

**Company Limited by Guarantee: Constitution of The New South Wales
Greyhound Breeders, Owners & Trainers' Association Limited**



**Constitution of The New South Wales Greyhound Breeders, Owners &
Trainers' Association Limited**

May 2018

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PRELIMINARY

- 1.1. The Company is a public company limited by guarantee.
- 1.2. The replaceable rules in the Corporations Act do not apply to the Company except to the extent prescribed by the Act.

2. INTERPRETATION

- 2.1. This Constitution shall be construed with reference to the provisions of the *Corporations Act 2001* as amended or substituted from time to time and the terms used in this Constitution shall be taken as having the same meaning as when they were used in the Act and reference to any provision of the Act shall be construed as a reference to such provision as modified by any statute for the time being in force.
- 2.2. Neither the head notes hereto nor the marginal notes shall affect the construction hereof.
- 2.3. Words importing the singular number only include the plural and vice versa.
- 2.4. Words importing the masculine gender only shall include the feminine gender and vice versa.
- 2.5. Subject to the foregoing any word the meaning of which is defined in the Act shall bear the like meaning in this Constitution.

3. DICTIONARY

- 3.1. In this Constitution unless there is something in the subject or context inconsistent therewith:
 - 3.1.1. “**Act**” means the Corporations Act and any statutory modification or enactment thereof.
 - 3.1.2. “**Appeals Tribunal**” means the Tribunal appointed pursuant to clause 27.
 - 3.1.3. “**Associate Member**” means a member appointed pursuant to Clause 7.3.
 - 3.1.4. “**Associate Membership**” refers to the membership of an Associate Member.
 - 3.1.5. “**Association**” means The New South Wales Greyhound Breeders, Owners and Trainers' Association Limited.
 - 3.1.6. “**Attendant**” means and includes a person over the age of 16 years who assists in the training of a greyhound or greyhounds for the purpose of or in connection with greyhound racing and who for the purpose or in

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that connection is registered as an Attendant with the Controlling Body for at least two (2) years.

- 3.1.7. **“Board”** means the Board of Directors.
- 3.1.8. **“Branch”** means a branch of the Association.
- 3.1.9. **“Branch Secretary”** means the Secretary of a Branch.
- 3.1.10. **“Breeder”** means a person who breeds a greyhound or greyhounds for the purpose of or in connection with greyhound-racing.
- 3.1.11. **“Controlling Body”** means the entity or entities charged with the control and regulation of the greyhound racing industry in New South Wales from time to time.
- 3.1.12. **“Constitution”** means the Constitution for the time being of the Association.
- 3.1.13. **“Direct List”** means the list of members who in the opinion of the Directors, cannot conveniently belong to a Branch.
- 3.1.14. **“Director”** means a Director for the time being of the Association.
- 3.1.15. **“District Association”** means a District Association of the Association.
- 3.1.16. **“Election Year”** means a year in which there is an election of Directors pursuant to clause 18.2.
- 3.1.17. **“Financial and Eligible Member”** means a Full Member who has paid all monies due and payable by him or her to the Association and whose membership has not been suspended.
- 3.1.18. **“Greyhound Racing”** and **“Greyhound Racing Club”** have the respective meanings assigned to them in the Gaming and Betting Act, 1912 (as amended or any act amending or replacing same).
- 3.1.19. **“Full Member”** means a person appointed as a Full member for the time being of the Association and includes all members appointed prior to 1 July 2018 (whose membership is current at that date), Life Members and Direct List Members
- 3.1.20. **“Membership”** refers to the membership of a Member.
- 3.1.21. **“month”** means a calendar month.
- 3.1.22. **“Office”** means the registered office for the time being of the Association.
- 3.1.23. **“Official”** means an official of a greyhound-racing club and includes (but without limiting the generality of the foregoing) the manager and assistant manager and the secretary thereof, a grader, steward,

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identification steward, starter, judge, time-keeper, driver, or veterinary surgeon, and any other employee of a greyhound-racing club or association.

- 3.1.24. **“Original Subscribers”** means the subscribers to the Memorandum of Association.
- 3.1.25. **“Owner”** includes a part-owner, lessee, or part-lessee of a greyhound and any person exercising or purporting to exercise the right of ownership over or having any interest in greyhound that is recognised by the Controlling Body.
- 3.1.26. **“Register”** means the Register of Members.
- 3.1.27. **“Representative”** means a member elected by the members of a Branch to represent that Branch at meetings of the District Association within which that Branch is grouped.
- 3.1.28. **“Secretary”** means the Secretary of the Association and includes any person appointed by the Directors to perform temporarily the duties of the Secretary.
- 3.1.29. **“Special Resolution”** means a resolution requiring to be passed by a majority of not less than seventy-five per cent (75%) of such members as being entitled to do so vote in person or, where proxies are allowed, by proxy at a general meeting or which not less than twenty-one (21) days (or such lesser period as permitted by the Act) notice specifying the intention to propose the resolution as a special resolution has been given.
- 3.1.30. **“Subscription Date”** means the 1st January in a year which is not an Election Year.
- 3.1.31. **“Subscription Year”** means a year which is not an Election Year.
- 3.1.32. **“Trainer”** means a person who trains a greyhound or greyhounds for the purposes of or in connection with greyhound-racing and who is registered as a Trainer with the Controlling Body .
- 3.1.33. **“Treasurer of the Branch”** means the person appointed as treasurer of a Branch of a particular Branch.

4. ALTERATIONS TO THE CONSTITUTION

- 4.1. Alterations or additions to this Constitution may only be made by Special Resolution passed at an Annual General Meeting or Extraordinary General Meeting of the Association.

