

# Sydney Turf Club Act 1943 No 22

[1943-22]



New South Wales

## Status Information

### Currency of version

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### Provisions in force

The provisions displayed in this version of the legislation have all commenced.

### Authorisation

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# Sydney Turf Club Act 1943 No 22



New South Wales

An Act to constitute and incorporate a Sydney Turf Club and to declare its objects, functions and powers; to provide for the acquisition by that club of certain racecourses and the equipment thereof; to provide for the discontinuance of the licences of certain racecourses; to provide for the establishment of a Racing Compensation Fund in the Treasury; to amend the *Gaming and Betting Act 1912* and certain other Acts; and for purposes connected therewith.

## Part 1 Preliminary

### 1 Name of Act and commencement

- (1) This Act may be cited as the *Sydney Turf Club Act 1943*.
- (2) This Act shall commence on a day to be appointed by the Governor and notified by proclamation published in the Gazette.

### 2 (Repealed)

### 3 Definitions

In this Act, unless the context or subject matter otherwise indicates or requires:

**Bookmaker** includes any person who carries on the business of or acts as a bookmaker or turf commission agent or who gains or endeavours to gain a livelihood wholly or partly by betting or making wagers.

**By-law** means by-law made by virtue of the provisions of this Act.

**Club** means the Sydney Turf Club incorporated by this Act.

**Director** means a director of the Club.

**Member** means member of the Club.

**Prescribed** means prescribed by this Act or by regulations made thereunder or by by-law.

**Racecourse** means land used for race meetings and to which admission is granted by payment of money, by ticket or otherwise.

**Race meeting** means a meeting for horse racing, or a meeting for pony racing, or a meeting for trotting or pacing contests.

### 3A Notes

Notes included in this Act do not form part of this Act.

## Part 2 Sydney Turf Club

### Division 1 Incorporation and constitution

#### 4 Constitution etc

- (1) There is hereby constituted a Club which shall have the objects and functions set out in this Act.
- (2) The Club shall be a body corporate with perpetual succession and a common seal and may sue and be sued in its corporate name, and shall, for the purposes and subject to the provisions of this Act, be capable of purchasing, holding, granting, demising, disposing of or otherwise dealing with real and personal property, and of doing and suffering all such other acts and things as bodies corporate may by law do and suffer.
- (3) The corporate name of the Club so incorporated and constituted by this section shall be the "Sydney Turf Club".
- (4) The Club shall be deemed to be a company limited by guarantee and not having a share capital, within the meaning of the *Companies (New South Wales) Code*, and the provisions of that Code to the extent to which they are not inconsistent with any provisions of this Act shall apply to and in respect of the Club, its directors and officers, as if the Club were formed and registered as such a company under that Code.
- (5) The registered office of the Club shall be situated in the city of Sydney or at such other place within the county of Cumberland as may from time to time be determined by the directors.
- (6) The liability of a member for any debts or liabilities of the Club is limited to the sum of ten dollars which said sum each member shall be liable to contribute to the assets of the Club in the event of its being wound up while he or she is a member or within one year after, for payment of the debts and liabilities of the Club contracted before he or she ceases to be a member and of the costs, charges and expenses of winding-up and for the adjustment of the rights of the contributories among themselves.
- (7) The Club is exempt from complying with the provisions of the *Companies (New South Wales) Code* relating to the use of the word "Limited" as part of its name, and is, unless the Minister administering the *Companies (Application of Laws) Act 1981* directs to the contrary by order published in the Gazette, exempt from the provisions

of that Code relating to the lodging of annual returns and returns of particulars of directors, principal executive officers and secretaries.

(8)

(a) The regulations set out in the First Schedule shall subject to this subsection be the regulations of the Club in the same manner and to the same extent as if they were contained in duly registered articles of association.

(b) The Governor may by regulations made under this Act amend the First Schedule.

The provisions of section 32 shall apply to and in respect of any regulations made for the purposes referred to in this paragraph.

The First Schedule as so amended shall be the First Schedule to this Act.

(9) It is declared that:

(a) subsection (4) operates (and is taken at all times on or after its commencement to have operated) to apply the provisions of the *Companies (New South Wales) Code* to the Club, subject to this Act, as if it were a company within the meaning of that Code that did not have share capital, and

(b) the provisions of this Act that apply provisions of the *Companies (New South Wales) Code* to a matter have effect (and are taken at all times on or after their commencement to have had effect) according to their tenor and despite any provision of the *Corporations (New South Wales) Act 1990* or the applicable provisions (as defined in that Act) of the State, and

(c) the Club is not (and is taken never to have been) a company for the purposes of the *Corporations Law*.

(10) The regulations may declare a matter that is dealt with by this Act or the regulations to be an excluded matter for the purposes of section 5F of the *Corporations Act 2001* of the Commonwealth in relation to:

(a) the whole of the Corporations legislation to which Part 1.1A of the *Corporations Act 2001* of the Commonwealth applies, or

(b) a specified provision of that legislation, or

(c) that legislation other than a specified provision, or

(d) that legislation otherwise than to a specified extent.

**Note—**

Section 5F of the *Corporations Act 2001* of the Commonwealth provides that if a State law declares a matter to be an excluded matter for the purposes of that section in relation to all or part of the Corporations legislation of the Commonwealth, then the provisions that are the subject of the declaration will not apply in

relation to that matter in the State concerned.

(11) In this section:

***matter*** includes act, omission, body, person or thing.

## **5 Application of income etc**

- (1) The income and property of the Club from whatsoever source derived shall be applied solely towards the promotion of the objects of the Club as set forth in this Act, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit or gain to the members of the Club or to any of them.
- (2) Nothing contained in this section shall prevent or preclude the payment of interest at a rate not exceeding five per centum per annum or the repayment of principal to any member in respect of any money which may at any time be owing to the member by the Club or of reasonable or proper rent for premises demised or let by any member to the Club or the payment in good faith of remuneration to any officer or servant of the Club or to any member of the Club in return for any services actually rendered by the member to the Club.
- (3) No remuneration or other benefit in money or money's worth shall be given by the Club to any director except repayment of out-of-pocket expenses or payment of interest at a rate not exceeding five per centum per annum in respect of money owing to the director by or reasonable and proper rent for premises demised or let by the director to the Club.
- (4) Nothing in this section shall prevent any member of the Club, whether a director thereof or not, from entering and racing any horse or pony and competing for and receiving any money or any prize in any race or competition offered by the Club or prevent any member who may be a successful competitor or exhibitor at any competition, sport, game, exhibition or show held or promoted by the Club or to the cost of establishing or holding which the Club may have subscribed out of its income or property from receiving, as such competitor or exhibitor, a prize, medal, or other recognition, pecuniary or otherwise, which may under the rules or conditions affecting such race, competition, sport, game, exhibition or show be awarded to him, and no such member shall be liable to account to the Club in respect of any such money, medal or prize won and received by him.
- (5) If upon the winding-up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Club, but shall be given or transferred to some other institution, company or corporation having objects similar to those of the Club and which is a non-proprietary association within the meaning of that expression as defined in the [Racing Administration Act 1998](#), such institution, company or

corporation to be determined by the members of the Club by special resolution at or before the time of dissolution or in default thereof by the Chief Judge in Equity of the Supreme Court of New South Wales or such other Judge of that Court as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision the said property shall be applied to such charitable object as the said Chief Judge or Judge may direct.

## **6 First members, directors and auditors**

- (1) The first twelve members of the Club shall be persons selected by the Governor and appointed by notification published in the Gazette.
- (2) The members so appointed shall, by such notification, be appointed as directors of the Club, and of such directors one shall by such notification be appointed chairperson of directors, one other appointed vice-chairperson and one other appointed honorary treasurer of the Club.
- (3) Six of the directors appointed under this section shall subject to this Act hold office as such until the first ordinary general meeting of the Club held after the thirtieth day of June, one thousand nine hundred and forty-five, and the remaining six of the directors so appointed shall, subject to this Act, hold office as such until the next following ordinary general meeting of the Club.

Directors who cease to hold office by operation of this subsection shall, if otherwise qualified, be eligible for election as directors.

- (4) The notification referred to in subsection (1) shall indicate at which of the ordinary general meetings referred to in subsection (3) each of the directors is to retire from office as such.
- (5) Any member appointed under this section shall at the first meeting of directors which the member attends sign in the minute book of the company an acknowledgment that the member agrees to be bound by the regulations of the Club in force for the time being and accepts the obligations of a member and a director of the Club.
- (6) If any vacancy occurs in the office of a director appointed under this section the Governor may, by notification in the Gazette, appoint any member of the Club to be a director.

A director appointed under this subsection shall hold office for the balance of his or her predecessor's term of office and shall, if otherwise qualified, be eligible for election as a director.

