

PORT LINCOLN RACING CLUB INCORPORATED CONSTITUTION

1 INTRODUCTION

1.1 Name

The name of the PLRC is the Port Lincoln Racing Club Incorporated (referred to as “PLRC” in this Constitution).

1.2 Establishment

1.2.1 The PLRC was established in 1920.

1.2.2 This Constitution governs the affairs of the PLRC.

1.2.3 The PLRC shall consist of all persons who shall pay their membership fees as an annual subscription.

1.2.4 The PLRC is a not for profit organisation

2 DEFINITIONS AND INTERPRETATION

2.1 Definitions

“absolute majority” means a majority of the whole number of the members of the Board or Committee, as the case may be.

“Administration Manager” means at any time a person appointed and holding office as Administration Manager of the PLRC and includes a person acting in that position.

“Board” means the board of management of the PLRC.

“Board Member” means at any time a member of the Board.

“Budget” means a budget that conforms to Thoroughbred Racing South Australia requirements and last adopted by the Board.

“Executive Officer” means at any time a person appointed and holding office as Executive Officer of the PLRC and includes that person’s deputy or a person acting in that position.

“PLRC” means the Port Lincoln Racing Club Incorporated

“Racing SA” means Racing SA Limited

2.2 Interpretation

In this Constitution: the singular includes the plural and *vice versa* and words importing a gender include other genders; words importing natural persons include corporations; headings are for ease of reference only and do not affect the construction of this Constitution.

3 PURPOSE OF THE PLRC

- 3.1 To promote horse racing, arrange and carry out race meetings on such courses or places as the Board of the PLRC may from time to time determine.
- 3.2 To acquire by purchase or otherwise any freehold or leasehold land in South Australia for the purpose of a racecourse
- 3.3 To acquire, purchase, rent, construct, provide, make any stands, sheds, buildings, fence courses, tracks, horse carts, implements and other conveniences as may in the opinion of the Board of the PLRC, be from time to time necessary for the purchase aforesaid, of any of them or for the proper conduct and management of the business of the PLRC or for the attainment of its objects
- 3.4 To encourage, assist, seek out, determine, assess and respond to the needs and aspirations of the Port Lincoln Racing Industry.
- 3.5 To develop, encourage, promote, foster and maintain consultation and co-operation between Eyre Peninsula's Racing Clubs.
- 3.6 To develop, encourage, promote, foster and maintain the financial and economic wellbeing and advancement of the PLRC and if desirable for such purpose to undertake, establish, acquire, conduct or dispose of any business, enterprise, undertaking or venture which in the opinion of the PLRC Board is necessary, desirable or convenient.
- 3.7 To effectively liaise and work with Racing SA and other racing clubs for the general enhancement of the industry.

4 POWERS

The PLRC will have the following powers (in addition to and without prejudice to any other powers herein expressed or implied or by virtue of any other legislation applicable):

- 4.1 To exercise all powers of the PLRC and to do on its behalf all such acts as may be exercised and done by the PLRC which are not a condition of anything contained in the Constitution or required to be undertaken by the PLRC Board as a direction from a PLRC General or Special Meeting.
- 4.2 To subscribe to, become a member of and co-operate with any other association or organisation whose purposes are wholly or in part similar or complementary to those of the PLRC and on such terms as the PLRC deems appropriate.

