

PORT AUGUSTA RACING CLUB INCORPORATED

CONSTITUTION

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CONSTITUTION

of

PORT AUGUSTA RACING CLUB INCORPORATED

1. DESCRIPTION OF THE CLUB

The name of the club is PORT AUGUSTA RACING CLUB Incorporated (**Club**), having been originally constituted under the Act by CONSTITUTION AND RULES OF THE PORT AUGUSTA RACING CLUB INCORPORATED dated 12/01/1967.

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution, unless the contrary intention appears:

Act means the *Associations Incorporation Act 1985* (SA) (and where relevant, predecessor enactments of the Parliament of South Australia).

ADI Account means a bank account held with a financial institution licensed by the Australian Prudential Regulatory Authority (APRA) to carry on banking business, including accepting deposits from the public.

Annual General Meeting means the Annual General Meeting of the Club.

Appointed Committee Member means a Committee Member appointed by the Committee in accordance with **clause 9.6**.

Associated Activities means activities conducted under the direction of Stewards at the club venue. Such activities may occur on race days or at other times by agreement with the Stewards and may include but are not limited to Barrier Trials, Approved Jump-Outs, horse stabling, conduct of jockeys, trainers and their staff, plus RSA staff.

Casual Vacancy means a vacancy on the Committee as a result of **clause 9.11**.

Club has the meaning given by **clause 1**.

Committee means the body consisting of the Committee Members, who are effectively the management committee and who are entrusted to manage the affairs of the Club.

Constitution means this constitution of the Club.

Committee Member means a member of the Committee and includes Elected Committee Members and Appointed Committee Members and any person acting in that capacity from time to time appointed in accordance with this Constitution.

CRSA means Country Racing SA Incorporated who the club is affiliated with and who are a 50% shareholder of RSA.

Elected Committee Member means a Committee Member elected under **clause 9**.

Financial Year means the year ending on the 30 September and thereafter a period of twelve (12) months commencing on 1 October and ending on 30 September each year.

General Meeting means either an Annual General Meeting or Special General Meeting.

Honorary Member means a Member of the Club appointed by the Committee pursuant to **clause 5.3**.

Individual Member means a registered, financial Individual Member of the Club appointed pursuant to **clause 5.2**.

Intellectual Property means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment (including computer software), images (including photographs, videos or films) or service marks relating to the Club or any activity of or conducted, promoted or administered by the Club in the Region.

Life Member means a person appointed as a Life Member of the Club pursuant to **clause 5.4**.

Manager means a person appointed from time to time by the Committee in accordance with this Constitution to undertake specific tasks. They will act as an ex-officio Member of the Committee. Where the Club does not have a Manager, the Secretary will, assume the functions of the Manager under this Constitution.

Member means a member for the time being of the Club of one (1) of the categories in **clause 5.1**.

Minutes means a record of each Meeting and may be in written or electronic format.

Officer can mean the Chair, Deputy Chair, Secretary, Treasurer, and/or Manager in accordance with this Constitution.

Objects means the objects of the Club in **clause 3**.

Public Officer means the Public Officer appointed under this Constitution in accordance with the Act.

RA means Racing Australia Limited CAN 105 994 330.

Races means thoroughbred races conducted in accordance with the directions of Stewards at race meetings held at the club venue.

Regulations means any regulations made by the Committee under **clause 7**.

RSA means Racing SA Ltd CAN 094 475 939.

Rules of Racing means the Australian Rules of Racing published by RA from time to time, along with the Local Rules of Racing that are published by RSA.

Seal means the common seal of the Club.

Secretary means the person appointed as Secretary of the Club under this Constitution.

Special General Meeting means a Special General Meeting of the Club convened in accordance with both the terms of the Constitution and the Act.

Special Resolution means a special resolution as defined by the Act.

Sport means the sport of thoroughbred horse racing.

Steward means a person appointed in that role by Racing SA in accordance with the Rules of Racing.

Venue means the entirety of the thoroughbred race track and all facilities owned and/or leased by the Club.

2.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include other genders;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to any provision of the Act or a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction);
- (h) a reference to 'writing' shall, unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail; and
- (i) any doubt arising as to the application or meaning of any clause or wording therein shall be decided by a vote at a Meeting, which decision shall be final and conclusive.

2.3 Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

2.4 The Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act.

3. OBJECTS OF THE CLUB

The objects of the Club are to:

- (a) primarily, facilitate, encourage and promote the conduct of the Sport and other events held at the Venue, or at such other places as the Committee may from time to time determine, for the benefit and enjoyment of the Members, participants in the Sport and the public at large;
- (b) without limiting the generality of **clause 3(a)**, agree to be bound by and adhere to the Rules of Racing and programme for thoroughbred racing as it relates to the Club published by RSA from time to time, including by hosting the races, barrier trials and jump outs in accordance with that programme;
- (c) in conjunction with RSA provide, maintain and upgrade facilities that allow the hosting of thoroughbred racing meetings, barrier trials and jump outs;
- (d) act, at all times, on behalf of and in the interest of the Members and the Club;

