

Constitution

Ipswich Greyhound Racing Club Incorporated IA 10806



History of Document

Adopted by Special Resolution on:

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Constitution Ipswich Greyhound Racing Club Limited

1. Definitions and Interpretation

1.1 Definitions

The following definitions apply in this document:

AGM means an annual general meeting of the Club.

Alternate means an alternate Management Committee Member appointed under rule 9.1.

Appointor in relation to an Alternate, means the Management Committee Member who appointed the Alternate.

Auditor means the auditor of the Club as appointed by the Management Committee from time to time.

Chairperson means the person appointed as chairperson by the Management Committee from time to time and includes an acting chairperson.

Code of Conduct means the code of ethics and behaviour required of any member or visitor of the Club as determined in writing from time to time.

Club means the Club named in rule 3 of this document.

Constitution means this constitution of the Club, as amended from time to time.

Disciplinary Process means the disciplinary process determined by the Club in writing for misconduct of members or visitors.

Eligibility Criteria means the criteria which must be satisfied prior to the admission of any member, as set out in rule 14.4(a)(i).

Financial Year means the Club's financial year as set out in rule

Greyhound Racing means everything and anyone who participates, at any level, at any time, with any activity associated with greyhounds or racing and includes, but is not limited to - (a) the keeping of greyhounds which are in the care or custody of registered or other persons; (b) the registration and breeding of greyhounds; (c) any matter or thing connected with greyhound racing.

Honorary Life Member means a person appointed as an honorary life member of the Club in accordance with rule 14.2 and Schedule 1.

LPR means a legal personal representative or attorney appointed of the Member.

Management Committee means the management committee of Management Committee Members of the Club as constituted from time to time and acting collectively under this document.

Management Committee Member means a person who is, for the time being, a member of the management committee of the Club appointed or elected to an office on the management committee of the Club in accordance with the Constitution and includes, where appropriate, an Alternate.

Member means a person who is a member of the Club under rule 14 and any other Members subsequently appointed as a member of the Club, as recorded in the Register.

Objects means the objects of the Club as set out in rule 4.1.

Ordinary Resolution means a resolution passed at a meeting of Members by a majority of the votes cast by Members entitled to vote on the resolution.

Racing Queensland means the governing body that is responsible for regulating the thoroughbred, harness and greyhound racing industries in Queensland.

Register means the register of Members.

Secretary means, during the term of that appointment, a person appointed to perform the duties of a Secretary of the Club in accordance with this document.

Special Resolution means a resolution: (a) of which notice has been given at the same time and manner as notice of a meeting of Members under rule 16.2 or 16.3; and (b) that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

1.2 Interpretation of this Document

This rule 1.2 specifies the rules for interpreting this document, except where the context makes it clear that a rule is not intended to apply.

- (a) The headings are for convenience only and do not affect the interpretation of this document.
- (b) A reference to:
 - (i) legislation (including subordinate legislation) is to that legislation as amended, re-enacted or replaced, and includes any subordinate legislation issued under it;
 - (ii) a document (including this document), or a provision of a document (including a provision of this document), is to that document or provision as amended or replaced;
 - (iii) a person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the person;
 - (iv) anything (including a right, obligation or concept) includes each part of it; or
 - (v) a rule is to a rule in this document.
- (c) A singular word includes the plural, and vice versa.
- (d) A word which suggests one gender includes any other gender.
- (e) If a word is defined, another part of speech of that word has a corresponding meaning.

- (f) If an example is given of anything (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing.
- (g) The word “agreement” includes an undertaking or other binding arrangement or understanding whether or not in writing (unless the context specifies that it must be in writing).
- (h) A reference to something being “written” or “in writing” includes that thing being represented or reproduced in any mode in a visible form.

2. Constitution

- (a) This Constitution contains provisions setting out the manner in which the Members have agreed to conduct the internal administration of the Club.
- (b) This Constitution has effect as a contract:
 - (i) between the Club and each Member;
 - (ii) between the Club and each Management Committee Member;
 - (iii) between the Club and each Member who performs an executive position of the Club; and
 - (iv) between a Member and each other Member, pursuant to which each Member agrees to accept the provisions of this Constitution, and comply with those provisions, so far as they apply to that Member.

3. Name of the Club

The name of the Club is Ipswich Greyhound Racing Club Inc.

4. Objects

4.1 Objects of the Club

The objects of the Club, subject to the provisions of the *Racing Act 2002*, are to:

- (a) provide Members with a unified and collective voice to better assist in promoting interests of the Club and Greyhound Racing;
- (b) help establish and promote the highest standard of conduct in Greyhound Racing;
- (c) protect and advance the welfare, safety and interests (including the professional interests) of Members and to mediate and if possible, reconcile disputes affecting individual and/or groups of Members within the Club and Greyhound Racing;
- (d) develop marketing, licensing and sponsorship projects which will benefit Members and/or the Club;
- (e) promote and support at all times the development and advancement of Greyhound Racing;
- (f) promote good fellowship and social contacts within the Club and with like associations throughout Australia and overseas;

- (g) do all things necessary to promote the objects of the Club contained in rules 4.1(a) to 4.1(f) above.

5. Consultation with Racing Queensland

The Club's Management Committee will consult with Racing Queensland on issues of relevance to the Club, its members and any other associated matters.

6. Powers

6.1 Powers of Club

- (a) The Club has the powers of an individual.
- (b) The Club may, for example:
 - (i) enter into contracts;
 - (ii) acquire, hold, deal with, and dispose of property;
 - (iii) make charges for services and facilities it supplies; and
 - (iv) do other things necessary or convenient to be done in carrying out its affairs.
- (c) The Club may issue secured and unsecured notes, debentures and debenture stock for the Club.

