



**STRATHALBYN RACING CLUB
INCORPORATED**

**CONSTITUTION AS ADOPTED AT THE
ANNUAL GENERAL MEETING OF THE STRATHALBYN
RACING CLUB INCORPORATED ON
10th November 2024**

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RULES OF THE STRATHALBYN RACING CLUB INCORPORATED

1. NAME

The name of the Club is The Strathalbyn Racing Club Incorporated.

2. OBJECTIVES

The objectives of the Club are:

- i. To provide facilities for thoroughbred horse training and racing at Strathalbyn and at such other places as the Board of the Club may from time to time authorise;
- ii. To provide facilities for the enjoyment and entertainment of members of the Club, guests and the public.
- iii. without limiting the generality of **clause 3**, agree to be bound by and adhere to the Rules of Racing and programme for thoroughbred racing as it relates to the Club published by RSA from time to time, including by hosting the races, barrier trials and jump outs in accordance with that programme;
- iv. in conjunction with RSA provide, maintain and upgrade facilities that allow the hosting of thoroughbred racing meetings, barrier trials and jump outs;
- v. act, at all times, on behalf of and in the interest of the Members and the Club;

- vi. liaise with CRSA, RSA (and RA where applicable) and comply with any applicable agreements with and the Constitutions, regulations, policies and rules of these bodies where appropriate to further these Objects;
- vii. adopt and implement such policies as may be developed by CRSA, RSA or RA, including (as relevant and applicable) Member protection, anti-doping, racing integrity health and safety, rider and child welfare, infectious diseases and such other matters as may arise as issues to be addressed in the Sport;
- viii. abide by the Rules of Racing and to conduct the affairs and operations of the club in accordance with the Rules of Racing;
- ix. advance the operations and activities of the Club;
- x. maintain and enhance the reputation of the Club and the Sport and the standards of conduct and behaviour of participants in the Sport;
- xi. promote at all times mutual trust and confidence between the Club, CRSA, RSA, RA and the Members in pursuit of these Objects;
- xii. promote the economic and community service success, strength and stability of the Club, the Members and the Sport;
- xiii. use and protect the Intellectual Property appropriately;
- xiv. pursue such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the interests of the Club;

3. POWERS

The Club may:

- i. acquire, hold, deal with and dispose of any real or personal property;
- ii. administer any property on trust;
- iii. open and operate financial accounts;
- iv. invest and deal with its money in such manner as the Club shall determine from time to time including in investments that are authorised for a trustee to make pursuant to the Trustee Act 1936 (SA);
- v. borrow money, with or without security;
- vi. give security for the discharge of liabilities incurred by the Club;
- vii. support and subscribe to anybody associated with thoroughbred horse racing;
- viii. affiliate, amalgamate, co-operate and enter into reciprocal arrangements with another club or body having objects similar to those of the Club;
- ix. appoint officers and employees on terms and conditions determined by the Board
- ix. enter into any contract or arrangement which it considers necessary or desirable;

4. PROHIBITION OF DISTRIBUTION TO MEMBERS

- 4.1 The income and property of the Club must be used and applied solely to the promotion of its objects and the exercise of its powers.
- 4.2 No portion of the income or property of the Club may be distributed directly or indirectly to or among the members, former members, or associates of members or former members of the Club.
- 4.3 Nothing in this rule prevents the payment in good faith:

- i. of remuneration to any officer or employee of the Club;
- ii. to any member of the Club or other person for goods or services actually provided to the Club; or
- iii. to any member of out of pocket expenses, money lent or reasonable and proper charges for the hire of goods, rent for premises or the provision of services by the member.
- iv. To contractors and sub-contractors for services provided at the request of the Club for the purpose of furthering the objects of the Club as set out in Rule 2.

5. MEMBERSHIP

5.1 Categories of membership:

The Club has the following categories of membership:

- i. Life members;
- ii. Ordinary members;
- iii. Concession members;
- iv. Corporate members;
- v. Honorary members;
- vi. Such other categories of membership as the committee may from time to time determine

5.2 Subject to these rules, the Board will determine:

- i. each category of membership;

- ii. the entrance fee and subscriptions payable and the terms of payment for each category of membership;
- iii. the number of members in each category;
- iv. the benefits and privileges attaching to membership of any category;
- v. the terms and conditions applying to membership of any category;
- vi. requirements of applying for membership, changing the category of membership, entry, election and re-admission to membership.

