



# Canberra Racing Club Incorporated **CONSTITUTION**

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## PART I - PRELIMINARY

### 1. Name

- (a) The name of the Club is the Canberra Racing Club Incorporated;
- (b) The Club is a club incorporated under the provisions of the *Associations Incorporation Act 1991* (ACT) as amended and anything in this constitution or any act of the Club or the Board or the office bearers which is inconsistent with the said Act or any amendment thereof or any regulation made thereunder shall be null and void to the extent of the inconsistency.

### 2. Interpretation

- (a) In this Constitution, unless a contrary intention appears -
  - "**Act**" means the *Associations Incorporation Act 1991* (ACT), as amended or replaced from time to time;
  - "**Australian Rules of Racing**" means the "Australian Rules of Racing" as amended or replaced from time to time and as adopted by the 'Australian Racing Board' or its successor;
  - "**Board**" means the Board of Directors of the Club elected or appointed pursuant to this Constitution, from time to time;
  - "**Bookmaker Category**" shall consist of those Licenced Persons determined by the Board as coming within this Category and includes a bookmaker, a bookmaker's clerk, a bookmaker's agent and any person who holds a Licence issued by the Gambling and Racing Commission or its successor or any similar body or authority anywhere in Australia;
  - "**Category**" means categories of Licenced Persons being either a Bookmaker Category, a Jockey Category or a Trainer Category;
  - "**CEO**" means the person holding office under the Constitution as "Chief Executive Officer" of the Club or, where no such person holds that office, the public officer of the Club;
  - "**Chair**" means the person appointed as the Chair in accordance with clause 19;
  - "**Club**" means the Canberra Racing Club Incorporated; "Constitution" means the Canberra Racing Club Incorporated Constitution;
  - "**Director**" means a member of the Club who is elected or appointed to the Board;
  - "**Financial Year**" means the year ending on 30 June;
  - "**Jockey Category**" shall consist of those Licenced Persons determined by the Board

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as coming within this Category and includes a jockey, an apprentice jockey, approved rider and rider's agent;

**"Licence"** includes any Licence, approval or permit capable of being held by a Licenced Person for the purpose of racing, gaming or gambling anywhere in Australia;

**"Licenced Person"** means:

- (i) any person who holds a Licence under the Australian Rules of Racing, issued by:
  - A. a Principal Racing Authority;
  - B. any club; or
  - C. any association.
- (ii) any person who holds a Licence issued by the Gambling and Racing Commission or its successors or any similar body or authority anywhere in Australia; or
- (iii) any person who the Board determines is a Licenced Person pursuant to the provisions of clause 30.

**"Lot"** means to choose someone by random selection through a process whereby each person puts their name on a piece of paper and puts in a container. The person's name drawn by the Chair or Chair's delegate is the successful candidate(s).

**"Member"** means a member, however described, of the Club;

**"Month"** means a calendar month;

**"Principal Racing Authority"** means a "Principal Racing Authority" as defined by the Australian Rules of Racing;

**"Registered Horse Racing"** includes a "Registered Meeting" and a "Registered Race Meeting" as defined by the Australian Rules of Racing;

**"Regulations"** means the Associations Incorporation Regulation 1991 (ACT);

**"Special Resolution"** means a resolution of which notice has been given, that has been passed by at least 75% of the votes cast by Members entitled to vote on the resolution;

**"Trainer Category"** shall consist of those Licensed Persons determined by the Board as coming within this Category and includes a number 1 trainer, trainer, owner/trainer, stable foreman and stable hand;

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“**Treasurer**” means the person appointed as the Treasurer in accordance with clause 19; and

“**Vice-Chair**” means the person appointed as the Vice-Chair in accordance with clause 19.

(b) In this Constitution -

(i) a reference to a function includes a reference to a power, authority and duty; and

(ii) 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 or the performance of the duty.

(c) The provisions of the *Interpretation Act 1967* (ACT) apply to and in respect of the Constitution in the same manner as those provisions would so apply if this Constitution was an instrument made under the Act.