- (7) Subject to this Act other members may be elected and admitted to the Club in the manner prescribed by the regulations appearing in the First Schedule.
- (8) Subject to this subsection the provisions of regulation 48 of the regulations in the First



Schedule shall extend to the directors appointed by the Governor, but paragraph (e) of that regulation shall, in relation to such directors, be read as if the words “pursuant to regulation 46 (2)” were omitted and the words “by the Governor” were inserted in lieu thereof.

Should either the chairperson, vice-chairperson or honorary treasurer vacate his or her office as director or without so vacating his or her office as director resign the office of chairperson, vice-chairperson or honorary treasurer, then the following provisions shall have effect:

- (a) If the vacancy or resignation occurs before the time arrives when the whole of the directors are to be elected by the members, the vacancy is to be filled by the Governor from among the directors.
- (b) If the vacancy or resignation occurs after such time the remaining directors, in the case of a vacancy, or the directors, in the case of a resignation, shall fill the office of chairperson, vice-chairperson or honorary treasurer from among the directors.

## **Division 2 Objects, functions and powers**

### **7 Objects and functions of Club**

- (1) The Club shall have the following objects and may exercise all or any of the following functions:
  - (a) the promotion and encouragement of racing generally,
  - (b) the carrying on of the business or occupation of racecourse keepers and sports ground proprietors,
  - (c) the promotion, arrangement, holding and conducting of race meetings upon racecourses licensed under the [Racing Administration Act 1998](#),
  - (d) (Repealed)
  - (e) the control and management of any racecourse or ground for the time being vested in or acquired by the Club,
  - (f) the promotion and encouragement of any sports upon lands vested in or acquired by the Club or of which it has for the time being the control and management,
  - (g) the carrying out of any function expressly or impliedly conferred on the Club by or under this Act or any other Act.
- (2) The Club shall apply for registration as a racing club with the NSW Thoroughbred Racing Board.
- (3) That the Club may attain any of its objects and effectively carry out any of its functions, it shall have power to do all such things as it may deem incidental or

conducive to the profitable and effective carrying out thereof.

- (4) The Club shall have in addition to any powers which are expressly or impliedly conferred upon it by or under this Act or any other Act the specific powers set out in the Third Schedule.
- (5) The mere enumeration of specific powers in the Third Schedule or the conferring of other specific powers by any other section of this Act shall not operate to limit the general powers conferred by this section.

## **8 Acting secretary**

- (1) The Governor may appoint some member of the Public Service to be the acting secretary of the Club until the directors shall appoint a secretary thereof.
- (2) The Governor shall fix the salary and allowances of such acting secretary and such salary and allowances may be paid by the Treasurer.

## **Division 3 Financial**

### **9 Temporary accommodation**

- (1) For the temporary accommodation of the Club it may obtain advances by overdraft on current account in any one or more banks, building societies or credit unions upon the credit of the Club's assets and revenues.
- (2), (3) (Repealed)

### **10 Power to borrow**

- (1) Subject to this Act the Club may from time to time borrow and reborrow at interest such sums of money as it thinks requisite for the purposes of this Act, for the renewal of loans, or the discharge or partial discharge of any indebtedness of the Club and without limiting the generality of the foregoing powers may borrow by mortgage, debentures or otherwise any sum of money required for:
  - (a) The execution of any works whether in connection with the improvement of any racecourse vested in it or of which the Club has the control or management or the erection, enlargement or equipment of the buildings thereon or used and occupied in connection therewith.
  - (b) The discharge or partial discharge of any capital indebtedness of the Club arising out of the acquisition of any lands, racecourses or grounds or other property whatsoever by the Club in furtherance of its objects.
- (2) A person advancing money to the Club shall not be bound to inquire into the application of the money advanced or be in any way responsible for the non-application or mis-application thereof.

- (3) (Repealed)
- (4) Every such borrowing shall be binding on the Club and if the borrowing is by mortgage the mortgage may be over the real and personal property of the Club or any part thereof or over the revenues of the Club from whatsoever source derived.
- (5) Any borrowing under this section shall be sufficiently evidenced by an instrument under the common seal of the Club.
- (6) No notice of any trusts express implied or constructive shall be received by the Club or by any officer of the Club in relation to any debentures or coupons issued or mortgage given by the Club.
- (7) When the borrowing is by way of mortgage over the revenues of the Club the charge thereby created shall be deemed to be a floating charge on the undertaking and property of the Club and Division 9 of Part IV of the *Companies (New South Wales) Code* shall apply in respect thereof as well as to any charge created for the purpose of securing any issue of debentures and which is required to be registered under that Division.
- (8) Where in connection with the acquisition of any racecourse or other land by the Club in accordance with the provisions of this Act, an arrangement is made whereby the obligations of the Club in respect of such acquisition are to be discharged, in whole or in part, by the giving of a mortgage or by the issue of debentures to the persons from whom the land is acquired or to their nominees then the money secured by a mortgage given or debentures issued pursuant to any such arrangement shall, for the purposes of this section, be deemed to be moneys borrowed by the Club under this section, and the foregoing provisions of this section shall apply accordingly.

## **11 Insurance, and payments out of funds**

- (1) The Club shall:
  - (a) insure at full insurable value all buildings on all lands vested in it or on any lands the control and management whereof is vested in it by this Act, together with the fencing of such lands and shall also insure all its personal property.

For the purpose of any such insurance the Club shall be deemed to have an insurable interest in all property under its control and management,
  - (b) insure against claims for compensation for accidents to members of the public and damage to any property arising from any operations carried on by or on behalf of the Club upon any racecourse vested in it or upon any lands the control and management whereof is vested in it by this Act,
  - (c) insure against claims for compensation against it under any Workers' Compensation Act for the time being in force by any employee of the Club other

than an employee who is a worker of the nature referred to in section 6 (10) of the *Workers' Compensation Act 1926*.

- (2) The Club may out of its funds contribute:
- (a) to any mutual benefit or sick or accident fund formed for the benefit of its officers or employees or to any fund formed for the relief of any jockeys, or
  - (b) to the funds of any public hospital, or
  - (c) to the funds of the Ambulance Service constituted under the *Ambulance Services Act 1990* in respect of ambulance services, or
  - (d) to the funds of St John Ambulance Association or any other like body which may provide ambulance or first-aid treatment on such racecourses or lands.
- (3) The Club shall have power to create, operate and maintain or join with any other person or bodies of persons in the creation, operation and maintenance of a fund for the purpose of providing pension and superannuation benefits for officers, servants and employees of the Club and for their dependants, and funeral expenses on the death of an officer, servant or employee of the Club.
- (4) The provisions of the section 117 of the *Industrial Relations Act 1996* shall not apply in respect of deductions made from salary or wages of officers, servants or employees of the Club by way of contribution to a fund established under subsection (3).
- (5) Notwithstanding anything contained in subsection (3) the Club may out of its funds grant superannuation allowances or gratuities to any of its officers, servants or employees on their retirement and/or funeral benefits on their deaths.
- The power conferred by this subsection may be exercised in favour of and in respect of officers or servants of any club or company whose racecourse becomes vested in the Club or over which the Club is given the control and management, and whose services are not continued by the Club.
- (6) The Club may out of its funds contribute in respect of its officers, servants and employees to the Metropolitan Hospitals Contribution Fund or to the contribution fund of any public hospital in the district in which any racecourse vested in the Club or any lands whereof the Club has the control and management is situated.
- (7) The Club shall not apply any of its funds directly or indirectly in or towards any political object or purpose.

## **Division 4**

### **12-14 (Repealed)**

## **Part 3 Racing Compensation Fund**

### **15-18 (Repealed)**

## **Part 4 General**

### **19 Members defaulting in payment of bets not eligible to continue as members**

- (1) If a member, as either a punter or a bookmaker, is proved to the satisfaction of the directors to have made default in the payment of a bet made by, or placed with, the member, the directors are to remove the name of the member from the Register of Members of the Club and the member, on that removal, ceases to be a member of the Club.
- (2) Before any action is taken by the directors under this section, due inquiry into the facts of the case is to be held by or on behalf of the directors.
- (3) The member liable to be affected by the inquiry is to be given due notice of the inquiry and is entitled to be heard at the inquiry.
- (4) The by-laws made pursuant to this Act may prescribe the procedure to be followed in connection with the inquiry.

### **20 Rights of member personal**

- (1) The rights and privileges of a member of the Club shall be personal to the member and shall not be capable of transfer by the member or of being transmitted by operation of law.
- (2) The rights and privileges of a member of the Club shall cease on the member's death, upon the member's resignation, or upon the member's expulsion, and upon the member's ceasing to be a member in any other way whatsoever specified in the regulations of the Club set out in the First Schedule.
- (3) Upon the ceasing of the rights and privileges of a member his or her name shall be removed by the directors from the register of members, but such removal shall not affect any liability of such member under any provision of this Act.

