

COMPANY CONSTITUTION
OF
MORUYA JOCKEY CLUB LIMITED

(as adopted – 2012)

ACN 003 266 260

A Company Limited by Guarantee
and not having a Share Capital

[retype version 18/9/12]

CONSTITUTION
OF
MORUYA JOCKEY CLUB LIMITED

NAME OF THE COMPANY

1. The name of the company is Moruya Jockey Club Limited [ACN 003 266 260] (which is to be more commonly known as “the Club”).

DEFINITIONS

2. In this Constitution unless there be something in the subject or context inconsistent therewith:

“Act” means the *Corporations Act 2001* (as amended) and any regulation made under that act.

“annual report” means a report that is produced in accordance with the requirements of the Act and the Australian Accounting Standards, and where appropriate, shall include a concise report as provided for in the Act.

“annual subscription” means the subscription paid by a member either annually or otherwise as determined by the Directors.

“Australian Accounting Standards” means the standards issued by the Australian Accounting Standards Board, as in force for the time being, and including any modifications prescribed by the regulations made under the Act. Australian Accounting Standards is hereby deemed to include Reduced Disclosure Requirements (if applicable).

“Authority” means the Independent Liquor & Gaming Authority.

“By-laws” means the Rules that have been determined by the Directors in accordance with this Constitution.

“chairperson” shall mean the chairperson of a meeting of the Club being such person entitled to preside at said meeting in accordance with the provisions of this Constitution.

“Club” means the Moruya Jockey Club Limited.

“Board”, unless otherwise inferred, shall mean the members for the time being of the board of directors of the company.

“Constitution” means this company constitution of the Club in accordance with the Act.

“contract” includes commercial arrangement.

“employ” and “employee” includes engage under a contract for services.

“Executive” of the Club shall mean the President, Vice-President, Treasurer, and Secretary.

“financial member”, and the term “financial” when referring to a member, means a member who has paid the annual subscription in advance.

“licence” means a licence granted under the Liquor Act.

“Liquor Act” means the *Liquor Act 2007* (as amended) and any regulation made under that act.

“month” means calendar month.

“notice board” means a board or boards designated as such within the Club premises on which notices for the information of members are posted.

“office” means the registered office for the time being of the Club.

“Officer” shall have the meaning defined in the Act.

“ordinary resolution” means a resolution that may be passed by a simple majority at a general meeting of members.

“race meeting” means a meeting for horse racing.

“racecourse” means any land that is used to hold or conduct a race meeting under the Racing Administration Act.

“Racing Administration Act” means the *Racing Administration Act 1998* (as amended) and any regulation made under that act.

“Returning Officer” shall mean a person appointed by the Club to conduct an election on behalf of the Club, and shall include the State Electoral Commissioner or his representative when said Commissioner conducts an election.

“Rules”, unless otherwise inferred, means the paragraphs within this Constitution, and any By-laws and regulations of the Club.

“Secretary” includes Acting Secretary, Secretary Manager, Acting Secretary Manager, Honorary Secretary, Acting Honorary Secretary, Chief Executive Officer, and Acting Chief Executive Officer.

“special resolution” means a resolution that in accordance with the Act:

- (a) Is passed at a general meeting of the Club of which at least twenty-one (21) days written notice specifying the intention to propose the resolution as a special resolution has been duly given; and
- (b) Is passed by a majority of at least seventy-five per cent (75%) of such members of the Club as, being entitled to do so, are in attendance and vote in person at the meeting.

“teleconference” includes the use of telephone, computer, or video based equipment, or other suitable electronic means of communication.

“Unlawful Gambling Act” means the *Unlawful Gambling Act 1998* (as amended) and any regulation made under that act.

“written” and “in writing” include printing, typing, lithography, electronic communication and other modes of representing or reproducing words in visible form in the English language. Provided that information may only be given by means of electronic communication where at the time the information was given it was reasonable to expect that the information would be readily accessible and the person to whom the information is given has consented to the information being given by means of an electronic communication.

“year” in relation to elections means the period between successive Annual General Meetings.

INTERPRETATIONS

3. References to any statutory enactment or regulation shall mean and be construed as references to the said enactment or regulation as amended, modified, re-enacted or re-promulgated from time to time and also any other enactment or regulation substantially replacing any such enactment or regulation.
4. This Constitution shall be read and construed subject to the provisions of the Act and to the extent that any of the provisions in the Constitution are inconsistent therewith and might prevent the Club being registered under the provisions of the said Act they shall be inoperative and have no effect.
5. The headings contained herein have been inserted for convenience only and shall not define limit construe or describe the scope or intent of any of the Rules in this Constitution, nor limit or govern the construction of this Constitution.
6. A reference to a matter being approved by the Board is a reference to the matter being approved at a meeting of the Board at which a majority of the votes cast supported the approval.
7. Words importing the singular number also include the plural and vice versa. Words importing the masculine gender shall include the feminine gender and vice versa. Words importing persons include corporations.
8. A decision of the Board on the construction or interpretation of the Constitution of the Club, or of any By-laws of the Club made pursuant to this Constitution or on any matter arising therein, shall be conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the members of the Club in general meeting or by the Supreme Court of New South Wales.

PRELIMINARY

9. The Club is a non-proprietary company limited by guarantee.
10. The Club is established for the purposes set out in the Constitution and in particular for the purpose of promoting and conducting race meetings.
11. In relation to the activities of the Club the following provisions shall apply:
 - (a) The profits, if any, and other income of the Club shall be applied to the promotion of the objects of the Club.
 - (b) The Club shall prohibit the payment of any dividends to the members of the Club.
 - (c) The Club shall at all times be registered as a racing club by Racing New South Wales or any succeeding controlling body.
 - (d) The Club shall conduct its affairs in accordance with the provisions of the Act, the Liquor Act, the Racing Administration Act, the Unlawful Gambling Act, and such other acts and regulations applicable to the business and management of the Club.
12.
 - (a) The Club may pay in good faith remuneration to any officers or servants of the Club or to any member of the Club in return for any services actually rendered to the Club or for goods supplied in the ordinary and usual way of business.
 - (b) The Club may pay interest at a rate not exceeding the lowest rate for the time being charged by bankers in Sydney in respect of term deposits on money borrowed from any member of the Club and may pay reasonable and proper rent for premises demised or let by any member of the Club.
 - (c) No member of the Board shall be appointed to any salaried office of the Club. Board members will not be paid for their services except repayment of out-of pocket expenses, an honorarium (if any), and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Club.
 - (d) The Club may pay an honorarium as determined by the Board to any member of the Club in respect of special honorary services rendered to the Club and payment of such honorarium shall be approved by the members of the Club at a general meeting prior to the payment being made.