7. Income and Property

7.1 No distribution to Members

- (a) Subject to rule 7.1(b), the assets and income of the Club must be applied solely in furtherance of its Objects and no portion of its income or assets may be paid or transferred, directly or indirectly, to any member.
- (b) The Club may, with the approval of the Management Committee Members, make payment in good faith to a Member of the Club:
 - (i) by way of reasonable and proper remuneration for any goods supplied or services rendered to the Club (including remuneration as an employee or consultant);
 - (ii) by way of interest on money lent to the Club by that Member at a reasonable and proper rate per annum not exceeding the rate for the time being charged by the Club's bankers on overdrawn accounts;
 - (iii) by way of reasonable and proper rent for premises let by that Member to the Club; and
 - (iv) for authorised out-of-pocket expenses reasonably and properly incurred by that Member in connection with the affairs of the Club.
- (c) Nothing in this rule 7.1 prevents a Member from benefiting from participating in the Club's activities or receiving services from the Club provided that such activities and services are not exclusive to membership.

7.2 Conduit Policy

The Club must not act or be directed by a donor to act as:

- (a) a conduit for a donor by passing a donation of money or property to other charities, bodies or persons; or
- (b) a collection agency for tax deductible donations intended by a donor to be passed onto another institution or person.

8. Management Committee Members

8.1 Number of Management Committee Members

- (a) The minimum number of Management Committee Members is four. Subject to rule 8.1(b), the maximum number of Management Committee Members is nine.
- (b) The Management Committee Members may change the maximum number of Management Committee Members, in accordance with the law and this constitution.

8.2 Appointment of Management Committee Members

- (a) Subject to clause 8.1(a), the Club may by resolution appoint additional Management Committee Members in accordance with this Constitution.
- (b) The Management Committee Members may appoint another person in place of a Management Committee Member who has been removed from office, in which case the person's term of office is to be for twelve months or, if the Club is to hold an annual general meeting, from the time of appointment until the next Annual General Meeting.

8.3 Term of Office

- (a) A term of office of a Management Committee Member is a period of two years, commencing on the date on which such Management Committee Member is elected.
- (b) Each Management Committee Member is to remain as a Management Committee Member until the term of her or his office expires or until he or she resigns, retires or is otherwise removed as a Management Committee Member of the Club in accordance with the law and this constitution.
- (c) Each Management Committee Member shall, subject to rule 9.3(d), hold office for a maximum of three terms of two years' duration commencing on the date on which such Management Committee Member is elected and expiring at the end of the Annual General Meeting of the Club in the sixth year following the Management Committee Member's first election;
- (d) On the expiry of each two year term, a Management Committee Member shall retire as Management Committee Member and be eligible for re-election for a further term of two years unless that Management Committee Member has already been re-elected twice as a Management Committee Member pursuant to this rule 9.2(c) previously.
- (e) A person having held office as a Management Committee Member for six consecutive years is eligible for re-election or re-appointment once a period of two years has expired since that person last held office as a Management Committee Member of the Club.

8.4 Qualifications and composition of Management Committee Members

Each Management Committee Member must:

- (a) have knowledge, and expertise relevant to and be committed to the purpose, objectives and activities of the Club and Greyhound Racing; and
- (b) satisfy any other policies relating to the composition of the Management Committee and skills and qualifications of Management Committee Members developed by the Management Committee Members from time to time.

8.5 Vacation of office

- (a) In addition to the circumstances prescribed by law, the office of any Management Committee Member becomes vacant if the Management Committee Member dies or, unless the Management Committee Members otherwise resolve to confirm the Management Committee Member's position, if the Management Committee Member:
 - (i) where the Management Committee Member is also a Member, ceases to be a Member of the Club;
 - (ii) is, due to physical or mental impairment, unable to properly perform his or her duties as a Management Committee Member as determined by a suitably qualified health professional, acting reasonably;
 - (iii) becomes bankrupt;
 - (iv) is convicted of an indictable offence;
 - (v) fails to attend three consecutive Management Committee Members' meetings without leave of absence approved by the Management Committee Members; or
 - (vi) ceases to hold or is removed from office as a Management Committee Member.
- (b) Nothing in rule prevents a Management Committee Member from vacating his or her office if the Management Committee Member resigns by notice in writing to the Club.

8.6 Payments to Management Committee Members

- (a) Subject to rule 8.6(c), Management Committee Members are entitled to be paid all reasonable authorised travelling and other expenses properly incurred by them in connection with the affairs of the Club, including attending and returning from general meetings of the Club, meetings of the Management Committee Members and meetings of committees but will not otherwise receive any payment for acting as a Management Committee Member.
- (b) Nothing in this rule 8.6 restricts the remuneration to which a Management Committee Member may be entitled as an officer or employee of the Club in a capacity other than Management Committee Member.
- (c) Nothing in this rule 8.6 shall prevent a Management Committee Member from charging and recovering professional or other fees rendered on reasonable commercial terms and the payment of which is approved by a resolution of the Management Committee in connection with professional or technical services provided by that Management Committee Member otherwise than in his or her

capacity as a Management Committee Member and with the prior approval of the Management Committee.

- (d) Notwithstanding anything else in this constitution, no payment of any kind which is permitted to be paid to a Management Committee Member by this constitution can be made by the Club to a Management Committee Member until that payment is approved by the Management Committee Members or such other person or persons to which the Management Committee Members may have delegated such authority.

