

**ASSOCIATIONS INCORPORATION**  
**ACT**

Statement of  
Purposes and Rules

**THOROUGHBRED RACEHORSE**  
**OWNERS ASSOCIATION INC.**

# *Index*

## *Statement of Purposes* *Page*

<b>1.</b>	<b>Name of the incorporated association</b>	7
<b>2.</b>	<b>Purposes of the Association</b>	7
<b>3.</b>	<b>Powers</b>	9
<b>4.</b>	<b>Income and Property</b>	11

## *Statement of Rules*

<b>1.0</b>	<b>Name of the Association</b>	12
<b>2.0</b>	<b>Interpretation and Definitions</b>	12
2.1	Definitions	12
2.2	Issues in Relation to Interpretation of Association Rules to Initially be Referred to Committee for Resolution	13
<b>3.0</b>	<b>Accounts and Finances</b>	13
3.1	Accounts	13
3.2	Sources of Funds	13
<b>4.0</b>	<b>The Committee</b>	14
4.1	Powers and General Structure of the Committee	14
4.2.1	Frequency and Timing of Committee Meetings	14
4.2.2	Who can Convene or Require Convening of Committee Meetings	14
4.2.3	Notice of Committee Meetings	14
4.2.4	Meetings by Technology	14
4.3	Chairing of Committee Meetings	15
4.4	Voting at Committee Meetings	15
4.5	Appointment of Sub-Committees	15

4.6	Committee Appointment of Secretary and Treasurer	16
4.7	Committee's Conduct and Rights in Respect of Legal Proceedings and Disputes	16
4.8	Indemnity for Committee in Respect of Legal Proceedings	16
4.9	Ceasing to be a Committee Member	16
4.10	Committee May Grant Leave of Absence	17
4.11	Committee Members as at 5 April 2006	17
4.12	Three Year Term of Office for Committee Members	17
4.13	Written Resolutions	17
4.14	Defects in Appointments	18
4.15	Specific Powers of the Committee	18
4.16	Special Committee Meetings	19
4.17	Quorum of Four Committee Members for All Committee Meetings	19
4.18	Minutes of Committee Meetings	19
4.19	Appointment of Additional Committee Members by the Committee	20
<b>5.0</b>	<b>Chairman</b>	20
5.1	Chairman to Chair All Meetings	20
5.2	Chairman Has Casting Vote	20
<b>6.0</b>	<b>Chief Executive</b>	20
6.1	Committee May Appoint Chief Executive	20
6.2	General Duties of Chief Executive	20
6.3	Committee May Terminate Employment of Chief Executive at Any Time	21
<b>7.0</b>	<b>Treasurer</b>	21
7.1	Receipt of Funds and Keeping of Accounts Books and Records	21
7.2	Cheque Signatories	21
7.3	Statement of Financial Affairs	21
7.4	Payments	21

<b>8.0</b>	<b>Sub-Committees</b>	21
8.1	Committee May Appoint Sub-Committees as it Thinks Fit	21
8.2	Sub-Committee Shall Not Deal With Any Business Other Than That Expressly Directed or Delegated to it	22
<b>9.0</b>	<b>Auditors</b>	22
9.1	Auditor Appointment and Duties of Auditor	22
9.2	Termination of Auditor’s Appointment	22
<b>10.0</b>	<b>Financial Year</b>	22
10.1	Financial Year to be Year Ending 31 <sup>st</sup> December	22
<b>11.0</b>	<b>Membership</b>	22
11.1	Membership Categories	22
11.2	Qualification to be a Member	23
11.3	Definition of Membership Categories	23
11.4	Fixing of Membership Fees	25
<b>12.0</b>	<b>Admission to Membership</b>	25
12.1	Admission and Admission Procedures Shall Be as Committee Determines and Managed By the Chief Executive (if any)	25
12.2	Keeping Members Applications and Maintaining a Members Register	25
12.3	Members to Have Rights and Obligations of Membership Upon Being Entered on the Register of Members	25
<b>13.0</b>	<b>Levies</b>	26
13.1	Committee Must Seek Approval of Members to Impose a Levy in Excess of \$50 per Member in Any Financial Year	26
<b>14.0</b>	<b>Non-financial Members</b>	26
14.1	Non-Financial Members May Be Removed From the Register of Members	26
<b>15.0</b>	<b>Disciplinary Action</b>	26

<b>16.0</b>	<b>Resignation of Membership</b>	27
<b>17.0</b>	<b>Meetings of Members</b>	28
17.1	Timing of AGM	28
17.2	Notice of General Meeting of Members	28
17.3.1	Proposed Business to be Set Out in Notice	28
17.3.2	Procedure for Member to Have Business Put Before the Next Scheduled Meeting	28
17.4	Procedure for Annual Committee Election	28
17.5	Convening of Special General Meeting	29
17.6	Financial Reports to be Available for Inspection Prior to Annual General Meeting	30
17.7	The Business to be Conducted at the AGM	30
17.8	Chairman of General Meetings	30
17.9	Adjournment of General Meetings	31
17.10	Conduct at a General Meeting	31
17.11	Objections to Qualification to Vote at a General Meeting	31
17.12	Proxies at General Meetings	32
17.13	Lodgement of Proxies in Respect of General Meetings	33
17.14	Validity of Proxies in Respect of General Meetings	33
<b>18.0</b>	<b>Notice of General Meetings</b>	33
18.1	Notice to Specify Place Date and Hour of Meeting and General Nature of the Business to be Transacted or Discussed	33
18.2	Non-receipt of Notice Does Not Invalidate Proceedings	34
18.3	Deemed Notice	34
<b>19.0</b>	<b>Quorum Required at a General Meeting</b>	34
19.1	Quorum is 20 Voting Members	34
19.2	Procedures if No Quorum at Special General Meeting	34
19.3	Procedures if No Quorum at Annual General Meeting	34
<b>20.0</b>	<b>Voting Procedures at General Meetings</b>	35
20.1	Voting to Be By Show of Hands Except Where Ballot Demanded or Vote is To Elect a Committee Member	35
20.2	Election of Committee members to be by Ballot unless Committee Members are being Re-elected Unopposed	35