### **21 By-laws**

- (1) The directors of the Club or an absolute majority in number of such directors present at any meeting duly summoned for that purpose may from time to time, subject to the special provisions of this Act, make such by-laws as they may think fit for regulating all matters concerning or connected with any lands which may be acquired by the Club or of which it has the control and management and the admission thereto and the expulsion therefrom of members of the Club or any person respectively and for the general management of any such lands or any racecourse or sports ground thereon.

- (2) Any such by-law may from time to time be altered or repealed by any other by-law.
- (3) No by-law shall be made which is repugnant to the laws for the time being in force in the State of New South Wales.
- (4) Every by-law shall be reduced into writing and shall be signed by the Chairperson.
- (5) Different by-laws may be made relating to the matters aforesaid to have effect with regard to various racecourses or sports grounds.

## **22 Commencement of by-laws**

- (1) No by-law made under the authority of this Act shall be of any force or effect until the expiration of one month after the same or a copy thereof signed by the Chairperson shall have been sent to the Minister and until publication as hereinafter in this section provided.
- (2) The Governor may at any time within the said month disallow any such by-law and if so disallowed such by-law shall not come into operation.
- (3) Every such by-law shall at the expiration of such month, if not so disallowed, be published in the Gazette together with a notice stating when the by-law was sent to the Minister and that such by-law has not been disallowed and upon the publication such by-law shall come into operation.
- (4) The production of a copy of the Gazette containing any such by-law and notice shall be conclusive proof that such by-law was duly made and had not been disallowed.
- (5) The Governor may at any time by proclamation published in the Gazette declare that from a time to be specified in such proclamation and not less than six months from the date of publication thereof any by-law made under this Act shall be repealed and from and after the time specified such by-law, unless previously repealed by by-law made by the directors, shall be absolutely repealed and of no effect.

Any such repeal pursuant to this subsection shall not interfere with or affect any action, suit, prosecution or other proceeding commenced before the time of such repeal, but the same may be continued as if no such repeal had taken place.

## **23 Public notification of by-laws**

- (1) A copy of all by-laws made under this Act and for the time being in force with regard to any particular racecourse or sports ground shall be painted on board or printed on paper and pasted on boards and hung up and affixed and continued in some conspicuous place at or near the principal entrance of the racecourse or sports ground to which they relate and also on the front or other conspicuous part of the grandstand on the racecourse or sports ground so as to give the public notice thereof to the parties interested or affected thereby.

- (2) Such boards shall from time to time be renewed as often as the by-laws thereon or any part thereof shall be obliterated or destroyed.

No penalty imposed by any such by-laws shall be recoverable unless the by-laws shall be published and kept published as prescribed by this section.

- (3) Such by-laws when so published and affixed shall be binding upon and be observed by all parties and shall be sufficient to justify all persons acting under the same.
- (4) For proof of the publication of any such by-laws it shall be sufficient to prove that a printed paper or painted board containing a copy of such by-laws was affixed and continued as directed by this section and that in case of such copy being afterwards displaced or damaged then that such paper or board was replaced as soon as conveniently might be.
- (5) The by-laws may impose a penalty not exceeding 0.5 penalty unit for any breach thereof.

Such penalty may be recovered in a summary manner before a Local Court constituted by a Magistrate sitting alone.

- (6) If the breach or non-observance of any by-law is or may be attended with danger or annoyance to the public or hindrance to the directors or any of the officers of the Club or the public in the lawful use of any racecourse or sports ground in regard to which the by-laws are made it shall be lawful for the directors or any of them or any officer or servant of the Club summarily to interfere to obviate or remove such danger, apprehended danger, annoyance or hindrance and that without prejudice to any penalty incurred by reason of the breach of any such by-law.

## **24 Offences etc**

- (1) Any person who wilfully obstructs any officer, servant or agent of the Club in the execution of his or her duty upon any land vested in the Club or of which the control and management is vested in the Club or upon any building or premises connected therewith shall be liable on summary conviction to a penalty not exceeding 0.5 penalty unit.
- (2) Any person who wilfully trespasses upon any land vested in the Club or of which the control and management is vested in the Club or upon any building or premises connected therewith or who removes or wilfully injures any building, enclosure, post, tree or shrub upon any such land shall be liable on summary conviction to a penalty not exceeding 0.5 penalty unit.
- (3) Any director, officer or servant of the Club and any person called by the director, officer or servant to his or her assistance may seize and detain any person who shall have committed any offence against the provisions of this Act or of the by-laws made thereunder and whose name and residence shall not be given to such director, officer

or servant upon his or her requiring the same to be given and give such offender in charge to a police constable.

Such constable shall convey the offender with all convenient despatch before the nearest Local Court without any other authority than this Act and such court shall proceed with all convenient despatch to the hearing of the complaint against the offender.

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

## **25 Exclusion of undesirable persons**

- (1) A person may be refused admission to any lands vested in the Club or of which the Club has the control and management or may be expelled from any such land if the person is for the time being under any disqualification by the NSW Thoroughbred Racing Board pursuant to its rules of racing for the time being in force or under any disqualification by the Club constituted under this Act or by any other club of another State whose disqualifications are recognised and given effect to by the NSW Thoroughbred Racing Board.
- (2) A person may be refused admission to the said lands or may be expelled therefrom if the directors of the Club resolve that there are reasonable grounds for believing that the person's presence on the said lands would be undesirable in the interest of the public resorting thereto or prejudicial to the proper conduct of racing or of any other sport.
- (3) The preceding provisions of this section shall be construed as supplemental to and not in derogation of or limited by the provisions of this Act relating to by-laws.

## **26 Directors may fix tolls and charges**

- (1) The directors may by any by-law from time to time prescribe and vary at pleasure the scale of tolls and charges to be levied or taken for admission to lands for the time being vested in the Club or to any building standing or being thereon and may demand, recover and receive such tolls and charges from any person coming upon such land or any part thereof or into or upon any such building.
- (2) The scale of tolls and charges to be levied and taken for admission to one racecourse or sports ground may be different from that prescribed in respect of another racecourse or sports ground and the charges for one racecourse may vary according to the days on which and the purposes for which admission is sought or allowed.
- (3) The power conferred by this section shall extend to the prescribing by by-law of charges for the use of any part of the lands for any purpose within the objects of the Club.



## **27 Power to let lands, buildings or tolls**

The Club may demise for any particular race meeting or meetings or for any other amusement or sport any portion of the lands for the time being vested in it or of which it has the control and management or any buildings erected thereon or all or any of the tolls or charges demandable under and by virtue of this Act and the lessee, the lessee's collectors, servants and agents shall have the same power of demanding, recovering and receiving the said tolls and charges as are by this Act given to the Club or the directors.

## **28 Inspection**

- (1) The Minister may when the Minister thinks fit authorise any proper person being a member of the Public Service to inspect the whole or any part of the lands vested in the Club or of which it has the control and management and all buildings thereon and the person so authorised, on producing (if required) to any director, officer or servant of the Club, requiring the same, the person's authority, may at all reasonable times enter upon and examine the said lands and the buildings erected and being thereon and may exercise all such powers and authorities as may be required for the purpose of such inspection.
- (2) If the person so authorised certify under the person's hand to the Minister that in the person's opinion the surface of the said lands or any part thereof is imperfectly kept in order for the purposes of a public racecourse or that any building thereon is in want of repair or is unsafe to the public or in any other respect improper or unfit for use, which certificate shall contain a detailed statement of all such defects and want of repair, the Minister may by notice in writing under the Minister's hand, addressed to the Chairperson, require the directors within a reasonable time after receipt of such notice well and sufficiently to repair and make good all or any of such defects and want of repair.

Every such notice with a true copy of such certificate shall be served upon the Chairperson personally or by registered letter post addressed to the Chairperson at the registered office of the Club.

## **29 Club to repair etc**

The directors shall within a reasonable time after service of such notice well and sufficiently repair and make good all such defects and want of repair mentioned in the certificate as by the said notice they shall be required to do.

## **30 Indemnity**

Save in so far as express provision is made in this Act no action, claim or demand whatsoever shall lie or be made or allowed by or in favour of any person whomsoever against His Majesty or the Minister or the Club or any director thereof or any person acting in the execution of this Act for or in respect of any damage, loss or injury sustained or alleged to be sustained by reason of the passing of this Act or of its operation or of

anything done or purporting to be done bona fide for the purpose of carrying out or giving effect to this Act.

### 31 Amendment of Act No 25, 1912

#### Editorial note—

The amending provision relating to the *Gaming and Betting Act 1912* is not reprinted: *Reprints Act 1972*, section 6.

### 32 Regulations

- (1) The Governor may make regulations not inconsistent with this Act prescribing all matters which by the Act are required or permitted to be prescribed or which are necessary or convenient to be prescribed for carrying out and generally giving effect to the purposes of this Act.
- (2) A penalty not exceeding 0.5 penalty unit may be imposed for any breach of such regulations.