8.7 Powers and duties of Management Committee Members

The Management Committee Members are responsible for managing the business of the Club and may exercise all the powers of the Club which are not required by the law or this constitution to be exercised by the Club in general meeting.

8.8 Management Committee Members' meetings

The Management Committee Members may hold meetings (including by technological means) for the conduct of business and regulate them as they think fit.

8.9 Convening of meetings of Management Committee Members

Any Management Committee Member of the Club may convene a Management Committee Members' meeting.

8.10 Notice of Management Committee Members' meetings

- (a) A notice of a Management Committee Members' meeting must:
 - (i) be given to each current Management Committee Member, other than a Management Committee Member on leave of absence approved by the Management Committee Members;
 - (ii) be given with sufficient time for the Management Committee Members to properly review and consider the material provided with the notice and the matters arising from it;
 - (iii) specify the time and place of and, if relevant, the form of technology for, the meeting; and
 - (iv) state the nature of the business to be transacted at the meeting.
- (b) A resolution passed at a Management Committee Members meeting is not invalid just because a Management Committee Member did not receive notice of the meeting provided that:
 - (i) the notice was not received because of accident or error;
 - (ii) before or after the meeting, the Management Committee Member notifies the Club of his or her agreement to the resolution; or
 - (iii) the Management Committee Member attended the meeting.

8.11 Meetings by technology

- (a) Each Management Committee Member, on becoming a Management Committee Member (or on the adoption of this Constitution), consents to the use of the following technology for calling or holding a Management Committee Members meeting:

- (i) video;
- (ii) telephone;
- (iii) electronic mail;
- (iv) any other technology which permits each Management Committee Member to communicate with every other Management Committee Member; or
- (v) any combination of the technologies described in the above paragraphs.

A Management Committee Member may withdraw the consent given under this Rule by providing written advice to the Secretary.

- (b) Where the Management Committee Members are not all in attendance at one place and are holding a meeting using technology and each Management Committee Member can communicate with the other Management Committee Members:
 - (i) the participating Management Committee Members shall, for the purpose of every provision of this Constitution concerning meetings of the Management Committee Members, be taken to be assembled together at a meeting and to be present at that meeting;
 - (ii) the meeting shall be taken to be held at the place agreed to by the participating Management Committee Members so long as at least 1 participating Management Committee Member is physically present at that place; and
 - (iii) all proceedings of those Management Committee Members conducted in that manner shall be as valid and effective as if conducted at a meeting at which all of them were present.

8.12 Quorum for Management Committee Members' meetings

- (a) No business may be transacted at a Management Committee Members' meeting unless there is a quorum of Management Committee Members at the time the business is dealt with.
- (b) A quorum consists of three Management Committee Members.
- (c) For the avoidance of doubt, a Management Committee Member is present at a meeting if participating by electronic means such as by telephone.
- (d) If at any time there are less than three Management Committee Members, the remaining Management Committee Member or Management Committee Members may act but only:
 - (i) in an emergency;
 - (ii) for the purpose of convening a general meeting of the Club; or
 - (iii) for the purpose of increasing the number of Management Committee Members to three.
- (e) If, within 30 minutes after the time appointed for the meeting, a quorum is not present, then, without prejudice to the right of those present to discuss but not to vote on any matter, the meeting will be dissolved or stand adjourned to such time, date and place as those present at the meeting decide.

8.13 President and Vice-President

- (a) The Management Committee Members must appoint a Management Committee Member to the office of President.
- (b) The Management Committee Members must appoint a Management Committee Member to the office of Vice-President.
- (c) The Management Committee Members may appoint a Management Committee Member to the office of Treasurer.
- (d) A person may only fill the office of President, Vice-President or Treasurer for so long as that person is a Management Committee Member of the Club.
- (e) The President must preside as chair at each Management Committee Members' meeting unless he or she is unable to attend or unwilling to act.
- (f) If the President is unable to attend a Management Committee Members' meeting or unwilling to act, then the Vice-President must preside as chair of that meeting.
- (g) If both the President and Vice-President are unable to attend a Management Committee Members' meeting or are unwilling to act, then the Management Committee Members present at that meeting must elect a person from among their number to preside as chair for that meeting.

8.14 Decisions without meetings

Management Committee Members may pass resolutions and otherwise make decisions outside of a Management Committee Members' meeting in any manner (including through the use of technology) so long as such manner complies with:

- (a) the law; and
- (b) any policies and procedures relating to the passing of Management Committee Member resolutions as determined by the Management Committee Members from time to time.

8.15 Committees

- (a) The Management Committee Members may resolve to:
 - (i) establish one or more committees consisting of such persons as they determine;
 - (ii) delegate to each committee such of their powers required for the effective and efficient running and administration of the committee;
 - (iii) revoke any or all of the powers delegated to each committee and vary the nature and scope of the powers delegated; and
 - (iv) change the makeup of a committee at any time or dissolve it all together.
- (b) A committee must be conducted, and exercise the powers delegated to it, in accordance with any directions of the Management Committee Members which, for the avoidance of doubt, may be contained within policies, guidelines or protocols.
- (c) The Management Committee Members may continue to exercise all their powers despite any delegation made under this rule.