- (e) liaise with CRSA, RSA (and RA where applicable) and comply with any applicable agreements with and the Constitutions, regulations, policies and rules of these bodies where appropriate to further these Objects;
- (f) adopt and implement such policies as may be developed by CRSA, RSA or RA, including (as relevant and applicable) Member protection, anti-doping, racing integrity health and safety, rider and child welfare, infectious diseases and such other matters as may arise as issues to be addressed in the Sport;
- (g) abide by the Rules of Racing and to conduct the affairs and operations of the club in accordance with the Rules of Racing;
- (h) advance the operations and activities of the Club;
- (i) maintain and enhance the reputation of the Club and the Sport and the standards of conduct and behaviour of participants in the Sport;
- (j) promote at all times mutual trust and confidence between the Club, CRSA, RSA, RA and the Members in pursuit of these Objects;
- (k) promote the economic and community service success, strength and stability of the Club, the Members and the Sport;
- (l) use and protect the Intellectual Property appropriately;
- (m) pursue such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the interests of the Club;
- (n) otherwise conduct, encourage, promote and administer the activities of the Club set out in these Objects; and
- (o) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. POWERS OF THE CLUB

Solely for furthering the Objects, the Club has the rights, powers and privileges conferred on it under section 25 of the Act, namely to:

- (a) acquire, hold, deal with, and dispose of, any real or personal property;
- (b) administer any property on trust;
- (c) open and operate ADI accounts;
- (d) invest its moneys:
 - (i) in any security in which trust moneys may, by Act of Parliament, be invested; or
 - (ii) in any other manner authorised by the rules of the Club;
- (e) borrow money from RSA upon such terms and conditions as approved by RSA;
- (f) borrow money from lending institutions upon such terms and conditions authorised by the rules of the Club;
- (g) give such security for the discharge of liabilities incurred by the Club as the Club thinks fit;
- (h) appoint agents to transact any business of the Club on its behalf; and
- (i) enter into any other contract it considers necessary or desirable.

5. MEMBERSHIP

5.1 Categories of Members

The Memberships of the Club shall consist of:

- (a) **Individual Members**, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present and to vote at General Meetings;
- (b) **Honorary Members**, who, subject to this Constitution, shall have the right to receive notice of General Meetings and to be present at General Meetings, but shall not have the right to vote at General Meetings;
- (c) **Life Members**, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present and to vote at General Meetings;
- (d) such new categories of Members as may be created by the Committee (for example Junior or Associate Members). Any new category of Member created by the Committee must not be granted voting rights unless approved by a resolution of the Members at a General Meeting.

5.2 Individual Members

Any person who, subject to this sub-clause and subject to this Constitution, applies to be a Member of the Club by following the process governed by **clause 5.5** and who is at least 18 years of age shall, if their application is accepted by the Committee, become an Individual Member of the Club.

5.3 Honorary Members

- (a) The Committee may appoint such other natural persons as Honorary Members, for such periods and on such terms (subject to this constitution), as the Committee may from time to time see fit.
- (b) Honorary Members shall not be required to pay any subscription in relation to such Membership and will have none of the other rights of Members (including the right to vote at General Meetings of the Club) as set out in this constitution.

5.4 Life Members

- (a) Life membership is the highest honour that can be bestowed by the Club for longstanding and valued service to the Club.
- (b) Any Committee Member may nominate a person for Life Membership and such nomination shall be seconded by another member of the Committee, by notice in writing to the Chairperson as detailed in the Regulations.
- (c) A person may only be appointed a Life Member by a majority vote put to an Annual General Meeting by the Committee.
- (d) A Life Member cannot be required to pay fees or subscriptions (other than fees that are required to be paid by a participant in the Sport in his or her capacity as a participant in the Sport).

5.5 Application for Membership

- (a) Subject to this **clause 5.5**, an applicant candidate for membership must apply to the Committee in writing.

- (b) The application must:
 - (i) be in a form approved by the Committee;
 - (ii) contain full particulars of the name, address, contact number, email address and date of birth of the applicant;
 - (iii) identify the category of membership for which the applicant is applying; and
 - (iv) contain any other information prescribed by Regulation for an application for membership in that category.

5.6 Discretion to Accept or Reject Application

- (a) The question of whether a person satisfies any one (1) or more of the requirements for membership as an Individual Member or other categories of Member is a matter to be determined by the Committee in its absolute discretion. The Committee may accept or reject an application for membership whether or not the applicant has complied with the requirements in this **clause**. A determination by the Committee is final and conclusive and the Committee shall provide a reason in writing for rejecting the application.
- (b) Where the Committee accepts an application, the applicant shall become a Member. Membership shall be deemed to commence upon acceptance of the application by the Committee. The Manager, or delegate, shall amend the register accordingly as soon as practicable.
- (c) Where the Club rejects an application, any fees forwarded with the application will be refunded and the application shall be deemed rejected.

5.7 Renewal

- (a) Members (other than Life Members) must renew their membership annually in accordance with the procedures set down by the Club or in the Regulations from time to time.
- (b) The Committee may reject a renewal for membership based only on the criteria in **clause 5.13**. A determination by the Committee is final and conclusive and the Committee shall provide a reason in writing for rejecting the renewal for membership.
- (c) Where the Club rejects a renewal for membership, any fees forwarded with the renewal will be refunded.

