

The Western Australian Turf Club

Constitution & Sub By Laws

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1 Key Organisational Information

1.1 Definitions and Interpretation

Schedule 1 applies and forms part of this Constitution to assist in its interpretation.

1.2 Name and nature of the Organisation

- (a) The name of the Organisation is as set out in Item 1 of Schedule 2.
- (b) The Organisation is an unincorporated association recognised under the WATC Act.

1.3 Interaction with Act and other Legislation

- (a) This Constitution constitutes “By-laws” made under s.13 of the WATC Act.
- (b) To the extent to which any provision of this Constitution is in conflict or inconsistent with any mandatory written law or regulatory enactment under the WATC Act or the RWWA Act, the relevant provision will be read down to the extent necessary to remove any such conflict or inconsistency or if not possible then shall be of no effect.

1.4 Objects, purpose, power and limitations

- (a) The purpose of the Organisation is set out in Item 3(a) of Schedule 2.
- (b) The objects of the Organisation are set out in Item 3(b) of Schedule 2.
- (c) The Organisation has all the powers of a corporation as if it was incorporated and registered under the Act.
- (d) The Organisation:
 - (i) will only apply the income and property of the Organisation in promoting the objects of the Organisation; and
 - (ii) must not transfer its assets and engagements to, or amalgamate with any corporation, association or organisation which does not, to the same extent as this Constitution:
 - (A) restrict the application of its income and property and prohibit the making of distributions to its Members; and
 - (B) have objects similar to the Objects of the Organisation under this Article.

1.5 No distribution to Members

- (a) Subject to Article 1.5(b), the Organisation must not make any payment or distribution or apply any part of the income or property of the Organisation, directly or indirectly, to any Member, including by way of dividend, surplus on winding up or otherwise except in good faith in the promotion of the Objects and Purpose.

- (b) Article 1.5(a) does not prevent the Organisation, with the approval of the Board acting in good faith (including through delegation of power to the CEO and to management), paying:
- (i) reasonable remuneration to a Member who is an employee of the Organisation;
 - (ii) subject to Article 5.9, reasonable remuneration to a Member who is a Director of the Organisation;
 - (iii) reasonable remuneration or payment on commercial “arm’s length” terms, in consideration for services rendered or goods supplied by a Member to the Organisation in the ordinary course of business;
 - (iv) interest, at a reasonable rate based on commercial “arm’s length” terms, on money borrowed by the Organisation from a Member;
 - (v) reasonable rent or licence fees based on commercial “arm’s length” terms, for premises equipment or property leased or licensed to the Organisation by a Member;
 - (vi) out-of-pocket expenses properly and reasonably incurred by a Member at the request of the Organisation and for, or on behalf of, the Organisation;
 - (vii) out of pocket expenses properly and reasonably incurred by a Member in his/her capacity as a Director, in connection with the affairs of the Organisation and as approved by the Board;
 - (viii) any payments properly made pursuant to Article 6.4 (Indemnity and Insurance); or
 - (ix) any other reasonable amount of similar character to those described in this Article 1.5(b).

2 Members

2.1 Classes of membership

The:

- (a) Class or various Classes of Membership and Category within a Class;
- (b) restrictions (if any) in the number of Members or the number of Members within a Class or Category within a Class;
- (c) qualifications for admission to a Class or Category within a Class; and
- (d) rights attached to being a Member in a Class or Category within a Class,

are as prescribed in the Sub By-laws, as amended from time to time.

2.2 Applications to become a membership of the Organisation

- (a) Subject to Article 2.1 and the Sub By-laws, a person may apply for Membership in the manner prescribed in this Article.
- (b) An applicant for Membership must apply to the Board in writing and:
 - (i) their application must be signed by the person applying;
 - (ii) their application, which will include an acknowledgement of the undertaking referred to in Article 1.2(c), must be in such form as the Board from time to time determines; and
 - (iii) the applicant must pay any Fees required with respect to that application,as specified in the Sub By-laws.
- (c) The Board, including as may be applicable on recommendation of management or a committee of the Board constituted with terms of reference including for such purpose, may determine whether and when an applicant may become a Member. The Board may delegate the power conferred under this Article in the terms of this Constitution.
- (d) No reason for the approval or rejection of any application to become a Member need be given.
- (e) If an application to become a Member is accepted, the Organisation must:
 - (i) give written notice of the acceptance to the applicant including details of the Class (and Category as applicable) of Membership and the rights that are then attached to that Class (and Category as applicable);
 - (ii) request payment of any amount owing for any Fees incidental to such Membership; and
 - (iii) upon payment in full of Fees, enter the applicant's name in the Register as a Member of the relevant Class (and Category as applicable).
- (f) If an application to become a Member is rejected, the Organisation must:
 - (i) give written notice of the rejection to the applicant; and
 - (ii) refund in full any Fees paid to the Organisation by the applicant when applying for Membership.
- (g) Subject to Article 2.2(i) an applicant whose application for membership of the Organisation is rejected under Article 2.2(f) must, if he or she wishes to appeal against the decision, give notice to the Secretary of his or her intention to do so within a period of 14 days from the date he or she is given notice of the rejection.
- (h) When notice is given under Article 2.3(g), the Organisation, by resolution of Members at a General Meeting to be held no later than the next AGM (if the rejection under Article 2.2(f) is made after the immediately preceding AGM and before 1 July next following) or otherwise no later than the AGM in the next succeeding year, must either confirm or set aside the decision to reject the application, after having afforded the applicant who gave notice a reasonable

opportunity to make reasonable representations in writing to the Organisation at such a General Meeting.

- (i) The Board may, at its discretion, determine to close offering Membership, either generally or with respect to any particular Class or Classes (or Category within any Class or Classes), to new applicants. If the Board makes a determination under this Article 2.2(i) then no appeal is available to a person whose application for Membership is rejected on account thereof.

2.3 No transfers

Membership, and the rights of being a Member, are personal to the Member and are not transferable whether by operation of law or otherwise.

2.4 Ceasing to be a Member

- (a) A person will cease to be a Member if:
 - (i) that person resigns in accordance with Article 2.5;
 - (ii) that person is expelled under Article 2.6; or
 - (iii) a Cessation Event occurs in respect of that person.
- (b) The estate of a deceased Member is not released from any accrued liability prior to the Member's death in respect of that person being a Member.

2.5 Resignation

- (a) A Member may resign as a Member by giving the Organisation notice in writing.
- (b) Unless the notice provides otherwise, a resignation by a Member takes effect immediately on the giving of that notice to the Organisation.
- (c) A Member is not released from any accrued liability in respect of their Membership merely by giving notice of resignation.

2.6 Expulsion or suspension

- (a) Subject to this Article 2.6, the Board may resolve to:
 - (i) expel a Member; or
 - (ii) suspend a Member:
 - (A) for such period; and
 - (B) from enjoying such rights and privileges of Membership, as the Board may determine and give written notice thereof to the Member;

- (b) The Board may only act under Article 2.6(a) if:
 - (i) an Expulsion Event occurs in respect of the Member; and
 - (ii) other than in the case of non-payment by the Member of Fees or other moneys owing to the Organisation, the Organisation gives that Member at least 10 Business Days' notice in writing:
 - (A) stating the Expulsion Event and that the Member is liable to be expelled; and
 - (B) informing the Member of the Member's right under Article 2.6(c)(i).
- (c) Other than in the case of non-payment by the Member of Fees or other moneys owing to the Organisation, before passing any resolution under Article 2.6(a), the Board:
 - (i) must allow the Member to give to the Board, either orally or in writing, any explanation or defence of the Expulsion Event; and
 - (ii) may adopt other procedures to aid the resolution of any complaint against the Member, including the appointment of complaints committees, conciliators and mediators if and as the Board may determine is appropriate in all the circumstances of the matter.
- (d) Where a resolution is passed under Article 2.6(a), the Organisation must give the Member, notice (**Discipline Notice**) in writing of the expulsion or suspension, within 10 Business Days of the resolution.
- (e) Other than in the case of non-payment by the Member of Fees or other moneys owing to the Organisation, a Member may, by notice in writing to the Organisation within 10 Business Days of issue of a Discipline Notice, request that a resolution to negate that expulsion (but not suspension) of that Member under Article 2.6(a) be moved at a General Meeting of the Organisation.
- (f) If a request under Article 2.6(e) is made, the Board must table at an ensuing AGM an invitation for that meeting to move the passing of a resolution to overturn the decision of the Board to expel the Member concerned. If that request is made after the last AGM and prior to 1 July in the next ensuing year, the relevant AGM will be the next AGM after that request is made. If that request is made on or after 1 July in any year and prior to the AGM in that year, the relevant AGM will be the AGM in the next ensuing year.
- (g) A Board resolution for expulsion under Article 2.6(a) is deemed to take effect:
 - (i) if the Member does not give a notice under Article 2.6(e), on the date of that Board resolution;
 - (ii) if the Member gives notice under Article 2.6(e), as an immediate suspension of Membership and Member rights, and as an expulsion of Membership effective from the conclusion of the relevant AGM, unless the resolution of that relevant AGM is to overturn the resolution of the Board to expel the Member.

The Board may reinstate an expelled or suspended Member on any terms and at any time as the Board determines, including as a pre-condition, a requirement that all amounts due but unpaid by the expelled or suspended Member to the Organisation are paid.

2.7 Variation of Classes and Class rights

Subject to the Act, this Constitution and the Sub By-laws the Organisation may:

- (a) vary or cancel rights attached to being a Member of a Class (or a Category within a Class);
- (b) convert all Members from an existing Class to another Class; or
- (c) convert all Members with a Category within a Class to another Category.

2.8 Suspension of Member rights for non-payment of fees

Without limiting any other provision of this Constitution or the Sub By-laws, and without limiting any right of recovery for unpaid Fees at law, if a Member has not paid any Fees which are past due and payable for more than 40 Business Days, all rights attaching to that Member's Membership, at the absolute discretion of the Board, are suspended until payment of all outstanding Fees is made.

2.9 Register of Members

- (a) The Organisation must maintain a Register of Members;
- (b) The Register must at least include each Member's name and:
 - (i) residential address;
 - (ii) postal address; and/or
 - (iii) email address;
 - (iv) such other information (if any) as may be prescribed to be included under the Act.
- (c) The Register must be kept at the Organisation's premises, or at such other location determined by the Board from time to time, and must be maintained up-to-date within timeframes (if any) as may be prescribed under any applicable legislation.
- (d) A member shall notify the Secretary of any changes to the Member's residential, postal or email address, and the Secretary shall update the Register accordingly.
- (e) A Member who has not provided a residential, postal or email address will not be able to receive any Notice or correspondence or other papers from the Organisation.
- (f) A Director may inspect the Register at a time and place to be agreed between that Director and the Secretary.
- (g) A Member, other than a Director, may only request a copy of or inspect or make copies or take extracts from the Register for such lawful and reasonable purpose disclosed by the Member and approved of by the Board and subject to such prudential controls and confidentiality constraints as the Organisation may require.
- (h) Without limiting the controls and constraints that the Organisation may require, a Member may not directly or indirectly use or disclose the information on the Register:

- (i) to gain access to information that a Member has deliberately denied them;
- (ii) to contact or send material to a Member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the Board; or
- (iii) for any other purpose, unless the purpose:
 - (A) is directly connected with the affairs of the Organisation; or
 - (B) is related to the administration of any applicable legislation including the RWWA Act, and the WATC Act.
- (i) The Organisation may require a statutory declaration by the Member as to the Member's purpose for obtaining a copy or taking an extract of the Register (to the satisfaction of the Board) and may impose a fee, as reasonably determined by the Organisation if a copy of the Register is required by the Member to be provided.
- (j) A copy of the Register must be provided to any person with authority to require a copy of the same under any applicable legislation.

