors present at a Board Meeting must determine the procedure and order of business to be followed at the Board Meeting.

**16.2 Notice of Board Meetings**

- (a) The Secretary or such other person nominated and authorised by the Board is responsible for providing notice of Board Meetings.
- (b) The nominated person referred to in By-Law 16.2(a) must give all Directors not less than 7 days notice of every Board Meeting, except where all of the Directors unanimously consent to shorter notice being given.

**16.3 Quorum**

- (a) A quorum of a Board Meeting is a majority of Directors.
- (b) If a quorum is not obtained within thirty minutes of the time appointed for the Board Meeting, the Board Meeting will lapse.

**16.4 Chairperson of Board Meetings**

- (a) Subject to By-Law 16.4(b), at every Board Meeting the Chairperson, or in the Chairperson's absence the Vice-Chairperson, will preside as chairperson of the Board Meeting.
- (b) In the absence of both the Chairperson and the Vice-Chairperson, the remaining Directors must elect a Director to preside as chairperson.

**16.5 Voting at Board Meetings**

- (a) Each Director present at a Board Meeting has a deliberative vote.

- (b) Any resolution put forward at a Board Meeting must be passed by a majority of the persons present and voting at the Board Meeting.
- (c) The Chairperson does not have a casting vote.

#### **16.6 Conflict of Interest**

- (a) A Director who has a conflict of interest in a matter being considered at a Board Meeting must:
  - (i) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board; and
  - (ii) to the extent practicable, not receive the relevant Board papers in relation to that matter; and
  - (iii) not be present while the matter is being considered at the Board Meeting or vote on the matter.
- (b) Rule 16.6(a) does not apply in respect of a material personal interest that:
  - (i) exists only because the Director is a member of a class of persons for whose benefit the Club is established; or
  - (ii) the Director has in common with all, or a substantial proportion of, the Members.

#### **16.7 Validity of Acts of the Board**

All acts done at any Board Meeting, or by the Board, will, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any Director, or that any Director was disqualified, be valid as if such defect did not in fact exist or such Director was not disqualified, as the case may be.

#### **16.8 Use of Technology at Board Meeting**

- (a) The Club may hold a Board Meeting at 2 or more venues using any technology that gives the Directors entitled to be heard at a Board Meeting, a reasonable opportunity to participate.
- (b) The Directors may only withdraw their consent for the use of technology by a resolution of the Board at a Board Meeting.

#### **16.9 Minutes of Board Meetings**

- (a) Subject to By-Law 16.9(c), the Secretary must cause proper minutes of all proceedings of every Board Meeting to be entered into a minute book as soon as practicable following the Board's approval of the minutes at the next Board Meeting.
- (b) The minutes referred to under By-Law 16.9(a) must contain:
  - (i) the names of all those present and those whose apologies for non-attendance were accepted by the Board Meeting;

- (ii) details of any Conflict of Interest disclosed by a Director under By-Law 16.6(a)(i); and
  - (iii) all resolutions made or passed by the Board at the Board Meeting.
- (c) If the Secretary is not present at the Board Meeting, the Board must nominate and authorise a person to be responsible for complying with the requirements set out in By-Law 16.9(a) in relation to that particular Board Meeting.
- (d) The minutes created under By-Law 16.9(a) when signed by the chairperson will be, until the contrary is proved, evidence that:
  - (i) the Board Meeting was duly convened and held;
  - (ii) all proceedings recorded as having taken place at the Board Meeting did in fact take place; and
  - (iii) all appointments reported to have been made at the Board Meeting have been validly made.

## **16.10 Resolutions**

- (a) Subject to these By-Laws, the Act, and the Property Act, the Board may pass a circular resolution without a Board Meeting being held.
- (b) A circular resolution is passed if all of the Directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in By-Law 16.10(c).
- (c) Each Director may sign:
  - (i) a single document setting out the resolution and containing a statement that they agree to the resolution; or
  - (ii) separate copies of that document, provided that the wording of the resolution is the same in each copy.
- (d) A circular resolution may be sent by electronic means to the Directors and the Directors may agree to the resolution by sending an electronic reply to that effect, including the text of the resolution in their reply.

