

Rules of Albany Racing Club Inc.

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RULES OF THE ALBANY RACING CLUB INC.

PART 1 - PRELIMINARY

1.1 Name of Association

The name of the Association is the Albany Racing Club Inc., hereafter referred to as the Club.

1.2 Objects of Association

The principal objects of the Club are to:

- (1) Promote, encourage and support Thoroughbred racing within the Albany district, in the State of Western Australia;
- (2) Establish and maintain a racecourse on the land known as Percy Spencer racecourse within the City of Albany, with such buildings, structures and improvements as considered necessary or desirable for the purpose of the racing of Thoroughbred horses;
- (3) Provide facilities for the training and care of Thoroughbred horses;
- (4) Provide facilities for and incidental to conducting a Thoroughbred racing Club and Thoroughbred race meetings;
- (5) Promote the ideals of the sport of Thoroughbred racing and fellowship among those interested and involved in horse racing;
- (6) Co-operate, affiliate and enter into arrangements with any other Club or body whether incorporated or unincorporated having objects wholly or in part similar to those of the Club.
- (7) Promote and encourage the Club's involvement in its community and the community's participation in the Club and its activities.
- (8) An ancillary object is to maintain a liquor licence, in accordance with the Liquor Act and its amendments to enable the Club to provide an additional service to its members.

1.3 Statement of Principles

The Club shares the vision, purpose and values of Racing and Wagering Western Australia, to provide a positive sustainable future for the Western Australian racing industry.

1.4 Quorum for Board Meetings

At a Board meeting 50% plus one (or the lower whole number) of Board members constitute a quorum for the conduct of business at a Board meeting.

1.5 Quorum for General Meetings

Any fifteen (15) members personally present, being members entitled to vote under these rules at a general meeting will constitute a quorum for the conduct of business at any General meeting.

1.6 Terms Used

In these rules unless the contrary interpretation appears:

- **Absolute Majority** means 51% or more of the votes at a meeting of those eligible to vote at a General meeting;
- **Act** means the *WA Associations Incorporation Act (2015)*; its amendments and any other legislation that may come into force to replace or supplement this Act and shall form part of these Rules;
- **Annual General Meeting (AGM)** means the Annual General Meeting of the Albany Racing Club Inc;
- **Board** means the Management Committee of the Club;
- **Board Member** means a person elected or appointed to the Board from time to time;
- **Board Register** means the register of Board members referred to in section 58 of the Act;
- **Chairperson** means the person presiding as the Chair of a meeting;
- **Club** means Albany Racing Club Inc.
- **Director** means a person elected or appointed to the Board of Management from time to time;
- **financial records** include:
 - invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
 - documents of prime entry; and
 - working papers and other documents needed to explain —
 - (i) the methods by which financial statements are prepared; and
 - (ii) adjustments to be made in preparing financial statements;
- **financial report** mean the financial report of a Tier 2 or Tier 3 Association prepared in accordance with Part 5 of the Act and which consists of:
 - (i) The financial statement for the relevant financial year;
 - (ii) The notes to the Financial Statements; and
 - (iii) The Boards declaration about the Financial Statements and notes.
- **Financial year** of the Club commences on 1 August each year and concludes on 31 July of the following year;
- **General meeting** of the Club means a meeting that all members are entitled to receive notice of and to attend, including Annual General Meeting and Special General Meeting;
- **Life member** means a member appointed for life and having membership entitlements as set out in rule 3.5;
- **Member** means a person who is admitted to membership of the Albany Racing Club, and whose name is entered into the register;
- **Non-Voting Member** means a person who is not a voting member;
- **Officer of the Club** means any employee of the Club, including the General Manager;
- **Ordinary Resolution** means a resolution of the Association other than a Special Resolution;
- **Poll** means the conduct of a vote at a meeting involving the casting of votes in writing, postal or by electronic means, so that the vote case shall remain confidential;
- **Racing and Wagering WA (RWVA)** means the body established under the Western Australian Racing and Wagering Western Australia Act 2003;
- **Register** means the register of members referred to in section 53 of the Act;
- **Rules** mean the section of this Constitution;
- **Rules of Racing** means the Rules of Racing governing Thoroughbred Racing within WA and Australia;

- **special general meeting** means a general meeting of members, other than the Annual General Meeting convened in accordance with rule 7.2, at which only business that has been described in the notice may be transacted;
- **special resolution** means a resolution passed by not less than 75% of presiding eligible and voting members at a General meeting, of which not less than 21 days-notice was given to the members, in accordance with section 51 of the Act;
- **Sub-committee** means a Committee appointed by the Board under rule 6.8;
- **Tier 1 association** means an incorporated association to which section 64(1) of the Act applies;
- **Tier 2 Association** means an incorporated association to which section 64(2) of the Act applies;
- **Tier 3 Association** means an incorporated association to which section 64(3) of the Act applies;
- **Voting Member** means a Full Financial Member or a Life Member of the Club

PART 2 — ASSOCIATION TO BE NOT FOR PROFIT BODY

2.1 Not-For-Profit Body

- (1) The property and income of the Club must be applied solely towards the promotion of the objects or purposes of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- (2) A payment may be made to a member out of the funds of the Club only if it is authorised under sub-rule (3).
- (3) A payment to a member out of the funds of the Club is authorised if it is —
 - (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Club, or for goods supplied to the Club in the ordinary course of business; or
 - (b) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Club; or
 - (c) the payment of interest on money borrowed from a Member by the Club, at a rate not exceeding the cash rate published from time to time by the Reserve Bank of Australia; or
 - (d) the payment of reasonable rent to the Member for any premises leased by the Member to the Club.

2.2 Powers of the Club

- (1) Subject to the Act, the Club shall be vested to do all things necessary to carry out its objects in a lawful manner, including but not limited to:
 - (a) acquire, hold, deal with and dispose of any real or personal property;
 - (b) open and operate bank accounts;
 - (c) invest money in any manner as the Club may think fit;
 - (d) borrow money upon such terms and conditions as the Club thinks fit;
 - (e) enter into any contract it considers necessary or desirable;
 - (f) appoint agents to transact any business of the Club, on its behalf;
 - (g) act as trustee and accept and hold real and personal property upon trust;
 - (h) raise funds to facilitate the operation of the Club;

- (i) appoint, define the duties, fix the rate of pay and dismiss any employee(s) of the Club as the need or otherwise arises; and
 - (j) to do all other things necessary or convenient to be done in carrying out the objects.
- (2) The Club shall conduct, hold and promote Thoroughbred race meetings in accordance with the requirements of the Racing and Wagering Western Australia Act 2003.
- (3) The Club shall maintain totalisators and enter into agreements with Racing and Wagering Western Australia for totalizator services at meetings.