20.3	Each Voting Member Gets One Vote	35
20.4	Committee Must Appoint Returning Officer if there is Contested Election	35
20.5	Returning Officer to be Independent if Required by Candidate for Election of the Committee	35
20.6	Voting on the Election of Committee Members at a General Meeting	35
20.7	Counting of Votes in Respect of the Election of Committee Members at a General Meeting	37
<b>21.0</b>	<b>Election of Committee Members and Office Bearers - General</b>	<b>38</b>
21.1	Nominations for Election of Committee Members at an AGM Close 14 Days Prior to the Meeting and Must Be Done on the Requisite Form	38
21.2	Appointment of Office Bearers After the Annual General Meeting	38
<b>22.0</b>	<b>Amendment to Rules and Statement of Purposes</b>	<b>38</b>
22.1	75% Majority of Voting Members that Vote at the Meeting is Required	38
<b>23.0</b>	<b>Dissolution of the Association</b>	<b>39</b>
23.1	Meeting of Members to be Convened to Vote on Dissolution if Membership Falls Below 30 Persons or Committee Resolves to Put Matter to Members	39
23.2	75% Majority of Voting Members that Vote at the Meeting is Required	39
23.3	Procedure on Winding Up or Dissolution	39
<b>24.0</b>	<b>Common Seal</b>	<b>39</b>
24.1	Custody of Common Seal	39
24.2	Affixation of Common Seal	39
<b>25.0</b>	<b>Grievance Settlement Procedure</b>	<b>40</b>

## **ASSOCIATIONS INCORPORATION ACT**

### **THOROUGHBRED RACEHORSE OWNERS ASSOCIATION INC.**

#### ***STATEMENT OF PURPOSES***

1. The name of the incorporated association is **THOROUGHBRED RACEHORSE OWNERS ASSOCIATION INC.** (“the Association”).
  
2. **THE PURPOSES OF THE ASSOCIATION ARE:**
  - 2.1 To promote the efficient conduct, regulation and development of horse racing.
  
  - 2.2 To promote the consideration and discussion of all questions affecting the sport of horse racing and in particular to promote economy, efficiency, excellence and co-operation in such sport and generally to watch over, support and protect the character, status and interest of the owners which includes owner-trainers) of racehorses and to promote their best interests by all lawful means.
  
  - 2.3 For such purposes to collaborate with and assist in every way possible the appropriate bodies and authorities in their control of the sport of horse racing.
    - 2.3.1 The Association has developed and will continue to refine an Ownership Strategy with RVL to support current owners and promote ownership.
  
  - 2.4 To give these bodies and authorities facilities for conferring with and ascertaining the views of owners of racehorses as regards matters directly or indirectly affecting that sport.
  
  - 2.5 To diffuse among its members and affiliates information on all matters affecting owners of racehorses and to print, publish, issue and circulate such papers, periodicals, books, circulars and other literary undertakings as may seem conducive to any of these objects, and to correspond with any similar association, and to obtain any information with regard to the sport in any country or place.

- 2.6** To retain or from time to time to employ skilled professionals or technical advisers in connection with or for the purposes of carrying into effect the objects of the Association and pay for their services, such fees or remuneration as may be thought expedient.
- 2.7** To promote the common interest of the members of the Association either alone or in conjunction with other bodies or associations with similar objects in other Australian states or overseas.
- 2.8** To raise money by entrance fees and subscriptions and to grant any rights and privileges to subscribers.
- 2.9** To devote any part of the funds of the Association in or towards the expenses of competition and the provision of prizes and trophies.
- 2.10** To take or defend or contribute to or assist in any proceedings by or against the Association or by any members of the Association in any lawful manner provided that questions of principle affecting the rights or interests of the Association are involved therein.
- 2.11** To provide facilities for the use and enjoyment of its members including the provision of lounge and meeting facilities; to provide food and beverage facilities for members; to purchase, lease or otherwise acquire land with all accessories necessary for the purposes of the Association.
- 2.12** To construct, establish, provide, furnish and maintain, sporting, entertainment or recreational facilities as the Association may determine from time to time.
- 2.13** Generally do or take part in any matters conducive or ancillary or incidental to this Statement of Purposes or any of them.
- 2.14** In the event of doubt, uncertainty or dispute concerning this Statement of Purposes or any matter relevant thereto, they shall receive a wide and liberal interpretation.

### **3. POWERS**

Solely for the purpose of furthering the purposes set out above, the Association shall have power as follows: -

- 3.1** The powers of a natural person, including the powers given by the Associations Incorporation Act but subject to any limitations imposed by that Act.
- 3.2** To indemnify any person for any loss or damage incurred as a result of having on behalf of the unincorporated association become liable to pay any amount by way of damages or otherwise.
- 3.3** To subscribe to, become a member of and co-operate with any other association, association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association.
- 3.4** To enter into any arrangements with any government or authority that are incidental or conducive to the attainment of the purposes and the exercise of the powers of the Association, to obtain from any such government or authority any rights, privileges and concessions which the Association may think is desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 3.5** To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.
- 3.6** To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- 3.7** To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit.
- 3.8** To take or otherwise acquire and hold shares, debentures or other securities of any company or body corporate.

- 3.9** To lend and advance money or give credit to any person or body corporate, to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate and otherwise to assist any person or body corporate.
- 3.10** To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock, perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the Association's property or assets present or future and to purchase, redeem or pay off any such securities.
- 3.11** To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- 3.12** To take or hold mortgages, liens or charges, to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others.
- 3.13** To take any gift of property whether subject to any special trust or not, for any one or more of the purposes of the Association.
- 3.14** To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise.
- 3.15** To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its purposes.
- 3.16** To amalgamate with any one or more incorporated associations having purposes altogether or in part similar to those of Association.
- 3.17** To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate.

- 3.18 To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate.
- 3.19 To make donations for patriotic, charitable or community purposes.
- 3.20 To do all such other things as are incidental or conducive to the attainment of the purposes and the exercise of the powers of the Association.

**4. INCOME AND PROPERTY**

- 4.1 The income and property of the Association shall be applied solely towards the promotion of the purposes of the Association and provided that nothing shall prevent the payment in good faith or remuneration to any officers or servants of the Association to any member in return for any services actually rendered to the association or the repayment of moneys advanced by any member to the Association or the payment of interest on money loaned to the Association.
- 4.2 Subject to the provisions of 4.1 (if applicable), no member shall receive a greater profit, benefit or advantage from the Association than that to which any member is entitled.

The attached pages constitute the Statement of Purposes of **THOROUGHBRED RACEHORSE OWNERS ASSOCIATION INC.** adopted at a Special Meeting of Members held on the \_\_\_\_ day of \_\_\_\_\_ 2006

.....  
Signature  
Public Officer

**ASSOCIATIONS INCORPORATION ACT**

**THOROUGHBRED RACEHORSE OWNERS ASSOCIATION INC.**

***STATEMENT OF RULES***

**1.0** The name of the Association shall be **THOROUGHBRED RACEHORSE OWNERS ASSOCIATION INC.**

**2.0** **INTERPRETATION AND DEFINITIONS**

**2.1** **Definitions**

Headings are for convenience only and do not effect interpretation.

In these Rules, unless inconsistent with the context:-

2.1.1 the singular includes the plural;

2.1.2 the masculine includes the feminine;

2.1.3 “Member” means, when used without qualification, a person admitted to any of the several categories of membership of the Association;

2.1.4 “Committee” means the Committee of Management of the Association;

2.1.5 “Associations Incorporation Act” means the Associations Incorporation Act 1 981 or any amendment or reenactment thereof.