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5. OBJECTS

5.1. The objects for which the Association is established are :

- 5.1.1. To carry on the business of greyhound racing and advocacy and any activities reasonably incidental thereto including:
- 5.1.2. To support and drive the industry's commitment to world leading animal welfare standards.
- 5.1.3. To do whatever may be deemed expedient or necessary to encourage and foster greyhound racing.
- 5.1.4. To promote ethical, fair and professional conduct within the New South Wales greyhound racing industry
- 5.1.5. To present and advocate on behalf of its members locally, regionally, nationally and internationally.
- 5.1.6. To acquire or otherwise deal with any real and personal property and any rights which the Association may deem necessary or convenient for the purpose of carrying out its objects.
- 5.1.7. To use the whole or any of the Association's real and personal property for the carrying on of greyhound racing or for the carrying on of any other form of sport game amusement entertainment.
- 5.1.8. To hold licences under the Liquor Act for the time being in force in New South Wales for the sale of liquor at venues operating greyhound racing.
- 5.1.9. To borrow or raise money to receive money on loan or deposit or otherwise with power to give mortgages over any property of the Association.
- 5.1.10. To raise money by making charges for admission to all or any part of the Associations' property and by subscriptions.
- 5.1.11. To enter into any arrangement with the Government or its statutory authorities or other authority for the purpose of its objects.
- 5.1.12. To invest the moneys of the Association in such manner as may from time to time be determined.
- 5.1.13. To allow the Association's property or any part thereof to be used for charitable purposes and to apply such portion of the Association's funds to such charitable purposes as the Directors may decide.
- 5.1.14. To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

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6. INCOME AND ASSETS

- 6.1. The income and property of the Association shall be used and applied solely towards the promotion of the objects of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Association.
- 6.2. Nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any member thereof or other person in return for any services rendered to the Association or to prevent the payment of interest.
- 6.3. Every Full Member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he or she is a Full Member or within one year afterwards for payments of debts and liabilities of the Association contracted before the time at which he or she ceased to be a Full Member and of the costs, charges, expenses of such winding up, such amount as may be required not exceeding two dollars (\$2.00).
- 6.4. If upon winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever that property must not be paid to or distributed among the members of the Association but must be given or transferred to such other not for profit organisations including hospitals or charitable institutions in New South Wales as determined by the Directors or in default thereof by the Supreme Court of New South Wales.
- 6.5. The Directors shall cause correct accounts and books to be kept showing the financial affairs of the Association and the particulars required by law or good accounting practice to be shown in a corporation's accounts.
- 6.6. The Directors shall from time to time in accordance with the provisions of the Act cause to be prepared and laid before the Association in general meeting such profit and loss accounts, balance sheets and reports as are required by law.
- 6.7. A copy of every balance sheet (including every document required by law to be annexed or attached thereto) which is to be laid before the Association at the annual general meeting thereof shall not later than fourteen (14) days before the date of such meeting be sent to all persons entitled to receive notice of general meetings of the Association.
- 6.8. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act. The accounts of the Association must be audited annually.

7. ELIGIBILITY FOR MEMBERSHIP

- 7.1. The original subscribers and such other persons as have been admitted to Full Membership shall be Full Members of the Association.

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- 7.2. Any Breeder, Owner, Trainer or Attendant who is at the time of application, a holder of a licence issued by or is the owner of a greyhound registered with the Controlling Body, is eligible to apply for Full Membership.
- 7.3. Any person interested in the greyhound industry and who supports the objects of the Association may apply to be an Associate Member.
- 7.4. Application for Associate Membership of the Association must be made in the form prescribed from time to time by the Directors and must be made to the Board.

8. ADMISSION TO MEMBERSHIP

- 8.1. Application for Full Membership of the Association must be made in the form prescribed from time to time by the Directors and must be made to the secretary of the Branch to which the applicant seeks Full Membership.
- 8.2. Every applicant for Full Membership of the Association must be proposed by a Full Member and seconded by a Full Member in writing.
- 8.3. Membership of the Association entitles the Full Member to membership of a Branch.
- 8.4. The Directors may in their absolute discretion allocate a Full Member to a Branch and the Directors will determine all disputes and questions arising as to the allocation of a Member to a Branch and their decision will be binding on all Branch and District Associations and members.
- 8.5. Other than as provided in clause 8.6 before lodgement of an application for Full Membership the applicant must attend at least three (3) meetings of the relevant Branch as a visitor or observer.
- 8.6. An Associate Member who has been an Associate Member for a continuous period of three years may make application for Full Membership without complying with clause 8.5.
- 8.7. After the Applicant has complied with his or her obligation to attend meetings (unless clause 8.6 applies) the application will be considered at the third meeting and the Full Members shall decide by majority whether to nominate the applicant for Full Membership of the Association.
- 8.8. In the event that the Full Members decide to nominate the applicant for Full Membership of the Association, the secretary of the Branch will forward the application to the Secretary as soon as reasonably possible thereafter.
- 8.9. At the next available meeting after receipt by the Secretary of the application, the Directors will consider the application. The Directors may adjourn consideration of the Application however if a decision is not made within three (3) months from the date of nomination by the Branch the application will be deemed to be refused.

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- 8.10. Where an application is refused or deemed to be refused by the Directors or the Full Members of a Branch have declined to nominate an applicant then the applicant may request the opportunity to address the Directors.
- 8.11. The Secretary shall as soon as possible and preferably within twenty-one (21) days of a final decision regarding an application advise the Secretary of the nominating Branch of the decision.
- 8.12. The Secretary of the nominating Branch must advise the applicant of the decision as soon as possible and preferably within fourteen (14) days of receipt of notification from the Secretary.
- 8.13. Where an applicant for Full Membership is successful he or she must within sixty (60) days of being notified of the decision pay to the secretary of the Branch the subscription fee and any admission fee fixed for the time being by the Directors.
- 8.14. Upon payment of the subscription and any admission fee in accordance with this Constitution the applicant's name shall be entered in the Register together with the date of entry and his residential address and thereupon the applicant shall become a Full Member.
- 8.15. Where the subscription or any admission fee is not paid in accordance with this Constitution the application lapses permanently.
- 8.16. A member who changes address must notify the Branch Secretary or Secretary in writing without delay.
- 8.17. A member may resign membership by giving one month's notice in writing to the secretary or the relevant Branch Secretary, if he or she is on the Direct List, to the Secretary.
- 8.18. The Branch Secretary must give notification to the Secretary as soon as possible of any resignation.