MEMBERSHIP

13. The membership of the Club shall consist of such persons as the Board shall admit to membership in accordance with the Constitution.
14. Unless otherwise determined by the Board, the membership of the Club shall consist of the following classes:
 - (a) Full Member
 - (b) Life Member
 - (c) Provisional Member

15. Notwithstanding the classes of membership described in this Constitution, the Club may create such other classes or sub-classes of membership with appropriate rights and eligibility as defined in By-law as determined by the Board.
16. Full Members

Full Members shall be persons who have attained the age of eighteen (18) years and who are elected as Full Members of the Club and who have paid the joining fee (if any) and the appropriate annual subscription.
17. Life Members
 - (a) Life Member shall mean any member or any former member, who in consideration of long or meritorious service to the Club or for any other commendable reason, is elected to Life Membership at a general meeting by a simple majority vote of members present and entitled to vote, provided that:
 - (i) such nomination is made in writing by two (2) Full or Life Members and submitted to the Board not less than two (2) months prior to a general meeting;
 - (ii) the Board has approved such nomination; and
 - (iii) notice of the nomination has been given with the notice convening the general meeting.
 - (b) A Life Member shall be entitled to all the rights privileges and advantages of a Full Member under this Constitution.
 - (c) A Life Member shall not be obliged to pay any annual subscriptions.
18. Provisional Members
 - (a) Provisional Members shall be persons who have applied for membership and shall have paid the relevant joining fee (if any), annual subscription and any other fees and charges, and are currently awaiting a decision on the membership application.
 - (b) Provisional Members shall have the same privileges as other members excluding the right to vote, the right to hold office and the right to attend meetings.
 - (c) A person shall cease to be a Provisional Member immediately upon the decision of the Board on the application for membership.
19. Each member entitled to vote at an election or meeting of the Club whether in person or by proxy, shall have one (1) vote.

ELECTION OF MEMBERS

20. Candidates for membership of the Club shall complete and sign an application form. The application form shall set out the full name and address of the candidate. The application form shall be in the form and contain such further particulars as are from time to time determined by the Board.
21. A person shall not be admitted as a member of the Club, other than as a Provisional Member, unless the person is elected to membership at a Board meeting of the Club, or a duly appointed election board of the Club, the names of whose members present and voting at that meeting are recorded by the Secretary of the Club. The Board may reject any application for membership without assigning any reason for such rejection.
22. Every person elected to membership shall be deemed to agree to pay the joining fee (if any) and annual subscription and other fees and charges as determined by the Board and to be bound by the Constitution of the Club and By-laws from time to time in force and the payment of the said joining fee or part thereof and/or the said annual subscription or part thereof shall be conclusive evidence of such agreement.
23. Every person elected to membership shall be required to pay within two (2) months of the date of election all subscriptions and fees payable or instalments thereof and failing which payment the election may be declared null and void.

SUBSCRIPTIONS, JOINING FEES AND OTHER CHARGES

24. Members' subscriptions and any other fees or charges payable by any class of members shall be paid in advance either annually or if the Board so directs and approves, for such number of years as provided for in the By-laws. The time and manner of payment thereof and all other matters pertaining thereto not especially provided for by this Constitution shall be as prescribed by the Board from time to time.
25. The annual subscription shall fall due on the first day of July in each year.
26. (a) The Board shall have power to determine the subscription to be paid and to make charges and levies on categories of members for general or special purposes as they see fit.

(b) Subject to the provisions of the *Anti-Discrimination Act 1977*, a member may in relation to his age be granted special privileges and discounts on his joining fee, annual subscription, and/or any other fees and charges.

NON-FINANCIAL MEMBERS

27. If the subscription or any part thereof of any member shall remain unpaid for a period of one (1) month from the date upon which it shall fall due for payment the Secretary may cause the member's name to be removed from the register of members of the Club and such member shall be debarred from all privileges of membership. The Board may reinstate the member on payment of all arrears without the formality of reapplying for membership if the Board thinks fit to do so.

ADDRESSES OF MEMBERS

28. Every person shall on becoming a member furnish to the Secretary particulars of his address and occupation if those particulars have not already been stated on the application for membership and shall, as soon as practical, notify the Secretary of any subsequent change of address. The address so given shall be deemed to be the member's registered address for the purpose of the issue of notices.

REGISTER OF MEMBERS

29. The register of members shall contain the name in full, address and occupation of each member, the date on which the entry of the member's name in the register is made, and the date on which the member last paid the annual subscription for membership of the Club. The Club must include in the register an up-to-date index of members' names. The index must be convenient to use and allow a member's entry in the register to be readily found. A separate index need not be included if the register itself is kept in a form that operates effectively as an index.

DISCIPLINARY PROCEEDINGS AGAINST CLUB MEMBERS

30. If any member shall refuse or neglect to comply with any of the provisions of the Constitution of the Club or the By-laws thereof or be in the opinion of the Board guilty of any conduct prejudicial to the interests of the Club or be guilty of conduct which in the opinion of the Board is unbecoming of a member or which shall render him unfit for membership, the Board shall have power to reprimand, suspend for such period as it considers fit, expel or accept the resignation of such member and to erase his name from the register of members provided that:
- (a) Such member shall be notified of any charge against him pursuant to this Rule by notice in writing by a registered letter posted to his last known address as early as possible before the meeting of the Board at which such charge is to be heard and provided that such period of notice shall not be less than seven (7) days.
 - (b) The member charged shall be entitled to attend the hearing for the purpose of answering the charge or may answer the charge in writing.
 - (c) If the member fails to attend such meeting the charge or complaint may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding, having regard to, any representations made to it in writing, by the member charged.
 - (d) The voting method by the members of the Board present at such meeting shall be as decided by the Board and no motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless at least two-thirds (2/3) of the members of the Board present vote in favour of such motion.
 - (e) Any decision of the Board of such hearing or any adjournment thereof shall be final and the Board shall not be required to assign any reason for its decision.

- (f) Any member notified or any member proposed in accordance with this Rule to be notified, may immediately be suspended from all privileges of the Club until such time as the meeting is held. Such immediate suspension of membership shall be advised to the member in writing. The meeting of the Board to hear the charge against the member shall be held within six (6) weeks of the notification to the member of his immediate suspension.