6. MEMBERSHIP QUALIFICATIONS

6.1 A candidate for admission to membership of the Club must be:

- i. a natural person over the age of 18 years who is neither a professional jockey nor under disqualification concerning any sport; or
- ii. a body corporate.

6.2 A person can be admitted as a Life Member only if:

- the person is nominated by the Board and
- the nomination is approved by an Annual general meeting of the Club.

7. NOMINATION FOR MEMBERSHIP

7.1 An applicant for membership of the club must apply to the Board:

7.2 The application must be;

- i. in writing;
- ii. contain full particulars of the name, address and contact details and be signed by the applicant, and
- iii. received by the Chief Executive Officer

7.2 The Board must decide by a majority:-

- i. to accept or reject the nomination;
- ii. the category of membership of the candidate.

7.3 The Chief Executive Officer must notify the candidate of any decision of the Board made pursuant to Rule 7.2.

7.4 A successful candidate becomes a member when the membership fee is paid.

8. REGISTER OF MEMBERS

8.1 The Chief Executive Officer must keep a register of members which shall include the date and category of membership.

9. MEMBERSHIP FEES

9.1 The annual membership fee for each category of membership will be fixed by the Board

9.2 A Life Member is not required to pay an annual membership fee.

9.3 The Board may, in its discretion on the application of a Member, exempt any member from the payment of the annual membership fee for any financial year or any part of it upon such terms and conditions as the Board may determine and allow the member to remain a member for the term specified in the resolution.

10. MEMBER'S ENTITLEMENTS

10.1 A member is entitled, on payment of the annual membership fee, to be issued with a membership card which allows admission:-

- i. to the racecourses at which the Club conducts race meetings and the areas at those racecourses set aside for members;
 - ii. to the Members' car parks at the racecourses.
- 10.2 Each member is entitled, on payment of an additional fee that the Board may fix to be issued with one transferable guest ticket.
- 10.3 Each corporate member is entitled on payment of an additional fee that the Board may fix to be issued with transferable guest tickets.
- 10.4 The bearer of a transferable guest ticket is allowed admission to those parts of the areas set aside for members as the Board decides.

11. MEMBER'S ENTITLEMENTS ARE NOT TRANSFERABLE

- 11.1 Except as provided by these Rules or by a by-law made in accordance with a decision of the Board pursuant to Rule 5.2 or Rule 16.3, a right, privilege or obligation of a member because of being a member of the Club:-
 - i. is not able to be transferred, and
 - ii. terminates on the cessation of membership.

12. MEMBER'S LIABILITIES

- 12.1 Except as otherwise provided by law, a member is not liable to contribute to the payment of the debts and liabilities of the Club or the costs, charges and expenses in winding up of the Club.

13. RESIGNATION

13.1 If a member has paid all monies due by the member to the Club, the member may resign from membership of the Club by giving written notice of resignation to the Chairman.

14. DISCIPLINE OF MEMBERS

14.1 If a complaint is received by the Board for the disciplining of a member;

- i. the member named in the complaint must be given notice
 - a) of the conduct complained of; and
 - b) that oral or written evidence or arguments may be given to the Board at a meeting to be held within 14 days.

14.2 At the meeting, the Board must:-

- i. give the member the opportunity to be heard; and
- ii. consider any written documents presented to it.

14.3 The Board may then determine:-

- i. whether to discipline the member or not; and
- ii. whether the penalty should be a reprimand, suspension or expulsion.

15. CESSATION OF MEMBERSHIP

15.1 A member ceases to be a member of the Club if the member:-

- i. dies

- ii. being a body corporate becomes an externally administered body corporate as defined in the *Corporations Act 2001*; iii. becomes a professional jockey;
- iv. becomes a disqualified person under the Australian Rules of Racing.
- v. is disqualified from competing in any sport under the rules of administration of that sport;
- vi. does not pay the annual subscription fee within two (2) months of becoming a member: vii. resigns from membership; or viii. is expelled from the Club.

On the cessation of membership, the member forfeits all right or claim to the property or affairs of the Club.

THE BOARD

16. POWERS OF THE BOARD

16.1 Subject to any resolution passed at a general meeting of the Club, the Board:

- i. will control and manage the affairs of the Club; and
- ii. may exercise all the powers of the Club other than those that are required to be exercised by a general meeting of the Club.

16.2 The Board may appoint sub-Boards and delegate any powers to them.

16.3 The Board has the authority to interpret the meaning of these rules and any matter concerning the Club on which these rules are silent.