9. RIGHTS OF MEMBERS

- 9.1. Subject to any provision to the contrary in this Constitution a Full Member will have all of the rights of membership including the right to:
 - 9.1.1. attend and speak at general meetings;
 - 9.1.2. nominate, be nominated and be appointed as a Director; and
 - 9.1.3. vote at general meetings and for the election of Directors.
- 9.2. An Associate Member is not eligible to stand for election as a Director or vote at any general meeting or election of the Association.
- 9.3. An Associate Member may attend general meetings of the Association.

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10. DIRECT LIST MEMBERS

- 10.1. After 1 July 2018 appointments to the Direct List will cease. A member who was appointed as a Direct List Member before that date remains a Member.
- 10.2. The Directors may at any time remove the name of any Member from the Direct List and allocate him or her to a Branch.

11. TRANSFER OF BRANCH MEMBERSHIP

- 11.1. Any application to transfer from one Branch to another must be made to the secretary of the member's Branch in the form prescribed by the Directors from time to time.
- 11.2. In the event that the Directors approve the application for transfer to a new Branch, the applicant will become a member of that Branch after the expiration of 30 days from the date of the Directors' approval.
- 11.3. The Directors may approve an application for transfer on such conditions as they may in their absolute discretion determine.

12. LIFE MEMBERSHIP

- 12.1. The Directors may make any Full Member a Life Member of the Association.
- 12.2. A Life Member shall be entitled to all the privileges of membership and shall be subject in all respects to the provisions of this Constitution, with the exception of those provisions relating to the payment of subscriptions.

13. SUBSCRIPTION

- 13.1. Full Members and Associate Members must pay such subscriptions or other fees as may from time to time be determined by the Directors.
- 13.2. The subscription must be paid on or before the Subscription Date and for the period expiring on the next Subscription Date to the Treasurer of the Branch to which the Full Member belongs or to the Secretary if the member is on the Direct List or an Associate Member.
- 13.3. If a Full Member or Associate Member fails to pay his or her subscription before the 1st of March in any Subscription Year that member will cease to be a Full Member or Associate Member as the case may be and his or her name will be removed from the Register.
- 13.4. The Directors may at their discretion re-instate a Full Member or Associate Member whose name has been removed from the Register where the member provides satisfactory reasons for non payment. Where any application for

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reinstatement is not received by the Secretary by 12 noon on the last business day in March of an Election Year then the Full Member will not be eligible to vote in the election held in that Election Year regardless of whether the Full Member is reinstated.

14. BRANCHES

- 14.1. A Branch must consist of not less than twenty (20) Full Members. Whenever a Branch ceases to have at least twenty (20) Full Members then it must show cause to the Board why it should not be required to merge with another Branch.
- 14.2. The Directors may by resolution form a Branch. Where the Directors form a Branch they will determine the District Association to which it belongs.
- 14.3. Where twenty (20) or more Full Members make application to the Secretary to form a new branch, such application shall be considered by the Directors at their next available meeting after receipt by the Secretary of the application.
- 14.4. Where two branches pass (by a majority of Full Members entitled to vote) resolutions to merge they must notify the Secretary of the passing of the resolution and the preferred name of the merged branch. The Branches must if required satisfy the Directors that all, eligible Full Members have been given notice of the intended resolution before it was made. The Directors may determine the date upon which the merger shall take effect and any conditions of the merger.
- 14.5. Twenty non members or a combination of Full Members, Associate Members and non-members may petition the Directors to form a Branch. The Directors may request such information as they require from the petitioners and may otherwise deal with the request pursuant to clause 14.2.
- 14.6. At the inaugural meeting of a Branch the Full Members of that Branch must adopt and annually thereafter confirm as the governance framework of that Branch the prescribed form approved by the Directors and as may be amended from time to time by the Directors. The functions, conduct and powers of a Branch shall be as prescribed by the Directors from time to time.
- 14.7. The Directors may at any time and without providing reasons take over the administration and control of a Branch by notice in writing.
- 14.8. The Directors may at any time give a direction to or make a decision affecting any Branch and such decision shall be binding upon that Branch.
- 14.9. The Directors may suspend without notice the operation of any Branch.

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15. DISTRICT ASSOCIATIONS

- 15.1. All Branches may be grouped into District Associations. The Directors shall decide from time to time the District Association within which each Branch shall be grouped.
- 15.2. Subject to any other provision of this Constitution there shall be the following District Associations:
- 15.2.1. Metropolitan District;
 - 15.2.2. Newcastle and Hunter River District;
 - 15.2.3. Northern Rivers District;
 - 15.2.4. South Coast and Southern Tablelands District;
 - 15.2.5. North And Northern Western District;
 - 15.2.6. Western District; and
 - 15.2.7. Riverina District.
- 15.3. Schedule 2 to this Constitution provides a guide to the areas of District Associations based on Local Government Areas however the Directors are not bound by anything contained in that Schedule.
- 15.4. At the inaugural meeting of a District the District Association must adopt and annually thereafter confirm as the Governance Framework of that District Association the prescribed form approved by the Directors and as may be amended from time to time by the Directors.
- 15.5. The functions, conduct and powers of a District Association shall be as prescribed by the Directors by resolution from time to time.
- 15.6. The Directors by resolution may at any time and without providing reasons take over the administration and control of a District by notice in writing.
- 15.7. The Directors by resolution may at any time give a direction to or make a decision affecting any District Association and such decision shall be binding upon that District Association.
- 15.8. The Directors may by resolution and subject to such conditions as they may determine suspend without notice the operation of any District Association.