RESIGNATION AND CESSATION OF MEMBERSHIP

- 31. A member may at any time by giving notice in writing to the Secretary resign from his membership of the Club and such resignation shall take effect from the date on which such notice in writing is received by the Secretary.
- 32. Every person ceasing to be a member of the Club (whether by resignation, expulsion, being removed from the register of members, neglecting to pay the annual subscription or otherwise) shall ipso facto forfeit all rights as a member of the Club provided that such person shall remain liable for any annual subscription and all arrears thereof due and unpaid at the date of cessation of his membership of the Club and any other moneys due by him at the date of cessation of his membership of the Club or for which he is or may become liable under this Constitution or under the Act.

THE BOARD

- 33. (a) The Board shall be no less than seven (7) and no more than ten (10) members, including a Chairperson and Vice- Chairperson and the 5-8 other elected Directors.
- (b) The Chairperson and Vice-Chairperson shall be elected annually by the members of the Club from those persons who are on or elected to the Board of the Club.
- (c) The Board may appoint, by resolution, any suitably qualified member to the office of Treasurer with the term of the appointment being determined by the Board. If the member appointed to the office of Treasurer is not an elected member of the Board, such Treasurer shall attend Board meetings on an ex-officio basis but shall have no vote on Board decisions.
- 34. (a) The Executive Board shall be the Chairperson, Vice-Chairperson, Treasurer and Secretary of the Club.
- (b) The Executive Board shall be entitled to exercise such powers as are normal and usual for an executive to exercise between Board meetings.
- 35. (a) In accordance with the provisions of the Act, a member of the Club may be elected or appointed to the Board or may remain a member of the Board even if the person has attained the age of 72 years.

- (b) No member who is currently unfinancial or under suspension shall be elected or appointed to office or perform duties as holder of an office or member of any board while he remains unfinancial or during the period of such suspension.
- (c) No member of the Club who is also an employee of the Club shall be eligible to nominate, stand for or be elected or appointed to the Board.

TERM OF OFFICE OF BOARD MEMBERS

- 36. Members of the Board shall be elected at the Annual General Meeting for two (2) year terms of office with half the Board members to be elected annually in accordance with this Constitution.
- 37. Every member of the Board who retires from office at the annual election of the Club shall be eligible for re-election.
- 38. Under no circumstances shall a member of the Board be permitted to hold office for more than two (2) years without re-election at the Annual General Meeting.
- 39. Under exceptional circumstances not provided for elsewhere in this Constitution, the Board may call for nominations to elect a member to the Board for a one (1) year term of office in order to restore the half-board election provision required in accordance with this Constitution.

NOMINATIONS FOR THE BOARD

- 40. Each year the following provisions shall apply:
 - (a) In even numbered years, five (5) members of the Board shall retire from office at the Annual General Meeting and nominations shall be sought to elect five (5) members to the Board for a two (2) year term of office.
 - (b) In odd numbered years, five (5) members of the Board shall retire from office at the Annual General Meeting and nominations shall be sought to elect five (5) members to the Board for a two (2) year term of office.
 - (c) A member appointed to the Board to fill a casual vacancy shall retire from office at the next succeeding Annual General Meeting following the appointment. If the retirement from office of a member of the Board in accordance with this Rule will cause a one (1) year vacancy in office (the residual of the term of office), a nomination shall be sought to elect a member to the Board for each such vacancy to hold office for one (1) year until the next Annual General Meeting.
 - (d) Nominations shall also be sought annually for any unfilled casual vacancies in the Board at the date of the call for nominations. Such nominations shall be for the election as a member of the Board to hold office for one (1) year (the residual of the term of office) until the next Annual General Meeting.
- 41. (a) Nominations shall be sought annually for one (1) Chairperson and one (1) Vice- Chairperson.

- (b) Any member nominated for Chairperson and/or Vice-Chairperson shall be eliminated from candidature if such member is not a member of the Board of the Club or is not elected as a member of the Board at the election. Nothing in this Rule shall disqualify any member who has been proposed to be elected or re-elected to the Board from candidature for the office of President and/or Vice-President.
- (c) A member nominated for election to the office of Chairperson and/or Vice-Chairperson shall be deemed to have also nominated for election or re-election to the Board. This Rule shall not apply to a member who is a sitting member of the Board and not up for re-election.

ELECTION OF THE BOARD

- 42. The nomination and election of the Board shall take place in the following manner:
 - (a) Any two (2) members of the Club shall be at liberty to nominate any other member to serve as a member of the Board and to serve as Chairperson or Vice-Chairperson of the Club.
 - (b) All nominations for the annual election must be lodged with the Secretary at least fourteen (14) days prior to the Annual General Meeting.
 - (c) Nominations for election shall be made in writing signed by two (2) Full Members or Life Members of the Club and signed by the nominee and shall state the office or offices for which the nominee is nominated. The proposer, seconder and nominee shall be financial members of the Club at the time the nomination form is signed.
 - (d) A list of the candidates' names in alphabetical order, with the proposers' and seconds' names, and the office or offices for which the nominee is nominated, shall be posted on the notice board of the Club for at least seven (7) days immediately preceding the Annual General Meeting.
- 43.
 - (a) If the number of candidates duly nominated for any office does not exceed the number required to be elected, the candidate or candidates nominated shall be declared elected at the Annual General Meeting.
 - (b) If insufficient nominations are received for any offices the candidate or candidates nominated shall be declared duly elected at the Annual General Meeting and nominations shall be made orally at the meeting for the vacancies then remaining. No person shall be elected from the floor of a meeting without giving consent to such nomination (whether present or not). If more than one candidate is nominated for such vacancies, an election by ballot for such vacancies remaining may be held in accordance with this Constitution. The Board may fill any remaining vacancy or vacancies at a duly convened meeting of the Board.
 - (c) If the number of candidates nominated shall exceed the number required to be elected, a ballot shall be taken as provided for by this Constitution and by the By-laws.