2.1.6 A reference to a rule or rules is unless indicated otherwise a reference to these rules.

2.1.7 “Chief Executive” means the Chief Executive Officer of the Association.

2.1.8 a reference to “notice” includes notice by fax or email and in the case of a notice of meeting of members includes placing an advertisement of the meeting in the Herald Sun or other daily Melbourne newspaper, which shall be deemed to be sufficient notice of same.

- 2.1.9 “Voting Member” means a member entitled to vote at a General Meeting of Members currently constituting Full Members, Paying Members and Life Members. Only members whose names appear on the Members Register of the Association shall be entitled to vote at a General Meeting of Members of the Association.
- 2.1.10 “General Meeting” means a General Meeting of Members of the Association. The Annual General Meeting of members referred to in Rule 17.1 and Special General Meeting of Members referred to in Rule 17.5 both fall within the General Meeting definition.
- 2.1.11 “Chairman” means Chairman of the Committee of the Association or chairman of the relevant meeting as the case requires and “Vice Chairman” means Vice Chairman of the Association.

**2.2 Issues in Relation to Interpretation of Association Rules to Initially be Referred to Committee for Resolution**

Any question of interpretation which arises under these Rules or a by-Law of the Association shall at first instance be referred to and attempted to be resolved by the Committee within a period of one week of the question being raised prior to involving any outside party or court.

**3.0 ACCOUNTS AND FINANCES**

**3.1. Accounts**

Correct accounts and books, documents and securities shall be kept by the Secretary. They shall show the financial affairs of the Association and particulars usually shown in books of account, documents and securities of a like nature.

**3.2 Sources of Funds**

The funds of the Association shall be derived from entrance fees, annual subscriptions, donations, sponsorships, amounts provided by Racing Victoria Limited and such other sources as the Committee determines.

## **4.0 THE COMMITTEE**

### **4.1 Powers and General Structure of the Committee**

The management and control of the business and general affairs of the Association shall be under the management of the Committee consisting of a maximum of 10 elected members. The Committee may exercise all powers of the Association which are not by the Associations Incorporation Act, or these Rules, required to be exercised by the Association in General Meeting. A quorum of four members of the Committee shall be necessary for the transaction of business. The Chairman, Vice-Chairman and office bearers of the Association shall be elected by the Committee. The Chairman and the Vice-Chairman shall be elected for a period of one year. The Committee if it sees fit may elect two co-Vice-Chairmen. The Committee, as it sees fit, may at any time remove either or both the Chairman and Vice-Chairman and appoint other Committee Members in their place and similarly replace or change office bearers.

#### **4.2.1 Frequency and Timing of Committee Meetings**

The Committee shall meet at any such time or times as it shall decide but not less than 6 times in any one financial year.

#### **4.2.2 Who can Convene or Require Convening of Committee Meetings**

The Chief Executive may at any time, and must upon the request of the Chairman or three members of the Committee, convene a meeting of the Committee.

#### **4.2.3 Notice of Committee Meetings**

Reasonable notice must be given to every Committee Member of the place, date and time of every meeting of the Committee. Notice of Committee Meetings can be given by telephone, facsimile, email or in person. Where any Committee Member is for the time being outside of Australia, notice need only be given to that Committee Member if contact details have been provided to the Chief Executive Officer or Secretary by the Committee Member.

#### **4.2.4 Meetings by Technology**

- (a) Each Committee Member, on becoming a Committee Member (or on the adoption of these Rules), consents to the use of the following technology for calling or holding a meeting of the Committee:

- (i) video;
  - (ii) telephone;
  - (iii) electronic mail;
  - (iv) any other technology which permits each Committee Member to communicate with every other Committee Member; or
  - (v) any combination of the technologies described in the above paragraphs.
- (b) Where Committee Members are not all in attendance at one place and are holding a meeting using technology and each Committee Member can communicate with the other Committee Members:
- (i) the participating Committee Members shall, for the purpose of every provision of these Rules concerning meetings of Committee Members, be taken to be assembled together at a meeting and to be present at that meeting; and
  - (ii) all proceedings of those Committee Members conducted in that manner shall be as valid and effective as if conducted at a meeting at which all of them were present.

#### **4.3 Chairing of Committee Meetings**

The Chairman shall preside at all meetings of the Association and of the Committee and in his absence the Vice-Chairman shall preside. If there are two Vice-Chairmen then the one who has served longest on the Committee shall preside. In the absence of the Chairman and the Vice-Chairman another Committee Member may be appointed by a majority vote to act as Chairman for the meeting.

#### **4.4 Voting at Committee Meetings**

Questions arising at any meeting shall be decided by a majority of votes and in the case of an equality of votes the Chairman shall have a second or casting vote.

#### **4.5 Appointment of Sub-Committees**

Subject to Rule 8, the Committee may from time to time appoint such sub-committees as it may deem necessary or expedient and may depute or refer to such sub-committee such of the powers and duties of the Committee as it may determine.

**4.6 Committee Appointment of Secretary and Treasurer**

The Committee shall appoint a Secretary and a Treasurer or a Secretary/Treasurer and such other persons as it deems necessary and shall determine the remuneration to be paid to such person or persons. Such person or persons may be members of the Committee.

**4.7 Committee's Conduct and Rights in Respect of Legal Proceedings and Disputes**

The Committee may institute, conduct, defend, compound or abandon any legal proceedings by or against the Association or its officers or otherwise concerning the affairs of the Association and also may compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Association.

**4.8 Indemnity for Committee in Respect of Legal Proceedings**

The Committee shall be indemnified from the funds of the Association against any moneys which may be payable in respect of any legal proceedings that may be instituted against them or any of them in consequence of the proper performance of their duties.

**4.9 Ceasing to be a Committee Member**

The office of any member of the Committee shall become vacant if:-

- 4.9.1 he/she becomes bankrupt;
- 4.9.2 he/she becomes physically or mentally incapable of performing his/her duties;
- 4.9.3 he/she is absent from 3 consecutive Regular Committee Meetings without leave of the Committee;
- 4.9.4 he/she resigns by notice in writing to the Association;
- 4.9.5 he/she has his/her membership suspended or cancelled pursuant to the provisions of these Rules;
- 4.9.6 he/she is warned off a racecourse by the Committee of a principal association as defined in the Australian Rules of Racing.

**4.10 Committee May Grant Leave of Absence**

The Committee may from time to time grant leave of absence from the Committee to any member thereof not exceeding one year and may during such period appoint another Voting Member as alternate to such member granted leave of absence as aforesaid.

