



By-Laws of Victoria Racing Club Limited

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Definitions

The following definitions apply in these By-Laws unless the context otherwise requires:

Board means the Directors for the time being of the Company. To avoid doubt and without limiting the Board's or Company's powers of delegation arising under the Constitution, rights and powers ascribed to the Board under these By-Laws may be exercised by any delegate (including any committee or individual) duly authorised by the Board, whether directly or by sub-delegation. Without limitation, the exercise of a right or power may include the forming of an opinion or making of a determination, the exercise of a discretion or a refusal to act.

Business Day means a weekday on which trading banks are open for business in Melbourne, Victoria.

Company means Victoria Racing Club Limited (ACN 119 214 078)

Constitution means the constitution of the Company.

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

Entrance Fee means the sum payable by a successful applicant for membership, as determined by the Board from time to time.

Member means any person who is admitted to a category of membership of the Company as set out in these By-Laws.

Members Enclosure means the area or areas reserved for Members and persons holding Members' guest tickets, as determined by the Board from time to time.

Members-Only Area means the Members Bar and any other area determined to be a Members-Only Area by the Board from time to time.

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

Race Meeting means a race meeting conducted by the Company.

Subscription means the sum payable annually by a Member, as determined by the Board from time to time.

Voting Member means a Full Member, Honorary Life Member and any other Member determined to be a Voting Member by the Board from time to time.

VRC means Victoria Racing Club, the unincorporated association, when used in connection with anything occurring prior to 10 April 2006.

Waiting List means the list of applicants for membership of the Company, ordered by date of receipt.

Terms used but not defined in these By-Laws have the meaning (if any) given to them in the Constitution.

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Membership By-Laws of Victoria Racing Club Limited

1. General

These Membership By-Laws must be read in conjunction with the Constitution and, subject to it, will apply to and govern the Members.

2. Membership

2.1 Members Area

The Board may reserve certain areas within the Premises for Members as it determines from time to time, and may impose terms and conditions in relation to the use of those areas.

2.2 Members Pass

- (a) Members are entitled to a Member's pass granting admission to the Premises at Race Meetings and at such other times as the Board determines from time to time.
- (b) A Member may be required to produce a valid Member's pass to gain entry to the Premises.
- (c) Subject to (e) below, a Member's pass is non-transferable and valid for use only by the Member to whom the pass was issued. Each Member is responsible for the whereabouts and use of their pass. In the event of use or attempted use of a Member's pass by another person, the Member will be deemed to have transferred the pass in breach of this clause unless the Company is satisfied that the Member took all reasonable steps to secure the pass and prevent such misuse (including by notifying the Company as soon as becoming aware of any loss or theft of the pass).
- (d) The Board may fix any rights, conditions, qualifications or restrictions on any Member's pass as it determines from time to time.
- (e) A Member's pass for VRC Staff Members is transferable in accordance with the terms and conditions of membership for VRC Staff Membership.

2.3 Guest Pass

- (a) Members may be entitled to a guest pass granting a non-Member admission to the Premises at Race Meetings and at such other times as the Board determines from time to time.
- (b) The Board may fix any rights, conditions, qualifications or restrictions on any guest pass as it determines from time to time.
- (c) Guest passes are not for re-sale.

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2.4 Car Park Pass

- (a) Members may be entitled to a car park pass, granting admission to any part of the Premises designated for use as the Members' car park.
- (b) The Board may fix any rights, conditions, qualifications or restrictions on any car park pass as it determines from time to time.

2.5 Property in Passes

- (a) All passes issued to Members and other persons by the Company are and will remain at all times solely the property of the Company.
- (b) Other than as expressly instructed or authorised in writing by the Company or as permitted in these By-Laws, a Member will not (and will not attempt or purport to):
 - (i) transfer, loan, sell, mortgage, charge or otherwise grant rights in or dispose of a pass; or
 - (ii) offer a pass as a prize or use a pass for any promotional or commercial purposes,and will not authorise or permit any other person to do so.

