

CONSTITUTION OF COFFS HARBOUR RACING CLUB LIMITED

**ACN 065 545 815
ABN 93 065 545 815**

A PUBLIC COMPANY LIMITED BY GUARANTEE

NAME

R1 The Company is Coffs Harbour Racing Club Limited.

ADOPTION OF CONSTITUTION

R1.2 This Constitution is adopted on _____ 2013 and replaces the constitution in operation immediately prior thereto.

RULES OF THE CLUB

R1.3.1 The Replaceable Rules in the Law do not apply.

R1.3.2 This Constitution is, for the purposes of and subject to the Law and Act, the rules of the Club.

DEFINITIONS

R1.4 In the Constitution:-

- (a) "Act" means any statute law other than the Law which is binding on the Club or which the Club may choose to take advantage of.
- (b) "Badge" means the badge, badges, medal, medals, token, tokens, card, cards or other thing or things provided by the Club to a member or Director to be worn by that member or Director or that member's or Director's partner or guest as a mark of that member's current membership or that Director's current Office as a Director of the Club and of that partner's or guest's right to enjoy the privileges of the Club in the company of that member or Director.
- (c) "Board" means the Directors for the time being of the Club.
- (d) "By-Laws" means the By-Laws of the Club for the time then being.

- (e) "Chair" means the Chairperson, Chairman or Chairwoman of the Board.
- (f) "Club" mean the Coffs Harbour Racing Club Limited.
- (g) "Commission" has the meaning ascribed to that word in the Law.
- (h) "Constitution" means the Constitution of the Club as it exists for the time then being.
- (i) "Director" means a member of the Board.
- (j) "Law" means the Corporations Act 2001. When any provision of the Law is referred to the reference is to that provision as modified by any law for the time being in force.
- (k) "member" means a person who is an ordinary, honorary or life member of the Club.
- (l) "Notice Board" means the board or boards provided in the Office on which notices for the information of members may be posted.
- (m) "Office" means the registered office of the Club for the time then being.
- (n) "R" is an abbreviation for a rule in this Constitution.
- (o) "Seal" means the common seal of the Club.
- (p) "Chief Executive Officer", includes Secretary, General Manager, Secretary Manager or Honorary Secretary of the Club.
- (q) "Special Resolution" has the meaning ascribed to those words in the Law.
- (r) "State" means the State of New South Wales.
- (s) "The Rules of Racing NSW" mean The Australian Rules of Racing and The Local Rules of Racing NSW and The Rules of Betting of Racing NSW construed together.
- (t) "writing" or "written" includes printing, typing, lithography and other modes of reproducing or representing words in a visible form in the English language.

Except where a contrary intention appears words or expressions shall be interpreted in accordance with the provision of the Law.

OBJECTS

R1.5 Subject to the Constitution no restrictions are placed on the objects which may be pursued by the Club however its primary objects are:-

- (a) to conduct race meetings of thoroughbred racehorses in accordance with The Rules of Racing NSW.
- (b) to lease or purchase lands suitable for such race meetings and the training of such horses.
- (c) to develop any such lands as a racecourse and for such other sporting or income producing activities as the Board thinks fit.
- (d) to subscribe to, become a member of, and co-operate with or amalgamate with any other organisation, whether incorporated or not, whose primary objects are similar to those of the Club.

Provided that the Club shall not subscribe to or support with its funds or amalgamate with any organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under or by virtue of Clause R2.1 hereof.

POWERS

R1.6 The Club has all the powers provided for in the Law and is not restricted in the exercise of those powers.

INCOME AND PROPERTY

R2.1 No portion of the income and property of the Club shall be paid or transferred directly or indirectly, by way of dividends, bonus or otherwise, to the members.

Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Club or to any member in return for any services actually rendered to the Club or for goods supplied in the ordinary and usual way of business or prevent the payment of interest on money borrowed from any member or the payment of reasonable and proper rent for premises demised or let by any member to the Club.

MEMBERS LIABILITY LIMITED

R2.2.1 The liability of the members is limited.

R2.2.2 Each member, other than an honorary member, undertakes to contribute to the assets of the Club, in the event of the Club being

wound up during the currency of that member's membership, or within one year after the termination of that membership, for payment of the debts and liabilities of the Club (contracted before the termination of that membership) and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required, not exceeding \$50.00.

WINDING UP

- R2.3** If upon the winding-up or dissolution of the Club there remains after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members but shall be given or transferred to some other organisation or organisations having primary objects similar to those of the Club, and whose constitution prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of R2.1 hereof, such organisation or organisations, to be determined by the members at or before the time of the winding up or dissolution and in default thereof by application to the Supreme Court for determination.

MEMBERSHIP ELIGIBILITY

ORDINARY MEMBERS

- R3.1.1** The ordinary members shall consist of all persons who have been admitted to membership and whose names appear on the Register of Members in accordance with these Rules and all such other persons who have been admitted as life members.
- R3.1.2** An ordinary member who is not more than twenty five years of age shall be known as a young member.

HONORARY MEMBERS

Board may confer Honorary Membership

- R3.2** Notwithstanding anything in these Rules to the contrary the Board may confer honorary membership on any person on such conditions as it may from time to time determined and for such period as it deems fit and the Board may at any time without giving any reason therefore revoke the membership of an honorary member.

Visitors

- R3.3** Visitors may be admitted by the Board as honorary members at any race meeting without payment of any subscription.

Not to Occupy Official Position or Vote

R3.4 No honorary member shall hold any office in the Club or vote or attend any general meeting or hold any interest in the funds or property of the Club.

Fees

R3.5 Honorary member shall be exempt from the payment of the entrance fee and annual subscription.

LIFE MEMBERS**Admittance**

R3.6.1 The Board may admit as a life member any person who the Board considers has rendered such service to the Club as in the opinion of the Board entitles that person to such membership provided that such person shall not be so admitted unless the members present and entitled to vote at an Annual General Meeting by a three-fourth majority approve of that admission.

R3.6.2 Life members shall have all the rights and privileges of and be subject to all the obligations of a member but shall be exempt from the payment of the entrance fee and annual subscription.

SUPERNUMERARY MEMBERS**Absence from State**

R3.7 Any member signifying to the Chief Executive Officer an intention to be absent from the State for a period of not less than twelve months may be placed by the Board on the list of supernumerary members and be exempt during such absence from the payment of the annual subscription. Provided that on the return of that member to the State that member shall on payment of the whole current subscription if prior to 31 December or half the subscription if subsequent thereto be readmitted to the privileges of membership.