2.3 Actions Under Law

- (1) This constitution is subject to the Act, which overrides any clause in this constitution that is inconsistent or not permitted by the Act, its amendments and any other legislation that may come into force to replace or supplement this Act.
- (2) The Club must also comply with the provisions of the following, to the extent it is required to do so:
 - (a) Racing and Wagering WA Act (2003) and its amendments and any other legislation that may come into force to replace or supplement this Act;
 - (b) Racing and Wagering WA Tax Act (2003) and its amendments and any other legislation that may come into force to replace or supplement this Act.

PART 3 — MEMBERS

3.1 Membership

- (1) The minimum number of members of the Club is six (6).
- (2) The maximum number of Members in each category of membership is at the discretion of the Board, subject to any applicable legal requirements.

3.2 Classes of Membership

- (1) The membership of the Club consists of the following classes of membership:
 - (a) **Full** Members;
 - (b) **Concessional** Members;
 - (c) **Life** Members;
 - (d) **Patrons**; and
 - (e) **Associate** members, as may be established from time to time in accordance with subrule (2).
- (2) Subject to the Act, and without derogating from the rights of existing members, the Club may by special resolution create additional classes of Associate membership of the Club and determine the eligibility criteria, rights and obligations of those Associate Members.
- (3) Membership is open to any person who has reached 18 years of age.

3.3 Full Members

- (1) Subject to rule 4.1, any person may apply to be admitted as a Full Member.
- (2) Persons admitted as Full Members are entitled upon payment of the Application Fee (if applicable) and the Annual Subscription to all the benefits of Membership including:

- (a) Attend and vote at General meetings;
- (b) Propose or second applicants for Membership;
- (c) Propose or second applicants for election to the Board;
- (d) Stand for election to the Board or any sub-committee;
- (e) Receive a copy of the Annual Report of the Club;
- (f) Receive free entry to and use of the Members' facilities of all race meetings conducted by the Club and with any other Club offering reciprocal arrangements with the Club;
- (g) Receive one free Guest Access pass, for use by a guest when accompanied by the Member; and
- (h) Any other benefits as determined by the Board from time to time.

3.4 Concessional Members

- (1) Subject to rule 4.1, any person may apply to be admitted as a Concessional Member.
- (2) Concessional Membership shall be offered to persons:
 - (a) aged between 18 and 25 years of age; or
 - (b) aged over 65 years of age.
- (3) Persons admitted as Concessional Members are entitled upon payment of the Application Fee (if applicable) and the Annual Subscription to all the benefits of Membership including:
 - (a) Attend and vote at General meetings;
 - (b) Propose or second applicants for Membership;
 - (c) Propose or second applicants for election to the Board;
 - (d) Stand for nomination for any sub-committee;
 - (e) Receive a copy of the Annual Report of the Club;
 - (f) Receive free entry to and use of the Members' facilities of all race meetings conducted by the Club, and with any other Club offering reciprocal arrangements with the Club; and
 - (g) Any other benefit as determined by the Board from time to time.

3.5 Life Members

- (1) Any Member who has given outstanding, long term and/or exception service to the Club may be considered for Life Membership.
- (2) Any Full Member may propose a member for Life Membership on a nomination form approved by Board and considered by the Board, at least 42 days prior to an AGM;
- (3) The Board shall recommend (or otherwise) a special resolution to nominate the member of Life Membership at the Annual General Meeting;
- (4) At an Annual General Meeting the special resolution, must be passed by not less than 75% of present and eligible voting members.
- (5) A Life Member is entitled to the same privileges as a Full Member, but not required to pay the annual subscription fee.

3.6 Patron

- (1) The Board may consider the appointment of a Patron for a season; in recognition of service and/or support to the Club;
- (2) The Patron shall be entitled to all the privileges of membership, shall not be required to pay any fees but shall have no voting rights.

PART 4 — MEMBERSHIPS, FEES AND SUBSCRIPTIONS

4.1 Application for Membership

- (1) Every application for membership as Member must:
 - (a) be on a written form approved by the Board for that purpose; and
 - (b) signed by the applicant and nominated by two Full Members.
 - (c) be submitted to the Secretary or in any other way, agreed by the Board.
- (2) The Board will consider membership applications and at its discretion may approve or reject an application, without giving reasons.
- (3) The Secretary, or other person approved by the Board, must inform applicants of the outcome of their application within a reasonable period.
- (4) If the Board approves the membership application, the Secretary, or other person approved by the Board must:
 - (a) notify the applicant and request payment of the applicable Membership Fee; and
 - (b) within 28 days after the person becomes a Member, enter the person's name in the Register.
- (5) An applicant whose membership application has been approved will not become a Member until the Club has:
 - (a) received payment of the required Membership Fee; and
 - (b) the applicant's details are entered in the Register; and
 - (c) 28 days after payment, the Member is eligible to vote (if the membership class makes them eligible to vote).

4.2 Membership Fees

- (1) The Board must determine the Membership Fees from time to time applicable to each Member, including (but not limited to):
 - (a) a joining fee; and
 - (b) an Annual Subscription fee; and
 - (c) any other fees determined.
- (2) The Board may:
 - (a) set different Membership Fees for different Members; and
 - (b) in its absolute discretion may waive all or part of a Membership Fee payable by any particular Member.
- (3) Annual Membership Fees are due from 1 August each year and must be received by the Club by 1 December.

- (4) If a Member's subscription remains unpaid after 1 December, the Board may direct the General Manager to give notice to the member.
- (5) If the subscription remains unpaid under subrule (4), the Board may suspend or expel the Member and remove the member's name from the register.
- (6) The Board may, in its absolute discretion, reinstate the member on payment of all arrears of amounts owing.

4.3 Membership Obligations and Rights

- (1) Every Member undertakes to the best of their ability to:
 - (a) comply with this Constitution and any regulations, policies or standards of the Club in force from time to time; and
 - (b) be bound by all resolutions passed at General Meetings, whether they are present or not at the meeting; and
 - (c) promote the Objects, interests and standing of the Club.
- (2) Members have all the rights provided to members under this constitution and as set out in Section 3, including (but not limited to) the right to:
 - (a) receive notices from the Club;
 - (b) attend, request the convening of and vote at all General meetings of the Club; and
 - (c) provided with a copy of the constitution or directed to where this can be viewed; and
 - (d) be elected or appointed to the Board or any sub-committee of the Club (if their membership makes them eligible).

