

Model Constitution
Under the Clubs Incorporation Act 2009 and the Clubs
Incorporation Regulation 2016

Constitution
of

[Name of Club] Inc.

January 2017

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[NAME OF CLUB] INCORPORATED

CONSTITUTION

1. Name

The name of the incorporated Club shall be [Name of Club] Inc (Registration No. XXX YYY ZZZ) (“the Club”).

The Club was incorporated on XX/YY/ZZ.

2. Objects

The Club is established for the objects which are recorded in the Register of Incorporated Clubs, namely:

- (a) To conduct a Harness Racing Club in all its functions at **TRACK NAME** and at other places from time to time as consented to by the Controlling Authority;
- (b) To promote and advance harness racing;
- (c) To support and encourage the breeding of standardbred horses for harness racing;
- (d) To establish or otherwise obtain training grounds and harness racing related activities;
- (e) To raise money by entrance fees subscriptions and charges and to grant to members concessions rights and privileges with regard thereto;
- (f) To borrow or raise money or secure the payment of money in such manner as the Club may think fit;
- (g) To accept any grant or advance from such Fund established by Harness Racing New South Wales and/or other government bodies upon such terms and conditions as the Club and those bodies may determine for the purpose of increasing stake money and prizes at harness racing meetings, improving race courses licensed under the *Harness Racing Act 2009* and used for harness racing meetings, improving facilities at race courses connected therewith, assisting the Club or Harness Racing Clubs and for any other purpose conducive to the advancement and development of harness racing;
- (h) To apply such portion of the Club’s funds to such charitable purposes as the Club may from time to time decide;
- (i) To construct and operate on the Club’s premises such facilities for bars, licensed under the *Liquor Act 2007*, and accommodation as the Club may from time to time determine are appropriate for its purposes;
- (j) To promote and maintain the effective control and administration of harness racing at and on the Club’s property, premises and buildings by, including but not limited to, admitting on condition, refusing to admit or excluding or ejecting from such property, premises and buildings or any part thereof any person or member, for breaches of this Constitution or upon such other grounds as the Club may from time to time determine; and
- (k) To do all things incidental or conducive to the attainment of the above objects and the orderly administration and advancement of the Club, the proper upkeep and improvement of its property and the promotion and advancement of harness racing.

3. Definitions and Interpretation

3.1 Definitions

In this Constitution:

Act means the *Clubs Incorporation Act 2009*.

Annual General Meeting means a meeting of members convened under Section 7.

Board means the governing body which is the Club's 'Board' for purposes of the Act.

Club means [Name of Club] Inc, being an Club registered under the *Clubs Incorporation Act 2009*.

Board means the Board of management of the Club.

Board Member means a member of the Board who is not the Chairperson, Deputy Chairperson, Secretary or Treasurer of the Club.

Controlling Authority means Harness Racing New South Wales (HRNSW) constituted by the *Harness Racing Act 2009*.

Director means a member of the governing body which is the Club's 'Board' for purposes of the Act.

Director-General means the Director-General of the Department of Services, Technology and Administration or the relevant New South Wales (NSW) Government Department in place at the time.

Financial Year means the year ending on 30 June each year.

General Meeting means a meeting at which all members of the club are entitled to be present.

Harness Racing Act means the *Harness Racing Act (2009)*.

Ordinary Resolution means a resolution passed in accordance with section 38 of the Act.

Public Officer means the person appointed under Section 34 of the Act.

Registered Post means the mode of registration of mail as determined by Australia Post or its equivalent from time to time.

Regulation means the *Clubs Incorporation Regulation 2016*.

Rules of Harness Racing means the Rules which govern harness racing in Australia and the Local Rules and Policies introduced in New South Wales by HRNSW.

Secretary means:

- (a) the person appointed under this Constitution as Secretary of the Club, or
- (b) if no such person holds that office - the Public Officer of the Club.

Special General Meeting means any general meeting of the Club other than an Annual General Meeting.

Special Resolution means a resolution passed in accordance with section 39 of the Act.

3.2 Interpretation

In this Constitution:

- (a) A reference to a rule, regulation, schedule or annexure is to a rule, regulation, schedule or annexure of, or made under this constitution.

- (b) a reference to a function includes a reference to a power, authority and duty.
- (c) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (d) The provisions of the *Interpretation Act 1987* apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under that Act.
- (e) Where pursuant to this Constitution a payment of a specific sum of money is to be made then, unless the contrary intention appears, that sum is expressed to be exclusive of any Goods and Services Tax which may also be payable in addition to that sum.
- (f) Words importing the singular include the plural and vice versa.
- (g) Words importing any gender include the other genders;
- (h) Headings are for convenience only and shall not be used for interpretation.
- (i) References to persons include natural persons, corporations and bodies politic, and any legal representatives, successors and permitted assigns of that person.
- (j) A reference to 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);
- (k) Expressions referring to “writing” shall unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing words or reproducing words in a visible form, including messages sent by electronic mail.

3.3 Enforceability

If any provision of this constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase shall be read down for the purpose of that jurisdiction, if possible, so as to be valid or enforceable. If it cannot be so read down the provision shall be severed to the extent of the invalidity or unenforceability. The remaining provisions of this Constitution and its validity or enforceability shall not be affected by the severance in any other jurisdiction.

4 Clubs Incorporation Act

Where, in relation to any matter this Constitution makes no provision, the provisions of the Model Constitution of the Clubs Incorporation Act 2009 shall, in relation to that matter, be deemed to be included in this Constitution.

Any Object or Rule of the Club has no effect if it is inconsistent with the Clubs Incorporation Act 2009 or contrary to law.

5 Registration with HRNSW and Compliance

5.1 Registration by HRNSW

The Club acknowledges that HRNSW has the sole right to register the Club as a harness racing club in accordance with the *Harness Racing Act*.

5.2 Compliance of Club

The members acknowledge and agree the Club shall:

- 5.2.1 be and remain incorporated in New South Wales;
- 5.2.2 apply its property and capacity solely in pursuit of the Objects of harness racing.
- 5.2.3 do all that is reasonably necessary to enable the Objects to be achieved;
- 5.2.4 act in good faith and loyalty to ensure the maintenance and enhancement of harness racing, its standards, quality and reputation for benefit of the Members and harness racing; and
- 5.2.5 act on behalf and in the interest of the Members and harness racing.

5.3 Operation of Constitution

The Club and Members acknowledge and agree:

- 5.3.1 that they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the Objects and harness racing are to be conducted, promoted, encouraged, advanced and administered throughout the area.
- 5.3.2 to ensure the maintenance and enhancement of harness racing, its standards, quality and reputation for the benefit of its Members and harness racing;
- 5.3.3 not to do or permit to be done any act or things which might adversely affect or derogate from the standards, quality and reputation of harness racing and its maintenance and enhancement;
- 5.3.4 to promote the economic and community services success, strength and stability of each other and to act interdependently with each other in pursuit of their respective objects; and
- 5.3.5 to act in the interest of harness racing and the Members.