2.6 Dress Code

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

2.7 Conduct

- (a) Without limiting clause 8 of the Constitution, the Board may suspend or expel from membership of the Company a Member who the Board determines is responsible for an act or omission which, in the opinion of the Board, is unbecoming of a Member or is prejudicial to the interests of the Company, including, but not limited to:
 - (i) a breach of any provision of the Constitution or these By-Laws;
 - (ii) being drunk and disorderly whilst on the Premises, or at any official function held by the Company;
 - (iii) engaging in offensive or discriminatory behaviour or conduct whilst on the Premises or attending any official function held by the Company;
 - (iv) failure to comply with any terms, conditions or reasonable directions of the Company or those duly authorised to act on its behalf;
 - (v) defaulting in the payment of any amount due and owing to the Company;and

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- (vi) being found guilty or admitting commission of an unlawful act.
- (b) In lieu of suspending or expelling a Member under By-law 2.7(a) or in addition to any suspension imposed, the Board may, at its absolute discretion, withdraw, restrict or refuse any rights or benefits in connection with the Member's membership, or impose conditions on such rights or benefits. This By-law does not restrict the Company's freedom to contract or deal (or to refrain from contracting or dealing) with the Member in any capacity or circumstances.
- (c) Each Member is responsible for the conduct of any person who is the Member's guest whilst the Member's guest is on any part of the Premises reserved for use by Members and their guests, or attending any official function held by the Company. For the purposes of this By-law 2.7, the act of a guest may be deemed by the Board to be the act of the Member responsible for that guest.

3. Classes of Member

3.1 Full Member

- (a) An applicant for membership of the Company or a person who is a Restricted Member or VRC Staff Member of the Company or a Junior Member aged 18 years may, at the discretion of the Board, be admitted as a Full Member.
- (b) In addition to any other rights that may be prescribed by the Board from time to time, a Full Member is entitled to:
 - (i) admission to the racecourse and Members' Enclosure at all Race Meetings;
 - (ii) be present and vote at a meeting of the Company;
 - (iii) purchase a guest pass, subject to availability; and
 - (iv) purchase a car park pass, subject to availability.
- (c) A Full Member admitted to full membership of VRC prior to 1 August 1979 is entitled to purchase up to two guest passes, subject to availability.
- (d) VRC Staff Membership as described in clause 3.2 is a sub-category of Full Membership subject to the restrictions set out in clause 3.2(b).

3.2 VRC Staff Member

- (a) The Board may admit any person currently permanently employed by the Company, or engaged by the Company as a staff member on a contract basis for a period of at least 12 months, to be a VRC Staff Member on such terms and for such time as the Board thinks fit.
- (b) In addition to any other rights and restrictions that may be prescribed by the Board from time to time, a VRC Staff Member is entitled to the same rights as a Full Member, except that a VRC Staff Member is:
 - (i) not entitled to be admitted to Members' Only areas on Derby Day, Cup Day, Oaks Day and Stakes Day;

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- (ii) limited to admission to the racecourse and Members' Enclosure at no more than 10 Race Meetings each year;
 - (iii) entitled to attend but not vote at general meetings of the Company; and
 - (iv) subject to any further rights and restrictions as set out in the terms and conditions of VRC Staff Membership as amended by the Company from time to time.
- (c) A VRC Staff Member is not required to pay any Entrance Fee or Subscription.
- (d) The Board may at any time revoke a person's VRC Staff Membership.

3.3 Restricted Member

- (a) An applicant for membership of the Company may, at the discretion of the Board, be admitted as a Restricted Member.
- (b) A Restricted Member shall become eligible for consideration by the Board for full membership as and when vacancies arise in accordance with the position of the Restricted Member's application on the Waiting List, unless the Board determines otherwise.
- (c) An applicant for membership of the Company may decline to accept the offer of restricted membership of the Company without affecting the position of his or her application on the Waiting List.
- (d) In addition to any other rights that may be prescribed by the Board from time to time, a Restricted Member is entitled to the same rights as a Full Member, except that a Restricted Member is:
- (i) not entitled to be admitted to the Members' Enclosure on Derby Day or Cup Day;
 - (ii) entitled to pedestrian access only to the Members' car park on Derby Day, Cup Day, Oaks Day and Stakes Day; and
 - (iii) not entitled to be present or vote at any meeting of the Company.

3.4 Provisional Member

- (a) Within one year, or such further time as the Board decides following the death of a Full Member, the spouse of the deceased Full Member, or a person who had been living with the deceased Full Member on a bona fide domestic basis (as a de facto spouse or partner), may apply for admission as a Provisional Member, without being required to pay an Entrance Fee.
- (b) Whilst an application for provisional membership is pending, the Board may in its discretion issue an applicant for provisional membership:
- (i) a Members' pass;
 - (ii) a car park pass, subject to availability; and
 - (iii) a guest pass, subject to availability;
- on the payment of a Subscription (if any).

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- (c) In addition to any other rights that may be prescribed by the Board from time to time, a Provisional Member admitted as a Provisional Member of the VRC after 1 August 1998 is entitled to the same rights and privileges as a Full Member, except that a Provisional Member is not entitled to be present or vote at any meeting of the Company.