Any such penalty may be recovered in a summary manner before a Magistrate.

- (3), (4) (Repealed)

## First Schedule Regulations for the Sydney Turf Club

(Section 4 (8))

### 1 Interpretation

The following provisions apply:

- (a) In these Regulations, unless the context or subject-matter otherwise requires:

**Club** means the Sydney Turf Club.

**Club's Act** means the *Sydney Turf Club Act 1943*.

**Code** means the *Companies (New South Wales) Code*.

**Office** means the registered office of the Club for the time being.

**Rules of Racing** means the Rules of Racing of the NSW Thoroughbred Racing Board.

- (b) Expressions used in these Regulations shall, unless the contrary intention appears, have the same meanings as in the Code and the Club's Act respectively:

Provided that where the same expression has different meanings in the Code and the Club's Act respectively, that expression when used in these Regulations shall unless the contrary intention appears have the same meaning as in the Club's Act.

- (c) Where any provision of the Code or of the Club's Act is referred to in these

Regulations, the reference is to such provision as modified by any law for the time being in force.

- (d) The provisions of the *Interpretation Act of 1897* shall extend to the construction of these Regulations.

## **2 Title and how constituted**

The Club shall be called the Sydney Turf Club and shall consist of all persons selected by the Governor pursuant to the Club's Act to be the first members thereof, all persons subsequently appointed pursuant to that Act and all persons who are duly elected as members in the manner provided in these Regulations and the names of all such persons shall be entered in the Register of Members accordingly.

## **3 (Repealed)**

## **4 Names to be displayed etc**

The names and addresses of persons proposed as members of the Club pursuant to clause 5 shall be displayed in a conspicuous place in the office for at least 1 week before their election and an interval of at least 2 weeks shall elapse between their nomination and election.

## **4A Minors not eligible**

A person who is under the age of 18 years shall not be admitted as a member of the Club.

## **5 Nominations and meetings for elections**

The following provisions apply:

- (a) Subject to paragraph (c) every candidate for membership of the Club other than a member referred to in clause 9 or 11 or appointed by the Governor pursuant to the provisions of the Club's Act shall be proposed by one and seconded by another member of the Club to both of whom the candidate shall be personally known.
- (b) The application for membership of every such candidate shall be made in writing and shall be in the following form and shall be signed by the applicant and by the persons proposing and seconding the candidate and left at the office:

I desire to become a member of the Sydney Turf Club, a company limited by guarantee, and I hereby agree if elected to be bound by the provisions of the *Sydney Turf Club Act 1943* and the regulations set out in the First Schedule thereto and I authorise the secretary of the Club to enter my name in the Register of Members of the Club.

The following particulars are accurate:

(Full name of Candidate).....

(Address).....

(Rank and Profession or Occupation).....

(Signature of Candidate).....

The abovenamed candidate is personally known to us and we believe the candidate to be a suitable person to be elected a member of the Sydney Turf Club.

(Signed) .....

Proposer

(Signed) .....

Secunder

Dated this                      day of 19     .

- (c) In the case of a person who is a financial member of any of the following clubs at the commencement of the Club's Act the directors may admit such person to membership of the Club upon the person's own application and without requiring the person to be proposed and seconded by a member of the Club.

The clubs referred to are the Australian Jockey Club, the Rosehill Racing Club Limited, the Ascot Racing Club Ltd., the Canterbury Park Turf Club Limited, Hawkesbury Race Club, Moorefield Turf Club Limited, Rosebery Turf Club Limited, the Victoria Park Turf Club Limited.

- (d) Election of members shall be dealt with only at a meeting of directors convened by the Secretary on at least two clear days' notice. The notice shall set out the names of the candidates to be submitted for election and the names of the proposer and seconder of the candidate, if such there be, and if not the ground for the absence of a proposer and seconder.

The Secretary shall enter in the Minute Book of directors' meetings the names of the directors present at the meeting and of the voting of the directors.

## **6 Rejection of application**

The directors may refuse to approve of any application for membership without assigning any reason or ground for such refusal.

## **7 Payment of entrance fee and subscription**

The election of a candidate to membership shall not be given effect to by the entry of the name of the candidate in the Register of Members of the Club unless and until the prescribed entrance fee and subscription are paid; such payment must be made within one month of such election unless the candidate justifies such non-payment to the

satisfaction of the directors.

Members nominated and elected prior to the 1st January 1944 shall so far as the payments of entrance fee and annual subscription are concerned be deemed to have been elected on that date.

## **8 Addresses of members**

The Secretary of the Club shall register the addresses of members as stated in the form of application for membership or as subsequently furnished to the Secretary in writing by a member.

Letters addressed to the address appearing in such register shall be deemed to be sufficiently addressed.

### **8A Honorary life members**

The following provisions apply:

- (a) The Club may by resolution carried at an Annual General Meeting or Extraordinary General Meeting elect a member who has given outstanding service to the Club and who has been nominated by at least 9 of the Directors to be an honorary life member of the Club.
- (b) An honorary life member of the Club shall be exempt from payment of the annual subscription but shall have and enjoy all the privileges of a member of the Club.
- (c) Not more than 3 honorary life members may be elected in any one financial year.

## **9 Honorary members**

The Governor-General of the Commonwealth of Australia and the Governor-General's staff and the Governor of New South Wales and the Governor's staff shall be honorary members of the Club and may have and enjoy all the privileges of a member of the Club, but shall not vote at any meeting of the Club.

## **10 Visitors**

The directors may admit visitors to the State as honorary members at any race-meeting held by the Club without payment of any subscription.

## **11 Non-effective members**

All commissioned officers of the Imperial or Commonwealth Navy, Army or Air Force on the full pay list whilst employed in the Naval, Military or Air Force of the Commonwealth and all Ministers to Australia from other countries, consuls and others holding diplomatic appointments in New South Wales and not engaged in professional or commercial pursuits in any of the Australian States or New Zealand during the time they hold such diplomatic appointments may, subject to the approval of the directors, be non-effective members of

the Club without entrance fee upon payment of a subscription fixed from time to time by the directors but as non-effective members shall not be entitled to be present or vote at any meeting.

Each non-effective member shall be entitled to two ladies' tickets.

## **12 Supernumerary**

Any member signifying to the Secretary an intention to be absent from the State for a period of not less than twelve months may be placed by the directors on the list of supernumerary members and his or her right to exercise the privileges of membership is suspended.

On the return of such member to the State the member shall on payment of an amount fixed by the directors be readmitted to the privileges of membership.

In fixing such amount the directors shall have regard to the number of race meetings remaining to be held during the current financial year of the Club.

## **13 Deprivation of membership in certain events**

If a member shall commit a breach of any of these Regulations or of the by-laws of the Club or shall be guilty of conduct either on or off a racecourse which shall be deemed by the directors to be detrimental to the character and interests of the Club or to render the member unfit to remain as a member of the Club, the directors shall call the member's attention to such breach of conduct and request the member to give an explanation or to resign and if the member so requested does not within fourteen days of receiving such request either offer an explanation of the member's conduct satisfactory to the directors or resign the directors may by resolution expel such member from the Club.

The member whose conduct is in question shall be given at least one week's notice of the meeting at which such resolution is to be moved and of such proposed resolution and may attend such meeting and be heard thereat, but shall not be present at the voting or take part in the proceedings otherwise than as the directors may allow.

## **14 Penalties for breaches of these regulations or of by-laws**

The directors may impose by way of penalties for breach of these Regulations or of the by-laws by any member or for any misconduct which would render such member liable to expulsion from the Club under these regulations, fines not exceeding fifty dollars or suspension from the Club for such period as the directors may determine for each offence.

When any member fails to pay any fine so imposed within one month or such further time as the directors may allow, the directors may by resolution declare that his or her membership of the Club has ceased as from a date specified in the resolution.

## **15 Bankruptcy etc of member**

- (1) Any member who becomes bankrupt or makes any assignment of his or her estate for the benefit of his or her creditors or enters into a deed of arrangement with his or her creditors shall cease to be a member of the Club.
- (2) Any member who has ceased to be a member pursuant to subclause 1 may on obtaining a certificate of discharge or a release or otherwise ceasing to be bankrupt or insolvent be reinstated as a member at the discretion of the directors upon payment of the annual subscription due at the time of reinstatement.
- (3) The provisions of clauses 4 and 5 do not apply to the reinstatement of a member of the Club under this clause.

## **16 Disqualified persons to cease to be members**

The following provisions apply:

- (a) Subject to paragraph (b) any member who shall be disqualified under the Rules of Racing by the directors or whose disqualification by the NSW Thoroughbred Racing Board or its stewards or any club or meeting shall have been adopted by the directors of the Club shall, upon such disqualification or adoption, automatically cease to be a member of the Club.
- (b) In the case of a member disqualified pursuant to any of the following Rules of Racing, namely, Numbers 9, 10, 11 or 11A, such member shall not automatically cease to be a member of the Club but the directors may request the member to give due explanation of his or her conduct or to forthwith resign.