### 3. Objects

The objects of the Club are -

- (a) To promote, develop, encourage, carry on and control registered horse racing;
- (b) To make, adopt and enforce this Constitution for the conduct of registered horse racing and betting in relation to registered horse racing;
- (c) To hear appeals in relation to rulings or decisions made in relation to registered horse racing or betting in relation to registered horse racing;
- (d) To conduct horse races and race meetings;
- (e) To act as a “Principal Club” for horse racing in the Australian Capital Territory;
- (f) To acquire, construct or improve courses on which horses may be trained and raced;
- (g) To develop, dispose for valuable consideration and utilise the Club’s assets for the purpose of promoting and encouraging horse racing and the training of racehorses;
- (h) To promote, develop and encourage best practice for the welfare of participants and racehorses;
- (i) To provide amenities and recreational facilities including but not limited to the

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provision of Licenced premises for the use of Members and their guests and to establish reciprocal rights for Members with clubs or associations outside the Australian Capital Territory;

- (j) To promote, by research and otherwise, all aspects of the breeding, training and racing of horses;
- (k) To prepare and implement plans and strategies for the management of the financial affairs of horse racing and for the development, promotion and marketing of horse racing;
- (l) To affiliate or associate with clubs outside the Australian Capital Territory with similar interests and objects;
- (m) To participate in any national body coordinating horse racing in Australia;
- (n) To establish or manage benevolent funds for the benefit of Members, former Members and persons involved in horse racing or their relatives;
- (o) To disseminate information relevant to the Club's objects, either alone or in conjunction or co-operation with any other organisation by publication or electronic media;
- (p) To support and encourage responsible gambling and control gambling activities;
- (q) To enter into reciprocal arrangements with any other controlling body with respect to any matter relating to the administration and control of horse racing; and
- (r) To carry on any other activity whatever which is calculated directly or indirectly to enhance or further the interests of the Club.

#### **4. Profits**

- (a) The profits, if any, arising from the transactions of the Club shall be applied in and to the furtherance of the Club's objects and shall not be distributed amongst nor shall it be an object of the Club to secure pecuniary profit to Members or relatives of Members.
- (b) In particular, a person (whether or not a Member) is not entitled to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not available equally to all Members of the Club other than a profit, benefit or advantage -
  - (i) that arises under an agreement where the parties are dealing with each

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- other at arm's length; or
- (ii) conferred on a Member under a resolution passed at a general meeting of Members.
- (c) Furthermore, a person (whether or not a Member) is not entitled to derive, directly or indirectly, any profit, benefit or advantage from -
  - (i) the Club having applied for the grant of a gaming Licence;
  - (ii) the grant of a gaming Licence to the Club; or
  - (iii) any added value that may accrue to the premises of the Club because of the grant of a gaming Licence to the Club that is not available equally to all Members of the Club.

## **PART II - MEMBERSHIP**

### **5. Membership qualifications**

- (a) A person is qualified to be a Member if -
  - (i) the person is a person referred to in section 21 (2) (a) or (b) of the Act and has not ceased to be a Member of the Club at any time after incorporation of the Club under the Act; or
  - (ii) the person has applied to the Club for membership and has paid for the type of membership they have requested and are approved for the membership at the next meeting of the Board.
- (b) All Members shall be at least eighteen years of age and there shall be six classes of membership:
  - (i) Life Members
  - (ii) Members
  - (iii) Honorary Members
  - (iv) Senior Members
  - (v) Young Members
  - (vi) Veteran Members



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- (c) The class of Life membership shall consist of any person who has rendered valuable service to the Club and who has been nominated by the Board and who has been elected by any General meeting of the Club as a Life Member provided that the total number of Life Members shall not exceed five per cent of the total membership of the Club.
- (d) The class of Honorary Members shall consist of persons elected by the Board on such terms and conditions as the Board may deem expedient.
- (e) The class of Senior Members shall be those Members who hold either a Senior's Card issued by the ACT Government or a Card which is, in the opinion of the Board, the equivalent thereof issued by the Government of a State or the Northern Territory, or who were Senior Members at 17 October 1995.
- (f) The class of Young Members shall consist of those Members who have attained the age of eighteen (18) years and not yet attained the age of thirty (30) years.
- (g) The class of Veteran Members shall consist of Members who have held 30 continuous years of membership and have attained 70 years of age.

### **6. Application for Membership**

- (a) As soon as is practicable after receiving a paid for application for membership, the CEO shall refer the nomination to the Board which shall determine whether to approve or to reject the application.
- (b) Where the Board determines to approve an application for membership it shall be recorded in the minutes of that meeting and the CEO shall record the new Member in the register of Members.

### **7. Membership entitlements not transferable**

- (a) A right, privilege or obligation which a person has by reason of being a Member of the Club –
  - (i) is not capable of being transferred or transmitted to another person; and
  - (ii) terminates upon cessation of the person's membership.

### **8. Decisions of the Board**

The decision of the Board shall be final on all questions of membership.

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## 9. Members who are employees of the Club

A person cannot be an employee and Member of the Club at the same time.

