



**CONSTITUTION AND RULES OF THE
PORT AUGUSTA RACING CLUB INCORPORATED**

1. The name of the Incorporated Club is The Port Augusta Racing Club Incorporated (hereinafter referred to as "the Club").

2. In these rules, unless the contrary intention appears—

"Committee" means the Committee of Management of the Club;

"meeting" means a general meeting of members of the Club convened in accordance with these rules;

"member" means a member of the Club;

the "Act" means the Associations Incorporation Act, 1985;

the "Regulations" means the Associations Regulations, 1985;

3. OBJECTS AND PURPOSES

The objects for which the Club is established are:—

(a) To carry on the sport of horse racing and to arrange and carry out race meetings on the Port Augusta Racecourse in the State of South Australia or at such other places as the Committee may from time to time determine.

(b) To promote the improvement of horse breeding and horse racing in the said State.

4. POWERS

The Club shall have all the powers conferred by Section 25 of the Act.

5. MEMBERSHIP

Where in these rules the male gender is referred to it shall include female gender.

(a) The Club shall consist of ordinary members and life members.

(b) Any person who applies for membership of the Club shall do so through the Committee. Upon the acceptance of the application by the Committee and upon payment of the first annual subscription the applicant shall be an ordinary member of the Club.

(c) Life Membership to the Club may be bestowed on a member who has rendered valuable services to the Club and shall have been; -

- a member of the Committee of the Club, or
- a servant or employee of the Club, recognised and approved by the Committee of the Club, or
- a member who has provided extraordinary services to the Club, recognised and approved by the Committee of the Club

Persons may be elected a life member of the Club at any annual general or special meeting of the Club provided that the name of the person nominated for life membership shall have been given to the President at least fourteen (14) days before such meeting.

A person must be nominated for life membership by a member of the Committee of the Club and such nomination shall be seconded by another member of the Committee before such nomination is given to the President. A life member shall be entitled to all of the privileges of a member without payment by him of the annual subscription.

6. SUBSCRIPTIONS

(a) The subscription fees for ordinary membership shall be such sum as is determined by the members at the annual general meeting.

(b) The subscription fees for ordinary members shall be payable annually on the 1st day of March or at such other time as the Committee shall determine from time to time.

(c) Any member whose subscription is outstanding for more than three (3) months after the due date for payment shall cease to be a member of the Club, provided always that the Committee may reinstate such a person's membership on such terms as it thinks fit.

7. RESIGNATION

A member may resign from membership of the Club by giving written notice thereof to the Secretary of the Club or Public Officer. Any member so resigning shall be liable for any outstanding subscriptions which shall be recovered as a debt due to the Club.

8. EXPULSION OF A MEMBER

(a) Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Club.

(b) Particulars of the charge shall be communicated to the member at least one (1) calendar month before the meeting of the Committee at which the matter will be determined.

(c) The determination of the Committee shall be communicated to the member, and in the event of an adverse determination the member shall subject to sub rule (d) cease to be a member fourteen (14) days after the Committee has communicated its determination to him.

(d) It shall be open to a member to appeal to the Club in general meeting against the expulsion. The intention to appeal shall be communicated to the Secretary of the Club or Public Officer within fourteen (14) days after the determination of the Committee has been communicated to the member.

(e) In the event of an appeal under sub rule (d) the appellant's membership of the Club shall not be terminated unless the determination of the Committee to

expel the member is upheld by the members of the Club in general meeting after the appellant has been heard and in such event membership will be terminated at the date of the general meeting at which the determination of the Committee is upheld.

(f) Without limiting the general powers of the Committee to manage the affairs and the general business of the Club the Committee may expel any member who:-

- (i) has been found guilty by the Committee or Stewards of any racing, jockey or turf club of a malpractice or who has been disqualified under the rules of racing by the Committee or Stewards of any racing, jockey or turf club.
- (ii) has been guilty of improper conduct or riotous behaviour at any race meeting.
- (iii) is a defaulter in stakes, or bets, in reference to any race.
- (iv) declines or neglects to pay any fine imposed on him under the rules of racing.
- (v) is guilty of any act which in the opinion of the Committee renders it undesirable that he should continue a member.

9. THE COMMITTEE

(a) The affairs of the Club shall be managed and controlled exclusively by a Committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Club, and are not by the Act or by these rules required to be done by the Club in general meeting.

(b) The Committee shall have the power to appoint such officers and employees as are required to carry out the objects of the Club, including a public officer required by the Act, and may delegate any of its powers to such officers and employees.