16.4 The Board shall adopt and keep in force, and may from time to time amend, a "Code of Conduct" by which all Members of the Board for the time being are and shall be bound. Any breach of that code by a Board) Member may be dealt

with by the Board by applying the disciplinary provisions of Rule 14 of these Rules. A copy of the Code, as amended and in force from time to time, shall be provided by the Chair to each Board Member upon election or appointment to the Board and at any subsequent time when that document is amended.

16.5 The Board shall have power from time to time to make, alter, amend, repeal and add to, by-laws not inconsistent with these rules for regulating its own proceedings, and all such by-laws shall be entered in a book to be kept for such purposes.

16.6 Subject to the Act and this Constitution, the business, funds and affairs (including property) of the Club must be managed and controlled by the Committee, which may exercise all of the powers of the Club for that purpose.

16.7 The Board must perform its functions in the pursuit of the Objects and in the interests of the Club and Members as a whole, having regard to the Club's position and role in the structure and reputation of the Sport in the Region and South Australia

16.8 The Board may not cause the Club to disaffiliate from CRSA or the Sports in any way.

16.9 The Board may delegate its functions, provided that such delegation is permitted by the Act

17. CONSTITUTION AND MEMBERSHIP

17.1 The Board shall consist of a minimum of seven (7) members and a maximum of nine (9).

- 17.2 Each member of the Board shall be elected for a three (3) year term.
- 17.3 A member of the Board must retire from office at the third annual general meeting after the member was elected.
- 17.4 A retiring member of the Board is eligible to stand for re-election.
- 17.5 A candidate for election or appointment to the Board must be a Club or Life member and as and when requested by the Chair must submit and supply all such documentation and information as is required to obtain the necessary approvals as a Board Member under the Liquor Licensing Act, 1997 (as amended) and/or the Gaming Machines Act, 1992 (as amended) and by the Independent Gambling Authority.
- 17.6 The following persons are not eligible for election or appointment as a member of the Board
- i. a Stipendiary Steward
 - ii. any person who currently holds a licence pursuant to the Australian and/or Local Rules of Racing and designated as a Licensed Trainer and Permit to Train unless they have a current written recommendation from the Stewards of RACING SA to apply for a Board vacancy.
 - iii. any person or Member who has been or is convicted of an offence involving fraud or dishonesty punishable on conviction by imprisonment for a period of not less than three (3) months or of any other offence punishable on conviction by imprisonment for a period of not less than twelve (12) months;
 - iv. any person or Member who has had or has any necessary approval under the Liquor Licensing Act and/or Gaming Machines Act or any other similar prevailing act refused, suspended or revoked;

- v. any person or Member who has been or is disqualified or suspended from managing a Corporation pursuant to Part 2D.6 of the Corporations Act 2001 or any other similar prevailing Act;
- vi. any person or Member who has been or is prohibited from being a Member of a Committee or Committee of an Association pursuant to the Associations Incorporations Act 1985 or any other prevailing Act;
- vii. any person or member who is an undischarged Bankrupt;
- viii. any person or member who is an insolvent under administration;
- ix. any person or Member who is currently employed by The Strathalbyn Racing Club Incorporated, Racing SA Ltd, South Australian Jockey Club Incorporated or any incorporated Racing Club which is a member of Country Racing South Australia Incorporated (CRSA). If a serving member of the Board is subsequently employed by the Club they must immediately tender their resignation;
- x. any person who is currently a Director or Committee person of Racing SA Ltd, South Australian Jockey Club Incorporated or any other registered or incorporated Racing Club which is a member of Country Racing South Australia Incorporated.

17.7 The office of a Director of the Board becomes vacant if the member:-

- i. dies;
- ii. ceases to be a member;
- iii. completes a term of office;
- iv. does not attend three or more consecutive meetings of the Board without leave of absence from the Board or:
- v. resigns by notice in writing to the Club;
- vi. any person who has been or is convicted of an offence involving fraud or dishonesty punishable on conviction by imprisonment for a period of not

less than three (3) months or of any other offence punishable on conviction by imprisonment for a period of not less than twelve (12) months; vii. becomes an insolvent under administration;

vii. has any necessary approval under the aforesaid Liquor Licensing Act suspended and/or revoked;

viii. the Director is suspended or disqualified from managing a Corporation pursuant to Part 2D.6 of the *Corporations Act 2001*;

ix. the Director is prohibited from being a member of a Board of an Association pursuant to the *Associations Incorporations Act 1985*.