## 10. Cessation of Membership

A person ceases to be a Member of the Club if the person -

- (a) Dies or, in the case of a body corporate, is wound up;
- (b) Resigns from membership of the Club;
- (c) Is expelled from the Club in accordance with clause 14(c)(vi);
- (d) Fails to pay the annual membership subscription within 28 days of the date in which the subscription becomes due and payable; or
- (e) Makes any general assignment for the benefit of that Member's creditors or general composition with that Member's creditors.

## 11. Resignation of Membership

- (a) A Member may resign from membership of the Club provided the Member has met all the following requirements -
  - (i) once the Member has paid any amounts that remain outstanding and owing by the Member to the Club; and
  - (ii) upon giving reasonable written notice (which does not need to be more than 1 week) to the Board of the Member's intention to resign.
- (b) Upon the expiration of the period of notice:
  - (i) the Member ceases to be a Member provided the Member has paid in full any outstanding amounts to the Club; and
  - (ii) the CEO shall make the appropriate entry in the register of Members, recoding the date when the Member ceases to be a Member.

## 12. Fees and Subscriptions

- (a) The nomination fee to the Club is \$1, or if any other amount has been determined by resolution of the Board, such other amount or the Board may waive the payment of a nomination fee.

- (b) The annual membership subscription for all membership classes, other than life Members and honorary Members, is to be determined annually by resolution of the Board

### **13. Members liabilities**

The liability of a Member to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the Member in respect of membership of the Club.

### **14. Disciplining of Members**

- (a) A complaint concerning a member of the Club must be lodged in writing with the CEO.
- (b) If the CEO considers that the matters complained of are not trivial and would, if substantiated, amount to conduct which is contrary to the interests of the Club, the CEO shall refer the complaint to the discipline committee. The discipline committee shall comprise of 3 Directors of the Board appointed by the Board pursuant to clause 27.
- (c) The discipline committee may dismiss the complaint or where the discipline committee is of the opinion that a Member -
  - (i) has persistently refused or neglected to comply with a provision of this Constitution; or
  - (ii) has acted in a manner prejudicial to the interests of the Club;the discipline committee may, by resolution –
  - (iii) refer the matter to the Chair with a recommendation that the Member be counselled;
  - (iv) impose a fine not exceeding \$1,000.00;
  - (v) suspend the Member from such rights and privileges of membership of the Club as the discipline committee may determine for a specified period; or
  - (vi) expel the Member from the Club.
- (d) A resolution of the discipline committee under sub clause (c) is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days

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after service on the Member of a notice under sub clause (e), confirms the resolution in accordance with this clause.

- (e) Where the discipline committee passes a resolution under sub clause (c), the CEO shall, as soon as practicable, cause a notice in writing to be served on the Member
  - (i) setting out the resolution of the discipline committee and the grounds on which it is based;
  - (ii) stating that the Member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
  - (iii) stating the date, place and time of that meeting; and
  - (iv) informing the Member that the Member may do either or both of the following:
    - A. attend and speak at that meeting;
    - B. submit to the Board at or prior to the date of that meeting written representations relating to the resolution.
- (f) Subject to section 50 of the Act, at a meeting of the Board mentioned in sub clause (d), the Board shall -
  - (i) give to the Member mentioned in sub clause (c) an opportunity to make oral representations;
  - (ii) give due consideration to any written representations submitted to the Board by that Member at or prior to the meeting; and
  - (iii) by resolution determine whether to confirm or to revoke the resolution of the Board made under sub clause (c).
- (g) Where the Board confirms a resolution under sub clause (f), the CEO shall, within 7 days after that confirmation, by notice in writing inform the Member of that confirmation and of the Member's right of appeal under clause 15.
- (h) A resolution confirmed by the Board under sub clause (f) does not take effect -
  - (i) until the expiration of the period within which the Member is entitled to appeal against the resolution where the Member does not exercise the right of appeal within that period; or

- (ii) where within that period the Member exercises the right of appeal, unless and until the Club confirms the resolution in accordance with sub clause (d).

### **15. Right of appeal of disciplined Member**

- (a) A Member may appeal to the Club in a general meeting against a resolution of the Board which is confirmed under clause 14(d), within 7 days after notice of the resolution is served on the Member, by lodging with the CEO a notice to that effect.
- (b) Upon receipt of a notice under sub clause (a), the CEO shall notify the Board which shall convene a general meeting of the Club to be held within 21 days after the date on which the CEO received the notice or as soon as possible after that date.
- (c) Subject to section 50 of the Act, at a general meeting of the Club convened under sub clause (b) -
  - (i) no business other than the question of the appeal shall be transacted;
  - (ii) the Board and the Member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
  - (iii) the Members present shall vote by secret ballot on the question of whether the resolution made under clause 14(f) should be confirmed or revoked.
- (d) If the meeting passes a Special Resolution in favour of the confirmation of the resolution made under clause 14(f), that resolution is confirmed.