MEMBERSHIP INELIGIBILITY**Minors**

R3.8 No person under the age of eighteen years shall be eligible to be admitted as a member.

NEW MEMBERS

R3.9.1 A person shall not be admitted as a member other than as an honorary member, unless the applicant is elected to membership at a meeting of the Board by a majority of the Directors present and voting. The names of those Directors present and voting at that meeting shall be recorded by the Chief Executive Officer. The Board may reject any application for membership without assigning any reason for such rejection.

- R3.9.2** In respect of every application for membership other than as an honorary member or temporary member, there shall be completed an application form which shall be in a form and contain such particulars as are from time to time prescribed by the Board, including the full name, address and occupation of the applicant, a statement that the applicant, if admitted, will be bound by this Constitution, including the By-laws, and such other particulars as may be prescribed by the Board from time to time.
- R3.9.3** The application form shall be signed by the applicant and presented by the applicant in person to the Chief Executive Officer or the Chief Executive Officer's delegate together with:
- (a) the relevant entrance fee, if any, and the appropriate annual subscription;
 - (b) documentary identification of the applicant which may include any one or more of the following documents which are current and held by and in respect of the applicant:
 - a motor vehicle driver or rider's licence or permit issued by Roads and Maritime Services or by the corresponding public authority of another State or Territory or under the law of another country;
 - a Photo Card issued under the *Photo Card Act 2005*;
 - a proof of age card (however described) issued by a public authority of the Commonwealth or of another State or Territory for the purpose of attesting to a person's identity and age.
 - passport;
 - photograph of the applicant certified in the manner prescribed by the Board.
 - (c) such other means of identification of the applicant as is from time to time prescribed by the Board
- R3.9.4** The Chief Executive Officer shall compare the particulars of the applicant as appearing on the application with the particulars and identity of that person as appearing in the photographic and any other identification presented by the applicant and if the Chief Executive Officer is satisfied that the particulars in the application and the identity of the applicant correspond with those on the photographic and any other identification and is otherwise satisfied as to the accuracy of the particulars and the eligibility of the applicant for admission to the class of membership sought by the applicant, the Chief Executive Officer shall sign a statement to that effect on the application form .
- R3.9.5** The Chief Executive Officer must forthwith cause the name, address and occupation of the applicant to be exhibited on the notice board for a continuous period of not less than seven days before the election is held to determine that application for membership and an interval of at least fourteen

days shall elapse between the receipt by the Chief Executive Officer of the application and the holding of that election.

- R3.9.6** When a person has been elected to membership the Chief Executive Officer shall give notice of the same to that person who shall thereupon be a member and bound by this Constitution.
- R3.9.7** A copy of this Constitution shall be supplied to all new members and to other members on request being made to the Chief Executive Officer and on payment of any fee that may be prescribed.

BADGE

Badge

- R4.1** Subject to R4.3, on payment of the subscription for the current year each ordinary member will be entitled to receive one Badge for that member personally and to purchase up to seven Guest Badges for the period for which membership is valid.
- R4.2** Each life member shall on admission to such category of ordinary membership receive one Badge for that member personally and one Badge for that member's partner both of which will remain current for the life of that member.
- R4.3** A Badge shall be given to and retained by each honorary member during the period of honorary membership and shall be produced whenever required by any person authorised by the Board.
- R4.4** Each Director will be entitled to receive one Badge for that Director personally and one Badge for that Director's partner both of which will remain current whilst that Director is in office as a Director of the Club.
- R4.5** Each member and Director shall be entitled, on presentation of that Badge to any person authorised by the Board, to free admission to any race meeting conducted by the Club, free parking of that member's or Director's private motor vehicle, free admission of that member or Director to the grandstand, and to any stand erected on the course for the exclusive use of members and Directors during such meeting. Such Badge does not, however, entitle that member or Director to admission to the saddling enclosure or to any part of the course from which members, Directors or the public may be excluded by any By-Law, rule, minute, or resolution of the Board.
- R4.6** A member's guest or partner in the case of a life member or Director may, when in the company of that member or Director and on presentation of that member's or Director's guest Badge or partner's Badge, as the case may be, to any person authorised by the Board, be likewise admitted to such race meetings, grandstand or other such stand.

R4.7 No Badge shall be transferable from the member to any other person and every member shall on demand produce to the attendant or any other person duly authorised by the Board that member's Badge and on failure to do so such member may be removed from the members area or the racecourse. Members shall at all times when entering or remaining inside the Club's premises prominently display on their person such Badge.

Misuse

R4.8 In the event of the Board being satisfied that any member has allowed that member's Badge to be used by any other person for the purpose of obtaining admission to the racecourse or any of the parts or divisions thereof that member shall be liable to a fine not exceeding \$100 or such higher amount as the Board may fix by By-Law and/or to forfeit such Badge to the Club and/or to be suspended or expelled as a member of the Club.

Return of Badge

R4.9 Upon ceasing to be a member by reason of resignation, expulsion or otherwise or upon ceasing to be a Director the Badge or Badges of that member or Director shall revert to and become the absolute property of the Club.

ENTRANCE FEE AND ANNUAL SUBSCRIPTION

Board to Determine

R5.1 Every member other than honorary or life members shall pay such entrance fee and annual subscription as shall from time to time be determined by the Board and this determination may include fixing a different entrance fee and/or annual subscription for young members to that fixed for other members. The Board may remit the entrance fee payable by any former member who may be readmitted as a member.

Board may Apportion

R5.2. The Board shall have power to apportion the annual subscription of any member elected after the 31 December in any year provided that such apportionment shall be not less than one-quarter of the annual subscription or a multiple thereof.

Members Omitting to Pay

R5.3. If any member omits to pay the annual subscription on or before 31 August in the financial year for which it shall have become due, that member shall not be entitled to any of the privileges of membership and if the subscription be not paid on or before 30 September in that year, that member shall cease to be a member and that member's name shall be removed from the Register of Members provided that if that member assigns reasons satisfactory to the Board for such omission that member's name may on payment of the amount due be replaced in the Register of Members.