8.16 Delegation to individuals

- (a) The Management Committee Members may resolve to delegate any of their powers:
 - (i) to one or more Management Committee Members;
 - (ii) to one or more Members; or
 - (iii) to one or more employees.
- (b) The Management Committee Members may delegate their powers for such time as they determine and may revoke or vary any power so delegated.
- (c) A person to whom any powers have been delegated must exercise the powers delegated in accordance with any directions of the Management Committee Members.
- (d) The Management Committee Members may continue to exercise all their powers despite any delegation.
- (e) A delegation under this rule need not be to a specified person but may be to any person from time to time holding, occupying or performing the duties of, a specified office or position.

8.17 Validity of acts

An act done by a Management Committee Member or by a meeting of the Management Committee Members or a committee attended by a Management Committee Member is not invalidated just because:

- (a) of a defect in the appointment of the Management Committee Member;
- (b) the person is disqualified from being a Management Committee Member or has vacated office; or
- (c) the person is not entitled to vote,

if that circumstance was not known by the person or the Management Committee Members or committee when the act was done.

9. Alternates

9.1 Appointment of Alternate

A Management Committee Member (other than an Alternate) may appoint a person who is approved by the Management Committee to act as an Alternate for a specified period or each time the Appointor is unable to attend a Management Committee meeting or act as Management Committee Member.

9.2 Alternate Management Committee Members

- (a) An Alternate is entitled to notice of meetings of the Management Committee Members and, if the Appointor is not present at such meeting, is entitled to attend and vote in his or her stead.

- (b) An Alternate may exercise any powers that the Appointor may exercise and the exercise of any such power by the Alternate is deemed to be the exercise of the power by the Appointor.
- (c) An Alternate is not, in his or her capacity as an Alternate, entitled to receive notice of, or attend and vote at, a meeting of Members.
- (d) The appointment of an Alternate may be terminated at any time by the Appointor even if the period of the appointment of the Alternate has not expired, and terminates in any event if the Appointor vacates office as a Management Committee Member.
- (e) An appointment, or the termination of an appointment, of an Alternate is effected by a notice in writing signed by the Appointor and served on the Club.

10. Powers of the Management Committee

10.1 Powers Generally

Except as otherwise required by any applicable law or this document, the Management Committee:

- (a) has the power to manage the business of the Club; and
- (b) may exercise every right, power or capacity of the Club to the exclusion of the Club in general meeting.

10.2 Exercise of Powers

- (a) Subject to any other provisions of this Constitution, the business of the Club shall be managed by the Management Committee Members, who may pay all expenses incurred in promoting and forming the Club, and may exercise all such powers of the Club as are not, by this Constitution, required to be exercised by the Club in general meeting of the Management Committee.
- (b) Without limiting the generality of rule 10.2(a), the Management Committee may exercise all the powers of the Club to borrow money, to change any property or business of the Club and to issue debentures or give any security for a debt, liability or obligation of the Club or of any other person.

10.3 Executing Negotiable Instruments

The Management Committee must decide the manner (including the use of facsimile signatures if thought appropriate) in which negotiable instruments can be executed, accepted or endorsed for and on behalf of the Club. The Club may execute, accept, or endorse negotiable instruments only in the manner for the time being decided by the Management Committee.

10.4 Appointment of subcommittees

- (a) The Management Committee may appoint a subcommittee consisting of Members of the Club considered appropriate by the Management Committee to help with the conduct of the Club's operations.
- (b) A member of the subcommittee who is not a Management Committee Member is not entitled to vote at a Management Committee Meeting.
- (c) A subcommittee may elect a chairperson of its meetings.

- (d) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- (e) A subcommittee may meet and adjourn as it considers appropriate.
- (f) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

11. Management Committee Members' duties and interests

11.1 Management Committee Member Not Disqualified from Holding Other Offices

A Management Committee Member is not disqualified by reason only of being a Management Committee Member from:

- (a) holding any office or place of profit or employment other than that of the Club's Auditor;
- (b) being a Member or creditor of any corporation (including the Club) or partnership other than the Auditor; or
- (c) entering into any agreement with the Club.

11.2 Disclosure of Interests

- (a) A Management Committee Member is not disqualified by their office from contracting with the Club in any capacity whatsoever.
- (b) A Management Committee Member who has a material personal interest in a matter that relates to the affairs of the Club must give the other Management Committee Members notice of the interest unless the document(s) related to the matter in question provide(s) otherwise.

11.3 Management Committee Member Interested in a Matter

If a Management Committee Member has an interest in a matter that relates to the affairs of the Club and a Management Committee Member:

- (a) subject to a resolution by the Management Committee to the contrary, a Management Committee Member who has a material personal interest must not:
 - (i) be present while the matter is being considered at the meeting;
 - (ii) vote on the matter; or
 - (iii) be counted in a quorum at a Management Committee meeting in which the matter is considered;
- (b) the Club may proceed with any transaction that relates to the interest and the Management Committee Member may participate in the execution of any relevant document by or on behalf of the Club;
- (c) the Management Committee Member may retain benefits under the transaction even though the Management Committee Member has the interest; and

- (d) the Club cannot avoid the transaction merely because of the existence of the interest.

12. Officers' indemnity and insurance

12.1 Indemnity

- (a) The Club, to the extent the person is not otherwise indemnified:
 - (i) must indemnify every officer of the Club and every officer of the Club's wholly owned subsidiaries; and
 - (ii) may indemnify the Club's Auditor,

against a Liability incurred as such an officer or Auditor (other than to the Club or a related body corporate of the Club), including a Liability incurred as a result of the Club or a wholly owned subsidiary of the Club appointing or nominating the officer as trustee or officer of another corporation, unless the Liability arises out of conduct involving a lack of good faith; and
- (b) the Club may make a payment (whether by way of advance, loan or otherwise) in respect of legal costs incurred by an officer or Auditor in defending an action for a Liability incurred as such an officer or Auditor or in resisting or responding to actions taken by a government agency or a liquidator.
- (c) In relation to this rule 12.1, Liability means a liability of any kind (whether actual or contingent and whether fixed or unascertained) and includes costs, damages and expenses, including costs and expenses incurred in connection with any investigation or inquiry by a government agency or a liquidator.

