

Pinjarra Harness Racing Club Inc
CONSTITUTION (Rules)

September 2024

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PART 1 — PRELIMINARY

1. Terms used

In these rules, unless the contrary intention appears —

Act means the *Associations Incorporation Act 2015 (WA)*;

annual general meeting means a general meeting required to be held under section 50 of the Act;

Appointed Board member means a Board member described in rule 23(1)(b);

books of the Club, includes the following —

- (a) a register;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- (c) a document;
- (d) any other record of information;

by laws means by-laws made by the Club under rule 58;

Chairperson means the Board member chairing a meeting of the Club or of the Board;

Club means the incorporated association to which these rules apply;

Board means the management committee of the Club;

Board meeting means a meeting of the Board;

Board member means a member of the Board;

Commissioner means the person for the time being designated as the Commissioner under section 153 of the Act;

financial records includes —

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain —
 - (i) the methods by which financial statements are prepared; and
 - (ii) adjustments to be made in preparing financial statements;

financial report has the meaning given in section 63 of the Act;

financial statements means the financial statements in relation to the Club required under Part 5 Division 3 of the Act;

financial year of the Club, has the meaning given in rule 2;

general meeting of the Club, means a meeting of the Club that all members are entitled to receive notice of and to attend;

member means a member with the rights referred to in rule 8 and, for the purposes of Part 4, has the extended definition set out in rule 14;

Chairperson means the Board member holding office as the Chairperson of the Club;

Racing and Wagering WA (RWVA) means the Statutory Body regulating all greyhound, harness and thoroughbred racing in Western Australia.

register of members means the register of members referred to in section 53 of the Act;

rules means these rules of the Club, as in force for the time being;

General Manager means the person employed as the General Manager of the Club;

special general meeting means a general meeting of the Club other than the annual general meeting;

special resolution means a resolution passed by the members at a general meeting in accordance with section 51 of the Act;

subcommittee means a subcommittee appointed by the Board under rule 43(1)(a);

tier 1 association means an incorporated association to which section 64(1) of the Act applies;

tier 2 association means an incorporated association to which section 64(2) of the Act applies;

tier 3 association means an incorporated association to which section 64(3) of the Act applies;

Deputy Chairperson means the Board member holding office as the Deputy Chairperson of the Club.

2. Name of Club and Financial Year

(1) The Name of the Club is Pinjarra Harness Racing Club Inc.

(2) The financial year of the Club shall be the period of 12 months commencing on 1 August and ending on 31 July the following year.

PART 2 — CLUB TO BE NOT FOR PROFIT BODY AND OBJECTS

3. Not-for-profit body and Objects

- (1) The property and income of the Club must be applied solely towards the promotion of the objects or purposes of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- (2) A payment may be made to a member or Board member out of the funds of the Club only if it is authorised under subrule (3).
- (3) A payment to a member or Board member out of the funds of the Club is authorised if it is -
 - (a) a payment in good faith to the member or Board member as reasonable remuneration for any services provided to the Club, or for goods supplied to the Club, in the ordinary course of business; or
 - (b) the payment of interest, on money borrowed by the Club from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - (c) the payment of reasonable rent to the member for premises leased by the member to the Club; or
 - (d) the reimbursement of reasonable expenses properly incurred by the member or Board member on behalf of the Club.
- (4) The Main Objects of the Club are:
 - (a) To foster and extend the sport of Harness Racing throughout Western Australia, and to keep the sport of Harness Racing clean and free from abuse.
 - (b) Conduct, hold and promote races for Harness Racing with or without stakes;
 - (c) Lay out and prepare, maintain and keep tracks and courses for Harness Racing and training, and also to pay out, prepare, maintain and keep any such grounds for the purpose of any kind of sport amusement, recreation or entertainment, so that the same may be profitably turned to account when not actually being used for Harness Racing;
 - (d) Erect grand or other stands, totalisators, horse-stabling, boxes, stalls, refreshment rooms, bars, booths and other erections, buildings, adjuncts, and conveniences (whether of temporary or permanent nature) or whatsoever kind of nature which in the opinion of the Club may add to the convenience of persons attending any race meeting or any sport amusement, recreation, or entertainment and whether such persons are members of the Club, competitors or assistants, or members of the public;
 - (e) Erect, conduct and maintain totalisators, erect and maintain offices and accommodation for the Board, Officials, and/or members of the Club;
 - (f) Cater for and provide refreshments, matter and things which are usually provided and available on racecourses for comfort or convenience of members, competitors or assistants, or members of the public and for such purpose to carry on the business of caterers, refreshment purveyors and licensed victuallers, and to obtain and hold all licences necessary for all or any such purpose, under the current Liquor Act and its amendment.