44. (a) The election of the Board shall be conducted and counted by a Returning Officer and at least two (2) scrutineers appointed by the Board.
- (b) A candidate for any position shall not be appointed as Returning Officer or as a scrutineer.
45. If ballots are required, they shall be conducted in the following order:
 - (a) Election of members to the Board
 - (b) Election of the Chairperson
 - (c) Election of the Vice-Chairperson
46. The election of members to the Board shall be conducted as one (1) ballot with the members receiving the greatest number of votes being deemed elected to the Board to fill two (2) year terms of office and the remaining members may be deemed elected to fill any required one (1) year terms of office.
47. The Chairperson and Vice-Chairperson of the Club shall be elected by ballot from the eligible nominees who have been elected to the Board or who are sitting members of the Board.
48. Ballot papers shall be prepared (if necessary) containing the names of the candidates in alphabetical order.
49. Each member present in person or by proxy at the Annual General Meeting shall be entitled to vote for any number of candidates not exceeding the number of vacancies.
50. (a) In any case of doubt as to the formality or otherwise of a ballot paper, the same shall be referred to the Returning Officer whose decision shall be final.
- (b) In the event of an equality of votes in favour of two or more candidates, the Returning Officer (or in his absence the chairperson of the meeting) shall draw lots between the candidates having an equality of votes so as to ensure the election of the necessary number to fill the vacancies.
51. The Board shall have the power to make By-laws regulating all matters in connection with the nomination and election of the Board not otherwise provided by this Constitution.

REMOVAL FROM OFFICE OF MEMBERS OF THE BOARD

52. (a) Members who are entitled to vote at an election of the Club may by ordinary resolution remove any member of the Board or the whole of the Board before the expiration of any Director's period of office and may by ordinary resolution appoint another member or members in their stead providing that each person so appointed complies with the requirements of this Constitution. The person or persons so appointed shall hold office until the conclusion of the next following Annual General Meeting but shall be eligible for re-election.
- (b) The Secretary must give the Director or Directors a copy of the notice as soon as practicable after it is received.

- (c) A Director is entitled to put a case to the members by giving the Secretary a written statement for circulation to members and speaking to the motion at the meeting. The director's statement does not have to be circulated to members if it is more than 1,000 words long or defamatory.
53. The Office of a member of the Board shall immediately be deemed vacant if the Office holder:
- (a) ceases to be a member of the Board by virtue of the Act [in particular, but not limited to, provisions relating to convictions and bankruptcy];
 - (b) fails to declare the nature of having an interest in a contract or office or property as provided by the Act.
 - (c) becomes prohibited from being a member of the Board by reason of any order made under the Act or the Liquor Act;
 - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (e) is removed from office by an ordinary resolution passed by members at a general meeting of which due notice has been given to remove him from office;
 - (f) is absent from meetings of the Board for a continuous period of three (3) calendar months without leave of absence from the Board;
 - (g) becomes an employee of the Club;
 - (h) resigned from office by notice in writing to the Secretary of the Club;
 - (i) ceases to be a member of the Club.

VACANCIES ON THE BOARD

54. The Board shall have the power at any time to appoint an eligible person to the Board to fill a casual vacancy. The person so appointed shall hold office only until the conclusion of the next following Annual General Meeting but shall be eligible for re-election.

POWERS OF THE BOARD

55. The Board shall be responsible for the management of the business and affairs of the Club.

56. The Board may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in general meeting but subject nevertheless to the provisions of the Act and the Liquor Act and of these Rules and to any regulations not being inconsistent with these Rules from time to time made by the Club in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:
- (a) To delegate any of its powers to committees consisting of such member or members of its body and/or such other members of the Club together with persons who are not members but who have particular skills or expertise which they may apply to the relevant committees and senior management staff of the Club as the Board as it may from time to time think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The President shall be ex officio a member of all such committees. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairperson of the committee shall have a second and casting vote. The meetings and proceedings of any committee consisting of two (2) or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this Rule or by any regulation made by the Board pursuant to this Rule.
 - (b) To enforce the observance of all Rules by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
 - (c) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
 - (d) To secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
 - (e) To institute conduct defend compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
 - (f) To determine who shall be entitled to sign or endorse on the Club's behalf contracts receipts acceptances cheques bills of exchange promissory notes and other documents or instruments.
 - (g) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.

- (h) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged or by any mortgage charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.
- (i) The Board shall have the power to sell lease exchange or otherwise dispose of any furniture fittings equipment plant or other goods or chattels belonging to the Club and to lease demise exchange or sell all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time provided that the power to lease or demise shall not be exercised with respect to any part of the Club's premises which may be licensed under the provisions of the Liquor Act without the consent of the Authority being obtained.
- (j)
 - (i) To appoint, discharge and arrange the duties and powers of the Secretary or Secretary/Manager and to determine the remuneration and terms of employment of such Secretary or Secretary/Manager and to specify and define his duties.
 - (ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers officers representatives, agents and servants or other employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract for service or otherwise.
- (k) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (L) To set the joining fees, annual subscriptions and other fees payable by all members.

BY-LAWS

57. The Board may make such By-laws not inconsistent with the Constitution of the Club as in the opinion of the Board are necessary or desirable for the proper control administration and management of the Club's finances affairs interests effects and property and for the convenience comfort and well being of the members of the Club and to amend or rescind from time to time any such By-laws and without limiting the generality thereof particularly for:
- (a) Such matters as the Board is specifically by this Constitution empowered to regulate by By-law;
 - (b) The general management control and trading activities of the Club;
 - (c) The control and management of the Club premises;

- (d) The management and control of activities and dress on the racecourse and surrounds;
 - (e) The upkeep and control of the racecourse and surrounds;
 - (f) The control and management of all races and competitions;
 - (g) The conduct of members;
 - (h) The privileges to be enjoyed by each category of members;
 - (i) The relationship between members and Club employees; and
 - (j) Generally all such matters as are commonly the subject matter of the Club Rules or which by the Constitution are not reserved for decision by the Club in general meeting.
58. Any By-laws made under this Constitution shall come into force and have the full authority of a By-law of the Club on being posted upon the Club's notice board.

PROCEEDINGS OF THE BOARD

59. (a) The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once in each calendar month for the transaction of business and a record of all members of the Board present and of all resolutions and proceedings of the Board shall be entered in a minute book provided for that purpose.
- (b) The Chairperson shall preside at every Board meeting or if at any meeting he is not present or is unwilling or unable to act then the Vice-Chairperson shall act as chairperson of the meeting. If the Vice-Chairperson is not present or is unwilling or unable to act then the Board members present shall elect their own chairperson.
- (c) The quorum for meetings of the Board shall be more than 50% of the elected members present in accordance with this Constitution.
60. Unless the Board determines otherwise, a meeting of the Board may take place by means of teleconferencing if the need arises. The consent may be a standing one. A Director may only withdraw consent within a reasonable period before the meeting. Teleconference access to a Board meeting, given reasonable notice of such request for access, shall be made available. Board members attending a meeting via teleconferencing shall be counted as present for the purpose of a quorum. Secret ballots shall not be conducted at any meeting where teleconferencing is in use unless all votes cast are cast electronically and are cast in exactly the same manner by each Board member. A Board member's attendance via a teleconferencing facility shall not be recorded or stored and shall not be transmitted or relayed to a location other than to the meeting being attended.