(c) The Committee shall be comprised of a President, Vice-President and twelve (12) Committee members all of whom shall be members of the Club.

(d) The seven (7) members of the Committee who shall have been longest in office as at the date of coming into effect of this Constitution shall hold office until the first annual general meeting after such date at which time they shall retire and shall be eligible for reappointment. At each subsequent annual general meeting seven (7) of the longest serving members of the Committee shall retire and shall be eligible for reappointment. A Committee member shall hold office for two (2) years.

(e) The Committee may appoint a member of the Club to fill a casual vacancy, and such a Committee member shall hold office until the next annual general meeting of the Club and shall be eligible for reappointment.

(f) A retiring Committee member shall be eligible to stand for re-election without nomination but no person not being a retiring Committee member shall be eligible to stand for election unless a member of the Club has nominated him at least twenty eight (28) days before the meeting by delivering the nomination of that person to the Secretary of the Club. The nomination shall be signed by the proposer and by the nominee to signify a willingness to stand for election.

(g) Notice of all persons seeking election to the Committee shall be given to all members of the Club with the notice calling the meeting at which the election is to take place.

(h) If only the required number of persons are nominated to fill existing vacancies, the Secretary shall report accordingly to the annual general meeting and the chairperson shall declare such persons duly elected as Committee members.

(i) a) The Committee may constitute a Sub-Committee of the Committee and may delegate such powers as it deems necessary to such Sub-Committee.

(b) Sub-Committees may consist of such persons including persons who may be volunteers and are not members of the Committee as the Committee may think fit.

10. THE SECRETARY/PROMOTIONS, FINANCE/RACE DAY & EVENTS OFFICER(S)

(a) There shall be a position of Finance/Race Day, Secretary/Promotions & Events. The successful person(s) shall be appointed by the Committee and shall be paid such salary as shall be determined from time to time by the Committee.

(b) The Secretary/Promotions, Finance/Race Day and Events Officer (s) shall administer the affairs of the Club under the direction of the Committee and without limiting the extent of his duties and responsibilities shall keep full and accurate records and accounts of the financial affairs of the Club

11. DISQUALIFICATION OF COMMITTEE MEMBERS

The office of Committee member shall become vacant if a Committee member is:-

- (i) disqualified by the Act;
- (ii) expelled under these rules;
- (iii) permanently incapacitated by ill health;
- (iv) absent without apology for more than three (3) consecutive Committee meetings, or more than three (3) Committee meetings in a financial year.

12. PROCEEDINGS OF COMMITTEE

(a) The Committee shall meet each month or at such other time as may be necessary to conduct the business of the Club.

(b) Questions arising at any meeting shall be decided by a majority of votes, and in the event of equality of votes the Chairperson shall have a casting vote in addition to a deliberative vote.

(c) A quorum for a meeting of the Committee shall be five (5) Committee members present personally.

(d) A member of the Committee having a pecuniary interest in a contract with the Club must disclose an interest to the Committee as required by the Act and shall not vote with respect to that contract.

13. FINANCIAL YEAR

The financial year of the club shall end on the 30th day of September in each year.

14. BORROWING POWERS

(a) Subject to this rule the Club may borrow money from banks or other financial institutions upon such terms and conditions as the Committee sees fit, and may secure the repayment thereof by charging the property of the Club.

(b) Subject to section 53 of the Act the Club may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Committee from time to time.

15. RULES

(a) Subject to approval by a resolution of the members of the Club at an annual general meeting or special general meeting these rules may be altered (including an alteration to name), or be rescinded and replaced by substituted rules. Such an alteration shall be registered with the Commission as required by the Act.

(b) The registered rules shall bind the Club and every member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

16. BY LAWS

The Committee may from time to time make, alter, amend and repeal such by laws and regulations as they may think fit for:—

(a) the arrangement and management of the course for the time being the property of the Club, or used by the Club and the admission to, and expulsion from, of members and the public respectively.

(b) the regulation of persons training horses and of horses on such course.

(c) the regulation of persons occupying booths on such course and any lands used in connection with such course.

(d) such other matters as the Committee may from time to time deem appropriate.

17. THE SEAL

(a) The Club shall have a common seal upon which its corporate name shall appear in legible characters.

(b) The seal shall not be used without the express authorisation of the Committee, and every use of the seal shall be recorded in the minute book of the Club. The affixing of the seal shall be witnessed by the President and the Secretary.

(d) The seal shall be kept in the custody of the Secretary or such other person as the Committee may from time to time decide.

18. MEETINGS

(a) The Committee may call a special general meeting of the Club at any time, and shall call an annual general meeting in accordance with the Act.