17.8 When the office of a Director of the Board becomes vacant before the end of the term for which the Director was elected, a casual vacancy occurs.

17.9 The Board may appoint a Member to fill a casual vacancy. A Member appointed to fill a casual vacancy will hold office until the next Annual General Meeting at which time the Member may stand for election.

18. ELECTION OF DIRECTOR OF THE BOARD

18.1 For the annual election of Director of the Board, the Board must:-

- i. appoint two (2) persons as returning officers for the election, and
- ii. set a date and time up to when nominations of candidates for election to the Board may be received, such date being at least 28 days before the general meeting at which the election is to be held.

18.2 The returning officers must not be candidates at the election.

18.3 All nominations must be:-

- i. in writing; ii. signed by any two Club or Life Members;
- iii. signed by the candidate, and
- iv. received by the Chief Executive Officer before the time stated in the notice calling for nominations.

18.4 If the number of candidates equals the number of vacancies to be filled, the Chair of the general meeting must declare the candidate elected.

18.5 A nomination may be withdrawn by the candidate at any time before the beginning of the general meeting.

18.6 If the number of candidates nominated is more than the number of vacancies to be filled, the election of members to the Board must be conducted by a ballot of eligible members.

18.7 A Member is eligible to vote in the ballot if that person has been a Member for not less than three (3) months on the date that the ballot papers are sent out.

18.8 The Chief Executive Officer must:-

- i. prepare a memorandum explaining the voting procedure and how to complete the ballot paper and the ballot listing the candidates, and
- ii. send the memorandum and ballot paper to each eligible member by post or any electronic means at least fourteen (14) days before the general meeting at which the election is held.
- iii. The order of candidates on the ballot paper must be decided by lot.
- iv. To vote, the Member must write an "X" on the ballot paper in the square opposite the name of each candidate for whom the Member wishes to vote. The Member must vote for no more and no less than the required number of candidates.

- v. For the Member's vote to be counted in the ballot, the properly completed ballot paper must be received by the returning officers by no later than the start of the Annual General Meeting.
- vi. The returning officers must count the votes received by each candidate and report the results to the general meeting.
- vii. The candidates who receive the greatest number of votes will be declared elected by the Chair of the meeting.
- viii. If the votes are tied, the Chair if not a candidate, has a casting vote. If the Chair is a candidate, the position of the chair is to be vacated at a convenient time during the meeting and the meeting will elect another person to exercise the casting vote.
- ix. A decision of the majority of the returning officers on any matter concerning the elections is final and no appeal may be brought from that decision.

18.9 Should an insufficient number of members offer themselves for election any remaining vacancies shall be filled at such Annual General Meeting. Any such appointments shall be for a period of three (3) years.

19. ELECTION OF CHAIR AND DEPUTY CHAIR

19.1 At the first meeting of the Board held after each Annual General Meeting, the Board must elect a Chair, and a Deputy Chair who will hold office until their successors are elected.

19.2 Any election shall be by secret ballot if called for by any member of the Board

19.3 If votes for a position are tied, the elections will be decided by drawing lots among the tied candidates.

19.4 If the Chair or Deputy Chair are to be absent for 2 or more consecutive meetings the Directors will appoint a person to fill the vacant position on an acting basis.

20. MEETINGS

20.1 The Board must meet at least once every two (2) months.

20.2 A meeting of the Board must be called by the Chair if two (2) or more members of the Board in writing, requests one.

20.3 Four (4) Directors of the Board are a quorum. No business may be conducted at a meeting of the Board unless a quorum is present.

20.4 The Chair will preside at each meeting of the Board and in the absence of the Chair, the Deputy Chair will preside. If neither the Chair nor the Deputy Chair is present, the Directors of the Board at the meeting will decide who of them will preside.

20.5 A decision carried by a majority of votes of the Directors of the Board at a meeting is a decision of the Board

20.6 Each member of the Board is entitled to one vote on a matter arising for a decision by the Board and the person presiding at the meeting has a casting vote.

20.7 The Directors of the Board may meet together either in person or by telephone conference or teleconference for the dispatch of business.

20.8 A resolution passed by a telephone conference or teleconference is, notwithstanding that the Directors are not present together at one place at the time of the conference, treated as having been passed at a meeting of the Directors of the Board held on the day and at the time at which the conference was held.

