



CLARE VALLEY RACING CLUB INCORPORATED

CONSTITUTION

30th August 2022

CONSTITUTION & RULES OF THE CLARE VALLEY RACING CLUB INC

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1. NAME

- 1.1. The name of the Club shall be **The Clare Valley Racing Club Incorporated** and herein after shall be referred to as “the Club”.

2. DEFINITIONS

- 2.1. **Committee** means the Committee of Management of the Club.
- 2.2. **Constitution / Rules** means this Constitution as may be amended from time to time.
- 2.3. **Executive Committee** means the Chairperson, the Deputy Chairperson and the Treasurer.
- 2.4. **Annual General Meeting (or AGM)** means the annual general meeting of members of the Club, convened in accordance with these Rules
- 2.5. **General Meeting** means the general meeting of members of the Club, convened in accordance with these Rules
- 2.6. **Special Meeting** means the special meeting of members of the Club, convened in accordance with these Rules.
- 2.7. **Member** means a member of the Club.
- 2.8. **The Act** means the *Associations Incorporation Act, 1985 (SA)*.
- 2.9. **Special Resolution** means a special resolution as defined in the Act and as set out in the Schedule
- 2.10. **Schedule** means the Schedule to these Rules
- 2.11. **Month** means a calendar month.

2. OBJECTS

The objects for which the Club is established are:

- 3.1 To carry on horse racing for the purposes of recreation and amusement of members of the said Club at Clare in the State of South Australia under the operation and guidance of Racing SA
- 3.2 To provide social and sporting advantages for its members and for persons interested in horse racing and to promote the improvement of horse racing in South Australia.
- 3.3 For the furtherance of the last-mentioned object to encourage horse racing by the promotion of horse races, and the giving of prizes, stakes and rewards therefor.
- 3.4 To delegate to the members of the Committee (to be appointed as is hereafter provided) the conduct and management of the Club and the affairs thereof.
- 3.5 To provide that the profits (if any) arising from the transactions of the Club shall be applied in the furtherance of the Club’s objects and not for the purpose of profit or gain to its individual members or relatives of its members and that no part of the income or property of the Club shall be transferred or distributed directly or indirectly to such members or relatives of such members.

4. POWERS OF AN INCORPORATED ASSOCIATION

- 4.1. For the purpose of carrying out its objects, an incorporated association may, subject to section 25 of the Act and its rules:
 - 4.1.1. Acquire, hold, deal with, and dispose of, any real or personal property; and

- 4.1.2. Administer any property on trust; and
- 4.1.3. Open and operate ADI (authorized Deposit Taking Institution) accounts; and
- 4.1.4. Invest its moneys in any security which trust moneys may, by Act of Parliament, be invested; or in any other manner authorized by the rules of the Association; and
- 4.1.5. Borrow money upon which terms and conditions as the committee thinks fit; and
- 4.1.6. Give such security of the discharge of liabilities incurred by the Club as the committee thinks fit; and
- 4.1.7. Employ, pay and dismiss servants or agents as may be deemed necessary for furthering the objects of the Club and to define the duties of such servants or agents as it sees fit; and
- 4.1.8. Enter into any other contract it considers necessary or desirable; and
- 4.1.9. Sell, purchase, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Club; and
- 4.1.10. Print and publish any newspaper, periodicals, books or leaflets or advertise in the press, or on radio or television, or Social Media / Electronic Medium/s or by any other means and in such a manner as the committee may think desirable for the promotion of its objects; and
- 4.1.11. Obtain licenses and permits as may be considered necessary for the lawful operation of the activities deemed to be of benefit to the Club; and
- 4.1.12. Do all other things, which are incidental or conducive to attaining and maintaining the Clubs objects within the marketplace, which can include but not limited to creation of alternative Trading Names and personas, creating new logo's etc. as the committee sees fit.

5. APPLICATION FOR MEMBERSHIP

- 5.1. **Membership** shall be open to any person who wishes to further the interests of the club
- 5.2. The application shall be accompanied by the subscription for the current year and any required fee as determined by a simple majority of any general committee meeting.
- 5.3. Each person admitted to membership shall be bound by the Constitution and By-laws of the club, become liable for such fees and subscriptions as may be fixed by the Club and be entitled to all advantages and privileges of membership.
- 5.4. The Secretary shall enter the details of every applicant admitted to membership in a register.
- 5.5. No person under the age laid down by the licensing law as the legal drinking age shall be admitted as a member.
- 5.6. **Life Membership** may be granted to a member who in the opinion of the Club has rendered some special service to the Club.
- 5.7. A life member shall have the same rights and privileges as other members, including the right to attend and vote at elections, be nominated for committee or other office or propose or second candidates for election.
- 5.8. Nominations for Life Membership must be in writing, have a nominator and seconder who are current financial members of the Club

5.9. In considering any nomination for Life Membership, the committee must consider the following guidelines;

- a) A member who has given exceptional service to the club
- b) A Membership for a minimum of ten years

5.10. **Honorary Membership** may be granted to members or non-members who have made significant contributions to the club, at the discretion of the committee. Honorary membership has all the benefits, without any obligation or voting rights.

