CONSTITUTION OF THE SOUTH AUSTRALIAN RACEHORSE OWNERS' ASSOCIATION INCORPORATED

Constitution approved on 9 October 2024

1. INTERPRETATION

1.1 Definitions

In this Constitution, unless the context requires otherwise:-

1.1.1 "Association" shall mean the South Australian Racehorse Owners' Association Incorporated;

1.1.2 "Committee" shall mean the Committee of the Association provided for in Clause 6 of this Constitution;

1.1.3 "Association year" shall mean the financial period from time to time specified by the Committee, and until so specified, each period from the last day of July until the 30th day of June in the following year.

1.2 Acts of Association

A reference to any action which the Association may take means an action resolved upon in accordance with this Constitution by a properly convened meeting of the members of the Association.

1.3 Acts of the Committee

A reference to any action which the Committee may take means an action resolved upon in accordance with this Constitution by a properly convened meeting of the Committee.

1.4 Extension of Meaning

In this Constitution, where necessary, the plural shall include the singular and the masculine shall include the feminine, and in each case, vice versa.

2. ESTABLISHMENT, CHANGE AND DISSOLUTION

2.1 Name

The name of the Association shall be "South Australian Racehorse Owners' Association Incorporated"

2.2 Association to be Non-Profit

The property and income of the Association shall be applied solely and exclusively to the promotion of its objects, and no part may be applied or transferred, directly or indirectly, by way of pecuniary profit to a member.

2.3 Members May Be Paid For Services

Notwithstanding sub-c1ause 2.2, the Committee may make a payment to a member for a service rendered by or property acquired from that person, in a special, or private capacity.

2.4 Alteration to the Constitution

The Association may, by a resolution passed by a majority of not less than three-fourths of the members of the Association who are entitled to vote and vote in person at a general meeting of which due notice of the proposed resolution has been given:-

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2.4.1 Alter or add to this Constitution;

2.4.2 Repeal this Constitution and adopt a new Constitution;

and a notice of such a meeting may refer to a draft available for perusal in lieu of setting that change out in full.

2.5 Validation of Act

Every act of the Association and the Committee and every appointment made by each, shall be deemed to be fully valid and effective, notwithstanding any defect in the notice of the meeting, or in the meeting procedure, at which the same was resolved upon, except if annulled by an extraordinary general meeting of Members called for the purpose within one month of the act or appointment concerned.

2.6 Dissolution of the Association

The Association may at any time, with the consent of a majority· of three quarters of the members present at a General Meeting called for the purpose, be dissolved.

2.7 Surplus Property after Dissolution

If, after the dissolution or winding up of the Association, there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other association or institution having objects similar wholly or in part to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members or to some charitable object or objects which association, institution or object shall be determined by the members of the Association at or before the time of dissolution or winding up, or in default thereof or if and insofar as effect cannot be given to such determination then such payment or distribution shall be determined by a Judge of the Supreme Court.

3. OBJECTS AND POWERS

3.1 Objects

The purpose of the Association is to provide an organisation, property and facilities through which persons may associate for the following purposes:-

3.1.1 the promotion of the welfare of racehorse owners in South Australia;

3.1.2 to foster harmonious relations with TRSA, SAJC and other clubs or authorities involved in the conduct of thoroughbred horseracing in South Australia;

3.1.3 to do and perform and deal with such acts matters and things as shall be conducive to the interests of members and to the advancement of horseracing.

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3.2 Powers

The Association has the powers set out in Section 25 of the Associations Incorporation Act 1985 and power to do all such things as are necessary, incidental or conducive to the attainment of the objects of the Association.

4. MEMBERSHIP

4.1 Types of Membership

There shall be two (2) types of members, namely:-

4.1.1 Ordinary members — all eligible persons who shall have applied for and been duly elected to membership or shall hereafter apply for and be duly elected to membership.

4.1.2 Honorary members — any person who has, in the opinion of the Association rendered outstanding service to the Association shall be eligible to be elected as an honorary member in the manner hereinafter provided.

4.2 Eligibility to Apply for Membership

Any eligible person may apply to become an ordinary member.