4.4 When Membership Ceases

- (1) A person ceases to be a Member when any of the following takes place —
 - (a) the person dies;
 - (b) the person resigns from the Club under rule 4.5;
 - (c) the person is expelled from the Club under rule 9.2;
 - (d) the person is un-financial under rule 4.2(5).
- (2) The Secretary, or another person appointed by the Board, must keep a record for at least one year after a person ceases to be a Member of:
 - (a) the date on which the person ceased to be a Member; and
 - (b) the reason why the person ceased to be a Member.

4.5 Resignation

- (1) A Member may resign from the Club by giving written notice of the resignation to the Secretary.
- (2) Upon the date the notice is received by the Secretary, the Member shall cease to be a Member.

4.6 Consequences of Ceasing to be a Member

- (1) Any Member ceasing to be a Member:
 - (a) will have their name removed from the register;
 - (b) is not entitled to any refund (or part refund) of any Membership fees paid; and

- (c) will remain liable for and must pay to the Club all fees and any other amounts which are due to the Club at the date they cease to be a Member.

4.7 Disqualification or Warning-Off

- (1) A Member shall automatically cease to be a Member if the Member is disqualified or warned-off under the Rules of Racing by Racing and Wagering Western Australia, any other Principal Racing Authority within Australia, or by the Board.

4.8 Code of Conduct

- (1) The Board may adopt, amend and repeal a Code of Conduct for the Club from time to time.
- (2) This Code of conduct must be adhered to by all Board Members, staff and Members of the Club.

4.9 Rights Not Transferable

- (1) The rights of a member are not transferable and end when membership ceases.

4.10 Register of Members and Board

- (1) The Secretary, or any person authorised by the Board, must keep and maintain a register at the Club's premises in accordance with section 53 of the Act, containing:
 - (a) the name and residential, postal or email address of each Member;
 - (b) the class of membership of each Member (if applicable);
 - (c) the date on which each Member's name was entered into the Register; and
 - (d) for a period of one year after a person ceases to be a Member, the date on which the person ceased to be a Member and the reason for the cessation.
- (2) Any change in the membership of the Club must be recorded in the register within 28 days.
- (3) A record of Board members and other persons authorised to act on behalf of the Club is required to be maintained by the Secretary.

4.11 Inspection of Register

- (1) Any Member can inspect the register free of charge, at a time and place mutually convenient to the Club and Member.
- (2) A member must contact the General Manager to request the inspection.
- (3) The Member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- (4) The Board may require the Member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring the purpose is connected to the affairs of the Club.
- (5) A Member must not use or disclose any information in the register for any purpose other than a purpose that:
 - (a) is directly connected to the affairs of the Club; or
 - (b) relates to the administration of the Act.

PART 5 – THE BOARD OF MANAGEMENT

5.1 Powers of the Board

- (1) The Board of Management of the Club, hereafter called the Board, has the power to oversee the management and affairs of the Club.
- (2) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a General Meeting, the Board has power to do all things necessary or convenient to be done for the proper management of the affairs of the Club.
- (3) The Board must take all reasonable steps to ensure that the Club complies with the Act, these rules and the by-laws.
- (4) Without limiting the generality of rule 5.1(1), the Board may exercise all the powers of the Club to:
 - (a) acquire, hold, deal with, and dispose of any real or personal property;
 - (b) open and operate bank accounts;
 - (c) borrow money on such terms and conditions as the Board thinks fit;
 - (d) invest money on such terms and conditions as the Board thinks fit;
 - (e) grant security for the discharge of liabilities and obligations of the Club;
 - (f) appoint agents to transact business on behalf of the Club; and
 - (g) enter into any contract or arrangement in support of the Objects.

5.2 Composition of the Board

- (1) The affairs of the Club will be managed by a Board consisting of:
 - (a) seven (7) elected Board Members; and
 - (b) up to two (2) independently appointed Board Members; and
 - (c) the General Manager, who is ex-officio and non-voting.
- (2) The minimum number of Board members shall be seven (7) and the maximum number of Board Members shall not exceed nine (9).

5.3 Eligibility for Board

- (1) Any person may become a Board member either:
 - (a) by election at an Annual General Meeting; or
 - (b) by appointment to the Board under rule 5.8; or
 - (c) by appointment to fill a casual vacancy on the Board under rule 5.17.
- (2) A person is eligible for election to the Board if they:
 - (a) are aged 18 or over; and
 - (b) are a Full Member; and
 - (c) are not disqualified from being an office holder of the Board under sections 39 and 40 of the Act or any other legislation which applies to the Club; and
 - (d) are not an employee of the Club; and
 - (e) satisfy any eligibility requirements determined by the Board from time to time.

5.4 Nomination of Elected Board Member

- (1) At least 28 days prior to the Annual General meeting, the Secretary must send written notice to all members:

- (a) calling for nominations for election to the Board;
- (b) state the date by which nominations must be received, as set out in subrule (2).
- (2) A Member who wishes to be elected to the Board must send a nomination to the Secretary at least 14 days prior to the Annual General meeting.
- (3) A nomination under subrule (1) must be in writing in such form as is approved by the Board from time to time and signed by the Member and seconded by another Member.
- (4) In the nomination form the Member must certify that they are eligible to be elected to the Board in accordance with rule 5.3(2).

5.5 Election of Board Members

- (1) At the Annual General Meeting, an election must be held for any Board positions that are to become vacant.
- (2) A ballot for election of Board Members must be conducted at the Annual General Meeting by secret ballot, with the votes counted by the General Manager and/or such scrutineers appointed for such purpose, who shall not be Members of the Club.
- (3) Ballots may be lodged on the night and up to 10 days prior, to the Annual General meeting, in a format approved by the Board.
- (4) Approved ballot papers and envelopes for absentee votes will be available from the General Manager for at least ten (10) days prior to the Annual General meeting.
- (5) At the Annual General Meeting:
 - (a) if the number of members nominating is equal to or less than that required to fill the Board positions, the Chairperson of the meeting must declare the member elected to the Board;
 - (b) if the number of members nominating is more than the positions vacant, a ballot must be held as set out in rule subrule (2);
 - (c) if the number of nominations is less than required to fill the vacant Board positions, the Chairperson may call for nominations from the Members present.
- (6) A Member who has nominated for a Board position may vote for themselves.

