

## THE NORTHAM RACE CLUB (INC)

### CONSTITUTION

- 1) The club shall be called “The Northam Race Club (Incorporated)” and shall consist of all persons who are members at the date of the adoption of this constitution by the Club or shall hereafter be duly elected members in the manner hereinafter provided and who continue to be members pursuant to this constitution. There shall be 3 classes of members
  - a) Ordinary Members
  - b) Life Members
  - c) Honorary Members

#### The Objects of the Club

- 2) The objects of the Clubs are:
  - a) The support and furtherance of the sport of horse racing in all aspects in Western Australia in general and in the Northam area and district in particular.
  - b) The promotion, furtherance and management of race meetings, the care and maintenance, control and improvement of the land known as the Northam Racecourse and all buildings, erections and improvements thereon, and all other lands and property of whatsoever nature or description now or here after acquired, held or belonging to the Club or any person or person in trust of the Club.

#### The powers of the Club

- 3) For the attainment of its purposes the club shall have the following powers.
  - a) to acquire, purchase, take on lease, or in exchange, hire or otherwise any real and personal property and any rights which the club may deem necessary or convenient for the purpose of carrying out the objects of the Club or any of them and in particular any land, building easement or other interest in real estate, or in any plant, machinery or stock-in-trade.
  - b) To use the whole or any part of the Clubs property for the carrying on of horse racing and to let or hire out any premises or buildings for the purposes of purveying of refreshments by the Club or any person authorised by the Club.
  - c) To borrow or raise money, to receive money on loan or deposit, or otherwise, with power to give mortgages over any property of the Club or any part thereof, and to give and issue bonds, debentures, debenture stock or other obligations or securities, charged or not charged, for any money received and for interest thereon, or for any other purchase and to purchase, redeem or pay off such securities.
  - d) To raise money by making charges for admission to all or any part of the Club’s property or by subscriptions, or otherwise.
  - e) To sell, let, dispose of or grant rights over all or any property of the Club.

- f) To let or sell by public auction or private sale or tender, the right to use, construct or maintain refreshment booths or rooms, the right to sell race books or programmes, the right to advertise, and any other rights or privileges in connection with the Clubs property or with horse racing.
- g) To enter into any arrangement with a Government or other authority, person or corporation, for any right, privileged or concession, and to carry out any such arrangement.
- h) To draw and negotiate bills of exchange, promissory notes and other negotiable instruments.
- i) To invest the monies of the Club not immediately required in such a manner that the Club may from time to time determine.
- j) To allow the Club's property or any part thereof, to be used for charitable purposes and to apply such portion of the Clubs funds to such charitable purposes as the committee may decide.
- k) To allow betting in any form approved by an Act of Parliament or Government Regulation to be conducted in connection with the clubs meetings upon such terms as the club may lawfully permit.
- l) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- m) To conduct any other kind of sport, amusement, recreation or game that can conveniently be conducted in conjunction with or ancillary to horse racing.

#### Members and Their Admission

- 4) Candidates for admission of members of the Club shall be proposed by one member and seconded by another in writing, and shall be elected by the majority vote of the committee. No election of members shall take place between the last day in October and the date of holding the Annual General Meeting in any year.
- 5) A candidate shall become a member as soon as they have been elected and have paid their entrance fee and subscription for the current year and if such subscription and entrance fee is not paid within one month of election then the election shall be deemed void unless the candidate shall justify such delay to the satisfaction to the committee.
- 6) .
  - a) If the Committee considers that a member shall be expelled from membership of the Club because of his or her conduct being detrimental to the interest of the Northam Race Club, the Committee shall communicate either orally or in writing, to the member:
    - i) Notice of the proposed expulsion and of the time, date and place of the Committee meeting at which the question of that expulsion will be decided, and,
    - ii) Particulars of that conduct, no less than 30 days before the date of the committee meeting referred to in para 6.1.1 above.
  - b) At the committee meeting referred to in a notice communicated under para 6a the Committee may, having afforded the member concern a reasonable opportunity to be heard by, or make representations in writing to the Committee , expel or