**4.11 Committee Members as at 5 April 2006**

The members of the Committee as from 5 April 2006 shall consist of the following: David Moodie, Jonathan Munz, Martin O'Connor, Lillian Cooney, Gary Gray, Barbara Duff, John Alducci, John Rothfield and Daniel Dexter provided that nothing will prevent any of the above persons subsequently resigning from the Committee if they see fit. Messrs Moodie and Munz shall be deemed to have been appointed on that date and the other committee members deemed to have been appointed at the respective General Meetings of members at which they were last appointed. No election for the Committee is required to be held in 2006.

**4.12 Three Year Term of Office for Committee Members**

No committee member shall hold office for a period in excess of three years, or until the third annual general meeting following the committee member's election, whichever is the longer, without submitting himself or herself for re-election.

**4.13 Written Resolutions**

- (a) If a document:
- (i) is sent to all those entitled to receive notice of a meeting at which a resolution could be put;
  - (ii) contains a statement that the signatories to it are in favour of that resolution;
  - (iii) the terms of the resolution are set out or identified in the document; and
  - (iv) has been signed by a majority of the Committee Members entitled to vote on that resolution,

a resolution in those terms is passed on the day on which and at the time at which the document was signed by a majority of Committee Members and the document has effect as a minute of the resolution.

- (b) For the purposes of paragraph (a):

- (i) two or more separate documents containing statements in identical terms each of which is signed by one or more Committee Members shall together be taken to constitute one document containing a statement in those terms signed by those Committee Members at the time at which the last of those documents to be signed was signed by a Committee Member; and
- (ii) a fax or email which is received by the Association or an agent of the Association and is sent for or on behalf of a Committee Member shall be taken to be a document signed by that Committee Member not later than the time of receipt of the fax or email by the Association or its agent in legible form.

#### **4.14 Defects in Appointments**

- (a) All acts done by any meeting of the Committee or person acting as a Committee Member are as valid as if each person was duly appointed and qualified to be a Committee Member or a member of the committee.
- (b) Paragraph (a) applies even if it is afterwards discovered that there was some defect in the appointment of a person to be a Committee Member or his or her eligibility to act as a Committee Member or that a person so appointed was disqualified.

#### **4.15 Specific Powers of The Committee**

The Committee's specific powers shall include the power to:-

- 4.15.1 make, amend and rescind by-laws for the good conduct of the Association in accordance with the Rules and the Act;
- 4.15.2 the Committee may lend moneys to one or more members of the Association only after obtaining the approval by the majority of three-fifths of the members entitled to vote at an Annual General Meeting or a Special General Meeting convened for such purpose;
- 4.15.3 establish sub-committees consisting of members of the Committee and/or other members;
- 4.15.4 refer any matter to a sub-committee for comment;
- 4.15.5 act on any recommendation made by a subcommittee;

- 4.15.6 receive, hear and determine complaints;
- 4.15.7 impose fines not exceeding \$100.00 on members;
- 4.15.8 enter into contracts of employment with other persons on behalf of the Association;
- 4.15.9 authorise subject to the provisions of Clause 4 of the Statement of Purposes payment to the Executive Secretary or Treasurer of any annual honorarium for work performed by them;
- 4.15.10 generally conduct and superintend the business of the Association; and
- 4.15.11 make recommendation to a General Meeting of the members that money be borrowed for any special purposes pertaining to Association matters and in particular by the issue of debentures charged upon any or all of the Association's property both present and future and to proceed with borrowing such money under the conditions approved at such a General Meeting.

#### **4.16 Special Committee Meetings**

A special meeting of the Committee shall be held if the Chairman or 3 members of the Committee request in writing that such a meeting be held. The meeting shall be held as soon as possible after the request provided that in the absence of agreement by a majority of the Committee to the contrary at least 3 days' notice is given and shall consider only those matters for which it was specifically requested. The notice of such meeting may be given by telephone, facsimile, email or in person.

#### **4.17 Quorum of Four Committee Members For All Committee Meetings**

Four members shall form a quorum for committee meetings and if after a lapse of 30 minutes from the scheduled commencement no quorum is present the meeting shall stand adjourned until a date and time fixed by the Chairman at which a quorum of Committee Members can be in attendance.

#### **4.18 Minutes of Committee Meetings**

Minutes of all resolutions and proceedings of the Committee shall be recorded and kept in a file or book provided for that purpose. The Chief Executive Officer shall be responsible for same.

#### **4.19 Appointment of Additional Committee Members by the Committee**

- (a) The Committee may at any time appoint any person as an additional Committee Member either to fill a casual vacancy or as an addition to the Board.
- (b) Any Committee Member appointed to the Board under Rule 4.19(a) shall be required to retire from office and is eligible for re-election at the first annual general meeting following his or her appointment. This is in addition to the requirement in Rule 17.4 that one third (or the nearest to but not exceeding one third) of committee members must retire at each annual general meeting.

### **5.0 CHAIRMAN**

#### **5.1 Chairman to Chair All Meetings**

The Chairman shall chair all meetings of the Association and the Committee and any sub-committee of which he is a member. In the absence of the Chairman, the Vice-Chairman or next most senior member of the Committee shall be the Chairman.

#### **5.2 Chairman Has Casting Vote**

The Chairman shall have a vote and a casting vote in the case of equality of votes.

### **6.0 CHIEF EXECUTIVE**

#### **6.1 Committee May Appoint Chief Executive**

The Committee may appoint a Chief Executive on such terms and conditions, as to remuneration and otherwise, as the Board decides.

#### **6.2 General Duties of Chief Executive**

The Chief Executive shall be appointed by the Committee and shall keep the minutes of all meetings, conduct the Association's correspondence, give notice of meetings as required, officiate as returning officer if required and comply with all proper directives of the Committee.

**6.3 Committee May Terminate Employment of Chief Executive at Any Time**

The Committee may at any time terminate the appointment of the Chief Executive.

**7.0 TREASURER**

**7.1 Receipt of Funds and Keeping of Accounts Books and Records**

The Treasurer shall receive or supervise the receipt by the Chief Executive of all moneys payable to the Association and similarly supervise the Chief Executive in respect of keeping of the accounts books and records of the Association . Those accounts, books and records shall be available for inspection by members.

**7.2 Cheque Signatories**

All cheques shall be signed by two members of the Committee.

**7.3 Statement of Financial Affairs**

The Treasurer shall submit or procure that the Chief Executive Officer submits a summary of the financial affairs of the Association to the Committee as required and a full statement thereof to the Annual General Meeting of members.

**7.4 Payments**

The Treasurer shall ensure that all payments made by or on account of the Association shall be by order of or in accordance with policies agreed by the Committee.

**8.0 SUB-COMMITTEES**

**8.1 Committee May Appoint Sub-Committees as it Thinks Fit**

The Committee may appoint such sub-committees as it thinks fit and the members of any such sub-committees shall hold office for the term nominated or varied by the Committee from time to time.