6. SUBSCRIPTIONS

6.1 Members shall be liable to pay the annual subscription for the year commencing 1 July by the 31st day of August of each year.

6.2 The Committee may from time to time determine the amount of the annual subscription

6.3 Life members shall not be liable to pay subscriptions.

6.4 Honorary members shall not be liable to pay subscriptions.

7. CESSATION OF MEMBERSHIP

7.1. Any member may resign from the Club by notice in writing to the Club

7.2. A member will be deemed to have resigned should they be arrears after the 30th October except in the case of mitigating circumstances to be decided at the discretion of the Committee.

8. COMMITTEE MAY SUSPEND FROM MEMBERSHIP

8.1. The Committee shall have the power to suspend membership or reprimand any member who shall infringe any rule, or whose conduct, whether within or without the Club premises shall in their opinion render them unfit for membership but no member shall be suspended without first being summoned, in writing, via text or email before the Committee to explain their conduct and opportunity given to advance a defense nor unless a majority of two thirds Committee then present shall vote for their suspension.

8.2. Every member so summoned shall receive at least three days clear notice in writing from the Secretary. Such notice shall contain a statement of the charge brought against them.

8.3. A suspended member shall remain liable to pay their subscription.

8.4. Committee may instigate a Barring Order, as per Licensing Regulation of the Commissioner of the Office of Liquor & Gambling, to members or visitors if required.

9. RIGHT OF APPEAL

9.1. The Secretary shall notify all suspended members in writing of the Committee's decision, and such member shall give notice in writing within fourteen days of his / her intention to appeal.

9.2. The Committee shall give due consideration to the appeal and should the appeal be granted the Secretary shall then call a Special General Meeting not less than seven days nor more than twenty-one days after such appeal is granted.

9.3. The Special General Meeting Shall have full power to alter or rescind such suspension as they may think fit.

10. MANAGEMENT COMMITTEE

The Clare Valley Racing Club Inc. is committed to providing information to all members on the roles and responsibilities under which the elected Committee operate.

- 10.1. A Committee member shall be a natural person.
- 10.2. Persons precluded by section 30 of the Act (see Schedule) are ineligible to be elected members of the Committee.
- 10.3. The Management of the Club shall be vested in the Committee of not less than 3 members and no more than 12 members.
- 10.4. At the Annual General Meeting held in each year half the number of elected members of the Committee and any person appointed to the committee by the Committee to fill a casual vacancy shall retire
- 10.5. The Committee be comprised of members of the Club.
- 10.6. The management of the Club shall comply with the requirements of the Associations Incorporation's Act. 1985.
- 10.7. The Management Committee shall empower the Secretary / Event Manager to run the day-to-day activities of the club.
- 10.8. The Secretary / Event Manager will receive direction and report to the Management Committee.
- 10.9. Minutes of all resolutions and proceedings of the Committee shall be recorded and stored electronically.
- 10.10. The management of the Club shall be the responsibility of an Executive committee comprising:
The Chairperson, Deputy Chairperson, Treasurer and Secretary / Event Manager ex officio.
- 10.11. The Management Committee will meet at least bimonthly.
- 10.12. Nothing in these rules shall enable the Committee to declare any dividend or make any monetary grants to the members or to apply the Club funds except for the purpose of the Club itself.
- 10.13. The Committee may on behalf of the Club, borrow on such terms and in such manner and upon such security (if any) as they shall think fit for the purpose of carrying out its objects and purposes.
- 10.14. Each Committee Member is entitled to one vote, the Chairperson has a casting vote only in the event of a tied motion.
- 10.15 Any committee member whom is absent from two meetings without leave of absence shall cease to be a member of the committee.