The Secondary Objects of the Club are:

- (g) To promote and support the ongoing development of the Pinjarra and broader community through sport, recreation and leisure.
- (h) To provide a hub for community well-being, interaction and engagement.
- (i) Do all other such things as are incidental or conducive to the attainment of its objects.

PART 3 — MEMBERS

Division 1 — Membership

4. Eligibility for membership

- (1) Any person who supports the objects or purposes of the Club is eligible to apply to become a member.
- (2) An individual who has not reached the age of 18 years is not eligible to apply for a class of membership that confers full voting rights.
- (3) All members who are, prior to the approval of these rules under the Act, members of the Club, shall be deemed to be members for the purposes of these rules, from the time of approval of these rules under the Act.

5. Applying for membership

- (1) A person that wants to become a member must apply in writing (including by electronic means) to the Club on any prescribed form approved by the Board from time to time.
- (2) Any application for membership must provide the information required to be submitted by the Board and be accompanied by any application fee determined by the Board to be appropriate from time to time.
- (3) The application must be signed by the applicant.
- (4) The applicant must specify in the application the class of membership, if there is more than one, to which the application relates.

6. Dealing with membership applications

- (1) The Board must consider each application for membership of the Club and decide whether to accept or reject the application.
- (2) Subject to subrule (3), the Board must consider applications in the order in which they are received by the Club.
- (3) The Board may delay its consideration of an application if the Board considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (4) The Board must not accept an application unless the applicant —
 - (a) is eligible under rule 4; and
 - (b) has applied under rule 5.
- (5) The Board may reject an application even if the applicant —
 - (a) is eligible under rule 4; and
 - (b) has applied under rule 5.
- (6) The General Manager must, in writing either by post or electronic means, notify the applicant of the Board's decision to accept or reject the application as soon as practicable after making the decision.
- (7) If the Board rejects the application, the Board is not required to give the applicant its reasons for doing so.

7. Becoming a member

- (1) An applicant for membership of the Club becomes a member when —
 - (a) the applicant is advised of the decision to accept the application pursuant to rule 6(5); and
 - (b) the applicant pays any membership fees payable to the Club under rule 12.
- (2) Members acknowledge and agree that:
 - (a) these rules constitute a contract between each of them and the Club and that they are bound by these rules, the by-laws, policies, procedures, code of conduct and regulations of the Club and RWWA;
 - (b) they shall comply with and observe these rules, the by-laws, policies, procedures and regulations of the Club and any determination, resolution or policy which may be made or passed by the Board or any duly authorised subcommittee;
 - (c) by submitting to these rules, the by-laws, policies, procedures and regulations of the Club they are subject to the jurisdiction of the Club and RWWA;
 - (d) these rules are made in pursuit of a common purpose, namely for the mutual and collective benefit of the Club, the members and sport of harness racing;
 - (e) these rules, the by-laws, policies, procedures and regulations of the Club are necessary and reasonable for promoting the objects and purposes of the Club;
 - (f) neither membership of the Club nor these rules, give rise to:
 - (i) any proprietary right of members in, to or over the Club or its property or assets;
 - (ii) subject to the Act and the Club acting in good faith, the right of members to natural justice unless expressly provided for in these rules; and
 - (g) they are entitled to all benefits, advantages, privileges and services of Club membership.

8. Classes of membership

- (1) The Club shall consist of the following classes of members:
 - (a) Ordinary members being those members 18 years of age or older and, subject to this Constitution shall have the right to receive notice of general meetings and to be present, debate and vote at general meetings.
 - (b) Junior members being those members under 18 years of age and, subject to this Constitution shall have the right to receive notice of general meetings and to be present and debate but not vote at general meetings.
 - (c) Honorary members being those members 18 years of age or older and, subject to this Constitution shall be granted by the Board from time to time, shall receive notice of general meetings and to be present and debate but not vote at general meetings.
 - (d) Social members being those members 18 years of age or older and, subject to this Constitution, through a nominated subscription, receive limited members' privileges, shall receive notice of general meetings and to be present and debate but not vote at general meetings.
 - (e) Life Members being those members admitted under rule 8(2) who, subject to this Constitution shall have the right to receive notice of general meetings and to be present, debate and vote at general meetings.
- (2) Life Membership
 - (a) The Board may appoint any natural person a Life Member.
 - (b) The criteria to be satisfied for the awarding of Life Membership and the process for nomination and appointment shall be contained within the Club's Policies.
 - (c) At the time of adoption of this Constitution, the Life Members of the Club shall be those persons currently recognised by the Club as Life Members (if any).
- (3) The Board may create additional classes of membership with certain rights and obligations subject to any additional class of membership that has voting rights being approved by resolution at a general meeting of the Club.

