

# AUSTRALIAN TURF CLUB

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**Australian Turf Club Limited  
Club Rules**

## **CLUB RULES OF THE AUSTRALIAN TURF CLUB LIMITED (“Company”)**

Terms used but not defined in these Club Rules have the meaning (if any) given to them in the Constitution.

### **Definitions**

**AJC** means Australian Jockey Club Limited ACN 130 406 852.

**Board** means the Directors for the time being of the Company.

**Chief Executive** means a person appointed as the Chief Executive in accordance with the Constitution.

**Club Rules** means these Club Rules and any other Club Rules made in accordance with the Constitution.

**Code of Conduct** means a code of conduct made in accordance with the Constitution.

**Company** means Australian Turf Club Limited (ACN 148 157 288).

**Company Racecourse** means Royal Randwick Racecourse, Canterbury Racecourse, Warwick Farm Racecourse and Rosehill Gardens Racecourse.

**Constitution** means the Constitution of the Company.

**Corporate Member** means a body corporate or partnership or other corporate person or entity who is not a natural person admitted as Member.

**Country Member** means a Member who has their principal place of residence located further than 200km from the Sydney CBD GPO.

**Foundation Members** means any Member who became a Member before 1 August 2012.

**Full Member** means any Member other than an Honorary Member, a Temporary Member or a Provisional Member.

**Honorary Member** means a Member described as such in these Club Rules and any rules deemed by law to form part of the Club Rules.

**Life Member** is a Voting Member who is admitted as a life member of the Company in accordance with the Club Rules.

**Members' Enclosure** means that part of the Premises at each Company Racecourse reserved for Members and persons holding Members' guest tickets, as determined by the Board from time to time.

**Merger Act** means the *Australian Jockey and Sydney Turf Clubs Merger Act 2010 (NSW)*.

**Non Voting Member** means a Member who is not a Voting Member.

**Ordinary Member** means a Member described as an Ordinary Member in the Club Rules who may or may not belong to a particular sub-class of Membership.

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

**Provisional Member** means a person who has applied for admission as a Full Member, has paid the Joining Fee, and is awaiting a decision on the application.

**Race Meeting** means a race meeting conducted by the Company.

**Returning Officer** means a returning officer appointed by the Board.

**STC** means the Sydney Turf Club incorporated under the Sydney Turf Club Act 1943.

**Temporary Member** means a Member described as such in these Club Rules and any rules deemed by law to form part of the Club Rules.

**Voting Member** means an Ordinary Member (including any Member of an Ordinary Member sub-class unless the Constitution or the Club Rules state, or the Board determines that, a particular sub-class is non voting), Life Member and any other Member determined to be a Voting Member by the Board from time to time.

**Waiting List** means the list of applicants for membership of the Company.

## **MEMBERSHIP CLUB RULES**

### **1. General**

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These Club Rules must be read in conjunction with the Constitution and, subject to it, will apply to and govern the Members.

### **2. Membership**

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#### **2.1 Members rights and privileges**

- (a) The Board by resolution may determine, add to and remove such rights and privileges, obligations and limitations of any class of membership in its discretion from time to time.
- (b) The Membership term of the Company will be as follows:
  - (i) an initial term for those Members who were Members on the date of registration of the Company commencing on the date of registration of the Company and expiring 31 December 2012;
  - (ii) a 2011/2012 membership 17 month term, commencing 1 August 2011 and expiring 31 December 2012; and
  - (iii) for 2013 and subsequent years an annual membership term, commencing on 1 January and expiring on 31 December.
- (c) Foundation Members will be entitled to be identified in the Company's records as Foundation Members.

#### **2.2 Maximum number of Members**

For as long as the Company is required to comply with the RC Act, the aggregate number of members must not exceed the maximum amount of Members permitted by the RC Act.

#### **2.3 General restrictions on membership**

- (a) Unless the Company is no longer subject to the RC Act, employees of the Company may only be admitted as Non Voting Members.
- (b) Persons holding licences under the Rules of Racing (other than holders of owner-trainer permits) may only be admitted as Non Voting Members.

