

# Guide to amending your club's constitution

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## Introduction

It is important that your club regularly reviews its rules or constitution to ensure that they accurately reflect how your club is governed, are up to date with any law changes and to ensure they do not conflict with any aspects of the Racing Act 2002 or other Rules of Racing. Incorporated associations must also ensure that their rules address all of the matters set out in Schedule 3 of the Associations Incorporation Regulation 1999.

The following is a step-by-step guide to the process of making changes to your club's constitution:

### Step 1 - Drafting your changes

The existing constitution should be reviewed to identify areas that require updating having consideration to any law changes (e.g. introduction of a grievance procedure) or specific objectives of the review (e.g. to simplify an election process).

The changes should be endorsed by your board or management committee as the amendments to put forward to your club's members to vote on according to the existing constitution of your club.

### Step 2 - Seek Racing Queensland approval

The Racing Act 2002 sets out the power of Racing Queensland (RQ) to examine a club's constitution to determine if it complies with that Act as well as all relevant rules of racing. Accordingly, your club's licence agreement contains a requirement that clubs must provide RQ with reasonable prior written notice of any proposed changes, and any changes must be approved by RQ in writing before the changes can be implemented.

For new constitutions or complex changes it is recommended clubs allow 30 days for assessment, however simple changes can be assessed much quicker.

It is recommended that RQ approval is obtained prior to seeking special resolution of your members accepting the changes.

### Step 3 - Changes endorsed by special resolution

Whether under the Corporations Act 2001 or the Associations Incorporation Act 1981, an incorporated entity's members are required to approve changes to its constitution by special resolution.

A 'special resolution' is a resolution that is passed at a general meeting (including the AGM) by the votes of at least 75% of the members who are present and entitled to vote. Appropriate written notice of the general meeting must be given to all members in accordance with your club's existing constitution.

The notice of the general meeting should state that a special resolution is proposed and include the following:

- clearly set out the proposed changes
- explain the effect of the changes, and
- explain the reasons for the proposed changes.

At the meeting, the members should be given an opportunity to raise any questions they may have about the changes prior to their approval.

### Step 4 - Register changes with Office of Fair Trading

Within 3 months of passing the special resolution, the secretary of the club must complete and lodge 'Associations Incorporation Form 8 - Application to register an amendment of rules' with the Office of Fair Trading (OFT). This form is available at [www.qld.gov.au/fairtrading](http://www.qld.gov.au/fairtrading).

Lodgement details and fees are available on the OFT's website.

*Note: race clubs that are companies limited by guarantee will have different obligations under the Corporations Act 2001.*

### **Step 5 – Provide a copy of the approved updated rules to appropriate stakeholders**

Once approved, a copy of the amended rules should be provided to your board or committee members, RQ and any other appropriate stakeholders.

These newly adopted rules will be the constitution of your club going forward and should be made available to your club's members upon request.

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