5.4 Conduct of Race Meetings

- 5.4.1 The Club shall conduct any harness racing meetings allocated to it under the Rules of Harness Racing, any local rules and the *Harness Racing Act*.
- 5.4.2 The number of meetings to be conducted by the Club will be determined by HRNSW.
- 5.4.3 The Rules of Harness Racing New South Wales apply to the club. If there is an inconsistency between the rules in this constitution and the Rules of

harness racing New South Wales, the later prevail.

6. Membership

6.1 Membership Generally

Membership of the Club is open to all persons who accept the constitution and regulations of the Club.

- 6.1.1 A person is eligible to be a member of the Club if the person:
- (a) is a natural person; and
 - (b) is at least eighteen (18) years of age and
 - (c) the person has applied and been approved for membership of the Club in accordance with Clause 6.3.
- 6.1.2 A person is ineligible to be a member of the Club if the person:
- (a) is currently, or during the previous 10 years has been, warned off or disqualified under the Rules of Harness Racing or the *Harness Racing Act 2009*; or
 - (b) during the previous 10 years has been convicted in New South Wales of an offence that is punishable by imprisonment for 12 months or more, or convicted elsewhere than in New South Wales of an offence that, if committed in New South Wales, would be an offence so punishable; or
 - (c) is an undischarged bankrupt or is taking advantage of the laws in force for the time being related to bankruptcy.
- 6.1.3 Notwithstanding paragraph 6.1.2, a person shall be eligible to be considered by the Board for membership if the disqualification referred to has terminated or been avoided.

6.2 Effect of Membership

Members acknowledge and agree that:

- (a) This Constitution constitutes a contract between each of them and the Club and that they are bound by this Constitution and the Regulations;
- (b) They shall comply with and observe this Constitution and the Regulations;
- (c) By submitting to this Constitution and the Regulations they are subject to the jurisdiction of the Club;
- (d) This Constitution and the Regulations are necessary and reasonable for promoting the Objects;
- (e) They are entitled to all benefits, advantages, privileges and services of their membership as determined by the Board; and
- (f) Where the Board considers or is advised that a member has allegedly:
 - a. Breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations, or any resolution or determination of the Club;
 - b. Acted in a manner prejudicial to the Objects and interest of the Club and / or harness racing; or

- c. Brought the Club, any harness racing club or harness racing into disrepute,

The Club may after allowing the member a reasonable opportunity to explain, adjudicate and if necessary penalise the Member with such penalty as it thinks appropriate.

6.3 Classes of Membership

There shall be two classes of membership, namely:

- (a) "Ordinary Members" who will be entitled to all privileges of the Club and shall have the right to vote at all general meetings of the Club and in any election held to determine the composition of an in-coming Board and on any other question on which an expression of opinion by members generally is sought by way of vote.
- (b) "Honorary Life Members" being those persons on whom the distinction of honorary life membership is conferred by an Annual General Meeting of the Club. Honorary Life Members shall have the same rights and privileges as Ordinary Members.

6.4 Application and Admission to Membership

- 6.4.1 Any person desirous of becoming a member will be required to make application in writing (including by email or other electronic means, if the Board so determines) in the form determined by the Board stating his/her name, address, contact details, occupation and any other details required by the Board.
- 6.4.2 The application shall be lodged (including by electronic means, if the Board so determines) with the Secretary of the Club accompanied by the Club's then current Membership Fee.
- 6.4.3 The Applicant's Application Form must be endorsed by a current member of the Club before being lodged with the Secretary.
- 6.4.4 As soon as practicable after receiving an application for membership, all applications for membership will be submitted to a meeting of the Board of the Club for decision as to whether they will be accepted or otherwise.
- 6.4.5 As soon as practicable after the Board makes a determination, the secretary must notify the applicant in writing (including by email or other electronic means, if the Board so determines) that the Board approved or rejected the application (whichever is applicable).
- 6.4.6 Should the decision be in favor of an admission of an applicant to membership the applicant shall be duly enrolled as a member from the date of such decision and the new member's name is entered in the Register of Members. A receipt for his/her membership fee will be issued.
- 6.4.7 The Board will not appoint new members to the Club within ninety (90) days of the Annual General Meeting.

6.5 Discretion to accept or reject a Membership Application or Renewal

- 6.5.1 The Board will have full right to accept or reject any application for membership and in the event of rejection it need not give reasons for so doing.

- 6.5.2 In the case of any rejected application for membership, any fee paid in respect thereof will be refunded in full.
- 6.5.3 In relation to the renewal of a membership, as soon as practicable after the Board makes a determination, the Secretary must:-
- a. In the case or renewal of membership notify the member, in writing, if the Board rejected the renewal;
 - b. If the Board approved the renewal, the Secretary must enter or cause to be entered the nominee's name in the Register of Members;
 - c. If the Board rejected the renewal of an existing membership, the Secretary must enter or caused to be entered in the Register of Members the date on which the membership of the Club ceased.

6.6 Renewal of Membership

- 6.6.1 Members are required to re-apply annually for membership of the Club in accordance with the procedures set down by the Club from time to time;
- 6.6.2 Members are required to renew their membership on the relevant form and pay the designated fee as determined by the Board and ratified at an Annual General Meeting from time to time;
- 6.6.3 Upon re-application a member must provide details of any change in their personal details, and any information reasonably required by the Club.

6.7 Cessation or Resignation of Membership

- 6.7.1 A person ceases to be a member of the Club if the person:
- (a) dies; or
 - (b) resigns their membership; or
 - (c) is expelled from the Club; or
 - (d) fails to pay their annual subscription by the due date; or
 - (e) is warned off or disqualified under the Rules of Harness Racing or the *Harness Racing Act 2009*; or
 - (f) is convicted in New South Wales of an offence that is punishable by imprisonment for 12 months or more, or convicted elsewhere than in New South Wales of an offence that, if committed in New South Wales, would be an offence so punishable; or
 - (g) is an undischarged bankrupt or is taking advantage of the laws in force for the time being related to bankruptcy
 - (h) becomes mentally incapacitated
 - (i) is absent without the consent of the Board from XXX consecutive meetings of the Board;
 - (j) is listed on the Unpaid Forfeits List.
- 6.7.2 A member may resign from the Club at any time by notice in writing (including by email or other electronic means, if the Board so determines) forwarded to the Secretary but he/she shall not be entitled to any refund of subscriptions or levies,

forfeit all rights whatsoever against the Club and all claims as a member against any other member other than in respect of loans.

- 6.7.3 Any member considered by the Board to have:
- (a) conducted himself or herself in a manner or to have engaged in action detrimental to the good name or interests of the Club or the attainment of its objectives
 - (b) breached the Constitution;
 - (c) failed to pay any outstanding monies including Membership Fees;
 - (d) failed to comply with Regulations
 - (e) failed to comply with any resolution or determination made or passed by the Board or any duly authorised Board

may be expelled from the membership or have his or her membership of the Club suspended for such period as the Board shall think fit PROVIDED HOWEVER that no decision to expel or suspend as aforesaid shall be made by the Board unless the member first shall have been given fourteen days notice, forwarded by ordinary prepaid post to the address of the member appearing in the Club's records, of the matters alleged against such member shall be entitled to be present and be heard thereon; nor shall any decision be made until the Board either has heard such member if appearing or there shall have been a failure of the member to appear at the appointed meeting.

