

RULES
of
COUNTRY RACING SA INCORPORATED
OBJECTS AND POWERS

1. NAME

The name of the organisation is “Country Racing SA Incorporated” following a name change in 2015 from the “South Australian Racing Clubs’ Council Incorporated” formed in 1996.

2. OBJECTS

The objects of Country Racing SA are:

- to represent the member clubs to Thoroughbred Racing SA Limited or its successors and to assist in the formulation and promulgation of industry policy;
- to promote a uniform system of conducting thoroughbred horse race meetings by member clubs;
- to recommend preferred race dates and liaise with Thoroughbred Racing SA Limited or its successors about them;
- to receive and review the business plans and budgets of member clubs; and
- to negotiate with Thoroughbred Racing SA Limited or its successors on the annual scheme of distribution and to recommend or decide the amounts of distribution to be paid to each member club consistent with their business plans and as approved by Thoroughbred Racing SA Limited.

3. POWERS

Country Racing SA may:

- acquire, hold, deal with and dispose of any real or personal property;
- administer any property on trust;
- open and operate bank accounts;
- borrow money, with or without security;
- give security for the discharge of liabilities;
- appoint officers and employees on terms and conditions determined by the Board;
- enter into any contract it considers necessary or desirable; and
- exercise such other powers as are reasonably necessary for, or in connection with or incidental to the performance exercise or discharge of its functions or objects.

4. PROHIBITION OF DISTRIBUTION TO MEMBER CLUBS

- 4.1 The income and property of Country Racing SA must be used and applied solely to the promotion of its objects and the exercise of its powers.
- 4.2 No portion of the income or property of Country Racing SA may be distributed directly or indirectly to or among the member clubs, former member clubs, associates of member clubs or former member clubs of Country Racing SA.
- 4.3 Nothing in this rule prevents the payment in good faith
- of remuneration to any officer or employee of Country Racing SA;
 - to any member club of Country Racing SA or natural person for services actually rendered to Country Racing SA; or

- to any member club and/or delegate to the Board of out of pocket expenses, money lent or reasonable and proper charges for the hire of goods, rent for premises or the provision of services by the member club and/or delegate to the Board.

MEMBERSHIP

5. CATEGORIES

5.1 Country Racing SA has the following categories of membership as detailed in Schedule 1 hereto:

- Major clubs;
- Group Central clubs;
- Group Eastern clubs;
- Group Western clubs; and
- Non-Aligned clubs.

6. QUALIFICATION AND NOMINATION FOR MEMBERSHIP

6.1 Any registered thoroughbred horse racing club may apply in writing to become a member club.

6.2 The application must be delivered to the Secretary.

6.3 Country Racing SA must decide by a majority:

- to accept or reject the application; and
- the category of membership of the applicant at the first General Meeting of Country Racing SA after receipt of the application.

6.4 The Secretary must notify the applicant of the decision of Country Racing SA.

6.5 A successful applicant becomes a member club when it pays the current affiliation fee.

7. REGISTER OF MEMBER CLUBS

7.1 The Secretary must keep a register of member clubs which contains the name, address and contact person of each member club.

7.2 The register of member clubs must be made available for inspection by the member clubs and Thoroughbred Racing SA Limited.

8. FEES

8.1 There is no entrance fee for membership of Country Racing SA.

8.2 The annual affiliation fee is to be decided at the Annual General Meeting of Country Racing SA.

8.3 The affiliation fee is payable within one month of written advice to the member clubs that the affiliation fee is due.

9. RESIGNATION

If a member club has paid all money due by it to Country Racing SA, the member club may resign its membership by giving written notice of resignation to the Secretary.

10. TERMINATION OF MEMBERSHIP

10.1 If a member club ceases to be a registered thoroughbred horse racing club, that member club will automatically and immediately cease to be a member.

10.2 A member club's membership may be terminated or suspended by a special resolution of a General Meeting of Country Racing SA after notice of the special resolution has been given to the member club.

- 10.3 If a member club does not agree with the decision of a General Meeting of Country Racing SA as to its termination or suspension as a member club, the member club may appeal the decision to Thoroughbred Racing SA Limited whose decision is final.

11. MEMBER CLUB'S LIABILITIES

Except as otherwise provided by law, a member club is not, because of being a member club only, liable to contribute to the payment of the debts and liabilities of Country Racing SA or the costs, charges and expenses of the winding up of Country Racing SA.

THE BOARD

12. POWERS OF THE BOARD

- 12.1 Subject to any resolution passed at a General Meeting of Country Racing SA, the Board:
- will control and manage the affairs of Country Racing SA; and
 - may exercise all the powers of Country Racing SA other than those that are required to be exercised by a General Meeting of Country Racing SA.
- 12.2 The Board may appoint committees and delegate any powers to them.