61. The Chairperson may at any time convene a Board meeting. The Secretary shall convene a Board meeting upon the request of not less than three (3) members of the Board.
62. Every member of the Board shall, in each instance, have one (1) vote. Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of the members of the Board present and voting and shall for all purposes be deemed a determination of the Board. In case of an equality of votes, the chairperson of the meeting shall have a second or casting vote.
63. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to at least the number required for a quorum or of summoning a general meeting of the Club, but for no other purpose.
64. All acts done by any Board meeting or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
65.
 - (a) If all the Directors have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Board held on the day on which the document was signed and at the time at which the document was last signed by a Director or, if the Directors signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Director.
 - (b) For the purposes of paragraph (a), two or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.
 - (c) A reference in paragraph (a) to all the Directors does not include a reference to a Director who at a Board meeting would not be entitled to vote on the resolution.

DIRECTORS' INTERESTS

66.
 - (a) Each Director must comply with the Corporations Act in relation to the disclosure of the Director's interests.

- (b) A Director who has a material personal interest in a matter that relates to the affairs of the Club must declare that interest to the Board before the transaction was entered into. A Director that has an interest in a matter may give the Board standing notice of the nature and extent of the interest in the matter. The notice may be given at any time and whether or not the matter relates to the affairs of the Club at the time the notice is given. The Secretary shall record in the minutes any declaration made or any general notice given by a Director in accordance with this Rule.
- (c) Unless otherwise approved in writing by the Board, a Director is ineligible to hold office and is also disqualified from office by contracting with the Club either as vendor, purchaser or otherwise except with express resolution of approval of the Board.
- (d) Unless a declaration of interest is made by a Director at a Board meeting prior to the Club entering into a contract, any such contract or any contract or arrangement entered into by or on behalf of the Club in which any Director is in any way interested will be voided for such reason.
- (e) A Director who has a material personal interest in a matter that is being considered at a Board meeting must not be present while the matter is being considered at the meeting nor vote on the matter, except where permitted by the Corporations Act.
- (f) The Club cannot avoid any transaction that relates to the interest merely because of the existence of the interest.
- (g) If there are not enough Directors to form a quorum as a result of a Director having an interest which disqualifies them from voting, then one or more of the Directors (including those who have the disqualifying interest in the matter) may call a general meeting of the Club and the general meeting may pass a resolution to deal with the matter.

GENERAL MEETINGS

- 67. (a) A general meeting called the Annual General Meeting shall be held at least once in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year.
- (b) All meetings of the general body of members other than Annual General Meetings shall be called Extraordinary General Meetings.
- 68. (a) The Board may whenever it thinks fit convene an Extraordinary General Meeting of the Club and shall convene an Extraordinary General Meeting on the request of not less than five per cent (5%) of the members entitled to vote at meetings whose annual subscriptions are currently fully paid up and who are entitled to vote on the objects of the requisition (number of members calculated as at the midnight immediately preceding the day that the requisition is received).
- (b) The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the office of the Club and may consist of several documents in like form each signed by one or more requisitionists.

- (c) A meeting of members must be held for a proper purpose. A meeting shall not be called or held if the business to be transacted is a power or a duty of the Board as provided by this Constitution or if the requisitionists are not entitled to vote on the objects as stated in the requisition.
 - (d) On receipt of a valid requisition the Club shall forthwith proceed to convene an Extraordinary General Meeting of the Club to be held as soon as practicable, but in any case no later than two (2) months after the receipt by the Club of the requisition.
 - (e) If the Board does not give notice of an Extraordinary General Meeting within twenty-one (21) days from the date of a valid requisition being so deposited at the Club the requisitionists or a majority of them in value may themselves convene the meeting but any meeting so convened shall not be held after three (3) months from the date of such deposit.
 - (f) In the case of an Extraordinary General Meeting where at least twenty-one (21) clear days notice of such meeting has not been given to members entitled to attend and vote at such meeting the Board shall be deemed not to have duly convened the meeting.
 - (g) Any meeting convened under this Rule by the requisitionists shall be convened in the same manner or as nearly as possible as that in which general meetings are convened by the Board.
 - (h) To call the meeting the requisitionists may ask the Club for a copy of the register of members and the Club must give the requisitionists the copy of the register without charge.
 - (i) Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club.
69. At least twenty-one (21) clear days written notice specifying the place day hour and business of a general meeting shall be given to all members entitled to attend and vote at general meetings of the Club. The meeting shall not be invalidated by reason only of the accidental omission to give written notice of the meeting or the non-receipt of the notice of the meeting by any member.
70. (a) Members may give the Club notice in writing of a resolution that they propose to move at a general meeting provided that such members hold at least 5% of the votes that may be cast on the resolution (number of members calculated as at the midnight immediately preceding the day that the members give the notice). The Board may at its discretion determine that a resolution shall be presented to members with less than the required number of members giving notice of the proposed resolution.
- (b) Notice given in accordance with paragraph (a) of this Rule must be given to the Secretary and shall be considered at the first general meeting held at least two (2) months after receipt of the notice. If a general meeting is held on a date less than two (2) months after the notice is received, provided that the Club can give at least twenty-one (21) days notice of the resolution to members, the Club may, at its discretion, and with due notice, present the resolution to members for consideration.

71. A member of the Club who is entitled to cast a vote at the Annual General Meeting may submit a written question to the Auditor if the question is relevant to the content of the Auditor's Report to be considered at the Annual General Meeting or the conduct of the audit of the annual financial report. The member shall submit the question to the Club no later than five (5) business days before the Annual General Meeting. Despite the question being one that is addressed to the Auditor, the Club may examine the contents of the question and make a copy of the question. The Club must, as soon as practicable after the question is received by the Club, pass the question on to the Auditor even if the Club believes the question is not relevant to the Auditor's Report or conduct of the audit. The Club must, at or before the start of the Annual General Meeting, make copies of the question list reasonably available (on request) to the members attending the Annual General Meeting provided that a question need not be included in the question list if the question is the same in substance as another question (even if it is differently expressed).