- 6.7.4 If a member ceases to hold membership, the Honorary Secretary must make an appropriate entry in the Register of Members recording the date on which the member ceased to be a member.
- 6.7.5 Any member who ceases to hold membership shall not be entitled to a refund of any annual subscription which they have paid. Upon ceasing to be a member a person shall not be relieved of their liability to pay any money then due by them to the Club and the Board may take such action as it sees fit to recover such money.

6.8 Fees and Subscriptions

- 6.8.1 The Membership Fee for Ordinary Members shall be such sum as recommended by the Board of the Club and ratified at an Annual General Meeting or Special General Meeting.
- 6.8.2 The annual subscription shall be payable yearly in advance on or before the 1st day of July and the period to which such subscription shall relate (hereinafter called the 'subscription year') shall be the period of twelve months immediately following the 1st day of July.
- 6.8.3 An Ordinary Member must pay their annual subscription on or before the 1st day of October in each year. If the Membership Fee remains outstanding as at 1 October of that year the member shall cease to be a member and his/her name shall be removed from the list of members.
- 6.8.4 Life Members shall not be required to pay an annual subscription.
- 6.8.5 No member shall be eligible to exercise the rights and privileges of membership while his/her Membership Fee for the current year remains outstanding.

- 6.8.6 Any person who becomes an Ordinary Member of the Club during the year shall nevertheless pay the full year's subscription.

6.9 Forfeiture of Rights

A Member who ceases to be a member, for whatever reason, shall forfeit all rights in and claims upon the Club and its property and shall not use any equipment or other property of the Club including intellectual property. Any Club documents, records or other property in the possession, custody or control of that Member shall be returned to the Club immediately.

6.10 Membership may be reinstated

Membership which has been discontinued may be reinstated at the discretion of the Board, upon such conditions as it deems appropriate.

6.11 Honorary Life Members

- 6.11.1 Any Ordinary Member who has rendered distinguished services to the Club may be proposed to the Board in writing as a candidate for honorary life membership by two Ordinary Members. The Board at its discretion may put a resolution to the Annual General Meeting for the election of that member to Life Membership.
- 6.11.2 If an Ordinary Member is elected to Life Membership, the Secretary must enter or cause to be entered that person's name in the Register of Members and, on the name being so entered, the nominee becomes a Life Member of the Club.
- 6.11.3 Any person on whom the office of Life Member is conferred shall have all the rights of an ordinary member including the power to vote, but shall not be required to pay membership fees.

6.12 Resolution of Internal Disputes

- 6.12.1 A dispute between a member and another member (in their capacity as members) of the Club shall be referred to the Board. The Board's decision will be final.
- 6.12.2 A dispute between a member or members and the Club is to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.
- 6.12.2 If a dispute is not resolved by mediation within three months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- 6.12.3 The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

6.13 Disciplining of Members

- 6.13.1 A complaint may be made to the Board by any member that another member of the Club:
- (a) has refused or neglected to comply with a provision or provisions of this Constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the Club;
 - (c) Failed to comply with a resolution or determination of the Board or any duly authorised committee;
 - (d) brought the Club into disrepute

- 6.13.2 The Board may itself resolve to initiate a complaint on the grounds specified in sub-clause (1).
- 6.13.3 The Board may refuse to deal with a complaint if:
- (a) the conduct complained of occurred more than twelve months before the date of the complaint; or
 - (b) the Board considers the complaint to be trivial or vexatious in nature.
- 6.13.4 If the Board decides to deal with the complaint, the Board must cause notice of the complaint to be served by Registered Post on the member concerned. This notice must:
- (a) set out the particulars of the complaint;
 - (b) specify a period (not being less than fourteen days from the time the notice is served) in which the member may make a written submission to the Board in connection with the complaint; and
 - (c) specify a date (not being less than thirty five days or more than six months from the time the notice is served) on which the member is required to appear before the Board to address the complaint.
- 6.13.5 Any member appearing before the Board pursuant to sub-clause (4) shall be entitled to bring witnesses to give evidence on his or her behalf.
- 6.13.6 If the Board resolves to deal with the complaint it may deal with the matter itself or may appoint a Judiciary Committee, which need not be comprised of Members, to deal with any disciplinary matter referred to it.
- A Judiciary Committee of five (5) members, all with relevant experience shall be selected by Board as required.
- The Judiciary Committee shall present its findings and recommendation to the Board.
- 6.13.6 If, after considering the complaint and any submissions made in connection with the complaint, the Board is satisfied that the facts alleged in the complaint have been proved and the reprimand, expulsion or suspension is warranted in the circumstances, the Board may, by resolution, reprimand the member, expel the member from the Club or suspend the member from membership of the Club.
- 6.13.7 If the Board resolves to reprimand, expel or suspend a member, the Secretary must, within seven days after the making of that resolution, cause written notice to be served by Registered Post on the member of the Board's resolution, of the reasons given by the Board for its resolution and of the member's right of appeal under clause 6.15 and the member's right to seek a stay of proceedings under clause 6.15.
- 6.13.8 The reprimand, expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if the member seeks a stay of proceedings under clause 4.10.1, until a date to be determined by the Board when determining that stay application;
- whichever is the later.

6.14 Penalties that may be imposed

The Board may impose the following penalties:

- 1) Reprimand.

- 2) Suspension of such activities, on such terms and for such period as the Board thinks fit.
- 3) Exclusion from a particular activity, event or events.
- 4) Expulsion.
- 5) Fines, imposed in such manner and in such amount as the Board thinks fit;
- 6) Such combination of any of the above penalties as the Board thinks fit,
- 7) Additional Service, requiring the Member to undertake an activity based penalty as the Board deems fit.

6.15 Right of Appeal of Disciplined Member

- 6.15.1 A member may appeal to the Club in a general meeting against a resolution of the Board under clause 6, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 6.15.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 6.15.3 On receipt of a notice from a member under subclause (1), the secretary must notify the Board which is to convene a general meeting of the Club to be held within 28 days after the date on which the secretary received the notice.
- 6.15.4 At a general meeting of the Club convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 6.15.5 The appeal is to be determined by a simple majority of votes cast by members of the Club.

6.16 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the Club:

- (a) Is not capable of being transferred or transmitted to another person; and
- (b) Terminates on cessation of the person's membership.

6.17 Members' Liabilities

The liability of a member of the Club 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.

6.18 Privileges of Membership

Subject only to restrictions and limitations imposed by or contained in this Constitution, the privileges of a member shall be:

- (1) The right to attend and vote at the Annual General Meeting and all Special and General Meetings.

- (2) Eligibility for election to the Board of the Club.

6.19 Minimum Number of Members

The Club must have a minimum of at least **Twenty (20)** active ordinary Members.