3 Fees

3.1 Fees

- (a) The Organisation may require the payment of Fees or levies by Members in the amounts and at the times as the Sub By-laws prescribe.
- (b) The Organisation may require Fees payable for Members of Classes of Membership (or Categories within a Class), for different amounts and at different times.
- (c) Pursuant to Article 3.1(a), the Organisation may, from time to time, give notice to Members or to any particular Member or Class of Members (or Categories holders within a Class):
 - (i) revoking, compromising or postponing Fees;
 - (ii) extending the time for payment of Fees;
 - (iii) allowing for payment of Fees by instalments or with discount; or
 - (iv) stipulating the amount, the time, the method and the place of payment of Fees.

3.2 Interest

- (a) A Member must pay to the Organisation:
 - (i) interest at the rate prescribed in the Sub By-laws on any Fees which are not paid on, or before, the time appointed for payment, from the time appointed for payment to the time of the actual payment; and

- (ii) expenses incurred by the Organisation, including legal and internal administration expenses, because of the failure to pay, or late payment of, that amount.
- (b) The Board may waive payment of all or any part of an amount payable under Article 3.2(a).

4 Proceedings of Members

4.1 Who can call meetings of Members

- (a) The Board may call a meeting of Members at a time and place as the Board resolves including as may be authorised or prescribed by any applicable legislation.
- (b) The Board must call and arrange to hold a general meeting on the request of Members made in accordance with the Act.
- (c) The Members may call and arrange to hold a general meeting in accordance with Part 2G.2 of the Act.
- (d) Division 4 of Part 2G.2 of the Act also applies to the Organisation.
- (e) For the purposes only of this Article 4.1, the provisions of the Act will apply mutatis mutandis as if the Organisation was incorporated and registered under the Act.

4.2 Annual General Meeting

- (a) The Organisation must hold an AGM within 5 months of the end of its Financial Year or otherwise as may be required by, and in accordance with, any applicable legislation.
- (b) The business of an AGM may include any of the following, even if not referred to in the notice of the meeting:
 - (i) the consideration of the annual financial report, the Directors' report and the Auditor's report for the Organisation;
 - (ii) the appointment of the Auditor of the Organisation upon terms recommended by the Board; and
 - (iii) the election of Directors.

4.3 How to call meetings of Members

- (a) The Organisation must give not less than the Prescribed Notice of a meeting of Members.
- (b) Notice of a meeting of Members must be given to each Member, each Director, the Company Secretary and any Auditor of the Organisation in the manner set out in Article 13.
- (c) Subject to Article 4.11(h), a notice of a meeting of Members must:
 - (i) set out the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);

- (ii) state the general nature of the business of the meeting; and
- (iii) set out or include any other information or documents specified by any applicable legislation.
- (d) Subject to any applicable legislation, anything done (including the passing of a resolution) at a meeting of Members is not invalid merely because a person does not receive notice of the meeting or the Organisation inadvertently does not give notice of the meeting to a person or there may be a non-material irregularity in the calling of the meeting or the notice of the meeting.

4.4 Right to attend, speak and vote at Member meetings

- (a) Subject to Article 4.8 and any limitation on the rights attaching to Membership of any Class of Member as set out in the Sub By-Laws, each Member, the Directors, the Company Secretary and any Auditor of the Organisation (on any part of the affairs of the Organisation that concerns the Auditor in his/her capacity as auditor) is entitled to attend and speak at any meeting of Members.
- (b) Subject to Article 4.8 and any limitation on the rights attaching to Membership of any Class or Category of Members as set out in the Sub By-Laws, each Member, is entitled to vote at any meeting of Members and to vote on a ballot for the election of Member Elected Directors.

4.5 Meeting at more than one place

- (a) A meeting of Members may be held in two or more places linked together by any technology that:
 - (i) gives the Members as a whole in those places a reasonable opportunity to participate in proceedings;
 - (ii) enables the chair of the meeting to be aware of proceedings in each place; and
 - (iii) enables the Members in each place to vote on a show of hands and on a poll.
- (b) If a meeting of Members is held in two or more places under Article 4.5(a):
 - (i) a Member present at one of the places is taken to be present at the meeting; and
 - (ii) the chair of that meeting may determine at which place the meeting is taken to have been held.

4.6 Quorum

- (a) Subject to Article 4.6(e), a quorum for a meeting of Members or any Class of Members is that number of Members entitled to vote at that meeting as specified in Item 4 of Schedule 2.
- (b) In determining whether a quorum for a meeting of Members is present:
 - (i) where a person is present as a Member entitled to vote at the Meeting and as a proxy or attorney of another Member entitled to vote at the meeting, that person is counted

separately for themselves and for each proxy appointment provided that there is at least 10 other Members present and entitled to vote in person or by proxy at the meeting; and

- (ii) where a person is present as a proxy or attorney for more than one Member each of whom is entitled to vote at the meeting, that person is counted separately for each appointment provided that there is at least 10 other Members present and entitled to vote in person or by proxy at the meeting.
- (c) A quorum for a meeting of Members must be present at the commencement of the meeting. If a quorum is present at the commencement of a meeting of Members, it is taken to be present throughout the meeting unless the chair of the meeting otherwise determines (at the discretion of the chair exercised in good faith).
- (d) If a quorum is not present within 30 minutes after the time appointed for a meeting of Members:
 - (i) if the meeting was called under Article 4.1(b) or Article 4.1(c), the meeting is dissolved; and
 - (ii) for any other meeting, the meeting is adjourned to the date, time and place as the meeting chair may appoint, or failing any such appointment, to the same day in the next week at the same time and place as the meeting adjourned.
- (e) If a quorum is not present within 30 minutes after the time appointed for an adjourned meeting of Members:
 - (i) if there are not less than 50% of the number of Members present as represent a quorum under Item 4 of Schedule 2, then they shall constitute a quorum; and
 - (ii) otherwise, the meeting is dissolved.

4.7 Chair

- (a) The Chair must (if present within 15 minutes after the time appointed for the holding of the meeting and be willing to act) chair each meeting of Members.
- (b) If at a meeting of Members:
 - (i) there is no Chair;
 - (ii) the Chair is not present within 15 minutes after the time appointed for the holding of a meeting of Members; or
 - (iii) the Chair is present within that time but is not willing or able to chair all or part of that meeting,

then the Deputy Chair, or in default of the Deputy Chair, another Board member or a Member, elected by majority vote of Board members present will chair all or part of the meeting of Members.

- (c) Subject to Article 4.7(a), if at a meeting of Members:
 - (i) a chair of that meeting has not been elected by the Board members under Article 4.7(b); or
 - (ii) the chair elected by the Board members is not willing or able to chair all or part of a meeting of Members,then the Members present must elect a Member, present and willing to act, to chair that meeting.

4.8 General conduct of meetings

- (a) Subject to any applicable legislation and any relevant provisions in the Sub By-laws, the chair of a meeting of Members is responsible for the general conduct of that meeting and for the procedures to be adopted at that meeting and rulings by the chair on such matters made in good faith shall be prima facie binding on the meeting and its Members.
- (b) The chair of a meeting of Members must give those entitled to attend and speak at such meetings a reasonable opportunity to ask questions and make comments at the meeting (including the auditor (if any)) within the reasonable constraints of the meeting's logistics.
- (c) The chair of a meeting of Members may delegate any power conferred by this Article 4.8 to any person.
- (d) The powers conferred on the chair of a meeting of Members under this Article 4.8 do not limit any powers conferred at law upon a chair of a meeting.

4.9 Resolutions of Members

- (a) Subject to any applicable legislation and other than for Special Resolutions, a resolution of Members is passed if more votes are cast in favour of the resolution by Members entitled to vote on the resolution than are cast against the resolution.
- (b) Unless a poll is requested in accordance with Article 4.10, a resolution put to the vote at a meeting of Members is to be decided on a show of hands.
- (c) A ballot of Members may be called by the Board for the election of Member Elected Directors.
- (d) A declaration in good faith by the chair of a meeting of Members that a resolution has been passed on a show of hands, passed by a particular majority, or not passed, and the result of any ballot for Member Elected Directors, and an entry to that effect in the minutes of a meeting, is sufficient evidence of that fact, unless proved incorrect.

4.10 Polls

- (a) A poll may be demanded on any resolution at a meeting of Members except:
 - (i) the election of a chair of that meeting; or
 - (ii) the adjournment of that meeting.

- (b) A poll on a resolution at a meeting of Members may be demanded by:
 - (i) at least five Members present and entitled to vote on that resolution; or
 - (ii) the chair of that meeting.
- (c) A poll on a resolution at a meeting of Members may be demanded:
 - (i) before a vote on that resolution is taken; or
 - (ii) before, or immediately after, the result of the vote on that resolution on a show of hands is declared.
- (d) A demand for a poll may be withdrawn.
- (e) A poll demanded on a resolution at a meeting of Members must be taken in the manner and at the time and place the chair directs.
- (f) The result of a poll demanded and taken on a resolution of a meeting of Members is a resolution of that meeting.
- (g) A demand for a poll on a resolution of a meeting of Members does not prevent the continuance of that meeting or that meeting dealing with any other business pending the taking of the poll or the declaration of the result of the poll.

4.11 Adjourned, cancelled and postponed meetings

- (a) Subject to any applicable legislation, the chair of a meeting of Members:
 - (i) may; and
 - (ii) must, if the Members present with a majority of votes that may be cast at that meeting resolve for the chair to do so,

adjourn a meeting of Members to any day, time and place.
- (b) No person other than the chair of a meeting of Members may adjourn that meeting.
- (c) Notice of an adjourned meeting is only required if the period of adjournment exceeds the Prescribed Period.
- (d) Only business left unfinished is to be transacted at a meeting of Members resumed after an adjournment.
- (e) Subject to any applicable legislation and this Article 4.11, the Board may at any time postpone or cancel a meeting of Members by giving notice, not less than 3 Business Days before the time at which the meeting was to be held, to each person to whom the notice of the meeting was required to be given.
- (f) A general meeting called under Article 4.1(b) must not be cancelled by the Board without the consent of the Members who requested the meeting.

- (g) A general meeting called under Article 4.1(c) must not be cancelled or postponed by the Board without the consent of the Members who called the meeting.
- (h) A notice adjourning or postponing a meeting of Members must set out the place, date and time for the revised meeting (and if the revised meeting is to be held in two or more places, the technology that will be used to facilitate this).