20.9 If all the members of the Board sign a document containing a statement that they are in favour of a resolution in the terms set out in the document, a resolution in those terms is treated as having been passed at a meeting of the Board held on the day on

which the document was signed and at the time at which the document was last signed by a member or, if the members signed the document on different days, on the day on which, and at the time at which, the document was last signed by a member. Any written resolution may consist of several documents in like form, each signed by one or more Directors of the Board.

20.10 The Board may decide its own procedure.

21. REMUNERATION, ALLOWANCES AND EXPENSES

21.1 The Chair, Deputy Chair and the Board of Directors may be paid such remuneration for services rendered to the Club from the funds of the Club as may be determined by Members at an Annual General Meeting.

22. VALIDITY OF ACTS OF THE BOARD

22.1 To the extent permissible under the Act an act or proceeding of the Board is not invalid by reason only of a vacancy in its membership and, despite the subsequent discovery of a defect in the appointment or election of a member, an act or proceeding of the Board will be valid and effectual as if the member had been properly appointed or elected.

23. ANNUAL GENERAL MEETINGS

23.1 The Club must hold an annual general meeting of members each year.

23.2 The annual general meeting must be held no later than 30 November in each year.

23.3 Notice of the annual general meeting must be given at least 21 days prior to the meeting.

23.4 The ordinary business of an annual general meeting is:-

- i. the confirmation of the minutes of the last annual general meeting and of any general meeting held subsequently;
- ii. the receipt of the reports of the Board and the auditor and the audited accounts of the Club;
- iii. the election of the Directors of the Board; and
- iv. the appointment of the auditor.

23.5 The annual general meeting may transact special business of which notice is given.

24. SPECIAL GENERAL MEETINGS

24.1 All general meetings of members of the Club other than the annual general meetings are special general meetings.

24.2 The Board may, when it thinks fit, call a special general meeting.

24.3 The Board must, on the written requisition of not less than twenty (20) members, call a special general meeting.

24.4 A requisition for a special general meeting:-

- i. must state the purpose of the meeting;
- ii. must be signed by the members making the requisition with the full name of each member printed clearly adjacent thereto;
- iii. must be delivered to the Chair;
- iv. may consist of several documents in like form, each signed by one or more of the members making the requisition;

24.5 If the Board does not call a special general meeting to be held within 21 days after the date when a requisition is delivered to the Chair, the members making the

requisition may call a special general meeting to be held no later than 2 months after the date.

24.6 A special general meeting called by members must be called in the same way as nearly as possible as one which is called by the Board

25. NOTICE OF GENERAL MEETINGS

25.1 Notice of general meetings must be given:-

i. if a special resolution is proposed, at least 21 days before the general meeting;

ii. in any other case, at least 21 days before the general meeting.

25.2 Notice of adjourned general meetings need not be given.

26. BUSINESS OF GENERAL MEETINGS

26.1 The only business that can be transacted at a meeting is the business set out in the notice convening the meeting.

26.2 A member who wishes to bring any business before a meeting must give written notice of the business to the Chair at least 28 days before the general meeting. The Chair must include the business in the notice convening the meeting.

26.3 No item of business can be transacted at a general meeting unless a quorum of members entitled to vote is present during the time when the meeting considers the item.

26.4 A special resolution of a meeting is required to:-

i. change the rules of the Club;

ii. change the name of the Club;

- iii. wind up the Club.

27 ENTRENCHED PROVISIONS

- 27.1 Rules 4.2 and this Rule 27 are entrenched provisions of the Constitution ('the Entrenched Provisions' and separately an 'Entrenched Provision').
- 27.2 Notwithstanding Rule 27, an Entrenched Provision can only be varied, amended or repealed by way of Special Resolution passed at an Annual General Meeting or Special General Meeting held pursuant to these Rules and in accordance with Rule 27.3.
- 27.3 Notwithstanding Rule 28.3 the quorum for an Annual General Meeting or Special General Meeting held for the purpose of varying, amending or repealing an Entrenched Provision shall be a number of persons equal to 75% of the members entitled to vote under this rule 27 at the date of the meeting.
- 27.4 All members will be entitled to vote on a resolution to vary, amend or repeal an Entrenched Provision.