5.8 Obligations of Members

Each Member must:

- (a) treat all staff, contractors and representatives of the Club, CRSA, RSA, RA and all those involved with the Sport with respect, decency and courtesy at all times;
- (b) maintain the standards, quality and reputation of the Club;
- (c) abide by any rules put in place by the Club to enter and remain on the Venue and facilities provided by the Club;
- (d) not act in a manner:
 - (i) unbecoming of a Member or prejudicial to the Objects or the interests or reputation of the Club or
 - (ii) that is likely to bring the Club into disrepute or which might adversely affect or derogate from the standards, quality and reputation of the Club, CRSA, RSA, RA or the Sport and its maintenance and development;
- (e) recognise the Club as the authority for the Sport in the Region and RSA as the authority for the Sport in South Australia and RA as the authority for the Sport nationally; and

- (f) abide by such policies as may be developed by the Club.

5.9 Club to Keep Register

Subject to the Act, confidentiality considerations and privacy laws, the Club must keep and maintain a register of Members, which shall contain information contained in their application form as outlined in **clause 5.5** or as updated from time to time.

5.10 Use of Register

Subject to the Act, confidentiality considerations and privacy laws, the register may be used to further the Objects, in such manner as the Committee considers appropriate.

5.11 Effect of Membership

Members acknowledge and agree that:

- (a) this Constitution forms a contract between each of them and the Club and that they are bound by this Constitution and the Regulations and policies of the Club (as well as the constitutions, regulations and policies of CRSA, RSA and RA, where applicable);
- (b) they shall comply with and observe this Constitution and the Regulations and policies of the Club and also any determination, resolution or decision, which may be made or passed by the Committee or other entity with delegated authority on behalf of the Club;
- (c) by submitting to this Constitution and the Regulations and policies of the Club, they are subject to the jurisdiction of the Club, CRSA, RSA and RA (where applicable);
- (d) the Constitution and the Regulations and policies of the Club are necessary and reasonable for promoting the Objects and particularly the advancement and protection of the Sport in the Region and South Australia; and
- (e) they are entitled to all benefits, advantages, privileges and services of being a Member of the Club.

5.12 Resignation of Membership

A Member may resign or withdraw from membership of the Club by giving one (1) months' notice in writing to the Club.

5.13 Warning, suspending or expelling of Membership for Breach

- (a) The Committee may warn, suspend or expel a Member upon breach of any clause of this Constitution or the Regulations or the policies of the Club or other matter where a Member acts in a manner unbecoming of a Member or which is prejudicial to the Objects or interests of the Club and/or Sport or Members bringing other Members, the Club and/or Sport into disrepute. This includes, but is not limited to, the failure to pay any monies owed to the Club, disciplinary matters, and the failure to comply with the Regulations or any resolutions or determinations made or passed by the Committee or any duly authorised committee.
- (b) Membership shall not be suspended, nor a Member expelled, by the Committee under **clause 5.13 (a)** without the Committee first giving the relevant Member sufficient opportunity to explain the breach (either by providing an opportunity for the Member to be heard or to make a written submission) and/or to remedy the breach if it is capable of remedy.
- (c) A Member may not be expelled unless the Member has been afforded natural justice in accordance with the Act and procedural fairness generally.

- (d) Where a Member fails, in the Committee's opinion, to adequately explain or remedy the breach, that Member's membership may, at the discretion of the Committee, be suspended for such period of time determined by the Committee under **clause 5.15** or the Member may be expelled. The Club shall give written notice of the suspension or expulsion to the Member. The Committee may otherwise determine to maintain the Member's membership, but warn the Member on such terms it considers appropriate.

5.14 Forfeiture of Rights

- (a) A Member who or which ceases to be a Member, for whatever reason (including any period of suspension), shall forfeit all rights in and claims upon the Club and its property and shall not use any property of the Club including Intellectual Property.
- (b) Any Club documents, records or other property in the possession, custody or control of that Member must be returned to the Club immediately.

5.15 Membership May be Reinstated

Membership which has been suspended under this **clause 5** may be reinstated at the discretion of the Committee, after such period of time determined by the Committee and upon such conditions of membership as the Committee considers appropriate.

5.16 Refund of Membership Fees

Membership fees or subscriptions paid by the suspended Member are forfeited to the Club upon suspension, unless the Committee otherwise determines.

5.17 Subscriptions and Fees

- (a) The Committee may:
 - (i) fix annual membership subscriptions;
 - (ii) fix such other fees or levies as the Committee considers prudent for the effective and sustainable management of the affairs of the Club; and
 - (iii) determine the time for and manner of payment of the subscriptions, fees and levies by Members to the Club.
- (b) The Committee may fix subscriptions, fees or levies at different rates for different categories of membership and may determine that no subscriptions are payable by one (1) or more of the categories for any year.
- (c) On admission to membership, a new Member must pay the current full year's subscription in full.
- (d) The Committee may waive all or part of a Member's subscriptions, fees or levies and may agree terms of payment for a Member different from those applicable to other Members of the same category if the Committee is satisfied that there are special reasons to do so.