11. OFFICERS

1. The Officers of the Club shall be;
 - a) Chairperson
 - b) Deputy Chairperson
 - c) Treasurer
 - d) Secretary / Event Manager Ex Officio
 - e) Public Officer
 - f) Committee General Member's

- A. The Officers of the Club, except for Secretary who is either employed or appointed by the Committee shall be elected at Annual General Meetings of the Association and shall hold office as prescribed in these rules.
 - B. The Public Officer shall, in accordance with the Association Incorporate Act 1985, be a resident of the State of South Australia and be at least 18 years of age
 - C. Each Officer of the Association shall be elected at a Committee Meeting convened immediately after the AGM.
2. The duties of the Officers shall be defined in these rules. In the event of a casual vacancy of an Officer of the Association.
 3. The Management Committee may nominate a person for the vacant position.
 4. The Management Committee must ratify the nomination.
 5. The person so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of his or her appointment.
 6. Officers of the Association shall retain their appointment until the end of the next relevant Annual General meeting of the Association.
 7. A retiring committee member is eligible to stand for re-election at the AGM by notifying the Secretary in writing at by the close of nominations.
 8. Any member who resigns from the committee prior to an A.G.M. is excluded from re-nominating for a period of 12 months from the date of the next A.G.M.
 9. No member of the Management Committee will receive any payment for the duties carried out related to their position, exceptions being the reimbursement of any out-of-pocket expenses incurred on behalf of the Club.
 10. If only the required number of persons are nominated to fill vacancies, the secretary shall report that fact to members at the A.G.M.
 11. The Committee has the power to co-opt suitable candidates to any committee position, who currently do not meet the eligibility but offer skill sets which would be beneficial to the club's long term goals.

12. DUTIES OF OFFICERS

12.1. The Chairperson shall:

1. Be the Chairperson of Meetings of the Association.
2. Be the preferred choice of an Official representative of the Association at any function to which the Association is invited or requested to be represented.
3. Oversee the day-to-day business of the Association and supervise the work of the Officers and the Sub-Committee of the Association in liaison with the Secretary / Event Manager.

12.2. The Deputy Chairperson Shall:

1. Assume the powers, duties, and responsibilities of the President in his / her absence.

12.3. The Secretary / Event Manager shall:

1. Attend to the clerical and administrative work of the Club.

2. Arrange as directed, all Meetings of the Club and record and keep minutes of the meetings proceedings.
3. Keep proper files and records of the Clubs correspondence, reports, and records.
4. Receive and distribute within approved procedures, correspondence and reports requiring actions and decisions from the management committee.

12.4. The Treasurer shall:

1. Receive, collect, hold and disburse, as approved by the Management committee, all monies, documents, notes, assets, chattels or other things which are the property of the Association and issue numbered of official receipts of the Association for all monies received.
2. Maintain true and accurate books and accounts of the Association and close and balance the books as at 30th day of June each year and present the audited balance sheet for the Annual General Meeting in liaison with the Secretary / Event Manager.

12.5. The Public Officer shall:

1. Ensure the operations of the Club's Management Committee and Sub-Committee's accord with the provisions of the Associations rules and with the statutory requirements relating to an incorporate body.
2. Upon request of a member, provide advice on the interpretation of these rules or statutory requirements affecting that member's rights, obligations, or responsibilities.

12.7. The Secretary / Event Manager shall:

1. Be responsible for the overall day-to-day running of the Club in accordance with direction received from the management committee.
2. The Secretary / Event Manager will have the authority to make decisions on behalf of the Club in line with prevailing committee guidelines.

13. SUB-COMMITTEES

Each sub-committee shall:

1. The Management Committee shall have the power to appoint Sub-Committees, as it deems necessary.
2. Exist at the pleasure of the Committee.
3. Be responsible to the Committee.
4. Have such powers and duties as determined by the Committee.
5. Sub-Committees and sub-sections can only be determined by the sanction of the Management Committee of and they shall report to and be fully responsible to the Management Committee.
6. Sub-Committees and sub-sections shall not use the name of the Club for the purchase of any article or goods without first receiving authority from the Management Committee.
7. Any elected Club Committee member may attend any Sub- Committee or sub-section meeting.

14. SEAL HOLDERS

The Club shall appoint two seal holders, both of whom are authorised to witness the seal of the Club on all official documents.