5.6 Term of Office

- (1) The term of office of a Board Member:
 - (a) begins at the first meeting, following their election to the Board at an Annual General Meeting, or
 - (b) is appointed as a Board Member under rule 5.8; or
 - (c) is appointed to fill a casual vacancy under rule 5.17.
- (2) Each Board member shall be elected or appointed for a term of two (2) years: and elections shall be staggered to avoid the loss of all Board members in any one year.
- (3) Following the AGM, within one month the Board shall elect the Vice President, the Treasurer and one other Board member for a one-year term.
- (4) Following the AGM, within one month the Board shall elect the President, the Secretary and two other Board members for a two-year term.
- (5) At subsequent AGM's, within one month, the Board shall elect vacant Board positions for two-year terms.
- (6) Any Board member serving three consecutive terms (six years) must have a minimum two-year break, before being considered for re-nomination.

- (7) Any person elected to the Board who has not completed a nomination in accordance with rule 5.4 must within 14 days confirm in writing to the Board their eligibility under rule 5.3(2). If the person is not eligible, their appointment to the Board is deemed not to have taken place.

5.7 Board Office Holders

- (1) At the first meeting following the Annual General meeting, the Board will determine the following Board Office Holders:
 - (a) President;
 - (b) Vice President;
 - (c) Treasurer; and
- (2) any remaining Board members will be considered Ordinary Board members.
- (3) The General Manager will undertake the duties of the Secretary and the Board may delegate some of these duties to other persons.
- (4) The Board may at its discretion, delegate to a holder of a subsidiary office the exercise of any power or performance of any duty of the committee other than-
 - (a) The power to delegate; and
 - (b) A no-delegable duty.

5.8 Appointed Board Members

- (1) The elected Board Members may appoint up to two (2) independent Board Members, in accordance with the by-laws.
- (2) Appointed Board Members should have skills that complement and/or supplement any skill gaps that may exist on the Board;
- (3) Appointed Board must become Full members, do not need to have experience in thoroughbred racing but must be supportive of the objects of the Club.
- (4) In appointing these Board Members, the Board will consider the diversity of the Board with respect to gender, age, ethnicity, cultural background and any skill gaps that may exist.

5.9 Payments to Board members

- (1) The Club must not pay fees to a Board Member for acting as a Board Member.
- (2) The Club may, by resolution of the Board:
 - (a) Reimburse a Board Member for out of pocket expenses incurred in connection with the performance of the Board Member's functions; and
 - (b) Pay premiums on insurance policies indemnifying Board Members and any other Officers of the Club against liabilities, damages, costs, charges and expenses of any kind incurred as a Board Member or Officer.
- (3) Rule 5.9(1) does not apply to any payments for out-of-pocket travel and accommodation expenses incurred in connection with the performance of the, including (but not limited to) attending Board meetings and General Meetings.

5.10 Responsibilities of Board Members

- (1) A Board Member must exercise their powers and discharge their duties in accordance with the Act, which includes:

- (a) Act with a degree of care and diligence that a reasonable person would exercise in the circumstances;
 - (b) Act in good faith in the best interests of the Club and for a proper purpose.
- (2) A Board Member or former Board Member must not improperly use information obtained because they are a Board Member to:
 - (a) gain an advantage for themselves or another person; or
 - (b) cause detriment to the Club.
- (3) A Board Member having any material personal interest in a matter being considered at a Board Meeting must:
 - (a) as soon as they become aware of that interest, disclose the nature and extent of their interest to the Board; and
 - (b) must not be present when the matter is being considered at the meeting or vote on the matter; and
 - (c) ensure the nature and extent of the interest and how the interest relates to the activity of the Club is disclosed at the next General Meeting, as required by section 42 of the Act.
- (4) The Secretary must:
 - (a) record every disclosure made by a Board Member under sub-rule (3) in the minutes of the Board Meeting at which the disclosure is made; and
 - (b) ensure the nature and extent of the interest and how the interest relates to the activity of the Club is disclosed at the next General Meeting.
- (5) No Board Member shall make any public statement or comment or cause to be published any words or article concerning the conduct of the Club unless the person is authorised by the Board to do so and such authority is recorded in the minutes of the Board Meeting.
- (6) No person shall be entitled to hold a position on the Board if the person has been convicted of, or imprisoned in the previous five years for:
 - (a) an indictable offence in relation to the promotion, formation or management of a body corporate;
 - (b) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
 - (c) an offence under Part 4 Division 3 (the duties of officer's provisions) or section 127 (the duty with respect to incurring of debt) of the Act; unless the person has obtained the consent of the Commissioner.
- (7) No person shall be entitled to hold a position on the Board if the person is, according to the Interpretation Act section 13D, a bankrupt or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner.

5.11 Duty of President

- (1) The President has the following duties:
 - (a) acts as the formal representative of the Club;
 - (b) oversees the appointment, employment and review of the General Manager;
 - (c) consults with the Secretary regarding the business to be conducted at each Board meeting and any General meeting;
 - (d) has the powers and duties relating to convening and presiding at Board meetings and presiding at General meetings provided for in these rules;

- (e) shall ensure that the Board complies with the constitution as it applies to it specifically; all relevant acts and by-laws and any relevant regulations;
 - (f) has the duty of informing the members of the Board of their roles, assisting them when needed and ensuring that they provide the services to the Club members as agreed on from time to time by the Board as a whole.
- (2) The President may delegate representative responsibility to another Board member under written guidelines and following a policy set from time to time by the Board.

5.12 Duty of Secretary

- (1) The General Manager will act as Secretary, with non-voting rights.
- (2) The Secretary has the following duties (unless another person is delegated by the Board):
- (a) dealing with the Club's correspondence;
 - (b) consulting with the President regarding the business to be conducted at each Board meeting and General meeting;
 - (c) preparing the notices required for meetings and for the business to be conducted at meetings;
 - (d) maintaining on behalf of the Club the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
 - (e) maintaining on behalf of the Club an up-to-date copy of these rules, as required under section 35(1) of the Act;
 - (f) maintaining on behalf of the Club a record of Board members and other persons authorised to act on behalf of the Club, as required under section 58(2) of the Act;
 - (g) ensuring the safe custody of the books of the Club, other than the financial records, financial statements and financial reports, as applicable to the Club;
 - (h) maintaining full and accurate minutes of Board meetings and General meetings; and
 - (i) carrying out any other duty given to the Secretary under these rules or by the Board from time to time.