16. MEETINGS

- 16.1. The Board must call and arrange and hold an Annual General Meeting in accordance with the requirements of the Act.

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- 16.2. Except where otherwise provided in this Constitution the Association may hold a meeting of the Full Members at two or more venues using any technology that gives the Full Members as a whole a reasonable opportunity to participate.
- 16.3. All general meetings other than the meeting designated as the Annual General Meeting will be extraordinary general meetings.
- 16.4. The Directors may whenever they think fit convene an extraordinary general meeting which must be held in the Metropolitan District.
- 16.5. The Directors must on the requisition of Full Members representing:
- 16.5.1. not less than five per cent (5%) of the total voting rights of all Financial and Eligible Members; or
 - 16.5.2. not less than two hundred (200) Financial and Eligible Members, call an extraordinary general meeting of the Association within two months of receipt of the requisition by the Secretary.
- 16.6. A requisition pursuant to clause 16.5 must:
- 16.6.1. state the objects of the meeting;
 - 16.6.2. be signed by the Full Members supporting the requisition;
 - 16.6.3. delivered to the Secretary; and
 - 16.6.4. include by cash or Bank Cheque an amount sufficient to meet the cost of posting by ordinary mail notice of the meeting to all Full Members.
- 16.7. The notice convening a general meeting must specify the time and place of the meeting and where the meeting is to consider special business, the general nature of such business.
- 16.8. Notice convening a general meeting must be given to those Full Members who are entitled to attend and vote at general meetings, however failure to notify a Full Member will not invalidate the meeting.
- 16.9. The period of notice given to Full Members in respect of general meetings shall be as:
- 16.9.1. At least twenty one (21) days in respect of a general meeting including the annual general meeting ; and
 - 16.9.2. At least twenty-one (21) days in respect of extraordinary general meetings.
 - 16.9.3. Notwithstanding clause 16.9.2 with the consent of Full Members representing not less than ninety-five per cent (95%) of Financial and Eligible Members the notice period of an extraordinary general meeting may be shortened.

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- 16.10. The profit and loss account and balance sheet and the reports of the Directors and of the Auditors must be presented to the annual general meeting. All other business dealt with at a meeting is special business.
- 16.11. A Full Member wishing to have a meeting deal with special business must give not less than twenty-eight (28) clear days notice thereof by leaving the notice and a signed copy of any resolution proposed to be moved with the Secretary.
- 16.12. The Directors have absolute discretion to determine whether the consideration of any proposed special business would be in the best interest of the Association.
- 16.13. If the Directors' approval is not given to the consideration of any special business, the Full Member proposing the special business may requisition a meeting by obtaining the written support of not less than one-twentieth (1/20th) of the Financial and Eligible Members of the Association or of one hundred (100) Full Members having the right to attend and vote at a meeting to which the requisition relates.
- 16.14. At an extraordinary general meeting called pursuant to the previous clause no business other than that stated in the requisition as the object of the meeting shall be transacted.
- 16.15. No business shall be transacted at any general meeting unless a quorum of Full Members is present at the commencement of the meeting. Except as otherwise provided in this Constitution, thirty (30) Full Members personally present and entitled to vote shall be a quorum for a general meeting.
- 16.16. If within fifteen (15) minutes after the time appointed for the meeting a quorum is not present the meeting if convened upon a requisition of Full Members shall be dissolved. In any other case the meeting will stand adjourned to the same day of the week in the following week at the same time and place.
- 16.17. If at the adjourned meeting a quorum is not present within fifteen (15) minutes from the time appointed for the meeting those Full Members who are present will be a quorum and may transact the business for which the meeting was called.
- 16.18. The Chairperson of the Board of Directors will preside as Chairperson at every general meeting of the Association.
- 16.19. If at any general meeting the Chairperson is not present within fifteen (15) minutes of the time appointed for holding the meeting the Senior Deputy Chairperson shall become Chairperson of such meeting. In the absence of both the Chairperson and the Senior Deputy Chairperson the Junior Deputy Chairperson shall become Chairperson of such meeting. In the absence of the Chairperson, the Senior Deputy Chairperson and the Junior Chairperson the Full Members present shall choose another Director as Chairperson of the meeting and if no Director be present or if all the Directors present decline to take the chair then the Full Members present shall choose one of their number to be Chairperson of the meeting.

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- 16.20. The Chairperson of a meeting may with the consent of any meeting at which a quorum is present and shall if so directed by a majority of Full Members present at the meeting adjourn the meeting from time to time and from place to place as such Full Members shall determine.

17. VOTING

- 17.1. Subject to clause 16.2 every Financial and Eligible Member present in person or by proxy at the meeting will have a vote.
- 17.2. In the case of an equality of votes the motion will be recorded as lost.
- 17.3. A vote for the election of a Chairperson of a meeting and a vote on a question of adjournment must be taken immediately. A vote demanded on any other question may be taken at such time as the Chairperson of the meeting directs.
- 17.4. A Full Member who is mentally incompetent or of unsound mind may vote by his legally appointed representative.
- 17.5. Votes may be given either personally or by proxy.
- 17.6. The instrument appointing a proxy must be in the form prescribed by the Directors from time to time and must be signed by the appointer and witnessed.
- 17.7. The instrument appointing a proxy and any supporting document must be deposited at the office of the Association not less than forty-eight (48) hours before the time for holding the meeting.
- 17.8. A resolution put to the vote at a meeting of Full Members must be decided on a show of hands unless a poll is demanded.
- 17.9. At a meeting a poll may be demanded by:
- 17.9.1. at least 5 Full Members entitled to vote on the resolution; or
 - 17.9.2. Full Members with at least 5% of the votes that may be cast on the resolution on a poll; or
 - 17.9.3. the chair.