## **PART III - THE BOARD**

### **16. Powers of the Board**

The Board, subject to the Act, the Regulations, this Constitution, and to any resolution passed by the Club in general meeting -

- (a) shall control and manage the affairs of the Club;
- (b) may exercise all such functions as may be exercised by the Club other than those functions that are required by the Constitution to be exercised by the Club in general meeting; and
- (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Club.

### 17. Constitution and membership of the Board

- (a) The Board shall consist of up to ten (10) Directors, each of whom shall be elected pursuant to clause 18 or appointed in accordance with sub clause (c).
- (b) Subject to sub clause (d), and the terms of this Constitution, each Member of the Board shall hold office as a Director until the conclusion of the second annual general meeting following the date of the Member's election.
- (c) In the event of a vacancy in the membership of the Board, the Board may appoint a Member of the Club to fill the vacancy and the Member so appointed shall hold office as a Director, subject to this Constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (d) To ensure that each year an election is held for at least 5 of the Members of the Board, if more than 5 places are vacant on the Board then:
  - (i) in the event of a ballot the term of office of the 5 newly elected Directors with the highest number of votes shall expire at the conclusion of the second annual general meeting following the Member's election and the term of office of the balance of the newly elected Directors shall expire at the conclusion of the next annual general meeting; or
  - (ii) in any other event the term of office of the newly elected or appointed Directors shall be determined by lot, notwithstanding the provisions of sub clause (c).
- (e) Every Director of the Board is eligible for re-election when their term of office expires.

### 18. Election of Directors

- (a) Nominations of candidates for election as Directors -
  - (i) shall be made in writing, signed by 1 Member of the Club who has nominated the candidate and accompanied by the written consent of the candidate and details of the candidate's residential address and of any Licence held by that candidate (which shall be endorsed on the nomination form);
  - (ii) shall be delivered to the CEO not less than 21 days before the date fixed for the annual general meeting at which the election is to take place;

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- (iii) the candidate must be a financial Member of the Club prior to the time of nomination; and
  - (iv) upon receipt of any nomination, where the nominee is a Licenced Person, the Board shall determine as soon as possible (and in any event before ballot papers are sent to Members) into which Category of Licensed Person that the nominee is deemed to be included.
- (b) Subject to clause 18(f), if insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (c) If insufficient further nominations are received, any vacant positions remaining on the Board shall be deemed to be vacancies.
- (d) Subject to clause 18(f), if the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.
- (e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held in the following manner -
  - (i) when nominations close, the CEO is to contact each nominee and invite them, if they wish, to provide a candidate profile in a form approved by the Board within three working days. The profiles provided by nominees are to be compiled and emailed out to Members with the ballot papers. The order of the candidates will be the same as determined by the Secretary in the presence of the returning officer conducting a draw by lot for positions on the ballot paper.
  - (ii) the CEO shall forward to each financial Member notice of the nominations for election and of the ballot to be held.
  - (iii) not less than 10 days before the date of the Annual General Meeting the CEO shall provide, either by electronic means or post, all Members entitled to vote a ballot paper and, where applicable, an envelope marked "Ballot Paper".
  - (iv) every ballot paper shall show:
    - A. the details of the candidates along with their respective profiles;  
and

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- B. if the nomination discloses the Member is a Licenced Person, that description, details of the Licence held and the Category of Licence held.
- (v) the order of the candidates will be determined by the CEO in the presence of the returning officer conducting a draw by lot for positions on the ballot paper.
- (vi) a Member shall vote for as many candidates as there shall be vacancies to be filled.
- (vii) a Member voting by other than electronic means, shall enclose the ballot paper in the "Ballot Paper" envelope provided, sign as prescribed the slip attached to the envelope and post or deliver the sealed "Ballot Paper" envelope so that it is received by the CEO before the time set down for the close of the ballot.
- (viii) a ballot paper may only be completed personally by the Member to whom it is given or sent and no attorney or other agent may exercise the voting rights of a Member.
- (ix) the Board shall prior to the closing of the ballot appoint a returning officer and two scrutineers, for the purpose of the counting of the ballot.
- (x) the CEO shall hand unopened to the returning officer all "Ballot Paper" envelopes received. The returning officer before opening the envelopes shall check against the register maintained by the CEO the entitlement of Members to vote and after the count certify in writing to the Chair of the General Meeting the number of formal votes cast for each candidate.
- (xi) where the votes cast for two or more candidates are equal but insufficient vacancies exist for the election of those candidates the question of which of those candidates shall be elected to the vacancies shall be determined by Lot.
- (xii) the ballot shall close at the time fixed for the commencement of the Annual General Meeting.
- (xiii) subject to the provisions of this clause the ballot shall be conducted as the Board determines.