5.18 Naming of a Permanent part of the Racecourse

- (a) Part of the Racecourse may include but not limited to gate, path, bar, stalls, building, stand, ring, workshop, etc.
- (b) Is a higher honour than life membership because it confers public and perpetual honour upon that person and lasts far longer than a member's life.
- (c) Guidelines for naming:
 - (i) Naming may only be nominated posthumously
 - (ii) Naming of infrastructure after a member may only be given to a former life member or to a person who is an honorary member at the time of his/her passing

- (iii) More than one name can be attributed to one piece of infrastructure if nomination and voting at a committee meeting and a members meeting deem it appropriate (Eg: a couple, two members equally deserving, one member at a point in time then another added later if appropriate)
- (iv) Normal nomination process within the committee – a nominator and a seconder (both committee members) in writing to the club president
- (v) The nomination must be passed by a unanimous vote at a meeting of the committee
- (vi) The nomination then must be passed by a majority vote at an annual general meeting of members (or a special general meeting if one is called)
- (vii) Once a piece of racecourse infrastructure is named after a former member(s), the name(s) attached to that piece of infrastructure can never be changed, unless that piece of infrastructure is demolished
- (viii) If a named piece of infrastructure is demolished, then consideration must be given to passing the name(s) on to a replacement or to a different piece of infrastructure

6. EXECUTION OF CONTRACTS AND AGREEMENTS

- (a) The Club may execute contracts and agreements in any form or manner that is in accordance with section 26 of the Act (as amended from time to time, and including successor provisions as appropriate).
- (b) To facilitate **clause 6 (a)**, the Club shall have a common Seal upon which its corporate name shall appear in legible characters.
- (c) The Seal shall not be used without the express authorisation of the Committee, and every use of the Seal shall be recorded in the minutes of the Club. The affixing of the Seal shall be witnessed by the chairperson of the Committee and the Secretary.

7. DISCIPLINE AND DISPUTE RESOLUTION

7.1 Regulations

- (a) Without limiting **clause 5.13**, the Committee may make Regulations governing the hearing and determination of internal disputes, protests or complaints made by or against Members or participants or the Club or disciplinary matters generally or any other matter involving the enforcement of this Constitution or the Regulations or policies of the Club against Members or participants or the Club (including, but not limited to, matters which involve Members acting in a manner unbecoming of a Member or prejudicial to the Objects or interests of the Club and/or Sport or Members bringing other Members, the Club and/or Sport into disrepute).
- (b) A Regulation made under this **clause 7.1** may:
 - (i) provide for one (1) or more judiciary committees or tribunals to hear and resolve cases falling under this **clause 7.1**;
 - (ii) prescribe penalties for breaches of this Constitution or the Regulations or policies of the Club;
 - (iii) invest a judiciary committee or tribunal with power to impose penalties not otherwise within the power of the Committee to impose, or make recommendations to the Committee about penalties; and
 - (iv) otherwise prescribe the procedures for dealing with cases falling under this **clause 7.1**.
- (c) Despite any Regulation made under this **clause 7.1**, and unless otherwise specified, the Committee may itself deal with any disciplinary matter referred to it or appoint a judiciary committee or tribunal to do so.

7.2 Process

- (a) The dispute resolution procedure set out in this **clause 7.2** applies to disputes between a Member and:

- (i) another Member; or
 - (ii) the Club.
- (b) In this clause 'Member' includes any former Member who was a Member not more than six (6) months before the dispute occurred and who is involved in the dispute.
 - (c) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.
 - (d) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within ten (10) days after the scheduled meeting, refer the dispute to the State Sport Dispute Centre to resolve the dispute in accordance with **clause 7.1**.
 - (e) The Committee may prescribe additional grievance procedures in Regulations under **clause 7.1**.

8. GENERAL MEETINGS

8.1 Types

The General Meetings that can be convened where Members have the opportunity to express opinions and vote on various matters are:

- (a) Annual General Meeting and on a date and at a venue to be determined by the Committee; and
- (b) Special General Meeting – which are special meetings that are convened to discuss extraordinary issues.

8.2 Annual General Meeting

- (a) The Committee shall call an Annual General Meeting in accordance with the Act and this Constitution.
- (b) Each Annual General Meeting shall be held within five (5) months of the end of each Financial Year (or longer period allowed by the Act), with the venue to be determined by the Committee.
- (c) The order of the business at the Annual General meeting shall be:
 - (i) the confirmation of the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting;
 - (ii) the consideration of the accounts and reports of the Officers and the auditor's report (if auditor's report is required);
 - (iii) the vacation and election of Committee members and Officers;
 - (iv) the appointment of auditors;
 - (v) any other business requiring consideration by the Club in a general meeting.

8.3 Special General Meetings

- (a) The Committee may call a Special General Meeting of the Club at any time.
- (b) Upon a requisition in writing of not less than 50% of the total number of Members of the Club, the Committee shall, within one (1) month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.
- (c) Every requisition for a Special General Meeting shall be signed by the relevant Members and shall state the purpose of the meeting.
- (d) If a Special General Meeting is not convened within one (1) month, as required by **clause 8.3 (b)**, the requisitionists, or at least 50% of their number, may convene a Special General Meeting. Such a meeting shall be convened in the same manner

as nearly as practical as a meeting convened by the Committee, and for this purpose the Committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Club.

8.4 Notice

- (a) Notice of General Meetings must be given to Members and the auditor by the means authorised in **clause 11.6**.
- (b) A notice of a General Meeting must specify the place, day and hour of the General Meeting, and if using technology how Members can access and participate in the meeting, and state the nature and order of the business to be transacted at the General Meeting.
- (c) At least twenty one (21) days' notice of a General Meeting must be given to those Members entitled to receive notice, together with:
 - (i) the agenda for the General Meeting; and
 - (ii) any notice of motion received from Members entitled to vote.

8.5 Business

- (a) No business other than that stated on the notice for an Annual General Meeting or Special General Meeting may be discussed at those meetings.
- (b) Special or other business can be tabled without notice at a General Meeting.