18. ELECTION AND APPOINTMENT OF DIRECTORS

- 18.1. The business and affairs of the Association shall be under control and management of the Board of Directors.
- 18.2. Directors are to be elected every two (2) years by the Full Members of the Association. A Full Member is only entitled to vote in an election of Directors if he or she:
- 18.2.1.1. Is a Financial and Eligible Member as at the date of the election; and

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- 18.2.1.2. was a Financial and Eligible Member on or before 1st March in the relevant Election Year.
- 18.3. Directors will be elected for a term of two (2) years commencing on 1 June and expiring at midnight on 31st May.
- 18.4. The Directors may appoint a Full Member to fill any casual vacancy on the Board. Where the Directors consider it appropriate to do so they may seek the views of the Full Members of the District in which the vacancy occurs.
- 18.5. Any person appointed to a casual vacancy will hold office only until midnight on 31st May following the next election of Directors and however shall then, subject to this Constitution, be eligible for re-election.
- 18.6. The Board of Directors may continue to act so long as their number is not less than four (4). In the event that there are less than four (4) Directors the Board may only act for the purpose of appointing Full Members to fill vacancies.
- 18.7. Directors are not entitled to receive any remuneration for their services other than for expenses incurred in connection with their attendances at Board meetings or otherwise in the execution of their duties as Directors and as may be specifically approved by the Board .
- 18.8. A paid employee or officer of the Association shall not be eligible for election to the Board of Directors.
- 18.9. Directors shall be elected every two (2) years by the Full Members as follows:
- 18.9.1. The Full Members of the Branches in the Metropolitan District may elect three (3) Directors.
- 18.9.2. The Full Members of the Branches in the Newcastle and Hunter River District may elect two (2) Directors.
- 18.9.3. The Full Members of each other district shall elect one (1) Director for that District.
- 18.10. A Direct List Member shall be entitled to vote in and for the district within which that Direct List Member resides.
- 18.11. The election of the Directors must be by means of a secret postal ballot to be conducted as follows:
- 18.11.1. A Full Member wishing to nominate must submit a notice of nomination in the form prescribed from time to time by the Association with the Secretary no later than 12 noon on the last Sydney business day in March of the Election Year.
- 18.11.2. A person shall not be eligible for election as a Director unless;
- 18.11.2.1. he or she is a Financial and Eligible Member;

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- 18.11.2.2. has been a Full Member for not less than two years as of 30 March in an election year;
 - 18.11.2.3. has consented in writing to act as a Director;
 - 18.11.2.4. has been nominated in writing for the position by two (2) Full Members; and
 - 18.11.2.5. has not within the ten years preceding the election been sentenced to term of imprisonment (whether suspended or not) in Australia or elsewhere for a period exceeding three months
- 18.11.3. The Secretary shall cause to be prepared, in respect of each district, a list containing the full names and addresses of all persons nominated for the position of Director for that area.
 - 18.11.4. A statement of the candidate's qualifications as submitted by candidates and as approved by the Secretary will be sent with the ballot papers.
 - 18.11.5. The Board must from time to time appoint a person to act as Returning Officer who may be the Secretary, the Association's auditor, legal adviser or other suitably qualified person.
 - 18.11.6. Each candidate may appoint one (1) scrutineer who may witness the collection and counting of votes.
 - 18.11.7. Full Members shall be entitled to vote only for the number of candidates required to fill the Directorships in their District.
- 18.12. A roll of Full Members for each District and a list of Direct List Members will be available for inspection by any candidate.
 - 18.13. Candidates must not publish in connection with the election and whether orally or in writing any material which is defamatory, insulting or derogatory of other candidates.
 - 18.14. Any information to be circulated to Full Members or the contents of any advertisement in relation to the election must be submitted prior to circulation or advertisement to the Returning Officer. If the Returning Officer, having obtained legal advice, is of the view that any information or the contents of any advertisement is defamatory, insulting or derogatory of other candidates that material may not be circulated or published.
 - 18.15. Candidates must not use information obtained from the roll of electors for any purpose other than the election.
 - 18.16. Ballot papers will be forwarded to Full Members by post at least fourteen (14) days before the date of the election accompanied by a return post paid envelope.
 - 18.17. Ballot papers will include voting instructions. A Full Member must indicate his or her vote in accordance with the voting instructions contained on the ballot paper.

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- 18.18. Should a Full Member require the issue of a duplicate ballot paper and envelope for reasons acceptable to the Returning Officer the ballot paper shall be stamped "Duplicate" and the original shall cease to be valid.
- 18.19. The Returning Officer shall arrange for the collection and transfer of completed ballot-papers to a locked box in the Association's offices or such other equally secure device. At any clearing of the locked box (or other device) a candidate shall be entitled to be represented by a scrutineer. A ballot paper must be extracted from the envelope in a manner which retains the anonymity of the voter.
- 18.20. The Returning Officer must declare the number of ballot papers printed, the number issued, the number unissued, the number included in the count, and will declare elected the required number of candidates who have polled the highest number of votes in the relevant District.
- 18.21. In any case of doubt as to the formality of any voting paper the Returning Officer's decision shall be conclusive and final.
- 18.22. In the event of equality of votes the successful candidate shall be decided by lot by the Returning Officer.
- 18.23. After scrutiny of the voting papers the Returning Officer shall certify in writing the correctness of the result of the ballot to all candidates for election. As soon as convenient thereafter, the Returning Officer shall cause the result of the ballot to be published in a daily newspaper circulating throughout the State of New South Wales.
- 18.24. The ballot papers must be retained for at least six (6) months following the date of the declaration of the result of the ballot.
- 18.25. All retiring Directors are eligible for re-election.
- 18.26. Nothing contained in this Constitution will operate to prohibit the casting of votes for the election of Directors by electronic means where the Directors have adopted a process for electronic voting and that process has been presented to and ratified by the members at a General Meeting of the Association.