4.12 Number of votes

- (a) Subject to this Constitution and any rights or restrictions attached to a Class of Membership as prescribed in the Sub By-laws: on a ballot for the election of Member Elected Directors, every Member has one vote; on a show of hands at a meeting of Members, every Member present has one vote; on a poll at a meeting of Members, every Member present in person or by proxy has one vote.
- (b) In the case of an equality of votes on a ballot for the election of Member Elected Directors the deadlock shall be broken by the nominee with the longest period of current continuing Membership of the Organisation being deemed to be the Member Elected Director.
- (c) Subject to paragraph (b), in the case of an equality of votes on a resolution at a meeting of Members, the chair of that meeting has a casting vote on that resolution both on a show of hands and on a poll, in addition to any vote the chair of the meeting has in respect of that resolution.
- (d) A Member present at a meeting of Members is not entitled to vote on any resolution, whether in person or by proxy or attorney, while that Member is the subject of suspension under Article 2.6 or their Member rights are under suspension under Article 2.8.
- (e) A Member is not entitled to vote, whether in person or by proxy or attorney, on a resolution at a meeting where that Member's vote is prohibited by any applicable legislation or an order of a court of competent jurisdiction.
- (f) The Organisation must disregard any vote on a resolution purported to be cast by a Member present at a meeting of Member where that person is not entitled to vote on that resolution, including by reason of Article 4.12(c) or (d) or as a result of a provision in the Sub By-Laws which prevents them from casting votes.
- (g) The authority of a proxy or attorney for a Member to speak or vote at a meeting of Members is suspended while the Member who appointed the proxy or attorney is present in person at that meeting.

4.13 Objections to qualification to vote

- (a) An objection to the qualification of any person to vote at a meeting of Members may only be made:
 - (i) before that meeting, to the Board; or
 - (ii) at that meeting (or any resumed meeting if that meeting is adjourned), to the chair of that meeting.

- (b) Any objection under Article 4.13(a) must be decided by the Board or the chair of the meeting of Members (as the case may be), whose decision, made in good faith, is final and conclusive.

4.14 Proxies and attorneys

- (a) A Member, who is entitled to attend and cast a vote at a meeting of Members, may vote:
 - (i) in person;
 - (ii) by not more than one proxy; or
 - (iii) by not more than one attorney.
- (b) A proxy or attorney of a Member must be a Member.
- (c) A Member may appoint a proxy or attorney for:
 - (i) all meetings of Members; or
 - (ii) any one or more specified meetings of Members.
- (d) An instrument appointing a proxy is valid if it is signed by the Member making the appointment and contains:
 - (i) the name and address of that Member;
 - (ii) the name of the Organisation;
 - (iii) the name of the proxy or the name of the office held by the proxy; and
 - (iv) the meeting(s) of Members at which the proxy may be used.
- (e) The chair of a meeting of Members may determine, at their discretion, that an instrument appointing a proxy is valid even if it contains only some of the information specified in Article 4.14(d).
- (f) An instrument appointing a proxy or an attorney must be substantially in a form as may be prescribed in the By-laws or such other form as the chair of the meeting may accept from time to time.
- (g) Subject to any applicable legislation, the decision of the chair of a meeting of Members made in good faith as to the validity of an instrument appointing a proxy or attorney is final and conclusive.
- (h) Unless otherwise provided in any applicable legislation or in the appointment, a proxy or attorney may:
 - (i) agree to a meeting of Members being called by shorter notice than is required by any applicable legislation or this Constitution;

- (ii) agree to a resolution being either or both proposed and passed at a meeting of Members of which notice of less than the Prescribed Period is given;
 - (iii) speak on any resolution at a meeting of Members on which the proxy or attorney may vote;
 - (iv) vote at a meeting of Members (but only to the extent allowed by this Constitution and by the appointment) on any resolution with respect to which the appointing Member may vote;
 - (v) demand or join in demanding a poll on any resolution at a meeting of Members on which the proxy or attorney may vote; and
 - (vi) attend and vote at any meeting of Members (at which the appointing Member may attend and vote) which is rescheduled or adjourned.
- (i) Unless otherwise provided in any applicable legislation, by the Constitution or in the appointment, a proxy or attorney may vote on:
- (i) any amendment to a resolution on which the proxy or attorney may vote;
 - (ii) any motion not to put that resolution or any similar motion; and
 - (iii) any procedural motion relating to that resolution, including a motion to elect the chair of a meeting of Members, vacate the chair or adjourn that meeting,
- to the extent to which the appointing Member would be entitled to vote, even if the appointment does or does not direct the proxy or attorney how to vote on that resolution.
- (j) A person holding a proxy or an attorney for a Member cannot vote on a show of hands if they hold two or more appointments of proxy or attorney that specify different ways of voting.
- (k) With a notice of meeting of Members, the Organisation must send a form of proxy to Members in respect of that meeting of Members. The form of proxy is to be compliant with that prescribed in the By-laws and it must only provide for the Member:
- (i) to appoint a proxy of the Member's choice, but may specify who is to be appointed as proxy if the Member does not choose; and
 - (ii) to vote for or against each resolution, and may also provide for the Member to abstain from voting on one or more resolutions.
- (l) If the name of the proxy or the name of the office of the proxy in a proxy form of a Member is not filled in, the proxy of that Member is:
- (i) the person specified by the Organisation in the form of proxy in the case that the Member does not specify another person; or
 - (ii) if no person is so specified, the chair of that meeting.

- (m) A Member entitled to vote at a meeting of Members may specify the manner in which their proxy or attorney is to vote on a particular resolution at a meeting of Members but, unless specified, the proxy or attorney may vote as he or she thinks fit.
- (n) Subject to Article 4.14(j) and the provisions of this Article 4.14 generally, a proxy or attorney:
 - (i) does not need to vote, unless the appointment specifies the way they must vote;
 - (ii) if the way they must vote is specified, they must vote in that way; and
 - (iii) if the proxy or attorney is also a Member, or holds proxy or attorney for more than one Member, may cast the votes held on a poll or ballot in different ways.
- (o) An appointment of proxy or attorney for a meeting of Members is effective only if the Organisation receives the appointment (and any authority under which the appointment was signed or a certified copy of the authority) not less than 48 hours before the time scheduled for commencement of that meeting (or any adjournment of that meeting).
- (p) Unless the Organisation has received notice in writing before the time scheduled for the commencement or resumption of a meeting of Members, a vote cast at that meeting by a person appointed by a Member as a proxy or attorney is, subject to this Constitution, valid even if, before the person votes, the appointment Member:
 - (i) dies; or
 - (ii) is mentally incapacitated; or
 - (iii) revokes the appointment of that person; or
 - (iv) revokes the authority under which the person was appointed by a third party.
- (q) Notwithstanding any other provision of this Constitution, a Member may not hold, and will not be recognised as holding, proxies for more than 5 other Members PROVIDED THAT such limitation does not apply to the chair of the meeting at which proxies in favour of the meeting chair may be sought to be used.

5 Directors

5.1 Number and Qualification of Directors

- (a) The Organisation must have not less than nor more than the number of Directors specified in Item 5(a) and 5(b) of Schedule 2.
- (b) If the number of Directors is below the minimum fixed by this Constitution the Board must not act, except in the case to address a critical matter of urgent business, prior to appointing one or more additional Directors or to calling and arranging to hold, a meeting of Members for the purpose of electing a Director or Directors to ensure the Organisation has at least the minimum number of Directors required by this Article, and pending such action to appoint additional Directors, essentially to act in "caretaker mode".
- (c) A Member Elected Director must be a Member:

- (i) of not less than 18 months continuous Membership standing at the date of his or her election to office; and
- (ii) who is entitled to unrestricted voting rights of a Member at an AGM.
- (d) A Director and each person making themselves available to become a Director is ineligible to become a Director if, by reason of any applicable legislation or regulatory constraint or Category they are disentitled from becoming a director or member of a management committee of an organisation registered under any applicable legislation.
- (e) The Board reserves the right to require any existing or prospective Director to certify by statutory declaration duly signed and witnessed, their eligibility to be or become a Director.

5.2 Board Composition

- (a) The Board must comprise a combination of Member Elected Directors and Board Appointed Directors and also comprises the then current CEO from time to time, ex officio in a non-voting capacity, unless the Board (with the CEO recusing him/herself from such deliberations) resolves otherwise..
- (b) The Organisation must have not less than and not more than the number of Member Elected Directors as is specified in Items 5(c) and 5(d) of Schedule 2.
- (c) The Organisation must have not less than and not more than that number of Board Appointed Directors as is specified in Items 5(e) and 5(f) of Schedule 2.

5.3 Appointment of Member Elected Directors by Members

- (a) Subject to Article 5.2(b), Member Elected Directors may be elected by ballot in accordance with the Sub By-laws or at a General Meeting of Members and are usually elected at or leading up to an AGM with the result of the election being able to be declared at and with effect from the close of business of the relevant AGM of the Organisation.
- (b) A Member who is eligible under Article 5.1 to be a Member Elected Director may nominate to become a Member Elected Director.
- (c) The Sub By-laws may prescribe the form and procedure to be followed with respect to:
 - (i) the nomination of a Member Elected Director;
 - (ii) the manner of presentation to the Members in general meeting or in any ballot of any such nomination for consideration by the Members; and
 - (iii) the manner in which voting for Member Elected Directors will occur whether by ballot of Members or at a General Meeting of Members, subject nevertheless to any applicable legislation.
- (d) Subject to Article 5.5(c) a Member Elected Director will be appointed for a term commencing on the effective date and time of their declaration of election and ending on the date determined in accordance with Article 5.5(a).

5.4 Appointment of Board Appointed Directors

- (a) Subject to Article 5.2(c), the Board of Directors may resolve to appoint Board Appointed Directors from time to time.
- (b) A Board Appointed Director will be appointed for a term commencing on the date of appointment in accordance with this Article 5.4 and ending on the date determined in accordance with Article 5.5(b).
- (c) A Board Appointed Director appointed at a meeting of the Board will be taken to have been appointed on the date of that meeting or such other date as shall be the resolve of that meeting of the Board.
- (d) A Board Appointed Director must not be ineligible to be a Director in the terms of Article 5.1(d) but can be an independent third-party that is not then currently a Member or otherwise affiliated with the Organisation in advance of becoming a Board Appointed Director, subject to their satisfaction of any one or more of the relevant selection criteria set out in Articles 5.10(a) and (b) below, but such a Board Appointed Director must immediately apply for Membership following their appointment with their tenure of office as a Director being conditioned upon their admission to Membership by the Board.

5.5 Retirement and re-appointment of Directors

- (a) Member Elected Director

Subject to this Article and to Schedule 3 (Transitional Provisions), a Member Elected Director must retire:

- (i) if they were elected or appointed effective at an AGM, at the close of the third AGM after the date of their election by the Members; or
- (ii) if they were elected or appointed at any other time, on the date that is the third anniversary of the next AGM after the effective date of their election or appointment.

- (b) Board Appointed Director

Subject to this Article, a Board Appointed Director must retire by at least the closure of the next meeting of the Board following the third anniversary of their appointment by the Board.

- (c) Casual Appointments (Member Elected Directors)

Subject to this Article, if a Member Elected Director vacates or is removed from office for any reason prior to the end of their term as specified in Article 5.5(a) above (as relevant), then the Board may resolve to appoint another person as a Member Elected Director in the place of that Member Elected Director who is no longer continuing in office PROVIDED THAT the term of that appointment will only be until the next AGM following the appointment, at which AGM the appointee must retire from office unless re-elected or re-appointed effective as at that AGM as a Member Elected Director for the term specified in Article 5.5(a)(i).

- (d) Subject to Article 5.6, a Director (including a Member Elected Director appointed under Article 5.5(c)) will be eligible for re-appointment (as applicable) at the expiration of their term of office.