REGISTER OF MEMBERS

- R6.1** The name of every person admitted as a member shall forthwith be entered in the Register of Members together with the date of that member's admission and that member's place of abode, or business address, if any, and at the option of that member an electronic address or addresses and no name shall be removed from such Register except by resolution of the Board or by operation of R5.3.
- R6.2.** The Register of Members, which may be in one or more forms including electronic, shall be kept on the Club premises and subject to privacy restrictions shall be open to inspection by members.

CHANGE OF NAME, ADDRESS

- R7.** Any member who shall at any time changes that member's name, place of abode or business address or any electronic address recorded in the Register of Members shall immediately give notice thereof to the Chief Executive Officer who shall record such changes in the Register of Members.

NOTICES

- R8.1** Any notice, demand, consent or other communication required or intended to be given or served under the Constitution is duly given to or served on:-
- (a) a member if, in writing, subject to the Law, it is sent to the electronic address (if any) nominated by the member, and or it is sent to the member by other electronic means (if any) nominated by the member, and or published on the Club's website, and or published on the notice board, and or published in a newspaper of general circulation in the Coffs Harbour Local Government area; and
 - (b) the Club - if in writing signed by the member and delivered by hand or sent by prepaid ordinary or security post or by facsimile transmission or e-mail addressed to the Chief Executive Officer at the Office or to any such other address as may be notified by the Chief Executive Officer in writing to the member from time to time.
- R8.2** A communication is deemed to be received:-
- (a) if delivered personally, on the date of delivery;
 - (b) if sent by prepaid ordinary post on the third day after posting;
 - (c) if sent by prepaid security post on the date that the acknowledgment of delivery is completed by the recipient; and
 - (d) if sent by facsimile, on completion of transmission without evidence of garbling or incomplete transmission;

- (e) if sent to an electronic address or if sent by other electronic means or if posted on the Club's website, or if posted on the notice board, on the date of such sending or posting as the case may be.
- R8.3** A communication takes effect at the time of its deemed receipt unless it specifies otherwise.

RIGHTS NOT TRANSFERABLE

- R9.** The rights and privileges of every member under the Constitution or as may be defined or limited by the Board from time to time shall be personal to that member and shall not be transferable by that member's own act or by operation of law.

RESIGNATION

- R10.1** A member may at any time by giving notice in writing to the Chief Executive Officer resign that member's membership but shall remain liable for any annual subscription and all arrears due and unpaid at the date of that resignation and for all other moneys due by that member to the Club and in addition for any sum not exceeding \$50.00 for which that member is liable as a member under this Constitution.
- R10.2** The date of resignation of a member resigning in accordance with the provisions of R10.1 shall be the date on which the notice of resignation is received by the Chief Executive Officer.
- R10.3** Every person ceasing to be a member shall thereby forfeit all rights as a member.

DISCIPLINING MEMBERS AND TERMINATING OF MEMBERSHIP

Betting Defaults

- R11.1** If any member shall be proved to the satisfaction of the Board to have made default in the payment of any bet made by that member the Board may cancel that member's membership and thereupon that member shall cease to be a member.

Bankruptcy

- R11.2** Any member becoming bankrupt or insolvent or making any general assignment of all of that member's property for the benefit of or general composition with that member's creditors shall cease to be a member. Any member so ceasing to be a member may on obtaining a discharge or otherwise ceasing to be bankrupt or insolvent be readmitted to membership.

Under Rules of Racing NSW

R11.3 Any member who shall be disqualified under the Rules of Racing NSW shall upon such disqualification cease to be a member.

Misconduct

R11.4.1 If any member shall in any way infringe the Constitution or if any member shall in the opinion of the Board be guilty of conduct unbecoming a member or detrimental to the interests of the Club it shall be in the power of the Board to caution, fine, suspend or expel such member as the Board may deem fit and the decision of the Board shall be final and conclusive and not subject to any appeal either at law or in equity.

Complaint to be Submitted to Board

R11.4.2 No member shall be fined, suspended or expelled for infringing the Constitution or for any other reason until the alleged misconduct, complaint or charge has been submitted to the Board and such member has been cited to appear before the Board in accordance with R11.6.2.

Failure to Pay Fine

R11.4.3 If any member shall fail to pay any fine imposed by the Board within one month or such further time as the Board may allow the Board may cancel that member's membership and thereupon such member shall cease to be a member.

Board may Refuse Subscription and May Expel

R11.5.1 The Board may if at any time it shall be of the opinion that the interests of the Club so require or that the presence of a particular member is likely to endanger the welfare and good order of the Club refuse to accept the subscription of that member or by letter notify that member to withdraw from the Club within a time specified in such letter and in default of such withdrawal to submit the expulsion of that member to a meeting of the Board for determination.

Member to be Allowed to Explain

R11.5.2 At any such meeting the member whose subscription has been refused or whose expulsion is under consideration shall be allowed to offer an explanation of that member's conduct orally or in writing and if thereupon a majority of the Board present shall vote for that member's subscription being refused or for that member's expulsion that member shall thereupon cease to be a member and such decision of the majority of the Board shall be final and conclusive from which there shall be no appeal.

Re-Nomination for Membership

R11.5.3 No person whose subscription has been refused or whose application for membership has been rejected shall within a period of twelve months from the date of such refusal or rejection be eligible to be again nominated without first obtaining the sanction of the Board.

Complaints and Charges and Hearing of

R11.6.1 Any member wishing to complain about or to prefer a charge against any other member must do so by giving a written notice to the Chief Executive Officer stating full particulars of the complaint or charge and whether such member wishes the complaint or charge disposed of at a regular meeting of the Board or at a meeting to be specially convened for that purpose. The Board shall decide whether any such special meeting will be convened.

Member to be Cited to Appear

R11.6.2 Upon receipt of such notice the Board shall cite the member against whom the complaint or charge has been preferred to appear before it to answer such complaint or charge and written notification thereof specifying the nature of such complaint or charge and the date of hearing shall be given to such member who shall be afforded an opportunity of being heard in that member's defence and of calling evidence in answer thereon. The Board may on the application of such member for good reason shown adjourn such hearing. If any member fails to appear as aforesaid the Board upon being satisfied that such notification was duly given to or brought to the knowledge of such member shall proceed to enquire into the complaint or charge in the absence of the member and may exercise any of the powers herein contained.

Forfeiture of Rights and Claims upon Property and Funds

R11.7 A person ceasing to be a member whether by resignation, expulsion, neglecting to pay the annual subscription or otherwise shall forfeit all right to or claim upon the Club or its property and funds.