(b) Upon a requisition in writing of not less than ten of the total number of members of the Club, the Committee shall within one month of the receipt of the requisition convene a special general meeting for the purpose specified in the requisition.

(c) Every requisition for a special general meeting shall be signed by the members making the same and shall state the purpose of the meeting.

(d) If a special general meeting is not convened within one month as required by subrule (b) the requisitionists may convene a special general meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Committee, and for this purpose the Committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Club.

(e) Subject to subrule (f) at least fourteen days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting. In the case of an annual general meeting, the order of the business at the meeting shall be the consideration of the accounts and reports of the Committee and the auditors, the appointment of auditors and Committee members (if required), and any other business requiring consideration by the Club in general meeting.

(f) Notice of a meeting at which a special resolution is to be proposed shall be given at least twenty one days prior to the date of the meeting.

(g) A notice may be given by the Club to any member by serving the member with the notice personally, or by sending it by post to the address appearing in the register of members, or by advertising the meeting in the local newspaper at

Port Augusta on at least two occasions prior to the date of the meeting. Where notice is given by so advertising full details of the date, place and time of the meeting together with details of any special resolution or business that it is desired to deal with at such meeting shall appear in the notice.

(h) Where a notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the member by ordinary prepaid mail.

19. PROCEEDINGS AT MEETINGS

(a) Seven members present personally or by proxy shall constitute a quorum at any general meeting.

(b) If within thirty minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within thirty minutes of the time appointed for the meeting the members present shall form a quorum.

(c) The chairperson of the Committee or if there shall be no chairperson, then the vice chairperson of the Committee or in their absence, or on their declining to take, or retiring from the chair, one of the Committee members chosen by the meeting shall preside as chairperson at every general meeting of the Club.

(d) If there is no such chairperson or vice chairperson within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be the chairperson.

(e) The chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(f) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of members.

(g) At any general meeting, a resolution put to a vote shall be decided on a show of hands, and a declaration by the chairperson of the meeting that a resolution has been carried or lost, shall unless a poll is demanded be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against the resolution.

(h) If a poll is demanded by the chairperson of the meeting or by three or more members present personally or by proxy, it shall be taken in such manner as the chairperson directs. The result of such poll shall be the resolution of the meeting, except that in the case of a special resolution a majority of not less than three quarters of the members who being entitled to do so vote personally or by proxy at the meeting is required.

(i) A poll demanded on the election of a chairperson of a meeting or on any question of an adjournment shall be taken at the meeting and without adjournment.

20. MINUTES

(a) Proper minutes of all proceedings of meetings of the Club and of meetings of the Committee shall be circulated by email within one fortnight after the relevant meeting.

(b) The minutes kept pursuant to this rule shall be tabled for acceptance by the Chairperson at the next succeeding meeting.

(c) Where minutes are tabled and accepted they shall, until the contrary is proven be evidence that the meeting was convened and duly held, and that all proceedings held at the meeting shall be deemed to have been duly held and that all appointments made at a meeting shall be deemed to be valid.

21. VOTING RIGHTS

(a) Subject to these rules each member present in person or by proxy shall be entitled to one vote.

(b) A member being a body corporate shall be entitled to appoint one person who need not be a member of the Club to represent it at a particular meeting or at all meetings of the Club. That person shall be appointed by the corporate member by a resolution of its board which shall be authenticated under its seal. Such a person shall be deemed to be a member of the Club for all purposes until the authority to represent the corporate member is revoked.

22. PROXIES

A member shall be entitled to appoint in writing a natural person who is also a member of the Club to be his proxy, and attend and vote at any meeting of the Club.

23. NON-PROFIT

The assets and income of the organisation shall be applied solely in furtherance of its above mentioned objects and no portion shall be distributed directly or indirectly to members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

24. ACCOUNTS

The Club shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Club.

25. WINDING UP

The Club may be wound up in the manner provided for in the Act.

26. DISSOLUTION

In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be

transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

27. TRANSITIONAL PROVISIONS

(a) The Constitution of the Club dated the 2nd day of December 2012 is repealed.

(b) Any appointment made or motion passed under the Constitution hereby repealed if in force at the commencement of this Constitution shall continue in force as far as practicable as if made or passed under this Constitution.

(c) All members including life members of the Club at the date of registration of this Constitution and Rules shall remain members and life members of the Club subject to the provision of the Rules regulating such membership contained herein

(d) The Committee in office as at the date of registration of this Constitution and Rules shall remain in office subject to the provisions of paragraph 9 hereof.

AMENDED: 25th November, 2018