28. PROCEEDINGS AT GENERAL MEETINGS

- 28.1 The Chairperson is entitled to preside as Chair at all general meetings
- 28.2 If the Chair does not want to preside or is not at the meeting, the Board may appoint one of its Directors to be Chair of the meeting. If no member of the Board wants to preside or is at the meeting, the members must elect one of themselves to preside as Chair of the meeting.
- 28.3 The quorum for a general meeting is 10 members entitled to vote present.
- 28.4 The quorum for an adjourned general meeting is the members entitled to vote present.
- 28.5 If a quorum of members is not present within 30 minutes after the time appointed for the beginning of the meeting, the meeting:-

- i. if convened on the requisition of members, must be dissolved;
 - ii. in any other case, must be adjourned to a day and time in the next week as the Chair nominates and announces at the meeting.
- 28.6 The Chair of a meeting may adjourn the meeting and decide the place and time at which the meeting is to resume.
- 28.7 The only business that may be discussed and decided at an adjourned general meeting is the unfinished business at the time of the adjournment.
- 28.8 On any question arising at a general meeting, each member has one vote.
- 28.9 All votes must be cast personally or by proxy. Only Corporate Members are entitled to appoint a proxy to attend and on their behalf vote at a general meeting of members. Notice of the appointment of a proxy by a Corporate member must be given to the Chair at least 24 hours before the time of the meeting for which the proxy is appointed.
- 28.10 If the votes on a resolution are tied, the Chair of the meeting has a casting vote.
- 28.11 A member is not allowed to vote at a general meeting unless all monies due and payable to the Club are paid.
- 28.12 All questions arising at a general meeting except for the election of members of the Board are to be decided by a show of hands unless before the declaration of the show of hands a poll is demanded.
- 28.13 A declaration by the Chair of the meeting that a resolution has been carried is conclusive evidence of that fact.
- 28.14 If at a meeting a poll on any question is demanded by not less than four (4) members, the Chair of the meeting will direct how the poll is to be conducted at the meeting. The resolution of the poll is the resolution of the meeting.
- 28.15 A poll cannot be demanded on the questions of:-

- i. the election of the Chair; or
- ii. the adjournment of the meeting.

28.16 A special resolution is carried if at least 75% of the votes cast vote in favour of it.

28.17 Any other resolution is carried if a majority of votes cast vote in favour of it.

27.18 The Chair of the general meeting may decide any matter of procedure for the conduct of the meeting not referred to in these rules.

29. PUBLIC OFFICER AND CHIEF EXECUTIVE OFFICER

29.1 The Board will appoint a Public Officer of the club from time to time.

29.2 The Board in its absolute discretion may appoint a Chief Executive Officer to exercise powers and discretion of the Board to the extent permitted by law. The Chief Executive Officer may also be the Secretary and Public Officer of the Club.

29.3 Any reference in this Constitution to the Chief Executive Officer includes a person acting in that position.

30. FINANCIAL YEAR

30.1 The financial year of the Club begins on 1 July and ends on 30 June of the following year.

31. ACCOUNTS AND AUDITOR

31.1 The Club must cause proper accounts to be kept of its financial affairs and must for each financial year, prepare a statement of accounts that present fairly the

results of the activities of the Club and explain the transactions and financial position of the Club as required by the Act.

31.2 The accounts and statements of accounts of the Club must for each financial year be audited by auditors appointed at the annual general meeting and distributed in accordance with Division S2 of the Act, including all documents required to be distributed to the Members for the purpose of the Annual General Meeting.

31.3 If a vacancy in the office of auditor occurs after an annual general meeting, the Board must fill the vacancy and the appointment will be for the balance of that year.

31.4 The Club must lodge with the Corporate Affairs Commission such periodic returns, containing accounts and other information relevant to the affairs of the Club, as the Act and associated regulations (Associations Incorporation Regulations 2023) may require.

32. COMMON SEAL

32.1 The Board must authorise the affixing of the common Seal to a document and it must be affixed in the presence of either two (2) Directors of the Board or one (1) Director of the Board and the Chief Executive Officer.

33. INDEMNITY

1. Indemnity for Legal Costs

Every Director and officer of the Club must be indemnified out of the property of the Club against any liability incurred by him or her in their capacity as a Director or officer in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in

connection with any application in relation to any such proceedings in which relief is granted to him or her by the Court.

