

Sapphire Coast Turf Club Ltd

Under the Corporation Act 2001 (CTH)

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Part 1 –General

1.1 Definitions

The following definitions apply in this Constitution unless the context otherwise requires.

Act means the *Corporations Act 2001 (Commonwealth)*

Company means Sapphire Coast Turf Club Ltd.

Australian Rules of Racing has the same meaning as it has in the *Thoroughbred Racing Act 1996* of New South Wales.

Business Day means a weekday on which trading banks are open for business in Sydney, New South Wales.

Committee means the elected body in accordance with clauses 14 and 15 of this constitution.

Director-General means the Director-General of the Department of Services, Technology and Administration.

Eligible Industry Body has the same meaning as it has in the *Thoroughbred Racing Act 1996* of New South Wales.

Greyhound Racing Act means the *Greyhound Racing Act 2009* of New South Wales.

GRNSW means Greyhound Racing New South Wales constituted under the Greyhound Racing Act.

Harness Racing Act means the *Harness Racing Act 2009* of New South Wales.

HRNSW means Harness Racing New South Wales constituted under the Harness Racing Act.

Member means any person who is admitted to the membership of the Company and whose name is entered in the Register.

Mentally Incapacitated Person means a person who is an involuntary patient or a forensic patient or a correctional patient within the meaning of the *Mental Health Act 2007* of New South Wales, or a protected person within the meaning of the *NSW Trustee and Guardian Act 2009* of New South Wales.

Office means the registered office of the Company.

Ordinary Committee Member means a member of the committee who is not an office-bearer of the Company.

Racing NSW means Racing New South Wales established by the *Thoroughbred Racing Act 1996* of New South Wales.

Register means the register of members maintained by the Company in accordance with the Act.

Resolution means a resolution other than a special resolution.

Rules of Racing means the Rules of Racing (NSW) and the Australian Rules of Racing.

Secretary means any person appointed under this constitution to perform the duties of secretary of the Company.

Special General Meeting means a general meeting of the Company other than an annual general meeting.

Subscription means the sum (if any) payable annually by instalments or otherwise, by a Member, as determined by the Committee from time to time.

Voting Member has the meaning set out in the Club Rules.

1.2 Interpretation

Headings are for convenience only and do not affect interpretation. The following rules of interpretation apply unless the context requires otherwise.

- (a) A gender includes all genders.
- (b) The singular includes the plural and conversely.
- (c) Where a word or phrase is defined, its other grammatical forms have a corresponding meaning.
- (d) A reference to a person includes a corporation, trust, partnership, unincorporated body or other entity, whether or not it comprises a separate legal entity.
- (e) A reference to a clause, sub-clause, paragraph, or sub-paragraph is a reference to a clause, sub-clause, paragraph or sub-paragraph of this Constitution.
- (f) A reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments issued under it.
- (g) A reference to '\$' or 'dollars' is to currency of the Commonwealth of Australia.
- (h) An expression has, in a provision of this Constitution which relates to a particular provision of the Act, the same meaning as in that provision of the Act.

- (i) The words 'includes' and 'including' are not words of limitation, and do not and must not be taken as detracting from the generality of any provisions of this Constitution.

1.3 Objects

- (a) The Company has been established to promote, carry and encourage the racing of thoroughbred horses and other incidental related purposes and to carry on any other activity which is calculated directly or indirectly to enhance or further the interests of thoroughbred horse racing.
- (b) The Company may undertake such other activities not inconsistent with the objectives set out in clause 1.3(a) to enhance, promote or protect the interests of the Company.
- (c) The income and property of the Company shall be applied solely towards the promotion of the objects of the Company as set forth in this constitution, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividends, bonus or otherwise, to the members of the Company.
- (d) The Company shall conduct its affairs in accordance with the provisions of the Act, the Liquor Act, the Racing Administrations Act, the Unlawful Gambling Act and any such other acts and regulations applicable to the business, management and conduct of the Company.