8.6 Chairperson to Preside

- (a) The chairperson of the Committee will, subject to this Constitution, preside as chairperson at every General Meeting except:
 - (i) in relation to any election for which the chairperson of the Committee is a nominee; or
 - (ii) where the chairperson of the Committee has a conflict of interest.
- (b) If the chairperson of the Committee is not present or is unwilling or unable to preside, the Deputy Chairperson will preside, if the deputy chairperson is not present or is unwilling or unable to preside, then the Members present must appoint another Committee Member to preside as chair for that General Meeting only.

8.7 Quorum

No business may be discussed or transacted at a General Meeting unless a quorum is present at the time when the Meeting proceeds to business. Subject to **clause 8.9 (b)**, a quorum for General Meetings is seven (7) Members present in person or by proxy who are entitled to vote.

8.8 Adjournment

- (a) If within half an hour from the time appointed for the General Meeting, a quorum is not present, the General Meeting must be adjourned until the same day in the next week at the same time and place or to such other day, time and place as the chairperson determines.
- (b) If at the adjourned General Meeting a quorum is not present within half an hour from the time appointed for the adjourned General Meeting:
 - (i) if the General Meeting was convened on the requisition of Members under **clause 8.3 (b)**, the General Meeting will lapse and will not be adjourned or reconvened; and
 - (ii) in any other case, those Members present will constitute a quorum.

- (c) The chairperson may, with the consent of any General Meeting at which a quorum is present, and must, if directed by the General Meeting, adjourn the General Meeting from time to time and from place to place but no business may be transacted at any adjourned General Meeting other than the business left unfinished at the General Meeting from which the adjournment took place.
- (d) When a General Meeting is adjourned for thirty (30) days or more, notice of the adjourned Meeting must be given as in the case of an original General Meeting.
- (e) Except as provided in **clause 8.9 (c)**, it is not necessary to give any notice of an adjournment or the business to be discussed or transacted at any adjourned General Meeting.

8.9 Voting Procedure

- (a) At any General Meeting a resolution put to the vote of the General Meeting will be decided on a show of hands, or another method (including an online method) chosen by the chairperson that is fair and reasonable in the circumstances, unless a poll is (before the show of hands) demanded by:
 - (i) the chairperson; or
 - (ii) a simple majority of Members present at the General Meeting.
- (b) Each Member is entitled to one (1) vote at General Meetings.
- (c) The chairperson may not exercise a casting vote at General Meetings.

8.10 Proxy Voting

- (a) A Member shall be entitled to appoint in writing a natural person who is also a Member of the Club to be their proxy and attend and vote at any General Meeting of the Club.
- (b) To be a valid appointment a Proxy Form must be either served on the Club prior to the day on which the meeting is to take place or produced at the beginning of the Meeting.
- (c) A Member other than the chairperson shall be entitled to hold a maximum of five (5) proxy votes.
- (d) The chairperson shall be entitled to hold an unlimited number of proxy votes
- (e) The Proxy Form may be in such form authorised by the Committee.

8.11 Recording of Determinations

A declaration by the chairperson shall be made that a resolution has, on a show of hands or other applicable means, been carried (either unanimously or by a particular majority) or lost. An entry to that effect in the minutes of the proceedings including the number of votes recorded in favour of or against the resolution of the Club is conclusive evidence of the fact.

9. MANAGEMENT

9.1 Composition of the Committee

The Committee will comprise of 14 persons, being:

- (a) Elected Committee Members who must all be Members and who shall be elected under **clause 9.5**; and
- (b) a maximum of two (2) Appointed Committee Members who must be Members and appointed under **clause 9.6** at the Committees discretion.

9.2 General Powers of Committee

- (a) The Committee constitutes the committee of the Club for the purposes of the Act.
- (b) Subject to the Act and this Constitution, the business, funds and affairs (including property) of the Club must be managed and controlled by the Committee, which may exercise all of the powers of the Club for that purpose.
- (c) The Committee must perform its functions in the pursuit of the Objects and in the interests of the Club and Members as a whole, having regard to the Club's position and role in the structure and reputation of the Sport in the Region and South Australia.
- (d) The Committee may not cause the Club to disaffiliate from CRSA or the Sports in any way.
- (e) The Committee may delegate its functions, provided that such delegation is permitted by the Act.

9.3 Eligibility

- (a) In accordance with Local Rule of Racing LR7.3, no bookmaker or person who holds a licence or permit to train (regardless of the category of licence or permit) shall be eligible for appointment as a Committee Member without the express approval of the Racing SA Board.
- (b) Such approval is to be sought and obtained prior to a person nominating to be elected for the Committee.
- (c) To be eligible for appointment or reappointment as an Elected Committee Member or Appointed Committee Member must otherwise:
 - (i) not have been warned off a racecourse in Australia;
 - (ii) not have been subject to a penalty or restriction (upheld on appeal if applicable) imposed by a principal racing authority under the Rules of Racing;
 - (iii) be eligible under any applicable rules contained in the Rules of Racing to hold office as a Committee member.
- (d) If the law requires a particular qualification or clearance (for example, police clearance) to be eligible for appointment or reappointment the Committee Member's term will not begin until the qualification or clearance has been established.

9.4 Sub-Committees

The Committee may as it sees fit appoint sub-committees and working parties for any purpose or activity consistent with the objects of the Club which the Committee considers to be in the interests of the Club.

