



# **CANBERRA RACING CLUB INCORPORATED**

## **CONSTITUTION**

Amended 13 October 2020

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**PART I-PRELIMINARY****1. Name**

(a) The name of the Club is the Canberra Racing Club Incorporated.

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

**2. Interpretation**

(a) In these rules, unless a contrary intention appears-

“Bookmaker Category” shall consist of those Licensed Persons determined by the committee as coming within this Category and includes a bookmaker, a bookmaker’s clerk, a bookmaker’s agent and any person who holds a Licence issued by the Gambling and Racing Commission or its successor or any similar body or authority anywhere in Australia;

“Category” means categories of Licensed Persons being either a Bookmaker Category, a Jockey Category or a Trainer Category;

“Club” means the Canberra Racing Club Incorporated;

"financial year" means the year ending on 30 June;

“Jockey Category” shall consist of those Licensed Persons determined by the committee as coming within this Category and includes a jockey, an apprentice jockey, approved rider and rider’s agent;

“Licence” includes any licence, approval or permit capable of being held by a Licensed Person for the purpose of racing, gaming or gambling anywhere in Australia;

“Licensed Person” means:

(i) any person who holds a Licence under the Australian Rules of Racing, issued by:

- A. a Principal Racing Authority
- B. any club or
- C. any association;

(ii) any person who holds a Licence issued by the Gambling and Racing Commission or its successors or any similar body or authority anywhere in Australia, or

(iii) any person who the committee determines is a Licensed Person pursuant to the provisions of clause 28A.

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

"month" means a calendar month;

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

"registered horse racing" includes a "Registered Meeting" and a "Registered Race Meeting" as defined by the Australian Rules of Racing;

"secretary" means the person holding office under these rules as secretary of the Club or, where no such person holds that office, the public officer of the Club;

"the Act" means the Associations Incorporation Act 1991;

"the Australian Rules of Racing" means the Australian Rules of Racing as amended from time to time and as adopted by the Australian Racing Board or its successor;

"the committee" means the committee of the Club elected pursuant to this constitution;

"the Regulations" means the Associations Incorporation Regulations.

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

(b) In these rules-

- (i) a reference to a function includes a reference to a power, authority and duty; and
- (ii) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.

(c) The provisions of the Interpretation Act 1967 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

### **3. Objects**

The objects of the Club are:

- (a) to promote, develop, encourage, carry on and control registered horse racing;

- (b) to make, adopt and enforce rules for the conduct of registered horse racing and betting in relation to registered horse racing;
- (c) to hear appeals in relation to rulings or decisions made in relation to registered horse racing or betting in relation to registered horse racing;
- (d) to conduct horse races and race meetings;
- (e) to act as a "Principal Club" for horse racing in the Australian Capital Territory;
- (f) to acquire, construct or improve courses on which horses may be trained and raced;
- (g) to develop and utilise the Club's assets for the purpose of promoting and encouraging horse racing and the training of racehorses.
- (h) to promote, develop and encourage best practice for the welfare of participants and racehorses;
- (i) to provide amenities and recreational facilities including but not limited to the provision of licensed premises for the use of members and their guests and to establish reciprocal rights for members with clubs or associations outside the Australian Capital Territory;
- (j) to promote, by research and otherwise, all aspects of the breeding, training and racing of horses;
- (k) to prepare and implement plans and strategies for the management of the financial affairs of horse racing and for the development, promotion and marketing of horse racing;
- (l) to affiliate or associate with clubs outside the Australian Capital Territory with similar interests and objects;
- (m) to participate in any national body coordinating horse racing in Australia;
- (n) to establish or manage benevolent funds for the benefit of members, former members and persons involved in horse racing or their relatives;
- (o) to disseminate information relevant to the Club's objects, either alone or in conjunction or co-operation with any other organisation by publication or electronic media;
- (p) to support and encourage responsible gambling and control gambling activities;
- (q) to enter into reciprocal arrangements with any other controlling body with respect to any matter relating to the administration and control of horse racing;  
or

- (r) to carry on any other activity whatever which is calculated directly or indirectly to enhance or further the interests of the Club.