5.13 Duty of Treasurer

- (1) The Treasurer has the following duties include (unless another person is delegated by the Board):
- (a) coordinating the collection of amounts payable to the Club, crediting them to the appropriate account of the Club and issuing receipts on behalf of the Club;
 - (b) paying out the funds of the Club in accordance with authority from the Board or the Members;
 - (c) ensuring the Club complies with all financial reporting obligations imposed on it under the Act, including (but not limited to):
 - (i) keeping and retaining Financial Records in accordance with Division 2 of Part 5 of the Act;
 - (ii) coordinating the preparation of the Club's Financial Report or Financial Statements in accordance with the applicable requirements of Division 3 of Part 5 of the Act, for submission to Members at the Annual General meeting;
 - (iii) providing any assistance required by an auditor of the Club's Financial Report or Financial Statements (as applicable);
 - (iv) unless the Board resolves otherwise, being responsible for the secure custody of the Club's Financial Records, Financial Reports and Financial Statements (as applicable);

- (d) reporting to the Board on the financial status and performance of the Club; and
- (e) carrying out any other duty given to the Treasurer under these rules or by the Board from time to time.

5.14 Duty of Vice President

- (1) The Vice President has the following duties -
 - (a) oversee and ensure any sub-committees are responsible and accountable;
 - (b) to liaise with and provide support and assistance to the President;
 - (c) in the absence of the President, undertake all the roles and responsibilities of the President;
 - (d) in the absence of the President, to Chair any meetings;
 - (e) carry out any other duty given to the Vice President under these rules or by the Board from time to time.

5.15 General Manager

- (1) A General Manager of the Club (General Manager) shall be appointed by the Board to support the Board in their roles and manage the day-to-day operations of the Club, pursuant to rule 2.2(1)(f).
- (2) The General Manager is ex-officio and non-voting member of the Board.
- (3) The duties of the General Manager, in relation to the Board and these rules will include:
 - (a) Act as Secretary, as set out in rule 5.12;
 - (b) Supporting the Board's planning function;
 - (c) Regularly reporting on the operations of the Club;
 - (d) Evaluating and reporting on the Club's performance;
 - (e) Managing staff and volunteers (other than the General Manager);
 - (f) Conducting day-to-day financial operations;
 - (g) Monitoring and managing daily operations;
 - (h) Liaison and coordination of sponsorship and partnership arrangements;
 - (i) Implementing Board decisions; and
 - (j) Carrying out any other duties given to the General Manager under these rules or by the Board from time to time.
- (4) The General Manager may receive remuneration for all work performed by the General Manager, as the Board sees fit;

5.16 Vacancy on the Board

- (1) A Board Member's term of office ends and that office becomes vacant if the Board Member:
 - (a) resigns by notice in writing delivered to the Secretary or President;
 - (b) dies;
 - (c) ceases to be a Full Member;
 - (d) is or becomes ineligible to act as a Board Member under rule 5.4(2);
 - (e) becomes physically or mentally incapable of performing the Board Member's duties and the Board resolves that their office be vacated for that reason;
 - (f) is absent for three (3) consecutive Board meetings without an approved leave of absence granted from the Board; or

- (g) is absent for three (3) or more meetings within the year and the Board agrees by resolution to terminate their appoint, or
- (h) is the subject of a special resolution passed by Members terminating their appointment as a Board Member.

5.17 Filling Casual Vacancies

- (1) The Board may appoint a Member (who is eligible under rule 5.4), at any time to fill a Board position:
 - (a) that has become vacant under rule 5.16; or
 - (b) that was not filled at the Annual General meeting.
- (2) A Member appointed to the Board under sub clause (1) holds office until the conclusion of the next Annual general meeting.

5.18 Return of Books and Records

- (1) As soon as practicable after a Board Member's term of office ends, that person (or if the Board Member has died, their personal representative) must deliver to the Board all books, records and documents of the Club in their possession, whether in hard copy or electronic format.
- (2) The Board may require the outgoing Board Member to certify in writing that, having complied with sub clause (1), that they have destroyed all remaining electronic copies of books, records and documents of the Club.

PART 6 – BOARD PROCEEDINGS

6.1 Board Meetings

- (1) The Board must meet as often as it thinks fit to adequately discharge its duties; but not less than six (6) times during each Financial year.
- (2) The Board shall call its first Board Meeting within one month of the Annual General meeting.
- (3) At this first Board meeting, the President shall ensure that all Board members understand their roles, responsibilities and duties and agree on a timetable of their meetings.
- (4) The Board may adjourn and otherwise regulate their meetings as they think fit.
- (5) Special Board meetings may be convened by the President or at the request of 50% plus one (or the lowest whole number) of Board members.

6.2 Quorum at Board Meetings

- (1) At a Board meeting, 50% plus one (or the lowest whole number) constitute a quorum for the conduct of business at a Board meeting, as set out in rule 1.4.
- (2) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting —
 - (a) in the case of a special meeting — the meeting lapses; or
 - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.

- (3) If —
 - (a) a quorum is not present within 30 minutes after the commencement time of a Board meeting held under subrule (2)(b); and
 - (b) at least four (4) Board members are present at the meeting, those members present are taken to constitute a quorum.
- (4) If any office on the Board becomes vacant, the remaining Board Members may act but, if the total number of remaining Board Members is less than four (4), the Board Members may act only for the purpose of increasing the number of Board Members to a number sufficient to constitute a quorum or for the purpose of convening a General Meeting.

6.3 Guests at Board Meetings

- (1) The Board may invite a Member or any other person, to attend a Board meeting.
- (2) A person invited to attend a Board meeting under subrule (1) has no right to receive any agendas, notices or papers relating to the Board meeting; no right to vote; and no right to comment on any matters discussed at the Board meeting without the Board's consent.

6.4 Board resolutions

- (1) Subject to this Constitution, a resolution of the Board must be passed by an absolute majority (51%) of the votes of Board Members present and entitled to vote on the resolution, subject to rule 6.5(1).
- (2) Each Board Member has one vote and there will be no casting votes.

6.5 Use of Technology at Board Meetings

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

6.6 Circular Motion Without a Meeting

- (1) Subject to rule 6.2(4), the Board may pass a circular resolution without a Board meeting being held.
- (2) Under the Act, the Board must not pass a circular resolution in relation to any of the following matters:
 - (a) the removal of an auditor;
 - (b) the appointment or removal a Board member; and
 - (c) a matter that must be dealt with by a special resolution.
- (3) A circular resolution is passed if all the Board members entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in subrule (4) and (5).
- (4) Each Board member may sign:
 - (a) a single document setting out the resolution and containing a statement that they agree to the resolution; or

- (b) separate copies of that document, provided that the wording of the resolution is the same in each copy.
- (5) The Club may send a circular resolution by electronic means to the Board members and the Board members may agree to the resolution by sending an electronic reply to that effect, including the text of the resolution in their reply.