3.5 Honorary Member

- (a) The Board may admit any person to be an Honorary Member on such terms and for such time as the Board thinks fit.
- (b) In addition to any other rights that may be prescribed by the Board from time to time, an Honorary Member is entitled to the same rights as a Full Member, except that an Honorary Member is not entitled to be present or vote at any meeting of the Company.
- (c) An Honorary Member is not required to pay any Entrance Fee or Subscription.
- (d) The Board may at any time revoke a person's Honorary Membership.

3.6 Honorary Life Member

- (a) A Full Member who has been a continuous Full Member for fifty years, and any other such person as the Board determines, may be appointed as an Honorary Life Member.
- (b) In addition to any other rights that may be prescribed by the Board from time to time, an Honorary Life Member is entitled to the same rights as a Full Member.
- (c) An Honorary Life Member is not required to pay any Subscription.
- (d) If any Full Member has been placed on the absentee list under By-Law 3.8, up to 5 years of being on that list may be counted in the Member's fifty-year qualification period under By-Law 3.6(a). Further years will not be counted, except that the Full Member's membership will still be deemed "continuous" through such years where the applicable fee has been paid in full.

3.7 Junior Member

- (a) A person between 12 and 18 years of age (inclusive) may apply for admission as a Junior Member.
- (b) In addition to any other rights that may be prescribed by the Board from time to time, a Junior Member is entitled to the same rights as a Full Member, except that a Junior Member is not entitled to:
 - (i) be admitted to the Members' Enclosure on Derby Day, Cup Day or Oaks Day;
 - (ii) be admitted to any area from which Junior Members, or children generally, are excluded;
 - (iii) a guest pass or car park pass;
 - (iv) be present or vote at a meeting of the Company; or

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- (v) be admitted to, or remain in, any licensed area on the Premises, unless accompanied by an adult.
- (c) Upon attaining the age of 18 years, a Junior Member may become a Full Member.

3.8 Absentee List

- (a) A Member may give written notice to the Chief Executive requesting to be placed on the absentee list.
- (b) A Member on the absentee list is not required to pay any Subscription, but is required to pay an annual absentee fee as determined by the Board from time to time.
- (c) No Member on the absentee list is permitted to exercise any rights of membership while on the absentee list.
- (d) A Member on the absentee list is required to give written notice to the Chief Executive requesting removal from the absentee list within six months after the reason for the Member's request to be placed on the absentee list ceases to exist.
- (e) A Member on the absentee list will be permitted to exercise all rights of his or her membership on the removal from the absentee list and the payment of his or her Subscription for the then current year.

4. Meetings

4.1 Proxy

The form of an instrument appointing a proxy shall be in accordance with the form contained in Schedule 1.

5. Directors

5.1 Nomination for Election and Review by Remuneration and Nominations Committee

- (a) A candidate for election as a Director may, in a form and at a time determined by the Board or its delegate, provide:
 - (i) brief biographical details, including, but not limited to, occupation, qualifications, experience and interests; and
 - (ii) a statement of skills, strengths and areas of focus or interest relevant to the candidate's proposed contribution to the Board, which is accurate, not misleading and not defamatory or derogatory of any other person or body.
- (b) A committee established by the Board and known as the "Remuneration and Nominations Committee" (or such other name as the Board determines) will undertake a review of election candidates, including the information provided under By-law 5.1, and provide a report to the Board as to each candidate's suitability for the role. The Board will take the report into account in determining whether to

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issue a statement of endorsement or recommendation to Members in relation to one or more candidates.