**8.2 Sub-Committee Shall Not Deal With Any Business Other Than That Expressly Directed or Delegated to it**

No sub-committee shall deal with any business other than as expressly directed or delegated to it by the Committee.

**8.3 Sub-Committee to Report to Committee**

A sub-committee shall report to and may advise the Committee but shall take no other action except at the direction of the Committee.

**9.0 AUDITORS**

**9.1 Auditor Appointment and Duties of Auditor**

The Association shall appoint as the Association's auditor a registered company auditor who shall audit the annual statements and balance sheets and submit such reports and recommendations as he thinks fit to the Annual General Meeting.

**9.2 Termination of Auditor's Appointment**

The members of the Association at a General Meeting may terminate a person's appointment as auditor at any time.

**10.0 FINANCIAL YEAR**

**10.1 Financial Year to be Year Ending 31<sup>st</sup> December**

The financial year of the Association shall commence on the 1<sup>st</sup> day of January in each year and terminate on the 31<sup>st</sup> day of December of that year. The period from 1<sup>st</sup> April 2006 to 31<sup>st</sup> December 2006 may be treated as one shortened financial period or otherwise treated at the Committee's discretion to implement the transition from the previous position of a financial year ending 31<sup>st</sup> March.

**11.0 MEMBERSHIP**

**11.1 Membership Categories**

The membership categories of the Association shall be:-

11.1.1 Life Members;

- 11.1.2 Honorary Members;
- 11.1.3 Full Members;
- 11.1.4 Paying Members;
- 11.1.5 Corporate Members.
- 11.1.6 Such other category or categories of members with such rights and conditions as may be adopted by the Committee from time to time.

## **11.2 Qualification to be a Member**

No-one shall be admitted to be a Member unless he or she is a person over the age of 18 years who has at any time raced or leased a racehorse in Victoria either:

- (a) personally or in partnership as a member of a syndicate (as defined under the Rules of Racing or by Racing Victoria Limited) or
- (b) as a shareholder in a company which has raced or leased a racehorse.

## **11.3 Definition of Membership Categories**

### **11.3.1 Life Members**

A Member of the Association (being a Full Member) who has rendered important and outstanding services to the Association may, if recommended by the Committee of the Association, be elected by the members of the Association at any General Meeting as Life Member of the Association.

A Life Member is a Voting Member and shall be entitled to all the privileges of membership as a Full Member of the Association without further payment by him of any subscription or levy.

### **11.3.2 Full Members**

A Full Member is a person qualified under Rule 11.2 that is also currently registered as a holder of an Owners Card issued by Racing Victoria Limited and has taken up or been legally deemed to have taken up the offer of free membership of the Association when applying for that Owners Card. In 2006 all Owners Card holders shall be deemed to be Full Members. An Owners Card is currently offered free of charge to all current racehorse owners, being those owners that are or have registered with the Registrar of Racehorses to race a racehorse in Victoria (as owner

or lessee) in the period commencing 1<sup>st</sup> October in the immediate previous year, either personally, in partnership, or as a member of a syndicate as defined in the Rules of Racing (which consists of no more than 20 persons including the Syndicate Manager). Any such person is hereinafter referred to as a “Current Racehorse Owner” which definition may be amended from time to time by the Committee. Unless otherwise determined by the Committee, no membership or other fee is payable by Full Members to the Association and their membership is free of charge. A Full member is a Voting Member.

#### 11.3.3 Paying Members

A Paying Member is a person qualified under Rule 11.2(a) that is not entitled to a Complimentary Owners Card and TROA Membership as a Current Racehorse Owner as described in Rule 11.3.2 (or declines to apply for a complimentary Owners Card) and chooses to apply and pay for TROA Membership and is accepted for TROA Membership. A Paying Member is a Voting Member but shall not be entitled to vote at a Meeting of Members if membership fees or other amounts owing to the Association are owing or unpaid.

#### 11.3.4 Corporate Members

A Corporate Member is a person qualified under Rule 11.2(b) and is therefore not entitled to a Complimentary Owners Card and TROA Membership as described in Rule 11.3.2 but chooses to apply and pay for TROA Membership as a Corporate Member and is accepted for TROA Corporate Membership. A Corporate Member is not a Voting Member and no Corporate Member shall be eligible to attend or vote at any meeting of the Association. Corporate Members that are shareholders in a company that owns or leases a racehorse that has been registered with the Registrar of Racehorses in the period commencing 1<sup>st</sup> October in the immediate previous year may be provided an Owners Card at RVL’s discretion as part of the TROA Membership fee payment provided TROA and RVL can agree on such provision.

#### 11.3.5 Honorary Members

- (i) The Committee in its discretion may grant Honorary Membership of the Association to any person deemed worthy of that privilege and for such period as it sees fit.
- (ii) Honorary Membership is to be free of charge.

- (iii) The group of persons who shall be deemed worthy of consideration for Honorary Membership shall include officials of Racing Victoria, Race Club officials, members of the Victorian Government and respected persons with a profile whose association could promote thoroughbred racing and ownership.
- (iv) The number of Honorary Members shall not exceed 25 at any one time.
- (v) An Honorary Member is not a Voting Member. No Honorary Member shall be eligible to attend or vote at any meeting of the Association, or to oppose or second any person for the Committee of the Association or to requisition a Special General Meeting.

#### **11.4 Fixing of Membership Fees**

The amount of entrance fees and annual subscriptions for each category of members shall be fixed by the Committee. Such fees shall be payable in the manner stipulated by the Committee.

### **12.0 ADMISSION TO MEMBERSHIP**

#### **12.1 Admission and Admission Procedures Shall Be as Committee Determines and Managed By the Chief Executive (if any)**

Admission to the membership categories and procedures for joining of members shall be as the Committee determines and be managed by the Chief Executive (if any).

#### **12.2 Keeping Members Applications and Maintaining a Members Register**

The Chief Executive or Secretary shall keep and manage membership applications and maintain a Register of Members.

#### **12.3 Members to Have Rights and Obligations of Membership Upon Being Entered on the Register of Members**

Upon payment of the appropriate entrance fee, subscription and levy (if any), a person who has been admitted as a Member shall be entered on the Register of Members as a member of the Association in the category of membership to which the person is admitted. That person shall, upon being entered on the Register of Members, be entitled to the rights and privileges and be liable to the obligations of membership applicable to that category of membership.

### **13.0 LEVIES**

#### **13.1 Committee Must Seek Approval of Members to Impose a Levy in Excess of \$50 per Member in Any Financial Year**

The Committee may from time to time impose a levy on members of a sum or sums not exceeding in the aggregate \$50.00 per member in any financial year. The Committee must seek the approval of a General Meeting of members to impose a higher levy at any time.