9. When membership ceases

- (1) A member ceases to be a member when any of the following takes place —
 - (a) the member resigns from the Club under rule 10;
 - (b) the member is expelled from the Club under rule 15;
 - (c) the member ceases to be a member under rule 12(4).
- (2) The General Manager must keep a record of the date on which the member ceased to be a member.

10. Resignation

- (1) A member may resign from membership of the Club by giving written notice of the resignation to the General Manager.
- (2) Resignation by a member under subrule (1) takes effect —
 - (a) when the General Manager receives the notice; or
 - (b) if a later time is stated in the notice, at that later time.
- (3) Resignation by failure to pay subscription/fees -
 - (a) Subject to subrule (4), a member is taken to have resigned if:
 - (i) the member's annual subscription/fees (or any other debt owed to the Club) is outstanding 30 days after it was due for payment; or
 - (ii) where no annual subscription/fee is payable:
 - A. the Board has made a written request to the member to confirm that they wish to remain a member; and
 - B. the member has not, within one month after receiving that request, confirmed in writing that he or she wishes to remain a member.
- (4) Should a sufficient explanation be made to the Board for the failure to pay the subscription or reason for not responding to a request, the Board shall have the power to restore the Membership upon payment of the amount due (if any).
- (5) Discontinuance for Failure to Renew
Membership of the Club (except Life Membership) is automatically discontinued if a member (except a Life Member) has not reapplied for membership of the Club before the date set for renewal by the Board.
- (6) Forfeiture of Rights
A member who ceases to be a member, for whatever reason, shall forfeit all right in and claim upon the Club and its property.
- (7) A member who has resigned from membership of the Club remains liable for any fees and or outstanding monies that are owed to the Club (the owed amount) at the time of resignation.
- (8) The owed amount may be recovered by the Club in a court of competent jurisdiction as a debt due to the Club.

11. Rights not transferable

The rights of a member are not transferable and end when membership ceases.

Division 2 — Membership fees

12. Membership fees

- (1) The Board shall determine the entrance fee (if any) and the annual membership fee (if any) to be paid for membership of the Club.
- (2) The fees determined under subrule (1) may be different for different classes of membership.
- (3) A member must pay the entrance fee (if applicable) and annual membership fee to the treasurer, or another person authorised by the Board to accept payments, (including payment through any approved electronic registration system) by the date determined by the Board (the **due date**).
- (4) If a member has not paid the entrance fee (if applicable) and annual membership fee within the period of 30 days after the due date, the member ceases to be a member on the expiry of that period unless the Board decides otherwise and is deemed to have resigned in accordance with rule 10(3).
- (5) If a person who has ceased to be a member under subrule (4) offers to pay the annual membership fee after the period referred to in that subrule has expired, the Board may accept payment and reinstate the membership in accordance with rule 10(4).

Division 3 — Register of members

13. Register of members

- (1) The General Manager, or another person authorised by the Board, is responsible for the requirements imposed on the Club under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Club.
- (2) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- (3) The register of members must be kept at the Club's premises, or at another place determined by the Board or in an appropriate electronic cloud based (backed up) storage system.
- (4) A member who wishes to inspect the register of members must contact the General Manager to make the necessary arrangements.
- (5) If —
 - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

the Board may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Club.

PART 4 — DISCIPLINARY ACTION AND DISPUTES

Division 1 — Term used

14. Term used: member

In this Part —

member, in relation to a member who is expelled from the Club, includes former member.

Division 2 — Disciplinary action

15. Suspension or expulsion

- (1) The Board may decide to suspend a member's membership or to expel a member from the Club if —
 - (a) the member contravenes any of these rules, Club or RWWA by-laws, policies, code of conduct or procedures; or
 - (b) the member acts detrimentally to the interests of the Club or RWWA.
- (2) The General Manager must give the member written notice of the proposed suspension or expulsion at least 28 days before the Board meeting at which the proposal is to be considered by the Board.
- (3) The notice given to the member must state —
 - (a) when and where the Board meeting is to be held; and
 - (b) the grounds on which the proposed suspension or expulsion is based; and
 - (c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion;
- (4) At the Board meeting, the Board must —
 - (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion; and
 - (b) give due consideration to any submissions so made; and
 - (c) decide —
 - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - (ii) whether or not to expel the member from the Club.
- (5) A decision of the Board to suspend the member's membership or to expel the member from the Club takes immediate effect and the member shall not be able to participate in any Club activities.
- (6) The Board must give the member written notice of the Board's decision, and the reasons for the decision, within 7 days after the Board meeting at which the decision is made.
- (7) A member whose membership is suspended or who is expelled from the Club may, within 7 days after receiving notice of the Board's decision under subrule (6), give written notice to the secretary appealing the decision, and setting out the grounds of appeal.