Part 2 – Membership

2. Membership Qualification

- (1) A person is eligible to be a Member of the Company if:
 - (a) the person is a natural person, and
 - (b) the person has been nominated and approved for membership of the Company in accordance with clause 3.
- (2) A person is taken to be a Member of the Company if:
 - (a) the person is a natural person, and
 - (b) the person was:
 - (i) in the case of an unincorporated body that is registered as the Company – a member of that unincorporated body immediately before the registration of the Company, or
 - (ii) in the case of an Company that is amalgamated to form the relevant Company – a member of that other Company immediately before the amalgamation, or

- (iii) in the case of a registrable corporation that is registered as an Company
 - a member of the registrable corporation immediately before that entity was registered as an Company.
- (3) A person is taken to be a Member of the Company if the person was one of the individuals on whose behalf an application for registration of the Company under section 6 (1) (a) of the Act was made.

3. Nomination for Membership

- (1) A nomination of a person for membership of the Company:
 - (a) must be made by a Member of the Company in writing in the form set out in Appendix 1 to this constitution, and
 - (b) must be lodged with the Secretary of the Company.
- (2) As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination.
- (3) As soon as practicable after the Committee makes that determination, the Secretary must:
 - (a) notify the nominee, in writing, that the Committee approved or rejected the nomination (whichever is applicable), and
 - (b) if the Committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this constitution by a Member as entrance fee and annual subscription.
- (4) The Secretary must, on payment by the nominee of the amounts referred to in subclause (3)(b) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a Member of the Company.

4. Cessation of Membership

A person ceases to be a Member of the Company if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Company, or
- (d) fails to pay the annual membership fee under clause 8(2) within 3 months after the fee is due.

5. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a Member of the Company:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

6. Resignation of Membership

- (1) A Member of the Company may resign from membership of the Company by first giving to the Secretary written notice of at least one month (or such other period as the Committee may determine) of the Member's intention to resign and, on the expiration of the period of notice, the Member ceases to be a Member.
- (2) If a Member of the Company ceases to be a Member under subclause (1), and in every other case where a Member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the Member ceased to be a Member.

7. Register of Members

- (1) The Public Officer or Secretary of the Company must establish and maintain a register of members of the Company specifying the name and postal or residential address of each person who is a Member of the Company together with the date on which the person became a Member.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the Company, or
 - (b) if the Company has no premises, at the Company's official address.
- (3) The register of members must be open for inspection, free of charge, by any Member of the Company at any reasonable hour.
- (4) A Member of the Company may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a Member requests that any information contained on the register about the Member (other than the Member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A Member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Company or other material relating to the Company, or
 - (b) any other purpose necessary to comply with a requirement of the Act.

8. Fees and Subscriptions

- (1) A Member of the Company must, on admission to membership, pay to the Company a fee of \$55.00 or, if some other amount is determined by the Committee, that other amount.
- (2) In addition to any amount payable by the Member under subclause (1), a Member of the Company must pay to the Company an annual membership fee of \$55.00 or, if some other amount is determined by the Committee, that other amount:
 - (a) except as provided by subclause (2)(b), before 1 July in each calendar year,
or

- (b) if the Member becomes a Member on or after 1 July in any calendar year – on becoming a Member and before 1 July in each succeeding calendar year.

9. Members' Liabilities

The liability of a Member of the Company to contribute towards the payment of the debts and liabilities of the Company or the costs, charges and expenses of the winding up of the Company is limited to the amount, if any, unpaid by the Member in respect of membership of the Company as required by clause 8.

10. Resolution of Disputes

- (1) A dispute between a Member and another Member (in their capacity as Members) of the Company, or a dispute between a Member or Members and the Company, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

11. Disciplining of Members

- (1) A complaint may be made to the Committee by any person that a Member of the Company:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the Company.
- (2) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Committee decides to deal with the complaint, the Committee:
 - (a) must cause notice of the complaint to be served on the Member concerned, and
 - (b) must give the Member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the Member in connection with the complaint.
- (4) The Committee may, by resolution, expel the Member from the Company or suspend the Member from membership of the Company if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the Committee expels or suspends a Member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the Member of the action taken, of the reasons given by the Committee for having taken that action and of the member's right of appeal under clause 12.

- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the Member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the Member exercises the right of appeal, unless and until the Company confirms the resolution under clause 12, whichever is the later.

12. Right of Appeal of Disciplined Member

- (1) A Member may appeal to the Company in a general meeting against a resolution of the Committee under clause 11, within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a Member under subclause (1), the Secretary must notify the Committee which is to convene a general meeting of the Company to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a general meeting of the Company convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Committee and the Member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by Members of the Company.

Part 3 – The Committee

13. Powers of the Committee

Subject to the Act, and this constitution and to any resolution passed by the Company in general meeting, the Committee:

- (a) is to control and manage the affairs of the Company, and
- (b) may exercise all such functions as may be exercised by the Company, other than those functions that are required by this constitution to be exercised by a general meeting of Members of the Company, and
- (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Company.

14. Composition and Membership of Committee

- (1) The Committee is to consist of:
 - (a) the office-bearers of the Company, and

- (b) at least 3 Ordinary Committee Members, each of whom is to be elected at the annual general meeting of the Company under clause 15.
- (2) The maximum number of Committee Members is to be 10.
- (3) The office-bearers of the Company are as follows:
 - (a) the President,
 - (b) the Vice-President,
 - (c) the Treasurer,
 - (d) the Secretary.
- (4) A Committee Member may hold up to 2 offices (other than both the President and Vice-President offices).
- (5) Each member of the Committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the Member's election, but is eligible for re-election.

15. Election of Committee Members

- (1) A person is eligible to be elected as a Committee Member only if the person is:
 - (a) a Member, and
 - (b) not otherwise ineligible to be elected as a Committee Member under clause 15(2).
- (2) A person is not eligible to be elected as a Committee Member if the person:
 - (a) is an employee of a race club or racing Company, or
 - (b) is a member of the governing body of another race club or eligible industry body, or
 - (c) holds a license issued by Racing NSW or by a racing Company to be a Trainer, Trainer Partnership (partner of), Jockey, Apprentice Jockey, Apprentice Jockey (Non-race ride), Approved Rider (Picnic Jockey), Approved Rider (Non-picnic ride), Bookmaker, Bookmaker Company (Director or Shareholder of) or Bookmaker's Clerk;
 - (d) is registered by or with GRNSW under the *Greyhound Racing Act* or HRNSW under the *Harness Racing Act*, or
 - (e) is currently, or during the previous 10 years has been, warned off, disqualified or named on the Forfeit List under the Rules of Racing, or
 - (f) during the previous 10 years has been convicted in New South Wales of an offence that is punishable by imprisonment for 12 months or more, or convicted elsewhere than in New South Wales of an offence that, if committed in New South Wales, would be an offence so punishable, or
 - (g) is an undischarged bankrupt or is taking advantage of the laws in force for the time being relating to bankruptcy, or

- (h) is a Mentally Incapacitated Person.
- (3) Nominations of candidates for election as office-bearers of the Company or as Ordinary Committee Members:
 - (a) must be made in writing, signed by 2 Members of the Company and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the Secretary of the Company at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (4) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (5) If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- (6) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (7) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (8) The ballot for the election of office-bearers and Ordinary Committee Members of the Committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (9) A person nominated as a candidate for election as an office-bearer or as an Ordinary Committee Member of the Company must be a Member of the Company.
- (10) No Member of the Committee shall be appointed to any salaried office of the Company and will not be paid for their services except repayment of out-of-pocket expenses.
- (11) The Company may pay an honorarium as determined by the Committee to any Member of the Company in respect of special honorary services rendered to the Company and payment of such honorarium shall be approved by the Members of the Company at a general meeting prior to the payment being made.