13. CONSTITUTION AND MEMBERSHIP

- 13.1 The Board consists of eight delegates of the member clubs, being natural persons and if a Major Club ceases to be a member club, the number of delegates will be reduced accordingly.
- 13.2 Each of the Major Clubs and each of the member categories provided herein being Group Central, Group Eastern and Group Western will annually appoint a person as a delegate
- 13.3 Each Major Club and Group may remove the delegate appointed by it at its discretion at any time on giving written notice to the Secretary and appoint another in his or her stead.
- 13.4 A delegate may be removed from office by a resolution of a General Meeting of Country Racing SA on the grounds of:
- mental or physical incapacity to carry out duties satisfactorily;
 - neglect of duty;
 - dishonourable conduct; or
 - not attending three or more consecutive meetings of the Board without leave of absence from the Board.
- 13.5 The office of a delegate becomes vacant if the delegate:
- dies;
 - completes a term of office (if applicable);
 - is removed from office;
 - resigns by notice in writing to Country Racing SA; or
 - if a Major Club delegate, the Major Club which appointed the delegate ceases to be a member club.
- 13.6 When the office of a delegate becomes vacant before the end of the term for which the delegate was appointed, the applicable Major Club or Group must appoint a person to fill the vacancy. The person appointed to fill a vacancy holds office for the balance of the term of the delegate's predecessor.

14. GROUP DELEGATES

Each of Group Central, Group Eastern and Group Western will determine its own procedure:

- for the selection of the person to be nominated by it; and
- whether or not that person should be removed as a delegate.

15. ELECTION OF CHAIRMAN

- 15.1 At the first meeting of the Board held after each Annual General Meeting, the delegates must elect a delegate to be a chairman and a deputy chairman. They will hold office until their successors are appointed.
- 15.2 On the office of the chairman or deputy chairman becoming vacant, the Board must elect another delegate to hold the vacant office.
- 15.3 If the votes of the delegates are tied for the election of the chairman or the deputy chairman, the election will be decided by drawing lots among the tied candidates.

16. MEETINGS

- 16.1 The Board must meet at least every two months.
- 16.2 A meeting of the Board must be called by the Secretary if the chairman or three delegates in writing request one.
- 16.3 Half the number of delegates plus one rounded up to the next whole number of delegates are a quorum and no business may be conducted at a meeting of the Board unless a quorum is present.
- 16.4 The chairman will preside at each meeting of the Board and in the absence of the chairman, the deputy chairman will preside. If neither the chairman nor the deputy chairman is present, the delegates at the meeting will decide who of them will preside.
- 16.5 A decision carried by a majority of votes of the delegates at the meeting is a decision of the Board.
- 16.6 Each delegate is entitled to one vote on a matter arising for a decision by the Board and the person presiding at the meeting has a deliberative vote only.
- 16.7 The delegates may meet together either in person or by any form of audio, audio-visual or instantaneous communication for the despatch of business.

A resolution passed by such a conference is, notwithstanding that the delegates are not present together at one place at the time of the conference, deemed to have been passed at a meeting of the delegates held on the day and at the time at which the conference was held.

If all the delegates sign a document containing a statement that they are in favour of a resolution in the terms set out in the document, a resolution in those terms is deemed to have been passed at a meeting of the Board held on the day on which the document was signed and at the time at which the document was last signed by a delegate or, if the delegates signed the document on different days, on the day on which, and at the time at which, the document was last signed by a delegate.

Two or more separate documents containing statements in identical terms each of which is signed by one or more delegate will together be deemed to constitute one document containing a statement in those terms signed by those delegates on the respective days on which they signed the separate documents.

- 16.8 The Board may decide its own procedure.

17. REMUNERATION, ALLOWANCES AND EXPENSES

The delegates may be paid from the funds of Country Racing SA such remuneration, allowances and expenses as decided by a General Meeting of Country Racing SA.

18. VALIDITY OF ACTS OF THE BOARD

An act or proceeding of the Board is not invalid by reason only of vacancy in its number of delegates and, despite the subsequent discovery of a defect in the appointment or election of a delegate; an act or proceeding of the Board will be valid and effectual as if the delegate had been properly appointed or elected.

GENERAL MEETINGS

19. ANNUAL GENERAL MEETINGS

- 19.1 Country Racing SA must hold an Annual General Meeting of member clubs each year.
- 19.2 The Annual General Meeting must be held within six months after the end of Country Racing SA's financial year on a day the Board decides.
- 19.3 The ordinary business of an Annual General Meeting is:
- the confirmation of the minutes of the last Annual General Meeting and of any General Meeting held subsequently;
 - the receipt of the reports of the Board and the auditor and the audited accounts of Country Racing SA;
 - the fixing of the affiliation fees;
 - the fixing of remuneration, expenses and allowances of the delegates; and
 - the appointment of the auditor.
- 19.4 The Annual General Meeting may transact special business of which notice is given.
- 19.5 At an Annual General Meeting the following are permitted to attend; member club representative, member club committee members, delegates and invited guests of Country Racing SA.