15. FINANCE

- a) The financial year of the Club shall be the period commencing from 01 July of the current year and ending on 30 June in the following year.
- b) The Club shall keep and retain such accounting records as are necessary to correctly record and explain the financial position of the Club and in particular comply with the requirements of the Act.
- c) The Committee will nominate a minimum of three and no more than four Committee members to be authorised signatories for the operation of the Club's bank account. Any monies to be drawn from the Club's bank account will be by way of cheques signed by at least two of the signatories and or by an Electronic Funds Transfer (EFT) authorised by two signatories and such EFT transaction will be recorded in the Club's ledger.
- d) Credit Cards will be issued to relevant Management Committee members and staff to facilitate the day-to-day operations of the Club and to maintain financial control within set limits, while reducing the burden on Management Committees out of pocket expenditure

16. AUDITOR

- a) At each AGM, the members shall appoint a person to be the external auditor of the Club.
- a) The external auditor shall hold office until the next AGM and is eligible for re-appointment.

17. ELECTIONS / VOTING / POLLING

1. At each Annual General Meeting fifty percent (50%) of Committee members who have been in office for 2 years without having been re-elected shall retire but shall be eligible for re-election.
 - 1.1. At the second (2nd) Annual General Meeting, fifty percent (50%) of Initial Committee must retire. The Committee to retire will be determined by way of lot.
 - 1.2. In even years the Chairperson and Treasurer positions will be declared vacant and nominations be called for as per regulation
 - 1.3 In odd years the Deputy Chair position will be declared vacant and nominations be called for as per Regulation.
 - 1.4 The position holders are to be elected by the incoming committee following the AGM

Nominations of candidates for election of officers of the Club shall:

- 2.1. Be made in writing, signed by one member of the Club and be accompanied by the written consent of the candidate (which may be endorsed on the form of nomination) which will also include a statement detailing the skills and experience relevant to the committee position nominating for.
- 2.2. Be delivered to the Secretary of the Association not less than fourteen (14) days before the date to be fixed for the holding of the Annual General Meeting; and
- 2.3. Profiles of all candidates will be made available to members prior to Election to enable informed choices to be made.

- 2.4. The committee retains the right to veto any nomination if they believe the nomination may be deemed not in the club's best interest.
- 2.5. Any nominee that has been rejected, does have the right of appeal.
3. If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be sought at the Annual General Meeting for any un-filled positions.
4. If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
5. The ballot for the election of members of the Board shall be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct.
6. The proposer of a nomination may be the nominee.
7. Every financial member of the association only has one vote at any meeting.
8. Unless a Poll is demanded by at least five financial members, any motion for consideration at any association meeting must be determined by a show of hands.
9. The committee can use Proxy Votes at its discretion.
10. The Chairperson in the event of a tied vote at any association meeting, will always have the casting vote.

18. GENERAL MEETINGS

1. The Annual General meeting of the Club must be held prior to the end of the calendar year (the 31st of December)
2. The Date of the Meeting shall be fixed by the Committee of which fourteen (14) days clear notice together with an agenda of the business to be conducted at such a meeting shall be posted in the Club.
3. The business of the Annual General Meeting shall include;
 - 3.1. Chairpersons Annual Report.
 - 3.2. Treasurer's Annual Report, which shall include the audited Financial Statements of the Association.
 - 3.3. Any other Sub-Committee's Report
 - 3.4. Elections
 - 3.5.1 Management Committee
 - 3.5.2 Life Members
 - 3.4. Appointment of Auditors
 - 3.5. General business

19. SPECIAL GENERAL MEETING

A Special General Meeting shall be called by the Secretary in the following cases:

- a) Upon the direction of the Committee and in accordance with such direction.
- b) On requisition signed by not less those 15 financial members stating the special object thereof. Such meetings shall be held within not less than fourteen (14) days not more than twenty-one (21) days from the date of the receipt by the secretary of such requisition.
- c) Two thirds of the petitioners must be present.

20. NOTICE OF SPECIAL GENERAL MEETINGS

Notice of any Special General Meeting and of the objects for which it is called shall be posted in the Club by the Secretary/ Event Manager at least fourteen (14) days prior to the date of the meeting.

Business: No other business but that named in the notice shall be brought before any Special General Meeting.

21. FORMAT

- (a) A General Meeting may be conducted using any technology which enables Members a reasonable opportunity to participate (including by means of a virtual meeting or audio or audio visual technology), or a hybrid of in-person and virtual. Anyone using this technology is taken to be present in person at the meeting.
- (b) No decision at a General Meeting, nor a General Meeting itself, shall be invalidated by reason of any Member participating by technological means failing to be able to participate for technological reasons for all or any part of the General Meeting.