- decline to expel that member and communicate that decision in writing to that member.
- c) A member who is expelled from membership of the Club ceases to be a member 14 days after the day on which the decision to expel him or her is communicated to him or her.
  - d) A member who is expelled from membership of the Club shall, if he or she wishes to appeal against that expulsion, give notice to the secretary of his or her intention to do so within the period of 14 days referred to in para 6.c above.
  - e) When notice of the appeal is given
    - i) The Club, in general meeting, may, after having afforded the member who gave notice a reasonable opportunity to be heard by, or to make representation in writing to, the Club in the general meeting, confirm or set aside the decision of the Committee to expel that member, and,
    - ii) The member who gave that notice does not cease to be a member unless and until the decision of the Committee to expel him or her is confirmed by a general meeting of the club.
  - 7) No member shall at any time or under any circumstances be entitled to participate in any of the profits made by the Club, neither shall they by reason of their membership have any transferable or assignable interest by operation of law or otherwise in any of the property (real or personal) of the club.
  - 8) No member other than a life member shall be competent to vote on any occasion whatever, or enjoy the privileges of a member, until they have paid their subscription for the current year. Provided that all members of the Club shall be deemed to be financial members until one calendar month has lapsed from the date of notices of account have been posted to the members by the Secretary requiring payment of the current year's subscription.
  - 9) All Members shall communicate their address from time to time to the Secretary of the Club, who shall register the same, and all letters delivered at or sent by post to such addresses shall be considered to have been delivered to the respective members personally. If no addresses shall be given, all letters and notices posted and addressed to the last place of abode of the members shall be considered to have been delivered to the respected members personally.
  - 10) All persons ceasing to be members of the Club, whether by retirement, expulsion, death, neglecting to pay annual subscription, or otherwise shall forfeit ipso facto all right or claim upon the Club or its property.
  - 11) Every member shall be bound by and subject to the Rules, Regulation and By-laws of the Northam Race Club.
  - 12) The entrance fee payable by ordinary members shall be such sum as the committee shall from time to time determine.
  - 13) Upon payment of their subscription, every member shall be entitled to receive one badge (which shall not be transferable) for their own use and one guests badge which shall be transferable.
  - 14) Such badges issued pursuant to the provisions of the previous paragraph shall during the currency thereof admit the holders to each race meeting held by the Club.
  - 15) The Committee from time to time may vary or increase the amount of any membership subscription provided that the aggregate amount of any increases made

shall not exceed 50% of the amount payable in the previous year. Any further increase in the annual subscription payable by ordinary members beyond this amount must be the subject of a decision of the Club at its Annual General Meeting or at a Special General Meeting called for the purpose to discuss a motion to further increase annual subscription and notice of such motion to amend this Constitution must be in any event given to all members of the Club.

- 16) The financial year of the Club shall commence on the 1<sup>st</sup> day of August each year and end on the 31<sup>st</sup> day of July next following. However, the membership year shall commence on 1 January and end on the 31 day of December next following. Member subscriptions are payable one calendar month of the date of the posting for the same to the member at his or her recorded address.
- 17) If any member shall resign from the club or neglect to pay their subscription within 2 months of the same becoming payable they shall cease to be a member of the Club and their name shall be erased from the list of members provided that however upon the application at any time of any former member who may have resigned from the Club or who's name may have been erased from the list of members as aforesaid the Committee may in its absolute discretion admit such member to membership of the Club provided the current membership fee is paid.

#### The Committee

- 18) The affairs and general business of the Club shall be managed by a Committee consisting of a President, Vice-President, Treasurer and Committee of six (6) members of the Club elected for that purpose, such members also to be Stewards, two of whom, having completed three years in office shall retire annually, but be eligible for re-election. The President shall preside at all meetings of the Club, and in his or her absence the Vice-President; should neither be present, a chairperson shall be elected by the meeting and their ruling on all matters shall be final.
- 19) At each Annual General Meeting the President, Vice-President and Treasurer shall be duly elected by the members present and nominations taken for those willing to stand for the Committee. If the nominations exceed the number to be elected a ballot will be conducted in the following manner
  - a) A Returning Officer and two Scrutineers will be appointed to conduct the ballot and a date fixed for the closing of the same. As soon as practicable after the close of nominations the Returning Officer shall forward to every member of the Club a ballot paper containing the names of all members nominated for office of the Committee, intimating the number of candidates for whom each member may vote, and stating the last date for the return of the ballot papers and the address to which they shall be returned. As soon as practicable after the time appointed for the close of the ballot, the Returning Officer and the two Scrutineers shall examine the ballot papers sent in and intimate to the President of the Club the names of the members elected. This rule shall not apply to the election of President, Vice-President, Treasurer or Auditor, who shall be nominated and elected as mentioned above at the Annual General Meeting. In all cases where elections are necessary the same shall be by secret ballot
  - b) Voting procedures shall be as follows:

- i) Members shall vote by striking out the name or names of candidates for who they do not wish to vote.
  - ii) Members shall vote on each instance for the required number of candidates and any voting paper on which the recorded votes for more or less than the requires number of members for any office or Committee shall be informal.
  - iii) In the event of there being a tie of votes thereby requiring further determination of allocation of vacancies for which the ballot has been called the Committee is to determine same by means of a lot.
- 20) In the event of a vacancy occurring in the Committee after the annual election the Committee shall have the power of filling it up until the next Annual General Meeting of the Club when a member shall be elected to fill such vacancy or vacancies.
- 21) In the event of a situation arising where by any Annual General Meeting there are both normal retirement Committee vacancies to be filled and a vacancy or vacancies to be filled pursuant to the previous clause then those candidate's receiving the lowest number of negative or striking out votes shall be deemed elected for the full period of three years and the others so elected shall be deemed elected for any lesser period or periods in order of priority. If no election is held on such occasion, due to nomination equalling vacancies the matter shall be decided by lot at the meeting at which nominations are taken.