20. SPECIAL GENERAL MEETINGS

- 20.1 All General Meetings of the member clubs of Country Racing SA other than the Annual General Meeting are Special General Meetings.
- 20.2 In addition to the Annual General Meeting, the Board may when it thinks fit, call other Special General Meetings.
- 20.3 The Board must, on the written requisition of not less than seven member clubs, call a Special General Meeting.
- 20.4 A requisition for a Special General Meeting:
- must state the purpose of the meeting;
 - must be signed by the member clubs making the requisition;
 - must be delivered to the Secretary; and
 - may consist of several documents in like form, each signed by one or more of the member clubs making the requisition.
- 20.5 If the Board does not call a Special General Meeting within 21 days after the date when a requisition is delivered to the Secretary, the member clubs making the requisition may call a Special General Meeting to be held not later than 3 months after that date.
- 20.6 A Special General Meeting called by member clubs must be called in the same way as nearly as possible as one which is called by the Board.
- 20.7 All reasonable expenses incurred in calling a Special General Meeting must be refunded by Country Racing SA to the member clubs incurring those expenses.
- 20.8 At any Special General Meeting the following are permitted to attend; member club representative, member club committee members, delegates and invited guests of Country Racing SA.

21. NOTICES

Notice of General Meeting must be given:

- if a special resolution is proposed, that is a resolution to amend the objects of Country Racing SA, the rules, the name of Country Racing SA, the termination of a member club's membership or to wind up Country Racing SA, at least 28 days' notice, stating the intention to propose the resolution as a special resolution; and

- in any other case, at least 21 days' notice.

22. PROCEEDINGS AT GENERAL MEETINGS

- 22.1 A member club must appoint in writing a natural person as its representative.
An appointed representative may exercise all the rights to which a member club is entitled under these rules so long as that person is the representative.
A member club may change its representative.
Notice of appointment of a representative must be given to the Secretary prior to the meeting at which the representative is to attend. If the notice is not received by the Secretary the delegate will act as the member club representative.
- 22.2 The quorum at a General Meeting is half of the number of member clubs plus one rounded up to the next whole number represented.
The quorum at an adjourned General Meeting is 5 member clubs represented.
- 22.3 The chairman will preside at each General Meeting but if the chairman is unable to or is absent, the deputy chairman will preside. If neither the chairman nor the deputy chairman is present, the meeting must elect a person to preside.
- 22.4 On a matter arising for determination by a General Meeting, each member club is entitled to the number of votes set out opposite its name in Schedule 1 to these Rules.
- 22.5 A special resolution is carried if at least 75 percent of the votes cast vote in favour of it.
- 22.6 Any other resolution is carried if a majority of the votes cast vote in favour of it.
- 22.7 A declaration of the person presiding at a General Meeting that a resolution has been carried is conclusive evidence of that fact unless a poll is demanded.
- 22.8 The person presiding at a General Meeting may adjourn the meeting and decide the place and time at which the meeting is to resume.
The only business which may be discussed and decided at an adjourned General Meeting is the unfinished business at the time of adjournment.
- 22.9 The person presiding at a General Meeting may decide any matter of procedure not referred to in this rule.

ADMINISTRATION

23. SECRETARY

- 23.1 The Board must appoint a Secretary.
- 23.2 The duties of the Secretary are those delegated by the Board and those imposed by law.

24. PUBLIC OFFICER

The Board must appoint a public officer.

25. FINANCIAL YEAR

The financial year of Country Racing SA begins on 1 July and ends on 30 June the following year.

26. ACCOUNTS AND AUDITOR

- 26.1 Country Racing SA must cause proper accounts to be kept of its financial affairs and must for each financial year, prepare a statement of accounts that present fairly the results of the activities of Country Racing SA.
- 26.2 The accounts and statements of accounts of Country Racing SA must for each financial year be audited by auditors appointed at the Annual General Meeting.
- 26.3 If a vacancy in the office of auditor occurs after an Annual General Meeting, the Board must fill the vacancy and the appointment will be for the balance of that year.

27. COMMON SEAL

The Board must authorise the affixing of the common seal to a document and it must be affixed in the presence of two delegates.

MISCELLANEOUS

28. INSPECTION OF BOOKS

A member club may inspect the books and records of Country Racing SA on giving reasonable notice to the Secretary.