If the member so requested does not within fourteen days of receiving such request either offer an explanation of his or her conduct satisfactory to the directors or resign the directors may by resolution expel such member from the Club.

## **17 Resignation**

A member of the Club may at any time resign membership by giving to the Secretary a written notice in that behalf and from the date stated in the notice or when no date is so stated from the date of the receipt by the Secretary, the resignation shall take effect and the membership shall cease.

## **18 Membership badges**

Membership badges or medals are not transferable. Every member shall on demand produce to the gatekeeper at any racecourse of the Club or other person having authority from the directors, the member's badge or medal of membership and on failure to do so may be excluded from or removed from the racecourse.

Where proof is given to the satisfaction of the directors that any member has allowed the

member's badge or medal to be used by any other person for the purpose of obtaining admission to a racecourse or any division thereof the member shall be liable to a fine not exceeding fifty dollars and to forfeit the member's badge or medal and to be expelled from the Club.

### **19 Persons ceasing to be members**

All persons ceasing to be members of the Club by resignation, expulsion, death, neglecting to pay the annual subscription or otherwise howsoever shall automatically forfeit all right or claim upon the Club and all rights and privileges of membership thereof.

When a person has ceased to be a member of the Club the directors may by resolution cause the person's name to be removed from the Register of Members as from a date to be specified in the resolution, such person, however, not being a bankrupt, shall remain liable for and shall pay to the Club all moneys which at the time the membership ceases was due and owing by the person to the Club and the person shall also remain liable in respect of the debts and liabilities of the Club contracted before the person ceases to be a member as provided in subsection (6) of section 4 of the Club's Act.

### **20 Entrance fee and annual subscription**

- (1) The entrance fee and annual subscription shall be of such amounts respectively and be payable at such times as the directors may from time to time determine.
- (2) The amounts of entrance fees and annual subscriptions determined by the directors in respect of junior members, senior members, supernumerary members and special members of the Club may be less than the amount so determined in respect of other members of the Club.
- (3) For the purposes of this clause:
  - (a) during any financial year of the Club the junior members of the Club are the members who were under the age of 25 years prior to the beginning of that financial year, and
  - (b) during any financial year of the Club the senior members of the Club are the members:
    - (i) who, prior to the beginning of that financial year, attained the age of 65 years and who have been members for not less than 30 consecutive years, or
    - (ii) who, prior to the beginning of that financial year, attained the age of 70 years and who have been members for not less than 15 consecutive years, and
  - (c) during any financial year of the Club the special members of the Club are the members who, prior to the beginning of that financial year, have been members for not less than 50 consecutive years, and



- (d) during any financial year of the Club the supernumerary members of the Club are the members who are on the list of supernumerary members at the beginning of that financial year.

## **21 Non-payment of subscriptions**

- (1) Where a member fails to pay the annual subscription within one month after the due date of payment, the Secretary shall send a notice to the member calling the member's attention to the outstanding annual subscription and, if the member does not pay the subscription within one month of the notice being sent to the member, the member shall cease to be a member.
- (2) If at any time a former member gives the directors a satisfactory explanation in writing as to the non-payment of any such subscription, the directors may in their discretion reinstate the former member as a member of the Club upon payment of the annual subscription due at the time of reinstatement together with all arrears of subscriptions (including all subscriptions due since the former member last ceased to be a member).
- (3) The provisions of clauses 4 and 5 do not apply to the reinstatement of a member of the Club under this clause.

## **22 Financial year**

The financial year of the Club shall close on the Thirtieth day of June in each year and the annual subscription shall be payable in advance on the First day of July in each year. The directors may determine a reduced rate of subscription for members admitted to membership after the First day of January in any financial year.

## **23 General Meetings**

An Annual General Meeting of the Club shall be convened for the fourth Monday in September in each year at such time and place as may be determined by the directors.

## **24 Style of meeting**

The General Meetings referred to in clause 23 shall be called Annual General Meetings and all other meetings of the Club shall be called Extraordinary General Meetings.

## **25 Extraordinary general meetings**

The directors may whenever they think fit convene an Extraordinary General Meeting and subject to section 241 of the Code shall on the requisition of not less than twenty members forthwith proceed to convene an Extraordinary General Meeting of the Club and in the case of such requisition the following provisions shall have effect:

- (1) The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the office and may consist of several documents in

like form each signed by one or more of the requisitionists.

- (2) If the directors do not proceed to cause a meeting to be held within twenty-one days after the date of the requisition being so deposited the requisitionists or a majority of them may themselves convene the meeting but any meeting so convened shall not be held after three months from the date of such deposit.
- (3) Any meeting convened under this clause by the requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the directors.

## **26 Notice of meetings**

Subject to section 242 of the Code at least seven clear days' notice to the members specifying the place, day and hour of meeting, and in case of special business the general nature of such business, shall be given by notice sent by post or otherwise served as hereinafter provided. The accidental omission to give notice of any meeting to or the non-receipt of any such notice by any of the members shall not invalidate any resolution passed at any such meeting or the proceedings thereof.

## **27 Report and balance sheet**

A copy of the Annual Report and Balance-sheet shall be furnished to each member of the Club before the Annual General Meeting.

## **28 Proceedings of general meetings**

The business at an Annual General Meeting shall be to receive and consider the Balance-sheet, the Profit and Loss Account and reports of the directors and of such other officers as may be determined by the directors, to elect members of the directors in the place of those retiring by rotation, to fill up any vacancy in the office of and to fix the remuneration of the Auditors and to transact any other business which under these presents ought to be transacted at an Annual General Meeting.

All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special.

## **29 Quorum**

The quorum for any General Meeting shall be seven members personally present.

## **30 Commencement of business**

No business shall be transacted at any General Meeting unless the quorum requisite shall be present at the commencement of the business.

## **31 Chairperson of meeting**

The Chairperson of the directors or, in the Chairperson's absence, the Vice-Chairperson,

shall be entitled to take the chair at every General Meeting.

If there be no Chairperson or Vice-Chairperson or if at any general meeting one shall not be present within fifteen minutes after the time appointed for holding such meeting or is unwilling to act the directors present may choose a chairperson of the meeting and in default of their doing so the members present shall choose one of the directors present to be chairperson of the meeting and if no director present be willing to take the chair they shall choose one of their number to be chairperson of the meeting.

### **32 Absence of quorum**

If within fifteen minutes after the time appointed for the meeting a quorum is not present the meeting, if convened upon such requisition as aforesaid, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Chairperson may by notice to the members appoint.

If at such adjourned meeting a quorum is not present any five or more members who are present shall be a quorum and may transact the business for which the meeting was called.

The notice referred to in this clause shall be given by advertisement published in a newspaper circulating in Sydney.

### **33 Method of voting**

- (1) Except as provided in subclause (2), every question submitted to a meeting shall be decided by a show of hands.
- (2) Voting on an extraordinary resolution referred to in clause 46 (2) shall be by secret ballot conducted at the meeting in such manner as the chairperson of the meeting shall determine.
- (3) In the case of an equality of votes, the chairperson of the meeting shall have, in addition to a deliberative vote, a second or casting vote.

### **34 Declaration of results of voting**

At any General Meeting a declaration by the chairperson of the meeting that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minute book of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

### **35 Chairperson's decision**

In case of any dispute as to the admission or rejection of a vote the chairperson of the meeting shall determine the same and such determination shall be made in good faith

and shall be final and conclusive.

### **36 Adjournment**

The chairperson of any General Meeting may with the consent of the meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

### **37 Votes of members**

Every member present in person shall have one vote and, until otherwise determined by the Club in General Meeting, voting by proxy shall not be allowed.

### **38 Financial members only to vote**

A member shall not be entitled to vote at any General Meeting if any money is then presently payable by the member to the Club.

### **39 Powers and duties of directors**

The Club shall be governed and its affairs administered by the directors who may exercise all such powers of the Club as are not by the Code or by these Regulations required to be exercised by the Club in General Meeting, subject nevertheless to any provision of these Regulations to the provisions of the Code and those of the Club's Act and to such Regulations being not inconsistent with the aforesaid as may be prescribed by the Club in general meeting held after the thirtieth day of June 1945; but no regulation made by the Club in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.

### **40 Number and qualification of directors**

- (1) A person is not eligible to be a director of the Club unless the person is a member of the Club.
- (2) There are to be 12 directors of the Club, reducing to 9 directors in accordance with this clause.
- (3) From the election of directors at the Annual General Meeting of the Club held in 2001, there are to be 10 directors of the Club.
- (4) From the election of directors at the Annual General Meeting of the Club held in 2002, there are to be 9 directors of the club.