PROCEEDINGS AT GENERAL MEETINGS

72. The business of the Annual General Meeting shall be as follows:
- (a) To confirm the minutes of the previous Annual General Meeting and of any Extraordinary General Meetings held;
 - (b) To receive and consider the reports of the Board;
 - (c) To receive and consider the Financial Report as required by the Act and to receive and consider the Auditor's Report (if required);
 - (d) To approve honoraria or other extraordinary benefits (if any);
 - (e) To elect the Board in accordance with this Constitution;
 - (f) To appoint an Auditor (if an Auditor is required and if a vacancy exists due to resignation or dismissal);
 - (g) To deal with any valid business of which due notice has been given;
 - (h) To deal with general business as approved by the chairperson of the meeting or as approved by the meeting.
73. The chairperson of an Annual General Meeting shall allow a reasonable opportunity for the members as a whole at the meeting to ask questions about, or make comments on, the management of the Club.
74. (a) The Club's Auditor is entitled to attend any general meeting of the Club and is entitled to be heard at the meeting on any part of the business of the meeting that concerns the Auditor in their capacity as auditor even if the Auditor retires at the meeting or the meeting passes a resolution to remove the Auditor from office.
- (b) If the Club's Auditor or representative is at the Annual General Meeting, the chairperson of the meeting shall allow a reasonable opportunity for the members as a whole at the meeting to ask the Auditor or representative questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report.

75. (a) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (b) At any Annual General Meeting or other general meeting, five percent (5%) of all members entitled to be present and vote under this Constitution and present either in person or by proxy shall be a quorum. The number of members shall be calculated as at the midnight immediately preceding the day that notice of the general meeting is given to members.
76. If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present the meeting if convened upon the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day, time, and place as the Board may determine. It shall not be necessary to give notice of such adjourned meeting if it is held within thirty (30) days of the original meeting. If at such adjourned meeting a quorum is not present the members who are present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.
77. The Chairperson shall be entitled to take the chair at every general meeting. If the President is not present within thirty (30) minutes after the time appointed for holding such meeting or is unwilling or unable to act then the Vice-Chairperson shall take the chair provided that if the Vice-Chairperson is not present or is unwilling or unable to act then the members of the Board present shall elect a member of the Board to be chairperson of the meeting or in the absence of a member of the Board the members present shall elect one of their number to be chairperson of the meeting.
78. (a) Every question submitted to a general meeting shall be decided by a show of hands (unless a poll is demanded by members) and in the case of an equality of votes whether on a show of hands or on a poll the chairperson of the meeting shall have a second or casting vote.
- (b) A poll may be demanded by the chairperson of the meeting or by at least five (5) members present and entitled to vote.
- (c) If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the chairperson of the meeting directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the chairperson of the meeting or on a question of adjournment shall be taken forthwith.
- (d) A demand for a poll may be withdrawn.
79. At any general meeting (unless a poll is demanded) a declaration by the chairperson of the meeting that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
80. (a) The chairperson of a general meeting may with the consent of the 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.

- (b) A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date.
- (c) It shall not be necessary to give notice of any adjournment or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for thirty (30) days or more, in which case notice of the adjourned meeting shall be given as in the case of an original meeting.

PROXIES

- 81. Each member shall be entitled to appoint another member as a proxy to attend a general meeting by giving notice to the Secretary in writing no later than two business (2) days before the date of the general meeting in respect of which the proxy is appointed.
- 82. A document appointing a proxy must be in writing, in any form permitted by the Act or in any form (including electronic) which the Board may determine or accept, and signed by the member making the appointment. The appointing document must be either sent or delivered to the Club's office address, fax number or electronic address, and marked to the attention of the relevant person, as specified for that purpose in the notice convening the meeting.
- 83. A member shall be entitled to instruct the proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed, the proxy may vote as the person thinks fit. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 84. All matters in relation to proxies not specifically provided for by this Constitution shall be in accordance with the provisions of the Act.

FINANCIAL YEAR

- 85. The financial year of the Club shall commence on the first day of July and end at the conclusion of the last day of June in each year.

ACCOUNTS AND AUDIT

- 86. The Board shall cause proper accounts, books, and other records to be kept with respect to the financial affairs of the Club in accordance with the Act and Australian Accounting Standards.
- 87. The books of account shall be kept at the registered office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.

88. In accordance with the Act, the Board shall present to members in general meeting once in every year a Financial Report for the financial year, a Directors' Report for the financial year, and an Auditor's Report (if required).

ANNUAL REPORT

89. (a) A member of the Club may, by notice in writing to the Club, request to receive a hard copy or an electronic copy of the annual report. If a member makes a request for an annual report, the request is made by the member for that financial year; and is a standing request made by the member for each later financial year until the member changes the request.
- (b) If the Club prepares a financial report or a directors' report for a financial year, or obtains an auditor's report on the financial report, the Club must send a copy of the report, free of charge, to each member who has requested an annual report.
- (c) In addition to any other requirements of this Rule relating to the supply of an annual report to members, the Club may also provide to members a concise report and/or may make a copy of the annual report or the concise report readily accessible on a website.
- (d) The provisions of this Rule shall not relieve the Club of the obligation to give notice in writing of general meetings to all members entitled to attend general meetings.
90. Annual reports must be sent no later than twenty-one (21) days before the Annual General Meeting or no later than four (4) months after the end of the financial year to which the report relates, whichever is the earlier.

AUDITOR

91. In accordance with the provisions of the Act and provided that circumstances permit, the Club may determine that an Auditor shall not be appointed by the Club until such time as an Auditor is required and that an Annual Review shall be conducted in accordance with the Act.
92. In accordance with the Act, if the Club is required to be Audited the following provisions shall apply:
- (a) A person shall not be appointed or act as Auditor if such person is not a registered company auditor as defined by the Act, or if such person is a member of the Board or an employee of the Club.
- (b) An Auditor shall only be appointed when a vacancy exists in the position of Auditor. The ordinary resolution to remove an Auditor and the special resolution to appoint another Auditor should be given to members at the same general meeting.