The Committee may prescribe membership criteria, terms of reference roles and powers for a sub-committee or working party and may in its discretion remove any member of a sub-committee or working party by notice in writing to that member.

9.5 Appointment and term of Elected Committee Members

- (a) At least seven (7) weeks before each Annual General Meeting the seven (7) committee members longest in office without having been re-elected shall retire but shall be eligible for re-election. In the event that a determination as to which of two or more committee members should retire cannot be made on that basis due to doubt as to who shall have been longest in office, those two or more members or their authorised representatives shall draw lots to determine who shall retire. Such retiring Members shall continue in office until the Annual General Meeting and the retiring committee member can stand for re-election.

- (b) The Committee must provide to all Members details of the committee vacancies not less than six (6) weeks before the Annual General Meeting by the means authorised in **clause 11.6**.
- (c) A retiring Committee member shall be eligible to stand for re-election without nomination but no person not being a retiring Committee member shall be eligible to stand for election unless a nomination is delivered to the Club not less than four (4) weeks before the date fixed for the Annual General Meeting and must be in writing, be in the prescribed form (if applicable), carry the signature of a proposer, seconder and the nominee, whom are all members, and must disclose any position the nominee holds in the Club.
- (d) If the number of nominations received for the Committee is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Committee, then those nominated shall be declared elected only if approved by the majority of Members entitled to vote at the Annual General Meeting.
- (e) Voting shall be conducted in such a manner and by such a method as determined by the Committee from time to time.
- (f) If at the close of the Annual General Meeting, vacancies on the Committee remain unfilled, the vacant position(s) will be deemed casual vacancies under **clause 9.8**.
- (g) If a person nominated at the Annual General Meeting is not approved by the majority of Members under **clause 9.5 (c)**, he or she will not be entitled to take office until approved by the Members at a General Meeting.
- (h) Committee Members elected under this **clause** shall be elected for a term of two (2) years.

9.6 Appointment and term of Appointed Committee Members

- (a) The Elected Committee Members may recommend the appointment of up to two (2) Appointed Committee Members to be appointed to the Committee, having regard to the personal and professional skills, diversity and experience the Elected Committee Members consider will be desirable.
- (b) Subject to provisions in this Constitution, the Elected Committee Members must fix the term of office of each Appointed Committee Member at the time of the Appointed Committee Member's appointment. The term of office must not extend beyond the next Annual General Meeting and the Appointed Committee Member may be re-appointed.

9.7 Chairperson

The Chairperson and Deputy Chairperson of the Committee shall be elected by the Committee from amongst their number at their first meeting after the Annual General Meeting. In the absence of the Chairperson from any meeting, the Deputy Chairperson will act as Chairperson, and in the absence of both of them the Committee may appoint a Committee Member who is present to act as Chairperson, and such Member shall, while so acting, exercise all powers of the Chairperson

9.8 Casual Vacancies

Subject to **clause 9.5** any casual vacancy occurring in the position of Committee Member may be filled by the remaining Committee Members appointing a Member. Any casual vacancy may only be filled until the next Annual General Meeting.

9.9 Committee may Act

If there are any casual vacancies on the Committee, the remaining Committee Members may act but, if the number of remaining Committee Members is not sufficient to constitute a

quorum at a meeting of the Committee, they may act only for the purpose of increasing the number of Committee Members to a number sufficient to constitute a quorum.

9.10 Duties of Committee Members

Committee Members must act in accordance with both the Objects of this Constitution and Division 3A of the Act.

9.11 Cessation of Committee Member

- (a) The office of a Committee Member becomes vacant if the Committee Member:
- (i) ceases to maintain eligibility under **clause 9.3**;
 - (ii) dies;
 - (iii) is unable to continue as a Committee Member due to a medical reason;
 - (iv) cannot obtain or retain office under section 30 of the Act;
 - (v) resigns his or her office by notice in writing to the Club;
 - (vi) is absent without the consent of the Committee from meetings of the Committee held during a period of three (3) months;
 - (vii) holds any office of employment with the Club;
 - (viii) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of his or her interest (and which amounts to a conflict of interest);
 - (ix) in the case of an Appointed Committee Member, is removed from office by the Elected Committee Members;
 - (x) is removed by the Members at a General Meeting; or
 - (xi) would otherwise be prohibited from being an 'officeholder' of a corporation under the *Corporations Act 2001 (Cth)* or under a similar legislative enactment of another State or Territory of Australia.
- (b) If a Committee Member is removed by resolution of the Members, the Committee Member cannot be reappointed to the Committee without a further resolution of Members authorising the appointment.

9.12 Proceedings of the Committee

- (a) The Committee must meet at least four (4) times in every calendar year for the dispatch of business (and must meet at least as often as is required under the Act) and in accordance with principles of good governance. Subject to this Constitution, the Committee may adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Subject to this Constitution, questions arising at any meeting of the Committee may be decided by resolution of the Committee Members. Each Committee Member has one (1) vote on any question. The chair does have a casting vote.
- (c) A resolution in writing, signed or assented to by email, facsimile or other form of visible or other electronic communication by all the Committee Members shall be as valid and effectual as if it had been passed at a meeting of Committee Members duly convened and held. Any such resolution may consist of several documents in like form each signed or assented to by one (1) or more of the Committee Members. A resolution may not be passed under this sub-clause if, before it is circulated for voting under this sub-clause the Committee resolves that it can only be put at a meeting of the Committee. A resolution passed under this sub-clause must be recorded in the minutes.
- (d) A meeting of the Committee may be conducted face to face or held using any technology to enable each Committee Member to communicate with the other Committee Members, as long as all Committee Members are able to communicate to each other simultaneously. If a meeting of the Committee Member is held by telephone link up or other contemporaneous audio or audio visual communication, a Committee Member is taken to be present unless the Committee Member states to the chairperson that the Committee Member is disconnecting his or her telephone or communication device.