### **41 Certain directors to retire at Annual General Meetings**

- (1) At each Annual General Meeting, each director who has held office (or is taken to have held office) since election at the Annual General Meeting held 2 years previously must retire.

- (2) For the purposes of this clause, a member who is elected as a director to fill a casual vacancy is taken to have held office since the last election of the director whose place the member has taken.
- (3) A director who is required to retire from office under this clause is eligible for re-election (if otherwise eligible).
- (4) This clause extends to directors holding office on the substitution of this clause by the *Sydney Turf Club Amendment (Directors) Regulation 2001*.

#### **41A Elected directors to take office**

Any member elected as a director at an election held in accordance with the Regulations contained in this Schedule shall, for all purposes of such Regulations, be deemed to have been elected at and shall take office from the Annual General Meeting or Extraordinary General Meeting, as the case may be, in respect of which the election is held.

#### **42 Members eligible for election**

- (1) A member is not eligible to become a director while he or she is a member of the governing body of any other racing club registered with the NSW Thoroughbred Racing Board.
- (2) A member is not eligible to become a director unless:
  - (a) the member consents in writing to be nominated for election, and
  - (b) the member is nominated in writing by 2 members of the Club at least 21 days before the Annual General Meeting or Extraordinary General Meeting at which the election is to take place.
- (3) However, retiring directors are eligible for re-election without nomination.

#### **42A Nominations**

- (1) The Secretary is to cause the names of the members nominated to be exhibited at the office of the Club.
- (2) If the number of candidates nominated for election together with the number of retiring directors seeking re-election is less than the number required to fill the vacancies among the directors (including any casual vacancy the election for which has been deferred to the meeting under clause 49) any vacancy thereby occurring is taken to be a casual vacancy.

#### **42B When election not required to be held**

- (1) This clause applies when the number of candidates does not exceed the number of vacancies among the directors (including any casual vacancy the election for which has been deferred to the meeting under clause 49).

- (2) The candidates are elected without any ballot being held, subject to subclause (3).
- (3) If the vacancies to be filled include any casual vacancy the election for which has been deferred to the meeting under clause 49 and the retirement of the vacating director was not due at the meeting:
  - (a) the candidates are elected without any ballot being held when the number of candidates does not exceed the number of non-casual vacancies, or
  - (b) when the number of candidates exceeds the number of non-casual vacancies, the candidates may agree among themselves or, if no agreement is reached before the meeting, must determine by lot at the meeting, which of the candidates will fill any such casual vacancy and the other candidates are elected to fill the non-casual vacancies without any ballot being held.

- (4) In this clause:

***non-casual vacancies*** means the vacancies among the directors excluding any casual vacancy the election for which has been deferred to the meeting under clause 49.

***number of candidates*** means the number of candidates nominated for election together with the number of retiring directors seeking re-election.

#### **43 Election of directors**

- (1) If the number of candidates nominated for election and the retiring directors seeking re-election at any Annual General Meeting exceeds the number required to fill the vacancies among the directors, the vacancies shall be filled by an election by ballot.
- (2) Where under the regulations contained in this Schedule an election at an Annual General Meeting is to be by ballot, the ballot shall be conducted as follows:

The Secretary shall forward to each member an envelope addressed to the Secretary, Sydney Turf Club, Sydney, endorsed "Voting Paper," enclosing a list of the retiring directors seeking re-election and of the other candidates, together with a summary of the attendance of each retiring director at the various directors' meetings held during the director's term of office.

Any member wishing to vote shall erase the names of such candidates as the member does not approve of, retaining no more and no less than the required number, and shall return the list in the envelope as above, first signing the member's name inside so as to reach the Secretary at or before noon on the third day preceding the Annual General Meeting.

As soon as practicable after noon on the said third day the Secretary shall, in the presence of such scrutineers as may attend, open all such envelopes as reach the Secretary at or before noon on the said third day and take from them the voting

papers therein contained.

The Secretary shall then, with such assistants as the Secretary may deem necessary, count the number of votes recorded for each candidate and record the result.

On the day of the election the Secretary shall announce or cause to be announced at the Annual General Meeting of the Club the results so recorded and the number of candidates required to fill the vacancies receiving the greatest number of votes shall be elected as directors.

- (2A) Subclause (2) is subject to clause 49 (5) when the vacancies to be filled include any casual vacancy the election for which has been deferred to the meeting under clause 49 and the retirement of the vacating director was not due at the meeting.
- (3) Where under the Regulations contained in this Schedule an election at an Annual General Meeting is to be by ballot, each candidate for election may, by writing signed by the candidate in the presence of a witness, appoint a person to be his or her scrutineer at the opening of the voting-papers and the counting of the votes.

#### **44 Meetings of directors**

- (1) The directors shall meet as often as they may deem necessary to transact the current business.

Until the Annual General Meeting held in 2001, 7 directors form a quorum. From that Annual General Meeting until the following Annual General Meeting held in 2002, 6 directors form a quorum. From that Annual General Meeting, 5 directors form a quorum.

Minutes of the proceedings at each meeting shall be entered in a book, and be read and confirmed at the next meeting.

Questions arising at any meeting shall be decided by a majority of votes.

In the case of an equality of votes the Chairperson shall have a second or casting vote.

A director may and the Secretary shall on the requisition of a director summon a meeting of the directors.

- (2) A meeting of the directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and directions by the regulations of the Club for the time being vested in or exercisable by the directors.

#### **45 Chairperson, Honorary Treasurer**

- (1) Subject to the Club's Act the directors shall elect one of their number to be

Chairperson, one other to be the Vice-Chairperson and one other to be the Honorary Treasurer of the Club.

Such election shall take place each year at the first meeting after the election of the directors (or in the event of the death or resignation of the holder of any such offices, at the first meeting after such death or resignation).

- (1A) A director who has held the office of Chairperson for 4 full terms (whether or not consecutive) shall not be eligible for election as Chairperson. For the purposes of this subclause, a **full term**, in relation to the office of Chairperson, means a term of office during the whole of a period commencing at the conclusion of the first meeting of directors after an annual general meeting of the Club and concluding at the commencement of the first meeting of directors after the next succeeding annual general meeting of the Club.
- (2) The Chairperson shall preside at all meetings of the directors at which the Chairperson is present, and, in the Chairperson's absence, the Vice-Chairperson shall preside.
- If neither the Chairperson nor the Vice-Chairperson is present at any such meeting within ten minutes after the time for which the meeting was convened, the directors present shall elect one of their number to preside at the meeting.
- (3) The Honorary Treasurer shall be charged with the duties of supervising the accounts of the Club and subject to the regulations of the directors as a board of attending to and performing all matters of a financial nature and periodically and as required by the directors of reporting on any such financial matter.

#### **46 Retirement and removal of directors**

- (1) A director may retire from office upon giving to the Secretary one week's notice in writing of an intention so to do and such resignation shall take effect upon the expiration of such notice or its earlier acceptance by the directors.
- (2) The Club may by extraordinary resolution remove from office any director elected by the Club before the expiration of the director's period of office.

#### **47 Directors may act notwithstanding vacancies**

The directors as a board may act notwithstanding any vacancy in its body but so that if the number falls below the quorum fixed by clause 44 of these Regulations the directors shall not, except in emergencies or for the purpose of calling meetings to fill the vacancies, act so long as such number is below such quorum.

#### **48 Vacation of office of director**

- (1) The office of a director shall become vacant:
- (a) if the director becomes a temporary patient, a continued treatment patient, a



protected person or an incapable person within the meaning of the *Mental Health Act 1958* or a person under detention under Part 7 of that Act,

- (b) if the director ceases to be a member of the Club from any cause or reason whatsoever, or
- (c) if the director absents himself from the meetings of the directors for a continuous period of three months without special leave of absence from the directors and the directors resolve that the director's office be vacated, or
- (d) if the director retires from the office of director, or
- (e) if the director is removed from office pursuant to regulation 46 (2), or
- (f) if the director becomes prohibited from being a director by reason of any order made under section 227A, 542 or 562 of the Code, or
- (g) if the director is directly or indirectly interested within the meaning of section 228 of the Code in any contract with the Club or participates in the profits of any contract with the Club:

Provided, however, that a director shall not vacate office by reason of being a member of any corporation, firm, society or association which has entered into contracts with or done any work for the Club if the director shall have declared the nature of his or her interest in manner required by section 129 of the Act.

A director shall not vote in respect of any contract in which the director is interested or any matter arising thereout, and if the director does so vote his or her vote shall not be counted, or

- (h) except as provided in subclause (2), on the day on which the director attains the age of 70 years, or
  - (i) if the director becomes a member of the governing body of any other racing club registered with the NSW Thoroughbred Racing Board.
- (2) If the Minister so approves, a director may remain in office after the director attains the age of 70 years but such a director shall only remain in office until the director's office becomes vacant under subclause (1) (a)-(g).