- 4.3 To enter into any arrangements which are incidental or conducive to the attainment of the purposes and the exercise of the powers of the PLRC.
 - 4.4 To raise revenue through business operations, fundraising or any other legal means.
 - 4.5 To apply for grants from Government Agencies and to seek sponsorship from business enterprises.
 - 4.6 To print or publish any newspapers, periodicals, books, leaflets or other writing that the PLRC may think desirable for the promotion of its purposes.
 - 4.7 To acquire, deal with and dispose of real and personal property and rights in relation to real and personal property.
 - 4.8 To invest funds in a manner consistent with this constitution.
 - 4.9 To establish committees for the following purposes:
 - 4.9.1 inquiring into and reporting on any matter within the terms of reference determined by the Board;
 - 4.9.2 exercising, forming and discharging delegated powers, functions or duties of the PLRC; or
 - 4.9.3 investigating opportunities for resource sharing within the region and implementing strategies to take advantage of such opportunities.
- Each committee will make recommendations to the PLRC Board, record minutes of meetings and submit these to the Board and receive prompt response to any recommendations forwarded to the Board.
- 4.10 The Board shall have the power of from to time to time to appoint and at their discretion dismiss employed officers and servants, excepting auditors.
 - 4.11 The Board may pay or allow such salary, allowances and recompenses to any officers or servants appointed by them during their services of employment as the Board from time to time shall think fit.
 - 4.12 The Board shall have the power to enter into such kind of contracts or arrangements on behalf of the PLRC as they think advisable and shall at all times dispose of the funds of the PLRC as they may deem best for the carrying out of the objects of the PLRC.
 - 4.13 The Board shall have the power to make, alter, amend and repeal such rules and regulations as they may think fit for:-
 - 4.13.1 The arrangement and management of the course for the time being the property of the PLRC, and the admission to, and expulsion from, of members of the public respectively
 - 4.13.2 the regulation of persons training horses and of horses on such course

- 4.13.3 the regulation of persons occupying booths, side shows, horse stables or any other functions on such course
 - 4.13.4 the rates and charges of admission to the different parts of the course
 - 4.13.5 the carrying of regulations and the management of racing or other sports on such course
 - 4.13.6 regulating their own proceedings
- 4.14 The Board has the power to expel any member who:-
- 4.14.1 has been found guilty by the Board or stewards of any racing, jockey or turf club of malpractice, or who has been disqualified under the rules of racing by the committee or stewards of any such racing, jockey or turf club.
 - 4.14.2 has been found guilty of improper conduct or riotous behaviour at any race meetings
 - 4.14.3 is a defaulter in stakes or bets, in reference to any race
 - 4.14.4 declines or neglects to pay any fine imposed on them by the Stewards or Board.
 - 4.14.5 is guilty of any act, which in the opinion of the Board renders it undesirable that he should continue as a member. Any such member shall thereupon cease to be a member of the PLRC, provided always that no member shall be expelled by the PLRC Board until after he shall have been given the opportunity to show cause to the Board why he should not be expelled.
- 4.15 The PLRC Board shall have the power to prepare and issue the program of all race meetings of the PLRC to be held during the year in liaison with the head body, *Racing SA Limited* and to prepare the conditions of, and advertise to be run in such succeeding years such races as they, in their judgement may deem expedient to make public during their term of office. All nominations for any races to be run at any race meeting of the PLRC shall be subject to the approval of *Racing SA Limited* who may decline to receive any nomination without giving a reason for so doing. *Racing SA Limited* may, in case of urgent necessity, put off the races at any race meeting of the PLRC from day to day or from week to week as they may deem expedient.
- 4.16 The PLRC Board by an absolute majority of the Board has the powers to make such by laws as they think fit for regulating:-
- 4.16.1 the admission of members of the PLRC, and
 - 4.16.2 the expulsion of members there from,
 - 4.16.3 the management of the affairs of the PLRC,
 - 4.16.4 all matters concerning or connected with the PLRC
 - 4.16.5 all matters of affairs at any other racecourse in South Australia now or hereafter belonging to or used by the said PLRC, the admission thereto and expulsion there from of members of the PLRC and the public respectively,
 - 4.16.6 the rates and charges to be paid for such admission,
 - 4.16.7 the issue and publication of the program of all race meetings of the PLRC,
 - 4.16.8 the general management of the Port Lincoln racecourse or other course,
 - 4.16.9 all race meetings of the PLRC;
 - 4.16.10 and may from time to time alter or repeal any such by laws.

- 4.17 To delegate any function or duty as the Board so desires.
- 4.18 To do anything else necessary or convenient for, or incidental to, the exercise, performance or discharge of its powers, functions or duties.