5.6 Maximum term for a Director

- (a) Subject only to Articles 5.6(b) and (c), 6.1 and 6.2(h), no Director may serve as a Director for more than the cumulative number of years specified in Item 6 of Schedule 2 (whether continuous or otherwise).
- (b) In the case of a person appointed to fill a casual vacancy on the Board as a Member Elected Director under Article 5.5(c) or a person elected or appointed as a Director effective from other than as at an AGM, the period between the election or appointment of that person as a Director and the next AGM following that appointment, will not be counted as a Term or part of a Term and will not be included in determining whether a Director has served as a Director for the purposes of Article 5.6(a) or, in the case of the Chair for the purposes of Article 6.1(c).

5.7 Vacation of office of Director

- (a) A Director may resign from office by giving the Organisation notice in writing.
- (b) Subject to any applicable legislation and Article 5.7(c), the Members in general meeting, by ordinary resolution, at any time may remove any Member Elected Director or Board Appointed Director from office.
- (c) A Director automatically ceases to be a Director if any applicable legislation so provides or if that Director:
 - (i) dies;
 - (ii) becomes of unsound mind or a person whose property is liable to be dealt with under a law relating to mental health;
 - (iii) is absent without the consent of the Board from all meetings of the Board held during a period of 3 months and the other Directors by Absolute Special Majority resolve that his or her office be vacated;
 - (iv) resigns or is removed from office under this Constitution;
 - (v) becomes ineligible to be a Director either under this Constitution or any applicable legislation or otherwise at law;
 - (vi) becomes an undischarged bankrupt;
 - (vii) ceases to be a Member or fails to become a Member (in the case of a Board Appointed Director in the terms of Article 5.4(d)).
- (d) Promptly upon cessation of office, a Director will deliver to the Organisation via the Secretary all relevant documents, records and assets of the Organisation in the Director's possession, custody or control.

5.8 No Alternate Directors

A Director may not appoint a person as his or her alternate Director.

5.9 Payment to Directors prohibited

- (a) Subject to Article 5.9(b) the Organisation must not pay any fees to a Director for performing his or her duties and responsibilities as a Director unless the Members in general meeting have approved the payment or the Members in general meeting have approved payment of fees to Directors, at the discretion of the Board, within a maximum annual pool or cap amount for all Directors in any Financial Year, and the payment, when aggregated with any other remuneration to Directors in that Financial Year, is within that annual pool or cap amount.
- (b) A payment referred to in Article 1.5(b) may be made to a Director.

5.10 Skills, experience and attributes of Directors

- (a) General skills, experience and attributes

When:

- (i) Members are nominating and electing Member Elected Directors; and/or
- (ii) the Board is making casual appointees under Article 5.5(c) or appointing Board Appointed Directors;

they are encouraged to have regard to the skills, experience and attributes of the Board as a whole, and those skills, experience and attributes that are best likely to lead the Organisation in the pursuit of its strategies and Objects and to assure the proper governance oversight of management. Without limitation or prescription, those skills, experience and attributes of the Board as a whole to which Members and the Board should have regard include:

- (iii) an understanding of and relevant experience in the needs and evolving development of the Industry;
 - (iv) relevant experience and qualifications with respect to the needs and circumstances of the Organisation having regard to its Purpose and Objectives;
 - (v) relevant business, professional, financial, accounting and governance experience, skills and acumen;
 - (vi) experience in the governance and management of not for profit or community-based organisations; and
 - (vii) diversity of experience and perspective.
- (b) Board Skills Matrix (or similar)

From time to time the Board (including via a Board committee with delegated authority for this purpose) should determine, in its judgement, and communicate to the Members, at or around the time when nominations for Member Elected Directors are open:

- (i) the nature of the skills, experience and attributes that the Board (as a whole) desirably should have to meet the Organisation's strategic objectives and needs (including by way of guidance only, to those listed in (a) above); and
 - (ii) any "gap" in the desired skills, experience and attributes of the existing and continuing composition of the Board so as to assist Members in identifying prospective nominees, and to assist Members in the exercise of their voting intent for Member Elected Directors.
- (c) Background Information on proposed Member Elected Directors and Board Appointed Directors

Any proposed nominee for the election or appointment as a Director must provide background career and personal information as to their skills, experience and attributes to the Board (including via a Board committee with delegated authority for that purpose) as may be provided for in the By-laws. This information, or a succinct summary of it, is to be provided by the Board (or its committee) to the Members, including at or about the time of election of Member Elected Directors so as to assist Members in the exercise of their voting intent for Member Elected Directors.

5.11 Consents and Undertakings

Each Director and the Secretary must sign, complete and deliver to the Organisation such forms of consent, contact information and undertakings to observe and comply with any applicable legislation, the Constitution and the Sub By-laws, including as may be prescribed in the Sub By-laws, as a precondition to their taking office as a Director or Secretary.

6 Officers and Officeholders

6.1 Chair and Deputy Chair

- (a) Subject to this Article 6.1, the Board shall:
 - (i) elect a Director as Chair of the Board for a term of three years (or such shorter period determined by the Board), or until the relevant person ceases to be a Director; and
 - (ii) elect a Director as Deputy Chair, for a term of three years (or such shorter period determined by the Board) or until the relevant person ceases to be Director.
- (b) The Board may remove:
 - (i) the Chair as chair of the Board, and/or
 - (ii) the Deputy Chair as deputy chair of the Board,

by ordinary resolution of the Board at any time.
- (c) A Director must not hold office as the Chair for more than the number of years in total specified in Item 7 of Schedule 2 nor if the term of holding office as Chair would result in the Director serving on the Board (whether as a Director or the Chair) for more than the number of years in total specified in Item 6 of Schedule 2 (or such longer period where Article 5.6(b) applies) PROVIDED THAT on resolution of an Absolute Special Majority of the Board the maximum periods mentioned in this Article for a then serving Chair may be extended for up to a further

12 months in circumstance where the Board determines it is in the best interests of the Organisation so to do.

- (d) The Chair must (if present within 15 minutes after the time appointed for the holding of the meeting and willing to act) chair each meeting of the Board.
- (e) If:
 - (i) there is no Chair; or
 - (ii) the Chair is not present within 15 minutes after the time appointed for the holding of a meeting of the Board; or
 - (iii) the Chair is present within that time but is not willing or able to chair all or part of that meeting,then the Deputy Chair, or in default of the Deputy Chair, one of the Directors present elected by those present, will chair the meeting.
- (f) In the terms of the WATC Act (as applicable), the Chair is conferred certain powers and takes on certain responsibilities which must only be exercised consistently with the provisions of this Constitution and the Sub By-Laws.

6.2 Chief Executive Officer

- (a) By resolution of the Board, and in the terms of an employment agreement or contract for services in writing, the Board may appoint a person as the CEO for such reasonable period and on such reasonable terms of appointment (including as to duties, responsibilities, accountabilities, term, termination, remuneration and otherwise) as are determined to be appropriate by the Board (having regard, in particular, to the requirements of the Organisation at the relevant time, accepted prudential industry standards for such appointments and the fiduciary responsibilities of the Directors and consistent with professional advice as may be taken by the Board concerning the same).
- (b) Subject to any written agreement between the Organisation and the CEO, the Board may remove or dismiss or suspend the CEO at any time, with or without cause.
- (c) The Directors may delegate such of their powers (including the power to delegate) to the CEO as provided in Article 7.3.
- (d) Subject to any written agreement between the Organisation and the CEO the Board may:
 - (i) revoke or vary the appointment of the CEO;
 - (ii) revoke or vary any power delegated to the CEO; and/or
 - (iii) suspend the appointment of the CEO or suspend the delegation of powers to the CEO for such period and on such terms as the Board may determine in good faith.
- (e) The CEO must exercise the powers delegated to him or her in accordance with any lawful directions of the Board.

- (f) The lawful exercise of a delegated power by the CEO is as effective as if the Board exercised the power.
- (g) The CEO is to be ex-officio a member of the Board unless the Board (with the CEO recusing him/herself from such deliberations) resolves otherwise but the CEO as a Board member will have no voting rights at Board meetings in that capacity.
- (h) Article 5.6(a) does not apply to the CEO.

6.3 Secretary

- (a) The Organisation must have at least one Secretary as required by the Act.
- (b) A Secretary for the Organisation may be appointed by the Board for any period and on any terms (including as to remuneration) as the Board resolve.
- (c) Subject to any agreement between the Organisation and the Secretary, the Board may remove or dismiss a Secretary at any time, with or without cause, and may revoke or vary the appointment of a Secretary.
- (d) The Board will determine the role, duties and responsibilities of the Secretary and to whom the Secretary will account, including as may be provided for in the Sub By-laws.

6.4 Auditor

On recommendation of the Board and as resolved by the Members in General Meeting, the Organisation will appoint an Auditor for the purposes of and in compliance with any applicable legislation and Article 11.4.

6.5 Indemnity and insurance

- (a) To the extent permitted by law, the Organisation must indemnify each Relevant Officer against:
 - (i) a Liability of that person; and
 - (ii) Legal Costs of that person.
- (b) To the extent permitted by the law, the Organisation may make a payment (whether by way of advance, loan or otherwise) to a Relevant Officer in respect of Legal Costs of that person.
- (c) To the extent permitted by the law, the Organisation may pay, or agree to pay, a premium for a contract insuring a Relevant Officer against:
 - (i) a Liability of that person; and
 - (ii) Legal Costs of that person.
- (d) To the extent permitted by law, the Organisation may enter into an agreement or deed with:
 - (i) a Relevant Officer; or

- (ii) a person who is, or has been, an officer of the Organisation or a related body corporate of the Organisation,

under which the Organisation must do all or any of the following:

- (iii) keep books of the Organisation and allow that officer, and his or her advisers, access to those books on the terms agreed;
- (iv) indemnify that officer against any Liability of that officer;
- (v) make a payment (whether by way of advance, loan or otherwise) to that officer in respect of Legal Costs of that officer; and
- (vi) keep that officer insured in respect of any act or omission by that officer, while a Relevant Officer or an officer of the Organisation or a related body corporate of the Organisation, on the terms agreed (including as to payment of all or part of the premium for a contract of insurance).

7 Powers of the Organisation and Board

7.1 General powers

- (a) Subject to this Constitution, the Organisation may exercise, including in any manner permitted by any applicable legislation, any power which the Chair is conferred under the WATC Act (as if the Chair was a corporation sole by virtue of the WATC Act) or which a public company limited by guarantee and incorporated and registered under the Act may exercise, in order to achieve the Objects, strategies and governance of the Organisation.
- (b) The Board is responsible for the sound governance of the Organisation, and will from time to time review the Organisation's governance framework and the performance of the Board and its committees and the Directors in accordance with principles of accepted good governance practice consistently applied.
- (c) Subject to this Constitution, including Article 7.1(f), the business of the Organisation is to be managed by, or under the direction of, the Board, and the Board may exercise all the powers of the Organisation except any powers that the Act or this Constitution require the Organisation to exercise in General Meeting or only with the approval of Members in General Meeting.
- (d) Notwithstanding any powers and authorities conferred upon the Chair by virtue of the WATC Act, as if the Chair were a corporation sole by virtue of the WATC Act, the Chair must not exercise those powers and authorities without, or otherwise consistently with, the prior authority of the Board.
- (e) Subject to Article 7.1(d) nothing in this Constitution purports to vary or interfere with the provisions of the WATC Act which continue to apply in parallel with this Constitution.
- (f) Notwithstanding the other provisions of this Article 7.1:
 - (i) The Board may not commit the Organisation to a legally binding commitment ("Commitment") concerning a Material Asset or a Material Undertaking or a Material Debt

in excess of the relevant applicable Threshold Amount unless the Commitment is expressed to be conditional upon Member approval in General Meeting.