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- (f) Subject to clause 18(g), No more than 2 Members of the Board shall be Licenced Persons.
- (g) Where the result of an election would otherwise result in the provisions of clause 18(f) being breached then to ensure compliance with sub clause 18(f) -
  - (i) the existing Director whose position on the Board is not up for re-election shall remain as a Director;
  - (ii) subject to sub clause (i), in the event of a ballot being held the person with the most votes shall be elected, or in the event that the votes counted for two or more persons are equal the candidate to be elected shall be determined by lot; and
  - (iii) subject to sub clause (i), in the event that no ballot is necessary the nominee or nominees to be appointed to the Board shall be determined by lot.
- (h) In any other case, where the provisions of sub clause 18(f) are or may be breached, the Board shall determine the correct procedure for ensuring compliance with sub clause 18(f).

### **19. Chair, Vice-Chair and Treasurer**

- (a) At its first meeting after the Annual General Meeting, the Board shall elect one of its Directors to be Chair, one to be Vice-Chair and one to be Treasurer. In the event of the Chair, Vice-Chair or Treasurer ceasing to hold office for any reason, the Board shall elect a new Chair, Vice-Chair or Treasurer at its first meeting thereafter.
- (b) No person shall be elected as Chair in five successive years.

### **20. CEO**

- (a) The Board shall from time to time as and when that office becomes vacant appoint a CEO as the Chief Executive Officer of the Club.
- (b) The CEO shall ensure that minutes of all the following are kept -
  - (i) all elections and appointments of office-bearers and Directors of the Board;
  - (ii) the names of Directors of the Board present at a Board meeting or a general meeting; and

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- (iii) all proceedings at Board meetings and general meetings.
- (c) Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.
- (d) The CEO shall arrange as follows -
  - (i) collect and receive all moneys due to the Club and make all payments authorised by the Club; and
  - (ii) keep correct accounts and books showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the Club.

### **21. Auditor**

- (a) There shall be at least one Auditor of the Club, who shall be a registered company Auditor and who shall retire annually at the annual general meeting, but who shall be eligible for re-election. The Auditor shall not be an officer of the Club, or a partner, employer or employee of an officer of the Club, or a partner or employee of someone employed by an officer of the Club.
- (b) It shall be the duty of the Auditor to audit the books and accounts prepared by the CEO for submission at the general meetings and to certify to the correctness thereof. Should any vacancy in the office of auditor occur after any general meeting the Board shall have power to fill such vacancy until the next general meeting. The remuneration of the auditor shall be fixed by the Board.

### **22. Financial Year**

The Financial Year of the Club ends on 30 June in each year.

### **23. Vacancies**

- (a) For the purposes of this Constitution, a vacancy in the office of a Director of the Board occurs if the Director -
  - (i) dies;
  - (ii) ceases to be a Member of the Club;
  - (iii) resigns the office;
  - (iv) is removed from office pursuant to clause 24;

- (v) becomes an insolvent under administration within the meaning of the *Corporations Act 1901 (Cth)*;
  - (vi) suffers from mental or physical incapacity;
  - (vii) is disqualified from office under section 63(1) of the Act;
  - (viii) is absent without the consent of the Board from any three consecutive meetings of the Board; or
  - (ix) becomes a Licenced Person or the Member changes the Member's Category and this causes the provisions of clause 1818(f) to be breached.
- (b) Within 31 days of a Board vacancy arising the CEO shall advise, electronically or by post, to all Members who have provided such contact details, and advise of any action proposed by the Board to fill the vacancy.

#### **24. Removal of Board Directors**

The Club in a general meeting may by Special Resolution, subject to section 50 of the Act, remove any Director of the Board from the office of Director of the Board before the expiration of the Director's term of office.

#### **25. Board meetings and quorum**

- (a) The Board shall meet at least 3 times in each calendar year at such place and time as the Board may determine.
- (b) Additional meetings of the Board may be convened by written notice signed by 3 Directors of the Board.
- (c) Notice of a meeting of the Board shall be given by the CEO to each Member of the Board at least 48 hours (or such other period as may be unanimously agreed upon by the Directors of the Board) before the time appointed for the holding of the meeting.
- (d) One half of the number of Directors of the Board plus one shall constitute a quorum for the transaction of the business of a meeting of the Board.
- (e) No business shall be transacted by the Board unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.