### **14.0 NON-FINANCIAL MEMBERS**

#### **14.1 Non-Financial Members May Be Removed From the Register of Members**

The Committee may direct the Secretary to remove from the Register of Members of the Association the name of any member whose annual subscription (if applicable) is not paid within the time stipulated by the Committee in any year.

### **15.0 DISCIPLINARY ACTION**

**15.1** If the Committee is satisfied that any member has knowingly infringed the Rules or any by-laws of the Association or has otherwise been guilty of conduct prejudicial to the interests of the Association, the Committee may:-

- 15.1.1 caution and/or reprimand the member;
- 15.1.2 fine the member a sum not exceeding \$100.00 for each offence;
- 15.1.3 suspend the member from the privileges of the Association for a period not exceeding 3 months; or
- 15.1.4 expel the member.

**15.2** Before the Committee can suspend or expel a member that member shall be given reasonable notice of the charge against him and shall be afforded the opportunity to make a written or verbal submission to the Committee.

- 15.3** A member who is suspended or expelled may by notice in writing as hereinafter provided require the Committee's decision to be reviewed at a General meeting called for that purpose and the member shall be entitled to make further written or verbal submissions to the members at the meeting which shall by resolution affirm, vary or overturn the decision of the Committee. Such General Meeting shall be convened by the Committee not later than one month after service of such notice.
- 15.4** Any member whom the Committee has determined to expel shall remain a member under suspension for a period of seven days thereafter. If upon the expiration of the said period he shall have failed to give notice in writing to the Secretary requiring the Committee's decision to be reviewed at a General meeting as aforesaid he shall thereupon cease to be a member but if he shall have so given notice as aforesaid he shall continue to be a member under suspension until the resolution of the said General Meeting as aforesaid. Upon any such member ceasing to be a member the Secretary shall forthwith remove his name from the books of the Association.
- 15.5** No member under suspension shall be entitled to exercise any of the rights and privileges of the Association during the period of his suspension.

## **16.0 RESIGNATION OF MEMBERSHIP**

- 16.1** A member may resign from membership of the Association by delivering to the Secretary notice in writing of his resignation and the Secretary shall then remove the member's name from the books of the Association.
- 16.2** A person shall cease to be a member when his name is removed from the books of the Association in accordance with clauses 15 and 16.1 but shall remain liable for all amounts payable by him up to the date of such suspension or resignation.
- 16.3** A member who resigns or is expelled or suspended shall not be entitled to any refund of money already paid by him to the Association whether by way of entrance fee, subscription or levy.
- 16.4** A person who is elected a member, having previously resigned from the Association, may be required by the Committee to pay a further entrance fee.

## **17.0 MEETINGS OF MEMBERS**

### **17.1 Timing of AGM**

An Annual General Meeting of members shall be held within 5 months of the close of TROA's financial year on a date to be determined by the Committee.

### **17.2 Notice of General Meeting of Members**

Subject to Rule 18, The Secretary of the Association shall at least 21 days before the date fixed for holding of a General Meeting of Members of the Association notify each member entitled to attend and vote of the Association the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

#### **17.3.1 Proposed Business to be Set Out in Notice**

No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

#### **17.3.2 Procedure for Member to Have Business Put Before the Next Scheduled Meeting**

A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary who shall include that business in the notice calling the next General Meeting after the receipt of the notice.

### **17.4 Procedure for Annual Committee Election**

Subject to Rules 4.11 and 17.5, members of the Committee will be elected at the Annual General Meeting as follows:

At each Annual General Meeting one third of the members of the Committee, or, if their number is not a multiple of three, then the number nearest to but not exceeding one third shall retire from office and shall be eligible for re-election. The one third or other nearest number as aforesaid to retire at the Annual General Meeting shall constitute those committee members who have been longest in office as at the date the election is called. In the event that there is a spill of all committee positions at a meeting of members then at the immediate subsequent year's Annual General Meeting the members of the Committee who shall retire from office and shall be eligible for re-election will be determined by lot and if required the same will occur in the subsequent year until there are clearly one third or nearest number aforesaid of committee members who can be

said to be the longest in office. The length of time a member of the Committee has been in office shall be reckoned from the date of last election or appointment.

## **17.5 Convening of Special General Meeting**

- 17.5.1 The Committee may convene a Special General Meeting of members whenever it thinks fit.
- 17.5.2 The Committee must convene a Special General Meeting of Members on request signed by at least 5% of voting members who are entitled to vote clearly stating the purpose of the meeting and accompanied by a Security Bond of \$10,000(or such greater amount reasonably stipulated by the Committee) to be treated as set out in Rule 17.5.5.
- 17.5.3 At least 21 days' notice shall be given of a Special General Meeting of members. Subject to the above, any business, purpose or subject matter pertinent to the Association may be properly dealt with at a Special General Meeting convened under this rule including the election or removal of any one or more committee members to or from the committee.
- 17.5.4
- (i) If subject to Rule 17.5.5 the Committee does not cause a Special General Meeting to be held within one month after the date on which the request pursuant to Rule 17.5.2 is received by the Association, the members making the request, or any one of them, may convene a Special General Meeting to be held not later than 3 months after the request was received by the Association.
  - (ii) If a Special General Meeting is convened by Members in accordance with Rule 17.5.4 (i), it must be convened in the same manner so far as possible as a meeting convened by the Committee and all reasonable expenses incurred in convening the Special General Meeting must be refunded by the Association to the persons incurring such expenses. However those expenses will be borne by those persons and not the Association if any resolution for which the Special General Meeting is convened is defeated.
- 17.5.5 If any resolution for which a Special General Meeting is convened under Rule 17.5.2 is defeated, the cost of convening and carrying on that Special General Meeting shall be borne by the person or persons that requisitioned that meeting. For that purpose a Security Bond as described in Rule 17.5.2 is to be lodged with the

Association prior to convening any meeting which shall be applied to the cost of convening and carrying on that Special General Meeting if any such resolution is defeated. That Security Bond will be refunded after the Special General Meeting if all resolutions for which the Special General Meeting is convened are passed and must be immediately refunded if the Members requisitioning the Meeting have to convene the meeting pursuant to Rule 17.5.4.

**17.6 Financial Reports to be Available for Inspection Prior to Annual General Meeting**

Copies of an Income and Expenditure Report, Balance Sheet and Auditor's Report shall be available on the premises to all members during the 21 day notice period referred to in Rule 17.2 prior to an Annual General Meeting.

**17.7 The Business to be Conducted at the AGM**

The business to be conducted at the Annual General Meeting shall be:-

- 17.7.1 receive and adopt the minutes of previous Annual General Meeting;
- 17.7.2 Chairman's address - outlining report of Committee for preceding year;
- 17.7.3 receive and approve financial statements and related reports for the preceding year;
- 17.7.4 elect members of the Committee in accordance with these rules;
- 17.7.5 transact and discuss any other business provided for by the Rules of the Association.