4.3 Qualification for Ordinary Membership

An eligible person is any person at least 18 years of age who has, has had, or intends to have an interest in a racehorse eligible to race at a race meeting conducted in South Australia.

4.4 Application for Ordinary Membership

Any eligible person may apply in writing in the form (if any) from time to time prescribed by the Committee to become an ordinary member of the Association. An application for ordinary membership shall be in such form as shall from time to time be determined by the Committee and shall be accompanied by payment of the subscription for the current year, which shall be returned in the event of non-election.

4.5 Admission to Membership -

Any eligible person who applies to become an ordinary member of the Association, shall be admitted to membership if elected by a resolution passed by not less than two thirds of the Committee present at the meeting of the Committee next following the receipt of the application and remain so until cessation in accordance with sub-clause 4.9.

4.6 Privileges of all Members

Any member may, by virtue of being a member, (and no person other than a member may except when specifically permitted):-

4.6.1 receive (at the last address given to the Association) any notice of any general meeting of members of the Association;

4.6.2 attend any general meeting of members of the Association, and (subject to Clause 4.12) exercise one vote in respect of any motion put to a vote at any such meeting;

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4.6.3 be eligible to be nominated and elected in accordance with the Constitution to be a member of the Committee;

4.6.4 attend, or participate in, such functions events or activities for members as the Association, or the Committee may organise for members generally; and

4.6.5 utilise such facilities as are made available for members of the Association to utilise generally.

4.7 Discipline of Members

If a member:-

4.7.1 wilfully breaches a provision of the Constitution, or a condition of membership which he/she is bound to observe, on two or more occasions, after being called upon by the Committee not to do so; or

4.7.2. acts in a manner which, in the opinion of the Committee, is contrary to the interest and objects of the Association;

then the Committee, or a Sub-committee of the Committee appointed for the purpose, may, upon:-

4.7.3 Its own motion; or

4.7.4 a written complaint, accompanied by a Statutory Declaration setting out all the relevant facts, by another member; and only after affording the member complained of an opportunity to hear or read the charge and defend or explain, in person, his/her conduct, in its absolute discretion:-

4.7.5 Suspend for a fixed period; or

4.7.6 Expel;

that member from membership. Upon suspension or termination of the membership of any member pursuant to this clause the Secretary shall give notice in writing thereof to the member concerned. within fourteen (14) days after receipt of such notice the person to whom the notice was addressed may give to the Secretary notice in writing of his/her intention to appeal against such determination to a special general meeting of members and upon receipt of such notice the Secretary shall convene a special general meeting of members to be held not less than twenty one (21) nor more than twenty eight (28) days after the date upon which he/she received such notice for the purpose of considering the appeal and notice of such meeting shall be given in accordance with the provisions of Clause 5.6. At such special general meeting the person whose membership has been terminated or suspended shall be entitled to give in answer to the allegations against him/her such evidence and explanations as he/she may desire and as may be relevant to the issue and any member shall have the like right. An appeal may· be upheld or dismissed by motion passed by a majority of those present and voting at the meeting. Until the final determination of his/her appeal

the appellant shall be deemed to have been suspended but shall be entitled to vote at the special general meeting. In the event of the upholding of the appeal the appellant's membership shall be restored forthwith.

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4.8 Before any expulsion pursuant to Clause 4.7.6 is finally determined any such member shall be entitled to appear personally before and address members at an annual general meeting or a special general meeting called for that purpose and the decision of the Committee or a Sub-Committee of the Committee may be overturned by a resolution of the majority of members of such meeting.

4.9 Cessation of Membership

A member shall cease to be a member:-

4.9.1 upon his/her death;

4.9.2 upon his/her written resignation as such;

4.9.3 if he/she is convicted of an indictable offence, and the Committee so decide;

4.9.4 upon his/her expulsion in accordance with the preceding sub-clause; or

4.9.5 (unless the Committee at any time in a particular case, otherwise determines), upon the expiry of the three (3} months after the last membership subscription due by him/her became due, subject to his/her having had forwarded to his/her last known address, a notice of demand for subscription.

4 .10 Subscriptions

The Committee shall at least fourteen (14) days before the end of each Association year determine the annual subscription payable by each member for the next Association year and shall advise each member in writing accordingly. The annual subscription shall be due and payable by the 30th day of June in each Association year and no member shall be entitled to vote at a meeting until he/she has paid the subscription for the particular Association year.