29. INDEMNITY

Every delegate, auditor, employee or agent of Country Racing SA must be indemnified out of the property of Country Racing SA against any liability incurred by that person in that capacity in defending any proceedings:

- in which judgement is given in favour of that person, or
- in which the person is acquitted.

30. LIABILITY OF OFFICERS

Except as otherwise provided by law, an officer of Country Racing SA is not, by reason only of being an officer, liable to contribute to the payment of the debts and liabilities of Country Racing SA or the costs, charges and expenses of the winding up of Country Racing SA.

31. WINDING UP OF COUNTRY RACING SA

If Country Racing SA is wound up, the assets remaining after paying all liabilities must not be paid or distributed among the member clubs, former member clubs or associates of member clubs or former member clubs but must be transferred to an institution or institutions:

- having similar purposes to those of Country Racing SA;
- which prohibits or prohibit the distributions of its or their income among members to an extent at least as great as is imposed on Country Racing SA by these rules; and
- which a General Meeting of member clubs by special resolution decides or in the absence of a resolution, as Thoroughbred Racing SA Limited decides in accordance with the Associations Incorporation Act 1985.

32. NOTICES

- 32.1 A notice may be served by Country Racing SA on a member club either personally, by post to the member club at the address shown in the register of member clubs or by electronic transmission to the last known address notified to the Secretary.
- 32.2 If posted, the notice is taken to be given to the member clubs at the time when the notice would have been delivered in the ordinary course of post.
- 32.3 If sent by electronic transmission, the notice is taken to be given to the member clubs when the machine of the last known address acknowledges receipt.

33. ABIDE BY RULES

The member clubs and the delegates agree to abide by and to be bound by the Constitution of the Thoroughbred Racing SA Limited, its successors and any rules made under South Australian legislation which applies to thoroughbred horse racing.

34. DEFINITIONS

In this Constitution:

Business Day means any day except a Saturday or Sunday or other declared public holiday in South Australia.

Country Racing SA means the organisation formed by the member clubs identified in Schedule 1 subject to the Constitution.

Delegate means a natural person appointed by the member clubs subject to Rule 13.2.

General Meeting Votes means those votes that have been allocated to each Member Club as identified in Schedule 1.

Group Central Clubs means Clare Valley Racing Club Inc, Port Augusta Racing Club Inc, Kangaroo Island Racing Club Inc, Hawker Racing Club Inc, Jamestown Racing Club Inc, Quorn Jockey Club Inc and Roxby Downs and Districts Racing Club Inc.

Group Eastern Clubs means those member clubs forming the Limestone Coast Thoroughbred Racing Association.

Group Western Clubs means those member clubs forming the Eyre Peninsula Racing Association.

Major Clubs means Balaklava Racing Club Inc, Gawler & Barossa Jockey Club Inc, Murray Bridge Racing Club Inc, Oakbank Racing Club Inc and Strathalbyn Racing Club Inc.

Member Clubs means clubs listed in Schedule 1.

Non-Aligned Clubs means any member club that is not a major club and is not aligned with Group Central, Group Eastern or Group Western.

Tenant Club means any member club that conducts all of its race meetings at a different member club's racecourse.

Thoroughbred Racing SA Ltd (TRSA) means the controlling body of thoroughbred racing in South Australia.

Amended 23rd November 2015

SCHEDULE 1
MEMBERSHIP CATEGORIES AND VOTING ENTITLEMENTS

	General Meeting Votes
Major Clubs	
Gawler & Barossa Jockey Club Inc	8
Balaklava Racing Club Inc	8
Oakbank Racing Club Inc	8
Murray Bridge Racing Club Inc	8
Strathalbyn Racing Club Inc	8
Group Central	
Clare Valley Racing Club Inc	3
Port Augusta Racing Club Inc	3
Kangaroo Island Racing Club Inc	3
Jamestown Racing Club Inc	1
Quorn Jockey Club Inc	1
Hawker Racing Club Inc	1
Roxby Downs and Districts Racing Club Inc	1
Group Eastern	
Mount Gambier Racing Club Inc	8
Naracoorte Racing Club Inc	3
Penola Racing Club Inc	3
Bordertown Racing Club Inc	3
Millicent Racing Club Inc	2
Group Western	
Port Lincoln Racing Club Inc	8
Ceduna Racing Club Inc	2
Kimba Racing Club Inc	2
Penong Racing Club Inc	1
Streaky Bay Racing Club Inc	1
Lock Racing Club Inc	1
Non - Aligned	
Mindarie-Halidon Racing Club Inc	3

Voting Legend for Schedule 1

Major member club or TRSA designated provincial member club	8 votes
Country TAB member club	3 votes
Country TAB member club racing as a tenant club	2 votes
Country non-TAB member club conducting multiple race meetings each season	2 votes
Country non-TAB member club conducting a single race meeting each season.	1 vote