16. Secretary

- (1) The Secretary of the Company must, as soon as practicable after being appointed as Secretary, lodge notice with the Company of his or her address.
- (2) It is the duty of the Secretary to keep minutes of:
 - (a) all appointments of Office-Bearers and Members of the Committee, and
 - (b) the names of Members of the Committee present at a Committee meeting or a general meeting, and
 - (c) all proceedings at Committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

17. Treasurer

It is the duty of the Treasurer of the Company to ensure:

- (a) that all money due to the Company is collected and received and that all payments authorised by the Company are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the Company, including full details of all receipts and expenditure connected with the activities of the Company.

18. Casual Vacancies

- (1) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a Member of the Company to fill the vacancy and the Member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a Member of the Committee occurs if the Member:
 - (a) dies, or
 - (b) ceases to be a Member of the Company, or
 - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the Secretary, or
 - (e) is removed from office under clause 19, or
 - (f) becomes a Mentally Incapacitated Person, or
 - (g) is absent without the consent of the Committee from 3 consecutive meetings of the Committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

19. Removal of Committee Members

- (1) The Company in general meeting may by resolution remove any Member of the Committee from the office of Member before the expiration of the Member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Member so removed.
- (2) If a Member of the Committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the Members of the Company, the Secretary or the President may send a copy of the representations to each Member of the Company or, if the representations are not so sent, the Member is entitled to

require that the representations be read out at the meeting at which the resolution is considered.

20. Committee Meetings and Quorum

- (1) The Committee must meet at least 3 times in each period of 12 months at such place and time as the Committee may determine.
- (2) Additional meetings of the Committee may be convened by the President or by any member of the Committee.
- (3) Oral or written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (6) No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Committee:
 - (a) the President or, in the President's absence, the Vice-President is to preside, or
 - (b) if the President and the Vice-President are absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the members present at the meeting is to preside.

21. Delegation by Committee to Sub-committee

- (1) The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Company as the committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the Committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the Committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Committee.
- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

22. Voting and Decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or sub-committee present at the meeting.
- (2) Each Member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 20(5), the Committee may act despite any vacancy on the Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

Part 4 - General Meetings

23. Annual General Meetings – holding of

- (1) The Company must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The Company must hold its annual general meetings:
 - (a) within 6 months after the close of the Company's financial year, or
 - (b) within such later time as may be allowed by the Act or any Regulation thereunder.

24. Annual General Meetings – calling of and business at

- (1) The annual general meeting of the Company is, subject to the Act and to clause 23, to be convened on such date and at such place and time as the Committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the Company during the last preceding financial year,
 - (c) to elect Office-Bearers of the Company and Ordinary Committee Members,
 - (d) to receive and consider any financial statement or report required to be submitted to Members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

25. Special General Meetings – calling of

- (1) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Company.
- (2) The Committee must, on the requisition in writing of at least 5 per cent of the total number of Members, convene a Special General Meeting of the Company.
- (3) A requisition of Members for a Special General Meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the Members making the requisition, and
 - (c) must be lodged with the Secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- (4) If the Committee fails to convene a Special General Meeting to be held within 1 month after that date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.
- (5) A Special General Meeting convened by a Member or Members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.

26. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Company, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each Member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Company, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each Member specifying, in addition to the matters required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 24(2).

- (4) A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

27. Quorum for General Meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of Members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five Members present (being Members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of Members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

28. Presiding Member

- (1) The President or, in the President's absence, the Vice-President, is to preside as chairperson at each general meeting of the Company.
- (2) If the President and the Vice-President are absent or unwilling to act, the Members present must elect one of their number to preside as chairperson at the meeting.

29. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member of the Company stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

30. Making of Decisions

- (1) A question arising at a general meeting of the Company is to be determined by either:
 - (a) a show of hands, or
 - (b) if on the motion of the chairperson or if 5 or more Members present at the meeting decide that the question should be determined by a written ballot – a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Company, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

31. Special resolutions

A special resolution may only be passed by the Company in accordance with section 39 of the Act.