6.7 Minutes of Board Meetings

- (1) The Board must ensure that minutes are taken and kept of each Board meeting.
- (2) The minutes must record the following —
 - (a) the names of the Board members present at the meeting;
 - (b) the name of any additional persons attending the meeting under rule 6.3;
 - (c) the business considered at the meeting;
 - (d) any motion on which a vote is taken at the meeting and the result of the vote;
 - (e) any disclosure of a Board member's material personal interest in a matter being considered at a Board meeting.
- (3) The President must ensure that the minutes of a Board meeting are reviewed and passed as correct by —
 - (a) the Chairperson of the meeting; or
 - (b) the chairperson of the next meeting.
- (4) When the minutes of a Board meeting have been passed as correct, they are until the contrary is proved, evidence that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.

6.8 Committees

- (1) The Board may create Committees as it sees fit, consisting of such Members, Board Members or other persons who are not Members as the Board thinks fit.
- (2) The Board may delegate to any Committee the exercise of such functions of the Board as are specified in the delegation other than:
 - (a) the power of delegation; and
 - (b) a function which is a duty imposed on the Board by the Act or any other law.
- (3) All Committees so established shall provide regular reports through the General Manager and/or Vice President to the Board.
- (4) A committee must exercise the powers granted to it in accordance with any direction and delegation provided by the Board.
- (5) Any power exercised in accordance with subrule (4) is taken to be exercised by the Board.
- (6) Minutes of all the proceedings and decisions of every Committee must be made, entered and signed in the same manner in all respects as minutes of proceedings of the Board are required by the Act to be made, entered and signed.
- (7) The Board may, in writing, amend or revoke the delegation.

PART 7 – GENERAL MEETINGS

7.1 Annual General Meeting

- (1) The Board must determine the date, time and place of the Annual General meeting, to be held within four (4) months of the end of the Club's financial year.
- (2) A notice convening the AGM shall be sent to all members.
- (3) The ordinary business of the AGM is as follows —
 - (a) to confirm the minutes of the previous year's AGM and of any special general meeting held since then, if the minutes of that meeting have not yet been confirmed;
 - (b) receive and consider the Board's annual report on the Clubs activities during the preceding financial year; and
 - (c) if a Tier 1 Association, receive the financial statements of the Club for the preceding financial year;
 - (d) if a Tier 2 or Tier 3 Association, receive the financial report for the preceding financial year;
 - (e) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;
 - (f) elect the Board Members;
 - (g) vote on any Life Membership nominations;
 - (h) consider and appoint an auditor for the following 12 months in accordance with the Act; and
 - (i) any other business of which notice has been given in accordance with these rules may be conducted at the Annual General Meeting.

7.2 Special General Meetings

- (1) The Board may at any time convene a General meeting.
- (2) The Board must convene a Special General meeting if the following requirements are met:
 - (a) the request is made by at least 20% of members eligible to vote at a General Meeting;
 - (b) the request is in writing, signed by all the Members making the request, and states the business to be conducted at the Special General Meeting; and
 - (c) the request is lodged with the Secretary or as otherwise directed by the Board.
- (3) On receipt of a request from Members under sub clause (2), the Board must:
 - (a) give all Members 21 days' notice of the Special General Meeting; and
 - (b) hold the Special General Meeting within 2 months of the date of the request.
- (4) Subject to the Act, the Board may cancel or postpone any General Meeting or change its venue by giving notice to all persons to whom the notice of the original meeting was given, but may not cancel a Special General Meeting which was called or requested by Members, without the prior written consent of those Members
- (5) A special resolution may be moved either at a Special General meeting or at an AGM, but all members must be given not less than 21-days notice of the meeting in which a special resolution is to be proposed.

- (6) The special resolution must be passed by not less than 75% of present and eligible voting members at a General meeting.

7.3 Notice of General Meetings

- (1) A General meeting may be held on a date and at the time and place determined by the Board.
- (2) The Secretary must give to each member —
 - (a) at least 21 days' notice of a General meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a General meeting in any other case.
- (3) The notice must —
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate each item of business to be considered at the meeting; and
 - (c) if a special resolution is proposed —
 - (i) set out the wording of the proposed resolution as required under the Act; and
 - (ii) state that the resolution is intended to be proposed as a special resolution; and
 - (iii) be passed by not less than three-fourths of the voting members who cast a vote at the meeting.

7.4 Quorum for General Meetings

- (1) No business may be transacted at a General Meeting unless a quorum of Members eligible to attend and vote at the General Meeting is present at the time when the meeting proceeds to business.
- (2) As set out in rule 1.5, any 15 members personally present and entitled to vote under these rules at a General meeting will constitute a quorum for the conduct of business at a General meeting.
- (3) If a quorum is not present within 30 minutes after the time appointed for the General Meeting in the notice:
 - (a) where the meeting is convened on the requisition of Members, the meeting must be automatically dissolved; and
 - (b) in any other case:
 - (i) the meeting stands adjourned to a day and at a time and place as the Board decides or, if no decision is made by the Board, to the same day in the next week at the same time and place; and
 - (ii) if no quorum is present at the resumed meeting within 30 minutes after the time appointed for the meeting, provided at least 10 Members are present at the resumed meeting, they will be taken to constitute a quorum

7.5 Voting at General Meetings

- (1) On any question arising at a General meeting each eligible voting member has one direct vote.
- (2) A direct vote includes a vote in person, or a vote delivered to the Club by post or any other means approved by the Board, subject to compliance with the Act.
- (3) There shall be no casting votes.

- (4) The Board may prescribe procedures in relation to direct voting, including (without limitation)
 - (a) Specify the form, method and timing of casting a direct vote at a meeting for the vote to be valid;
 - (b) Conduct a secret ballot for the election of Board members at the Annual General meeting, as set out in rule 5.5.

7.6 Proxy Votes

- (1) No proxy votes will be considered at any meetings.

7.7 Adjournments of Meetings

- (1) The Chairperson may and must, if directed to do so by the General Meeting, adjourn a General Meeting from time to time and from place to place.
- (2) Only business left unfinished at the meeting which was adjourned may be transacted at a meeting resumed after an adjournment.
- (3) A resolution passed at a meeting resumed after an adjournment is passed on the day it was in fact passed.
- (4) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of the original meeting. In all other cases it is not necessary to give notice of the adjourned meeting.

