



*Associations Incorporation Act 1981 (QLD)*

# Constitution

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Warwick Turf Club Incorporated

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## Table of Contents

<b>ARTICLE I. THE CLUB .....</b>	<b>3</b>
SECTION 1.01 CLUB NAME .....	3
SECTION 1.02 THE OBJECTS OF THE TURF CLUB.....	3
SECTION 1.03 POWERS.....	3
<b>ARTICLE II. MEMBERSHIP OF THE CLUB .....</b>	<b>6</b>
SECTION 2.01 CLASSES OF MEMBERSHIP .....	6
SECTION 2.02 APPLICATION FOR MEMBERSHIP .....	6
SECTION 2.03 ADMISSION OF NEW MEMBERS .....	7
SECTION 2.04 ANNUAL MEMBERSHIP FEES AND SEASON BADGES .....	7
SECTION 2.05 CESSATION OF MEMBERSHIP .....	7
SECTION 2.06 APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP.....	9
SECTION 2.07 REGISTER OF MEMBERS .....	9
<b>ARTICLE III. GOVERNANCE OF THE CLUB.....</b>	<b>11</b>
SECTION 3.01 ANNUAL GENERAL MEETING.....	11
SECTION 3.02 GENERAL MEETINGS AND ANNUAL GENERAL MEETINGS .....	11
<b>ARTICLE IV. MANAGEMENT OF THE CLUB .....</b>	<b>13</b>
SECTION 4.01 THE MANAGEMENT COMMITTEE .....	13
SECTION 4.02 ELECTION OF THE MANAGEMENT COMMITTEE .....	13
SECTION 4.03 RESIGNATION, REMOVAL OR VACATION OF MANAGEMENT COMMITTEE MEMBER .....	13
SECTION 4.04 THE MANAGEMENT COMMITTEE TO FILL VACANCIES .....	14
SECTION 4.05 FUNCTIONS OF THE MANAGEMENT COMMITTEE.....	14
SECTION 4.06 THE EXECUTIVE COMMITTEE .....	15
SECTION 4.07 MEETINGS OF MANAGEMENT COMMITTEE .....	15
SECTION 4.08 QUORUM FOR, AND ADJOURNMENT OF, MANAGEMENT COMMITTEE MEETING.....	15
SECTION 4.09 SPECIAL MEETING OF MANAGEMENT COMMITTEE .....	16
SECTION 4.10 MINUTES OF MANAGEMENT COMMITTEE MEETINGS.....	16
SECTION 4.11 APPOINTMENT OF SUBCOMMITTEES .....	16
SECTION 4.12 RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING .....	17
SECTION 4.13 BY-LAWS .....	17
SECTION 4.14 VALIDITY OF ACTIONS .....	17
SECTION 4.15 INDEMNITY OF MEMBERS .....	17
SECTION 4.16 SECRETARY TO KEEP MINUTES .....	17
SECTION 4.17 FINANCE .....	17
<b>ARTICLE V. BY LAWS .....</b>	<b>21</b>
SECTION 5.01 RETURNING OFFICER.....	21
SECTION 5.02 ELECTION AND BALLOT PROCEDURES .....	21
SECTION 5.03 DUTIES OF MANAGEMENT COMMITTEE MEMBERS .....	21
SECTION 5.04 ATTIRE .....	23
SECTION 5.05 CLUB BADGING .....	23

## Article I. The Club

SECTION 1.01 CLUB NAME

- (a) The name of the club is WARWICK TURF CLUB INCORPORATED (in these rules called 'the Turf Club').
- (b) The registered office of the Turf Club will be as the Committee determines from time to time.

SECTION 1.02 THE OBJECTS OF THE TURF CLUB

- (a) to establish and maintain a high-quality race track to ensure competitive and fair racing throughout the racing calendar.
- (b) to encourage, promote and conduct safe race meetings for the recreation and enjoyment of the Members and such other persons or associations interested in or connected with thoroughbred horse racing.
- (c) in furtherance of the last-mentioned object to encourage thoroughbred horse racing by the promotion of race meetings and the giving of prize stakes and rewards for horse races.
- (d) to work, promote and develop the Turf Club racecourse and its amenities as a premier racing, training facility and event centre in the Southern Downs.
- (e) to apply the profits if any and any other monies of the Turf Club to the promotion of the objects stated within.