- (ii) The Board may not make a Commitment concerning a Material Asset or a Material Undertaking or a Material Debt which is less than the applicable Threshold Amount but greater than 50% of the applicable Threshold Amount without first actively consulting with the Members in good faith to ascertain the sentiment of the Members generally concerning the Commitment and reasonably determining in good faith that such sentiment was favourable to the Commitment.
- (iii) When seeking Member approval under paragraph (i) or actively consulting with Members under paragraph (ii), the Board must provide sufficient information (subject to legitimate confidentiality constraints), and allow reasonable opportunity for engagement with and feedback from the Members, to allow Members to be reasonably informed of, and ask and receive answers to questions, as to the nature of the Commitment and its relevance to and impact on the Organisation and its affairs and operations.
- (iv) For the purposes of this Article:
 - (A) “Material Asset” means an asset (current or upon prospective acquisition) of the Organisation with a fair market value as reasonably determined by the Board in good faith which is in excess of the Threshold Amount;
 - (B) “Material Debt” means a debt or financial raising obligation of the Organisation where the amount of the debt or finance raised is in excess of the Threshold Amount;
 - (C) “Material Undertaking” means a commitment or obligation to be entered into by the Organisation where the liability of the Organisation as reasonable determined by the Board in good faith is in excess of the Threshold Amount;
 - (D) “Threshold Amount” means as follows:
 - (1) With respect to a Material Asset or a Material Undertaking, \$20million (adjusted at the end of each Financial Year by the most recently published CPI-Perth inflationary percentage from a 2025 Financial Year end base);
 - (2) With respect to a Material Debt, \$10million (adjusted at the end of each Financial Year by the most recently published CPI-Perth inflationary percentage from a 2025 Financial Year end base).

7.2 Execution of Documents

- (a) If the Organisation has a common seal:
 - (i) the Organisation may execute a document if that seal is fixed to the document and the fixing of that seal is countersigned by:
 - (A) two Directors; or
 - (B) a Director and a Secretary; or

- (C) a Director and another person appointed by the Board (by power of attorney or otherwise) for that purpose.
- (ii) particulars of the use of the common seal (including the reasons for its use, its counter-signatories and the date of its use) will be promptly recorded in the Organisation's corporate secretarial records.
- (iii) the common seal will be kept in the custody and control of the Secretary.
- (b) The Organisation may execute a document without a common seal if the document is signed by:
 - (i) two Directors; or
 - (ii) a Director and a Secretary; or
 - (iii) a Director and another person appointed by the Board (by power of attorney or otherwise) for that purpose; or
 - (iv) the Chair, in capacity as a corporation sole for and on behalf of the Organisation, pursuant to the powers and authorities conferred by the WATC Act (as applicable).
- (c) The Board may resolve, generally or in a particular case:
 - (i) that any signature on certificates or cards for Membership, or other common use documents approved of by the Board, may be affixed by mechanical, electronic or other means;
 - (ii) to delegate the power to execute documents on behalf of the Organisation to officers of the Organisation; and
 - (iii) to grant and execute power(s) of attorney to execute documents and to do such things on behalf of and in the name of the Organisation to such person or persons, as the Board may determine.
- (d) Negotiable instruments may be signed, drawn, accepted, endorsed or otherwise executed by or on behalf of the Organisation in the manner, and by the persons, as the Board resolves.

7.3 Committees and delegates

- (a) Subject to this Constitution, the Board may delegate any of its powers (including power to sub-delegate within the scope of any power delegated) to a committee of the Board, the CEO or an employee of the Organisation.
- (b) The Board may revoke or vary any power delegated under Article 7.3(a) at any time.
- (c) A committee or delegate must exercise the powers delegated in accordance with any directions of the Board.
- (d) The proper exercise of a delegated power by the committee or delegate is as effective as if the Board exercised the power itself.

- (e) Any delegation by the Board of any of its powers must be recorded in the Board's minute book.

7.4 Attorney or agent

- (a) The Board may appoint any person to be attorney or agent of the Organisation for any purpose, for any period and on any terms (including as to remuneration) as the Board resolves.
- (b) The Board may delegate any of their powers (including the power to delegate) to an attorney or agent.
- (c) The Board may revoke or vary:
 - (i) an appointment under Article 7.4(a); or
 - (ii) any power delegated to an attorney or agent.

7.5 Duties of Directors

- (a) The Directors must comply with their duties as directors under the law, including the duties imposed on directors and officers under any applicable legislation.
- (b) In particular, the provisions of Chapter 2D Divisions 1 and 2 of the Act apply *mutatis mutandis* as if the Organisation was incorporated and registered under the Act.

7.6 Conflicts of Interest

- (a) As soon as a Director becomes aware of such an interest, the Director must disclose the nature and extent of any actual or perceived material conflict of interest (direct or indirect, personal or duty) in a matter (and its relationship to the affairs and activities of the Organisation), that is

being considered at a meeting of the Board (or that is proposed in a circular resolution of the Board):

- (i) to the other Directors;
 - (ii) if all of the Directors have the same conflict of interest, to the Members at the next meeting of Members, or at an earlier time if reasonable to do so.
- (b) The disclosure of a conflict of interest by a Director must be recorded in the minutes of the relevant meeting and/or in the Organisation's relevant governance related records.
- (c) Each Director who has a material conflict of interest (direct or indirect, personal or duty) in a matter that is being considered at a meeting of the Board (or that is proposed in a circular resolution of the Board) must not, except as provided under Article 7.6(d):
 - (i) be present at the meeting while the matter is being deliberated; or
 - (ii) vote on the matter.
- (d) Notwithstanding Article 7.6(c), a Director may still be present at a Board meeting and vote (whether at a Board meeting or by circular resolution) if:
 - (i) their interest arises because they are a Member of the Organisation, and the other Members, or a substantial portion of them, have the same interest in common;
 - (ii) their interest relates to an insurance contract that insures, or would insure, the Director against Liabilities that the Director incurs as a Director of the Organisation;
 - (iii) their interest relates to a payment by the Organisation under an indemnity provided in accordance with Article 6.4 or any contract relating to an indemnity that is allowed under any applicable legislation;
 - (iv) the relevant regulatory authority under any applicable legislation makes an order allowing the Director to vote on the matter; or
 - (v) the Directors who do not have a material personal interest in the matter pass a resolution that:
 - (A) identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Organisation; and
 - (B) says that those Directors are satisfied that the interest should not stop the Director from voting or being present.

8 Proceedings of Board

8.1 Circulating resolutions of the Directors

- (a) The Directors may pass a resolution, without a meeting of the Board being held, if a copy of the proposed resolution is sent to all Directors and not less than an Absolute Special Majority

of Directors, entitled to vote on the resolution, assent to a document containing a statement that they are in favour of the resolution set out in the document.

- (b) Separate copies of documents referred to in Article 8.1(a) may be used for assenting to by Directors if the wording of the resolution and the statement is the same in each copy.
- (c) A Director may signify assent to a document under Article 8.1(a) by signing the document or otherwise agreeing to it in writing, including by digital or electronically enabled means.

8.2 Meetings of the Board

- (a) The Directors may meet, adjourn and otherwise regulate their Board meetings as they think fit.
- (b) A meeting of the Board may be held, including remotely at more than one venue, using any technology consented to by all Directors.
- (c) The consent of the Directors under Article 8.2(b) may be for all meetings of the Board or for any one or more specified meetings and a Director may within a reasonable period before a meeting by written notice to the Organisation, withdraw a consent previously given.
- (d) If a meeting of the Directors is held in two or more places linked together by any technology:
 - (i) a Director present at one of the places is taken to be present at the meeting unless and until that Director states to the chair of the meeting that he or she is discontinuing participation in the meeting; and
 - (ii) the chair of that meeting may determine at which place the meeting will be taken to have been held.

8.3 Who can call meetings of the Board

- (a) The Chair alone, the Deputy Chair alone or any 2 other Directors jointly may call a meeting of the Board at any time.
- (b) On a request for a meeting being made under Article 8.3(a), a Secretary (or another acting in the role of the Secretary) must call a meeting of the Board.

8.4 How to call meetings of the Board

- (a) Subject to Article 8.4(e)), notice of a meeting of the Board must be given to each Director.
- (b) A notice of meeting of the Directors must:
 - (i) set out the place, date and time for the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this); and
 - (ii) state the general nature of the business of the meeting.
- (c) Subject to Article 8.4(d), not less than 48 hours' notice of a meeting of the Board must be given, unless an Absolute Special Majority of Directors agree otherwise.

- (d) In the case of an emergency or other corporate urgency, a meeting may be called on short notice, without formal notice of meeting, at the behest of the Chair, the Deputy Chair or the CEO.

8.5 Quorum

- (a) Subject to any applicable legislation, a quorum for a meeting of the Board is a majority of the total number of Directors with voting rights at Board Meetings then holding office.
- (b) A declaration in the meeting minutes by a meeting chair that a quorum is present is prima facie evidence of that fact and the meeting's continuing quorate Category unless the contrary is proven.
- (c) Further to Article 8.5(a), a quorum is only achieved if the Directors' present comprise at least 2 Member Elected Directors and at least 1 Board Appointed Director, or at least 3 Member Elected Directors.
- (d) A quorum for a meeting of the Board needs to be present at all times during the meeting in order for the meeting to transact its business PROVIDED THAT a person who has declared a conflict of interest and has absented themselves (or abstained from deliberating and voting) on a matter before the meeting will still be counted as being present for the purposes of a quorum.

8.6 Resolutions of the Board

- (a) A resolution of the Board, other than a resolution requiring an Absolute Special Majority or a Special Resolution, is passed if more votes are cast in favour of the resolution than against it.
- (b) Subject to any applicable legislation and this Article 8.6, each Director has one vote on a matter arising at a meeting of the Board.
- (c) Subject to any applicable legislation, in case of an equality of votes on a resolution at a meeting of the Board, the chair of that meeting has a casting vote on that resolution in addition to any vote the chair of the meeting has in his or her capacity as a Director, except where there are only 2 Directors entitled to vote on the resolution.
- (d) Resolutions of the Board may be passed by consensus without a formal vote on the resolution having been taken.

9 Board Committees

9.1 Board may establish Committees

The Board may on its own resolution constitute committees of the Board to assist it in the performance of its responsibilities.

9.2 Terms of Reference and Governance

The terms of reference, governance arrangements, and meeting processes and accountability requirements of Board committees will be determined by the Sub By-laws or by the Board at the time of establishment of the relevant committee.

9.3 Review

The Board may from time to time:

- (a) review and vary the matters referred to in Article 9.2; and
- (b) resolve to terminate the ongoing constitution of a Board committee.

10 Sub By-laws

10.1 Sub By-laws

In addition to the provisions of this Constitution including Article 10.6 and Schedule 4, and subject to Article 10.3, Sub By-laws may from time to time be prescribed to govern and/or regulate Sub By-law Matters.