#### **4. Powers**

The Club has the legal capacity of a natural person and, without limiting the generality of the foregoing, has, both within and outside the Australian Capital Territory power

- (a) to grant a floating charge on property of the Club;
- (b) to arrange for the Club to be registered or otherwise recognised as a corporate body in a place outside the Territory; and
- (c) to do any act that it is authorised to do by any other law.

#### **5. Profits**

- (a) The profits, if any, arising from the transactions of the Club shall be applied in and to the furtherance of the Club's objects and shall not be distributed amongst nor shall it be an object of the Club to secure pecuniary profit to members or relatives of members.
- (b) In particular, a person (whether or not a member) is not entitled to derive, directly or indirectly, any profit, benefit or advantage from the club that is not available equally to all members of the Club other than a profit, benefit or advantage -
  - (i) that arises under an agreement where the parties are dealing with each other at arms length; or
  - (ii) conferred on a member under a resolution passed at a general meeting of members.
- (c) Furthermore, a person (whether or not a member) is not entitled to derive, directly or indirectly, any profit, benefit or advantage from -
  - (i) the Club having applied for the grant of a gaming licence;
  - (ii) the grant of a gaming licence to the Club; or
  - (iii) any added value that may accrue to the premises of the Club because of the grant of a gaming licence to the club that is not available equally to all members of the Club.

**PART II-MEMBERSHIP****6. Membership qualifications**

- (a) A person is qualified to be a member if-
  - (i) the person is a person referred to in section 21 (2) (a) or (b) of the Act and has not ceased to be a member of the Club at any time after incorporation of the Club under the Act; or
  - (ii) the person has applied to the club for membership and has paid for the type of membership they have requested and are approved for the membership at the next meeting of the committee of the Club.
- (b) All members shall be at least eighteen years of age and there shall be six classes of membership:
  - (i) Life members
  - (ii) Members
  - (iii) Honorary members
  - (iv) Senior members
  - (v) Young members
  - (vi) Veteran members
- (c) The class of Life membership shall consist of any person who has rendered valuable service to the Club and who has been nominated by the committee and who has been elected by any General meeting of the Club as a Life member provided that the total number of Life members shall not exceed five per cent of the total membership of the club.
- (d) The class of Honorary member shall consist of persons elected by the committee on such terms and conditions as the committee may deem expedient.
- (e) Senior members shall be those members who hold either a Senior's Card issued by the ACT Government or a Card which is, in the opinion of the committee, the equivalent thereof issued by the Government of a State or the Northern Territory, or who were Senior Members at 17 October 1995. Fees for Senior members shall be determined by the committee.
- (f) Young members shall consist of those members who have attained the age of eighteen (18) years and not yet attained the age of thirty (30) years.
- (g) Veteran Members. The class of veteran membership shall consist of members who have held 30 continuous years of membership and have attained 70 years of age.

**7. Application for membership**

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

**8. 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 upon cessation of the person's membership.

**9. Decisions of the Committee**

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

**10. Members who are employees of the Club**

- (c) A person cannot be an employee and member of the Club at the same time.

**11. Cessation of membership**

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

- (a) dies or, in the case of a body corporate, is wound up;
- (b) resigns from membership of the Club;
- (c) is expelled from the Club;
- (d) fails to pay a membership subscription on or before 31st May following the year in which the subscription became due and payable; or
- (e) makes any general assignment for the benefit of his creditors or general composition with his creditors.

**12. Resignation of membership**

- (a) A member is not entitled to resign from membership of the Club except in accordance with this rule.
- (b) A member who has paid all amounts payable by the member to the Club may resign from membership of the Club by first giving notice (being not less than 1 month or, if the committee has determined a shorter period, that shorter period) in writing to the secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- (c) Where a person ceases to be a member, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

**13. Subscriptions etc.**

- (a) The nomination fee to the Club is \$1, or if any other amount has been determined by resolution of the committee, such other amount or the committee may waive the payment of a nomination fee.
- (b) The annual membership subscription for all membership classes, other than life members and honorary members, is to be determined annually by resolution of the committee