5 SOURCES OF REVENUE

The sources of revenue of the PLRC may include:

- 5.1 Membership subscriptions to be applied equitably to those applying for and accepted as members. The annual subscription shall be as fixed by the members at the Annual General Meeting or by the Board.
 - 5.1.1 Individuals may become financial members of the PLRC upon application and acceptance, and the payment of the membership fee as determined from time to time.
 - 5.1.2 By signing and forwarding an application for admission as a member in such form as is determined by the Board, including but not limited to electronic means, each applicant agrees if admitted as a member that he or she will abide by this Constitution together with any rules, regulations and by laws
 - 5.1.3 Applicants for admission as members shall be approved or declined by the Board in such manner and by such method as may from time to time be approved by the Board.
 - 5.1.4 The Board may at its absolute discretion refuse to accept an application for admission as a member but in all cases where an application has been rejected the Board shall refund any fees paid upon application.
 - 5.1.5 Every person on being admitted as a member shall be notified of their admission and receive an identifying membership card, token badge or medal. Upon request, an admitted member shall also receive a copy of the Constitution
 - 5.1.6 Only fully financial members are eligible to vote at the Annual General Meeting.
 - 5.1.7 Only fully financial members are able to hold a position on the Board.
 - 5.1.8 Accepted membership shall entitle the member to membership of the PLRC until the day following the next Annual General Meeting.
 - 5.1.9 Life members are exempted from the provisions of clause 5.1 parts 1 to 5 thereof.
- 5.2 Service charges for services under such terms and conditions determined by the PLRC Board.
- 5.3 Grants from Government Agencies.
- 5.4 Sponsorship from business enterprises.
- 5.5 Loan funds or overdrafts on such conditions as the PLRC sees fit for the purposes of the PLRC, provided that:

5.5.1 an order to borrow must be approved by an absolute majority of the Board.

5.6 Interest from the investment of funds held by the PLRC.

6 THE BOARD – ROLE AND MEMBERSHIP

6.1 The PLRC will be governed by a Board.

6.2 The Board is responsible for the administration of the affairs of the PLRC.

6.3 The Board will be the link between the members and the PLRC.

6.4 The Board will develop and monitor policies which provide direction and boundaries for the Board and the functions of PLRC staff.

6.5 The Board will measure the performance of PLRC staff against their job description and established key performance indicators.

6.6 The Board will form committees to work on special projects and initiatives in conjunction with the staff.

6.7 The Board must ensure, insofar as it is practicable:

6.7.1 that the PLRC observes the purposes set out in this Constitution;

6.7.2 that information provided to the PLRC members and Racing SA is accurate; and

6.7.3 that Racing SA and the PLRC members are kept informed of the solvency of the PLRC as well as any material developments which may affect the operating capacity and financial affairs of the PLRC.

6.8 Membership of Board

6.8.1 Appointments will be made at the Annual General Meeting of the PLRC following advertisement of such meeting and Board vacancies, as well as an indication that any current Board members whose term is expiring, is desirous to nominate for a further two year term.

6.8.2 The composition of the Board members should reflect the following attributes:-

- * Business Management
- * Corporate Governance
- * Sporting Association Knowledge & Experience
- * Legal Competence
- * Accounting Competence
- * Planning Skills
- * Local Government Prowess

- * Racing Industry Knowledge & Experience
- * Human Resource Management and WHS Knowledge

Without being limited to the above.

- 6.8.3 Members are required to attend all Board meetings. A member who is unable to attend two successive meetings without submitting an apology will have their position reviewed by the Board to determine whether that position should be declared vacant and a new appointment made.
- 6.8.4 It is expected that Board members undertake an active role throughout the year by attending race meetings, functions and other committee meetings whenever possible.
- 6.8.5 The PLRC may pay a Board Member's travelling and other expenses that he or she properly incurs in connection with the PLRC's affairs, provided that the Board Member has received prior written approval from the Board.
- 6.9 The Chairperson shall preside over all meetings of the Board.
- 6.10 In the absence of the Chairperson, the Deputy Chairperson will preside over meetings of the Board.
- 6.11 In the absence of the Chairperson and Deputy Chairperson, the members present at a meeting shall appoint a member from those present for the purposes of that meeting, and that person shall preside for that meeting or until the Chairperson or Deputy Chairperson is present.
- 6.12 Any casual vacancy occurring on the Board shall be filled by a Board appointment until the next Annual General Meeting of the PLRC at which meeting such vacancy shall be filled.
- 6.13 The Board will govern with an emphasis on:-
- outward vision
 - encouragement of diversity of opinions and views
 - strategic leadership rather than administrative detail
 - collective decisions
 - a future focus
 - planning and quality assurance
 - a clear distinction between the Board and staff roles
 - proactive relationships with elements of the industry
- 6.14 Should all the Board resign at any time, the Executive Officer and/or Administration Manager shall convene a Special Meeting of the members to fill their places and nominations shall be receivable at such meeting.