- (f) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
- (g) At meetings of the Board -
  - (i) the Chair or in the absence of the Chair, the Vice-Chair shall preside or if the Chair and the Vice-Chair are absent, 1 of the remaining Directors of the Board may be chosen by the Directors present to preside;
  - (ii) in addition to one vote as a Director of the Board, the presiding Member of the Board shall be entitled to exercise a second or casting vote;
  - (iii) all votes shall be given personally and no Director of the Board shall be entitled to appoint another Director as proxy.

### **26. Circulating resolution**

- (a) The Board may sign a document (or two or more separate documents in identical terms) containing a statement that it is in favour of a resolution, the resolution in those terms is deemed for the purpose of the Act to have been passed.
- (b) The resolution is passed when the last Board member signs.
- (c) The document constitutes a minute, and the CEO must enter the passed resolution into the minute book of the Club and circulate a copy of passed resolution to Directors.

### **27. Delegation by Board to committee**

- (a) The Board may delegate to 1 or more committees (consisting of such Directors or Members of the Club as the Board thinks fit) the exercise of such of the functions of the Board as the Board specifies.
- (b) A function, the exercise of which has been delegated to a committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the committee in accordance with the terms of the delegation.
- (c) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified.
- (d) Notwithstanding any delegation under this clause, the Board may continue to exercise any function delegated.
- (e) Any act or thing done or suffered by a committee acting in the exercise of a

delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.

- (f) The Board may revoke wholly or in part any delegation under this clause.
- (g) A committee may meet and adjourn as it thinks proper except as required by this Constitution or specified by the Board.

### **28. Voting and decisions**

- (a) Questions arising at a meeting of the Board or of any committee appointed by the Board shall be determined by Ordinary Resolution of Directors of the Board or committee present at the meeting, unless a Special Resolution is required under this Constitution.
- (b) Each Director present at a meeting of the Board or of any committee appointed by the Board (including the person presiding at the meeting) is entitled to 1 vote but, in the event of an equality of votes on any question, the Chair may exercise a second or casting vote.
- (c) Subject to clause 27(e), the Board may act notwithstanding any vacancy on the Board.
- (d) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a committee appointed by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any Director of the Board or Director or Club Member of the committee.

### **29. Decisions outside Meetings**

- (a) If a Director considers there is a pressing need for a Board decision upon a resolution outside the agreed scheduled meetings, and another Director seconds that resolution, that resolution is to be distributed to all Directors electronically and a decision may be reached by either -
  - (i) if all Directors agree by way of a Circulating Resolution, the decision is to be recorded and is to be confirmed in the minutes at the next scheduled Board meeting; or
  - (ii) if all Directors do not agree, the Chair can decide to call an earlier than scheduled meeting or hold the matter over to the next scheduled Board meeting. A Board meeting outside the scheduled meetings may be convened

and may be physical, online or a mixture of both, to reach a decision upon the resolution.

### **30. Determining a Licenced Person**

- (a) Notwithstanding the provisions of clause 27(d) and clause 28, for the purpose of determining whether any nominee for the Board or any sitting Director -
  - (i) Is or is not a Licenced Person; or
  - (ii) Is or is not in any particular Category;

the Board has the power at all times by resolution passed by a majority of those present and voting to make a final and binding declaration on the matter and the date from which the decision shall take effect. The Member who is the subject of the declaration has the right to speak but not to vote on that resolution.

### **31. Indemnity**

- (a) Indemnity of Officers
  - (i) to the extent permitted under applicable laws, each officer of the Club will be indemnified by the Club against any liability incurred as an officer of the Club, except to the extent that any such liability is due to the willful act or omission of the officer.
- (b) Insurance Premiums
  - (i) subject to all applicable laws, the Club may at all times pay premiums in respect of a contract insuring any officer of Club (whether with others or not) against liability incurred as an officer of the Club.
  - (ii) any premium in relation to an officer of the Club is in addition to any remuneration approved by the Members under this Constitution.
- (c) Contract
  - (i) the Club may contract with any officer of the Club in relation to the matters in clauses 31(a) and (b) during and after such person's tenure as an officer of the Club.

## **PART IV - GENERAL MEETINGS**

### **32. Annual general meetings - holding of**

- (a) The Club shall, at least once in each calendar year and within the period of 5 Months after the expiration of each Financial Year of the Club, convene an annual general meeting of its Members.
- (b) Sub clause (a) has effect subject to the powers of the Registrar-General under section 120 of the Act in relation to extensions of time.