#### **49 Casual vacancies**

- (1) Subject to this clause, a casual vacancy in the office of a director is to be filled at an election at an Extraordinary General Meeting of the Club to be called by the directors for that purpose.
- (2) The Secretary is to advertise the fact of the vacancy and the date of the Extraordinary General Meeting at least 28 days before the meeting is held.

- (3) If a casual vacancy occurs within 3 months before any Annual General Meeting, the directors may defer the election to fill the casual vacancy until the next Annual General Meeting.
- (4) The directors may also defer the election to fill a casual vacancy until the next Annual General Meeting if:
  - (a) the vacancy occurs before the Annual General Meeting of the Club in 2001 and the number of directors remaining in office is not thereby reduced below 10, or
  - (b) the vacancy occurs at any time after that Annual General Meeting and before the Annual General Meeting held in 2002, and the number of directors remaining in office is not thereby reduced below 9.
- (5) The following provisions apply when an election is deferred under this clause:
  - (a) if the retirement of a vacating director was due at the Annual General Meeting, the director is taken to have retired at the meeting and the director's place is included in the number of directors required to be elected,
  - (b) if the retirement of a vacating director was not due at the Annual General Meeting, the number of the casual vacancies is to be added to the number of directors required to be elected and a ballot for the total number of places conducted,
  - (c) if a ballot is conducted under paragraph (b), the most successful candidates are to be declared to be elected to fill the places of the number of directors required to be elected and (for the purpose of filling the places of the casual vacancies added to that number under paragraph (b)), the candidate receiving the next highest number of votes is to be declared elected to fill the place of the director who first vacated his or her place and so on.

#### **50 Ballot to fill casual vacancy**

- (1) If 2 or more candidates are nominated for election at an election at an Extraordinary General Meeting to fill a casual vacancy in the office of a director, the vacancy shall be filled by an election by ballot conducted in accordance with this clause.
- (2) The Secretary shall forward to each member an envelope addressed to the Secretary, Sydney Turf Club, Sydney, endorsed "Voting Paper", enclosing a voting paper which lists the candidates nominated for election.
- (3) Any member wishing to vote shall:
  - (a) mark the voting paper by placing the numbers "1", "2", "3", and so on opposite the names of the candidates who are, respectively, the member's first, second, third and subsequent preferences until the member has indicated, by numerical sequence, the order of his or her preferences for all of the candidates, and

- (b) return the voting paper in the envelope forwarded to the member (having first signed his or her name inside) so as to reach the Secretary at or before noon on the second day preceding the Extraordinary General Meeting.
- (4) As soon as practicable after noon on the second day preceding the Extraordinary General Meeting, the Secretary shall, in the presence of such scrutineers as may attend and with such assistance as the Secretary may deem necessary:
  - (a) open all such envelopes as reach the Secretary at or before noon on that second day and take from them the voting papers therein contained, and
  - (b) then ascertain the result of the ballot in accordance with subclause (5).
- (5) The result of the ballot shall be ascertained as follows:
  - (a) The Secretary shall count the total number of first preference votes recorded for each candidate on all voting papers not rejected by the Secretary as informal and determine whether any candidate has an absolute majority of the first preference votes.
  - (b) If no candidate has an absolute majority of the first preference votes, the Secretary shall make a second count.
  - (c) On the second count, the candidate who has the fewest first preference votes shall be excluded, and each of the candidate's voting papers shall be transferred to the candidate next in order of the voter's preference and counted to that candidate as a vote.
  - (d) The Secretary shall determine whether any candidate has an absolute majority of votes on the second count.
  - (e) If, on the second count, no candidate has an absolute majority of the votes, the process of excluding the candidate who has the fewest votes, transferring each of the candidate's voting papers to the candidate (not being a candidate excluded at a previous count) next in the order of the voter's preference and counting it to that candidate as a vote shall be repeated by the Secretary until one candidate has an absolute majority of the votes.
  - (f) Where, on any count at which the candidate with the fewest number of votes has to be excluded, 2 or more candidates have an equal number of votes (that number being fewer than the number of votes that any other candidate has or those candidates being the only candidates remaining in the count):
    - (i) such one of those candidates as had the fewest number of votes at the last count at which they did not have an equal number of votes shall be excluded, or
    - (ii) if they had an equal number of votes at all preceding counts, the candidate to

be excluded shall be determined by lot.

- (6) On the day of the election, the Secretary shall announce, or cause to be announced, at the Extraordinary General Meeting the name of the candidate who has received an absolute majority of the votes in the ballot and that candidate shall be elected as a director.
- (7) Each candidate for election at an Extraordinary General Meeting may, by writing signed by the candidate in the presence of a witness, appoint a person to be the candidate's scrutineer at the opening of the voting papers and the counting of votes.

#### **51 Equal voting decision by lot**

Where in the counting of votes in any election under these Regulations at an Annual General Meeting it is necessary to decide between two or more candidates receiving the same number of votes, the matter shall be determined by lot.

#### **52 Delegation to committee**

The directors may delegate any of their powers to a committee consisting of such directors or director as may be thought fit and may from time to time revoke such delegation.

Any such committee shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the directors.

#### **53 Chairperson**

A committee may elect a chairperson of its meeting; if no such chairperson is elected, or if at any meeting the chairperson is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairperson of the meeting.

#### **54 Meetings**

A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the chairperson shall have a second or casting vote.

#### **55 Validation of certain acts**

All acts done by any meeting of the directors or of a committee of directors, or by any person acting as a director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

## **56 Minutes**

The directors shall cause minutes to be made in books provided for the purpose:

- (a) of all appointments of officers made by the directors,
- (b) of the names of the directors present at each meeting of the directors and of any committee of the directors,
- (c) of all resolutions and proceedings at all meetings of the Club and of the directors, and of committees of directors,

and every director present at any meeting of directors or committee of directors shall sign his or her name in a book to be kept for that purpose.

## **57 Seal**

The seal of the Club shall not be affixed to any instrument except by the authority of a resolution of the directors, and in the presence of a director and of the secretary or such other person as the directors may appoint for the purpose; and that director and the secretary or other person as aforesaid shall sign every instrument to which the seal of the Club is so affixed in their presence.

## **58 Exercise of borrowing powers**

- (1) The directors may from time to time at their discretion but subject to the provisions of the Club's Act raise or borrow or secure the payment of any sum or sums of money for the purposes of the Club.
- (2) Subject to the provisions of the Club's Act the directors may raise or secure the payment or repayment of such moneys in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of debentures or debenture stock (terminable or perpetual) of the Club or mortgage charge or other security charged upon all or any part of the property and assets of the Club (both present and future) or not so charged.
- (3) Debentures, debenture stock or other securities may be made assignable free from any equities between the Club and the person to whom the same may be issued.
- (4) Any debentures, debenture stock or other security may be issued at a discount premium or otherwise and with any special privileges as to redemption surrender drawings attending and voting at any General Meetings of the Club and otherwise and any debenture or debentures may be reissued notwithstanding that it or they may have been paid off or satisfied and a commission or allowance may be paid or made directly or indirectly in connection with the subscription for or issue of any such debenture, debenture stock or other securities.

## **59 Authentication of deeds and documents**

- (1) All deeds executed on behalf of the Club may so far as the same are within the powers and authorities of the directors be in such form and contain such powers, provisoes, conditions, covenants, clauses and agreements as the directors shall think fit.
- (2) All bills of exchange, promissory notes, or other negotiable instruments shall be accepted, made, drawn, or endorsed for and on behalf of the Club and all cheques or orders for payment shall be signed on behalf of the Club by such persons as the directors shall appoint.
- (3) Cheques or other negotiable instruments paid to the Club's bankers for collection and requiring the endorsement of the Club may be endorsed on its behalf in such manner as the directors may from time to time direct.

All moneys belonging to the Club shall be paid to such bankers or others as the directors shall from time to time in writing or by resolution of the directors appoint and all receipts for money paid to the Club shall be signed by such officers as the directors may appoint for that purpose and such receipt shall be an effectual discharge for the money therein stated to be received.

- (4) Any instrument bearing the common seal of the Club and issued for valuable consideration shall be binding on the Club notwithstanding any irregularity touching the authority of the directors to issue the same.

## **60 Accounts**

The directors shall cause true accounts to be kept of all sums of money received and expended by the Club and the matters in respect of which such receipt and expenditure take place and of all sales and purchases of goods by the Club and of the assets, credits and liabilities of the Club.

## **61 Books to be kept at office**

The Books of Account shall be kept at the registered office of the Club or at such other place or places as the directors think fit.

## **62 Inspection of books**

The directors shall from time to time, subject to the provisions of the Code, determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Club or any of them shall be open to the inspection of the members and no member (not being a director) shall have any right of inspecting any account or book or document of the Club except as conferred by Statute or authorised by the directors or by a resolution of the Club in General Meeting.