- (8) If notice is given under subrule (7), the Club in a general meeting, having afforded the member the right to make verbal or written representations, may confirm or set aside the decision of the Board.

16. Consequences of suspension

- (1) During the period a member's membership is suspended, the member —
- (a) loses any rights (including voting rights) arising as a result of membership; and
 - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Club.
- (2) When a member's membership is suspended, the secretary must record in the register of members —
- (a) that the member's membership is suspended; and
 - (b) the date on which the suspension takes effect; and
 - (c) the period of the suspension.
- (3) When the period of the suspension ends, the secretary must record in the register of members that the member's membership is no longer suspended.

Division 3 — Resolving disputes

17. Terms used

In this Division —

grievance procedure means the procedures set out in this Division;

party to a dispute includes a person —

- (a) who is a party to the dispute; and
- (b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

18. Application of Division

- (1) The procedure set out in this Division (the grievance procedure) applies to disputes —
- (a) between members; or
 - (b) between one or more members and the Club;

but does not apply to a member the subject of disciplinary action under rule 15.

19. Parties to attempt to resolve dispute

- (1) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

20. How grievance procedure is started

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 19, any party to the dispute may start the grievance procedure by giving written notice to the General Manager of —
- (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.

21. Determination of dispute

- (1) Any dispute arising under these rules that cannot be resolved between the parties themselves, shall be determined in accordance with the relevant and applicable Club or RWWA dispute resolution procedures as contained within the relevant by-laws, policies, codes of conduct and procedures of those organisations.

PART 5 — BOARD

Division 1 — Powers of Board

22. Board

- (1) The Board members are the persons who, as the management committee of the Club, have the power to manage the affairs of the Club.
- (2) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the Board has power to do all things necessary or convenient to be done for the proper management of the affairs of the Club.
- (3) The Board must take all reasonable steps to ensure that the Club complies with the Act, these rules and the by-laws (if any) and act honestly in good faith and in the best interests of the Club as a whole.

Division 2 — Composition of Board and duties of members

23. Board members

- (1) The Board members shall consist of -
 - (a) Seven (7) elected members, elected by the voting members in a General Meeting under rule 27(1)(a) (Elected Board members); and
 - (b) Up to two (2) appointed Board members, appointed by the Board under rule 27(1)(b) (Appointed Board members).
- (2) A person may be a Board member if the person is an individual who has reached 18 years of age.
- (3) A person must not hold more than one of the offices mentioned in subrule (2) at the same time.
- (4) The Elected Board members must be members of the Club as defined in these rules.
- (5) The Appointed Board members need not be members of the Club, but may be members of the Club.

24. Appointment of Office Holders

- (1) A Chairperson and Deputy Chairperson shall be appointed by the Board from amongst its members as soon as practicable after each AGM. The appointees will hold the positions until the conclusion of the next AGM following their appointment. A Board Member may be re-appointed as Chairperson and Deputy Chairperson.

25. Chairperson and Deputy Chairperson

- (1) It is the duty of the Chairperson to consult with the General Manager regarding the business to be conducted at each Board meeting and general meeting.
- (2) The Chairperson has the powers and duties relating to convening and presiding at Board meetings and presiding at general meetings provided for in these rules.
- (3) It is the duty of the Deputy Chairperson to –
 - (a) provide support and assistance to the Chairperson;

- (b) in the absence of the Chairperson, undertake all the roles and responsibilities of the Chairperson.
- (4) Carry out any other duty given to the Deputy Chairperson under these rules or by the Board.

26. General Manager

- (1) The Board shall appoint a General Manager to manage the affairs of the Club.
- (2) The General Manager may receive remuneration for all the work performed by the General Manager, as the Board sees fit.
- (3) The General Manager shall be an ex-officio member of the Board of Management but shall not have voting rights.

Division 3 — Election or Appointment of Board members and tenure of office

27. How members become Board members

- (1) A person becomes a Board member if the person —
 - (a) is elected to the Board; or
 - (b) is appointed to the Board under rule 23(1)(b); or
 - (c) is appointed by the Board to fill a casual vacancy under rule 32.

28. Nomination of Board members

- (1) At least 28 days before an annual general meeting, the General Manager must send written notice to all the members in accordance with Schedule 1 of the Club's By-laws.
- (2) A person who wishes to be considered for election to the Board must nominate for election in accordance with the procedures contained within Schedule 1 of the Club's By-laws and in accordance with any timeframes for receipt of nominations as determined by the General Manager.

29. Election of Board Members

- (1) Board members shall be elected by postal ballot in accordance with the procedures contained within Schedule 1 of the Club's By-laws.
- (2) If there is no nomination for a position, the chair of the meeting shall declare the position(s) vacant.