**14. Members liabilities**

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

**15. Disciplining of members**

- (a) A complaint concerning a member of the Club must be lodged in writing with the secretary.
- (b) If the secretary considers that the matters complained of are not trivial and would, if substantiated, amount to conduct which is contrary to the interests of the Club the secretary shall refer the complaint to the discipline sub-committee. The discipline sub-committee shall comprise of 3 members of the committee appointed by the committee pursuant to clause 27.
- (c) The discipline sub-committee may dismiss the complaint or where the discipline sub-committee is of the opinion that a member-
  - (i) has persistently refused or neglected to comply with a provision of this constitution; or

- (ii) has acted in a manner prejudicial to the interests of the Club,  
the discipline sub-committee may, by resolution-
  - (iii) refer the matter to the chairman with a recommendation that the member be counselled;
  - (iv) impose a fine not exceeding \$1,000.00;
  - (v) suspend the member from such rights and privileges of membership of the Club as the discipline sub-committee may determine for a specified period;  
or
  - (vi) expel the member from the Club.
- (d) A resolution of the discipline sub-committee under sub clause (c) is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under sub clause(e), confirms the resolution in accordance with this rule.
- (e) Where the discipline sub-committee passes a resolution under sub clause (c), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member-
  - (i) setting out the resolution of the discipline sub-committee and the grounds on which it is based;
  - (ii) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
  - (iii) stating the date, place and time of that meeting; and
  - (iv) informing the member that the member may do either or both of the following:
    - A. attend and speak at that meeting;
    - B. submit to the committee at or prior to the date of that meeting written representations relating to the resolution.
- (f) Subject to section 50 of the Act, at a meeting of the committee mentioned in sub clause (d), the committee shall-
  - (i) give to the member mentioned in sub clause (c) an opportunity to make oral representations;

- (ii) give due consideration to any written representations submitted to the committee by that member at or prior to the meeting; and
  - (iii) by resolution determine whether to confirm or to revoke the resolution of the committee made under sub clause (c).
- (g) Where the committee confirms a resolution under sub clause (f), the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under clause 16.
- (h) A resolution confirmed by the committee under sub clause (f) does not take effect-
  - (i) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
  - (ii) where within that period the member exercises the right of appeal, unless and until the Club confirms the resolution in accordance with sub clause 16(d).

#### **16. Right of appeal of disciplined member**

- (a) A member may appeal to the Club in general meeting against a resolution of the committee which is confirmed under sub clause 15 (f), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (b) Upon receipt of a notice under sub clause (a), the secretary shall notify the committee which shall convene a general meeting of the Club to be held within 56 days after the date on which the secretary received the notice or as soon as possible after that date.
- (c) Subject to section 50 of the Act, at a general meeting of the Club convened under sub clause (b)-
  - (i) no business other than the question of the appeal shall be transacted;
  - (ii) the committee and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
  - (iii) the members present shall vote by secret ballot on the question of whether the resolution made under sub clause 15 (f) should be confirmed or revoked.
- (d) If the meeting passes a special resolution in favour of the confirmation of the resolution made under sub clause 15 (f), that resolution is confirmed.

**PART III-THE COMMITTEE****17. Powers of the committee**

The committee, subject to the Act, the Regulations, these rules, and to any resolution passed by the Club in general meeting-

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

**18. Constitution and membership of the committee**

- (a) The committee shall consist of ten (10), each of whom shall be elected pursuant to rule 19 or appointed in accordance with sub clause (c).
- (b) Subject to sub-clause (d) and the terms of this constitution, each member of the committee shall hold office until the conclusion of the second annual general meeting following the date of the member's election.
- (c) In the event of a vacancy in the membership of the committee, the committee may appoint a member of the Club to fill the vacancy and the member so appointed shall hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (d) To ensure that each year an election is held for at least 5 of the members of the committee, if more than 5 places are vacant on the committee then:
  - (i) in the event of a ballot the term of office of the 5 newly elected members with the highest number of votes shall expire at the conclusion of the second annual general meeting following the member's election and the term of office of the balance of the newly elected members shall expire at the conclusion of the next annual general meeting; or
  - (ii) in any other event the term of office of the newly elected or appointed members shall be determined by lot, notwithstanding the provisions of sub-clause (c).
- (e) Every member of the committee is eligible for re-election when their term of office expires.