7 TERM OF OFFICE - THE BOARD

- 7.1 The management of the PLRC shall be by a Board to a maximum of five in addition to the Chairperson. The Chairperson shall be elected annually at the first Board meeting after the Annual General Meeting of the PLRC. The cycle of elections for Board membership shall be that three of the Committee shall retire at the Annual General Meeting and shall be eligible for re election; the remaining three Board members shall retire at the following Annual General Meeting and be eligible for re election.

8 PROCEEDINGS OF THE BOARD

- 8.1 To the extent that this Constitution is silent, the Board may determine its own meeting procedures.
- 8.2 Subject only to the special provisions of this clause, no meeting of the Board will commence until a quorum of members is present and no meeting may continue unless there is a quorum of members present. A quorum of members will comprise half the members plus one. A time limit of 30 minutes shall apply from the advertised time of the meeting in which to reach a quorum. Failure to reach a quorum within this time limit shall result in a failed meeting. If at any time during a meeting of the Board there is no quorum then no formal business may be transacted. The members may decide to continue informal discussions and any outstanding business shall be deferred to a future meeting. The meeting will be adjourned to a place and time to be determined by the person chairing the meeting.
- 8.3 For the purpose of this clause the contemporary linking together by telephone, audio-visual or other instantaneous means (“telecommunications meeting”) of a number of the Board members is deemed to constitute a meeting of the Board, provided that there is collectively a quorum.
- 8.4 Each of the Board members taking part in the telecommunications meeting must at all times during the meeting be able to hear and be heard by each of the Board members present.
- 8.5 At the commencement of a telecommunications meeting, each Board member must announce his/her presence to all of the Board members taking part in the meeting.
- 8.6 A Board member must not leave a telecommunications meeting by disconnecting his/her audio-visual or other communication equipment, unless that Board member has previously notified the chairperson of the meeting.
- 8.7 Subject only to any specific requirement of this Constitution, all matters for decision at a meeting of the Board will be decided by a simple majority of the Members present and entitled to vote on the matter. All members of the Board are entitled to a deliberative vote. Board members may not vote by proxy.
- 8.8 In the event of equality of votes, the chairperson will have a casting vote.
- 8.9 Meetings of the Board will be held at such time and such place as the Board decides subject only to the requirement that the Board is required to meet in the fourth week

of each month, after the various PLRC Committees have met, so that recommendations to the Board can be effectively and efficiently acted upon. Whenever necessary, more frequent meetings may be held.

- 8.10 A special meeting of the Board may be held at any time and may be called at the request of the Chairperson, or in his absence the Deputy Chairperson, or at the written request of two members of the Board.
- 8.11 Notice of all Board and Committee meetings will be given at least 5 working days prior to the meeting.
- 8.12 All members must keep confidential all documents and any information provided to them in confidence for their consideration prior to a meeting of the Board.
- 8.13 The Board must ensure that accurate written minutes of its proceedings are kept and are produced for verification at the subsequent meeting of the Board. The minutes shall be signed by the Chairperson of the meeting or in the case of his failure to do so for fourteen days after the meeting then such minutes may be signed by any two members actually present at such meeting