30. Term of office

- (1) The term of office of a Board member begins when the member —
 - (a) is announced as elected at an annual general meeting or under subrule 31(3)(b); or
 - (b) is appointed under Rule 23(1)(b); or
 - (c) is appointed to fill a casual vacancy under rule 32.
- (2) Subject to rules 32 and 67, an Elected Board member holds office until the positions on the Board are declared vacant at the second annual general meeting after election.

- (3) Subject to rule 32, an Appointed Board member holds office until the positions on the Board are declared vacant at the annual general meeting immediately following their appointment (One-year terms).
- (4) A Board member may be re-elected or re-appointed.

31. Resignation and removal from office

- (1) A Board member may resign from the Board by written notice given to the General Manager or, if the resigning member is the General Manager, given to the Chairperson.
- (2) The resignation takes effect —
 - (a) when the notice is received by the General Manager or Chairperson; or
 - (b) if a later time is stated in the notice, at the later time.
- (3) At a general meeting, the Club may by resolution —
 - (a) remove a Board member from office; and
 - (b) elect a member who is eligible under rules 23(2) and 23(4) to fill the vacant position.
- (4) A Board member who is the subject of a proposed resolution under subrule (3)(a) may make written representations (of a reasonable length) to the General Manager or Chairperson and may ask that the representations be provided to the members.
- (5) The General Manager or Chairperson may give a copy of the representations to each member or, if they are not so given, the Board member may require them to be read out at the general meeting at which the resolution is to be considered.

32. When membership of Board ceases

- (1) A person ceases to be a Board member if the person —
 - (a) dies or otherwise ceases to be a member; or
 - (b) resigns from the Board or is removed from office under rule 31; or
 - (c) becomes ineligible to accept an appointment or act as a Board member under section 39 of the Act;
 - (d) becomes permanently unable to act as a Board member because of a mental or physical disability; or
 - (e) fails to attend three (3) consecutive Board meetings, of which the person has been given notice, without having notified the Board that the person will be unable to attend.
 - (f) In the case of an Elected Board member, fails to maintain membership.

33. Filling casual vacancies

- (1) The Board may appoint a member who is eligible under rules 23(2) and 23(4) to fill a position on the Board that —
 - (a) has become vacant under rule 31; or
 - (b) was not filled by election at the most recent annual general meeting or under rule 31(3)(b).
- (2) Subject to the requirement for a quorum under rule 40, the Board may continue to act despite any vacancy in its membership.
- (3) If there are fewer Board members than required for a quorum under rule 40, the Board may act only for the purpose of —
 - (a) appointing Board members under this rule; or
 - (b) convening a general meeting.

34. Validity of acts

- (1) The acts of a Board or subcommittee, or of a Board member or member of a subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Board member or member of a subcommittee.

35. Payments to Board members

- (1) In this rule —
Board member includes a member of the Board;
Board meeting includes a meeting of the Board.
- (2) Subject to any policy developed by the Board, a Board member is entitled to be paid out of the funds of the Club for any out-of-pocket expenses incurred in connection with the Club's business.

Division 4 — Board meetings

36. Board meetings

- (1) The Board must meet at least four (4) times in each year on the dates and at the times and places determined by the Board.
- (2) The date, time and place of the first Board meeting must be determined by the Board members as soon as practicable after the annual general meeting at which the Board members are elected.

37. Notice of Board meetings

- (1) Notice of each Board meeting must be given to each Board member at least 48 hours before the time of the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (3) Unless subrule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the Board members at the meeting unanimously agree to treat that business as urgent.

38. Procedure and order of business

- (1) The Chairperson or, in the Chairperson's absence, the Deputy Chairperson must preside as Chairperson of each Board meeting.
- (2) If the Chairperson and Deputy Chairperson are absent or are unwilling to act as Chairperson of a meeting, the Board members at the meeting must choose one of them to act as Chairperson of the meeting.
- (3) The procedure to be followed at a Board meeting must be determined from time to time by the Board.

- (4) The order of business at a Board meeting may be determined by the Board members at the meeting.
- (5) A member or other person who is not a Board member may attend a Board meeting if invited to do so by the Board.
- (6) A person invited under subrule (5) to attend a Board meeting —
 - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
 - (b) must not comment about any matter discussed at the meeting unless invited by the Board to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.

39. Use of technology to be present at Board meetings

- (1) The presence of a Board member at a Board meeting need not be by attendance in person but may be by that Board member and each other Board member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a Board meeting as allowed under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

40. Quorum for Board meetings

- (1) No business is to be conducted at a Board meeting unless a quorum of not less than three (3) or at least 50%, whichever is the greater, of Board members on the Board at that point in time is present.
- (2) If a quorum is not present within 30 minutes (or another reasonable time determined by the Board in the circumstances) after the notified commencement time of a Board meeting —
 - (a) in the case of a special meeting — the meeting lapses; or
 - (b) otherwise, the meeting is adjourned to a time to be determined by the Chairperson in conjunction with the Board.