2. Indemnity where no negligence, etc

Every Director and officer of the Club must be indemnified out of the property of the Club against all costs, losses and expenses including travelling expenses incurred by him or her in his or her capacity as a Director or officer by reason of any contract entered into or other act or thing properly done by him or her as a Director or officer or in any way in the discharge of his or her duties unless the same arise from his or her own negligence, default breach of duty or breach of trust and it is the duty of the Board to pay the same out of the funds of the Club.

3. No Liability for acts of others

Unless the same arises from his or her own negligence, default, breach of duty or breach of trust, no Director or officer of the Club is liable for:

- (a) the acts, receipts, neglects or defaults of any other Board or officer;
- (b) any loss or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Club;
- (c) the insufficiency or deficiency of any security in or upon which any of the moneys of the Club shall be invested;
- (d) any loss or damage arising from bankruptcy, insolvency or tortuous act of any person with whom any moneys, securities or effects are deposited;
- (e) any loss occasioned by any error of judgement on his or her part; or
- (f) any other loss, damage or misfortune which occurs in the execution of the duties of his or her office or in relation thereto.

34. LIABILITY OF OFFICERS

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

35. WINDING UP OF THE CLUB

35.1 If the Club is wound up, the assets remaining after paying all liabilities must not be paid or distributed among the members, former members or associates of members or former members but must be transferred to an organisation or organisations:-

- i. having similar purposes to those of the club;
- ii. which prohibit the distributions of its or their income among members to an extent at least as great as is imposed on the Club by these rules; or
- iii. which a general meeting of members by special resolution decides or in the absence of a resolution, as Racing SA Limited decides.

36. NOTICES

36.1 A notice may be served by the Club on a member either personally, by post to the member at the address shown in the register of members or by facsimile to the last known number notified to the Club or email transmission.

36.2 If posted, the notice is taken to be given to the members at the time when the notice would have been delivered in the ordinary course of post.

36.3 If sent by facsimile transmission, or email or other electronic means, the notice is taken to be given to the members as at the date and time of the transmission or email.

37. MINUTES

37.1 Minutes of the proceedings at every General Meeting shall be kept and the Minutes when signed shall be conclusive evidence that the proceedings minuted were regular and actually took place as minuted at a meeting convened and held and shall be binding on the members. Subject to section 51(3) of the Act.

38. Definitions & Interpretation

38.1 Definitions; In this Constitution, unless the contrary intention appears:

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

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

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

Appointed Director means a Director appointed by the Board in accordance with **clause 18**.

Associated Activities means activities conducted under the direction of Stewards at the club venue. Such activities may occur on race days or at other times by agreement with the Stewards and may include but are not limited to Barrier Trials, Approved Jump-Outs, horse stabling, conduct of jockeys, trainers and their staff, plus RSA staff. **Casual Vacancy** means a vacancy on the Committee as a result of **clause 17.8 Club** has the meaning given by **clause 1**.

Board means the body consisting of the Directors who are effectively the management Board and who are entrusted to manage the affairs of the Club.

Constitution means this constitution of the Club.

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

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

Elected Board Director means a Board Director elected under **clause 9**.

Financial Year means the year ending on the next 30 June following incorporation and thereafter a period of twelve (12) months commencing on 1 July and ending on 30 June each year.

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

Honorary Member means a Member of the Club appointed by the Board pursuant to **clause 5.1**.

Individual Member means a registered, financial Individual Member of the Club appointed pursuant to **clause 7**.

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

Life Member means a person appointed as a Life Member of the Club pursuant to **clause 6.2**.

Chief Executive Officer (CEO) means a person appointed from time to time by the Directors of the Board in accordance with this Constitution to undertake specific tasks. They will act as an ex-officio Member of the Board. Where the Club does not have a CEO, the Secretary will assume the functions of the CEO under this Constitution.

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

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

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

Objects means the objects of the Club in **clause 2**.

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

RA means Racing Australia Limited CAN 105 994 330.

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

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

RSA means Racing SA Ltd CAN 094 475 939.

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

Seal means the common seal of the Club.

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

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

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

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

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

38.2 Interpretation

In this Constitution:

a reference to a function includes a reference to a power, authority and duty;

a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty; words importing the singular include the plural and vice versa; words importing any gender include other genders; references to persons include corporations and bodies politic;

references to a person include the legal personal representatives, successors and permitted assigns of that person;

a reference to any provision of the Act or a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction);

a reference to 'writing' shall, unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail; and

any doubt arising as to the application or meaning of any clause or wording therein shall be decided by a vote at a Meeting, which decision shall be final and conclusive.

Severance

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

The Act

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