9.13 Quorum

At meetings of the Committee the number of Committee Members whose presence is required to constitute a quorum shall be five (5).

9.14 Conflict of Interest

- (a) The Committee Members must comply with sections 31 and 32 of the Act regarding disclosure of interests and voting on contracts in which a Committee Member has an interest.
- (b) The nature of the interest of a Committee Member must be declared at the meeting of the Committee at which the relevant matter is first taken into consideration, if the interest then exists. In any other case, the interest should be revealed to the Committee at the next meeting of the Committee. If a Committee Member becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Committee held after the Committee Member becomes interested.
- (c) All disclosed interests must also be disclosed to each Annual General Meeting in accordance with the Act.
- (d) In the event of any uncertainty as to whether it is necessary for a Committee Member to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the Committee. If this is not possible, the matter shall be adjourned or deferred.
- (e) A general notice stating that a Committee Member is a member of, or associated with, any entity and that he or she is 'interested' in all transactions with that entity is sufficient declaration under **clause 9.14 (d)**. After the distribution of the general notice, it is not necessary for the Committee Member to give a special notice regarding any particular transaction with that firm or company.
- (f) Any declaration made, any disclosure or any general notice given by a Committee Member under this clause 9.14 must be recorded in the minutes of the relevant Meeting.

9.15 Appointment of office holders

- (a) The Club may have a Manager and must have a Secretary and Public Officer (appointed in accordance with this **clause 9.15**).
- (b) The Manager may be appointed by the Committee for such term and on such conditions as the Committee thinks fit. The Manager holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to the Manager by the Committee Members. The Committee Members may suspend or remove the Manager from that office. The Manager is entitled, subject to a determination otherwise by the Committee Members, to attend all meetings of the Club, all meeting of the Committee Members and any Committees and may speak on any matter, but does not have a vote.
- (c) There must be a Secretary who is to be appointed by the Committee Members. The Committee Members may suspend or remove a Secretary from that office. A Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Committee Members. The Secretary may be the Manager.
- (d) The Committee must appoint a Public Officer, who may also undertake other roles for the Club and may be the Manager or Secretary.

10. RECORDS AND ACCOUNTS

10.1 Accounts to be Kept and Distributed

- (a) The Club must keep such accounting records as correctly record and explain the transactions and financial position of the Club as required by the Act.
- (b) The Committee Members will cause proper accounting and other records to be audited and distributed in accordance with Division S2 of the Act, including all documents required to be distributed to the Members for the purpose of the Annual General Meeting.
- (c) The Club must lodge with the Corporate Affairs Commission such periodic returns, containing accounts and other information relevant to the affairs of the Club, as the Act and associated regulations (Associations Incorporation Regulations 2023) may require.

10.2 Transaction Accounts

- (a) The Club shall open and keep at least one (1) transaction account as the Committee may from time to time determine, and all monies belonging to the Club shall, as soon as practicable after the same shall be received, be paid and deposited to the credit of those account(s) of the Club.
- (b) No withdrawal shall be made from, and no cheques shall be drawn on, any transaction account in the name of the Club unless the withdrawal form, cheques or electronic transfer is signed or password-activated, as appropriate, by a person appointed by the Committee for such purposes. All extraordinary and capital expenditure must be unequivocally ratified by the Committee.

10.3 Auditor

- (a) A properly qualified auditor or auditors shall be appointed by the Committee Members at each Annual General Meeting and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Act.
- (b) The auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.
- (c) If appointment of an auditor is not made at an Annual General Meeting, the Committee shall appoint an auditor for the current Financial Year.
- (d) The following people may not be appointed as an auditor:
 - (i) an officer of the Club, including a Committee Member (and any partners, employers or employees of officers); or
 - (ii) an employee of the Club, including the Manager (and any partners, employers or employees of employees).
- (e) The auditor may be removed by the Committee Members.
- (f) The auditor has a right of access at all reasonable times to the accounting records and other records of the Club and is entitled to require from any officer of the Club such information and explanations as he or she desires for the purpose of an audit.
- (g) The auditor must provide the Committee with reports that comply with the Act with sufficient time for the Committee to lay such material before the Members as and when required (including for the Annual General Meeting).
- (h) The reasonable fees and expenses of the auditor are payable by the Club.

10.4 Application of Income

- (a) The income and property of the Club shall be applied solely towards the promotion of the Objects.
- (b) Except as prescribed in this Constitution or the Act:
 - (i) no portion of the income or property of the Club shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any Member; and
 - (ii) no remuneration or other benefit in money or money's worth shall be paid or given by the Club to any Member who holds any office of the Club.
- (c) Nothing in **clauses 10.4 (a) or 10.4 (b)** shall prevent payment to any Member for:
 - (i) any services actually rendered to the Club whether as an employee, Committee Member or otherwise;
 - (ii) bona fide remuneration of a Member for expenses incurred on behalf of the Club;
 - (iii) goods supplied to the Club in the ordinary and usual course of operation;
 - (iv) interest on money borrowed from any Member;
 - (v) rent for premises demised or let by any Member to the Club; or
 - (vi) any out-of-pocket expenses incurred by the Member on behalf of the Club,

provided that any such payments shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction and there is no conflict of interest in making the payment.