41. Voting at Board meetings

- (1) Each Board member present at a Board meeting has one vote on any question arising at the meeting.
- (2) A proposed resolution is passed (a motion is carried) if a majority of the Board members present at the Board meeting are in favour of the proposed resolution (vote in favour of the motion).
- (3) If the votes are divided equally on a question, the Chairperson of the meeting shall not have a second or casting vote.
- (4) A vote may take place by the Board members present indicating their agreement or disagreement or by a show of hands, unless the Board decides that a secret ballot is needed to determine a particular question.
- (5) If a secret ballot is needed, the Chairperson of the meeting must decide how the ballot is to be conducted.

42. Minutes of Board meetings

- (1) The Board must ensure that minutes are taken and kept of each Board meeting.

- (2) The minutes must record the following —
 - (a) the names of the Board members present at the meeting;
 - (b) the name of any person attending the meeting under rule 38(5);
 - (c) the business considered at the meeting;
 - (d) any resolutions passed at the meeting and any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a Board meeting must be entered in the Club's minute book (which may be in electronic format) within 30 days after the meeting is held.
- (4) The Chairperson must ensure that the minutes of a Board meeting are reviewed and signed or approved as correct by —
 - (a) the Chairperson of the meeting; or
 - (b) the Chairperson of the next Board meeting; or
 - (c) a resolution at the next Board meeting.
- (5) When the minutes of a Board meeting have been signed or approved as correct they are, until the contrary is proved, evidence that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.

Division 5 — Subcommittees and subsidiary offices

43. Subcommittees and subsidiary offices

- (1) To help the Board in the conduct of the Club's business, the Board may, in writing, do either or both of the following —
 - (a) appoint one or more subcommittees;
 - (b) create one or more subsidiary offices and appoint people to those offices.
- (2) A subcommittee may consist of the number of people, whether or not members, that the Board considers appropriate.
- (3) A person may be appointed to a subsidiary office whether or not the person is a member.
- (4) Subject to any directions given by the Board —
 - (a) a subcommittee may meet and conduct business as it considers appropriate; and
 - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

44. Delegation to subcommittee and holders of subsidiary offices

- (1) In this rule —

non-delegable duty means a duty imposed on the Board by the Act or another written law.
- (2) The Board may, in writing, delegate to a subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Board other than —
 - (a) the power to delegate; and
 - (b) a non-delegable duty.
- (3) A power or duty, the exercise or performance of which has been delegated to a subcommittee or the holder of a subsidiary office under this rule, may be exercised or performed by the subcommittee or holder in accordance with the terms of the delegation.

- (4) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Board specifies in the document by which the delegation is made.
- (5) The delegation does not prevent the Board from exercising or performing at any time the power or duty delegated.
- (6) Any act or thing done by a subcommittee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Board.
- (7) The Board may, in writing, amend or revoke the delegation.

PART 6 — GENERAL MEETINGS OF CLUB

45. Annual general meeting

- (1) The Board must determine the date, time and place of the annual general meeting.
- (2) If it is proposed to hold the annual general meeting more than 6 months after the end of the Club's financial year, the secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.
- (3) The ordinary business of the annual general meeting is as follows —
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
 - (b) to receive and consider —
 - (i) the Board's annual report on the Club's activities during the preceding financial year; and
 - (ii) if the Club is a tier 1 association, the financial statements of the Club for the preceding financial year presented under Part 5 of the Act; and
 - (iii) if the Club is a tier 2 association or a tier 3 association, the financial report of the Club for the preceding financial year presented under Part 5 of the Act;
 - (iv) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;
 - (c) to elect the Board members described in rule 23,
 - (d) if applicable, to appoint or remove a reviewer or auditor of the Club in accordance with the Act;
- (4) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

46. Special general meetings

- (1) The Board may convene a special general meeting.
- (2) The Board must convene a special general meeting if at least 20% of the members with voting rights require a special general meeting to be convened.
- (3) The members requiring a special general meeting to be convened must —
 - (a) make the requirement by written notice given to the General Manager; and
 - (b) state in the notice the business to be considered at the meeting; and
 - (c) each sign the notice.
- (4) The special general meeting must be convened within 28 days after notice is given under subrule (3)(a).

- (5) If the Board does not convene a special general meeting within that 28 day period, the members making the requirement (or any of them) may convene the special general meeting.
- (6) A special general meeting convened by members under subrule (5) —
 - (a) must be held within 3 months after the date the original requirement was made; and
 - (b) may only consider the business stated in the notice by which the requirement was made.
- (7) The Club must reimburse any reasonable expenses incurred by the members convening a special general meeting under subrule (5) to a maximum of \$200.