4.11 Honorary Member

Any ordinary member who in the opinion of the Committee has rendered outstanding services to the Association may be nominated by the Committee for honorary membership. Any nomination may be accepted by a resolution passed by a majority of the members of the Association who are entitled to vote and vote in person at a general meeting of which at least seven (7) days' notice of the nomination has been given. An honorary member shall not be obliged to pay annual subscriptions but in all other respects shall have the same obligations and rights as an ordinary member.

5. MEETING OF MEMBERS

5.1 One Annual General Meeting

The Association shall hold one Annual General Meeting once during each Association year in accordance with this part of the Constitution. Any other general meetings of members held shall be Extraordinary General Meetings.

5.2 Time and Place of Annual General Meeting

The Committee shall convene the Annual General Meeting at such place, on such day and at such time as the Committee decides except that the Committee shall convene each Annual General Meeting not more than fifteen (15) months (or such greater or lesser period as the Committee may decide) after the date of the preceding Annual General Meeting.

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5.3 Period of Notice of the Annual General Meeting

The Committee shall give Notice (in accordance with the provisions of the Constitution relating to Notices) of the Annual General Meeting at least twenty eight (28) days before the date of the Annual General Meeting.

5.4 Business of the Annual General Meeting

At the Annual General Meeting the Association shall transact the following business in the following order:-

5.4.1 reading of the notice of the meeting;

5.4.2 recording of apologies;

5.4.3 reading and confirmation (by resolution) of the minutes of the previous Annual General Meeting;

5.4.4 reading and confirmation (by resolution) of the minutes of all extraordinary general meetings (if any) since the previous Annual General Meeting;

5.4.5 reading of a report of the President to the Association on the activity of the Association during the preceding Association Year;

5.4.6 reading or tabling, and adoption or other disposal (by resolution) of, the accounting reports described in Clause 7.10 of this Constitution;

5.4.7 election of members of the Committee in place of those retiring;

5.4.8 any special business of which twenty one (21) days prior written notice has been given.

5.5 Extraordinary General Meetings

The Committee may by seven (7) days prior notice convene a general meeting of members of the Association to conduct the business stated in the notice convening the meeting.

5.6 Notices of Meetings of Members

Notices of any general meeting of members shall be posted to all members who have given the Association an address or sent by email to members who have provided the Association with an email address.

5.7 Quorum at General Meetings of Members

A quorum at the Annual General Meeting and at any extraordinary general meeting shall be twenty (20) members present in person.

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5.8 Procedure if no Quorum

If within fifteen (15) minutes from the meeting time appointed no quorum shall be present

5.8.1 at the Annual General Meeting or at an extraordinary general meeting convened by the Committee it shall be adjourned until the same time on the same day of the following week at which adjourned meeting no quorum shall be necessary; or

5.8.2 at an extraordinary general meeting convened upon a requisition of the members, then it shall lapse.

5.9 Chairperson of General Meetings of Members

The President of the Association or in his/her absence the Vice President or in his/her absence a member of the committee elected by the Committee shall act as chairperson of any General Meeting of members of the Association.

5.10 Chairperson's Powers

The chairperson of all general meetings of members of the Association shall:-

5.10.1 have a casting vote (in addition to his/her own vote) in the case of an equality of votes;

5.10.2 decide the order of business (other than as is set out in the Constitution);

5.10.3 decide all points of order;

5.10.4 decide whether a vote (except election of members) shall be on voices alone or also on show of hands except that any one member may demand a written ballot.

5.11 Voting at General Meetings of Members

Any resolution at a general meeting of members shall, except where otherwise provided in this Constitution, be carried if voted for by a simple majority of those present in person and entitled to vote and voting.

5.12 Evidence of Proceedings

Minutes of the proceedings of every general meeting (annual and extraordinary) shall be entered and kept in a minute book and such minutes when signed, shall be conclusive evidence that the proceedings minuted therein were regular and actually took place as minuted at a meeting duly convened and held and shall be binding on all members of the Association except as to any irregular proceedings as declared and annulled at an extraordinary meeting called for that purpose and held within three (3) months after the holding of such annual or extraordinary meeting.