10.2 Sub By-law Matters

Sub By-law matters include:

- (a) any matter of a nature authorised by this Constitution to be capable of being the subject of a Sub By-law;
- (b) any matter pertinent to:
 - (i) Membership including Classes (and Category within Classes);
 - (ii) Fees;
 - (iii) meetings of Members;
 - (iv) rights, responsibilities and conduct of Members;
 - (v) procedures concerning nomination, voting on, election and appointment of Directors;
 - (vi) governance and management of the Organisation; and
 - (vii) policies, procedures, protocols and practices of the Organisation.

10.3 No conflict with Constitution

No Sub By-law may conflict with a provision of this Constitution and if it does:

- (a) the Sub By-law is either void or will be read down to the extent of such conflict; and
- (b) the provisions of this Constitution will prevail.

10.4 Making of Sub By-laws

- (a) Other than as provided in Article 10.6, Sub By-laws may be made, varied or revoked by resolution of the Board passed with not less than an Absolute Special Majority of the Board.
- (b) Other than as provided in Article 10.6, Sub By-Laws, and any variation to or revocation of them, will become effective on the date so determined by the Board at the time of their making or in the absence of such a determination, 30 days after the Board resolution.
- (c) Within 7 days of the Board making, varying or revoking a Sub By-Law, a copy of the Sub By-Law (or its variation or revocation, as applicable) must be published on the Organisation's website to inform Members thereof.

10.5 Force and Effect of Sub By-Laws

Sub By-Laws will have contractual force and effect between Members inter se, between the Organisation and the Members, and between the Organisation and its officers, in the same manner as if the Sub By-laws had constitutional force and effect in their own right.

10.6 Current Sub By-Laws upon adoption of Constitution

The By-laws to apply from the Effective Date of adoption of this Constitution are set out and described in Schedule 4.

11 Books and Records

11.1 Financial Year

The financial year of the Organisation ends on 31 July in each year.

11.2 Accounts

The Board, through the Secretary and the CEO, shall control and manage the manner in which the funds, assets and affairs of the Organisation will be held and dealt with and shall cause proper accounts, books and records to be kept, in accordance with accepted Australian accounting standards consistently applied for like bodies corporate to the Organisation and otherwise as may be required under any applicable legislation with respect to:

- (a) all sums of money received or expended by the Organisation and the matter in respect of which the receipt or expenditure takes place;
- (b) all financial transactions of the Organisation;
- (c) the assets and liabilities of the Organisation; and
- (d) the Organisation's operations.

11.3 Books, accounts and records

The accounts, books and records shall be kept at the office of the Organisation or such other place from time to time determined by the Board under the control and custody of the CEO and the Secretary and are open to inspection by the Directors and must be retained in accordance with any applicable legislation.

11.4 Audit

The Board shall cause the accounts to be audited at least annually by the Auditor in accordance with the requirements of any applicable legislation.

11.5 Minutes

- (a) The Organisation must, within the earlier of one month and the requirements of any applicable legislation, make and keep the following records:
 - (i) minutes of proceedings and resolutions of meetings of Members or Directors' meetings (including meetings of any committees);
 - (ii) minutes of circular resolutions of Directors; and
 - (iii) a copy of a notice of each meeting of Members or Directors' meetings.
- (b) The Directors must ensure that minutes of a meeting of Members or a Directors' meeting are signed within a reasonable time after the meeting (and, at any rate, by no later than the date of the next meeting of the same type) by:
 - (i) the chair of the meeting; or
 - (ii) the chair of the next meeting.
- (c) Records of minutes of meetings of Members are open for inspection by Members.
- (d) Records of minutes of meetings of Directors are open to inspection by Directors.

12 Constitution and alterations to it

No new Article or provision shall be added to this Constitution nor shall any of the Articles or provisions contained herein be amended, altered or rescinded unless:

- (a) the new Article or provision, amendment, alteration or rescission is done in compliance with the WATC Act; or
- (b) from such time when the WATC Act may no longer apply to the Organisation, a Special Resolution of Members in General Meeting to do so is passed; and in any event
- (c) any and all relevant provisions of the WATC Act, the RWVA Act, this Constitution and any applicable legislation are complied with.

13 Notices

13.1 Notice to Members

- (a) Subject to Article 13.1(b), the Organisation may give notice to a Member:
 - (i) by hand delivery;
 - (ii) by sending it by prepaid post to the address of the Member in the Register or the alternative address (if any) nominated by that Member;
 - (iii) by sending it to the electronic or digital address (if any) nominated by that Member; or
 - (iv) by advertisement in accordance with Article 13.1(c).
- (b) If the address of any Member in the Register is not within Australia (and its Territories) and that Member does not nominate an alternative address within Australia (and its Territories), unless otherwise specified by any applicable legislation, the Organisation may (in addition to any method of service specified in Article 13.1(a)) give a notice to that Member by:
 - (i) posting it on the Organisation's internet website (if any); or
 - (ii) advertisement in accordance with Article 13.1(c).
- (c) Any notice allowed to be given by the Organisation to Members by advertisement is sufficiently advertised if advertised:
 - (i) in a newspaper published on most days and generally circulating in Western Australia; or
 - (ii) in electronic form on an online media portal reasonably approved of by the Board and which is generally available and accessible to members of the public in Western Australia.

13.2 Notice to Directors

The Organisation may give notice to a Director:

- (a) by hand delivery;

- (b) by sending it by prepaid post to the usual residential address of that person or the alternative address (if any), including a post office box address, nominated by that person;
- (c) by sending it to the electronic or digital address (if any) nominated by that person; or
- (d) by any other means agreed between the Organisation and that person.

13.3 Notice to the Organisation

A person may give notice to the Organisation:

- (a) by leaving it at the registered office of the Organisation;
- (b) by sending it by prepaid post to the registered office of the Organisation;
- (c) by sending it to the electronic or digital address (if any) nominated by the Organisation for that purpose; or
- (d) by any other means permitted or required by any applicable legislation.

13.4 Signatures

To the extent permitted by law, the Board may decide, generally or in a particular case, that a notice given by the Organisation may be signed by mechanical, electronic or other means.

14 Winding up

14.1 Transfer of surplus

Subject to any applicable legislation and any other applicable laws or court orders, on a winding up of the Organisation, the Members by Special Resolution must determine one or more companies, associations or institutions whose constitutions:

- (a) require them to pursue only objects similar to those in Article 1.4 and to apply their income in promoting those objects;
- (b) prohibit them from making payments or distributions to their members to at least the same extent as in Article 1.5; and
- (c) if an incorporated entity, prohibit them from paying fees to their directors other than with the prior approval of the entity's shareholders or members, and require their boards to approve all other payments the entity may make to their directors,

to whom the liquidator must give or transfer any surplus assets or property on winding up, in accordance with a distribution plan also determined by Special Resolution of Members which, among other things, identifies the proportions in which surplus assets or property are to be distributed among the relevant entities (if more than one).

14.2 Application to Court

If the Members fail to make a determination under Article 14.1 within 20 Business Days of the winding up of the Organisation, the liquidator must make an application to the Court with appropriate jurisdiction to make that determination.

15 Transitional Provisions

15.1 Transitional Arrangements

The Transitional Provisions shall apply in accordance with their terms as if set out in this Constitution in full.

15.2 Transitional Provisions Paramount

In the case of any inconsistency between the Transitional Provisions and any other provision of this Constitution or the Sub By-laws, the Transitional Provisions will prevail.

15.3 Continuance of Transitional Provisions

The Transitional Provisions shall have continuing force and effect in accordance with their terms.

16 Dispute Resolution

- (a) The dispute resolution procedures set out in this Article 16 apply to disputes arising under or in relation to this Constitution and the Sub By-laws between:
 - (i) Member and another Member;
 - (ii) Director and the Organisation; and
 - (iii) a Member and the Organisation.
- (b) The parties to a dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, attend a meeting with the CEO or Chair to try and resolve the dispute.
- (d) If the parties are unable to resolve the dispute at the meeting with the CEO or Chair, or if a party fails to attend that meeting, then the parties must, within 10 days, arrange to hold a

meeting in the presence of a mediator with accreditation recognized by a professional association of mediation ("Mediator") .

- (e) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (f) The Mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process every opportunity to be heard;
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (g) The Mediator does not have authority to determine the dispute without the mutual agreement of the parties to the dispute.
- (h) The mediation must be confidential and without prejudice.
- (i) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute at law.
- (j) Specifically, the foregoing process does not apply to a dispute where the Organisation, the Board or a designated officer has reasonably made a determination in good faith and pursuant to a discretion authorised by this Constitution or the Sub By-laws.
- (k) If any applicable legislation provides for an alternate mandatory dispute resolution process, then that process will apply and prevail over that set out in this Article.

Schedule 1

Definitions and interpretation

1. Definitions

In this Constitution:

“Absolute Special Majority” in the context of a Board resolution means a resolution passed by not less than 75% of the total number of Directors holding office at the time of the resolution.

“AGM” means the Annual General Meeting of Members.

“Act” means the *Corporations Act 2001* (Cth).

“any applicable legislation” means any legislative enactment that applied to the Organisation including: (a) the Act, if the Organisation is incorporated and registered under the Act; (b) the Associations Incorporation Act (WA) 2015, if the Organisation is incorporated and registered under that legislation; (c) the WATC Act; (d) the RWWA Act; and (e) the Income Tax Assessment Act (Cwlth) 1936.

“Applicable Form” has the meaning ascribed to it in the By-laws.

“Auditor” means the duly accredited auditor of the Organisation appointed in the terms of this Constitution.

“Board” means the Directors meeting from time to time as a board of directors of the Organisation.

“Board Appointed Director” means a Director appointed pursuant to Article 5.4.

“Business Day” means a day except a Saturday, Sunday or public holiday in Western Australia.

“Sub By-Laws” means sub by-laws of the Organisation enacted in accordance with Article 10.

“Sub By-Law Matters” means matters of the nature mentioned in Article 10.2 which may be the subject of a Sub By-Law.

“Category” means any differentiating contractual rights of a Member or a particular Class where a Member may be entitled to extra services or privileges from the Organisation and/or any extra responsibilities or obligations to the Organisation.

“Cessation Event” means, in respect of a Member:

- (a) the death or bankruptcy of that Member or liquidation, external administration or dissolution of a Member in the case of a corporation; or
- (b) that Member becoming of unsound mind or a person whose property is liable to be dealt with under a law relating to mental health; or

- (c) that Member has been convicted within the preceding 5 years in criminal proceedings brought in connection with a contravention of the law where the penalty for the offence may be incarceration for a period in excess of 12 months, but excluding any “spent conviction”; or
- (d) that Member has failed to pay any Fees or other money owing to the Organisation and those Fees or other moneys remain outstanding for at least 40 Business Days after written notice of demand for payment has been issued to the Member; or
- (e) the Board determines that in its opinion exercised in good faith:
 - (i) the conduct of that Member is unbecoming of a Member; or
 - (ii) that the continued Membership of the Member may be prejudicial to the objects, interests or reputation of the Organisation; or
 - (iii) the Member is in material or persistent breach of the Sub By-laws or this Constitution.

.“**Chair**” means a person elected as chair of the Board under Article 6.1.

“**CEO**” means the person appointed for the time being under Article 6.2, being an employee (whether full-time or part-time) of the Organisation or a related body corporate of the Organisation.

“**Class**” means a class of Membership (if any) as prescribed in the Sub By-Laws but does not include a different Category of Membership as also prescribed in the Sub By-laws.

“**Director**” means a director of the Organisation for the time being.

“**Effective Date**” has the meaning given in Schedule 3.