47. Notice of general meetings

- (1) The General Manager or, in the case of a special general meeting convened under rule 46(5), the members convening the meeting, subject to rule 47(2), must give to each member at least 21 days' notice of a general meeting.
- (2) The notice period referred to in this rule may be abridged by agreement of the members by way of a special resolution passed at the relevant meeting.
- (3) The notice must —
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is proposed —
 - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a special resolution.

48. Use of technology to be present at general meetings

- (1) The presence of a member at a general meeting need not be by attendance in person but may (if permitted by the Board) be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a general meeting as allowed under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

49. Presiding member and quorum for general meetings

- (1) The Chairperson or, in the Chairperson's absence, the Deputy Chairperson must preside as Chairperson of each general meeting.
- (2) If the Chairperson and Deputy Chairperson are absent or are unwilling to act as Chairperson of a general meeting, the Board members at the meeting must choose one of them to act as Chairperson of the meeting.
- (3) No business is to be conducted at a general meeting unless a quorum is present.
- (4) If a quorum, comprising seven (7) members entitled to vote under these rules, is not present within 30 minutes after the notified commencement time of a general meeting —
 - (a) in the case of a special general meeting — the meeting lapses; or
 - (b) in the case of the annual general meeting — the meeting is adjourned to —
 - (i) the same time and day in the following week; and

- (ii) the same place, unless the Chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
- (5) If at the adjourned meeting —
 - (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under subrule (4)(b), those members present are taken to constitute a quorum.

50. Adjournment of general meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned —
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 46.

51. Voting at general meeting

- (1) On any question arising at a general meeting each member entitled to vote is entitled to one vote on each question.
- (2) Except in the case of a special resolution, a motion is carried if a majority of the members present at a general meeting vote in favour of the motion.
- (3) If votes are divided equally on a question, the result is taken to be in the negative and the motion is lost.
- (4) If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.

52. When special resolutions are required

- (1) A special resolution is required if it is proposed at a general meeting —
 - (a) to affiliate the Club with another body; or
 - (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager; or
 - (c) to alter or rescind any of these rules, or to make additional rules pursuant to rule 66; or
 - (d) to abridge time pursuant to rule 47(2).
- (2) Subrule (1) does not limit the matters in relation to which a special resolution may be proposed.

53. Determining whether resolution carried

- (1) In this rule —
 - poll** means the process of voting in relation to a matter that is conducted in writing.

- (2) Subject to subrule (4), the Chairperson of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been —
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost.
- (3) If the resolution is a special resolution, the declaration under subrule (2) must identify the resolution as a special resolution.
- (4) If a poll is demanded on any question by the Chairperson of the meeting or by at least three (3) other members present in person—
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson;
 - (b) the Chairperson must declare the determination of the resolution on the basis of the poll.
- (5) If a poll is demanded on a question of an adjournment, the poll must be taken immediately.
- (6) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the Chairperson.
- (7) A declaration under subrule (2) or (4) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

54. Minutes of general meeting

- (1) The General Manager, or a person authorised by the Board from time to time, must take and keep minutes of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must record —
 - (a) the names of the members attending the meeting; and
 - (b) the financial statements or financial report presented at the meeting, as referred to in rule 45(3)(b)(ii) or (iii); and
 - (c) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 45(3)(b)(iv).
- (4) The minutes of a general meeting must be entered in the Club's minute book (which may be in electronic format) within 30 days after the meeting is held.
- (5) The Chairperson must ensure that the minutes of a general meeting are reviewed and signed or approved as correct by —
 - (a) the Chairperson of the meeting; or
 - (b) the Chairperson of the next general meeting;
 - (c) a resolution at the next general meeting.
- (6) When the minutes of a general meeting have been signed or approved as correct, at the next general meeting, they are, in the absence of evidence to the contrary, taken to be proof that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any election or appointment purportedly made at the meeting was validly made.

PART 7 — FINANCIAL MATTERS

55. Source of funds

- (1) The funds of the Club may be derived from entrance fees, annual membership subscriptions/fees, donations, fund-raising activities (including food and beverage sales), merchandise, grants, interest, revenue related to the sport of racing, and any other sources approved by the Board.

56. Control of funds

- (1) The Club must open an account in the name of the Club with a financial institution from which all expenditure of the Club is made and into which all funds received by the Club are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the Board may approve expenditure on behalf of the Club.
- (3) The Board may authorise the General Manager to expend funds on behalf of the Club up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments and any electronic payments of the Club must be signed or authorised by any two (2) members from a number approved by the Board for that purpose.
- (5) Any credit card payments must be made in accordance with the delegated authority given to the General Manager.
- (6) All funds of the Club must be deposited into the Club's account within 21 working days after their receipt.