#### Powers of the Committee

- 22) The Committee shall have the power to, from time to time, appoint and at their pleasure dismiss all such officers (except the Auditor) and servants as they may think necessary for the purpose of carrying out the objectives of the Club.
- 23) The Committee may pay or allow such salaries, allowances or recompenses to any officers or servants appointed by them during their services or employment as the Committee shall from time to time deem fit.
- 24) The Committee shall have the power to enter into such contracts on behalf of the Club as they shall think advisable and shall at times dispose of the funds of the Club as they may deem best for carrying out the objectives of the Club.
- 25) Subject to the Rules of Racing of Racing and Wagering Western Australia, the Committee shall have the full power to prepare and issue the programme of all race meetings of the Club to be held during the year and prepare the conditions of and advertise to be run in succeeding years such races as they may deem expedient to make public during their term of office.
- 26) The Committee may in cases of urgent necessity put off from time to time the races of any race meeting at the Club.
- 27) The Committee may delegate any of their powers to a sub-committees consisting of such members of their body as they may think fit. Any sub-committees formed shall in the exercise of the powers so delegated conform to any resolution that may be imposed on them by the Committee.
- 28) The Committee shall have the power to appoint to any such sub-committee any members of the Club possessing special skills or talents which the Committee feel could be used for the benefit of the Club.
- 29) The Committee shall meet as often as they deem necessary, four shall form a quorum (except for the appointment or dismissal of officers where seven shall form a quorum)

and minutes of the proceedings shall be entered in a book and be read and confirmed at the next Committee meeting.

- 30) A Committee meeting may be convened by the Chairperson or the Secretary and shall be convened by either upon receipt of a requisition requesting either to do so signed by three members of the Committee.
- 31) Any member of the Committee having been absent from four consecutive Committee meetings extending over four months shall cease to be a member thereof unless they shall before the expiry of such four months period obtain leave of absence from the Committee but may be re-instated by a resolution carried by two-thirds of the members of the Committee present at the meeting at which the resolution shall be proposed.
- 32) If and so long as there be no stipendiary stewards of the Club or no quorum of stipendiary stewards of the Club able to perform the duties of the stewards the Committee shall be deemed the stewards of the Club.
- 33) The Stewards of Racing and Wagering Western Australia shall act as the sole stewards of the race meeting held on the race course of the Club whether by a Club race Committee, company or person or body of persons. The Stewards shall have the powers, privileges and duties as are from time to time fixed and determined by the By-laws and Rules of Racing.
- 34) The Committee of the Club and the Stewards and every one of them shall be indemnified from the funds of the Club against all damages and costs that may be recovered against them or any one of them in any legal proceedings that may be instituted against them or any one of them in consequence of the performance of their duties and also against all cost that may be incurred by them or any one of them in defending such proceedings.

#### The Secretary

- 35) It shall be the duty of the Secretary to keep full and accurate accounts of all sums of money received or expended on account of the Club, to take full and accurate minutes in the books of the proceedings of all General, Special and Committee Meetings, to give notices of all General and Special Meetings, and also propositions to be brought before them, as also notices of Committee meetings and subject to the directions of the Committee, to make all necessary disbursements from the funds of the Club by cheque drawn upon the relative account and the Clubs bankers which cheques shall be signed in such manner as the committee from time to time determine and obtain receipts or discharges for the same, and to carry out the instructions of the Committee and the Stewards. The Secretary shall give such security for the faithful discharge of his or her duties as the Committee may deem necessary. The word "Secretary" whenever used in this Constitution shall be deemed to include the person at the time being acting as the Secretary of the Club.

#### The Treasurer

- 36) It shall be the duty of the Treasurer of the Club to assist the Secretary in the keeping of the accounts of the Club and to formally present at the Annual General Meeting the balance sheet and profit and loss account for the preceding year.

## The Auditor

37) There shall be an Auditor of the Club who shall retire annually at the General Meeting of the Club but shall be eligible for re-election. The Auditor shall be nominated and elected in accordance with the By –Laws relating to the nomination and election of members of the Committee. It shall be his duty to carefully audit the books of the Club and the accounts prepared by the Secretary for submission at the General Meeting and to certify the correctness thereof. Should any vacancy occur after any General Meeting, the Committee shall have such power to fill such vacancy until such General Meeting. The word “Auditor” used herein means and includes a firm or partnership of persons.