#### **2.4 Transfer between classes of membership**

- (a) The Board may, on the application of any Member, resolve to transfer that Member to another category of membership if and when that Member qualifies for that other category of membership.

- (b) The Board may determine that an additional fee is payable in relation to any application for transfer of membership.
- (c) A Member will not be entitled to any refund of the whole or any part of any Joining Fee, subscription or other membership fees if their application for transfer is approved.

## **2.5 Members electronic contact details**

Each Member, on the membership application if required or otherwise promptly after being admitted as a Member of the Company, must inform the Secretary in writing of:

- (i) his or her address, or, if the Member is a Corporate Member, the registered address of the Corporate Member, and then, promptly after any change in that address, the new address; and
- (ii) where the Member has elected to receive communications from the Company by email or other form of electronic communication, the relevant email address and details of any other selected means of electronic communications, and of any change in such details.

## **2.6 Registers of members and publication of member candidates**

For as long as the Company is required by law to comply with **section 30(2), section 31** and any other relevant provision of the RC Act (and any amendment, replacement or re-enactment of such provisions) regarding the establishment and keeping of Members and guests registers:

- (i) the Company must do so;
- (ii) the Company must display the names and addresses of all persons proposed for admission as Ordinary Members of the Company in a conspicuous place on the Company's premises at least 1 week before their admission; and
- (iii) an interval of at least 2 weeks shall elapse between the proposal of a person for admission as Ordinary Member of the Company and the admission of such person.

## **2.7 Members Area**

The Board may reserve certain areas within the Premises for Members as it determines from time to time. The Board may determine that certain areas within specific Company Racecourses are reserved for different classes or sub-classes of Members.

## **2.8 Members Pass**

- (a) Members are entitled to a Member's pass granting admission to all or specific parts of the Premises of one or more Company Racecourses as applicable to each class of Membership at Race Meetings and at such other times as the Board determines from time to time. The pass may take whatever form the Board determines.
- (b) Members may be required to produce a valid Member's pass to gain entry to the relevant Premises and on failure to do so may be removed from any of the Premises.
- (c) Every Member, and in the case of Corporate Members, the Members' authorised representative, must wear his or her membership pass in clear view and procure that each of his or her guests wear their guest passes similarly displayed and on failure to do so a Member or, in the case of Corporate Members, the Members' authorised representative, and their guests may be removed from the Premises.

- (d) Unless the Board determines otherwise in relation to a particular class or sub-class of membership, a Member's pass is non-transferable and valid for use only by the Member to whom the pass was issued or in the case of Corporate Members, the Corporate Member's authorised representatives notified to the Company. If a Member allows another person to use that Member's pass or, in the case of Corporate Members, persons other than the Corporate Member's authorised representatives notified to the Company, the Company may confiscate the Member's pass.
- (e) The Board may fix any rights, conditions, qualifications or restrictions on any Member's pass as it determines from time to time.
- (f) The general terms and conditions of entry to the Company Racecourses apply to all Members and their guests.

## **2.9 Guest pass and visitors tickets**

- (a) Honorary Members, Life Members, Ordinary Members, Temporary Members and any other Members the Board determines are entitled to such number of annual guest passes (not exceeding five per Member) as and at a price that the Board may determine from time to time.
- (b) The Board may also determine that one or more classes of Members may be entitled to one or more guest passes granting admission to different Premises at a particular Race Meeting or race day.
- (c) The Board may fix any rights, conditions, qualifications or restrictions on any guest pass (including payment of any fee) as it determines from time to time.
- (d) Guest passes are not for transfer other than by a Member to their guest and are not for re-sale.

## **2.10 Car Park Pass**

- (a) Members may be entitled to a car park pass, granting admission to the part of the Premises used for the Members' car park at the relevant Company Racecourse.
- (b) Subject to the By-laws, the Board may fix any rights, conditions, qualifications or restrictions on any car park pass as it determines from time to time.