57. Financial statements and financial reports

- (1) For each financial year, the Board must ensure that the requirements imposed on the Club under Part 5 of the Act relating to the financial statements or financial report of the Club are met.
- (2) Without limiting subrule (1), those requirements include —
 - (a) the preparation of the financial report; and
 - (b) if required, the review or auditing of the financial statements or financial report, as applicable; and
 - (c) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
 - (d) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

PART 8 — GENERAL MATTERS

58. By-laws

- (1) The Board may make, amend or revoke by-laws.
- (2) By-laws may —
 - (a) provide for the rights and obligations that apply to any classes of membership approved under rule 8; and
 - (b) provide for any other matter the Board considers necessary or convenient to be dealt with in the by-laws.
- (3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- (4) Without limiting subrule (3), a by-law made for the purposes of subrule (2)(b) may only impose requirements on the Club that are additional to, and do not restrict, a requirement imposed on the Club under Part 5 of the Act.
- (5) At the request of a member, the Club must make a copy of the by-laws available for inspection by the member.

59. Executing documents and common seal

- (1) The Club has a common seal which shall:
 - (a) be kept in the custody of the General Manager; and
 - (b) not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures of two (2) Board members.

60. Giving notices to members

- (2) In this rule —
recorded means recorded in the register of members.
- (3) A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and —
 - (a) delivered by hand to the recorded address of the member; or
 - (b) sent by prepaid post to the recorded postal address of the member; or
 - (c) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address (e.g. email) of the member.

61. Custody of books and securities

- (1) Subject to subrule (2), the books and any securities of the Club must be kept in the General Manager's custody or under the General Manager's control.
- (2) The financial records and, as applicable, the financial statements or financial reports of the Club must be kept in the General Manager's custody or under the General Manager's control.
- (3) Subrules (1) and (2) have effect except as otherwise decided by the Board.
- (4) The books and financial records of the Club must be retained for at least 7 years.

62. Record of office holders

- (1) The record of Board members and other persons authorised to act on behalf of the Club that is required to be maintained under section 58(2) of the Act must be kept in the General Manager's custody or under the General Manager's control.

63. Inspection of records and documents

- (1) Subrule (2) applies to a member who wants to inspect —
 - (a) the register of members under section 54(1) of the Act; or
 - (b) the record of the names and addresses of Board members, and other persons authorised to act on behalf of the Club, under section 58(3) of the Act; or
 - (c) any other record or document of the Club.
- (2) The member must contact the General Manager to make the necessary arrangements for the inspection.
- (3) The inspection must be free of charge.
- (4) If the member wants to inspect a document that records the minutes of a Board meeting, the right to inspect that document is subject to any decision the Board has made about minutes of Board meetings generally, or the minutes of a specific Board meeting, being available for inspection by members.
- (5) The member may make a copy of or take an extract from a record or document referred to in subrule (1) but does not have a right to remove the record or document for that purpose.
- (6) The member must not use or disclose information in a record or document referred to in subrule (1) except for a purpose —
 - (a) that is directly connected with the affairs of the Club; or
 - (b) that is related to complying with a requirement of the Act.

64. Publication by Board members of statements about Club business prohibited

- (1) A Board member must not publish, or cause to be published, any statement about the business conducted by the Club at a general meeting or Board meeting unless —
 - (a) the Board member has been authorised to do so at a Board meeting; and
 - (b) the authority given to the Board member has been recorded in the minutes of the Board meeting at which it was given.

65. Distribution of surplus property on cancellation of incorporation or winding up

- (1) In this rule —

surplus property, in relation to the Club, means property remaining after satisfaction of —

 - (a) the debts and liabilities of the Club; and
 - (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Club,

but does not include books relating to the management of the Club.
- (2) On the cancellation of the incorporation or the winding up of the Club, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

66. Alteration of rules

- (1) If the Club wants to alter or rescind any of these rules, or to make additional rules, the Club may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.

67. Transitional arrangements

- (1) Once these rules are adopted and approved by the relevant government department, the following transitional arrangements will be undertaken to allow a new Board to be established:
 - (a) The existing Committee (Board) at the time of adoption of these rules will become an interim Board until the next annual general meeting of the Club;
 - (b) At the first annual general meeting following the adoption and approval of these rules, a new Board will be established using the processes outlined in rules 28 and 29 and, in order to give effect to two year Board terms;
 - (i) Four (4) Elected Board members shall be elected for two year terms; and
 - (ii) Three (3) Elected Board members shall be elected for one year terms.
 - (c) For the avoidance of doubt, all subsequent elections of Elected Board members shall be for two year terms.