### **33. Annual general meetings - calling of and business at**

- (a) The annual general meeting of the Club shall, subject to the Act, be convened on such date and at such place and time as the Board thinks fit.
- (b) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be -
  - (i) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - (ii) to receive from the Board reports on the activities of the Club during the last preceding Financial Year;
  - (iii) to elect Directors of the Board; and
  - (iv) to receive and consider the statement of accounts and the reports that are required to be submitted to Members pursuant to section 73(1) of the Act.
- (c) An annual general meeting shall be specified as such in the notice convening it in accordance with clause 33.
- (d) An annual general meeting shall be conducted in accordance with the provisions of this Part.

### **34. General meetings - calling of**

- (a) The Board may, whenever it thinks fit, convene a general meeting of the Club.
- (b) The CEO shall, not less than 21 days prior to the meeting, issue a notice to each Member in accordance with clause 35, stating -
  - (i) the date, time and place of the meeting; and

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- (ii) the date, being a date not less than 21 days prior to the date of the meeting, by which notice of special business to be brought forward at the meeting is to be lodged with the CEO.
- (c) The Board shall, on the requisition in writing of not less than twenty Members, convene a general meeting of the Club.
- (d) A requisition of Members for a general meeting -
  - (i) shall state the purpose or purposes of the meeting;
  - (ii) shall be signed by the Members making the requisition;
  - (iii) shall be lodged with the secretary; and
  - (iv) may consist of several documents in a similar form, each signed by 1 or more of the Members making the requisition.
- (e) If the Board fails to convene a general meeting within 1 Month after the date on which a requisition of Members for the meeting is lodged with the CEO, any 1 or more of the Members who made the requisition may convene a general meeting to be held not later than 3 Months after that date.
- (f) A general meeting convened by a Member or Member's referred to in sub clause (e) shall be convened as early as is practicable in the same manner as general meetings are convened by the Board and any Member who thereby incurs expense is entitled to be reimbursed by the Club for any reasonable expense so incurred.

### **35. Notice**

- (a) Except where this Constitution specifies that the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution of the Club, the CEO shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent -
  - (i) electronically to each Member at the Member's email address appearing in the register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting; or
  - (ii) by pre-paid post to the Member's postal address, appearing in the register of Members, where a Member has previously notified the Board that they



do not have access to emails or printers, including all relevant details specified in sub clause (i).

- (b) Where the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution of the Club, the CEO shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each Member in the manner provided in sub clause (a) specifying, in addition to the matter required under that sub clause, a copy of the motion and a notice of intention to propose the resolution as a Special Resolution.
- (c) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to clause 33(b).
- (d) If a Member wishes to bring any other business before a general meeting, the Member may give notice in writing of that business to the CEO who shall include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

### **36. General meetings - procedure and quorum**

- (a) No item of business shall be transacted at a general meeting unless a quorum of Member's entitled under the Constitution to vote is present during the time the meeting is considering that item.
- (b) Twenty Members (being Members entitled under this Constitution to vote at a general meeting), constitute a quorum for the transaction of the business of a general meeting.
- (c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of Members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- (d) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than 3) shall constitute a quorum.

### **37. Presiding Member**

- (a) The Chair, or in the absence of the Chair, the Vice-Chair, shall preside at each general meeting of the Club.
- (b) If the Chair and the Vice-Chair are absent from a general meeting, the Members present shall elect 1 of their number to preside at the meeting.

### **38. Adjournment**

- (a) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) Where a general meeting is adjourned for 14 days or more, the CEO shall give notice of the adjourned meeting to each Member of the Club in accordance with clause 35, stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) Except as provided in sub clauses (a) and (b), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **39. Making of decisions**

- (a) A question arising at a general meeting of the Club shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (b) At a general meeting of the Club, a poll may be demanded by the person presiding or by not less than 3 Members present in person at the meeting.
- (c) Where the poll is demanded at a general meeting, the poll shall be taken -
  - (i) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or

- (ii) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

### **40. Voting**

- (a) Subject to sub clause (c), upon any question arising at a general meeting of the Club a Member has 1 vote only.
- (b) All votes shall be given personally, and no Member shall be entitled to appoint another Member as proxy.
- (c) In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.
- (d) A Member, other than life Members, is not entitled to vote at any general meeting of the Club unless -
  - (i) The Member has paid the amount of the annual membership subscription payable in respect of the then current Financial Year by no later than 28 days from the date when the subscription becomes payable; and
  - (ii) The Member has held continuous membership for at least 12 Months immediately prior to the occasion on which it is proposed that the Member might vote; and
  - (iii) Any other money due and payable by a Member to the Club has been paid to the Club within 28 days of that money becoming due and payable.