## **2.11 Dress Code**

- (a) Members and their guests whilst in the Members Enclosure and when attending any official function held by the Company, must comply with the dress code as determined by the Board from time to time.
- (b) Members are responsible for compliance with the dress code by any person who is the Member's guest whilst the Member's guest is on that part of the Premises reserved for use by Members and their guests, or attending any official function held by the Company.

## **2.12 Member Conduct, Discipline, Penalties, Expulsion**

- (a) The Board may suspend or expel from membership of the Company a Member who is guilty of an act or omission which, in the opinion of the Board, is unbecoming of a Member or is prejudicial to the interests of the Company, including, but not limited to:

- (i) a breach of any provision of the Constitution, a Club Rule or a Code of Conduct or any term of entry to a Company Racecourse;
  - (ii) being drunk and disorderly or otherwise under the influence of an illegal drug or substance whilst on the Premises, or at any official function held by the Company;
  - (iii) engaging in offensive or discriminatory behaviour or conduct whilst on the Premises, or attending any official function held by the Company;
  - (iv) defaulting in the payment of any amount due and owing to the Company;
  - (v) being bankrupt;
  - (vi) being found guilty or admitting commission of an unlawful act;
  - (vii) being in breach of the Rules of Racing, including being disqualified or warned-off under any Rules of Racing; and
  - (viii) failing to comply any reasonable direction of an Officer or representative of the Company.
- (b) Members are responsible for the conduct of any person who is the Member's guest, or, in the case of a Corporate Member, a Corporate Member's representative or guest whilst the Member's guest, or Corporate Member's representative or guest is in the Members' Enclosure, or attending any official function held by the Company.
- (c) If a Member is expelled or suspended from membership of the Company due to being disqualified or warned-off under the Rules of Racing, then such person may apply to be reinstated as a Member following service of the relevant disqualification. If the Board agrees to such reinstatement the Board, in its discretion, may exempt such person from payment of any Joining Fee.

### **2.13 Supply of Liquor and RC Act deemed rules**

- (a) The Company must not sell, supply or dispose or permit the sale, supply or disposal of liquor on any of the Premises to any persons under the age of eighteen years.
- (b) The Company must comply with the requirements of the RC Act and any rules deemed to be rules of a club under the RC Act for as long as it is required at law to do so.

### **2.14 Absent Members**

- (a) A Member may give written notice to the Chief Executive requesting that the Company place the Member on the absentee list. The Member must provide reasons for the Member's request and specify the period of time the Member will be absent. The Company may, but is not required to agree to place the Member on the absentee list.
- (b) A Member on the absentee list is not required to pay any Subscription, but is required to pay an annual absentee fee as determined by the Board from time to time.
- (c) No Member on the absentee list is permitted to exercise any rights of membership while on the absentee list unless the Board determines otherwise.
- (d) Subject to paragraph (f) a Member on the absentee list is required to give written notice to the Chief Executive requesting removal from the absentee list within six months after the reason for the Member's request to be placed on the absentee list ceases to exist.

- (e) A Member on the absentee list will be permitted to exercise all rights of his or her membership on the removal from the absentee list and the payment of his or her Subscription for the then current year, or such pro rata portion of the Subscription for that year as the Board may determine.
- (f) The Company may remove a Member from the absentee list if the Member has remained on the absentee list for longer than 2 years and the member will cease to be a Member of the Company from the date of removal.

### **3. Classes of Member**

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#### **3.1 Classes of Members**

- (a) Members are divided into, and no person may be admitted to membership of the Company except as a member of one of the following classes:
  - (i) Ordinary Members;
  - (ii) Honorary Members;
  - (iii) Life Members;
  - (iv) Provisional Members;
  - (v) Temporary Members;
  - (vi) any other class or sub-class of membership determined by the Board from time to time, including Ordinary Junior Members, Ordinary Employee Members and Corporate Members as sub-classes of Ordinary Members.
- (b) The Board may from time to time determine the rights and privileges attaching to different classes and sub-classes of membership of the Company to the extent not specified in the Constitution or Club Rules.