6. THE COMMITTEE

6.1 Composition of the Committee

The Committee shall consist of the following office-bearers, elected (from those Committee members elected at the Annual General Meeting in accordance with Clause 6.2) by the Committee immediately following each Annual General Meeting:-

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6.1.1 the President;

6.1.2 the Vice-President;

6.1.3 the Secretary;

6.1.4 the Treasurer; and

6.1.5. not less than one or more than six Committee members.

6.2 Election of Committee

The following provisions shall apply to the election of Committee members at the Annual General Meeting:-

6.2.1 at each Annual General Meeting at least one-third of the Committee members (including the office-bearers) shall retire. Those to retire shall be (a) those Committee members who have given notice to the Secretary of their intention to retire pursuant to Clause 6.2.4 and (b) if necessary to achieve the minimum required, those longest in office. In the case of equality, or in the absence of agreement, those to retire shall be chosen by ballot conducted in a manner to be determined by the President;

6.2.2 a Committee member shall be deemed to have retired before the meeting for the purpose of the elections referred to in this sub-clause, but for all other purposes shall be deemed to hold office until the close of the Annual General Meeting or until the new candidates are declared elected, which-ever is the later;

6.2.3 any member appointed by the Committee in accordance with the Constitution to fill a casual vacancy amongst the elected members of the Committee shall be deemed to have also served the term of the person whose vacancy he/she filled;

6.2.4 each retiring member of the Committee shall be eligible for re-election and shall be deemed to have nominated for re-election and to have satisfied the requirements of Clause 6.2.5 unless notice to the contrary is given to the Secretary not less than fourteen (14) days before the Annual General Meeting;

6.2.5 nominations for election as a member of the Committee shall be proposed and seconded by members in writing and lodged with the Association not less than fourteen (14) days before the Annual General Meeting;

6.2.6 a Committee member elected at an Annual General Meeting shall, subject to the other provisions of this Constitution, hold office for a period of two (2) years

6.2.7 if the number of nominations does not exceed the number of vacancies the Chairperson of the Annual General Meeting shall declare the nominated candidates duly elected;

6.2.8 in the event that there are more candidates than vacancies a written ballot shall be held at the Annual General Meeting at which the vacancies have occurred;

6.2.9 voting shall be by the method of writing down the names of all candidates deleting the names of those for whom the voter does not wish to vote;

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6.2.10 in the event of an equality of votes for any candidates then a second election shall be held between the candidates with equal votes in which counting of votes shall be by the preferential voting method, that is candidates shall be numbered in preference by the voter and shall be eliminated in the order in which they receive the least number of first preferences with the remaining preferences on the eliminated candidates ballot papers being distributed amongst the remaining candidates until all candidates except the number requiring to be elected remain;

6.2.11 the Committee shall appoint a member to act as the returning officer for the election and he/she shall have an absolute discretion to regard any discrepancy in procedure which he/she regards as insubstantial. Upon completion of the election he/she shall convey the results to the Chairperson of the Annual General Meeting, (whether or not the meeting shall have concluded) and the Chairperson shall declare the poll.

6.3 Vacancies

If a casual vacancy occurs on the Committee then the Committee may appoint a member of the Association to fill the vacancy.

6.4 Ordinary Meetings of the Committee

The Committee may meet at such place and at such times as it shall think fit, and any two (2) members of the Committee may convene a meeting of the Committee by seven (7) days written notice.

6.5 Special Meetings of the Committee

The President , and in his/her absence the Vice-President, may convene a special meeting of the Committee and fix the date and place of such meeting.

6.6 Quorum at Meetings of the Committee

Four (4) shall form a quorum at any meeting or special meeting of the Committee.

6.7 Procedure at Committee Meetings

The procedure upon lack of quorum, chairpersonship, chairman’s powers, voting, and minute provisions applicable to a general meeting of members shall apply to meetings of the Committee with such changes as may be necessary.

6.8 Power to Remove a Member of the Committee

A member of the Committee or any officer of the Association may be removed from the office by a resolution passed by a majority of not less than two thirds of the members of the Association who are entitled to vote and vote in person at a general meeting of the Association convened by the

Committee for such purpose when the Committee is of the view that the continuance of the officer or member of the Committee in office is injurious to the well-being of the Association.