7.8 Determining Whether Resolution Carried

- (1) In this rule —
poll means the process of voting in relation to a matter that is conducted in writing.
- (2) At a General meeting:
 - (a) An ordinary resolution put to the vote will be decided by a majority (51% of votes) cast on a show of hands and postal votes; and
 - (b) A special resolution put to the vote will be decided by a majority of 75% of votes, in accordance with section 24 of the Act, and if a poll is demanded, in accordance with sub-rule (3).
- (3) If a poll is demanded on any question by the Chairperson of the meeting or by at least three (3) other members present in person —
 - (a) the poll must be taken at the meeting in the manner determined by the chairperson;
 - (b) the chairperson must declare the determination of the resolution on the basis of the poll;
 - (c) the poll must be taken immediately.

7.9 Minutes of General Meetings

- (1) The Secretary, or a person authorised by the Board from time to time, must take and keep minutes of each General meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each AGM must record —

- (a) the names of the members attending the meeting; and
 - (b) the financial statements or financial report presented at the meeting, and
 - (c) any report of the auditor's report on the financial statements or financial report presented at the meeting.
- (4) The President must ensure that the minutes of a General meeting are reviewed and passed as correct by —
- (a) the Chairperson of the meeting; or
 - (b) the Chairperson of the next General meeting.
- (5) When the minutes of a General meeting have been passed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
- (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any election or appointment purportedly made at the meeting was validly made.

PART 8 - FINANCIAL MATTERS

8.1 Financial Year

- (1) The financial year shall commence on 1 August each year and shall conclude on the 31 July of the following year.

8.2 Control of Funds

- (1) The funds of the Club must be kept in an account or accounts in the name of the Club with a financial institution determined by the Board.
- (2) The funds of the Club are to be used to do:
- (a) Anything which it considers will advance or achieve the objects; and
 - (b) All other things that are incidental to carrying out the objects.
- (3) The Board is responsible for expenditure of the funds of the Club and may authorise any person to expend the funds of the Club within specified limits and any expenditure above those limits must be approved or ratified by the Board.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Club are to be executed by:
- (a) Any two (2) Board members; or
 - (b) Any person or persons authorised by the Board, within the expenditure limits set by the Board.
- (5) All electronic payments by the Club are to be made or authorised by:
- (a) The Treasurer; or
 - (b) Any person or persons authorised by the Board, within the expenditure limits set by the Board.
- (6) All funds of the Club must be deposited into the Club's account within 5 working days after their receipt.

8.3 Source of Funds

- (1) The Club may derive funds in any way permitted by the Act.

8.4 Financial Statements and Financial Reports

- (1) The Club must keep financial records that:
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable true and fair financial statements to be prepared in accordance with Part 5 of the Act.
- (2) The Club must retain its financial records for at least seven (7) years after the transactions covered by the records are completed.
- (3) For each financial year, the Board must ensure that the requirements imposed on the Club under Part 5 of the Act relating to the financial statements or financial report of the Club are met.
- (4) Without limiting sub rule (3), those requirements include:
 - (a) if the Association is a tier 1 Association, the preparation of the financial statements; and
 - (b) if the Association is a tier 2 Association or tier 3 Association, the preparation of the financial report; and
 - (c) if required, the review or auditing of the financial statements or financial report, as applicable; and
 - (d) the presentation to the Annual General meeting of the financial statements or financial report, as applicable; and
 - (e) if required, the presentation to the Annual General meeting of the copy of the reviewer or auditor's report, as applicable, on the financial statements or financial report.

8.5 Auditor

- (1) At the AGM of each year, the members shall appoint an auditor/s at such remuneration as they determine.
- (2) The auditor shall examine the books, accounts, receipts and other financial records of the Club for and report thereon to the next AGM.
- (3) A person may be appointed as an auditor only if:
 - (a) The Auditor is a registered Company Auditor; and
 - (b) The Auditor does not have any interest with the Club except as performing the auditor role.

8.6 Copies of Financial Statements

- (1) To fulfil the requirements of licensing and registration of the Club with Racing and Wagering Western Australia, a copy of the Financial Statements must be sent to Racing and Wagering Western Australia prior to 31 December in each year.

PART 9 – DISCIPLINARY ACTION, DISPUTES AND MEDIATION

9.1 Disciplinary Action

- (1) Where the Board is advised or considers that a Member has allegedly:
 - (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the by-laws of the Club, the Code of Conduct or any resolution or determination of the Board; or
 - (b) acted in a manner unbecoming of a Member or prejudicial to the objects and interests of the Club; or
 - (c) brought the Club into disrepute or brought discredit on the Club, its Members or on the racing industry;

the Board may commence or cause to be commenced disciplinary proceedings against that Member.

- (2) The Member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms as set out in these rules.
- (3) The Secretary must give the Member written notice of the proposed reprimand, suspension or expulsion at least 14 days before the Board meeting at which the proposal is to be considered by the Board.
- (4) The notice given to the Member must state:
 - (a) when and where the Board meeting is to be held; and
 - (b) the grounds on which the proposed reprimand, suspension or expulsion is based; and
 - (c) that the Member may attend the meeting and
 - (d) be given reasonable opportunity to make written or oral (or both) submissions to the Board about the proposed reprimand, suspension or expulsion.
- (5) At the Board meeting, the Board must:
 - (a) give due consideration to any submissions so made; and
 - (b) decide whether or not to reprimand or suspend the Member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - (c) whether or not to expel the Member from the Club.
- (6) A decision of the Board to suspend the Member's membership or to expel the member from the Club takes immediate effect.
- (7) The Board must give the Member written notice of the decision, and the reasons for the decision, within 7 days after the Board meeting at which the decision is made.
- (8) A Member whose membership is reprimanded, suspended or who is expelled from the Association may, within 7 days after receiving notice of the Board's decision, give written notice to the Secretary requesting:
 - (a) an appeal hearing on the condition that only new information not available at the time of the original meeting is presented. If no new information is available an appeals hearing cannot be requested; and/or
 - (b) request the appointment of an independent mediator under rule 9.6.
- (9) If notice is given under sub-rule (8), the Member who gives the notice and the Board are the parties to the mediation.

9.2 Suspension or Expulsion

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

9.3 Resolving Disputes

- (1) The disputes procedure set out in these rules applies to disputes under this Constitution between:
 - (a) a Member and another Member or Members;
 - (b) a Member or Members and the Club.
- (2) In this rule 'Member' includes any former Member whose membership ceased not more than three months before the dispute occurred.