19. VACATION OF OFFICE OF DIRECTOR

- 19.1. The office of a Director shall automatically be vacated if he or she:
 - 19.1.1. Ceases to be a Director or becomes prohibited from being a Director by virtue of the Act of any order made under the Act.
 - 19.1.2. Becomes bankrupt or insolvent or makes any arrangements with his creditors generally.
 - 19.1.3. Becomes mentally incompetent.
 - 19.1.4. Resigns office or refuses or neglects to act.

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- 19.1.5. Is or has been directly or indirectly interested in any contract or proposed contract of the Association and fails or has failed to disclose the nature of his or her interest.
- 19.1.6. Absents himself or herself from three (3) successive meetings of the Board without special leave of absence.
- 19.1.7. Ceases to be a Full Member.

20. DIRECTOR'S MEETINGS

- 20.1. If at any meeting the Chairperson is not present within fifteen (15) minutes of the time appointed for holding the meeting the Senior Deputy Chairperson shall become Chairperson of such meeting. In the absence of both the Chairperson and the Senior Deputy Chairperson the Junior Deputy Chairperson shall become Chairperson of such meeting. In the absence of the Chairperson, the Senior Deputy Chairperson and the Junior Chairperson the Directors present shall choose one of their number to be Chairperson of such meeting.
- 20.2. Questions arising at any meeting of Directors shall be decided by a majority of votes and in the case of an equality of votes the Chairperson shall be a second or casting vote.
- 20.3. The Directors may meet at such times as they think necessary to carry out their duties.
- 20.4. The quorum for a meeting of Directors is four (4) Directors present in person.
- 20.5. The Secretary may and must on the request of four (4) Directors convene a meeting of the Directors at any time.
- 20.6. A Director wishing to raise any business at a meeting of Directors must give the Secretary not less than seven (7) clear days notice particularising the business intended to be discussed. Not less than seventy-five per cent (75%) of the Directors present at a meeting of Directors may dispense with the notice requirement of this clause.
- 20.7. If a Director has an interest (including but not limited to a pecuniary interest) in a matter being considered or about to be considered at a meeting of the Board and the interest may raise a perception of a conflict with the proper performance of the Director's duties in relation to the consideration of the matter, the Director must disclose the nature of the interest at a meeting of the Board.
- 20.8. After a Director has disclosed the nature of an interest in any matter, the Director must not, unless the Board otherwise determines:
 - 20.8.1. be present during any deliberation of the Board with respect to the matter; or
 - 20.8.2. take part in any decision of the Board with respect to the matter.

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- 20.9. In determining whether a Director should be allowed to be present during deliberations or take part in a decision, notwithstanding a disclosure pursuant to clause 20.7, the Board must have regard to the material significance of the disclosed interest.
- 20.10. The Directors may pass a resolution without a Directors' meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- 20.11. Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- 20.12. The resolution is passed when the last Director signs.
- 20.13. A Board meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting.

21. POWERS AND OBLIGATIONS OF DIRECTORS

- 21.1. The Directors may exercise all powers exercisable by the Association as are not required by the Act or by this Constitution to be exercised by the Association in general meeting. Without limiting the generality of the foregoing the Directors have the following powers:
 - 21.1.1. To appoint and remove staff provided that the Directors shall only terminate the appointment of the Secretary with the agreement of not less than sixty-six per cent (66%) of the Directors.
 - 21.1.2. To give receipts releases and other discharges for money payable to the Association and for all claims and demands of the Association.
 - 21.1.3. To invest and deal with any monies of the Association in such manner as they think fit and from time to time to vary or realise such investments.
 - 21.1.4. To borrow or raise or secure the payment of money in such manner as the Directors shall think fit and in particular by the issue of debentures or debenture stock charged upon all or any of the Association's property and to purchase redeem or pay off any such security.
 - 21.1.5. To instigate or defend any legal proceedings by or against the Association.
 - 21.1.6. To purchase, lease or otherwise acquire property for the Association at such price and on such conditions as the Directors shall think fit.
 - 21.1.7. To sell, mortgage, lease or otherwise deal with any of the property of the Association.
 - 21.1.8. To enter into contracts on behalf of the Association.

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- 21.2. The Directors may delegate any of their powers to sub-committees of Directors.
- 21.3. No resolution passed by the Association in general meeting shall invalidate any prior act of the Directors which was valid when passed.
- 21.4. In addition to any obligation imposed on a Director by law, upon assuming the role of a Director, a Director must adopt any code of conduct in force as regards Directors of the Association and adhere to that code during their tenure as a Director.
- 21.5. Where a Director is accused by a fellow Director of failing to adhere to the code of conduct he or she may be required by Resolution passed by at least seventy five percent (75%) of the Directors to show cause why he or she should not be disciplined. Any show cause hearing will be conducted by the Appeals Tribunal.
- 21.6. Where the Appeals Tribunal is satisfied that a Director has failed to adhere to the Code of Conduct then it may impose any of the following penalties on that Director:
 - 21.6.1. Suspension as a Director for a period of time;
 - 21.6.2. Fine;
 - 21.6.3. Reprimand.

22. ASSOCIATION OFFICE BEARERS

- 22.1. The Directors must at their first meeting after election elect a Chairperson and a Senior Deputy Chairperson and a Junior Deputy Chairperson.
- 22.2. The Chairperson and Deputy Chairpersons will continue to hold office until the 1st day of June following the next election of Directors.

