

**THE CONSTITUTION
OF THE
WESTERN AUSTRALIAN
RACEHORSE OWNERS' ASSOCIATION
INCORPORATED**

1. INTERPRETATION

1.1. Definitions

In this constitution, unless the context requires otherwise:-

1.1.1 "Association" shall mean the Western 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 1st day of July until the 30th 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 each case, vice versa.

2. ESTABLISHMENT, CHANGE AND DISSOLUTION

2.1 Name

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

2.2 Association to be Non-Profit

The property and income of the association must be applied solely towards the promotion of the objects or purposes of the association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member of the association, except in good faith in the promotion of those objects or purposes.

2.3 Members May Be Paid For Services

Notwithstanding sub-clause 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, be 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 or by proxy at a general meeting of which due notice of the proposed resolution has been given:

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 that 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, on the winding up of Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed - (a) to another association incorporated under the Act; or (b) for charitable purposes which incorporated association or purposes, as the case requires shall be determined by resolution of the members when authorising and directing the Committee under section 33 (3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Association.

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 Western Australia;

3.1.2 to do and perform and deal with such acts, matters and things as shall be conducive to the interests of member and to advancement of horseracing;

3.2 Powers

The Association has the 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 five (5) types of members, namely:-

4.1.1 Ordinary members — all persons who have at any time owned a racehorse either solely or jointly with any other person or persons (registered with the Western Australian Turf Club) who have been duly elected or shall hereafter be duly elected in the manner hereinafter provided.

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.

4.1.3 Syndicate members — any syndicate or partnership registered with the Western Australian Turf Club may be elected to membership under such conditions as the Committee from time to time decide.

4.1.4 Associate members - all owners of racehorses either solely or jointly with any other person or persons (registered with the Western Australian Turf Club) during an Association year who meet the criteria for associate membership set by the Committee from time to time.

4.1.5 Life members — any person who has, in the opinion of the Association rendered outstanding service above and beyond the call of duty to the Association shall be eligible to be elected as a life member in the manner hereinafter provided.

4.2 Qualification for Ordinary Membership

An eligible person may not be admitted to be an ordinary member of the Association unless he has at any time been registered as the owner of the racehorse (either solely or jointly with any person or persons) with the Western Australian Turf Club.

4.3 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.

4.4 Admission to Membership

Any eligible persons who apply to become an ordinary member of the Association and who declared their eligibility pertaining to the ownership of a racehorse as laid down by the Australian Rules of Racing shall be admitted to membership if elected by a resolution passed by not less than two thirds of the Committee present at the meeting next following the receipt of the application and remains so until cessation in accordance with sub-clause 4.10

4.5 Ratification of membership

Ordinary membership once ratified, commences from receipt of application for membership and payment of subscription whichever is the latter.

4.6 Syndicate Member

Any syndicate (as referred to in sub-clause 4.1.3.) which wishes to become a syndicate member of the Association shall apply for membership in the same manner as an ordinary member. Each application for syndicate membership shall be considered and voted upon by the Committee in the same manner as an application for ordinary membership.

4.7 Privileges of all Members

Subject for Clause 4.14, any member may, be virtue of being a member, (and no person other than a member may accept when specifically permitted);-

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

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

4.7.3 be eligible to be nominated and elected in accordance with the constitution to be a member of the Committee;

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

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

4.8 Discipline of Members

If a member;-

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

4.8.2 acts in a manner, in the opinion of the Committee 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:-

4.8.3 its own motion; or

4.8.4 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 conduct, in its absolute discretion:

4.8.5 suspend for a fixed period; or

4.8.6 expel;

that member from membership. Upon suspension or termination of the membership of any member pursuant to this clause the Executive Officer 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 the Executive Officer notice in writing of his intention to appeal against such determination to a special general meeting of members and upon receipt of such notice the Executive Officer 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 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 such evidence and explanations as he 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 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.

4.9 Before any expulsion pursuant to Clause 4.8 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.

4.10 Cessation of Membership

A member shall cease to be a member:-

4.10.1 upon his death;

4.10.2 upon his written resignation as such;

4.10.3 if he is convicted of an indictable offence, and the Committee so decide;

4.10.4 upon his expulsion in accordance with the preceding sub-clause; or

4.10.5 (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 became due, subject to his having had forwarded to his last known address, a notice of demand for subscription.

4.11 Proxies of Members of Association

A member (“the appointing member”) may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member, at any meeting.

4.12 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 on the 1st day of July in each Association year and no member shall be entitled to vote at a meeting until he had paid the subscription for the particular Association year.

4.13 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 or by proxy at a general meeting of which at least twenty eight (28) 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.

4.14 Associate membership

An Association member shall be entitled to exercise only those rights of membership set out in Clause 4.7.4 and 4.7.5 and in particular, but without limitation, shall not be entitled to receive notice of, attend or vote at any meeting of members of the Association. In addition to those circumstances set out in Clause 4.10 an associate member shall cease to be a member of the Association at the end of the Association year in which he or she became an associate member.