10.5 Non-Profit

The assets and income of the organisation shall be applied solely in furtherance of its above mentioned objects and no portion shall be distributed directly or indirectly to members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

11. ADMINISTRATION

11.1 Winding Up

The Club may be wound up in a manner provided for in the Act.

11.2 Distribution of Assets and Property on Winding Up

- (a) If after winding up or dissolution of the Club, there remains, after satisfaction of all its debts and liabilities, any assets or property, the same shall not be paid to or distributed to its Members, but instead, those assets or property must be given or transferred to another organisation(s) that has objects similar to the Objects of the Club.
- (b) Those organisation(s) must prohibit the distribution of income and property among its members to an extent at least as great as that imposed on the Club by this Constitution.
- (c) The organisation(s) is to be determined by the Members in a General Meeting at or before the time of dissolution. If this does not occur, the decision will be made by a judge of the Supreme Court of South Australia or other courts may have or acquire jurisdiction in the matter.

11.3 Amendment of Constitution

This Constitution can only be amended by Special Resolution of the members at a General Meeting.

11.4 Regulations

- (a) The Committee may formulate, issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of the Club and the advancement of the purposes of the Club and the Sport in South Australia as it thinks necessary or desirable, including without limitation:
 - (i) Regulations governing the hearing and determination of internal disputes, protests or complaints made by or against Members or participants or the Club or disciplinary matters generally; or
 - (ii) any other matter involving the enforcement of this Constitution or the Regulations; or
 - (iii) policies of the Club against Members or participants or the Club (including, but not limited to, matters which involve Members acting in a manner unbecoming of a Member or prejudicial to the Objects; or
 - (iv) interests of the Club and/or Sport or Members bringing other Members, the Club and/or Sport into disrepute).
- (b) Such Regulations must be consistent with the Constitution and any policy directives of the Committee. All Regulations are binding on the Club and all Members.
- (c) All clauses, rules, by-laws and Regulations of the Club in force at the date of the approval of this Constitution (as long as such clauses, rules, by-laws and Regulations are not inconsistent with, or have been replaced by, this Constitution) shall be deemed to be Regulations and shall continue to apply.

11.5 Bulletins Binding on Members

Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members by means of bulletins approved by the Committee and prepared and issued by the Manager or delegate. The matters in the bulletins are binding on all Members.

11.6 Notice

- (a) Notices may be given by the Club to any person entitled under this Constitution to receive any notice. Notices will be sent by pre-paid post or facsimile transmission or, where available, by electronic mail (email) to the Member's registered address or facsimile number or email address. Notices to Delegates will be sent to the last notified address, facsimile number or email address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected fourteen (14) days after posting.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- (d) Where a notice is sent by email, service of the notice shall be deemed to be effected the next business day after it was sent.
- (e) Notices given to the Club are subject to **clauses 11.6 (a), (b), (c) and (d)**.

11.7 Patrons and Vice Patrons

At a General Meeting, the Club, on the recommendation of the Committee, may annually appoint a chief patron and the number of patrons, as it considers necessary. This is subject to approval of that person or persons.

11.8 Indemnity

- (a) To the extent allowed under the Act, the Committee Members of the Club shall be indemnified out of the property and assets of the Club against any liability incurred by them in their capacity as Committee Member in defending any proceedings, whether civil or criminal.
- (b) To the extent allowed under the Act, the Club shall indemnify its Committee Members against all damages and losses (including legal costs) for which any such Committee Member may be or become liable to any third party in consequence of any act or omission except wilful misconduct performed or made while acting on behalf of and with the authority, express or implied, of the Club.

11.9 Transitional Provisions

Any appointment made, motion passed, agreement entered into or any other thing done under the constitution of the Club repealed upon the adoption of this Constitution, if in force at the time of the adoption of this Constitution, shall continue in force as far as practicable and shall continue to have the same status, operation and effect as if made under this Constitution.

Constitution Version Control

24/11/2024	Naming Permanent part of the Racecourse	Guidelines to recognise contributions by Members
19/11/2023	Associations Incorporation Regulations 2023	Recognise the update to the "Associations Incorporation Regulations" and as such any reference to those regulations should refer to it as "Associations Incorporation Regulations 2023" not "Associations Incorporation Regulations 2008".
27/06/2023	Entire Constitution	Revised Constitution to include SA Government Sport & Recreation template with Racing SA components.
25/11/2018	Life Membership	Life Membership to be available to those who have rendered valuable services, not only as a committee member.
07/08/2015	Non-profit clause	The assets and income of the organisation shall be applied solely in furtherance of its above mentioned objects and no portion shall be distributed directly or indirectly to members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.
07/08/2015	Financial Year	The financial year of the club shall end on the 30 th day of September in each year.
02/12/2012	Membership	Application for membership to go through the committee; removing the need to be proposed and seconded by members.
02/12/2012	Committee	Adding volunteers
02/12/2012	Secretary	Adding roles of Secretary/Promotions, Finance/Race Day & Events Officers, to fulfil the position known as Secretary.
02/12/2012	Proceedings of Committee	Remove the day on which they meet each month.