32. Voting

- (1) On any question arising at a general meeting of the Company a Member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A Member is not entitled to vote at any general meeting of the Company unless all money due and payable by the Member to the Company has been paid.
- (4) A Member is not entitled to vote at any general meeting of the Company if the Member is under 18 years of age.

33. Proxy Votes Not Permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

34. Postal ballots

- (1) The Company may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal ballot is to be conducted in accordance with the Act.

Part 5 – Miscellaneous

35. Insurance

The Company must effect and maintain insurance including but not limited to, Public Liability, Workers Compensation, Industrial Risk and any other form of insurance which may be deemed necessary to carry out the Company's objectives.

36. Funds – source

- (1) The funds of the Company are to be derived from the conduct of thoroughbred race meetings and associated activities and from annual subscriptions of Members, donations and, subject to any resolution passed by the Company in general meeting, such other sources as the Committee determines.
- (2) All money received by the Company must be deposited as soon as practicable and without deduction to the credit of the Company's bank or other authorised deposit-taking institution account.
- (3) The Company must, as soon as practicable after receiving any money, issue an appropriate receipt.

37. Funds – management

- (1) Subject to any resolution passed by the Company in general meeting, the funds of the Company are to be used in pursuance of the objects of the Company in such manner as the Committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the Company, being Members or employees authorised to do so by the Committee.

38. Change of Name, Objects and Constitution

An application to the Director-General for registration of a change in the Company's name, objects or constitution in accordance with section 10 of the Act is to be made by the Secretary or a Committee member.

39. Custody of Books etc

Except as otherwise provided by in this constitution, the Secretary must keep in his or her custody or under his or her control all records, books and other documents relating to the Company.

40. Inspection of Books etc

- (1) The following documents must be open to inspection, free of charge, by a Member of the Company at any reasonable hour:
 - (a) records, books and other financial documents of the Company,
 - (b) this constitution,
 - (c) minutes of all Committee meetings and general meetings of the Company.
- (2) A Member of the Company may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

41. Service of Notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

42. Financial year

The financial year of the Company is:

- (a) the period of time commencing on the date of incorporation of the Company and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the Company, commencing on 1 July and ending on the following 30 June.

43. Winding Up

If, on the winding up or dissolution of the Company by any means and for any reason, there remains any property after the satisfaction of all the Company's debts and liabilities, the property must not be paid to or distributed among the Members of the Company, but must be given or transferred:

- (a) to one or more institutions, Companies or bodies selected by the Members at or before the dissolution of the Company, provided they are established for the encouragement of thoroughbred racing in NSW and their rules prohibit the distribution of its or their income and property among its or their Members, or
- (b) if the Members do not make a selection pursuant to subclause (a) for any reason – to one or more institutions, Companies or bodies meeting the requirements of subclause (a) selected by the Committee and approved by Racing NSW or its successor, or
- (c) if the Members do not make a selection pursuant to subclause (a) for any reason or the Committee does not make a selection (that is valid or at all) pursuant to subclause (b) for any reason – to one or more institutions, Companies or bodies as directed by Racing NSW or its successor.

Appendix 1 Application for Membership of Company

(Clause 3 (1))

APPLICATION FOR MEMBERSHIP OF COMPANY

.....
Sapphire Coast Turf Club Limited
(incorporated under the *Corporation Act 2001*)

I,
[full name of applicant]

of
[address]

.....
[occupation]

hereby apply to become a member of the abovenamed incorporated Company. In the event of my admission as a member, I agree to be bound by the constitution of the Company for the time being in force.

.....
Signature of applicant

.....
Date

I,
[full name]

a member of the Company, nominate the applicant for membership of the Company.

.....
Signature of proposer

.....
Date

I,
[full name]

a member of the Company, second the nomination of the applicant for membership of the Company.

.....
Signature of seconder

.....
Date