23. FINANCE & AUDIT COMMITTEE

- 23.1. The Finance and Audit Committee will consist of those Directors appointed from time to time to sit on the Committee.
- 23.2. The Finance and Audit Committee will have the following functions:
 - 23.2.1. to oversee the Association's budgetary and financial planning;
 - 23.2.2. to monitor the Association's financial performance;
 - 23.2.3. management of the Association's assets;
 - 23.2.4. risk management for the Association;
 - 23.2.5. to ensure adherence to company operating standards; and

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- 23.2.6. to ensure compliance with the Association's internal and external audit procedures.

24. DISCIPLINING OF MEMBERS

- 24.1. The Directors may suspend or expel from membership of the Association any member who in their opinion has:
- 24.1.1. engaged in any dishonest, corrupt, fraudulent or improper practice or any other dishonourable action in connection with greyhound racing;
 - 24.1.2. acted contrary to the interests of the Association.
 - 24.1.3. without reasonable excuse refused to attend or give evidence at any inquiry when requested to do so by any Official or Director.
 - 24.1.4. given evidence which is false or misleading in any material aspect at any inquiry or appeal.
 - 24.1.5. used improper or insulting behaviour at any time towards the Directors, any official or member in connection with Association matters.
 - 24.1.6. committed any breach of this Constitution or any by-laws made under this Constitution.
 - 24.1.7. been disqualified or warned off by the body regulating greyhound racing or any other form of racing in Australia.
 - 24.1.8. attempted or conspired with any person of the above offences or who has advocated the committing of any of the above offences.
- 24.2. If, in the Directors opinion, there are reasonable grounds for suspecting that a member has engaged in conduct of the type referred to in the preceding clause the Directors may charge the member with that conduct.
- 24.3. The member charged may appear before the Directors in person or make submissions in writing, but no person shall be allowed to be represented by any legal representative without the leave of the Directors.
- 24.4. A member may call witnesses in support of his or her submissions.
- 24.5. The Directors are not bound by the rules of evidence.
- 24.6. If the charge is laid on the information of a Director then that Director must not be present at the determination of the charge other than as a witness.
- 24.7. Upon the Directors finding the member guilty of the conduct charged, they may in their discretion either suspend or expel the member from the Association or resolve to take no action against the member.

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- 24.8. A member who has been suspended or expelled may appeal against the decision of the Directors to the Appeals Tribunal. Notice of any appeal must be received by the Association within twenty-one (21) days of the date of the decision of the Directors against which such appeal is lodged.

25. PROCEDURES

- 25.1. The Directors shall keep minutes of their meetings.
- 25.2. The minutes of meetings are to be confirmed by the Chairperson of the meeting as a correct record and shall be sufficient evidence of such proceedings without further proof of the facts stated in the minutes.
- 25.3. The Seal may only be affixed by the authority of the Directors previously given and in the presence of two (2) Directors or one (1) Director and the Secretary.

26. NOTICES

- 26.1. The Association may give a notice (including notice of meeting) to a member:
- 26.1.1. personally; or
 - 26.1.2. by sending it by post to the address for the member in the register of members or the alternative address (if any) nominated by the member; or
 - 26.1.3. by sending it to the fax number or electronic address (if any) nominated by the member; or
 - 26.1.4. by sending it to the member by other electronic means (if any) nominated by the member; or
 - 26.1.5. by notifying the member in accordance with subclause 26.2.
- 26.2. If the member nominates:
- 26.2.1. an electronic means (the ***nominated notification means***) by which the member may be notified are available; and
 - 26.2.2. an electronic means (the ***nominated access means***) the member may use to access notices;
the Association may give the member notice by notifying the member (using the nominated notification means):
 - 26.2.3. that the notice of meeting is available; and
 - 26.2.4. how the member may use the nominated access means to access the notice.
- 26.3. A notice sent by post is taken to be given 3 days after it is posted. A notice sent by fax, or other electronic means, is taken to be given on the business day after it is sent.

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- 26.4. A notice of given to a member under clause 26.2 is taken to be given on the business day after the day on which the member is notified that the notice is available.

27. APPEALS TRIBUNAL

- 27.1. The Board must at the first meeting after each election appoint at least six appropriately skilled and experienced senior Members (other than Board Members) to constitute the Appeals Panel.
- 27.2. The Appeals Tribunal for any particular appeal will consist of three persons appointed by the Directors from the Appeals Panel
- 27.3. The Appeals Tribunal may;
- 27.3.1. Uphold an appeal;
 - 27.3.2. Dismiss an appeal; or
 - 27.3.3. Vary a penalty imposed.
- 27.4. A notice of appeal to the Tribunal must be accompanied by a fee of \$250 when it is lodged.
- 27.5. The fee may be paid at a later time with the consent of the Tribunal.
- 27.6. On the determination or withdrawal of the appeal, the Tribunal may, if it thinks fit, direct that the fee (or part of the fee) is to be repaid to the appellant.

28. AUTOMATIC SUSPENSION ON DISQUALIFICATION BY CONTROLLING BODY

- 28.1. If a Full Member, Associate Member or Life Member is disqualified by the Controlling Body his or her membership of the Association will be suspended for the period of disqualification.
- 28.2. Upon expiration of the period of disqualification period the Full Member, Associate Member or Life Member must make application to the Board for the cessation of the membership suspension.
- 28.3. In the event that the period of disqualification (as finally determined) exceeds two years then the membership of the disqualified person will be terminated.