9.4 Disputes Procedure

- (1) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (2) In the case of a dispute involving the Club, the President or another Board Member nominated by the President will represent the Club.
- (3) If the parties are unable to resolve the dispute within the 14-day period specified in subrule (1) either party may initiate the dispute resolution procedure by giving a written notice to the Secretary identifying the parties to the dispute and the subject of the dispute.
- (4) Within 14 days of receipt of a notice, a Board meeting must be convened to determine the dispute.
- (5) The Secretary must give the parties to the dispute at least 14 days' prior written notice of the date, time and place of the Board meeting. The notice must inform the parties that they may attend the Board meeting and will be given a full and fair opportunity to make oral and written submissions to the Board.
- (6) At the Board meeting, the Board must:
 - (a) give each party to the dispute, a fair opportunity to make oral submissions and must give reasonable consideration to any written submissions; and
 - (b) determine the dispute.
- (7) Written notice of the Board's decision regarding the dispute must be given to all parties to the dispute within 7 days after the Board meeting.

- (8) If –
- (a) the dispute is between one or more Members and the Club; and
 - (b) any party to the dispute gives written notice to the Secretary stating that the party —
 - (i) does not agree to the dispute being determined by the Board; and
 - (ii) requests the appointment of a mediator,
- the Board must not determine the dispute.

9.5 Application of the Mediation Rule

- (1) This section applies if written notice has been given to the Secretary requesting the appointment of a mediator —
- (a) by a member; or
 - (b) by a party to a dispute under rule 9.4(8)(b)(ii) or rule 9.1(8)(b).
- (2) If this section applies, a mediator must be chosen or appointed under rule 9.6.

9.6 Appointment of a Mediator

- (1) The mediator must be a person chosen —
- (a) if the appointment of a mediator was requested; and
 - (b) by agreement between the member and the Board; or
 - (c) by agreement between the parties to the dispute.
- (2) If there is no agreement, then the Board must appoint the mediator.
- (3) The person appointed as mediator by the Board must be
- (a) a person who acts as a mediator for a similar not-for-profit body or is recommended by a key stakeholder agency; and
 - (b) must not have a personal interest in the matter that is subject of the mediation; and
 - (c) must not be biased in favour of or against any party of the mediation.

9.7 Mediation Process

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (3) In conducting the mediation, the mediator must —
- (a) give each party to the mediation every opportunity to be heard; and
 - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (4) The mediator cannot determine the matter that is the subject of the mediation.
- (5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (6) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

9.8 If Mediation Results in Decision to Suspend or Expel Being Revoked

- (1) If —
 - (d) mediation takes place because a Member whose membership is suspended or who is expelled from the Club, gives notice under rule 9.1(8); and
 - (e) as the result of the mediation, the decision to suspend the Member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at a meeting during the period of suspension or expulsion.

PART 10 – GENERAL MATTERS

10.1 Inspection of Records

- (1) Subject to the Act and to this Constitution, the Board must determine whether and on what terms the books, records and other documents of the Club will be open to the inspection by Members other than Board Members.
- (2) A Member other than a Board Member does not have the right to inspect any document of the Club except as provided by the Act, or otherwise as authorised by the Board or by special resolution at a General Meeting.

10.2 Executing Documents and Common Seal

- (1) The Club may validly execute a document (including a deed) if the document is signed by the President, General Manager or another person appointed by the Board to countersign that document or a class of documents in which that document is included.
- (2) Subrule (1) does not limit the Board's ability to authorise a person who is not a Board Member to execute a document for and on behalf of the Club.
- (3) The Club need not have or use a common seal to execute documents or deeds. The Board may resolve whether to have or use a common seal.
- (4) Where the Club has a common seal, it must only be used with the authority of the Board.
- (5) The Secretary or the General Manager must
 - (a) ensure the safe custody of the seal; and
 - (b) record in a seal register details of every document to which the common seal of the Authority is fixed.

10.3 Notices

- (1) All notices, including notices of meeting, may be given by the Club to any Member by:
 - (a) serving it on the Member personally; or
 - (b) sending it by post to the Member's nominated address; or
 - (c) sending it by email to an email address nominated by the Member, or by any other electronic means nominated by the Member; or
 - (d) giving it by any other means permitted or contemplated by the Act.

10.4 By-Laws

- (1) The Board may formulate, issue, adopt, interpret and amend additional by-laws for the proper advancement, management and administration of the Club, the advancement of the Objects and as it thinks necessary or desirable from time to time.
- (2) Such by-laws must be consistent with the Act, the regulations and these rules.
- (3) All by-laws made under subrule (1) shall be binding on the members of the Club.
- (4) At the request of a member, the Secretary must make a copy of the by-laws available for inspection by the member or direct the member to the appropriate electronic site for them to be viewed.

10.5 Indemnification

- (1) To the full extent permitted by law and without limiting the powers of the Club, the Club may indemnify any person who is or has been an Officer of the Club against all losses, liabilities, damages, costs, charges and expenses of any kind incurred by the Officer as an officer of the Club.

10.6 Dissolution of the Club

- (1) The Club may cease its activities and have its incorporation cancelled in accordance with the Act if the members resolve by special resolution that the Club will:
 - (a) apply to the Commissioner for cancellation of its incorporation; or
 - (b) appoint a liquidator to wind up its affairs.
- (2) The Club must be wound up under Section 30(a) and Part 9 of the Act before cancellation can take place if it has outstanding debts or any other outstanding legal obligations or is a party to any current legal proceedings.
- (3) If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever, the surplus property must be given or transferred to another incorporated association, which
 - (a) has similar objects, and
 - (b) which is not-for-profit or gain to its individual Members, and
 - (c) as determined by special resolution of the Members.

10.7 Alteration of Rules

- (1) No repeals of any existing rules and no new rules or alteration, amendments or suspensions of a rule shall be valid unless a special resolution is carried by a three-fourths majority of members present and with voting rights at a Annual or Special General Meeting.
- (2) Notices of motions to repeal, alter or suspend any rule shall be given to the Secretary at least twenty-one (21) days preceding the Annual or Special General Meeting at which the motion shall be presented.
- (3) Within one month after the making of any amendment or addition to the rules of the Club, passed by special resolution, the Secretary, or other appointed person, shall send or deliver the required documents and a certified copy of the amendment or alteration to all relevant departments. No effect will be given to the amendments without the approval of these departments.

END