6.20 Register of Members

- 6.20.1 The Public Officer of the Club must establish and maintain a register of members of the Club (whether in written or electronic form) specifying:
- (i) the name and postal or residential address of each person who is a member of the Club;
 - (ii) the date on which the person became a member.
 - (iii) The date of cessation of membership;
 - (iv) The category of membership of the Member;
 - (v) Any other information determined by the Board.
- 6.20.2 The register of members must be kept in New South Wales:
- (a) at the main premises of the Club, or
 - (b) if the Club has no premises, at the Club's official address.
- 6.15.3 The register of members must be open for inspection, free of charge, by any member of the Club at any reasonable hour.
- 6.15.4 A member of the Club may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- 6.15.5 No person shall be permitted to make any copy of the register, or any part of it, without the permission of the Board, which may be given on terms determined by the Board.
- 6.15.6 If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- 6.15.7 A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Club or other material relating to the Club, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- 6.15.7 If the register of members is kept in electronic form:
- (a) It must be convertible into hard copy; and
 - (b) the requirements of sub-clauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

7. The Board

7.1 Powers of the Board

Subject to the Act, the Regulation and this Constitution and to any resolution passed by the Club in general meeting the Board has power to:-

- 1) Control and manage the affairs of the Club according to recognised standards of effective management, and
- 2) Exercise all such functions as may be exercised by the Club, other than those functions that are required by this Constitution to be exercised by a General Meeting of members of the Club, and
- 3) Perform all such acts and do all such things as appear to the Board to be essential, necessary or desirable for the proper management of the affairs of the Club.

4) Club Regulations and Job Descriptions – New, Repeal or Amend

From time to time make, repeal and amend Club Regulations and Job Descriptions as it shall deem expedient for the internal management and well-being and efficiency of the Club.

All such Regulations and Job Descriptions shall be binding upon the members until repealed or set aside by a resolution of the Board.

Any amendment, addition or deletion to the Regulations or Job Descriptions, as approved by the Board, shall be:-

- (a) Effected by the Secretary within thirty one (31) days of resolution;
- (a) Recorded by the Secretary in the Register of Revision – Club Regulations and Job Descriptions within thirty one (31) days of resolution.

5) Expenditure Limits

(a) Expend the funds of the Club in such a manner as it shall in its discretion deem expedient in the interests of the Club. Provided however, that the Board shall not have the power to authorise the expenditure of more than the sum of \$500.00 on any one project without the consent of a General Meeting;

(b) Expend any sum greater than \$250, provided at least seven (7) days prior notice is given to the Board for its approval. The said notice shall show the proposed purpose of the expenditure;

(c) In relation to sub-clauses 5a) and 5b) above the amounts shall be increased each year by the lesser percentage as detailed in i) and ii) below:-

- i) The same percentage increase as the Consumer Price Increase All Groups Sydney for the period of the year immediately preceding the Annual General Meeting, or
- ii) Or Five per cent (5%) immediately following the Annual General Meeting.

6) Property Acquisition, Construction and Management

Purchase or otherwise acquire, hold, erect, build, let, hire, lease, mortgage, sell, control and maintain any real estate and/or building or premises as a

Clubhouse and/or car park as may reasonably be required to further the objects or installations thereto, subject to the approval of the members at any Annual General Meeting or Special General meeting of the Club.

7) **Appointment of Salaried and Wage Staff**

- (a) Appoint an Executive Officer of the Club responsible for implementing the policies of the Board and act at the direction of the Executive Committee. The Executive Officer shall report to the Executive Committee and the Board;
- (b) Appoint office staff to administer the day to day functions of the Club.
- (c) employment and removal of secretaries or other employees on such terms and conditions as it considers fit,

8) **Appointment of Club Licensee**

Appoint a Club Licensee in accordance with the provisions of the Liquor Act 2007 and subject to the approval by the Casino Liquor & Gaming Control Authority.

9) **Approve Membership of the Club**

Approve membership of the Club in accordance with the relevant membership category.

10) **Power of Reprimand, Suspension or Expulsion of Club Membership**

Reprimand, suspension or expulsion of Club membership.

11) **Appointment of Permanent Standing Committees/Panels**

The permanent Standing Committees as listed below shall assist the Board in carrying out the business of the Club.

Such permanent Standing Committees shall have no authority to transact any business other than that referred to them. Any recommendation or resolution made by a Standing Committee, shall be recorded as business of the Board.

12) **Delegation by the Board to Standing or Sub-Committee**

The Board may delegate from time to time, by instrument in writing, one or more Standing or Sub-Committees as it deems necessary or expedient (consisting of such member or members of the Club as the Board deems fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:-

- (a) This power of delegation, and
- (b) A function which is a duty imposed on the Board by the Act or by any other law;
- (c) A function the exercise of which has been delegated to a Standing or Sub-Committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the Standing or Sub-Committee in accordance with the terms of the delegation;
- (d) 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 in the instrument of delegation;
- (e) Despite any delegation under this clause, the Club may continue to exercise any function delegated;
- (f) Any act or thing done or suffered by a Standing or Sub-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;
- (g) The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause;
 - (h) A Standing or Sub-Committee may meet and adjourn as it thinks proper.

13) **Interpretation of Constitution and Regulations**

The Board shall interpret the Constitution and Regulations of the Club, and its decision upon any question of interpretation upon any matter affecting the Club shall be final and binding on the Members.

If required, the Club's Constitution Panel and/or Honorary Solicitor may be consulted for advice.

14 **Matters not covered by the Constitutions or Regulations**

If a matter relating to the affairs of the Club arises which is not provided for by the Constitution and/or Regulations the Board shall have full power and authority to deal with the matter.

15 **General**

- (a) Decide and prescribe what Annual Honorarium be payable to the Honorary Secretary at the last meeting of the Board preceding the Annual General Meeting, and
- (b) Fill any casual vacancy occurring in membership of the Board and the person so appointed shall continue in office until the next Annual General Meeting of the Club, and
- (c) Effect and maintain insurances for the Club.

7.2 Composition of the Board

7.2.1 The Board is to consist of:

- (a) the Office Bearers of the Club;
- (b) at least eight (8) ordinary Board Members

Each of whom is to be elected at the Annual General Meeting of the Club.

7.2.2 The total number of Board Members shall not exceed twelve (12).

7.2.3 The Office Bearers of the Club are as follows:

- (a) President,
- (b) Deputy President
- (c) Treasurer,
- (d) Secretary;

7.2.4 A Board member may only hold one (1) office.

7.2.5 Any casual vacancy occurring in the Board of directors may be filled by a financial member appointed by the Board.

7.2.6 Each member of the Board is, subject to this constitution, to hold office until immediately before the election of Board members at the Annual General Meeting following the date of the member's election, and is eligible for re-election.

7.2.7 All Ordinary Members of the Club shall be eligible for election to the Board after a membership period of three months as an Ordinary Member.

7.2.8 Other than the Secretary, no person shall be entitled to receive remuneration for their services as a Board person. The remuneration, if any, of the Secretary must be

approved at each Annual General Meeting by a simple majority of members present and entitled to vote at the meeting.

- 7.2.9 There is no maximum number of consecutive terms for which a Board Member may hold office.
- 7.2.10 All members of the Board must reside in Australia.
- 7.2.11 Within 14 days after vacating office, a former Board member of the Club must ensure that all documents in his or her possession that belong to the Club are delivered to the Public Officer or to his or her successor.