GENERAL MEETINGS

Annual General Meeting

R12.1 A general meeting known as the Annual General Meeting of the Club shall be held each year and not later than 30 November.

Business of Annual General Meeting

R12.2 The business of the Annual General Meeting shall be:

1. To confirm the minutes of the previous Annual General Meeting and other general meetings held since the previous Annual General Meeting.
2. To receive the Financial Report, Director's Report and Auditor's Report for the preceding financial year.
3. The change of Directors as provided in the Constitution.
4. Such other business as may be in accordance with the Constitution.

Special General Meetings

R12.3.1 Special general meetings shall be convened only by authority of the Board or on receipt by the Chief Executive Officer at the Office of a requisition signed by not less than 5% of the members or one hundred members (whichever is the lesser) having at the date of such receipt by the Chief Executive Officer a right to vote at general meetings.

R12.3.2 Within twenty one days of such receipt by the Chief Executive Officer the Board must proceed to call a general meeting to be held as soon as practicable but in any case not later than two months after such receipt.

R12.3.3 The following further provisions will apply to such a requisition and to the calling and holding of a general meeting in response to the same.

- (a) The requisition must state any resolution to be proposed at the meeting and must be signed by the members making the requisition and may consist of several documents in identical wording each signed by one or more of those members.
- (b) If the Board does not within twenty one days from the date of making of such requisition duly proceed to call the meeting the members who made the requisition or any of them representing more than 50% of the members who made the requisition may themselves call the meeting. However, any meeting so called must not be held after the expiration of three months from the date of the requisition.
- (c) In the case of a meeting at which a resolution is to be proposed as a Special Resolution, the Board will be deemed not to have duly called the meeting if it does not give such notice of such resolution as is required by the Law.
- (d) Any meeting called under this Rule by the members must be called in the same manner or as nearly as possible as that in which meeting are called by the Board.
- (e) Any reasonable expenses incurred by the members in convening any meeting under this Rule must be repaid to those members by the Club.

Notice of General Meeting and of Business

R12.4.1 No business shall be taken into consideration at any general meeting unless notice of the same has been given to members as required under the Constitution.

R12.4.2 Subject to the provisions of the Law relating to Special Resolutions, at least twenty one days notice specifying the place, day and hour of a general meeting and in the case of special business the general nature of that business must be given in the manner provided by the Constitution to each member who is entitled to attend and vote at that meeting.

R12.4.3 A general meeting will not be invalidated by reason only of the accidental omission to give notice of the meeting to or the non-receipt of the notice of the meeting by any member unless the Court on application of the member concerned or any other member entitled to attend the meeting or the Commission declares proceedings at the meeting invalid.

Quorum at General Meetings

R12.5.1 No business is to be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. The quorum requirements are:

- (a) for a general meeting which is called on the request of members, not less than 5% of the members or one hundred members (whichever is the lesser) who are present and entitled to vote; and
- (b) for a general meeting which is not called on the request of members and for an Annual General Meeting not less than ten members who are present and entitled to vote.

R12.5.2 Should there not be a quorum at a general meeting which is not called on the request of members or at an Annual General Meeting the members present may at the expiration of twenty minutes from the time appointed for the meeting adjourn the meeting until such day and time as they may consider desirable and the members present at the adjourned meeting shall constitute a quorum. If after thirty minutes from the time appointed for any general meeting which is called on the request of members there is not a quorum present, that meeting will be dissolved.

Chair of Meetings

R12.6 All meetings shall be presided over by the Chair and in addition to the Chair's original vote the Chair shall in case of the equality of votes, have a second or casting vote. In the absence of the Chair from any meeting the Vice-Chair shall preside thereat and if the Chair and the Vice-Chair be absent from any meeting the members present shall elect a Director to preside at such meeting during such absence and for the purpose of so presiding the Vice-Chair or such Director as the case may be shall have the powers of the Chair.

Voting

R12.7 All questions submitted to any general meeting in accordance with the Constitution shall be decided by a majority to be determined by a show of hands or by division upon the demand of two members who are present and entitled to vote or by poll upon the demand of five members who are present and entitled to vote. A division or poll may also be demanded at any time by the Chair.

Declaration

R12.8 At any general meeting (unless a division or poll is demanded), a declaration by the Chair that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

Poll

R.12.9.1 If at any general meeting a poll is demanded, the poll must be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chair of the meeting directs. The result of the poll will be the resolution of the meeting at which the poll was demanded. However, a poll demanded on the election of the Chair or on a question of adjournment must be taken immediately.

R12.9.2 A demand for a poll may be withdrawn.

R12.9.3 In the case of any dispute as to the admission or rejection of a vote the Chair of the meeting will determine the dispute and such determination made in good faith will be final and conclusive.

Adjournment of General Meeting

R12.10.1 The Chair of a general meeting may with the consent of the meeting at which a quorum is present (and must if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

R12.10.2 A resolution passed at any adjourned meeting must for all purposes be treated as having been passed on the date which it was in fact passed and must not be deemed to have been passed on any earlier date.

R12.10.3 It is not necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for one month or more, when notice of the adjourned meeting must be given as in the case of an original meeting.

Questions and Comments by Members

R12.11.1 The Chair of an Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about, or make comments on, the management of the Club.

R12.11.2 If the Club's Auditor or a representative of the Auditor is at an Annual General Meeting, the Chair of that meeting must allow a reasonable opportunity for the members as a whole at that meeting to ask the Auditor or that representative questions relevant to the conduct of the Audit and the preparation and content of the Auditor's report.

Minutes of General Meeting

R12.12.1 Minutes of all resolutions and proceedings at general meetings must be entered within fourteen days of the meeting in a book provided for that purpose. Any such Minutes must be signed by the Chair of the meeting to which they relate or by the Chair of the next succeeding meeting and if purporting to be so signed are prima facie evidence of the proceedings to which they relate.

R12.12.2 If a member requests the Club to provide that member with a copy of the Minutes of a general meeting it must do so within fourteen days of the later of the making of that request or of the receipt by the Club of the fee determined by the Board in accordance with the Law for compliance with that request.

THE BOARD

Directors Remaining in Office

R13.1(a) The Directors remaining in office immediately after the adoption of this Constitution shall be the first Elected Directors within the meaning of R13.2(a) and of those Elected Directors two must retire with effect at the conclusion of the next Annual General Meeting and two must retire with effect at the conclusion of the second Annual General Meeting following such adoption.