“**Fees**” means a fee or levy payable by Members under Article 3.1.

“**Financial Year**” means 1 August in one year to 31 July (inclusive) in the next succeeding year, or such other period as may be prescribed in the Sub By-Laws with the Organisation’s first financial year following incorporation or registration under any applicable legislation to commence on the date of registration of incorporation and ending on the next succeeding 31 July.

“**General Meeting**” means a general meeting of Members duly called and held in the terms of Article 4.1 and includes an AGM and an extraordinary general meeting.

Industry means, the industry of racing and wagering with respect to horses and includes all collateral and incidental business or vocational callings ancillary thereto.

“**Legal Costs**” for a person, means legal costs incurred by that person in defending an action for a Liability of that person.

“**Liability**” of a person, means a liability incurred by that person as an officer of the organisation or a related body corporate of the Organisation.

“**Member**” means a person (natural or corporate) whose name is entered in the Register as a member of the Organisation and “**Membership**” has a corresponding meaning.

“Member Elected Director” means a Director appointed pursuant to Article 5.3.

“Nominee” means the designated nominee of a Member that has a corporate Category in the terms of Sub By-Law paragraph 3.3.

“Objects” and “Purpose” respectively mean the fundamental objects and purpose for which (and upon which) the Organisation is established and governed, as set in Item 3 of Schedule 2.

“Organisation” has the meaning in Article 1.2(a);

“Prescribed Notice” means a notice prescribed under the Act, this Constitution or the By-laws including at least of the Prescribed Period.

“Prescribed Period” means 14 days, subject to any other period of notice being prescribed under any applicable legislation, this Constitution or the Sub By-Laws.

“Register” means the register of Members kept under any applicable legislation and Article 2.9.

“Rules of Racing” means the rules of racing made pursuant to section 24 of the Racing and Wagering Act 2003.

“RWWA” means Racing and Wagering Western Australia, the body corporate controlling authority for thoroughbred, harness and greyhound racing in Western Australia.

“RWWA Act” means the legislation governing RWWA as amended from time to time.

“Relevant Officer” means a person who is, or has been, a Secretary, a Chief Executive Officer, a Director or another person who has held office in the Organisation and would be defined as an “officer” in the terms of the Act (as if the Act applied to the Organisation mutatis mutandis).

“Secretary” means the company secretary of the Organisation for the time being.

“Special Resolution” has the meaning ascribed to it in section 9 of the Act (as if the Act applied to the Organisation mutatis mutandis).

“Term” means the term of office of each Director in accordance with these Articles.

“Transitional Provisions” means those provisions of this Constitution appearing in Schedule 3.

“WATC Act” means The Western Australian Turf Club Act (1892) as amended from time to time.\

“WATC By-laws” means by-laws under s.13 of the WATC Act.

2. Interpretation

(a) In this Constitution:

(i) a reference to a meeting of Members includes a meeting of any Class of Members;

- (ii) a Member is taken to be present at a meeting of Members if the Member is present in person or by proxy or attorney, or (where applicable or permitted under this Constitution) by virtual means; and
 - (iii) a reference to a notice or document in writing includes a notice or document given by electronic or other form of written communication.
- (b) In this Constitution, headings are for convenience only and do not affect interpretation. Unless the context indicates a contrary intention:
 - (i) words importing the singular include the plural (and vice versa);
 - (ii) words indicating a gender include any other gender and any non-specific gender affiliations;
 - (iii) the word “person” includes an individual, the estate of an individual, a corporation, an authority, an association or a joint venture (whether incorporated or unincorporated), a partnership and a trust;
 - (iv) where a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning; and
 - (v) the word “**includes**” in any form is not a word of limitation.
- (c) Unless the context indicates a contrary intention, in this Constitution:
 - (i) a reference to an Article or a Schedule, is to an article or a schedule of this Constitution;
 - (ii) a reference in a Schedule to a paragraph is to a paragraph of that Schedule;
 - (iii) a Schedule is part of this Constitution; and
 - (iv) a reference to this Constitution, is to this Constitution (and where applicable any of its provisions) as modified or repealed from time to time.
- (d) Unless the context indicates a contrary intention, in this Constitution, a reference to any statute or to any statutory provision includes any statutory modification or re-enactment of it or any statutory provision substituted for it, and all ordinances, by-laws, regulations, rules and statutory instruments (however described) issued under it.
- (e) Unless the context indicates a contrary intention, in this Constitution:
 - (i) an expression that deals with a matter dealt with by a provision of the Act has the same meaning as in that provision;

- (ii) an expression that is defined in Section 9 of the Act has the same meaning as in that Section'

as if the Act applied to the Organisation *mutatis mutandis*.

- (f) In interpreting this Constitution and any provision of it, the Organisation shall be considered to be the same organisation, with continuity of being, as it previously was under any applicable legislation pursuant to which it may have been recognised, incorporated or registered from time to time.

3. Exercise of powers

Where this Constitution confers a power or imposes a duty, then, unless the contrary intention appears, the power may be exercised and the duty must be performed, from time to time, as the occasion requires.

4. Severing invalid provisions

If at any time any provision of this Constitution is or becomes illegal, invalid or unenforceable in any respect under the law of any jurisdiction, that does not affect or impair:

- (a) the legality, validity or enforceability in that jurisdiction of any other provision of this Constitution; or
- (b) the legality, validity or enforceability under the law of any other jurisdiction of that or any other provision of this Constitution.

Schedule 2

Key Information

1. Name of the Organisation [refer Article 1.2(a)]

The Western Australian Turf Club

2. Amount of Member's guaranteed contribution (refer Article 1.2(c))[No provision]

3. Purpose and Objects of Organisation (refer Article 1.4)

- (a) The Purpose of the Organisation is to promote and foster horse racing.
- (b) In furtherance of the Purpose referred to in item 3(a) above, the Objects of the Organisation are:
 - (i) To provide and maintain, through acquisition, development or otherwise, places of public enjoyment especially for:
 - (A) the encouragement of horse racing; and
 - (B) the training and running of racehorses.
 - (ii) to undertake the care, maintenance and control of the land vested in the Organisation for the purpose of public racecourses;
 - (iii) to encourage growth in membership of the Organisation and improvement of membership facilities to better enable members to participate in and enjoy the Organisation's horse racing activities and purposes; and
 - (iv) to pursue income producing investments or activities that provide financial support towards the promotion and advancement of the abovementioned Objects.
- (c) It is declared that the Objects set forth in any sub-paragraph (b) of this item 3 of Schedule 2 shall not be restrictively construed but the widest interpretation shall be given thereto and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference or inference from any other Object or Objects set forth in this Item 3 of Schedule 2 or from the terms of any other provision of this Constitution or by the name of the Organisation.

4. Quorum of Members for Meetings (refer Article 4.6)

- (a) General meeting of Members

The lesser of 40 Members with unrestricted voting rights and 5% of the total number of Members with unrestricted voting rights at the time the relevant meeting is held.

- (b) Class meeting of designated Membership Classes (where there is more than one Class of Member)

The lesser of 20 Class Members with unrestricted Class voting rights, and 5% of the total number of Members in that Class with unrestricted voting rights at the time the relevant meeting is held.

5. Number of Directors (refer Article 5)

- (a) Maximum number of Directors

Nine (9) exclusive of the CEO (as applicable – refer Article 5.2(a))

- (b) Minimum number of Directors

Five (5)

- (c) Minimum number of Member Elected Directors

Three (3)

- (d) Maximum number of Member Elected Directors

Five (5)

- (e) Maximum number of Board Appointed Directors

Four (4)

- (f) Minimum number of Board Appointed Directors

Two (2)

6. Maximum term as a Director (refer Article 5.6(a))

9 years

7. Maximum periods for service as Chair (refer Article 6.1(c))

3 years

Schedule 3

Transitional Provisions

1. For the purposes of these Transitional Provisions:
 - (a) **“Effective Date”** means the date of adoption of this Constitution as by-laws in the terms of s.13 of the WATC Act.
 - (b) Terms uniquely defined in the Constitution and used in these Transitional Provisions will have those defined meanings.
2. From the Effective Date the existing constitution, rules of association or WATC By-laws that previously applied to the Organisation are of no further force or effect and this Constitution will be published in the manner considered appropriate by the Board in the terms of s.13(3) of the WATC Act.
3. With respect to those holding constitutionally recognised office as at the Effective Date, the following provisions shall apply:
 - (a) Subject to paragraph 3(f) below, the Directors listed in column 1 of Table A:
 - (i) shall be deemed to be either a Member Elected Director or a Board Appointed Director on and from the Effective Date as indicated in column 2 of Table A against each of their names; and
 - (ii) shall be deemed to retire or their appointment to office terminated as at the time listed in column 3 of Table A against each of their names (without prejudice to their opportunity to be re-elected or re-appointed to office, subject to the provisions of the Constitution).
 - (b) Any person holding office as a Director immediately prior to the Effective Date and whose name does not appear in Table A shall be deemed to have retired from such office as at the Effective Date.

Table A		
Column 1	Column 2	Column 3
Name of Director	Member Elected Director (ED)/ Chair/Deputy Chair/ Board Appointed Director (AD)	Deemed date of scheduled retirement from office
1	ED	Term expiry []
2	ED	Term expiry []
3	ED	Term expiry []
4	ED	Term expiry []
5	ED	Term expiry []
6	AD	Term expiry []
7	AD	Term expiry []
8	AD	Term expiry []
9	AD	Term expiry []
10	CEO (ex officio)	N/A
•	Chair	Term expiry [](*)
•	Deputy Chair	Term expiry []

(*) Subject to the proviso in Article 6.1(c)

- (c) Subject to paragraph 3(e) below, the persons holding office as Chair and Vice Chair respectively immediately before the Effective Date will continue to hold office respectively as Chair and Deputy Chair on and from the Effective Date until the first Board meeting following the next AGM held after the Effective Date.
- (d) Subject to paragraph 3(e) below, the persons holding office as Chief Executive Officer and Secretary immediately before the Effective Date will continue to hold such offices on and from the Effective Date.
- (e) It is a condition precedent to each Director and the Secretary holding office as such on and from the Effective Date that they respectively have executed a consent or approval to act in such role in accordance with any regulatory requirements of any applicable legislation.
- (f) Subject to Article 5.7, a Director listed in Table A may hold office as such until at least the date mentioned in column 3 of Table A against their name notwithstanding Article 5.6.
- (g) Subject to Article 5.7 the Chair may hold office as chair until at least the date mentioned in column 3 of Table A against their name as Chair notwithstanding 6.1(c).

4. With respect to Membership

- (a) Members holding the Class of Membership noted in column 1 of Table B immediately prior to the Effective Date shall be deemed to hold the Class of Membership noted in column 2 of Table B on and from the Effective Date until 30 June next following the Effective Date without any additional Fee or Fee adjustment on account of that change of class of Membership.