12.2 Insurance

The Club may enter into and pay premiums on a contract of insurance in respect of any person.

12.3 Former Officers

The indemnity in favour of officers under rule 12.1 is a continuing indemnity. It applies in respect of all acts done by a person while an officer of the Club or one of its wholly owned subsidiaries even though the person is not an officer at the time the claim is made.

12.4 Deeds

Without limiting a person's rights under this rule 12, the Club may enter into an agreement with a person who is or has been a Management Committee Member or officer of the Club or any of the Club's subsidiaries, to give effect to the rights of the person under this rule 12 on any terms and conditions that the Management Committee thinks fit.

13. Auditor

- (a) The Club must appoint an Auditor and provide assistance to the Auditor.
- (b) The Auditor will not have any affiliation or interest in the Club nor any affiliation with an actual or potential supplier of goods and services, recipient of grant funds or an organisation with competing or conflicting objectives.

14. Membership

14.1 Number of Members

The number of Members is unlimited.

14.2 Initial categories of Membership

Upon registration of the Club, the Members of the Club may consist of the following classes:

- (a) Ordinary Members;
- (b) Honorary Life Members.

the rights of each of the above classes are set out in Schedule 1 of this Constitution.

14.3 Initial Members of the Club

- (a) A Member of the Club is any person:
 - (i) on the register of Members on the date of adoption of this constitution; and
 - (ii) who is admitted as a Member of the Club by the Management Committee Members in accordance with rule 14.4.
- (b) Subject to the process set out in rule 14.4, if a person is admitted as a member of the Club, the Secretary must ensure that:
 - (i) the person is given notice of admission as a Member of the Club; and
 - (ii) the name and details of the person are entered in the Members' register in accordance with rule 14.10.
- (c) The Secretary must ensure that each person who has submitted an application and is not admitted as a Member of the Club is informed of this decision. None of the Club, Management Committee Members and Secretary is required to give reasons for the decision not to admit a person as a member of the Club.

14.4 Admission to Membership

- (a) An application for membership must:
 - (i) meet the Eligibility Criteria:
 - (A) in respect of all Members, the requirements set out in rule 14.5; and
 - (B) in respect of specific Membership classes, the requirements set out in Schedule 1;
 - (ii) be in writing in a form approved by the Management Committee Members; and
 - (iii) be accompanied by any other documents as the Management Committee Members may require.
- (b) If the applicant is a body corporate it must nominate one person (Nominated Representative) to represent the applicant in the Club. The application must:

- (i) state the name and address of the Nominated Representative; and
- (ii) be signed by the Nominated Representative by way of consent.

14.5 Membership eligibility

To be a Member of the Club a person must:

- (a) have a commitment to the Objects and purposes of the Club;
- (b) comply with the Code of Conduct;
- (c) complete and lodge a membership application in such form as determined by the Management Committee Members from time to time;
- (d) not have been convicted of a criminal offence with a maximum penalty of 12 months imprisonment or more within Australia or any other country;
- (e) not have been previously expelled from membership of the Club;
- (f) satisfy such other membership criteria as the Management Committee Members may determine from time to time.

14.6 Further membership classes

- (a) The Management Committee shall have the power to:
 - (i) create new classes of Members from time to time, including setting out the rights of those Members.
 - (ii) set and amend the membership fees for each class of membership (or any category of membership).
- (b) In the event that the Club appoints additional Members, the Club will outline the conditions upon which the Member will be appointed as a Member of the Club.

14.7 Members rights

Each Member has the rights set out in Schedule 1.

14.8 Entrance fee and subscriptions

The Club may require the payment of membership application fees, annual subscriptions and other membership levies by Members in the amounts and at such times and in such manner as determined by the Management Committee from time to time.

14.9 Annual fees and other fees

- (a) The amount of the membership fee payable by Members will determined by the Management Committee from time to time (Membership Fee).
- (b) Unless otherwise specified by the Management Committee, Membership Fees are payable:
 - (i) on application for membership; and
 - (ii) each year on the date determined by the Management Committee (Due Date).

- (iii) Membership Fees can be paid by:
 - (A) cash, cheque or electronic funds transfer;
 - (B) any other means determined by the Management Committee from time to time.
- (c) Despite any other provision of this rule 14.9 the Management Committee may from time to time determine that a particular class of Member is not required to pay any annual Membership Fee.

14.10 Register of Members

- (a) A register of Members must be kept.
- (b) Each Member and nominated representative must notify the Secretary in writing of any change in that person's name, address, facsimile number or electronic mail address within one month after the change.

14.11 Restriction of the transfer of rights

The rights and privileges of every Member are personal to each Member and are not transferable by a Member's own act or by operation of law.

15. Cessation of Membership

15.1 General

- (a) There are a number of circumstances that will result in a member's membership ceasing. For instance, if a member:
 - (i) resigns from membership in accordance with rule 15.2;
 - (ii) automatically ceases to be a member in accordance with rule 15.3;
 - (iii) is expelled from membership in accordance with rule 15.4; or
 - (iv) no longer complies with the membership Eligibility Criteria.
- (b) The Management Committee Members may adopt such other policies and procedures relating to the disciplining, suspension and expulsion of Members as they so determine from time to time so long as they are consistent with the requirements set out in this rule 15.