R13.1(b) The Elected Directors who must so retire are those who have been continuously the longest in office as Directors and Elected Directors but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

R13.2 There shall be two categories of Directors, namely:-

- (a) Elected Directors by the members; and
- (b) Nominated Directors selected by a convened Selection Panel and approved by Racing NSW.

R13.3 Subject to R13.1(a) and R13.11(b) Directors shall be appointed for a two year term. Each Director must retire from office with effect as at the conclusion of the Second Annual General Meeting after that Director was elected. Any retiring Director is eligible to stand for re-election subject also to the requirements of R13.7, and R13.8.

R13.4 Number of Directors:-

- (a) The number of Elected Directors shall not be more than four and at all times not less than three.
- (b) The number of Nominated Directors shall not be more than three and at all times not less than two.
- (c) Together the Elected Directors and the Nominated Directors shall comprise the Board.

Notice Inviting Nominations

R13.5 Notice inviting nominations for election as an Elected Director shall be given to each member eligible to vote no later 1 September in each year.

Candidates to be Nominated

R13.6 All nominations to become an Elected Director except for any retiring Elected Director, must be:-

- (a) in writing;
- (b) signed by the candidate and two members eligible to vote at the election;
- (c) accompanied by a consent form, so signed by the candidate confirming

- his or her consent to become an Elected Director if elected and agreeing to be bound by and adhere to the Constitution, the Club's code of conduct, corporate governance policies and any other policy documents in place from time to time; and
- (d) received by the Chief Executive Officer not later than 4 pm on the 1st Tuesday in October preceding the date fixed by the Board for the close of the Ballot.

Retiring Directors

R13.7 A retiring Elected Director must notify the Chief Executive Officer in writing at least seven days before the closing of nominations as provided for in R13.6(d) of that Director's intention to stand for re-election.

Candidates to be Financial Members

R13.8 To be eligible for nomination and appointment as an Elected Director candidates must have been admitted as a member not less than twenty-four months prior to nomination and have been a financial member continuously throughout that period. All members nominated for election as an Elected Director shall be financial members of the Club at the time of closing nominations otherwise the nomination shall be rejected by the Chief Executive Officer.

When no Greater Number of Candidates for Elected Director Nominated than to be Elected

- R13.9** (a) If the number of candidates for the position of Elected Director equals the numbers of vacancies to be filled, the Chair of the Annual General Meeting must declare the candidates elected with effect at the conclusion of that Meeting.
- (b) A nomination may be withdrawn by any candidate at any time before the time stated for the close of nominations.

When Greater Number of Candidates for Elected Director are Nominated

R13.10 If there be more candidates nominated for the position of Elected Director (including the retiring Directors eligible for re-election) than are required to be elected a ballot shall be held as follows:

1. At least fourteen clear days preceding the date fixed for the close of the ballot the Chief Executive Officer shall exhibit on the Notice Board a list of all nominations and notices of intention for re-election for Elected Directors which comply with the provision herein contained.
2. The Chief Executive Officer shall be the Returning Officer and the Board shall appoint two supervisors who must not be candidates to assist the Returning Officer in the conduct of the ballot and to supervise the counting of the votes polled. The Board shall also appoint two scrutineers who must not be candidates.

The Returning Officer may with the approval of the Chairman appoint a Substitute Returning Officer to act in the Returning Officer's stead during the Returning Officer's absence from duty and while so acting the

Substitute Returning Officer shall have and exercise all the powers duties and authorities of the Returning Officer.

3. The Returning Officer shall be provided with an empty ballot box marked on the outside "Ballot Box" which the Returning Officer must close and lock and except as hereinafter provided shall until the closing of the ballot keep such ballot box unopened in the Office for ten consecutive days at least immediately preceding the time fixed for the closing of the ballot.
4. The Returning Officer shall give to each member eligible to vote not later than the ten days prior to the closing of the ballot:
 - (a) An unsealed envelope addressed to the Returning Officer at the Club's usual postal address.
 - (b) An unsealed envelope marked "Place ballot paper only in this envelope."
 - (c) A "ballot paper" which shall be initialled by the Returning Officer showing a list of nominees whose order of listing shall be determined by draw. A summary of the attendances of each retiring Director standing for re-election at meetings of the Board held during the preceding year shall be included with the ballot paper.
 - (d) An unsealed and unmarked envelope.
5. No member shall be eligible to vote unless all charges, fines, fees, subscriptions and any other monies due by that member to the Club have been paid not less than fourteen days prior to the closing of the ballot.
6. Members shall vote for no more and no less than the number of candidates required to be elected. Members shall record their votes by striking out the names of those candidates for whom they do not wish to vote.
7. The ballot paper shall then be placed in the envelope marked "Place ballot paper only in this envelope" by the member voting.
8. The envelope marked "Place ballot paper only in this envelope" shall then be placed in the unmarked envelope which shall be signed on the outside by the member voting in the member's own handwriting.
9. The signed envelope may then be placed by the member voting in the envelope addressed to the Returning Officer.
10. Envelopes containing ballot papers may be given to the Returning Officer or deposited in the ballot box by the member voting.
11. Upon receipt of envelopes containing ballot papers before the time of closing of the ballot the Returning Officer shall forthwith place them unopened in the ballot box.
12. The ballot shall close three full working days prior to the Annual General

Meeting.

13. At the close of the ballot the ballot box shall be sealed by the ' Returning Officer and at an hour to be determined by the Returning Officer and in the presence of the supervisors and scrutineers, the Returning Officer shall open the ballot box and with the assistance of the supervisors and scrutineers the Returning Officer shall:
 - (a) Open each outer envelope and withdraw therefrom the envelope which has been signed by the member voting count the envelopes and record the result.
 - (b) Compare the signature on the envelope with the signature of the member as already supplied by such member and declare informal those envelopes upon which the signature of the member does not in the opinion of the Returning Officer correspond therewith.
 - (c) Count the envelopes which have not been declared informal and record the result.
 - (d) Take the envelopes which have not been declared informal turn same face downwards then open the envelopes and take from them the ballot paper envelopes.
 - (e) After setting aside the envelopes on which appears the signature of the member voting open the ballot paper envelopes and take from them the ballot paper.
 - (f) Unfold the ballot paper and scrutinise them and reject such as the Returning Officer finds to be informal.
 - (g) Count the formal votes recorded for each candidate and the number of informal votes adding to the latter the number rejected on account of the informality of the signature declare the number of such votes and ascertain and declare as elected the candidates who have received the highest number of formal votes for the respective office or offices for which the ballot has been held.
 - (h) In the case of an equality of votes cast for two or more candidates the Returning Officer shall cause lots to be drawn if necessary to determine which of such candidates shall be declared elected. Such drawing shall be held immediately upon the Returning Officer declaring the number of votes recorded and in such manner and by such person as the Returning Officer shall direct and the Returning Officer shall declare as elected the candidate or candidates upon whom the lot fell.
 - (i) The Returning Officer shall certify on the counting of the votes polled and as soon as practicable after the taking of the ballot shall

by written notice declare the result of the ballot and a copy of such notice shall be affixed on the Notice Board.