Table B	
Column 1	Column 2
Pre-Effective Date Class of Membership	Membership Class on and from Effective Date
Ordinary Member	Member
Corporate Member	Member with Corporate Category
Life Member	Member with Life Member Category

Schedule 4

Sub By-Laws

1. Introduction

- 1.1 These Sub By-laws have been adopted by the Board pursuant to Article 10.4 of the Constitution.
- 1.2 These Sub By-laws have effect from the Effective Date.
- 1.3 Should any Sub By-law conflict with a provision of the Constitution, then in the terms of Article 10.4 of the Constitution, that Sub By-law will be either void or read down to the extent of such conflict, and the provisions of the Constitution will prevail.
- 1.4 Words and phrases defined in the Constitution and used in these Sub By-laws have the meanings accorded to them in the Constitution.
- 1.5 Where a power is conferred on the Board under these Sub By-laws, other than to create or amend Sub By-Laws, the Board may resolve to delegate that power to the CEO.
- 1.6 In these Sub By-laws the following words have the meanings set opposite them:

“Applicable Form” means a form referred to in these By-laws which has been approved by the Board for the relevant functional purpose in these Sub By-laws.

2. Governance Charter

- 2.1 The terms of the Governance Charter adopted by the Board and prevailing as at the Effective Date apply on and from the Effective Date as having the force and effect of Sub By-laws duly adopted by the Board.
- 2.2 A copy of the Constitution, these Sub By-Laws and the Governance Charter are to be available for inspection and reference by Members and others including on the Organisation's web-site.

3. Membership Classes and Category

- 3.1 (a) Membership of the Organisation is available in the following classes:
 - Member
 - Such other Class or Classes as may be prescribed from time to time in these By-laws
- (b) For the purposes of Article 2.1(b) of the Constitution, the Board by Absolute Special Majority may determine any limits on the number of Members in a Class of Membership.

3.2 The rights, privileges and obligations attaching to each Class of Membership are as follows:

(a) Member

Subject to payment of all applicable Fees from time to time levied with respect to that Membership, a Member is entitled:

- (i) to vote, and to participate and speak (in accordance with rulings of the meeting chair) at meetings of Members and meetings of that Class of Member;
- (ii) to nominate a qualifying Member for consideration for election as a Member Elected Director;
- (iii) to stand for office as a Director (if either a natural person or the Nominee of a Full Member with corporate Category) subject to any eligibility criteria in the Constitution;
- (iv) to receive all information required by the Constitution, these Sub By-laws or the Act to be forwarded to Members of that Class of Membership;
- (v) to receive such publications and communications as the Organisation may from time to time determine is appropriate or desirable to forward to Members of that Class of Membership; an
- (vi) to exercise such other rights and privileges determined from time to time by the Board to be accorded to Members of that Class (and Category as applicable) of Membership.

(b) Other Membership Classes

[no provisions]

3.3 Category Rights

- (a) The Board may from time to time designate certain differential Categories and rights, privileges, responsibilities and/or obligations that may apply from time to time to certain Members of a Class or Classes;
- (b) Subject to Sub By-law paragraph 3.3(c), (d) and (e) such differential Categories and rights, privileges, responsibilities and/or obligations apply by way of contractual arrangement between the relevant Member and the Organisation with rights for the Board, by reasonable notice in writing to the Members enjoying or to enjoy such Category to determine, withdraw or vary the relevant rights, privileges, responsibilities and/or obligations including any costs, fees and other conditions for continuing enjoyment of the Category;
- (c) "Life Member" Status may be afforded on recommendation of the Board and by way of Member resolution in General Meeting to Members of the Organisation who have been a Member for an extended period of time and who have given outstanding and meritorious service to the Organisation. "Life Members" are exempt from payment of Fees under the Constitution and may be afforded such other incidental recognition and privileges as the Board may determine from time to time;

- (d) "Corporate" Category may be afforded by the Board to a body corporate applying for or granted Membership. Such status entitles the Member to nominate a natural person, who would otherwise be eligible for Member Category as a natural person, as the Member's Nominee to exercise the rights and privileges afforded to a Member under this Sub By-law paragraph 3.2(a) on behalf of the corporate Member.
- (e) "Patron" or "Friend" Category may be afforded by the Board to any person (whether or not they are a Member) whom the Board resolves by Absolute Special Majority to be afforded such status in the best interests of the Organisation by reason of their standing in the Industry or in the community and their association with the Organisation and/or its Purpose and Objects.
- (f) "Associate" Category. Subject to payment of all applicable Fees from time to time levied with respect to that Membership, a Member with Associate Category is entitled to the same rights and privileges set out in By-Law paragraph 3.2(a)(iv) to (vi) and is permitted to attend meetings of Members. However, for the avoidance of doubt, a Member with "Associate" Category is not permitted:
 - (i) to vote, and to participate and speak (in accordance with rulings of the meeting chair) at meetings of Members;
 - (ii) to nominate a qualifying Member for consideration for election as a Member Elected Director; or
 - (iii) to stand for office as a Director.
- (g) "Life Member" Category. Life Member Category confers all rights, privileges and obligations applicable to a Member, but without the obligation to pay nomination or subscription Fees.

3.4 All applications for Membership must be:

- (a) completed substantially in the Applicable Form relevant to the Class of Membership being applied for;
- (b) accompanied by such information as is required by the Organisation to reasonably verify that the applicant meets the requirements for Membership of the relevant Class and Category (as applicable);
- (c) accompanied by payment of any Fees applicable to that application and Membership;
- (d) signed by the applicant; and
- (e) signed by an existing Member as the nominator of the applicant for Membership to verify the applicant's good character and suitability for Membership of that Class (and Status within that Class, as applicable),

PROVIDED THAT the Board may at its discretion:

- (f) waive strict compliance with any aspect or aspects of the foregoing;
- (g) require the provision of such further information from the applicant, which it considers it is appropriate so to do in the interests of the Organisation and the integrity of its Membership.

3.5 Without limiting By-law paragraph 3.4, the Applicable Form to be signed by an applicant under By-law paragraph 3.4 must include an undertaking by the applicant, conditional upon the applicant becoming a Member:

- (a) in the terms of Article 1.2(c) of the Constitution; and
- (b) to observe and comply with the provisions of the Constitution and the Sub By-laws to the extent to which they have application to a person who is a Member of the Class of Membership applied for (and Category within that Class, as applicable).

4. Fees and Interest

4.1 Fees may be for all or any of the following and in such amounts as determined from time to time by the Board.

- (a) initial Membership nomination fee; and
- (b) Membership annual subscription fee;
- (c) Category fees; and
- (d) other (as determined by the Board).

4.2 All Fees must be paid by the date notified in the Organisation's invoice for the same, or if no date is notified, within a reasonable time of the Organisation's invoice for the same.

4.3 As at and from the Effective Date, the Fees are the same as those applying immediately prior to the Effective Date.

4.4 Subject to Sub By-law paragraph 4.5, around the commencement of each Financial Year after the Effective Date, the Board by resolution duly passed, after consultation with management as part of the Organisation's budgetary process, will set the Fees then applicable for the forthcoming Financial Year and will communicate the same to the Members by notice under Article 13 of the Constitution.

4.5 Unless payment is waived under Article 3.1 of the Constitution, the prescribed rate of interest in the terms of Article 3.2 of the Constitution is 10% per annum simple interest.

4.6 If any GST is chargeable in connection with a Fee, then unless stated to the contrary at the time of determination of that Fee, the amount of that GST is to be included in the Fee and is to be payable by the Member or person to whom the Organisation's tax invoice for the Fee is rendered.

5. Access to the Organisation's facilities

- (a) Conditions and rights of access, use and enjoyment (including fees and charges) to facilities operated by the Organisation will be determined from time to time by the Board (or as such determination may be delegated to or via the CEO).
- (b) The Board (including as delegated to or via the CEO) may from time to time set apart for betting or other purposes, or change or cancel, such place or places on any facilities operated by the Organisation as it thinks fit.

- (c) Subject to Sub By-law paragraph 5(e), a person may be refused admission to, or be expelled or any part thereof, by the CEO or a steward or other person appointed or recognised by the Organisation as having authority for such purpose.
- (d) A person may be warned off (including as that term is defined in the Rules of Racing) any such facility if the Board (including as delegated to or via the CEO) determines that there are reasonable grounds for believing that his or her presence at the facility may be undesirable for, or prejudicial, adverse or harmful to, the proper conduct of racing or of any other activity at the facility or the best interests of the Organisation.
- (e) Notwithstanding Sub By-Law paragraph 5(a), any person not a Member, Member's guest, pass holder, or otherwise notionally entitled to admission to a facility, may be refused admission to or expelled from any facility operated by the Organisation by the CEO or a steward or other person appointed or recognised by the Organisation as having authority for such purpose, without any reason needing to be given.

6. Inspection of Sub By-Laws

A member may inspect the Sub By-Laws including as may be authorised in the terms of any applicable legislation.

7. Applicable Forms and Processes

- 7.1 The management of the Organisation may from time to time propose to the Board Applicable Forms in order to best manage and administer functions to be undertaken in the terms of these Sub By-laws.
- 7.2 The Board may by resolution approve, with or without amendment, any such proposed Applicable Forms.
- 7.3 Upon such approval by the Board, the relevant form will then be the prescribed Applicable Form for the purposes of these Sub By-laws and the Constitution (as applicable).
- 7.4 Without limitation, Applicable Forms may relate to any or all of the following functions and requirements:
 - (a) Constitution
 - (i) Article 2.2 – Application
 - (ii) Article 2.6 – Expulsion or Suspension
 - (iii) Article 4.14(f) & (k) – Proxy form
 - (iv) Article 5.3(b) & (c) – Nomination of Member Elected Director
 - (v) Article 5.11 – Directors' and Secretary's consent and undertakings
 - (b) Sub By-laws
 - (i) Sub By-law paragraph 3.4 – Application for Membership

8. Miscellaneous

8.1 General conduct of meetings of Members (Article 4.8)

No special Sub By-laws currently apply.

8.2 Nomination of Member Elected Directors (Article 5.3(c)(i))

(a) Refer Sub By-law paragraph 5.4(a)(iv) and (v) for the Applicable Form

(b) Refer Sub By-law paragraph 2 Governance Charter

8.3 Presentation of nominations for Member Elected Directors to Membership (Article 5.3(c)(ii))

(a) The Board will approve at its discretion the manner in which it is proposed for nominations for Member Elected Directors to be presented to Members.

The Board will act impartially and in good faith in exercising its discretion with a view to the Members being presented with adequate, timely but succinct information to enable them to make a reasonably informed judgement when exercising their vote.

(b) Nominees for Member Elected Directors may provide a brief statement to the Organisation concerning their candidature for office at least 21 days before the scheduled date of the issue of election/voting papers to Members provided the Board is satisfied that the statement is not offensive to, or likely to offend, the Organisation or any Member of it. If the Board is not so satisfied the Board reserves the right to censor any portion of the statement that the Board (in good faith) considers to be offensive to, or likely to offend, the Organisation or any Member of it.

8.4 Manner in which voting for Member Elected Directors is to occur (Article 5.3(c)(iii))

(a) Subject to any applicable legislation, the Board will approve at its discretion the manner in which voting for Member Elected Directors is to occur.

(b) The Board will act impartially and in good faith in exercising its discretion to ensure integrity and probity of process.

(c) In exercising its discretion the Board may place due reliance on advice and recommendations from its legal representatives and/or its Member registry provider as to what is good governance practice for such processes for a membership organisation with a membership base of the size of the Organisation.

8.5 Directors Consents and Undertakings (Article 5.11)

Refer Sub By-law paragraph 5.4(a)(v) for the Applicable Form

8.6 Secretary's Duties (Article 6.5(c))

Refer to Sub By-law paragraph 2 Governance Charter.

8.7 Board Committees Terms of Reference and Governance

Refer to Sub By-law paragraph 2 Governance Charter.