## **17. Committees**

### **17.1 Establishment of Committees**

- (a) The Board may establish Committees to advise the Club on any matter relating to the Club.
- (b) The Board may delegate any of its powers to Committees consisting of such member or members of the Board as it thinks fit. Any Committee shall exercise its delegate powers pursuant to any restrictions imposed on it by the Board. Committee proceedings are regulated by the By-Laws relating to the proceedings of the Board.

## **17.2 Composition and Role of Committee**

- (a) Unless inconsistent with these By-Laws, the Chairperson, in consultation with the Vice-Chairperson and the CEO, with the Chairperson having absolute discretion to make the final decision, may:
  - (i) appoint and remove Committee members, or make provision for the appointment and removal of Committee members;
  - (ii) specify that the Committee consists of a single individual or a number of individuals; and determine the remuneration (if any) of any Committee members.
- (b) Unless inconsistent with these By-Laws, the Board may determine the functions of any Committee.
- (c) The membership of Committees is not restricted to Directors or Members.

## **17.3 Committee Decisions**

- (a) If the Board establishes a Committee for a particular matter then the Board must obtain the opinion of that Committee before the Board makes any decision on that matter.
- (b) The opinion or decisions of a Committee are recommendations only and do not bind the Board in any way.

## **17.4 Committee Rules**

The Board may make and amend rules for each Committee.

# **18. General Meetings**

## **18.1 Annual General Meetings and Special General Meetings**

The Board:

- (a) must convene an Annual General Meeting of the Club within 6 months of the end of each Financial Year;
- (b) may at any time convene a Special General Meeting of the Club; and
- (c) must convene a Special General Meeting of the Club, for the purpose which will be specified in the request, within 30 days of receiving a written request to do so signed by not less than 15% of the Members eligible to vote (**Percentage**).

## **18.2 Rights of Members Convening Special General Meeting**

When a Special General Meeting is convened under By-Law 18.1(c):

- (a) the Board must provide notice to all Members of the Special General Meeting in accordance with By-Law 18.5; and
- (b) the Club must pay the reasonable expenses of convening and holding the Special General Meeting.



**18.3 Right to Attend General Meeting**

- (a) Every Member shall have the right to attend a General Meeting subject to these By-Laws.
- (b) The Board may at its discretion invite any other persons who are not Members to attend a General Meeting.

**18.4 Right to Submit Motions**

- (a) Any Member may put forward a proposition or motion for consideration at a General Meeting by giving written notice to the Board at least 60 days before the relevant General Meeting.
- (b) A proposition or motion under By-Law 18.4(a) must be included in the relevant notice of General Meeting unless the Board has resolved, acting reasonably, that the proposition or motion is either frivolous, unlawful, defamatory or otherwise inappropriate.

**18.5 Notice of General Meeting**

A notice of every General Meeting must:

- (a) be given to all Members and the Auditor (if any) at least 14 days prior to the date of the General Meeting, except in the case of a General Meeting at which a Special Resolution is to be considered, in which case at least 21 days notice must be given;
- (b) state the time, date and place of the General Meeting and the particulars of the business to be transacted at the General Meeting, including (where applicable), the wording of any proposed Special Resolutions, and the order in which the business is to be transacted;
- (c) contain details of the Club's voting procedures, including how to vote by post; and
- (d) be published in such manner that the Board determines reasonably appropriate.

**18.6 Quorum**

- (a) A quorum of an Annual General Meeting is the lesser of:
  - (i) 5% of Members; or
  - (ii) 40 Members,eligible to vote.

*[By-Law 10.6(a)(ii) amended from 50 Members to 40 Members by Board Motion immediately prior to 2019 Annual General Meeting on 21 October 2019.]*

- (b) A quorum of a Special General Meeting is the lesser of:
  - (i) 15% of Members; or
  - (ii) 200 Members,  
eligible to vote.
- (c) If a quorum is not obtained within thirty minutes of the time appointed for the General Meeting:
  - (i) in the case of a meeting convened pursuant to By-Law 18.1(c), the General Meeting will lapse; and
  - (ii) in the case of any other General Meeting, the General Meeting will be adjourned to a date and time as determined by the Board.
- (d) There will not be transacted at any adjourned General Meeting any business other than the business left unfinished at or on the agenda of the General Meeting which was adjourned.
- (e) When a General Meeting is adjourned for a period of 30 days or more, the Board must give notice under By-Law 18.3 of the adjourned General Meeting as if that General Meeting was a new General Meeting.