#### **3.2 Full Members, Ordinary Members and Life Members**

- (a) An applicant for membership of the Company may, at the Board's discretion, be admitted as a Member of the relevant class or sub-class and on admission is a Full Member. Each application will be recorded chronologically upon the Waiting List for the relevant class or sub-class of membership of the Company in order of the Company's receipt of the application. The Board will consider each application in accordance with that Waiting List.
- (b) The Board may admit as a Provisional Member any applicant or person who is otherwise not entitled to become an Ordinary Member under the Club Rules subject to a condition that when such a person is entitled to become an Ordinary Member then the candidate will automatically become an Ordinary Member (in the relevant sub-class where relevant) at that time.
- (c) Unless the Board determines or the Constitution or Club Rules provide to the contrary in relation to a particular class or sub-class of membership of the Company, in addition to any other rights that may be prescribed by the Board from time to time, a Full Member is entitled to:
  - (i) admission to those of the Company Racecourses and the relevant Members' Enclosures to which the membership applies at all Race Meetings;

- (ii) be present and vote at a meeting of the Company;
  - (iii) purchase a guest pass (in addition to any guest passes issued pursuant to clause 2.9) for Race Days at the Company Racecourses to which the membership applies, subject to availability; and
  - (iv) purchase a car park pass at the Company Racecourses to which the membership applies, subject to availability.
- (d) For as long as the Company is required to comply with the RC Act, the names and addresses of each person proposed for admission as an Ordinary Member must be displayed in a conspicuous place on the Company's primary place of business Premises for at least one week before their admission as Ordinary Member, and at least two weeks must elapse between the application for membership and the admission of such person as an Ordinary Member.
- (e) The Board may by resolution passed by at least 75% of the Directors admit as a Life Member any Ordinary Member who has rendered distinguished services to the Company and who has been nominated as a candidate for such Membership. Such candidate's nomination must be proposed and seconded in writing by two Voting Members of at least five years standing. A candidate's nomination for Life membership shall lapse six months after the nomination is received by the Company if the Board has not admitted the candidate as a Life Member in that time.
- (f) A Life Member will not be required to pay any Subscription. Life Members of the AJC and STC on the "merger finalisation day" will automatically become Life Members of the Company if they subscribe to become Members of the Company.
- (g) In addition to any other rights that may be prescribed by the Board from time to time, a Life Member is entitled to the same rights as an Ordinary Member who does not belong to any sub-class of Ordinary Members.
- (h) Ordinary Members who are voting members only will be entitled to the following discounts on the subscription fee according to the amount of time they have continuously been a Member:
- (i) retained membership as Ordinary Member for a continuous period of five (5) years: 5% discount on Subscription; or
  - (j) retained membership as Ordinary Member for a continuous period of ten (10) years : 10% discount on Subscription; or
  - (ii) retained membership as Ordinary Member for a continuous period of fifteen (15) years: 15% discount on Subscription; or
  - (iii) retained membership as Ordinary Member for a continuous period of twenty (20) years: 20% discount on Subscription ; or
  - (iv) retained membership as Ordinary Member for a continuous period of thirty (30) years: 50% discount on Subscription; or
  - (v) retained membership as Ordinary Member for a continuous period of fifty (50) years: 100% discount on Subscription.
- (i) For the purposes of clauses 3.2(e) and (h), the period of a Member's continuous membership as an ordinary member or life member of, relevantly, the AJC or STC will be included in the calculation of the required periods, provided that the relevant



Member was, relevantly, an ordinary member or life member of the AJC or STC on the merger finalisation day. If a member of the AJC was also a member of the STC on the merger finalisation day, the period of time of the longest period of membership of those clubs will be the period of time used in the calculation of the required periods.