22. QUORUM AT GENERAL MEETINGS

At yearly or half yearly General Meetings a quorum shall be deemed to be not less than 15 financial members (including Proxies held) of the Club. If, at the end of 30 minutes after the time appointed in the notice for the opening of the Meeting, there be no quorum the meeting shall stand and adjourn for one week. If at such meeting, there is no quorum those members present shall be competent to discharge the business of the meeting.

23. QUORUM AT SPECIAL GENERAL MEETINGS

1. At Special General Meetings, a quorum shall be deemed to be not less than 15 financial members (including proxies held) of the Club.
2. A meeting may proceed to business as soon as a quorum is present except in the case of a Special General Meeting when, if, at the end of 30 minutes after the time appointed in the notice for the opening of the Meeting, there be no quorum the meeting shall stand and adjourn for one week. If at such meeting,

there is no quorum those members present shall be competent to discharge the business of the meeting.

3. All meetings shall be conducted strictly according to the "Rules of Debate" copy of which shall be held in the hands of the Secretary.

24. ALTERNATIONS TO THE CONSTITUTION AND BY-LAWS:

- a. The rules of the Club may be repealed or altered, and new rules may be made by the Club provided that the alteration (which term includes the repeal of any rule or rules and/or the making of any new rules) proposed to be made shall be;
- b. No alteration, repeal or addition shall be made to the Constitution except at the Annual General meeting, or a Special General meeting, called for that purpose and notice of all motions to alter, repeal, or add to the Constitution shall be given to members fourteen (14) days prior to the Annual General meeting, or Twenty-One (21) days prior to a Special General meeting called for such purpose.
- c. The secretary shall forward such notices of motion to each Management Committee member at least fourteen (14) days prior to the Annual General Meeting or Twenty-One (21) days prior to a Special General meeting.
- d. Carried by a two thirds majority of votes of the members present at the meeting and voting upon the resolution. A declaration that the resolution for any alteration of the rules has been carried or lost, signed by the Chairman shall be conclusive.
- e. Changes to By-Laws and Rules may be made at Management Committee meetings.

25. INDEMNITY OF OFFICERS

Whenever personal loss is sustained by any officer of the Club in respect of pecuniary liability accepted or incurred by them on behalf of the Club, and with the authority of the Club, or Committee, the Club shall hold them indemnified against such loss.

26. PROPERTY NOT ASSIGNABLE

No person shall by reason of their being a member of the Club have any transmissible or assignable interest by operation of the law or otherwise in any of the property of the Club, and if any person ceases by death, resignation or otherwise to be a member all his interest shall survive, accrue and belong to the Club.

27. DISSOLUTION OF THE CLUB

1. A general meeting of financial members may by a majority of not less than three quarters of all financial members at that time (all members to be advised by post, electronically, SMS or Social Media / Electronic Medium/s) and voting thereon pass a resolution for winding up and empowering the Committee to wind up the affairs of the Club.
2. If after the winding up of the association there remains "surplus assets" as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members. Such organization or organisations shall be identified and determined by a resolution of members in general meeting.

28. INTERPRETATION

Unless the context indicates a contrary intention:

- 28.1. The singular includes the plural and conversely.
- 28.2. A gender includes all genders.
- 28.3. If a word or phrase is defined, its other grammatical forms have a corresponding meaning.
- 28.4. A reference to "includes" or "including" should be construed without limitation.
- 28.5. A reference to dollars and \$ is to Australian currency.
- 28.6. A reference to a person, corporation, trust, partnership, unincorporated body or other entity includes any of them.
- 28.7. A reference to a Clause, Schedule or Annexure is reference to a Clause of, or a Schedule or Annexure to, this Constitution, and a reference to a paragraph is to a paragraph of the same Clause or Schedule unless the context requires otherwise.
- 28.8. A reference to an agreement or document (including a reference to this Constitution) is to the agreement or document as amended, varied, supplemented, novated or replaced, except to the extent prohibited by this Constitution or that other agreement or document.
- 28.9. A reference to legislation or to a provision of legislation includes a modification or re-enactment of it, a legislative provision substituted for it and a regulation or statutory instrument issued under it.
- 28.10. A reference to conduct includes an omission, statement and undertaking, whether or not in writing.
- 28.11. A reference to writing includes a facsimile transmission, email or text message and any means of reproducing words in a tangible and permanently visible form.
- 28.12. A reference to any government department, instrumentality or body includes the successors of that department, instrumentality or body.
- 28.13. A reference to a year, month, week or to a day is to a calendar year, month, week or day respectively.

SIGNED

CHAIRPERSON

DEPUTY CHAIRPERSON

30/ 08 / 2022