**19. Election of committee members**

- (a) Nominations of candidates for election as committee members-
  - (i) shall be made in writing, signed by 1 member of the Club who has nominated the candidate and accompanied by the written consent of the candidate and details of his residential address and of any Licence held by that candidate (which shall be endorsed on the nomination form);
  - (ii) shall be delivered to the secretary of the Club not less than 42 days before the date fixed for the annual general meeting at which the election is to take place, and
  - (iii) the candidate must be a financial member of the Club for at least 12 months immediately prior to the time of nomination.
  - (iv) Upon receipt of any nomination, where the nominee is a Licensed Person, the committee shall determine as soon as possible (and in any event before ballot papers are sent to members) into which Category of Licensed Person that the nominee is deemed to be included.
- (b) Subject to clause 19(f), if insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (c) If insufficient further nominations are received, any vacant positions remaining on the committee shall be deemed to be vacancies.
- (d) Subject to clause 19(f), if the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.
- (e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held in the following manner -
  - (i) When nominations close, the Secretary is to contact each nominee and invite them, if they wish, to provide a candidate profile of up to 150 words, and a photo of them self, within three working days. The profiles and photos provided by nominees are to be compiled and mailed out to members with the ballot papers. The order of the candidates will be the same as determined by the Secretary in the presence of the Returning Officer conducting a draw by lot for positions on the ballot paper.
  - (ii) The secretary shall forward to each financial member notice of the nominations for election and of the ballot to be held.

- (iii) Not less than 10 days before the date of the Annual General Meeting the secretary shall post to all members entitled to vote a ballot paper and an envelope marked "Ballot Paper".
  - (iv) Every ballot paper shall be printed and shall show the names and residential suburb of the candidates along with the profiles and photos they have provided, and, if the nomination discloses the member is a Licensed Person that description, details of the Licence held and the category of Licence held. The order of the candidates will be determined by the Secretary in the presence of the Returning Officer conducting a draw by lot for positions on the ballot paper.
  - (v) A member shall vote for as many candidates as there shall be vacancies to be filled by striking out the name or names of the candidate (over and above the number required) for whom he does not wish to vote.
  - (vi) The member voting shall enclose the ballot paper in the "Ballot Paper" envelope provided, sign as prescribed the slip attached to the envelope and post or deliver the sealed "Ballot Paper" envelope so that it is received by the secretary before the time set down for the close of the ballot.
  - (vii) A ballot paper may only be completed personally by the member to whom it is given or sent and no attorney or other agent may exercise the voting rights of a member.
  - (viii) The committee shall prior to the closing of the ballot appoint a returning officer and two scrutineers, for the purpose of the counting of the ballot.
  - (ix) The secretary shall hand unopened to the returning officer all "Ballot Paper" envelopes received. The returning officer before opening the envelopes shall check against the register maintained by the secretary the entitlement of members to vote and after the count certify in writing to the Chairman of the General Meeting the number of formal votes cast for each candidate.
  - (x) Where the votes cast for two or more candidates are equal but insufficient vacancies exist for the election of those candidates the question of which of those candidates shall be elected to the vacancies shall be determined by lot.
  - (xi) The ballot shall close at the time fixed for the commencement of the Annual General Meeting.
  - (xii) Subject to the provisions of this clause the ballot shall be conducted as the committee determines.
- (f) Subject to clause 19(g), No more than 2 members of the committee shall be Licensed Persons.

- (g) Where the result of an election would otherwise result in the provisions of clause 19(f) being breached then to ensure compliance with sub clause 19(f):-
  - (i) the existing committee member whose position on the committee is not up for re-election shall remain as a committee member;
  - (ii) subject to sub clause (i), in the event of a ballot being held the person with the most votes shall be elected, or in the event that the votes counted for two or more persons are equal the candidate to be elected shall be determined by lot, and
  - (iii) subject to sub-clause (i) in the event that no ballot is necessary the nominee or nominees to be appointed to the committee shall be determined by lot.
- (h) In any other case where the provisions of sub clause 19 (f) are or may be breached the committee shall determine the correct procedure for ensuring compliance with sub clause 19(f).