### **3.3 Honorary Members**

- (a) The Governor General of the Commonwealth of Australia and the Governor of State of New South Wales are Honorary Members of the Company and may be accompanied on any visit to the Premises by members of their personal staffs. An Honorary Member referred to in this paragraph (a) is not required to pay any Entrance Fee or Subscription.
- (b) For so long as the Company is required to comply with the RC Act regarding the admission of Honorary Members, the Company may not admit any person as an Honorary Member unless that person holds office as a patron of the Company or is a prominent citizen or local dignitary.
- (c) Subject to clause 3.3(b), the Board may admit the following persons as Honorary Members on the terms it sees fit:
  - (i) the Senior Commanding Officer for the State of New South Wales of each of the Royal Australian Navy, the Australian Army and the Royal Australian Air Force;
  - (ii) Ambassadors and Consuls General from foreign countries who have been appointed to represent their country in Australia;
  - (iii) other persons of distinction.
- (d) The Board may at any time revoke a person's Honorary Membership. The Honorary Membership shall otherwise expire upon expiry of the Honorary Member's term of appointment.
- (e) In addition to any other rights that may be prescribed by the Board from time to time, an Honorary Member is entitled to the same rights as a Voting Member, except that an Honorary Member is not entitled to be present or vote at any meeting of the Company.

### **3.4 Provisional Members**

- (a) The Board may, subject to the Club Rules, and on such terms as it thinks fit, admit to the Company as a Provisional Member any applicant for Full Membership who has been placed on the relevant Waiting List pending a final decision regarding the application.
- (b) A Provisional Member is not entitled to be present or vote at a meeting of the Company.
- (c) Offers to be admitted as Provisional Members shall be made in chronological order in accordance with the applicant's place on the Waiting List for admission to the relevant class of Member. Admission to the Company as a Provisional Member will not confer on that person any right to be admitted as a Full Member.
- (d) An applicant for membership of the Company may decline to accept the offer to become a Provisional Member without affecting the position of his or her application on the Waiting List to become a Full Member.

- (e) Provisional Members may be admitted to one or more of the Members' Enclosures and to such other of the Company's facilities on such occasions and upon such terms and conditions as the Board determines.
- (f) The Board may at any time revoke a person's Provisional Membership which will otherwise lapse upon that person's admittance to the Company as a Full Member or upon the withdrawal, failure or deferral of that person's candidature for admission as a Full Member.

### **3.5 Temporary Members**

- (a) The provisions of the RC Act regarding Temporary Members (as defined in the RC Act) apply to the Company for as long as the Company is required to comply with such provisions.
- (b) Temporary members are not entitled to:
  - (i) attend or vote at meetings of the Company;
  - (ii) be elected to or participate in any proceedings of the Board; or
  - (iii) propose, second or nominate any person for any office or membership of the Company.
- (c) Sub-section (10) of section 30 of the RC Act does not apply to the Company.

### **3.6 Ordinary Members sub-class - Ordinary Junior Members**

- (a) Ordinary Junior Members are persons who have not attained the age of eighteen (18) years and are admitted to Ordinary Junior membership of the Company.
- (b) The Board may determine that the Company may admit Ordinary Junior Members to the extent permitted by law and on the terms and conditions, including the payment of fees, it sees fit.
- (c) A person may not be admitted as an Ordinary Junior Member of the Company unless the Board:
  - (i) is satisfied that the person is applying for membership of the Company for the purposes of taking part in sport as a Member of the Company; and
  - (ii) has received from that person's parent or guardian written consent to that person becoming an Ordinary Junior Member of the Company and taking part in the sporting activities organised by the Company; and
  - (iii) is satisfied that the person will take part in regular sporting activities organised by the Company.
- (d) Subject to the provisions of the RC Act, Ordinary Junior Members are entitled to such social privileges and advantages of the Company as may be determined by the Board from time to time but are not entitled to:
  - (i) attend or vote at meetings of the Company;
  - (ii) propose, second or nominate any person for any office or membership of the Company;
  - (iii) consume any alcohol on the Premises;
  - (iv) introduce guests to the Company; or

- (v) participate in any lottery or game of chance conducted by the Company.