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Schedule 1

HISTORICAL NOTE

1. *The original Memorandum, Articles of Association of The New South Wales Greyhound Breeders, Owners and Trainers' Association Limited were adopted by the Association on its formation.*
2. *The documents included the names and signatures of the founding subscribers, dated 15 July 1939, as follows:*

<i>Name</i>	<i>Address</i>	<i>Occupation</i>
<i>Bernard Andrew McMichan</i>	<i>1 Catherine Street Leichhardt</i>	<i>Veterinary Surgeon</i>
<i>Charles Macdonald Mackinnon</i>	<i>3 Beresford Road Strathfield</i>	<i>Retired Grazier</i>
<i>Samuel Ernest Scully</i>	<i>21 Sydenham Road Marrickville</i>	<i>Clerk</i>
<i>William Arthur Turner</i>	<i>5 Evelyn Avenue Concord</i>	<i>Accountant</i>
<i>Ernest Albert Fairbairn</i>	<i>345 Riley Street City</i>	<i>Butcher</i>
<i>Joseph Francis Scully</i>	<i>179 John Street Lidcombe</i>	<i>Supervisor</i>
<i>Gustave Gumperts</i>	<i>104 Victoria Road Marrickville</i>	<i>Freeholder</i>

3. *The Constitution of the Association as printed herein were adopted at the Annual General Meeting of the Association on and replace the earlier documents referred to above and as amended from time to time.*

Schedule 2

DISTRICT ASSOCIATIONS

1. District Associations shall be constituted in respect of the following districts as defined by Local Government boundaries:

1.1 METROPOLITAN DISTRICT

Local Government Areas:

Council of the City of Sydney , Bankstown City Council, Liverpool City Council, Parramatta City Council, Blacktown City Council, Campbelltown City Council, Penrith City Council, Blue Mountains City Council and Fairfield City Council, Ku-ring-gai Council, Holroyd City Council, Ryde City Council, Willoughby City Council, Manly Council, The Council of the Municipality of Hunters Hill, Lane Cove Municipal Council, North Sydney Council, Mosman Municipal Council, Auburn City Council, City of Canada Bay Council, , Leichhardt Municipal Council, Woollahra Municipal Council, Strathfield Municipal Council, Burwood Council, The Council of the Municipality of Ashfield, Marrickville Council, Randwick City Council, Waverley Council, Canterbury City Council, The

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Council of the City of Botany Bay, Hurstville City Council, Rockdale City Council, Kogarah City Council and Camden Council, Pittwater Council, Warringah Shire Council, The Council of the Shire of Hornsby, The Hills Shire Council, Sutherland Shire Council and Hawkesbury City Council.

1.2 NEWCASTLE AND HUNTER RIVER DISTRICT

Local Government Areas:

Gosford City Council, Greater Taree City Council, Maitland City Council, Newcastle City Council, Cessnock City Council, Upper Hunter Shire Council, Port Macquarie-Hastings Council and Lake Macquarie City Council, Singleton Council, Muswellbrook Shire Council, Merriwa, Wyong Shire Council, Port Stephens Council, Great Lakes Council, Dungog Shire Council, Gloucester Shire Council and Kempsey Shire Council.

1.3 NORTHERN RIVERS DISTRICT

Local Government Areas:

Lismore City Council, Clarence Valley Council, Nambucca Shire Council, Bellingen Shire Council, Coffs Harbour City Council, Richmond Valley Council, Ballina Shire Council, Byron Shire Council, Tweed Shire Council and Kyogle Council.

1.4 SOUTH COAST AND SOUTHERN TABLELANDS DISTRICT

Local Government Areas:

Shoalhaven City Council, Wollongong City Council, Goulburn Mulwaree Council, Queanbeyan City Council Shellharbour City Council and The Council of the Municipality of Kiama, Wollondilly Shire Council, Wingecarribee Shire Council, Upper Lachlan Shire Council, Yass Valley Council, Palerang Council Eurobodalla Shire Council, Cooma-Monaro Shire Council, Bega Valley Shire Council, Bombala Council and Snowy River Shire Council.

1.5 NORTH AND NORTHERN WESTERN DISTRICT

Local Government Areas:

Armidale Dumaresq Council and Tamworth Regional Council, Glen Innes Severn Council, Liverpool Plains Shire Council, Walcha Council, Warrumbungle Shire Council, Coonamble Shire Council, Uralla Shire Council, Gunnedah Shire Council, Narrabri Shire Council, Walgett Shire Council, Guyra Shire Council, Gwydir Shire Council, Brewarrina Shire Council, Bourke Shire Council, Inverell Shire Council, Moree Plains Shire Council and Tenterfield Shire Council.

1.6 WESTERN DISTRICT

Local Government Areas:

Dubbo City Council, City of Lithgow Council, Bathurst Regional Council, Orange City Council and Broken Hill City Council, Harden Shire Council, Boorowa Council, Young Shire Council, Bland Shire Council, Oberon Council, Evans, Cowra Shire Council, Weddin Shire Council, Blayney Shire Council, Forbes Shire Council, Cabonne Council, Lachlan Shire Council, Parkes Shire Council, Wellington Council, Narromine Shire Council, Gilgandra Shire Council, Warren Shire Council, Bogan Shire Council, Cobar Shire Council and Central Darling Shire Council, Mid-Western Regional Council.

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1.7 RIVERINA DISTRICT

Local Government Areas:

Wagga Wagga City Council and Albury City Council, Deniliquin Council, Tumbarumba Shire Council, Holbrook, Greater Hume Shire Council, Corowa Shire Council, Berrigan Shire Council, Murray Shire Council, The Council of the Shire of Wakool, Tumut Shire Council, , Urana Shire Council, Jerilderie Shire Council, Conargo Shire Council, Gundagai Shire Council, Junee Shire Council, Coolamon Shire Council, Narrandera Shire Council, Murrumbidgee Shire Council, Hay Shire Council, Balranald Shire Council, Wentworth Shire Council, Cootamundra Shire Council, Temora Shire Council, Leeton Shire Council, Griffith City Council, Carrathool Shire Council and Lockhart Shire Council.