7.3 Nomination for Board Member positions

- 7.3.1 The Secretary shall call for nominations for candidates to be elected to the Board not less than thirty (30) days prior to the Annual General Meeting.
- 7.3.2 Candidates wishing to nominate to the Board must:
 - (i) be aged 18 years or over;
 - (ii) be a Member;
 - (iii) reside in Australia;
 - (iv) comply with any other eligibility criteria as set out in the Regulations.
- 7.3.3 Nominations of candidates for election as Office Bearers of the Board or as ordinary committee members:
 - (a) must be made in writing, signed by 2 members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) specify the office for which the candidate is nominating;
 - (b) must be delivered to the secretary of the Club by 5.00pm at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

7.4 Election of Board Members

- 7.4.1 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- 7.4.2 If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- 7.4.3 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 7.4.4 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 7.4.5 The ballot for the election of office-bearers of the Board is to be conducted at the annual general meeting in such usual and proper manner as the Board may direct. The Secretary shall prepare voting papers containing the names of the candidates in alphabetical order.

7.5 Election of Office Bearers

- 7.5.1 The President, Deputy President, Secretary and Treasurer shall be elected, in that order, by a ballot of members of the Board at a Board meeting to be held immediately following the Annual General Meeting. If two or more candidates for the positions of President, Deputy President, Secretary or Treasurer receive the

same number of votes for that position, that number being higher than the vote received for any other candidate for the position, then that position shall be determined by a further ballot between those candidates receiving the same number of higher votes. Should this further ballot result in two or more candidates receiving the same number of votes for a position, then the matter is to be determined by drawing lots.

7.5.2 The ballots and drawing of lots for the election of the President, Deputy President and Treasurer shall be conducted under the supervision of the Secretary.

7.5.3 The result of the ballots for President, Deputy President, Treasurer and Secretary shall be notified to the members.

7.6 Officer Vacancies

7.6.1 If there is a vacancy in the office of the President, the position shall be filled by the Deputy President until the next Annual General Meeting. Such period in office as President shall be reckoned as part of the term as Deputy President. In any case the Deputy President shall be eligible to nominate for the position of President at such Annual General Meeting.

7.6.2 If there is a vacancy in the office of Deputy President, Secretary or Treasurer the other Board Members shall elect by ballot a new Deputy President, Secretary or Treasurer from among themselves to hold office until the next Annual General Meeting. Such period of office shall not count as part of the Deputy Chairperson's, Secretary's or Treasurer's term.

7.7 Vacancy on the Board

7.7.1 In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint an Ordinary Member, otherwise eligible to be elected as a Board person, to fill the vacancy.

7.7.2 A person appointed under this clause is to hold office, subject to this Constitution, until the conclusion of the Annual General Meeting next following the date of the appointment.

7.7.4 Subject to this Constitution, an Ordinary Member appointed under this clause is eligible for election as a Board Member.

7.7.5 A casual vacancy in the office of a Board Member occurs if the Board Member:

- (a) dies, or
- (b) ceases to be a member of the Club, or
- (c) is an undischarged bankrupt or is taking advantage of the laws in force for the time being relating to bankruptcy, or
- (d) resigns office by notice in writing given to the Secretary, or
- (e) is removed from office under clause 5.10, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the Board from three consecutive meetings of the Board, or
- (h) is convicted in New South Wales of an offence that is punishable by imprisonment for 12 months or more, or convicted elsewhere than in New South Wales of an offence that, if committed in New South Wales, would be an offence so punishable, or
- (i) is warned off, disqualified or named on the Unpaid Forfeit List under the Rules made under the *Harness Racing Act 2009*; or

- (j) is prohibited from being a Director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

7.8 Removal of Board Members

- 7.8.1 Subject to sub clause 7.8.2, the Club in a general meeting may by resolution remove any Board Member before the expiration of that Board Member's term of office and may by resolution appoint an Ordinary Member, otherwise eligible to be elected as a Board Member, to hold office until the expiration of the term of office of the Board Member so removed.
- 7.8.2 If a Board Member to whom a proposed resolution referred to in sub clause 7.8.1 relates makes representations in writing to the Secretary or President and requests that the representations be notified to Ordinary Members, the Secretary or the President may send a copy of the representations to each Ordinary Member or, if the representations are not so sent, the Board Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.
- 7.8.3 In the event that a sitting Board member becomes a disqualified person, his/her office shall be considered vacant from the time of, and during the term of his/her disqualification, and another member shall be elected or appointed to that office as provided in this Constitution.
- 7.8.4 Any person affected by sub Clause 7.8.3 cannot be automatically reinstated as a Board Member of the Club once the disqualification ceases. That person must nominate and be re-elected at the following Annual General Meeting.

7.9 Secretary

- 7.9.1 The Board may appoint a Secretary on such terms and conditions as the Board from may determine.
- 7.9.2 The Secretary of the Club must, as soon as practicable after being appointed as Secretary, lodge notice with the Club of his or her address.
- 7.9.3 It is the duty of the Secretary to:
 - (a) keep and maintain the Register of Board Members in accordance with section 29 of the Act;
 - (b) keep and maintain the Register of Members;
 - (c) keep and maintain the Members Notice Board. The Members' Notice Board is to be kept at the Club's official address and is to be readily available for inspection by members at any time when the Club's official address is open; and
 - (d) keep minutes of:
 - (i) all appointments of office holders and Board Members;
 - (ii) the names of Board Members present at a Board meeting or a general meeting; and
 - (i) all proceedings at Board meetings and general meetings.
- 7.9.4 All records kept by the Secretary can be in either written or electronic form.
- 7.9.5 Minutes of the proceedings at a meeting must be signed by the Chairperson of the meeting or by the chairperson of the next succeeding meeting.
- 7.9.6 The signature of the Chairperson may be transmitted by electronic means for the purposes of sub clause 7.6.4 (b).
- 7.9.7 The Secretary shall attend to all secretarial work of the Club and in particular shall:
 - (a) Keep full and accurate minutes of all meetings conducted by the Club.

- (b) Receive applications for membership, other documents dealing with the Club's activities and advise the particulars of such documents to those concerned.
- (c) Keep and maintain a register containing the address and occupation of every member of the Club, opposite whose name shall be kept a record of the payment of his/her annual subscription. This register shall not be copied or duplicated without the approval of the President or any two members of Board.
- (d) Conduct all correspondence and carry out all business arising from the minutes of all meetings of the Club.
- (e) Keep and produce when required all correspondence, papers and documents of the Club.
- (f) Carry out any direction given by the Board from time to time.
- (g) Convene in conjunction with the President all meetings of the Board, and see that all matters requiring their attention are brought to their notice.

7.10 Treasurer

It is the duty of the Treasurer of the Club to:

- (a) ensure that all money due to the Club is collected and received and that all payments authorised by the Club are made, and
- (b) ensure that correct books and accounts are kept showing the financial affairs of the Club, including full details of all receipts and expenditure connected with the activities of the Club.
- (c) Supervise the accounts of the Club. Subject to these Rules, attend to and perform all matters of a financial nature and shall from time to time, as required by the Board, present a statement showing the financial position of the Club as well as all books and/or documents from which such statement is/was prepared.