## **PART V - MISCELLANEOUS**

### **41. Funds - source**

- (a) All money received by the Club shall be deposited as soon as practicable and without deduction to the credit of the Club's bank account.
- (b) The Club shall, as soon as practicable after receiving any money, issue an appropriate receipt upon request.
- (c) Subject to any resolution passed by the Club in general meeting, the funds of the Club shall be used in pursuance of the objects of the Club in such manner as the Board determines.

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- (d) All cheques, transfers, electronic payments, and banking instruments shall be administered in accordance with policies of the Board.

### **42. Alteration of objects and Constitution**

This Constitution may only be altered in accordance with the provisions of the Act.

Note: Attention is drawn to section 15(2) of the Racing Act which provides “The Racing Club must not amend its Constitution without giving the (Gambling and Racing) commission 14 days’ notice in writing.

### **43. Common seal and Execution by the Club**

- (a) The common seal of the Club shall be kept in the custody of the CEO.
- (b) The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures either of 2 Directors of the Board or of 1 Director and the CEO.
- (c) A document or proceeding requiring authentication by the Club may be authenticated by the signature of the public officer or the CEO (if any) of the Club and need not be authenticated under the common seal of the Club.
- (d) The Club may execute a document without using a common seal if the document is signed by 2 Directors of the Club.
- (e) The Club may, by the signature of 2 Directors of the Club, empower a person, either generally or in relation to a stated matter, as its agent or attorney, to execute deeds on its behalf.
- (f) A deed signed by the agent or attorney on behalf of the Club binds the Club
- (g) The authority of an agent or attorney empowered to act on behalf of the Club under sub section (d) as between the Club and a person dealing with the agent or attorney, continues during the period (if any) stated in the instrument conferring the authority or, if no period is stated, until notice of the revocation or termination of the agent’s or attorney’s authority has been given to that person.
- (h) Nothing in this section is taken —
  - (i) to affect the operation of any law in force in the ACT that requires some consent or sanction to be obtained, or some procedure to be complied with, in relation to the entering into, variation or discharge of a contract; or

- (ii) to prevent the Club from entering into, varying or discharging a contract under its common seal (if any).

#### **44. Custody of books**

Subject to the Act, the Regulations and the Constitution, the CEO shall keep in his or her custody or under his or her control all records, books, and other documents relating to the Club.

#### **45. Inspection of books**

The records, books and other documents of the Club shall be open to inspection at a place in the Australian Capital Territory, free of charge, by a Member of the Club at any reasonable hour, to the extent not prohibited by the *Privacy Act 1988* (Cth) and to the extent not otherwise already available on the Club's website.

#### **46. Service of notices**

- (a) Written notice may be given by the Club to any Member -
  - (i) personally;
  - (ii) by post to the address of the Member in the register or the alternative address (if any) nominated by the Member;
  - (iii) by email to an address nominated by the Member;
  - (iv) by electronic notification in accordance with the Act; or
  - (v) by other electronic means (if any) nominated by the Member.
- (b) Notice is deemed to be given -
  - (i) at the moment it is given personally;
  - (ii) three days after it is posted;
  - (iii) on the business day after it is emailed; or
  - (iv) if given by electronic notification or other electronic means, on the business day after the Member is informed that the notice is available.

#### **47. Surplus property**

- (a) No resolution for the winding up of the Club shall be deemed to have been passed

unless notice to propose a resolution to that effect at a Special General Meeting shall have been given to the Members and unless such proposition shall have been carried at such meeting by at least 80% of those voting at such meeting; and if the Club shall be wound up no distribution of its surplus assets shall be made to its Members or to relatives of its Members and any surplus assets shall be disposed of, subject to the provisions of section 92 of the Act, in either of the following ways

- (i) by transferring the same to such one or more Clubs or associates having objects substantially similar to those of the Club or to such one or more institutions as is or are approved by a simple majority of those voting at the meeting which sanctions the winding up of the Club and if more than one such Club, association or institution is approved as aforesaid then between them in such proportions as the said meeting by a simple majority of those voting shall approve; or
- (ii) by transferring the same to such one or more institutions as may be approved by a Court of competent jurisdiction in the Australian Capital Territory and if more than one institution is approved as aforesaid then between them in such proportions as the Court shall approve.

#### **48. Power to amend Constitution**

The Board may amend the Constitution, from time to time, if required by law.