#### **18.7 Chairperson of General Meetings**

- (a) Subject to By-Law 18.7(b), at every General Meeting the Chairperson, or in the Chairperson's absence the Vice-Chairperson, will preside as chairperson of the General Meeting.
- (b) In the absence of both the Chairperson and the Vice-Chairperson, the Members must elect a Director to preside as chairperson.
- (c) The chairperson may:
  - (i) with the consent of the General Meeting, adjourn any General Meeting from time to time and from place to place; and
  - (ii) impose reasonable time limits on the speakers on any motion.

#### **18.8 Voting at General Meetings**

- (a) Every Member present and eligible to vote at a General Meeting has a deliberative vote.
- (b) Unless otherwise provided in these By-Laws, the Act, or the Property Act, any resolution at a General Meeting will be carried by a simple majority of the Members present and eligible to vote on a show of hands.
- (c) The Chairperson does not have a casting vote.

- (d) At any General Meeting, a declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minute book of the proceedings of the Club under By-Law 18.13, is conclusive evidence of the fact unless, during the General Meeting at which the resolution is considered, a poll is demanded in accordance with By-Law 18.8(e).
- (e) At a General Meeting, a poll may be demanded by the chairperson or by five or more Members present and eligible to vote and, if so demanded, must be taken in such manner as the Chairperson directs.
- (f) If a poll is demanded and taken under By-Law 18.8(e), a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.

### **18.9 Auditor's Right to be Heard**

The Auditor (if any) is entitled to attend and be heard at a General Meeting on any part of the business of that meeting that concerns the Auditor (if any) in their professional capacity.

### **18.10 Use of Technology at General Meeting**

- (a) The Club may hold a General Meeting at 2 or more venues using any technology that gives the Members entitled to be heard at a General Meeting, a reasonable opportunity to participate.
- (b) The Members may only withdraw their consent for the use of technology by a resolution of the Club at a General Meeting.

### **18.11 Postponing or Cancelling a Meeting**

- (a) Subject to By-Law 18.11(b), the Board may change the venue for, postpone or cancel a General Meeting at its own discretion.
- (b) If a Special General Meeting is called under By-Law 18.1(c), the Board must not cancel it without the consent of the relevant Members.

### **18.12 Annual General Meeting**

Every Annual General Meeting must consider the following business in the following order:

- (a) the tabling of the minutes of the previous Annual General Meeting;
- (b) declaring the election and appointment of Directors;
- (c) the consideration of the financial accounts of the Club and reports of the Board; and
- (d) any other business specified in the notice convening the Annual General Meeting.

### **18.13 Minutes of General Meetings**

- (a) The Secretary, or such other person nominated and authorised by the Board, must cause proper minutes of all proceedings of every General Meeting to be entered into a minute book within 30 days after the holding of each such General Meeting.

- (b) The minutes referred to under By-Law 18.13(a) must record:
  - (i) the total number of Members who attended the meeting; and
  - (ii) all resolutions passed by the General Meeting.
- (c) The minutes created under By-Law 18.13(a) when signed by the Chairperson of the General Meeting are, until the contrary is proved, evidence that:
  - (i) the General Meeting was duly convened and held;
  - (ii) all proceedings recorded as having taken place at the General Meeting did in fact take place; and
  - (iii) all appointments reported to have been made at the General Meeting have been validly made.

## **19. Dispute Resolution**

- (a) The dispute resolution procedure set out in this By-Law 19 applies to disputes arising under or in relation to these By-Laws between:
  - (i) a Member and another Member; and
  - (ii) a Member and the Board.
- (b) The parties to a dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, attend a meeting with the CEO to try and resolve the dispute.
- (d) If the parties are unable to resolve the dispute at the meeting with the CEO, or if a party fails to attend that meeting, then the parties must, within 10 days, arrange to hold a meeting in the presence of a registered Mediator.
- (e) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (f) The Mediator, in conducting the mediation, must:
  - (i) give the parties to the mediation process every opportunity to be heard;
  - (ii) allow due consideration by all parties of any written statement submitted by any party; and
  - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (g) The Mediator must not determine the dispute.
- (h) The mediation must be confidential and without prejudice.