7.11 Public Officer

7.11.1 In accordance with Section 34 of the Act, the Club must have a Public Officer position appointed.

7.11.2 The Secretary, who is required to be eighteen (18) years of age or older and a resident of New South Wales, shall be the Public Officer.

7.11.3 The Public Officer shall be deemed to have vacated the position in the following circumstances:-

- a) Death;
- b) Resignation;
- c) Removal by the Board of Directors or at a General Meeting;
- d) Bankruptcy or financial insolvency;
- e) Mental illness;
- f) Residency outside New South Wales.

7.11.4 When a vacancy occurs in the position of Public Officer the Board shall within fourteen (14) days appoint a new Public Officer and notify NSW Fair Trading on the prescribed form.

7.11.5 The Public Officer is required to notify NSW Fair Trading on the prescribed form concerning:-

- a) A change of residential address (within twenty eight (28) days);

- b) A change in the Club's Constitution (within twenty eight (28) days);
- c) The Club's financial affairs (within one (1) month after the Annual General Meeting);
- d) A change in the Club's name (within one month).

7.11.6 Service of documents on the Club is effected by serving them on the Secretary/Public Officer.

8. Board Meetings

8.1 Board Meetings - General

- 8.1.1 The Board shall meet as often as deemed necessary but must meet at least two (2) times in each period of 12 months at such place and time as the Board may determine.
- 8.1.2 Additional meetings of the Board may be convened by any member of the Board.
- 8.1.3 The President, in consultation with the Board, has the power to cancel any Board meeting provided the minimum number of meetings is held each year.
- 8.1.4 Oral, written or electronic notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- 8.1.5 Notice of a meeting given under sub-clause (4) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.
- 8.1.6 Standing orders of all Board meetings shall be:
- (a) Attendance
 - (b) Apologies
 - (c) Declaration of conflicts of interests
 - (d) Confirm the minutes of the previous Board meeting
 - (e) Business arising from the previous minutes
 - (f) Correspondence;
 - (g) Written / Electronic reports from Board members
 - (h) Financial Report
 - (i) Resolutions of which at least five (5) days notice has been given.
In the case of an urgent or extraordinary motion being raised without notice, the Chairperson shall rule if the matter is to be heard or set aside to a future meeting.
 - (j) General Business
 - (k) Date of next Meeting
 - (l) Meeting closure
- 8.1.7 At a meeting of the Board:
- (a) the President or, in the President's absence, the Deputy President is to preside, or
 - (b) if the President and the Deputy President are absent or unwilling to act, such one of the remaining members of the Board as may be chosen, by a show of hands, by the Board Members present at the meeting is to preside as President at the meeting.
- 8.1.8 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Board Member.

- 8.1.9 The Board shall at all times operate in accordance with the Harness Racing Act, the Rules made under that Act the Rules of Harness Racing and the *Clubs Incorporation Act 2009*.
- 8.1.10 The Board shall be indemnified from the funds of the Club against the cost of any legal proceedings which may be instituted against them in consequence of the performance, in good faith, of their duties.

8.2 Board Meetings - Quorum

- 8.2.1 The quorum necessary for all Meetings of the Board shall be five (5), one being the President or Deputy President.
- 8.2.2 No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- 8.2.3 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

8.3 Board Meetings – Voting & Decisions

- 8.3.1 Questions arising at a meeting of the committee or of any sub-committee appointed by the Board are to be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.
- 8.3.2 Each member present at a meeting of the Board or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 8.3.3 Voting by proxy is not permitted at Board meetings.
- 8.3.4 Subject to clause 20 (5), the Board may act despite any vacancy on the committee.
- 8.3.5 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.
- 8.3.6 a resolution in writing signed or assented to by facsimile or other form of electronic communication by all the voting directors, shall be valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the directors.

8.4 Board Meetings – Absence from Meetings

Any Office Bearers or Board Members who, without being granted leave of absence, shall absent him/herself from three consecutive Board Meetings shall thereby be considered to have vacated his/her position and he/she shall no longer be an officer or a member thereof subject however to the proviso that the Board will not refuse application for leave of absence in any case of illness, or of absence interstate or overseas.

8.5 Use of Technology at Board Meetings

- (a) A Board meeting may be held at two or more venues using any technology approved by the Board that gives each of the Board's members a reasonable opportunity to participate;

- (b) A Board member who participates in a Board meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- (c) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Directors may, at the sole discretion of the Board, be held where one or more of the Directors is not physically present at the meeting, provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board;
 - (iii) in the event that a failure in communications prevents rule 8.4 from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held then the meeting shall be suspended until rule 8.4 is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated; and
 - (iv) any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the President of the meeting is located.

8.6 Delegation by Board to a Sub-Committee

- 8.6.1 The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- 8.6.2 A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 8.6.3 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 in the instrument of delegation.
- 8.6.4 Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- 8.5.5 Any act or thing done or suffered by a sub-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 committee.
- 8.5.6 The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 8.5.7 A sub-committee may meet and adjourn as it thinks proper.

8.7 Sub-Committee Meetings – Voting & Decisions

- 8.7.1 Questions arising at a meeting of the sub-Committee appointed by the Board are to be determined by a majority of the votes of members of the Committee present at the meeting.
- 8.7.2 Other than the Chairperson, each Member present at a meeting of the Sub-Committee is entitled to one vote.
- 8.7.3 The Chairperson presiding at any meeting of the Sub-Committee shall have both a deliberative and a casting vote.
- 8.7.4 Questions arising at any meeting of the Sub-Committee shall be decided by a majority of those present and in the case of an equality of votes the Chairman shall have a second or casting vote.
- 8.7.5 Any act or thing done or suffered, or purporting to have been done or suffered, by the sub-Committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the sub-Board

8.8 Material personal interests

- 34.1 A Director who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.

A Director with such a material personal interest must not:

- (a) be present while the matter is being considered at the meeting; and
- (b) must not vote on the matter.

- 34.2 A general notice that a Director is to be regarded as having a material personal interest in a matter being considered is sufficient declaration for such Director and the said matter. After such general notice it is not necessary for such Director to give a special notice relating to the said matter.
- 34.3 Any declaration made or any general notice as aforesaid given by a Director in accordance with this rule 8.7 must be recorded in the minutes of the relevant meeting.

8.9 Financial interest

- 35.1 A Director is disqualified from:
 - (a) holding any place of profit or position of employment in the Club, or in any company or incorporated Club in which the Club is a shareholder or otherwise interested; or
 - (b) contracting with the Club either as vendor, purchaser or otherwise; except with express resolution of approval of the Board.
- 35.2 Any contract or arrangement in which any Director is in any way interested which is entered into by or on behalf of the Club without the approval of the Board, will be voided for such reason.
- 35.3 The nature of the financial interest of such Director must be declared by the Director at the meeting of the Board at which the contract or arrangement is first taken into consideration if the interest then exists, or in any other case at the first meeting of the Board after the acquisition of the interest.