## General and Special Meetings

- 38) There will be a General Meeting of the Club each year no later than the last day in November in each year (to be known as the Annual General Meeting) on a date to be determined by the Committee for the purpose of electing members of the Committee, discussing the General Business of the Club and receiving from the Committee an abstract of the state of the accounts of the receipts and expenditure with a report of the general concerns of the Club. At such meetings the accounts shall exhibit a true statement of the total receipts and expenditure of the Club during the year, immediately preceding the previous 31<sup>st</sup> day of July, with a statement of balance of such account. Due notice of the time and place of such meeting shall be posted to every member of the Club at least 14 days prior to the aforesaid Annual General Meeting. A printed copy of such report balance sheet and statement of receipts and expenditure shall be posted to each member of the Club together with the notice advising of the date and place of the Annual General Meeting. Should any member desire to bring forward any proposition or motion at any General Meeting of the Club they shall give written notice thereof to the Secretary at least 28 clear days prior to the general meeting at which they may wish their proposition to be considered.
- 39) No business of special description shall be transacted at such meeting unless special notice of such business shall have been given in the circular letter convening such meeting.
- 40) The Committee shall when ever they may think fit or they shall upon a requisition in writing of no less than 10 members of the Club convene a Special General Meeting. Any requisition so made by members shall clearly and fully express the objects of the meeting required to be called and shall be left at the office of the Club. Upon such a requisition being so left the Committee shall forthwith proceed to convene a Special General Meeting to be held at such time and place as they shall think fit being not less than 14 and no more than 28 days after the leaving of such requisition. No business shall be entered into by any Special General Meeting except such as may be set forth in the notice convening the same.
- 41) At the Annual General Meeting or any Special General Meeting 10 members must be present before proceeding into business. If, within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members shall be dissolved. In any other case it shall be adjourned to such date (not being more than 14 days thereafter) and at such time and place as the Chairperson (and in their absence Vice-Chairperson) shall as soon as possible

thereafter determine and which adjourned meetings shall be given by notice in a newspaper circulating in Northam and if at such adjourned meeting a quorum is not present it will be adjourned sine die.

- 42) The President and in his or her absence the Vice-President and in the absence of both President and Vice-President then some member of the Committee to be elected by the meeting shall preside at the Annual General Meeting and at all Special Meetings. The Chairperson of all such meetings shall have the casting vote in addition to their deliberative vote.

#### The Common Seal

- 43) The club shall have a common seal for the purpose of the Club and such Common Seal shall be kept in the custody of the Secretary. The Common Seal shall only be used by the authority of a resolution of the Committee and when so used shall be affixed by the Secretary in the presence of either the President or Vice-President. The document to which it is so affixed shall be attested by the President or Vice-President as the case may be and by the Secretary.

#### Life Members

- 44) The Committee or any member may recommend to the Annual General Meeting of members that any member, employee, or former employee of the Club be elected as a Life Member of the Club, without payment thereafter of any subscription and such person shall be deemed duly elected a Life Member if a resolution to that effect shall be passed by a majority of three quarters of the members present and by voting at such Annual General Meeting. Life Members of the Club shall be entitled to all the powers, rights and privileges of ordinary members and they shall not be required to pay any annual subscription during their lifetime. Life membership may be awarded posthumously.

#### Honorary Members

- 45) The award of Honorary Membership will be determined by the committee and is granted in recognition of an individual's contribution and worth to the Club. Each Honorary Member will be granted a guest badge valid for one year. The award of Honorary Membership is to be voted on by the committee annually. Honorary Membership carries no entitlements other than free admission and access to the member's area.

#### Patrons

- 46) The Club shall have a Patron or Patrons (not exceeding three in number) who shall be elected from year to year at the Annual General Meeting of the Club and such persons while Patrons shall be entitled to all of the privileges of membership without payment or fee or subscription.

#### Miscellaneous

47) The Rules of Racing of Racing and Wagering Western Australia as amended from time to time shall apply to the Club and should any rule, regulation or By-law of the Club conflict with or be inconsistent with the said Rules of Racing then such Rules shall in all cases prevail. Subject to the preceding sentence the club shall by its committee and in General Meeting have the power to promulgate, amend or repeal By-laws as it sees fit for the control and protection of its property and its assets and for the better and more efficient conduct of its operations in all their aspects. Such By-laws shall when promulgated be duly recorded in a book to be kept by the Secretary for that purpose.

#### Amendment to the Constitution

48) This Constitution shall not be amended unless the Secretary of the Club has given written notice of any motion to so amend to every member of the Club at his recorded address at least 14 days prior to the meeting (which must be the Annual General Meeting or a Special General Meeting) at which such motion to amend is put. Any motion to amend this Constitution shall require the consent of 75% of the members voting at the meeting in order to be deemed as passed.

Amended to Dec95

Amended to Dec 2006

Amended to Dec 2007