- (c) At least two (2) months notice of a resolution to remove the Auditor must be given to the Club. Immediately such notice is received by the Club, a copy of the notice shall be forwarded to the Auditor and a copy to the Australian Securities and Investments Commission. The Auditor of the Club may be removed from office by a simple majority (50% plus one) at a general meeting of which notice has been given.
 - (d) The Club must not appoint an Auditor unless the Auditor has consented before the appointment to act as Auditor and has not withdrawn that consent before the appointment is made.
 - (e) Notice of the special resolution relating to the appointment of an Auditor and notice of the meeting to consider such special resolution shall be given to members entitled to vote and to the Auditor nominated.
 - (f) A properly qualified Auditor or Auditors shall be appointed at a general meeting by a seventy-five per cent (75%) majority of members attending in person and entitled to vote.
 - (g) If an Auditor is not appointed by the members at a duly convened general meeting, the Club shall notify the Australian Securities and Investments Commission within seven (7) days of same, and an Auditor shall be appointed by the Australian Securities and Investments Commission.
93. (a) The Auditor's duties shall be regulated in accordance with the provisions of the Act.
- (b) The Club must give the Auditor notice of all general meetings in the same way that a member of the Club is entitled to receive notice, and, must give any other communications relating to the general meeting that a member of the Club is entitled to receive. The Auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

SECRETARY

94. The Board shall appoint a person to be Secretary of the Club. At any time there shall only be one (1) Secretary of the Club.
95. The Secretary shall:
- (a) perform such duties that are required to be carried out by the Secretary in accordance with the provisions of the Act, the Liquor Act, the Racing Administration Act, the Unlawful Gaming Act, and such other acts and regulations applicable to the business and management of the Club;
 - (b) perform such duties that are required to be carried out by the Secretary in accordance with the provisions of this Constitution;
 - (c) conduct and manage the affairs of the Club under the direction of the Board.

MINUTES

96. The Club must keep minute books in which it records:
- (a) proceedings and resolutions of all general meetings of members; and
 - (b) proceedings and resolutions of Board meetings (including meetings of a sub-committee of directors); and
 - (c) resolutions passed by Directors without a meeting.
97. (a) The chairperson of the meeting must, within one (1) month after the end of the meeting, cause minutes to be drawn up and entered in a minute book. The Club must ensure that the minutes of a meeting are signed and certified as a true copy within a reasonable time after the meeting by either the chair of the meeting or the chair of the next meeting.
- (b) The Club must keep its minute books at the Club's registered office.

EXECUTION OF DOCUMENTS

98. (a) The Club may execute a document (including a deed) without using a common seal if the document is signed by two (2) members of the Board, or by one (1) member of the Board and the Secretary.
- (b) If the Club has a common seal the Club may execute a document (including a deed) if the seal is fixed to the document or deed and the fixing of the seal is witnessed by two (2) members of the Board, or by one (1) member of the Board and the Secretary.
- (c) The Club must not execute a document (whether with or without using the seal) except by the authority of a resolution passed at a meeting of the Board previously given.

NOTICES

99. Any notice in writing may be given by the Club to a member either:
- (a) personally;
 - (b) by sending it by post to the address for the member in the register of members; or
 - (c) by sending it to the fax number or electronic address (if any) nominated by the member.
100. A member may indicate either verbally or in writing the intention to receive notices by fax or by an electronic means, provided that the Club offers such means of receiving notices. Such indication by a member shall be a standing request but may be revoked at any time.

101. (a) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing prepaying and posting the notice and shall be deemed to have been effected in the case of a notice convening a meeting on the day following that on which the same shall have been posted and in any other case at the time at which the notice would have been delivered in the ordinary course of post.
- (b) A notice sent by fax or other electronic means is taken to be given on the business day after it is sent.
102. If a member has not supplied to the Club an address within the State of New South Wales for the giving of notices, a notice posted up on the notice board shall be deemed to be well served on such member at the expiration of twenty-four (24) hours after it is so posted up.

INDEMNITY AND INSURANCE OF OFFICERS

103. Every Officer of the Club (as defined in the Act) and Auditor shall be indemnified out of the property of the Club against any liability incurred by him in his capacity as Officer or Auditor in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted in connection with any application under the Act in which relief is under the Act granted to him by the Court in respect of any negligence, default, breach of any duty or trust.
104. To the greatest extent permitted by law, the Club may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been a Director or Officer of the Club or of a subsidiary of the Club against any liability including any liability for legal costs other than a liability that arises out of conduct involving a wilful breach of duty in relation to the Club or a wilful contravention of the Act.

CLUB OPERATION

105. The Club shall observe the liquor harm minimisation requirements of the Liquor Act, that is, the minimisation of harm associated with misuse and abuse of liquor (such as harm arising from violence and other anti-social behaviour).
106. Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of eighteen (18) years.
107. A person may be accompanied at the premises of the Club by a minor provided that the person is a responsible adult in relation to that minor and that such minor remains in the immediate presence of the person or the minor remain in designated permissible areas. "Minor" means a person under the age of eighteen (18) years. "Responsible adult" means a person of or over the age of eighteen (18) years who, in relation to the minor, is a parent, step-parent, guardian, legal spouse, or a person who for the time being has parental responsibility for the minor.

REMOVAL OF PERSONS FROM THE CLUB PREMISES

108. (a) In this Rule: “authorised person” means the Secretary, an employee or agent of the Secretary, or a police officer; “vicinity of the Club premises” means any place less than 50 metres from any point on the boundary of the licensed premises. The functions that may be exercised under this Rule may only be exercised in relation to the licensed premises to which the licence relates. A reference in this Rule to turning a person out of the Club premises includes a reference to causing the person to be turned out.
- (b) The Secretary or an authorised person may refuse to admit to, or may turn out of, the Club premises any person, including a member: who is at the time intoxicated, violent, quarrelsome or disorderly; whose presence on the Club premises renders the Secretary liable to a penalty under the Liquor Act; who smokes, within the meaning of the *Smoke-free Environment Act 2000*, while on any part of the Club premises that is a smoke-free area within the meaning of that Act; who uses, or has in his possession, while on the premises, any substance that the authorised person suspects of being a prohibited plant or a prohibited drug; or whom the authorised person, under the conditions of the licence or a term of a liquor accord, is authorised or required to refuse access to the Club premises.
- (c) If pursuant to this Rule a person (including a member) has been refused admission to, or has been turned out of the Club premises, an authorised person may at any subsequent time refuse to admit said person into the Club premises or may turn the person out of the Club premises, and such power to turn out or refuse entry may be exercised until such time as the matter that lead to the said person originally being turned out or refused entry has been dealt with by the Board, or six (6) weeks has elapsed, whichever is the sooner.
- (d) (i) In accordance with the Liquor Act, if a person is required to leave the Club premises under this Rule, the said person must leave the Club premises.
- (ii) In accordance with the Liquor Act for the purposes of this Rule, such reasonable degree of force as may be necessary may be used to turn a person out of Club premises.
- (e) (i) A person who has been refused admission to, or turned out of, the Club premises in accordance with this Rule because the person was intoxicated, violent, quarrelsome or disorderly, must not re-enter or attempt to re-enter the Club premises within 24 hours of being refused admission or being turned out. After the 24-hour period ends in relation to any such person, an authorised person is permitted to again exercise the powers under this Rule in relation to the person.
- (ii) A person who has been refused admission to, or turned out of, the Club premises in accordance with this Rule because the person was intoxicated, violent, quarrelsome or disorderly, must not, without reasonable excuse remain in the vicinity of the Club premises, or re-enter the vicinity of the Club premises within six (6) hours of being refused admission or being turned out. In accordance with the Liquor Act, a person has a reasonable excuse for remaining in, or re-entering, the vicinity of the Club premises if the person reasonably fears for his or her safety if he or she does not remain in, or re-enter, the vicinity of