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6.9 Absence from Committee Meetings

Any officer or member of the Committee absent from three consecutive Committee meetings without sufficient cause being shown shall be deemed to have vacated his/her office, unless he/she shall have obtained leave of absence from the Committee.

7. MANAGEMENT OF THE ASSOCIATION

7.1 Association Managed by Committee

The Committee shall manage and control all of the business of the Association except that which shall in accordance with the Constitution be dealt with by general meetings of members.

7.2 Powers of the Committee

The affairs of the association shall be managed and controlled by a committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association in general meeting.

The committee has the management and control of the funds and other property of the association.

The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.

The committee shall appoint a public officer as required by the Act

7.3 Regulations

The Committee may from time to time make and rescind, alter, modify or add to regulations in respect of the whole or any part of the conduct of the activity of the Association.

7.4 Regulations to be Constitutional

All regulations made under the preceding Clause shall be consistent with the provisions of this Constitution.

7.5 Appointment of Committee Etc.

The Committee may constitute Committees, Sub-Committees, Boards or other bodies under such titles or styles as the Committee sees fit consisting of such members of the Committee, Association, Members or others as the Committee sees fit, for the purpose of carrying out any function of Committee.

7.6 Delegation of Functions

The Committee may delegate in whole or in part any power or function of the Committee to any Committee or any Sub-Committee or other body constituted by the Committee for that purpose under the preceding Clause.

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7.7 Property

The Association shall acquire and hold all property (real or personal) it chooses.

7.8 Common Seal

The Association shall have a Common Seal and the Secretary shall provide for custody of it.

7.9 Affixing of Seal

Any deed or instrument to be executed under seal by the Association shall be executed by having the Common Seal affixed thereto pursuant to a resolution of the Committee so to do in the presence of any two of the President, Vice President and Secretary or such other persons who may be appointed for the purpose by the Committee.

7.10 Accounts

The Committee shall cause all records to be kept and, at least once after the completion of each Association Year in respect of that Association Year cause accounting reports to be made or several separate accounts to be made of all the property, financial transactions and affairs of the Association in such manner as the Committee thinks fit but so that the same shall be capable of being audited in such manner as the Auditor referred to in Clause 8 may from time to time recommend.

7.11 Annual Accounts

Until otherwise decided by the Committee such accounting reports shall include a statement of all receipts and expenditure during each Association Year and a statement of all of the property and liabilities of the Association at the end of that Association Year with such reconciliation as may be necessary both of which shall be submitted to the Annual General Meeting for approval.

7.12 Branches

Branches of the Association may be formed in any district outside the metropolitan area, approved by the Committee. A branch shall consist of not less than ten (10) members of the Association. The functions of a branch shall be:-

7.12.1 to further the interest of owners in the district;

7.12.2 to bring to the notice of the Association local matters of interest or concern;

7.12.3 to appoint a delegate who may attend meetings of the Committee and bring forward any matters on behalf of his/her branch.

A branch delegate may speak at Committee meetings but may not vote except on matters brought forward on behalf of his/her branch.

7.13 Records, Books, Documents and Securities of the Association

The Secretary shall retain all records, books, documents and securities of the Association and shall, upon receiving at least seven (7) days previous notice from a member allow the member to inspect such records, books, documents and securities.

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8. APPOINTMENT OF AUDITOR

8.1 Auditor

The Association shall at the first Annual General Meeting and thereafter at each Annual General Meeting, as necessary, appoint an Auditor of such recognised standing as the Association shall think fit for such period, and on such terms as the Association shall think fit.

8.2 Audit

The Committee shall submit the statements referred to in Clause 7.11 to the Auditor of the Association to be audited once in each year prior to the Annual General Meeting and shall attach the report of the Auditor to the accounts when tabling the same at the Annual General Meeting.

<END>

CERTIFICATION

This and the preceding eleven (11) pages comprise the document tabled at the Annual General Meeting of the Association held on 22 September 2012 and adopted at that meeting as the Constitution of the Association.

Paul Kristoris – Chairman of the Meeting