5.2 Voting Procedures

- (a) If required, the Board shall appoint a Returning Officer and such number of assistants as the Board determines necessary, before the date of the meeting of the Company at which the election is to be held.
- (b) The Returning Officer shall provide each Voting Member, at his or her registered address or by electronic means (according to the policies and processes in place at the time):
 - (i) A candidate guide that includes information submitted under By-law 5.1 subject to fact checks and editing by the Company to ensure compliance with By-law 5.1(a)(ii);
 - (ii) a ballot paper; and
 - (iii) a ballot paper envelope for returning ballot papers used in an election of Directors.
- (c) The ballot paper shall contain:
 - (i) the names of the candidates, but without titles, honorifics or awards; and
 - (ii) a statement as to the number of Director vacancies to be filled and how votes are to be cast.
- (d) The ballot paper envelope shall have the Voting Member's name, address and membership number. The ballot paper envelope shall be pre-paid and addressed to the Returning Officer.
- (e) A Voting Member who wishes to vote shall:
 - (i) complete the ballot paper in accordance with the directions on or accompanying the ballot paper;
 - (ii) place the completed ballot paper in the ballot paper envelope and sign his or her name where required on the ballot paper envelope; and
 - (iii) return the ballot paper envelope containing the complete ballot paper to the Returning Officer.
- (f) A Voting Member returning a ballot paper from outside Australia may do so by way of email or facsimile transmission of the ballot paper signed by the Voting Member.
- (g) Ballot papers must be received by the Returning Officer no later than 48 hours before the scheduled commencement time for the meeting at which the election is to be held.
- (h) Prior to the opening of any ballot paper envelope, the Returning Officer shall examine the name or other particulars on the ballot paper envelope to establish that the person who completed the ballot paper was a Voting Member entitled to vote in the ballot and the Voting Member has not already voted in that ballot.

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- (i) If the Returning Officer is not satisfied with the particulars on the ballot paper envelope or if the ballot paper envelope is received after the close of the ballot as set out in By-Law 5.2(g), the Returning Officer shall reject the ballot paper envelope and that vote will be invalid.

5.3 Counting of Votes

- (a) The counting of votes is the responsibility of the Returning Officer and shall be undertaken by him or her and any staff assisting the Returning Officer.
- (b) The counting of votes will commence at any time following the close of the ballot, as determined by the Returning Officer.
- (c) Each candidate has the right to appoint a scrutineer to be present at the counting of the votes. Each candidate must notify the Returning Officer in writing prior to the closure of the ballot the name and address of his or her scrutineer (if any).
- (d) The Returning Officer must ensure that the confidentiality of the vote cast by a Voting Member is maintained during the procedure of removing the ballot from the ballot paper envelope and the recording of the vote.
- (e) The Returning Officer and any staff assisting must examine and count in the presence of the scrutineers in attendance (if any) the number of votes recorded for each candidate.
- (f) A ballot paper shall be rejected, if it is:
 - (i) manifestly irregular;
 - (ii) purports to vote for a greater or lesser number of candidates than are required to fill the relevant vacancies, provided that a ballot paper that includes a vote for a candidate who died, withdraws his or her candidacy or becomes an ineligible candidate during the election period, shall not, for that reason, be regarded as involving a vote for a lesser number of candidates than required; or
 - (iii) which is so damaged or imperfectly marked that the intention of the Member cannot be ascertained with certainty.
- (g) If, prior to the counting of votes, the number of candidates is reduced by a withdrawal or otherwise resulting in the number of candidates being equal to or less than the number required to fill the vacancies on the Board, the remaining candidates shall be declared 'elected without ballot'.
- (h) At the close of the counting of votes, the Returning Officer shall certify to the Company Secretary those candidates who have the greatest number of votes, sufficient to fill the number of vacancies on the Board. The candidates named in such certificate shall be deemed to be duly elected.
- (i) If two or more candidates receive the same number of votes, the Returning Officer shall determine the matter by lot.

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5.4 Electronic voting

The Board may elect to provide Members with the ability to vote electronically via a website and/or any other means, in lieu of or in addition to postal paper voting. If this occurs, and provided that the Constitution and applicable laws are observed at all times:

- (a) clauses 5.2 and 5.3 above are deemed amended to the extent necessary to accommodate a secure, independent electronic voting process, as determined by the Returning Officer, that retains the overall purpose of those clauses; and
- (b) any additional rules or requirements stipulated by the Returning Officer for the purpose of conducting the election will apply.

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Schedule 1

**PROXY FORM
VICTORIA RACING CLUB LIMITED
ACN 119 214 078
APPOINTMENT OF PROXY**

MEMBER'S NAME.....
ADDRESS.....
.....
MEMBERSHIP NUMBER.....

I hereby appoint the Member described below, or failing that person, the Chairman of the Meeting as my proxy to vote for me and on my behalf at the [Nature and Date of Meeting] and at any adjournment of that meeting.

PROXY'S NAME.....
ADDRESS.....
.....
MEMBERSHIP NUMBER.....

	FOR	AGAINST
	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION [Details]		

SIGNATURE OF MEMBER	DATE.....
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Instructions

1. A Member entitled to attend and vote at this meeting is entitled to appoint a Proxy to attend and vote instead of the Member.
2. This appointment, to be valid, must be received by Victoria Racing Club Limited at 448 Epsom Road, Flemington, 3031, not less than 48 hours before the time for holding the meeting.