the Club premises, or the person needs to remain in, or re-enter, the vicinity of the Club premises in order to obtain transport, or the person resides in the vicinity of the Club premises.

- (f) An Incident Register may be maintained (and shall be maintained if required under the Act) for the purpose of recording in writing and relaying the facts, matters and circumstances relating to the exercise of powers referred to in this Rule. In accordance with the Liquor Act, any incident, whether under this Rule or otherwise, that occurs outside of the standard trading period for the Club and results in a patron of the Club premises requiring medical assistance is an incident that must be recorded in the Incident Register. All reports must be recorded in the Incident Register as soon as practical after the incident.

CONSTITUTION

- 109. (a) The Constitution may be altered or amended at a general meeting by special resolution of which due notice has been given to members of the Club.
- (b) The majority required for passing of a special resolution relating to such alterations or amendments to the Constitution shall be seventy-five per cent (75%) of members present and entitled to vote at the said meeting.
- (c) A special resolution must be passed as a whole and cannot be amended from the floor of the meeting or divided into two or more separate resolutions.
- 110. (a) The Club shall, within fourteen (14) days of amending its Constitution, lodge a copy of the amendments with the Australian Securities and Investments Commission.
- (b) A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club and payment of any fee that may be prescribed by the Act or such lesser fee as determined by the Board.

OBJECTS OF THE CLUB

- 111. The objects for which the Club is established are:
 - (a) to conduct race meetings of thoroughbred race horses in accordance with the Rules of Racing of Racing New South Wales;
 - (b) to lease or purchase lands suitable for such race meetings and the training of such race horses;
 - (c) to develop any such lands as a racecourse and for such other sporting or income producing activities as the Board of the Club thinks fit;
 - (d) to pursue such other aims as may be considered appropriate by the Board of the Club;

- (e) to subscribe to, become a member of and cooperate with or amalgamate with any other club or organisation, whether incorporated or not, whose objects are similar to those of the Club, provided that the Club shall not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under or by virtue of this Constitution;
- (f) to buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the Club or persons frequenting the Club's race meetings;
- (g) to purchase, take on lease or in exchange, hire and otherwise acquire any lands, building, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Club, provided that in case the Club shall take or hold any property which may be subject to any trusts the Club shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- (h) to enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, that may seem conducive, to the Club's objects or any of them and to obtain from any such government or authority any rights, privileges and concessions which the Club may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (i) to appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Club;
- (j) to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Club or the dependants or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object;
- (k) to construct, improve, maintain develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Club's interests and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working management, carrying out, alteration or control thereof;
- (L) to invest and deal with the money of the Club not immediately required in such manner as may be permitted by law for the investment of trust funds;
- (m) to borrow or raise or secure the payment of money in such manner as the Club may think fit and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Club in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Club's property (both present and future), and to purchase, redeem or pay off such securities;

- (n) to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (o) to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Club;
- (p) to take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Club's property of whatsoever kind sold by the Club or any money due to the Club from purchasers and others;
- (q) to take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Club;
- (r) to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club, in the shape of donations, annual subscriptions or otherwise;
- (s) to print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects;
- (t) to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Club is authorised to amalgamate;
- (u) to transfer all or any part of the property, assets, liabilities and engagements of the Club to any one or more of the companies, institutions, societies or associations with which the Club is authorised to amalgamate;
- (v) to make donations for patriotic or charitable purposes.

WINDING UP OF THE CLUB

- 112. The liability of the members is limited.
- 113. Each member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that he is a member or within one (1) year thereafter for payment of the debts and liabilities of the Club contracted before the time at which he ceases to be a member and of the costs charges and expenses of winding-up and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding Two Dollars (\$2.00).
- 114. If upon the winding-up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Club but shall be given up or transferred to some other institution or institutions having objects similar to the objects of the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by

virtue of this Constitution such institution or institutions to be determined by the members of the Club at or before the time of dissolution or in default thereof by such Judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

HISTORIC INFORMATION

115. The names, addresses and occupations [as given] of the subscribers to the Memorandum of Association which established the Club as a company are as follows:

George Oswald Thomas Blacker, 1A Lockersley Avenue, Batemans Bay
Retired Banker

Brian Michael Clarke, Mangerarie, Womban Road, Moruya
Farmer

Richard Paul Connolly, 55 Surf Beach Avenue, Surf Beach
Solicitor

Irenne Mavis Donnelly, 103 Albert Street, Moruya
House Wife

John Northcott Law, "8 Bells", 216 George Bass Drive, Lilli Pilli
Veterinary Surgeon

Witness to All Signatures:
J.W. Snell, 108 Tallawang Avenue, Malua Bay NSW 2536
Solicitor

DATED this 2nd day of March 1987

116. The following named persons who subscribed to the Memorandum of Association constituted the first office-bearers:

President - George Oswald Thomas Blacker
Vice-Presidents - Brian Michael Clarke & John Northcott Law
Honorary Treasurer - Richard Paul Connolly

<p>Prepared by Small Block Club Services SmallBlockCS@aol.com PO Box 3 Narrandera NSW 2700 T: (02) 6959 4997 F: (02) 6959 4979 A/H: 0407 064 705</p>

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