- 35.4 A general notice that a Director is a Member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under rule 8.8 for such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.
- 35.5 Any declaration made or any general notice as aforesaid given by a Director in accordance with rule 8.8 must be recorded in the minutes of the relevant meeting.

8.10 Conflicts

A Director, notwithstanding any interest, may be counted in the quorum present at any meeting but cannot vote in respect of any contract or arrangement in which the Director is interested.

If the Director votes, the vote shall not be counted.

8.11 Minutes of Board meetings

The Board must ensure that minutes are taken and kept of each Board Meeting

The minutes must record:

- (a) the business considered at the meeting;
- (b) any resolution on which a vote is taken and the result of the vote;
- (c) the names of all persons present at the meeting.
- (d) any interest declared under rules 8.8 or 8.9.

9. General Meetings

9.1 Holding of Annual General Meetings

9.1.1 The Club must hold its annual general meetings:

- (a) within four (4) months after the close of the Club's financial year, or
- (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

9.1.2 Subject to the Act and to clause 9.1.1, the Annual General Meeting of the Club is to be convened between the months of September and November and at such place and time as the Board thinks fit.

9.2. Calling of and Business at Annual General Meetings

9.2.1 The annual general meeting of the Club is, subject to the Act and to clause 9.1, to be convened on such date and at such place and time as the committee thinks fit.

9.2.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

- (a) Attendance
- (b) Apologies
- (c) Confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting
- (d) Business arising from the previous minutes
- (e) To receive from the Board reports on the activities of the Club during the last preceding financial year;
- (f) To receive and consider any financial statement or report required to be submitted to members under the Act
- (g) To elect the Board of the Club.
- (h) Election of an auditor, if required under the Act; and
- (h) Any other business that may be brought before the Annual General Meeting under this Constitution General Business
- (i) Meeting closure

9.2.2 An annual general meeting must be specified as such in the notice convening it.

9.2.3 A copy of the Club's Annual Report and financial statements shall be furnished to each Member of the Club twenty-one days before the Annual Meeting.

9.3. Calling of Special General Meetings

9.3.1 Any general meeting other than an annual general meeting is a Special General Meeting.

9.3.2 The committee may, whenever it thinks fit, convene a special general meeting of the Club.

9.3.3 The committee must, on the requisition in writing of at least twenty (20) ordinary members, convene a special general meeting of the Club.

9.3.4 Such meetings shall not transact any other business except that for which the Meeting has been convened

9.3.5 A requisition of members for a special general meeting:

- (a) must be in writing; and
 - (b) must state the purpose or purposes of the meeting, and
 - (c) must be signed by the members making the requisition, and
 - (d) must be lodged with the secretary, and
 - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 9.3.6 If the Board fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- 9.3.7 A special general meeting convened by a member or members as referred to in subclause (6) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- 9.3.8 For the purposes of sub-clause 9.2:
- (a) A requisition may be in electronic form; and
 - (b) A signature may be transmitted, and a requisition may be lodged, by electronic means.

9.4 Notice of General Meetings

- 9.4.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 9.4.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- 9.4.3 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 9.2.
- 9.4.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

9.5 Quorum for general meetings

- 9.5.1 No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- 9.5.2 The quorum necessary for all Meetings of Members including the Annual General Meeting shall be ten (10) Ordinary Members personally present.

- 9.5.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the 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.
- 9.5.4 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 at least 3) are to constitute a quorum.

9.6. Presiding Member

- 9.6.1 The President or, in the President's absence, the Vice-President, is to preside as chairperson at each general meeting of the Club.
- 9.6.2 If the President and the Vice-President are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

9.7. Adjournment

- 9.7.1 The chairperson of 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 is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 9.7.2 If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Club stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 9.7.3 Except as provided in subclauses (1) and (2), 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.

9.8. Making of decisions

- 9.8.1 A question arising at a general meeting of the Club is to be determined by either:
- (a) a show of hands, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- 9.8.2 If the question is to be determined by a show of hands, a declaration by the chairperson 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.
- 9.8.3 If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

9.8.4 Any Questions arising at any meeting of Members shall be decided by a majority of those present and in the case of an equality of votes the President or Chairman of the meeting shall have a casting vote in addition to the vote to which he is entitled as a member.

9.9. Special Resolutions

9.9.1 A special resolution may only be passed by the Club in accordance with section 39 of the Act.

9.9.2 A special resolution must be passed by a General Meeting of the Club to effect the following changes:-

- a) A change in the Club's name;
- b) A change in the Club's objects;
- c) A change of the Club's Constitution;
- d) An amalgamation with another incorporated Association;
- e) To voluntarily windup the Club and distribute its property.

9.9.3 In accordance with section 39 of the Act at least seventy five per cent (75%) of those present and voting must vote in favour for the Resolution to be successful.

9.10. Voting

9.10.1 On any question arising at a general meeting of the Club a member has one vote only.

9.10.2 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

9.10.3 A member is not entitled to vote at any general meeting of the Club unless all money due and payable by the member to the Club has been paid.

9.11. Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

9.12. Postal or electronic ballots

The Club may not conduct a postal or electronic ballot to determine any resolution in respect of a general meeting.

9.13 General Meetings – Scrutineers

At every Meeting at which a ballot shall take place scrutineers shall be chosen from amongst the Members or guests present at the meeting to conduct the ballot. In the case of doubt as to the formality or otherwise of any ballot paper the scrutineers shall forthwith refer same to the Returning Officer whose decision shall be final. The scrutineers shall certify to the Chairperson of the Meeting the result of the ballot.

9.14 General Meetings – Returning Officer

The Secretary shall be the Returning Officer for all ballots conducted either by the Club or the Board.

9.15 General Meetings – Use of Technology

A General Meeting of the Club will only be held at one location and technology will not be used for the conduct of the meeting.

9.16. Minutes of General Meetings

9.16.1 The Board must ensure that minutes are taken and kept of each General Meeting

9.16.1 The minutes must record:

- (a) the business considered at the meeting;
- (b) any resolution on which a vote is taken and the result of the vote;
- (c) the names of all persons present at the meeting.

9.16.3 In addition, the minutes of each Annual General Meeting must include:

- (a) any reports or financial statements submitted to the Members at the Annual General Meeting; and
- (b) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

10. Miscellaneous

10.1 Insurance

The Club shall effect and maintain insurance so as to protect the assets of the Club in accordance with the risk tolerance as determined from time to time by the Board.

10.2 Funds - Source

10.2.1 The funds of the Club are to be derived from annual subscription fees, donations and such other sources as the Board determines.

10.2.2 All money received by the Club must be deposited as soon as practicable and without deduction to the credit of the Club's bank or other authorised deposit-taking institution account.

10.2.3 The Club must, as soon as practicable after receiving any money, issue an appropriate receipt.

10.3 Funds - Management

10.3.1 Subject to any resolution passed by the Club in a general meeting, the income of the Club shall be used solely in pursuance of the objects of the Club in a manner that the Board determines.

10.3.2 The income and property of the Club shall not be paid or transferred to members by way of dividend, bonus or profit providing always that a member who is not a Board Member of the Club, may be employed for specific duties

10.3.3 All cheques, drafts, bills of exchange, promissory notes, other negotiable instruments or EFT transactions must be signed or effected (by EFT) by two (2) members of the Board or employees of the Club, being members or employees authorised to do so by the Board with appropriate safeguards authorised by the Board or General Meeting.