### **3.7 Ordinary Members sub-class - Ordinary Employee Members**

- (a) Ordinary Employee Members are employees of the Company who may apply for and who the Board admits to membership of the Company in accordance with the Constitution and Club Rules.
- (b) A person may not be admitted as an Ordinary Employee Member unless:
  - (i) they are a current employee of the Company or a related entity;
  - (ii) they are of good fame and character;
  - (iii) they are 18 years of age or older.
- (c) An Ordinary Employee Member is not entitled to be present or vote at a meeting of the Company and is not entitled to be appointed as a Director.
- (d) If an Ordinary Employee Member ceases to be an employee of the Company or a related entity, they shall cease to be an Ordinary Employee Member at the conclusion of their current period of membership.
- (e) To the extent that there is any conflict between the rights and privileges of an Ordinary Employee Member and that person's terms and conditions of employment with the Company, the terms and conditions of that person's employment will prevail.

### **3.8 Ordinary Members sub-class –Corporate Members**

- (a) The Board may admit as Members of the Company Corporate Members as a sub-class of Ordinary Members. Corporate Members will have the rights and privileges determined by the Board from time to time.
- (b) A Corporate Member may attend and vote at meetings of the Company by means of an appointed representative or proxy.

### **3.9 Ordinary Members sub-class- Country Members**

The Board may admit as Members of the Company Country Members as a sub-class of Ordinary Members. This sub-class of Members are Voting Members. Country Members will have other rights and privileges determined by the Board from time to time.

### **3.9A Ordinary Members Sub Class Rosehill Bowling Club Members**

1. Any person being a member of Rosehill Bowling & Recreation Club Limited ("RBC") as at the date of completion of the amalgamation between the Company and RBC will be admitted to membership of the Company as a Rosehill Bowling Club Member (being a sub class of Ordinary members) subject to:
  - (a) The name of such person being displayed in a conspicuous place on the premises of ATC for at least one (1) week before that person is admitted to membership.
  - (b) There is an interval of two (2) weeks between the person being proposed for membership and the admission of that person as a member of the Club.

- (c) The person being admitted to membership at a meeting of the Board of the Company.
- 2. After completion of the amalgamation between the Company and Rosehill Bowling & Recreation Club Limited any person who applies to become a member of the Company at the premises currently known as "Rosehill Bowling & Recreation Club Limited" or who joins the Company for the purpose of participating in the sport of lawn bowls at those premises will be eligible to be admitted only to Rosehill Bowling Club membership.
- 3. A Rosehill Bowling Club member will not be eligible to:
  - (a) attend or vote at meetings of the Company;
  - (b) hold office or propose or second any person for any office of the Company.
- 4. A Rosehill Bowling Club member will be eligible for such of the social facilities and amenities of the Company at Royal Randwick Racecourse, Canterbury Park, Warwick Farm and (until bowling facilities are created and the RBC club licence is transferred) at Rosehill Gardens as the Board of the Company may determine from time to time.
- 5. For the period of five (5) years commencing on the date of completion of the amalgamation between the Company and Rosehill Bowling and Recreation Club Limited all members who become members of the Company pursuant to paragraph 1 of this Rule 3.9A will not be required to pay an annual subscription more than the minimum required under the Registered Clubs Act (currently \$2.20 inclusive of GST).
- 6. For the purposes of this Rule 3.9A "completion of the amalgamation" means the date when the club licence held by RBC is transferred to the Company by the Independent Liquor and Gaming Authority pursuant to the Registered Clubs Act.
- 7. Rule 3.2(a) in relation to the "Waiting List" for membership will not apply to a person wishing to become a member of the Company pursuant to paragraphs 1 or 2 of this Rule 3.9A."