9 OFFICERS OF THE BOARD

- 9.1 The Board shall elect, from the elected Board Members at the first meeting after the PLRC Annual General meeting:-
 - 9.1.1 Chairperson, who shall be the chairperson of the Board;
 - 9.1.2 Deputy Chairperson, who shall be the deputy chairperson of the Board.
- 9.2 In the event that:
 - 9.2.1 the Chairperson ceases to be a Board member for any reason whatsoever, the Deputy Chairperson will be appointed to the role of Chairperson and the Board members may elect from their members a person to hold the office of Deputy Chairperson until the next election;
 - 9.2.2 the Deputy Chairperson ceases to be a Board member for any reason whatsoever, the Board members may elect from their members a person to hold the office of Deputy Chairperson until the next election;
 - 9.2.3 both the Chairperson and Deputy Chairperson cease to be a Board member for any reason whatsoever, the Board members may elect from their members persons to hold the offices of Chairperson and Deputy Chairperson until the next election.
- 9.3 The Public Officer of the PLRC shall be the Executive Officer, Administration Manager or the Chairperson of the Board.

10 PROPRIETARY OF MEMBERS OF THE BOARD

- 10.1 The PLRC Board is committed to the ethical conduct in all areas of its responsibilities and authority and all Board members:-
- i) shall act honestly and in good faith
 - ii) shall carry out their duties in a lawful manner
 - iii) shall avoid conflicts of interest in as far as is possible
 - iv) shall be diligent
 - v) shall observe the confidentiality of non-public information acquired by them in their role as Board members and not disclose to any other person such information except in the proper performance of the duties of the Board as required by law
 - vi) shall not divulge to any other person who is not a Board member, confidential discussions of the Board, including opinions expressed by individuals in the course of Board meetings
 - vii) shall not make unauthorised comments about any activities of the PLRC
 - viii) shall act in recognition of the legal and moral duties of the role
 - ix) shall work in a positive and constructive manner
 - x) shall be loyal and supportive
 - xi) shall not harm the public image or denigrate the PLRC
 - xii) shall meet regularly to monitor the performance of management and of the PLRC as a whole
 - xiii) shall ensure that there is a clear separation of duties between itself and the staff.
 - xiv) shall develop strategic management planning and quality assurance practices appropriate to the management and development of the PLRC
 - xv) shall ensure that the PLRC's assets are protected via risk management strategy and that financial performance is frequently reviewed.
- 10.2 The Board members will at all times act in accordance with their duties of competence and confidentiality and individual fiduciary duties including honesty and the exercise of reasonable care and diligence with respect to the Board.
- 10.3 Following adoption by the PLRC of the *Racing SA Limited* document termed, "Code of Governance" all rules, regulations and policies will apply to the PLRC Board.

11 ADMINISTRATIVE MATTERS

- 11.1 There may be an Executive Officer and/or Administration Manager of the PLRC appointed by the Board on such terms and conditions as may be determined by the Board.
- 11.2 The Executive Officer and /or Administration Manager will be responsible to the Board:
- 11.2.1 to ensure that the policies and lawful decisions of the PLRC are implemented in a timely manner;

- 11.2.2 for the efficient and effective management of the operations and affairs of the PLRC;
 - 11.2.3 to provide advice and reports to the Board on the exercise and performance of the PLRC powers and functions; and
 - 11.2.4 to give effect to the principles of human resource management generally applicable within the sporting club and/or racing industry.
- 11.3 The Executive Officer and/or Administration Manager has such powers, functions and duties prescribed by this clause and as determined necessary by the Board from time to time to ensure the efficient and effective management of the operations and affairs of the PLRC.
- 11.4 The Board may employ other officers and it may authorise the Executive Officer and/or Administration Manager to employ such other staff on its behalf as are required for the efficient and effective management of the operations and affairs of the PLRC.
- 11.5 The Board may engage professional consultants and may authorise the Executive Officer and/or Administration Manager to engage professional consultants to provide services to the PLRC to ensure the proper execution of its decisions, the efficient and effective management of the operation and affairs of the PLRC and for giving effect to the general management objectives and principles of human resource management prescribed by this Constitution.
- 11.6 Except where otherwise provided for by these rules, notices required to be served on or given to PLRC members may be serviced upon such members personally or by delivering them at or by sending them through the post in a letter, or by facsimile or e mail addressed to the member at the registered address.
- 11.7 Every member of the PLRC Board, Steward, Auditor, Executive Officer, Administration Manager and other officers of the PLRC shall be indemnified out of funds of the PLRC against costs, charges, damages and expenses by reason of any covenant entered into or act or default done or made by him in any way in the execution of his office, except if the same shall have been occasioned through his own wilful act or default or culpable negligence.