## **20. Chairman, Vice-Chairman and Treasurer**

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

## **21. Secretary**

- (a) The committee shall from time to time as and when that office becomes vacant appoint an Executive Officer of the Club who shall be the secretary of the Club.
- (b) The secretary shall keep minutes of-
  - (i) all elections and appointments of office-bearers and ordinary committee members;
  - (ii) the names of members of the committee present at a committee meeting or a general meeting; and
  - (iii) all proceedings at committee meetings and general meetings.
- (c) Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

- (d) The secretary of the Club shall-
  - (i) collect and receive all moneys due to the Club and make all payments authorised by the Club; and
  - (ii) keep correct accounts and books showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the Club.

## **22. Auditor**

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

## **23. Financial Year**

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

## **24. Vacancies**

- (a) For the purposes of this constitution, a vacancy in the office of a member of the committee occurs if the member-
  - (i) dies;
  - (ii) ceases to be a member of the Club;
  - (iii) resigns the office;
  - (iv) is removed from office pursuant to clause 25;
  - (v) becomes an insolvent under administration within the meaning of the Corporations Law;
  - (vi) suffers from mental or physical incapacity;
  - (vii) is disqualified from office under subsection 63 (1) of the Act;
  - (viii) is absent without the consent of the committee from any three consecutive meetings of the committee, or
  - (ix) becomes a Licensed Person or the member changes the member's Category and this causes the provisions of clause 19(f) to be breached.

- (b) Within 31 days of a Committee Vacancy arising the Secretary shall advise by post, email and or SMS to all members who have provided such contact details, and advise of any action to fill the vacancy.

**25. Removal of committee members**

The Club in general meeting may by resolution, subject to section 50 of the Act, remove any member of the committee from the office of member of the committee before the expiration of the member's term of office.

**26. Committee meetings and quorum**

- (a) The committee shall meet at least 3 times in each calendar year at such place and time as the committee may determine.
- (b) Additional meetings of the committee may be convened by any member of the committee.
- (c) Oral or written notice of a meeting of the committee shall be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.
- (d) One half of the number of members of the committee plus one shall constitute a quorum for the transaction of the business of a meeting of the committee.
- (e) No business shall be transacted by the committee unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (f) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
- (g) At meetings of the committee-
  - (i) the chairman or in the absence of the chairman, the vice-chairman shall preside or if the chairman and the vice-chairman are absent, 1 of the remaining members of the committee may be chosen by the members present to preside;
  - (ii) in addition to his vote as a member of the committee, the presiding member of the committee shall be entitled to exercise a second or casting vote;
  - (iii) all votes shall be given personally and no member of the committee shall be entitled to appoint another member as proxy.

**27. Delegation by committee to sub-committee**

- (a) The committee may delegate to 1 or more sub-committees (consisting of such member or members of the Club as the committee thinks fit) the exercise of such of the functions of the committee as the committee specifies;
- (b) A function, the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (c) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified.
- (d) Notwithstanding any delegation under this clause, the committee may continue to exercise any function delegated.
- (e) 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.
- (f) The committee may revoke wholly or in part any delegation under this clause.
- (g) A sub-committee may meet and adjourn as it thinks proper.

**28. Voting and decisions**

- (a) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (b) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to 1 vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (c) Subject to sub clause 26(e), the committee may act notwithstanding any vacancy on the committee.
- (d) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

- (e) Notwithstanding the provisions of clauses 26 and 27, a committee or sub-committee may pass a resolution without a committee meeting being held if a majority of the members of the committee or sub-committee sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by committee members if the wording of the resolution and statement is identical in each copy and the resolution is passed when committee members constituting the requisite majority have signed.