4.15 Life Member

Any ordinary member who in the opinion of the committee had rendered services above and beyond the call of duty to the Association may be nominated by the Committee for Life 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 or by proxy or at a general meeting of which at least twenty eight (28) days notice of the nomination has been given. A Life Member shall not be obliged to pay annual subscription but in all other respects shall have the same obligations and rights as an ordinary member. Should the nominated Life Member be a joint member of the Association at the time of their appointment then the benefits of Life Membership shall be bestowed on the life member’s partner.

4.16 Register of Members

The secretary, or another person authorised by the committee, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.

4.16.1 In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.

4.16.2 The register of members must be kept at the secretary's place of residence, or at another place determined by the committee.

4.16.3 A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.

4.16.4 If — a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or

a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

the committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

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 and within the time limits provided for the holding of such meetings by Section 23 of the Act, that is, in every calendar year within 4 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner.

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 Announcement of 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.

- 5.5.1 The committee must convene an extraordinary general meeting if at least 20% of the members require an extraordinary general meeting to be convened.

5.6 Notices of Meetings of Members

Notices of any general meeting of members shall be posted or electronically mailed to all members who have given the Association a postal address or 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 ten (10) persons present in person.

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 Chairman of General Meetings of members

The President of the Association or in his absence the Vice President or in his absence a member of the Committee elected by the Committee shall act as chairman of any general meeting of members of the Association.

5.10 Chairman's Powers

The Chairman of all general meetings of the Association shall:-

5.10.1 have a casting vote (in addition to his 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 not less than six (6) or more than eleven (11) Committee members elected in accordance with Clause 6.2.

6.2 Election of Committee

The following provision shall apply to the election of the Committee:-

6.2.1 each Committee person shall retire at each Annual General Meeting;

6.2.2 a Committee person 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, whichever 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 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 Executive Officer not less than twenty one (21) 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 twenty one (21) days before the Annual General Meeting;
- 6.2.6 if the number of nominations does not exceed the number of vacancies the chairman of the Annual General Meeting shall declare the nominated candidates duly elected;
- 6.2.7 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;
- 6.2.8 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;
- 6.2.9 in the event of an equality of votes for all candidates then a second election shall be held 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;
- 6.2.10 the Committee shall appoint a member to act as the returning officer for the election and he shall have an absolute discretion to regard any discrepancy in procedure which he regards as insubstantial. Upon completion of the election he shall convey the results to the Chairman of the Annual General Meeting, (whether or not the meeting shall have concluded) and the Chairman 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 Election of Office Bearers

The newly elected Committee shall not more than twenty-eight (28) days after the Annual General Meeting meet to elect a President, Vice-President and Treasurer from the Committee. The Committee persons so elected as office bearers shall, subject to this Constitution, hold office until the close of the next Annual General Meeting or until the new candidates for the Committee at the next Annual General Meeting are declared elected whichever is the later.

6.5 Executive Officer

In addition, the Committee shall at its first meeting after the Annual General Meeting elect an Executive Officer who shall hold office until removed by the Committee or until the Executive Officer resigns, whichever occurs first. The Executive Officer shall be paid a stipend of such amount as the Committee shall determine from time to time. The Executive Officer shall be entitled to attend at all meetings of the Committee but shall not have a vote at such meetings.

6.6 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.

6.7 Special Meetings of the Committee

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

6.8 Quorum at Meeting of the Committee

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

6.9 Procedure at Committee Meetings

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

6.10 Power to Remove Committee Men

A committee man or any officer of the Association may be removed from 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 or by proxy at a general meeting of the Association convened by the Committee for such person when the Committee is of the view that the continuance of the officer or committee man in office is injurious to the well being of the Association.

6.11 Absence from Committee Meetings

Any officer or committee man who absents himself from three consecutive Committee meetings without sufficient cause being shown shall be deemed to have vacated his office, unless he shall have obtained leave of absence from the Committee.

6.12 The Committee may in its discretion waive the provisions of rule 6.11 and may if necessary do so retrospectively.

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 Committee may exercise all of the powers exercisable by the Association under the Constitution.

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.

7.7 Property

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

7.8 Common Seal

The Association shall have a common seal and the Executive Officer shall provide for custody of it.

7.9 Affixing of Seal

7.9.1 Any deed or instrument to be executed under the 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 the President, Vice President and Executive Officer or such other person who may be appointed for the purpose by the Committee. The Persons witnessing the affixing of the seal to an instrument shall attest to such affixation.

7.9.2 The attestation of the Association shall be as follows:

The common seal of the Western Australian Racehorse Owners' Association was hereunto affixed by authority of a resolution of the Committee on the day of, in the presence of

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 a 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 on his branch.

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

7.13 Records, Books, Documents and Securities of the Association

The Executive Officer shall retain all records, books, documents and securities of the Association and shall, upon receiving at least twenty four (24) hours previous notice from a member allow the member to inspect such records, books, documents and securities.

8. CONTROL OF ASSOCIATION FUNDS

8.1 Association Bank Account

The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.

8.2 Expenditure Approval

Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Association.

9. APPOINTMENT OF AUDITOR

9.1 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.

9.2 Audit

The Committee shall upon the written requisition of five (5) members of the Association 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.