15.2 Resignation from membership

- (a) A member may resign from membership of the Club at any time by providing written notice to the Club addressed to the chair or the Secretary. Unless the notice provides otherwise, the resignation takes effect from the date the notice is received.
- (b) A member that ceases to be a member under this rule 15.2 is eligible to reapply for membership of the Club and on so doing will be required to follow the membership application process applicable at the time of the reapplication.

15.3 Automatic cessation of membership

- (a) A member's membership will automatically cease if the member:

- (i) dies or, in the case of a body corporate, is wound up or becomes insolvent or bankrupt under the Bankruptcy Act 1966 (Cth);
 - (ii) becomes of unsound mind or are liable to be dealt with in any way under any law relating to mental health.
 - (iii) fails to pay any required membership fee within two months after the date on which that membership fee becomes due or such later time as the Management Committee Members may determine;
 - (iv) fails to properly respond to a member renewal notice within four weeks after the due date specified in the notice, or such later time as the Management Committee Members may determine.
- (b) A member that has ceased being a member under rules 15.3(a)(iii) and 15.3(a)(iv) is eligible to reapply for membership of the Club and on so doing will be required to follow the membership application process applicable at the time of the reapplication.

15.4 Disciplining, suspension and expulsion of Members

- (a) This rule 15.4 describes what needs to happen when considering whether to warn, discipline, suspend or expel a member. In summary the process involves:
- (i) putting the member in question on notice; and
 - (ii) passing a Management Committee Members' resolution to warn, suspend, expel or otherwise discipline that member.
- (b) So long as the steps set out in this rule 15.4 are followed, the Management Committee Members may resolve to warn, suspend, expel or otherwise discipline a member if that member:
- (i) has refused or neglected to comply with the provisions of this constitution; or
 - (ii) has acted in a way that, in the opinion of the Management Committee Members, is unbecoming of the member or prejudicial to the interests or reputation of the Club. (Member Disciplinary Resolution)
- (c) The Management Committee Members must give the member in question at least 14 days' notice of the date that the Management Committee Members will consider the Member Disciplinary Resolution. This notice must be in writing and let the member know:
- (i) that the Management Committee Members are to consider warning, suspending, expelling or otherwise disciplining the member;
 - (ii) the reasons why the Management Committee Members are considering taking the determined action; and
 - (iii) of the right for the member to give the Management Committee Members, either orally or in writing, any explanation or defence relevant to the proposed disciplinary action.
- (d) A Management Committee Member who is subject to a Member Disciplinary Resolution is not entitled to vote on that resolution.
- (e) Management Committee Members have 14 days from the date a Member Disciplinary Resolution is passed to notify the relevant member about the

Management Committee Members' decision. The Member Disciplinary Resolution must be in writing and is final.

- (f) A Member that has been expelled from membership of the Club is not permitted to reapply for membership.
- (g) All Members agree and covenant to adhere to the decision of The Member Disciplinary Resolution which is final and binding.

15.5 Liability for subscription fees and other amounts following cessation of Membership

Notwithstanding that the Member ceases to be a Member of the Club, the Member shall continue to be liable for:

- (a) all annual subscription fees or other amounts owing by the Member to the Club which are due and unpaid as at the date that the Member ceases to be a Member; and
- (b) amount which the Member is or may become liable to pay to the Club.

16. Meetings of Members

16.1 Calling Meetings of Members

A meeting of Members may be convened at any time by the Management Committee or a Management Committee Member.

16.2 Notice of Meetings of Members

Subject to rule 16.3, at least 21 days' written notice of a meeting of Members must be given individually to each Member entitled to vote at the meeting, to each Management Committee Member (other than an Alternate) and to the Auditor (if any).

16.3 Short Notice

- (a) If the Club has elected to convene a meeting of Members and all the Members entitled to attend and vote agree; or
- (b) otherwise, if Members who together have power to cast at least 95% of the votes that may be cast at the meeting agree,

a resolution may be proposed and passed at a meeting of which less than 21 days' notice has been given.

16.4 Postponement or Cancellation

The Management Committee may postpone or cancel a meeting of Members by written notice given individually to each person entitled to be given notice of the meeting.

16.5 Fresh Notice

If a meeting of Members is postponed or adjourned for one month or more, the Club must give a new notice of the resumed meeting.

16.6 Technology

The Club may hold a meeting of Members at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

16.7 Accidental Omission

The accidental omission to give notice to, or the non-receipt of notice by, any of those entitled to it does not invalidate any resolution passed at a meeting of Members.

17. Proxies, attorneys and representatives

17.1 Appointment of Proxies

A Member may appoint not more than two proxies to attend and act for the Member at a meeting of Members. An appointment of proxy must be made by written notice to the Club in any form and mode that is signed or acknowledged by the Member in a manner satisfactory to the Management Committee. If a Member appoints two proxies and the appointment does not specify the proportion or number of the Member's votes each proxy may exercise, each proxy may exercise half of those votes.

17.2 Member's Attorney

A Member may appoint an attorney to act, or to appoint a proxy to act, at a meeting of Members. If the appointor is an individual, the power of attorney must be signed in the presence of at least 1 witness.

17.3 Form of a Proxy

A proxy must be in the form contained in Schedule 2.

17.4 Manner in Which Proxy is to Vote

An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.