12 RACING

- 12.1 The Stewards, duly appointed by Racing South Australia Limited shall have and exercise all rights and powers given to Stewards by the Rules of Racing for the time being adopted by Thoroughbred Racing South Australia Limited.

13 ANNUAL GENERAL AND SPECIAL MEETINGS

- 13.1 There shall be a meeting of the PLRC between September 1st and October 1st each year to be called the Annual General Meeting at which meeting the following business will be transacted.

- 13.1.1 the Annual Report and Audited Balance Sheet for the past year shall be presented ending June 30th of that year
 - 13.1.2 the election of officers as provided herein
 - 13.1.3 the consideration of any matter affecting the welfare of the PLRC of which seven days notice has been given in writing to the Executive Officer and/or Administration Manager.
 - 13.1.4 no further business shall be discussed and no nominations for elected positions shall be accepted at the Annual General Meeting unless seven days prior notice has been given.
 - 13.1.5 the provisions of 13.1.4 shall be waived if a motion to such effect is put and passed by the meeting by a majority of two thirds of members present and voting.
- 13.2 At least twenty one days notice specifying the time and place of such Annual General Meeting and the general nature of business to be transacted thereat shall be given to the Members.
 - 13.3 The PLRC Board may whenever they think fit shall on receipt of a requisition in writing by not less than fourteen members of the PLRC specifying the object for which such meeting is proposed to be called, convene a Special Meeting of the PLRC. At any such time such meeting shall be called by advertisement inserted once in any newspaper published in Port Lincoln setting forth the date and place of such meeting and the business to be transacted thereat. The holding of such meeting shall not be earlier than three days, nor later than fourteen days after the appearance of such advertisement.
 - 13.4 At any Special Meeting of the PLRC, four elected PLRC Board persons and not less than fourteen members shall form a quorum but should there not be a quorum at the expiration of half an hour from the time appointed for the meeting the members present may adjourn the same to a place, date and time to be fixed.
 - 13.5 The Chairperson, or in his absence, the Deputy Chairperson, or in his absence, another Board Member of the PLRC Board shall preside at any Special Meeting of the PLRC. The Chairperson of all such meetings shall have only a casting vote. All propositions and elections at such meetings shall be decided by a show of hands unless three members demand a ballot, when the voting shall be by ballot to be conducted in a manner directed by the Chairperson of the meeting.
 - 13.6 All decisions arrived at and carried at any Special General Meeting held in conformity with these rules shall be forwarded to the PLRC Board for its consideration and no notice of motion to re consider any such decision shall be received by the Board during the current year ending in the month of April in each year after such decision has been determined.

14 BUDGET

- 14.1 The PLRC must prepare and adopt an annual Budget for the forthcoming financial year.
- 14.2 The Budget must:
 - 14.2.1 deal with each principal activity of the PLRC on a separate basis;
 - 14.2.2 comply with standards and principles prescribed by Racing SA, as amended from time to time;
 - 14.2.3 identify the amount of surplus (deficit) brought forward from the previous year;
 - 14.2.4 be laid before the PLRC Board in draft form before 31 May for debate and discussion
 - 14.2.5 be adopted by the PLRC Board after 31 May but before 30 June.
- 14.3 The adoption of the Budget at a meeting requires approval by a two-thirds majority of the Board Members present at that meeting.
- 14.4 The PLRC Board must provide a copy of its Budget to each of the PLRC Board Committees where income and expenditure lines are pertinent to those committees within ten business days after adoption.
- 14.5 The PLRC Board must review the Budget at least quarterly.
- 14.6 The PLRC Board must advise each Committee of any proposed amendment to the Budget that affects their operations.