28A. Notwithstanding the provisions of clause 28, for the purpose of determining whether any nominee for the committee or any sitting committee member:-

- (i) is or is not a Licensed person, or
- (ii) is or is not in any particular Category,

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

#### **PART IV-GENERAL MEETINGS**

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

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

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

- (a) The annual general meeting of the Club shall, subject to the Act, be convened on such date and at such place and time as the committee thinks fit.
- (b) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be-
  - (i) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - (ii) to receive from the committee reports on the activities of the Club during the last preceding financial year;
  - (iii) to elect members of the committee, and

- (iv) to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to subsection 73 (1) of the Act.
- (c) An annual general meeting shall be specified as such in the notice convening it in accordance with clause 32.
- (d) An annual general meeting shall be conducted in accordance with the provisions of this Part.

**31. General meetings-calling of**

- (a) The committee may, whenever it thinks fit, convene a general meeting of the Club.
- (b) The secretary shall, not less than 56 days prior to the meeting post a circular to each member, and where the members have advised their email address send an email and electronic newsletter, stating
  - (i) the date, time and place of the meeting and
  - (ii) the date, being a date not less than 42 days prior to the date of the meeting, by which notice of special business to be brought forward at the meeting is to be lodged with the secretary.
- (c) The committee shall, on the requisition in writing of not less than ten members, convene a general meeting of the Club.
- (d) A requisition of members for a general meeting-
  - (i) shall state the purpose or purposes of the meeting;
  - (ii) shall be signed by the members making the requisition;
  - (iii) shall be lodged with the secretary; and
  - (iv) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.
- (e) If the committee fails to convene a general meeting within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any 1 or more of the members who made the requisition may convene a general meeting to be held not later than 3 months after that date.
- (f) A general meeting convened by a member or members referred to in sub clause (e) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by the Club for any reasonable expense so incurred.

**32. Notice**

- (a) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (b) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in sub clause (a) specifying, in addition to the matter required under that sub rule, a copy of the motion and a notice of intention to propose the resolution as a special resolution.
- (c) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to sub clause 30 (b)).
- (d) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

**33. General meetings-procedure and quorum**

- (a) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (b) Twenty members (being members entitled under these rules to vote at a general meeting), constitute a quorum for the transaction of the business of a general meeting. If the club has made prior arrangements for members to be present online, then a total of 20 members present in person physically and online constitute a quorum.
- (c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (d) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall constitute a quorum.

**34. Presiding member**

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

**35. Adjournment**

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

**36. Making of decisions**

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

**37. Voting**

- (a) Subject to sub clause (c), upon any question arising at a general meeting of the Club a member has 1 vote only.
- (b) All votes shall be given personally and no member shall be entitled to appoint another member as proxy.
- (c) In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.
- (d) A member, other than life members, is not entitled to vote at any general meeting of the Club unless:-
  - (i) The member had paid the amount of the annual membership subscription payable in respect of the then current financial year on or before 31 August of the current financial year; and
  - (ii) The member has held continuous membership for at least 12 months immediately prior to the occasion on which it is proposed that the member might vote; and
  - (iii) Any other moneys due and payable by a member to the Club has been paid to the Club within 28 days of that money becoming due and payable.

**PART V-MISCELLANEOUS****38. Funds-source**

- (a) All money received by the Club shall be deposited as soon as practicable and without deduction to the credit of the Club's bank account.
- (b) The Club shall, as soon as practicable after receiving any money, issue an appropriate receipt upon request.

**39. Funds-management**

- (a) Subject to any resolution passed by the Club in general meeting, the funds of the Club shall be used in pursuance of the objects of the Club in such manner as the committee determines.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the committee or employees of the Club, being members of the committee or employees authorised to do so by the committee.

**40. Alteration of objects and rules**

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

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

**41. Common seal**

- (a) The common seal of the Club shall be kept in the custody of the secretary.
- (b) The common seal shall not be affixed to any instrument except by the authority of the committee and the affixing of the common seal shall be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the secretary.

**42. Custody of books**

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

**43. Inspection of books**

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

**44. Service of notices**

- (a) For the purpose of this constitution, a notice may be served by or on behalf of the Club upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- (b) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

**45. Surplus property**

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

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

**46. Power to amend Constitution**

The committee shall have the power to amend the constitution if directed to do so by the ACT Gambling and Racing Commission under section 148B of the Gaming Machine Act 2004 without the formal consideration of members of the Club. Members must be advised of any change to the constitution made under this provision within one month of the change being made.