10.3.4 Nothing in this rule 10.3 shall preclude payment to a Member in good faith for expenses incurred or services rendered, including, but not limited to:

- (a) any services actually rendered to the Club whether as an employee or otherwise;
- (b) goods supplied to the Club in the ordinary and usual course of operation;
- (c) interest on money borrowed from any Member;
- (d) rent for premises demised or let by any Member to the Club; or
- (e) any out-of-pocket expenses incurred by the Member on behalf of the Club,

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

10.4 Custody of Books etc

10.4.1 Except as otherwise provided by this Constitution, all records, books and other documents relating to the Club must be kept in New South Wales:

- (i) At the main premises of the Club, in the custody of the Public Officer or a member of the Club;
- (ii) If the Club has no premises, at the Club's official address, in the custody of the Public Officer.

10.4.2 The Club shall establish and maintain, in accordance with the Act and this Constitution, proper accounting and other records and minutes concerning all transactions, business, meetings and dealings of the Club and the Board.

10.5 Inspection of Books etc

10.5.1 The following documents must be open to inspection, free of charge, by a member of the Club at any reasonable hour:

- (a) records, books and other financial documents of the Club;
- (b) this Constitution; and
- (c) minutes of all Board meetings and general meetings of the Club.

10.5.2 A Member may obtain a copy of any of the documents referred to in sub-clause (1) on payment of a fee of not more than \$1 for each page copied.

10.5.3 Despite anything contained in this Constitution it is acknowledged that the inspection of certain records may be subject to Privacy legislation. For the avoidance of doubt, it is acknowledged that the Club respects the privacy of its members and, with the exception of disciplinary proceedings where a member's records may be accessed without consent of the member, where the personal details of members are to be revealed to persons other than to the member concerned, the member's prior written consent shall be obtained

10.6 Service of Notices

10.6.1 Subject to sub-clause (2), for the purpose of this Constitution, a notice may be served on or given to a person:

- (a) by delivering it to the person personally, or
- (b) by sending it by pre-paid post or Registered Post to the address of the person as it appears in the Register of Members, or
- (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

10.6.2 A notice which is to be served on a member pursuant to clause 6.13 must be served by Registered Post.

10.6.3 For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee;
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

10.7 Financial Year

10.7.1 The financial year of the Club is:

- (a) the period of time commencing on the date of incorporation of the Club and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the Club, commencing on 1 July and ending on the following 30 June.

- 10.7.2 The Board shall keep or cause to be kept a record of all its receipts and payments to show its true financial position at the 30 June in each year.
- 10.7.3 The Board shall cause to be prepared prior to the Annual General Meeting a statement of income and expenditure for the previous financial year duly certified by the Auditors (if required under the Act) and signed by the President and Treasurer and in the absence of the above two officers, the Secretary will sign as correct and shall submit the same to such meeting.
- 10.7.4 The Annual Report and a copy of the Financial Statements with any reports from the Auditors (if required) shall be available at the Annual General Meeting.
- 10.7.5 The books of account shall be kept with the Public Officer.

10.8 Audit of Accounts

If required under the Act, a properly qualified auditor or auditors shall be appointed, and the remuneration of such auditor or auditors fixed by the Club in General Meeting. The auditors duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with the *Corporations Act 2001* and generally accepted principles, and/or any applicable code of conduct.

The auditor may be removed by the Club in General Meeting.

10.9 Club is Non-Profit

The Club shall be a non-profit-making organisation. The income and property of the Club, however derived, shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly to the members of the Club provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Club or to any member or other person in return for any services actually rendered to the Club nor prevent the payment of interest at a rate to be determined from time to time by the Board on money borrowed from any member of the Club.

10.10 Winding up of the Club

- 10.10.1 The Club may be wound up voluntarily if the Club so resolves by special resolution.
- 10.11.2 In the event of the Club being wound up, the liability of the Member shall be limited to any outstanding monies due and payable to the Club, including the amount of the Annual Subscription payable in respect of the current Financial Year. No other amount shall be payable by the Member.
- 10.11.3 If upon winding up or dissolution of the Club any surplus property remains after the satisfaction of all of the Club's debts and liabilities, that surplus property is to be distributed to Harness Racing New South Wales or in accordance with section 65 of the Act.

10.12 Report to Harness Racing New South Wales

At the end of each financial year but prior to 30 September of each year the Club's Secretary shall produce a report for Harness Racing New South Wales of the Club's activities for the preceeding financial year.

10.13 Change of Name, Objects and constitution

10.13.1 Proposed amendments to the Club's Name, Objects and Constitution shall be dealt with by Special Resolutions adopting the following procedures:

- (a) The proposed amendment(s) or alteration(s) shall be presented to the Board. Due notice must be given in writing by a member or members at a meeting of the Board of the intention to move for an amendment to the Name, Objects or Rules.

The notice shall set out the proposed amendment(s) or alteration(s). Such notice shall not be dealt with at the meeting at which the notice has been given but shall be dealt with at a following meeting of the Board. At that meeting the Board shall decide that the proposal(s) be recommended or not recommended for adoption by the Club at a general meeting. A recommendation for adoption must be carried by a **seventy five per cent (75%)** of the votes cast by the Board members present.

Proposals which are recommended by the Board shall be put to the members at a general meeting of the Club of which not less than 21 days written notice specifying the intention to propose the resolution as a Special Resolution shall be given. A resolution of a general meeting to amend the Name, Objects or Constitution of the Club must be passed by **seventy five per cent (75%)** of the votes cast by the Board members present.

- (b) Proposals which are not recommended by the Board may be put to the members at a general meeting. The only motion at this meeting shall be to recommend the proposals to a subsequent general meeting of the Club.

10.13.2 An application to the Director-General for registration of a change in the Club's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

10.14 Regulations

10.14.1 The Board shall have the power to draw up and adopt such Regulations as it considers necessary for ensuring the efficient management of the Club and such Regulations shall be binding until amended or revoked by the Board. All Regulations shall be recorded in Section Two (2), Regulations of the Club by the Constitution Secretary and maintained for access by any member.

10.14.2 Regulations binding

All Regulations made under this clause shall be binding on the Club and Members of the Club.

10.14.3 Notices binding on Members

Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members of the Club by means of Notices approved and issued by the Board

11. Appendix 1 – Application for Membership of Club

XYZ Harness Racing Club Inc

Application for Membership or Renewal of Membership
of the [Name of Club]Inc

I,

[Full name of applicant]

Of.....

.....State.....Post Code:.....

[Address]

.....
[Occupation]

Contact details:

Home Phone:

Work Phone:

Mobile:

Email 1.....

Email 2.....

Involvement in Industry

Owner

Trainer

Driver

Breeder

Stablehand

Supporter

Other

Hereby apply to become a member of the abovenamed incorporated Club.

In the event of my admission as a member, I agree to be bound by the constitution of the Club for the time being in force.

Membership Fee \$10.00