**17.8 Chairman of General Meetings**

- (a) Subject to paragraph (b), the Chairman of the Board or, in the Chairman's absence, the Vice-Chairman (or one of the Vice Chairmen if more than one) shall preside as chair at every general meeting.

- (b) Where a general meeting is held and:
  - (i) there is no Chairman or Vice-Chairman; or
  - (ii) the Chairman or Vice-Chairman is not present within 15 minutes after the time appointed for the meeting;

the Committee Members present shall choose one of the Committee Members present to chair the meeting.
- (c) In the absence of all Committee Members, a Voting Member elected by the meeting shall chair the meeting.

### **17.9 Adjournments of General Meetings**

- (a) The chair of the meeting may, with the consent of the meeting at which a quorum is present, and shall if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original general meeting.
- (d) Except as provided by paragraph (c), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **17.10 Conduct at a General Meeting**

- (a) The chair of the meeting may give necessary directions for the conduct of any meeting and the ruling of the chair of the meeting shall be final unless overruled by a resolution of the meeting.
- (b) Any question requiring a decision shall be in the form of a motion which shall be proposed and seconded before being discussed and if required by the Chairman, submitted in writing.

### **17.11 Objections to Qualification to Vote at a General Meeting**

- (a) An objection to a person's qualification to vote may be raised only at the meeting or adjourned meeting at which the vote objected to is tendered.

- (b) Any objection shall be referred to the Returning Officer and if none is appointed then to the chair of the meeting. The decision of the Returning Officer or Chairman (as the case may be) shall in the absence of fraud be final.
- (c) A vote allowed after an objection shall be valid for all purposes.

#### **17.12 Proxies at General Meetings**

- (a) A Voting Member who is entitled to attend and cast a vote at a general meeting may appoint another Member as the Member's proxy to attend and vote for the Voting Member at the meeting.
- (b) An instrument appointing a proxy must:
  - (i) be in writing;
  - (ii) be signed by the Member entitled to attend and vote at the meeting, or signed by such a Member under power of attorney;
  - (iii) state the name and address of the Member entitled to attend and vote at the meeting; and
  - (iv) state the meeting or meetings at which the appointment may be used.
- (c) The Committee shall have the power to prescribe the form of an instrument appointing a proxy from time to time. In the absence of a prescribed form of proxy, any instrument appointing a proxy which complies with the requirements contained within these Rules is valid.
- (d) An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution, and where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.
- (e) In the absence of any direction contained in the instrument appointing a proxy specifying the manner in which the proxy is to vote in respect of a particular resolution, the proxy may vote as the proxy thinks fit on any motion or resolution.

### **17.13 Lodgement of Proxies in Respect of General Meetings**

- (a) For an instrument appointing a proxy to be valid, the instrument appointing the proxy must be received by the Association (at the Association's Office or at such other place as is specified for that purpose in the notice convening the meeting) no less than 24 hours before the time for holding a meeting at which the person named in the instrument proposes to vote.
- (b) For the avoidance of doubt, the Association is deemed to receive a proxy when it is received at any of the following:
  - (i) The Association's Office;
  - (ii) a fax number at the Association's Office; or
  - (iii) a place, fax number or electronic address specified for the purpose in the notice of meeting.

### **17.14 Validity of Proxies in Respect of General Meetings**

A vote exercised in accordance with the terms of an instrument of proxy is valid despite:

- (a) the previous death or unsoundness of mind of the appointing Member; or
- (b) the revocation of the proxy (or of the authority under which the proxy was executed),

if no notice in writing of the death, unsoundness of mind, or revocation has been received by the Association before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

## **18.0 NOTICE OF GENERAL MEETINGS**

### **18.1 Notice To Specify Place Date and Hour of Meeting and General Nature of the Business to be Transacted or Discussed**

A notice of a General Meeting shall specify the place, the date and hour of the meeting and shall state the general nature of the business to be transacted or discussed at the meeting. Such notice must be in writing and can be provided by post, email or fax or be deemed to have been given pursuant to Rule 18.3.

**18.2 Non-receipt of Notice Does Not Invalidate Proceedings**

The non-receipt of a notice convening a general meeting by, or the accidental omission to give notice to, any person entitled to receive notice shall not invalidate the proceedings at, or any resolution passed at, that meeting.

**18.3 Deemed Notice**

Subject to the Associations Incorporation Act, notice of all meetings and such other notice as may be required by the Rules shall be deemed to be given to all members if:

- (i) the Chief Executive Officer or other person authorised by the Committee causes notice to be displayed on the Association's premises for the required period; or
- (ii) a notice provided within the requisite 21 day notice period is set out in the Melbourne Herald Sun.

**19.0 QUORUM REQUIRED AT A GENERAL MEETING**

**19.1 Quorum is 20 Voting Members**

The quorum required at the Annual General Meeting or a Special General Meeting shall be 20 members who are entitled to vote. Members are entitled to vote by proxy.

**19.2 Procedures if No Quorum at Special General Meeting**

In the case of Special General Meeting, if a quorum is not present within 30 minutes from the scheduled commencement, the meeting shall stand adjourned to a date and time fixed by the Chairman and if no quorum is then present the meeting shall be abandoned and the business of the meeting shall be dealt with by the Committee.

**19.3 Procedures if No Quorum at Annual General Meeting**

In the case of the Annual General Meeting, if a quorum is not present within 30 minutes from the scheduled commencement, the meeting shall be adjourned to a time and date as determined by the Chairman.

## **20.0 VOTING PROCEDURES AT GENERAL MEETINGS**

### **20.1 Voting to Be By Show of Hands Except Where Ballot Demanded or Vote is To Elect a Committee Member**

All voting will be by a show of hands except when a ballot is demanded by a majority of those entitled to vote or where the vote is to elect a Committee member. A demand for a ballot may be withdrawn

### **20.2 Election of Committee Members to be by Ballot Unless Committee Members are Being Re-elected Unopposed**

Election of Committee members will be by ballot unless Committee members are being re-elected unopposed.

### **20.3 Each Voting Member Gets One Vote**

Each Voting Member is entitled to vote and shall have one ordinary vote. The Chairman shall have a second or casting vote.

### **20.4 Committee Must Appoint Returning Officer if there is Contested Election**

The Committee may appoint a Returning Officer and shall do so if there is a contested election for positions on the Committee. The Returning Officer shall count the votes at an election and declare the result of the voting. The Returning Officer may adopt such procedures as to him are appropriate to conduct the ballot and count the voting.

### **20.5 Returning Officer to be Independent if Required by Candidate for Election to the Committee**

If required by a candidate for the Committee in respect of that contested election, the Returning Officer is to be independent and shall not be a member of the Committee, the Chief Executive or any of their associates. However, it is permitted in those circumstances to appoint the Auditor or Accountant of the Association as the independent Returning Officer.