- (j) Candidates so declared elected shall take office at the conclusion of the Annual General Meeting.
- (k) A copy of such declaration shall be submitted to the meeting of the Board next following the Annual General Meeting and recorded in the Minutes thereof.
- (l) No person other than the Returning Officer the supervisors and the scrutineers and such other assistants as may be appointed by the Returning Officer but who shall not be candidates shall be present at the counting of the votes polled.

First three Nominated Directors

R13.11(a) The first three Nominated Directors who have been selected by a selection panel and approved of by Racing NSW in the same manner as close as possible as provided for the selection and appointment of Nominated Directors in this Constitution will take office immediately after the adoption of this Constitution.

R13.11(b) The Board with the approval of Racing NSW will determine which one of those Nominated Directors must retire with effect at the conclusion of the next Annual General Meeting and which two must retire with effect at the conclusion of the second Annual General Meeting following such adoption.

Nominated Directors Selection Panel

R13.12 Not less than forty days prior to each Annual General Meeting following the adoption of this Constitution the Board will convene a selection panel ("the Selection Panel") comprised of the following members for the purpose of electing Nominated Directors:-

- (a) a representative from the Elected Directors, who is due to retire at the conclusion of that meeting;
- (b) a non-executive board member from Racing NSW;
- (c) the President of the Coffs Harbour Chamber of Commerce and Industry Inc., or such other appropriately skilled or qualified person determined by the Board in conjunction with Racing NSW.

Nominated Director Selection Process

R13.13 The Board will:-

- (a) not less than ninety days prior to each Annual General Meeting invite applicants for the position of Nominated Director and advertise locally for such applicants in not less than two different forms of the media;
- (b) require applicants, including any unsuccessful candidates for the position of Elected Director, to return completed applications by no later than the date falling thirty days prior to the holding of the next

Annual General Meeting.

The Selection Panel convened in accordance with R13.12 will not less than two weeks prior to the holding of the Annual General Meeting:-

- (a) if deemed necessary, interview applicants;
- (b) select the applicants which it then recommends to Racing NSW for its approval to be given not less than forty eight hours prior to that Annual General Meeting for appointment as the Nominated Director or Directors with effect as at the conclusion of that meeting.

Nominated Directors

R13.14 To be eligible to be appointed as a Nominated Director applicants must:-

- (a) be appropriately skilled or qualified in law, commerce, construction, marketing, event management or hold other qualifications or be experienced in a fashion which Racing NSW deems appropriate; and
- (b) reside and or work in one of the Coffs Harbour, Bellingen or Nambucca local government areas.

Chair

R13.15 The reconstituted Board shall at its first meeting after the adoption of this Constitution and after each Annual General Meeting then following appoint one of its Members being an Elected Director to be Chair and one of its Members to be Vice-Chair.

Dual Nominations

R13.16 A member who meets the relevant criteria may nominate to become an Elected Director, and separately may apply for the position of Nominated Director. If that member is successfully elected as an Elected Director the Selection Panel will immediately remove that member from the list of eligible candidates for the position of Nominated Director. If that member is not successful in becoming an Elected Director he or she remains eligible to be selected by the Selection Panel as a Nominated Director.

Casual Vacancy

R.13.17 The office of both an Elected Director and a Nominated Director shall become vacant if the Director:-

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with the Director's creditors;
- (c) resigns;
- (d) by reason of any provision of the Corporations Act 2001, becomes prohibited from being a Director;
- (e) becomes of unsound mind or a person whose person or estate is liable to be dealt with under the law relating to mental health;
- (f) fails to attend any two consecutive meetings of the Board without

- obtaining the leave of the other Directors, such consent or leave not be unreasonably withheld;
- (g) in the case of an Elected Director is removed by the members by ordinary resolution;
 - (h) becomes an employee of a race club or association;
 - (i) is currently, or during the previous ten years has been, warned off, disqualified or named to the Forfeit List under the Rules of Racing.

Filling Casual Vacancy

R13.18

- (a) The continuing Elected Directors may act notwithstanding any vacancy in their number; but for as long as the number of Elected Directors is below the minimum number fixed by this Constitution, the Directors will not act except in emergencies or for the purpose of filling vacancies or convening an extraordinary general meeting.
- (b) In the event the number of Elected Directors is below the minimum number fixed by this Constitution, the Board must, as soon as practicable, appoint one or more replacement Elected Directors as required to achieve the minimum number, such replacements to be determined in the Board's absolute discretion, to hold office until conclusion of the next Annual General Meeting at which there will be an election of Elected Directors.
- (c) In the event the number of Elected Directors is less than four, the Board may, in its absolute discretion and at any time, invite one or more replacement Elected Directors to hold office until the next Annual General Meeting at which there will be an election of Elected Directors.
- (d) In the event the number of Nominated Directors is below the minimum number fixed by the Constitution, the Board must immediately reconvene the Selection Panel which must, as soon as practicable, select one or more replacement Nominated Directors, to be approved by Racing NSW, as required to achieve the minimum number. Subject to Racing NSW approval, such replacement or replacements will thereupon be appointed to and shall hold office until the conclusion of the next Annual General Meeting at which there is due to be a further appointment of Nominated Directors.

Remuneration of Directors

R13.19The Directors may:-

- (a) be paid such out of pocket expenses incurred by them from time to time in carrying out their duties as Directors; and
- (b) be paid for services rendered to the Club in a professional or technical capacity, provided;
 - i. that the service has the prior approval of the Board; and
 - ii. the amount payable is on reasonable commercial terms and approved by the Chief Executive Officer.