### **3.10 Fees payable by Members**

The Board will determine from time to time the Joining Fee, Subscription and any other fees payable by Members of the Company. The Board may determine that the fees payable by different classes and sub-classes of members will differ.

## **4. Meetings**

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### **4.1 Proxy**

The form of an instrument appointing a proxy must be in accordance with the form issued by the Company with the required Notice of Meeting or in any other form that complies with the *Corporations Act 2001 (Cth)*.

## **5. Directors**

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### **5.1 Nomination for Election**

- (a) A nomination of a Member as a candidate for election as a Director (**Candidate**) must be:

- (i) in accordance with the nomination form, as determined by the Board from time to time;
  - (ii) signed by the Candidate and two Voting Members nominating the candidate;
  - (iii) be accompanied by a consent form also signed by the Candidate confirming his or her consent to become a Director if elected; and
  - (iv) received at the Office no later than thirty five days before the meeting of the Company at which the election is to be held.
- (b) A Candidate for election as a Director may attach to the nomination form, or at a later time at the discretion of the Board, provide;
- (i) brief biographical details, including, but not limited to, age, occupation, qualifications, experience and interests; and
  - (ii) a statement of policy, aims and objectives, which is accurate and not defamatory or derogatory of any other person or body, and which in combination with the items in 5.1 (b) (i) will not exceed one A4 page typed in Arial-10 font.
- (c) A Candidate must be an Ordinary Member of at least 5 years standing or a Life Member. In determining whether a person is an Ordinary Member of at least 5 years standing any period during which that person was an ordinary member of AJC or the Sydney Turf Club (STC) will be taken into account, (but if the Candidate was a member of both the AJC and STC, the greater period of continual membership will be taken into account only and not an aggregate amount of both periods of membership).
- (d) Any Member who is elected as a Director must immediately resign from every other official position that Director may hold in any other horse racing club or association or on any committee or controlling body of any such club or association.

## **5.2 Board of Directors candidate endorsement panel**

- (a) The Board must review the nomination forms and assess eligibility of and nominate Candidates.
- (b) The Board may form a committee to review all Candidates (**Candidate Recommendation Committee**).
- (c) If a Candidate Recommendation Committee is formed, it may recommend one or more Candidates to the Board (**Endorsed Candidates**) who in turn may recommend one or more of the Endorsed Candidates to members.
- (d) The Board or the Candidate Recommendation Committee may request that Candidates attend at least one meeting with the Board or the Candidate Recommendation Committee. Attendance at any such meeting is not a condition of the Candidate's eligibility to stand for election as a Director.
- (e) All Candidates who satisfy the nomination requirements of the Constitution, these Club Rules and any relevant law must be included in the relevant notice of meeting, regardless of whether or not they are an Endorsed Candidate.

## **5.3 Voting**

- (a) If the number of candidates nominated for election as a Director is equal to or less than the number of vacancies on the Board, a Candidate must receive more votes

approving their election as a director than not approving their election as a director to be elected.

- (b) If there are more candidates nominated for election as a Director than there are vacancies on the Board, the Chairman will call for a poll, and each member may vote in favour of the appointment of as many candidates as they approve of up to and including the number of vacancies. The Candidate or Candidates (where there is more than once vacancy) with the greatest number of votes will be elected until all vacancies are filled. The remaining Candidate or Candidates will be excluded. If a member votes in favour of the appointment of more Candidates than the number of vacancies, such vote will be invalid.
- (c) The order in which the Candidate names appear in the notice of meeting, the proxy form and the poll card must be the same.

#### **5.4 Counting of Votes**

Each Candidate may request that the Company's auditor be appointed to act as scrutineer to be present at the counting of the votes and the Company will request the auditor to perform this role if a Candidate's request is made in accordance with this Rule. If a Candidate wishes the Company auditor to act as scrutineer, that Candidate must so request the Company in writing at least 48 hours prior to the meeting at which the election is held.