### **20.6 Voting on the Election of Committee Members at a General Meeting**

- (a) If the number of candidates nominated for election as a Committee Member is equal to the number of vacancies on the Board, the candidates nominated shall be declared elected at the meeting of the Association at which the election was to be held.

- (b) If there are more candidates nominated for election as a Committee Member than there are vacancies on the Committee the election shall be by ballot.
- (c) If require pursuant to Rules 20.4 and 20.5 the Board shall appoint a Returning Officer and such number of assistants as the Board determines necessary, before the date of the meeting of the Company at which the election is to be held.
- (d) The Returning Officer shall provide each Voting Member attending the General Meeting a ballot paper, after verifying that the Voting Member is on the Members Register.
- (e) The ballot paper shall provide:
  - (i) the names of the candidates, but without titles, honorifics or awards;
  - (ii) a statement as to the number of Director vacancies to be filled and how votes are to be cast.
- (f) The ballot paper shall provide space for the Voting Member to fill out his or her name, address and membership number (if applicable) and for the ballot paper to be signed and dated by the Voting Member.
- (g) A Voting Member who wishes to vote shall:
  - (i) complete the ballot paper in accordance with the directions on or accompanying the ballot paper;
  - (ii) sign his or her name where required on the ballot paper and date same; and
  - (iii) return the duly completed ballot paper to the Returning Officer.
- (h) Ballot papers must be received by the Returning Officer no later than the time stipulated by the Returning Officer for the close of voting.
- (i) The Returning Officer shall examine the name or other particulars on the ballot paper to establish that the person who completed the ballot paper was a Voting Member entitled to vote in the ballot and the Voting Member has not already voted in that ballot.

- (j) If the Returning Officer is not satisfied with the particulars on a ballot paper or if a ballot paper is received after the time stipulated for the close of voting, the Returning Officer shall reject the ballot paper and that vote will be invalid.

**20.7 Counting of Votes in Respect of the Election of Committee Members at a General Meeting**

- (a) The counting of votes is the responsibility of the Returning Officer and shall be undertaken by him or her and any staff assisting the Returning Officer.
- (b) The counting of votes shall commence at a time on the day of the meeting at which the election is to be held as determined by the Returning Officer and completed as soon as possible.
- (c) Each candidate has the right to appoint a scrutineer to be present at the counting of the votes. Each candidate must notify the Returning Officer in writing prior to the closure of the ballot the name and address of his or her scrutineer (if any).
- (d) The Returning Officer and any staff assisting must examine and count in the presence of the scrutineers in attendance (if any) the number of votes recorded for each candidate.
- (e) A ballot paper shall be rejected, if it is:
  - (i) manifestly irregular;
  - (ii) purports to vote for a greater or lesser number of candidates than are required to fill the relevant vacancies, provided that the ballot paper that includes a vote for a candidate who died, withdraws his or her candidacy or becomes an ineligible candidate during the election period, shall not, for that reason, be regarded as involving a vote for a lesser number of candidates than required; or
  - (iii) which is so imperfectly marked that the intention of the Member cannot be ascertained with certainty.
- (f) If prior to the counting of votes the number of candidates is reduced by a withdrawal or otherwise resulting in the number of candidates being equal to or less than the number required to fill vacancies on the Board, the remaining candidates shall be declared 'elected without ballot'.

- (g) At the close of the counting of votes the Returning Officer shall certify to the Chief Executive those candidates who have the greatest number of votes, sufficient to fill the number of vacancies on the Board. The candidates named in such certificate shall be deemed to be duly elected.
- (h) If two or more candidates receive the same number of votes, the Returning Officer shall determine the matter by lot, though in the event of a tied vote between a retiring Committee Member and a new candidate for election the retiring Committee Member shall be deemed re-elected.

**21.0 ELECTION OF COMMITTEE MEMBERS AND OFFICE BEARERS  
- GENERAL**

**21.1 Nominations for Election of Committee Members at an AGM Close 14 Days Prior to the Meeting and Must be Done on the Requisite Form**

Nominations for election to the Committee shall close 14 days before the Annual General Meeting. The nomination form must be signed by the proposer, the seconder and the candidate, all of whom must be Voting Members.

**21.2 Appointment of Office Bearers After the Annual General Meeting**

Where necessary at the first meeting after the Annual General Meeting the Committee shall elect the office-bearers of the Association. The existing Chairman shall have a casting vote and in his absence the existing Vice-chairman who chairs the meeting shall have a casting vote.

**22.0 AMENDMENT TO RULES AND STATEMENT OF PURPOSES**

**22.1 75% Majority of Voting Members that Vote at the Meeting is Required**

No amendment shall be made to the Statement of Purposes or Rules other than at the Annual General Meeting or at a Special General Meeting called for that purpose and passed by a 75% majority of voting members on the Members Register of the Association that vote at the meeting whether in person or by proxy.

## **23.0 DISSOLUTION OF THE ASSOCIATION**

### **23.1 Meeting of Members to be Convened To Vote on Dissolution if Membership Falls Below 30 Persons or Committee Resolves to Put Matter to Members**

If the number of members (other than Associate Members) falls below thirty, or if the Committee resolves that the Association should be dissolved, the Committee shall call and give 21 days' notice of a Special General Meeting at which the question of dissolution shall be put.

### **23.2 75% Majority of Voting Members that Vote at the Meeting is Required**

For the Association to be dissolved, 75% of the members at the Special General Meeting must support the motion of dissolution.

### **23.3 Procedure on Winding Up or Dissolution**

If upon the winding-up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the members of the Association but shall be given or transferred to some institution or institutions having purposes similar to the purposes of the Association and whose constitution shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as that as is imposed on this Association such institution or institutions to be determined by the members of the Association at or before the time of dissolution and in default thereof by such Judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

## **24.0 COMMON SEAL**

### **24.1 Custody of Common Seal**

The Common Seal of the Association shall be kept in the custody of the Secretary or Chief Executive.

### **24.2 Affixation of Common Seal**

The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and of the Public Officer of the Association.

**25.0 GRIEVANCE SETTLEMENT PROCEDURE**

25.1 In the event that any dispute arises under these Rules between the Association and any member or between a member and any other member or members, the dispute shall at the written request of any of the parties to the dispute be referred to an arbitrator nominated by the President of the Institute of Arbitrators and Mediators (IAMA) Victorian Chapter for conciliation and arbitration, and the Association and the concerned member or members shall be bound by the decision of the said arbitrator.

The dispute must be referred to the President of IAMA within seven days of a written notice to do so being provided to the Association by one of the parties to the dispute.

These are the Rules of **THOROUGHBRED RACEHORSE OWNERS ASSOCIATION INC.** approved at a Special Meeting of Members held on the \_\_\_\_\_ day of \_\_\_\_\_, 2006.

.....  
Signature

PUBLIC OFFICER