15 ACCOUNTING

- 15.1 The PLRC must ensure that its accounting records, accounts and financial statements are prepared and maintained in accordance with all relevant Australian Accounting Standards.
- 15.2 The income and property of the PLRC shall be applied solely towards the promotion of the objects of the PLRC and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the members or relatives of members of the PLRC provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the PLRC, or to any member of the PLRC in return for any services actually rendered to the PLRC or reasonable and proper rental for premises let by any member of the PLRC.

16 FINANCIAL MANAGEMENT

- 16.1 The Executive Officer and/or Administration Manager shall cause adequate and proper books of account to be kept in relation to all affairs of the PLRC.

- 16.2 The PLRC's books of account must be available for inspection by any Board Member or authorised representative of Racing SA at any reasonable time on request.
- 16.3 The PLRC must establish and maintain a bank account with such banking facilities at a bank to be determined by the Board.
- 16.4 The financial year for the PLRC is from 1st July to 30th June.

17 AUDIT

- 17.1 The members at the Annual General Meeting shall appoint an auditor who shall audit the books and accounts of the PLRC at least one month prior to the Annual General Meeting and at such other times as the members at a Special Meeting may direct.

REPORTS AND INFORMATION

- 17.2 The PLRC must submit its annual report on its work and operations, including its audited financial statements, to the PLRC members at the PLRC Annual General meeting before 1st October.

18 COMMON SEAL

- 18.1 The PLRC will have a common seal which may be affixed to documents requiring execution under the common seal and must be witnessed by the signatures of two Board Members.
- 18.2 The common seal must not be affixed to a document except to give effect to a resolution of the PLRC Board. The Executive Officer and/or Administration Manager will maintain a Register which records the resolutions of the Board giving authority to affix the common seal and details of the documents to which the common seal has been affixed, with particulars of the persons who witnessed the fixing of the seal and the date.
- 18.3 Subject to Clause 19.2, the PLRC Board may by instrument under seal authorise a person to execute documents on behalf of the PLRC. The Executive Officer and/or Administration Manager will maintain a Register of such resolutions and details of any documents executed in this way, together with particulars of the person executing the document.

19 DISPUTES

- 19.1 In the event of any dispute or difference between PLRC members and the PLRC Board concerning the operations or affairs of the PLRC, the dispute process shall be initiated by at least 20 members serving a co-signed notice of dispute on the Executive Officer and/or Administration Manager of the PLRC, with a contemporaneous copy being served on all PLRC Members.

The PLRC Board:

- 19.1.1 will attempt to settle the dispute or difference by negotiating in good faith;

- 19.1.2 if good faith negotiations do not settle the dispute or difference within one month of the dispute arising (date of notification being served), then the dispute shall be referred to an expert for determination. The expert shall be a person with the skills and expertise necessary to resolve the dispute and shall be nominated by the Chairperson of Racing SA. The expert is an expert and not an arbitrator. The expert's determination shall be final and binding on the all parties to the dispute. The costs of the expert will be apportioned and payable in accordance with the experts determination;

20 ALTERATION TO THE CONSTITUTION

- 20.1 This Constitution may be amended by two-thirds majority resolution of those PLRC Members attending the Annual General or Special Meeting of the PLRC.
- 20.2 The Executive Officer and/or the Administration manager of the PLRC must ensure that the amended Constitution is published and is available to PLRC members.
- 20.3 Before the PLRC members vote on a proposal to alter this Constitution they must consider any recommendation of the PLRC Board.

21 CIRCUMSTANCES NOT PROVIDED FOR

- 21.1 If any circumstances arise to which this Constitution is silent, incapable of taking effect or being implemented according to its strict provisions, the PLRC Board will have the power to determine what action may be taken to ensure the effective administration and purposes of the PLRC, provided that such action will be determined at a meeting of the Board.

22 WINDING UP

- 22.1 In the event of dissolution and after payment of all expenses, any surplus assets shall be distributed to other body or bodies having similar objects, or to such charitable body or bodies and which shall prohibit the distribution of its income and property among its members.