Resignation

R13.20 An Elected Director or Nominated Director may resign from his or her office at any time by giving notice in writing to the Club at its Office.

MANAGEMENT

Board and General Powers

R14.1 The affairs and general business of the Club shall be managed by the Board and in addition to the powers and authorities by the Constitution expressly conferred upon it the Board may exercise all such powers and do all such acts and things as may be exercised or performed by the Club and are not hereby or by statute expressly directed or required to be exercised or performed by the Club in general meeting.

Removal of Members of the Board

R14.2 Subject to the Law the members in general meeting may by ordinary resolution of which at least two months' notice to the Club and to Racing NSW has been given remove any Director before the expiration of that Director's term of office save in the case a Nominated Director such removal must be with the consent of Racing NSW, and may by an ordinary resolution where the removed Director was an Elected Director appoint another person in that Director's stead.

R14.3 Any Director appointed pursuant to R14.2 shall cease to be a Director at the conclusion of the next Annual General Meeting but if eligible may be reappointed to the Board as an Elected Director or as a Nominated Director.

Powers Expressly Contemplated

R14.4 Without limiting the general powers of the Board it shall have the power:

(1) **To Appoint Sub-Committees**

To appoint sub-committees of the Board in connection with the management of the Club and to delegate to such sub-committees any of its powers except the election of members and to make such By-Laws as to the duties functions powers and privileges of such sub-committees and the members thereof as it may deem expedient.

(2) **To Apply to Parliament Court and Government to Convene Public Meetings**

To petition Parliament to make any application to the Supreme Court or to the Judges or other officer thereof the Governor Executive Council or any officer of the Government of New South Wales or to convene any public meetings in the City of Coffs Harbour or any town or district in the State in the name of the Club.

(3) **To Make Alter and Repeal By-Laws**

From time to time to make alter and repeal all such By-Laws as it may deem necessary or expedient for the proper conduct and management of the Club or in relation thereto and in particular but not exclusively it

may by By-Law regulate

- (i) Such matters as it is specifically by the Constitution empowered to do.
- (ii) The general management control and trading activities of the Club.
- (iii) The upkeep control and management of the Club premises and racecourse.
- (iv) The management and control of horse races
- (v) The conduct of general meetings and meetings of Directors.
- (vi) The conduct of members.
- (vii) The privileges to be enjoyed by members.
- (viii) The relationship between the members and club employees and or agents.

Any By-Law made under the Constitution shall come into force and have the full authority of a By-Law of the Club on being posted upon the Notice Board.

The Club, by Special Resolution passed at any general meeting, may vary or repeal any By-Law.

- (4) **To Refer Claims to Arbitration**
To refer any claims or demands by or against the Club to arbitration and to observe and perform the awards thereby made.
- (5) **To Give Receipts, Releases, etc.**
To give receipts releases and other discharges for money payable to the Club and for all claims and demands of the Club not recoverable by the Chief Executive Officer in the ordinary course of the business thereof.
- (6) **To Invest Monies**
To invest any monies of the Club not immediately required for the purposes thereof on such security and in such manner as it may think fit and from time to time to vary or realise such investments.
- (7) **To Employ Counsel**
To employ a solicitor or counsel or engage the services of any other person or persons for any of the purposes of the Club.
- (8) **To Determine Persons for Membership**

To determine the persons eligible for membership of the Club.

- (9) **To Make Conditions of Membership**
To set out the conditions upon which persons shall be admitted to membership of the Club.
- (10) **To Fix Entrance Fee**
To determine the entrance fee if any payable in respect of membership of the Club.
- (11) **To Fix Subscription**
To determine the annual subscriptions or payments to be made by members.
- (12) **To Determine Conditions for Honorary Members**
To determine the conditions upon which honorary members may be appointed.
- (13) **To Determine How Membership May be Terminated**
To determine the manner in which membership of the Club may be terminated or shall determine.
- (14) **To Determine Rights and Privileges of Members**
To determine the rights and privileges which shall be accorded to members.
- (15) **To Determine Qualifications etc. of Members**
To determine the qualifications restrictions and conditions which shall be attached to members.
- (16) **To Make Reciprocal Concessions**
To make arrangements with other clubs or associations for reciprocal concessions or otherwise.
- (17) **To Co-opt Members**
To co-opt any member or members in connection with any matter concerning the Club as it may deem expedient.
- (18) **To Provide for Suspension and expulsion of Members**
To provide for suspension and expulsion of members.
- (19) **To Do All Acts**
To do all such other acts and things as in the Constitution provided.

Meetings of Board

R14.4.1 At least ten meetings of the Board shall be held each financial year on such days and at such times as the Board may decide provided that the Chair may call a special meeting of the Board and if the Chair refuses or delays to call a special meeting after receiving a requisition signed by at least three Directors such Directors may in writing request the Chief Executive

Officer to call such meeting and shall at the same time state the object thereof. The Chief Executive Officer shall thereupon call such meeting.

Quorum

R14.4.2 A quorum for a Board meeting shall be four Directors.

Technology

R14.4.3 Meetings of the Board may be called or held using any technology before then consented to by all the Directors. The consent of a Director may not be withdrawn except on reasonable notice to the other Directors.

Absence

R14.5 Any Director failing to attend (unless with leave of absence granted by the Board) two consecutive regular meetings of the Board called as herein prescribed shall cease to be a Director.

Board to be Sole Authority

R14.6 The Board shall be the sole authority upon any matters affecting the Club and not provided for in the Constitution with power to deal therewith as if the same had been provided therein and its decision shall be binding on the members.

CONSTITUTION

Copy of Constitution

R15.1 The Club will give a copy of the Constitution to any member within seven days if that member:

- (a) asks the Club in writing for a copy; and
- (b) pays a fee (up to the fee prescribed by the Law) if required by the Club.

Reading of Constitution

R15.2 The Constitution must be read and construed subject to the provisions of the Law and any Act and to the extent that any of the provisions in the Constitution are inconsistent therewith and might prevent the Club being registered under the Law or any Act those provisions will be of no effect.

Amendment to Constitution

R15.3 The Constitution may only be amended by a Special Resolution passed at a general meeting the notice for which specified the intention to propose the resolution as a Special Resolution.