17.5 Authority of Proxy

An instrument appointing a proxy is deemed to confer authority to speak on behalf of the appointor to the extent permitted by law and demand, or join in demanding, a poll.

17.6 Deposit of Proxy Forms and Powers of Attorney

An appointment of a proxy for a meeting of Members or for the taking of a poll is only effective if the following documents are received by the Club at least 48 hours before the meeting or the time appointed for taking the poll (as appropriate):

- (a) the proxy's appointment; and
- (b) if the appointment is signed by the appointor's attorney — the authority under which the appointment was signed or a certified copy of the authority.

17.7 Validity of proxies

A vote in accordance with the terms of an instrument of proxy or of a power of attorney is valid notwithstanding the previous death or unsoundness of mind of the principal or the revocation of the instrument (or of the authority under which the instrument was executed) or of the power, if no limitation in writing of the death, unsoundness of mind or revocation has been received by the Club at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

18. Entitlement to vote

18.1 Number of Votes

Subject to any rights or restrictions:

- (a) at meetings of Members, each Member entitled to vote may vote in person or by proxy or attorney or (in the case of a Member which is a body corporate) by its representative;
- (b) on a show of hands every person present who is a Member or a proxy, attorney or representative of a Member has one vote except where a proxy has two or more appointments that specify different ways to vote on a resolution, in which case the proxy cannot vote; and
- (c) on a poll every Member present in person or by proxy, attorney or representative has one vote.

The chair of a meeting of Members does not have a second or casting vote and if an equal number of votes is cast for and against a resolution the matter is decided in the negative.

18.2 Voting Restrictions

If a Member is of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health, the committee or trustee of the Member or such other person as properly has the management of the Member's estate may exercise any rights of the Member in relation to a general meeting as if the committee, trustee or other person were the Member.

18.3 Incapacity of Members

If any Member is of unsound mind, is suffering from mental incapacity or is bankrupt and a personal representative or trustee is appointed to administer the person's estate or property or the Member's estate is liable to be dealt with in any way under the law relating to mental health, committee or trustee or such other person. Such a representative may exercise any rights of the Member in relation to a General Meeting as if the representative, committee, trustee or other person were the Member.

19. How voting is carried out

A resolution put to the vote at a meeting of Members must be decided on a show of hands unless a poll is demanded under either before or on the declaration of the result of the vote on a show of hands. Unless a poll is demanded, the chair's declaration of a decision on a show of hands is final.

20. Annual General Meeting

20.1 Holding of Annual General Meeting

- (a) The Management Committee must cause the Club to hold an Annual General Meeting (AGM) at least once in each calendar year and within five months after the end of the Financial Year.
- (b) An AGM is to be held in addition to any other General Meetings held by the Club in a year.

20.2 Consideration of Reports at AGM

Where required to do so, the Management Committee must lay before an AGM:

- (a) the financial report;
- (b) the Management Committee's report; and
- (c) the Auditor's report,

for the last Financial Year that ended before the AGM.

20.3 Business of the AGM

The business of the AGM may include any of the following, even if not referred to in the notice of AGM:

- (a) the consideration of the annual financial report, Management Committee's report and Auditor's report;
- (b) the election of Management Committee Members;
- (c) the appointment of the Auditor; and
- (d) the fixing of the Auditor's remuneration.

20.4 Questions by Members of the Club

The Chairperson of the AGM must allow a reasonable opportunity for the Members as a whole at the AGM to ask questions about or make comments on the management of the Club.

20.5 Questions by Members of the Auditor

If the Auditor or their representative is at the AGM, the Chairperson must allow a reasonable opportunity for the Members as a whole at the AGM to ask the Auditor or their representative questions relevant to the conduct of the audit and the preparation and content of the Auditor's report.

20.6 Auditor's right to be heard at Meetings

- (a) The Auditor is entitled to attend and be heard at all Meetings.
- (b) The Auditor is entitled to be heard at the Meeting on any part of the business of the General Meeting that concerns the Auditor in their capacity as Auditor.
- (c) The Auditor is entitled to be heard even if:
 - (i) the Auditor retires at the Meeting; or
 - (ii) the Meeting passes a resolution to remove the Auditor from office.
- (d) The Auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any Meeting.

21. Resolutions without meetings

21.1 Written Resolutions

The Club may pass a resolution without a general meeting being called or held if the resolution is set out in a document signed by all Members entitled to vote on the resolution that states they are in favour of the resolution set out in the document.

21.2 Signature of Resolutions

The Club may treat a document on which a facsimile or electronic signature appears or which is otherwise acknowledged by a Member in a manner satisfactory to the Management Committee as being signed by that Member.

22. Secretary

22.1 Requirement for Secretary

The Club must have at least one Secretary.

22.2 Appointment of Secretary

The Secretary must be a Management Committee Member appointed by the Management Committee.

22.3 Terms and Conditions of Office

A Secretary holds office on the terms that the Management Committee decides. The Management Committee may vary any decision previously made by it in respect of a Secretary.

22.4 Cessation of Secretary's Appointment

A person automatically ceases to be a Secretary if the person:

- (a) becomes of unsound mind or is physically or mentally incapable of performing the functions of that office;
- (b) resigns by notice in writing to the Club; or
- (c) is removed from office under rule 22.5.

22.5 Removal from Office

The Management Committee may remove a Secretary from that office whether or not the appointment was expressed to be for a specific term.

23. Club seals

23.1 Common Seal

The Management Committee:

- (a) may decide whether or not the Club has a common seal; and
- (b) is responsible for the safe custody of that seal (if any).