- (i) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute at law.

## **20. Auditor**

- (a) The Club must have its financial report for each Financial Year audited in accordance with the provisions of the Act.
- (b) Subject to the provision of the Act, the Board must appoint an Auditor.

## **21. Management of Racecourses**

### **21.1 Access to Facilities**

- (a) Conditions and rights of access, including fees and charges, regarding facilities will be determined by the Board from time to time.
- (b) The Board may from time to time set apart for betting purposes, or change or cancel, such place or places on any racecourse belonging to the Club as it thinks fit.

### **21.2 Director or Steward may refuse admission**

- (a) Subject to By-Law 21.2(c), a person may be refused admission to, or be expelled without refund of any admission fee paid, from any of the divisions or from the Premises or any part thereof, by a Director or a Steward, if there are reasonable grounds for believing that his or her presence on the Premises may be undesirable for, or prejudicial, adverse or harmful to, the proper conduct of racing or of any other activity on the Premises.
- (b) A person may be warned off (as that term is defined in the Rules of Racing) the Premises if the Board resolves that there are reasonable grounds for believing that his or her presence on the Premises may be undesirable for, or prejudicial, adverse or harmful to, the proper conduct of racing or of any other activity on the Premises.
- (c) Notwithstanding By-Law 21.2(a), any person not a Member, Member's guest, Corporate Pass Holder, or otherwise entitled to admission to the Premises, may be refused admission to or expelled from the Premises by the Board or the Stewards or any one of them, without any reason being given.

## **22. Inspection of By-Laws**

In accordance with the requirements of these By-Laws, the Act and the Property Act, a Member may inspect these By-Laws.

## **23. Notices**

### **23.1 Service on Members**

- (a) A notice under these By-Laws is deemed to be properly served if the notice is addressed and delivered to the Member in person, by pre-paid post or by email as per the details contained in the Register of Members.

- (b) The non receipt of, or the omission to send to any Member or Director, any notice or other document required to be sent to a Member or Director under these By-Laws does not invalidate any General Meeting or Board Meeting.

### **23.2 Service on the Club**

A notice may be served on the Club by either email, post or personal delivery to the Secretary or Chairperson.

### **23.3 Time for Service of Notice**

A notice is deemed to have been received by a Member or other person if:

- (a) personally delivered, on the day of delivery;
- (b) served by pre-paid post, on the day following that upon which it is posted;

if sent electronically, on the date of the delivery notice of when the email was sent, but if the communication is taken to be received on a day that is not a Business Day or after 5.00pm, it is taken to be received at 9.00am on the next Business Day.

## **24. Winding up of the Club or Cancellation of Incorporation**

### **24.1 Resolution**

Subject to the Act the Club may, by Special Resolution, resolve that it be dissolved.

### **24.2 Distribution of Surplus Property**

If, upon the dissolution of the Club, there remains any property of the Club after satisfaction of all debts and liabilities of the Club, that property must be distributed, subject to the Act and the prior approval of the Minister (if required):

- (a) to a not-for-profit body or bodies with similar objectives to the Club on the recommendation of the Board; or
- (b) if no such body exists, to a not-for-profit organisation or organisations recommended by the Board; or
- (c) if no recommendation is made by the Board, to one or more bodies or organisations referred to in By-Laws 23.2(a) and 23.2(b), as determined by the Minister.

## **25. By-Laws of the Club**

- (a) The Board may, by Absolute Majority, resolve to amend these By-Laws.
- (b) All previous acts and appointments legal and valid under these By-Laws, prior to the amendment or repeal of these By-Laws or under the former By-Laws (subject to any later By-Laws), will remain legal and valid.
- (c) Any amendment or repeal of these By-Laws or any new By-Laws only have force or effect as set out under the Act.