### **63 Balance sheets**

The directors shall from time to time in accordance with sections 269 and 270 of the Code cause to be prepared and to be laid before the Club in General Meeting such profit and loss accounts, balance-sheets and reports as are referred to in those sections.

### **64 Audit**

Auditors shall be appointed and their duties regulated in accordance with Division 3 of Part 6 of the Code.

### **65 Notices**

A notice shall be served by the Club upon any member, either personally or by sending it through the post in a prepaid letter envelope or wrapper, addressed to such member at his or her registered place of address.

### **66 Registration of addresses**

- (1) Each member whose registered place of address is not in the Commonwealth of Australia may from time to time notify in writing to the Club an address in the Commonwealth of Australia which shall be deemed his or her registered place of address within the meaning of clause 65.
- (2) As regards those members who have no registered place of address in the Commonwealth of Australia a notice posted up in the office shall be deemed to be well served on such members at the expiration of twenty-four hours after it is so posted up.

### **67 Notices by post: when served**

Any notice sent by post shall be deemed to have been served on the day following that on which the letter, envelope, or wrapper containing same is posted and in proving such service it shall be sufficient to prove that the letter, envelope, or wrapper containing the notice was properly addressed and put into the post office.

A certificate in writing, signed by the Secretary or other officer of the Club, that the letter, envelope, or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof.

### **68 Service of notices**

Any notice or document sent by post to or left at the registered address of any member shall be deemed to have been duly served and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on him.

### **69 Signatures**

The signature to any notice to be given by the Club may be written or printed.

## **70 Computation of time**

Where a given number of days' notice or notice extending over any other period is required to be given the day of service shall, unless it is otherwise provided, be counted in such number of days or other period.

## **71 Officers of the club**

The directors shall appoint a Secretary and such other officers and employees of the Club as they shall think fit and shall determine the conditions of their employment, the terms of their employment, and their remuneration, and may from time to time remove any such Secretary or officer and appoint another person in his or her place.

## **72 Indemnity to officers and auditors**

Every director or officer of the Club or any person (whether an officer of the Club or not) employed by the Club as auditor shall be indemnified out of the funds of the Club against any liability incurred by him or her as such director, officer or auditor in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which the director, officer or auditor is acquitted or in connection with any application under section 535 of the Code in which relief is granted to the director, officer or auditor by the Court.

This clause shall extend to the Acting Secretary appointed pursuant to section 8 of the Club's Act.

## **Second Schedule (Repealed)**

### **Third Schedule Specific powers of the Club**

(Section 7 (4))

- (a)** To acquire and hold by purchase, lease or otherwise any real or personal property and any rights or privileges which the Club may think necessary or convenient or expedient for the purposes of its business as racecourse keepers and sports ground proprietors or for the carrying out of any of its objects or functions and in particular any land, buildings, easements or machinery.
- (b)** To lay out, prepare and maintain any lands for the time being vested in it or under its control and management for the running of horse and/or pony races, steeplechases, trotting or pacing contests or races of any other kind whatsoever and for the running thereon of athletic races and for the playing thereon of athletic games and sports and for the carrying on of any other kind of amusement, recreation, sport or entertainment and for the drilling, encampment, training and reviewing of troops.
- (c)** To provide, construct, erect, exchange, alter, repair and maintain such club houses, pavilions, grand or other stands, enclosures, lavatories, kitchens, refreshment rooms, workshops, garages, booths, stabling for horses and ponies, sheds and other erections, buildings and conveniences, works, machinery and plant whether of a permanent or a temporary nature which the Club may consider necessary, convenient, expedient or advisable to effectively carry out its objects or



functions or any of them.

- (d)** To promote, arrange, hold and conduct race meetings, bicycle, motor car and motor cycling, sporting and athletic meetings, athletic races, games and other sports, cricket, football, bowls, golf, tennis, polo, basket ball, baseball, lacrosse, archery and other matches and competitions and any other kind of recreation, sport or entertainment whatsoever and also agricultural, horse, pony, cattle, sheep, dog, motor car, flower and any other show or exhibition whatsoever in or upon the lands vested in the Club or of which it has for the time being the control and management.
- (e)** Upon or in connection with such lands and any meeting or gathering thereon to carry on the businesses of licensed victuallers, refreshment purveyors, caterers and contractors in all their respective branches.
- (f)** To appoint racing stewards and other officers and to vest in them such powers as may be deemed necessary or expedient and to fix the remuneration to be paid to each of such stewards or officers.
- (g)** To raise money for entrance fees and subscriptions from members of the Club, by charges to the public for admission, by licence fees from bookmakers and all other methods usual and accustomed in connection with the operation of racecourses or sports or show grounds.
- (h)** To give and contribute towards prizes, plates, cups, stakes and other rewards or prizes for competition at any race meeting or other meeting or competition whatsoever held on any lands vested in the Club of which it has the control and management or elsewhere wheresoever.
- (i)** In connection with any race, sports, tournament or other meetings to grant rights and privileges to bookmakers, trainers, subscribers, licensed victuallers, caterers, tobacconists and other vendors and to determine and receive the charges for the same respectively.
- (j)** To install, use or work and maintain totalisators and other machines and appliances, including broadcasting and television apparatus, and to grant the right of installing, using or working the same upon any lands vested in or under the control and management of the Club and to arrange the terms upon which such right is granted and the payment to be made therefor.
- (k)** To print and publish or to arrange for the printing or publishing of race books, programmes and advertisements and such other publications as the Club may deem expedient and to acquire the copyright therein.
- (l)** To register, purchase or apply for or otherwise acquire either wholly or in part any invention, copyright, trade or other mark or design, patent, patent rights and privileges, licences, concessions or other like rights conferring any exclusive or non-exclusive or limited right to use any mark, device, brand, process or invention which may seem capable of being used in the exercise or in furtherance of any of the functions of the Club or the acquisition of which may seem to be calculated directly or indirectly to benefit the Club and to sell, dispose of, use, exercise and develop such rights or inventions or to grant licences or privileges in respect thereof.
- (m)** To carry on any business which may seem capable of being conveniently carried on and which is calculated directly or indirectly to enhance the value of or render profitable the operations of the Club and to render more effective the carrying out of its functions.
- (n)** To enter into and carry out any contracts or arrangements with the Government of New South Wales or of the Commonwealth of Australia or with any public authority or any person relating to

the occupancy or use of the lands vested in the Club and particularly with regard to the carriage of persons, animals and goods to and from the lands vested in the Club or of which it has the control and management.

- (o)** To join or become members of any association or society formed for the protection or advancement of persons engaged in horse-racing or the breeding of horses of any class or in any sport or in any function or business similar to any which the Club is authorised to carry on and to subscribe to or subsidise any such association or society.
- (p)** To sell, lease, demise, mortgage or dispose of any of the real or personal property of the Club as may be thought expedient.
- (q)** To invest any money belonging to the Club, which is not immediately required for carrying out its functions, in:
  - (i) debentures, stocks or bonds issued or proposed to be issued by a government,
  - (ii) debentures, stocks, shares, bonds or notes issued or proposed to be issued by a body corporate or unincorporate,
  - (iii) any right or option in respect of any debentures, stocks, shares, bonds or notes referred to in subparagraph (ii),
  - (iv) prescribed interests within the meaning of the *Companies (New South Wales) Code*,
  - (v) bills of exchange, or
  - (vi) promissory notes,or on fixed deposit with any financial institution authorised to receive money on deposit.
- (r)** To receive and apply donations whether made by gift or by will or otherwise.
- (s)** To pay wholly or partly in cash or debentures or otherwise for any property acquired by the Club or for any services rendered to the Club.
- (t)** To make, draw, accept, endorse, discount, execute and issue all cheques, promissory notes, bills of exchange, debentures and any other negotiable or transferable instruments.
- (u)** To appoint from time to time, either with full or restricted powers of sub-delegation and either with or without remuneration, agents, attorneys, solicitors, managers or other persons for the purpose of conducting, carrying on or carrying out or executing or performing any function of the Club or any business transaction or matter in which the Club is for the time being interested or concerned and from time to time to revoke and cancel all or any such appointments or delegations and to remove any person so appointed.
- (v)** To utilise, give and donate any moneys or profits belonging to or made by the Club for the promotion of horse racing or breeding or to any institution or object of a charitable, educational or benevolent nature associated with racing or any other sport whatsoever or to or for any exhibition or show or for any public charitable purpose whatsoever.
- (w)** To enter into any arrangement for sharing profits, union of interests co-operation, joint adventure,

reciprocal concession or otherwise with any other club, society or corporation carrying on or engaged in or about to carry on or engage in any transaction, service or business wholly or partly of the nature of any which the Club is authorised to carry on or engage in and the entering into which is capable of being conducted so as to directly or indirectly benefit the Club and to apply the funds of the Club in furtherance of any such arrangement.