23.2 Other Seals

The Club may have for use in place or its common seal outside the jurisdiction in which its common seal is kept one or more official seals, each of which shall be a facsimile of the common seal with the addition on its face of the name of every place where it is to be used.

23.3 Use of Seals

The common seal and duplicate seal (if any) may only be used with the authority of the Management Committee.

23.4 Fixing Seals to Documents

The fixing of the common seal or other seal is affixed to a document must be signed by a Management Committee Member and be countersigned by another Management Committee Member, a Secretary or another person appointed by the Management Committee Members to countersign that document or a class of documents in which the document is included.

24. Financial records & audit

24.1 Minutes

The Club must keep minute book of Members' meetings and Management Committee Meetings and subject to rule 24.2, allow access to minute books for the meeting of Members.

24.2 Inspection of records

The Management Committee shall decide whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Club or any of them will be open to the inspection of Members (other than those who are also Management Committee Members).

24.3 Financial records

The Club must:

- (a) keep written financial records and allow access to such financial records; and
- (b) prepare, disclose, report and lodge financial reports (as required).

24.4 Financial Year and financial reports

- (a) The financial year of the Club commences on 1 July and ends on 30 June in the following calendar year (Financial Year).
- (b) Promptly after the end of each Financial Year, the Management Committee must cause the preparation of financial reports, Management Committee Members reports and auditors reports for the Club.

25. Certificate

25.1 Issue of Certificates

The Club may issue a certificate of membership to Members in such form upon payment of such fees as it may prescribe from time to time.

25.2 Title to the Certificates

Certificates of membership remain the property of the Club and must be promptly returned to the Club if requested by the Club or if the holder ceases to be a Member.

25.3 Lost and Worn Out Certificates

- (a) If a certificate is lost or destroyed and the Member writes to the Secretary informing them that a certificate has been lost or destroyed, the Club must issue a new certificate in its place.
- (b) If a certificate is defaced or worn out and is produced to the Club, the Club may, issue a new certificate in its place.

26. Winding Up

26.1 Surplus assets not to be distributed to Members

If the Club is wound up, any surplus assets must not be distributed to a member or a former member of the Club, unless that member or former member is a charity described in rule 26.2.

26.2 Distribution of surplus assets

Subject to any applicable legislation and any court order, any surplus assets that remain after the Club is wound up must be distributed to areas of the Greyhound Racing Industry where it is intended to promote the sport of Greyhound Racing. Surplus assets distribution must be made by a special resolution of Members at or before the time of winding up. If the Members do not make this decision, the Club may apply to the Supreme Court to make this decision.

27. Amending the Constitution

27.1 Special Resolution

The Club may modify or repeal this Constitution or a provision of this Constitution by Special Resolution.

27.2 Effective Date

A Special Resolution modifying or repealing this Constitution takes effect:

- (a) if no later date is specified in the resolution, on the date on which the resolution is passed; or
- (b) on a later date specified in or determined in accordance with the resolution.

28. Notices

28.1 Notices by Club

A notice is properly given by the Club to a person if it is:

- (a) in writing signed on behalf of the Club (by original or printed signature);
- (b) addressed to the person to whom it is to be given; and

- (c) either:
 - (i) delivered personally:
 - (ii) sent by prepaid mail (by airmail, if the addressee is overseas) to that person's address; or
 - (iii) sent by electronic message to the electronic address (if any) nominated by that person.

28.2 Overseas Members

A Member whose registered address is not in Australia may notify the Club in writing of an address in Australia to which notices may be sent.

28.3 When Notice is Given

A notice to a person by the Club is regarded as given and received:

- (a) if it is delivered personally or sent by electronic message:
 - (i) by 5 pm (local time in the place of receipt) on a business day – on that day;
 - (ii) after 5 pm (local time in the place of receipt) on a business day, or on a day that is not a business day – on the next business day; and
- (b) if it is sent by mail:
 - (i) within Australia – on the second business day after posting; or
 - (ii) to a place outside Australia – on the seventh business day after posting.

A certificate in writing signed by a Management Committee Member or Secretary stating that a notice was sent is conclusive evidence of service.

28.4 Business Days

For the purposes of rule 28.3, a business day is a day that is not a Saturday, Sunday or public holiday in the place to which the notice is sent.

28.5 Counting Days

If a specified period must pass after a notice is given before an action may be taken, neither the day on which the notice is given nor the day on which the action is to be taken may be counted in reckoning the period.

Schedule 1 - Members

Class of Membership	Eligibility Criteria	Members Rights
Honorary Life Members	Distinguished persons admitted on the recommendation of the Management Committee and approved by the Management Committee	<ul style="list-style-type: none"> • Right to vote at a meeting of Members • Right to appoint Management Committee Members at a meeting of Members • Right to participate in discussions at meetings of Members • Right to receive notice of meeting and to attend meetings of Members • No right to nominate for positions on the Management Committee or committees • Right to access Club register and Members register • No right to access other documents, records or financial information of the Club • No requirement to pay annual fees
Ordinary Members	An Ordinary Member must be approved by the Management Committee	<ul style="list-style-type: none"> • Right to vote at a meeting of Members • Right to appoint Management Committee Members at a meeting of Members • Right to participate in discussions at meetings of Members • Right to receive notice of meeting and to attend meeting of Members • Right to nominate for positions on the Management Committee or committees • Right to access Club register and Members register • Right to access other documents, records or financial information of the Club • Requirement to pay annual fees as determined by the Management Committee of Management Committee Members