INDEMNITY

Indemnity of Officers

R16.1 Every person who is or was an officer of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liability (other than a liability for legal costs) to another person incurred as such an officer except in relation to:

- (a) a liability owned to the Club or a related body corporate; or
- (b) a liability for a pecuniary penalty order under Section 1317G of the Law or a compensation order under Section 1317H of the Law; or
- (c) a liability that is owed to someone other than the Club or a related body corporate and did not arise out of conduct in good faith.

R16.2 Every person who is or was an officer of the Club may if the Board so determines be indemnified to the maximum extent permitted by law, out of the property of the Club against any legal costs incurred by such an officer except:

- (a) in defending or resisting proceedings in which the person is found to have a liability for which the person could not be indemnified under Section 199A(2) of the Law; or
- (b) in defending or resisting criminal proceedings in which the person is found guilty; or
- (c) in defending or resisting proceedings brought by the Commission or a liquidator for a court order if the grounds for making the order are found by the Court to have been established; or
- (d) in connection with proceedings for relief to the person under the Law in which the Court denies the relief.

R16.3 The Club may pay a premium for a contract insuring a person who is or was an officer of the Club against a liability (other than one for legal costs) arising out of that person's conduct as such an officer except in relation to:

- (a) conduct involving a wilful breach of duty in relation to the Club; or
- (b) a contravention of Sections 182 or 183 of the Law.

AUDITOR

Auditor

R17.1 An auditor must be appointed in accordance with the Law. The Auditor's duties will be regulated in accordance with the Law and any Act. The Auditor's remuneration will be fixed by the Board.

Removal of Auditor

R17.2 Subject to the Law the members in general meeting may by ordinary resolution of which at least two months notice to the Club has been given remove the Auditor and may by ordinary resolution appoint another Auditor to replace the Auditor so removed.

OFFICERS

Appointment of Officers

R18.1 The Board shall appoint a Chief Executive Officer as and when the position becomes vacant and such other officers and employees of the Club as it shall think necessary and shall determine the terms and conditions of their employment their duties and remuneration and may from time to time remove any such Chief Executive Officer, officer or employee.

Duties of Chief Executive Officer

R18.2 The Chief Executive Officer shall on all occasions in the execution of the Chief Executive Officer's office act under the superintendence and control of the Board to which the Chief Executive Officer shall be responsible and its instructions shall be sufficient authority for any of the Secretary's acts.

R18.3 It shall be the Chief Executive Officer 's duty to conduct and manage the affairs of the Club under the direction of the Board and to act as Chief Executive Officer and to conduct or manage the affairs of any board or other body in which the Club is connected or interested or which the Board directs the Chief Executive Officer so to do and to keep or cause to be kept in books provided for that purpose full and accurate Minutes of all resolutions and proceedings of all meetings of members as well as all meetings of the Board and to keep a record of the names of Directors present and voting at all meetings thereof and to keep or cause to be kept the Register of Members and such other records as may be thought necessary by the Board for the purpose of fully and correctly showing the Club's operations position and affairs.

Receipt of Monies

R18.4 The Chief Executive Officer shall be responsible for the receipt of all the monies of the Club and all monies so received shall be paid into the proper account of the Club not later than five days after their receipt.

ACCOUNTS, FINANCIAL RECORDS AND REPORTS**Account of Monies Received and Disbursed**

R19.1 The Chief Executive Officer shall keep or cause to be kept an account of all monies received and disbursed in books to be open to the inspection of the Board at any time and shall at each regular meeting of the Board submit a report showing the financial position of the Club's accounts.

Submission of Accounts to Board Meetings

R19.2 All accounts for goods and services against the Club shall be listed on a covering voucher which shall be certified to by the Chief Executive Officer and submitted to a meeting of the Board for approval or subsequent confirmation.

Signing of Cheques

R19.3 Any cheque for payment from a Club account shall be signed by any two Directors or by any one Director and the Chief Executive Officer.

Chief Executive Officer to Deliver up Books etc.

R19.4 The Chief Executive Officer shall when directed by the Board deliver up all books vouchers and property of the Club to any person duly authorised by the Board.

Financial Records

R19.5 The Club must at all reasonable times make its financial records available in writing for the inspection of Directors and any other persons authorised or permitted by or under the Law or any Act to inspect such records.

Annual of Financial Reporting to Members

R19.6 The Club must report to members for each financial year by providing, in compliance with the Law, the following:

- I. financial report;
- II. directors' report; and
- III. Auditors' report.

A copy of these reports will be published on the Club's website.

A member may by notice to the Club elect to receive a hard copy or an electronic copy of these reports.

The financial year of the club shall commence on the first day of July and end on the last day of June in each year.

SEAL

Custody and Use

R23.1 The Board shall have power to provide a Seal for the purposes of the Club.

R23.2 The Seal shall be kept in the custody of the Chief Executive Officer unless otherwise in use.

R23.3 Unless otherwise determined by the resolution of a general meeting the Seal shall not be used except under the authority of a resolution of the Board.

EXECUTION OF DOCUMENTS

Execution Under Seal

R24.1 The Club may execute a document (including a deed) with the Seal. Every document to which the Seal is affixed shall be signed by a Director and shall be countersigned by a second Director or by the Chief Executive Officer.

Execution Without the Seal

R24.2 Notwithstanding anything herein contained the Club may execute a document (including a deed) without using the Seal if that document is signed by a Director and shall be countersigned by a second Director or by the Chief Executive.

SECURITIES**Delivery of**

R25 No securities deposited with the banker or other financial institution of the Club shall be delivered to the Club without the order of at least a Director and the Chief Executive Officer.

RULES OF RACING**Race Meeting to be held under The Rules of Racing NSW**

R26 All race meetings of the Club shall be conducted under The Rules of Racing NSW.

WINDING UP**Winding Up**

R27 The Club shall be wound up voluntarily whenever a Special Resolution is passed requiring the Club to be wound up voluntarily.

BY LAWS

CONSTITUTION

of

COFFS HARBOUR RACING CLUB LIMITED

**A.C.N. 065 545 815
A.B.N. 93 065 545 815**

A PUBLIC COMPANY LIMITED BY GUARANTEE

MBT LAWYERS
24 Moonee Street
COFFS HARBOUR NSW 2450
DX 7551 COFFS HARBOUR
Tel: (02) 6648 7600
Fax: (02) 6648 7666
Ref: *PJW:MLW*