SECTION 1.03 POWERS

- (a) To control the funds and other assets and liabilities of the Turf Club.
- (b) The income and property of the Turf Club from whatever source derived will be applied solely towards the promotion of the objects of the Turf Club as set forth in this Constitution and no portion of it must be paid or transferred directly or indirectly by way of dividend or bonus or otherwise by way of profit to the persons who at any time are or have been Members of the Turf Club or to any person claiming through any of them provided that nothing will prevent the payment:
  - (i) in good faith of remuneration to any committee member or servant who is a Member of the Turf Club in return for any services actually rendered to the Turf Club;
  - (ii) of fees and charges by the Turf Club in good faith to any Member of the Turf Club or any firm, partnership or company in which a Member may be a partner, director or shareholder in return for any professional or other services actually rendered or goods supplied to the Turf Club;
  - (iii) of interest, not exceeding the commercial rate, on money borrowed from or lawfully due to any Member of an affiliated body;
  - (iv) by the Turf Club of any rent or any licence or occupation fee payable by the Turf Club in relation to any property or premises demised or let to the Turf Club or to which the Turf Club may have access or licence at such rent, licence or occupation fee as the Turf Club in its discretion may decide to be fair and reasonable in the circumstances;
  - (v) by the Turf Club in good faith of allowance and travelling expenses which the Turf Club in its discretion may decide fair and reasonable in normal circumstances to any Member of the Turf Club representing the Turf Club; and
  - (vi) by the Turf Club of prize money, stakes and trophies to any Member of the Turf Club who has an interest in a racehorse which may win or be entitled to prize money, stakes or trophies as a consequence of such racehorse participating in a race meeting conducted by the Turf Club.

- (c) to formulate, pass and publish rules and by-laws not inconsistent with the provisions of this Constitution for the use of any racing facility which the Turf Club may own or occupy from time to time for racing or training purposes, the admission to and the expulsion of persons (including Members and non-members) who use or propose to use such facilities and charges or rates to be paid for admission (which charges or rates may differ with respect to different parts or such persons admitted).
- (d) in furtherance to the objects of the Turf Club,
  - (i) to establish, promote or assist in establishing or promoting and to subscribe to, become a Member of or amalgamate with any association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Turf Club, provided, that the Turf Club must not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its Members to an extent at least as great as that impose on the Turf Club under or by virtue of this Constitution.
  - (ii) to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the Members of the Club or persons frequenting the Club's premises.
  - (iii) to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Club.
  - (iv) to amalgamate with any one or more incorporated clubs having objects altogether or in part similar to those of the Club and which shall prohibit the distribution of its or their income and property among it or their members to an extent at least as great as that imposed upon the Club under or by virtue of 3.02.
- (e) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated clubs with which the Club is authorised to amalgamate.
- (f) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the other objects of the Club; Provided that in case the Club shall take or hold any property which may be subject to any trusts the Club shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- (g) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the Club's other objects and the exercise of the powers of the Club; to obtain from any such Government or Authority any rights, privileges and concessions which the Club may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (h) To appoint, employ, remove or suspend such servants and other persons as may be necessary or convenient for the purposes of the Club.
- (i) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the Club, or in or about the Club or promotion of the Club or in the furtherance of its other objects.
- (j) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Club's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (k) To invest and deal with the money of the Club not immediately required in such manner as may from time to time be thought fit.

- (l) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any monies and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated Club's property or assets present or future and to purchase, redeem or pay-off any such securities.
  - (i) the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
    - (ii) the financial institution for the club; or
    - (iii) if there is more than one financial institution for the club, the financial institution nominated by the management committee.
- (m) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (n) To take any gift of property whether subject to any special trust or not, for any one or more of the other objects of the Club but subject always to the provision in sub-rule 3.5.
- (o) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club, in the shape of donations, annual subscriptions or otherwise.
- (p) To print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects.
- (q) Subject to the Turf Club receiving and consent required under the Racing Act 2002 (as amended), to subscribe to any local or other charity and to make donations for any patriotic, public or charitable purpose.
- (r) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
- (s) To do all such other things as are incidental or conducive to the attainment of the other objects and the exercise of the powers of the Club.

## Article II. Membership of the Club

SECTION 2.01 CLASSES OF MEMBERSHIP

- (a) The membership of the Turf Club shall consist of ordinary members and any of the following classes of members, namely honorary members and life members.
- (b) The number of members in any of the above categories shall be unlimited.
  - (i) Ordinary members: means and includes those members over the age of eighteen years interested in the promotion of the Sport of Racing.
  - (ii) Honorary members: a person may become a honorary member of the association with the approval of the Management Committee and such a person may be entitled to all the privileges (except voting right) of an ordinary member without payment of the annual subscription.
  - (iii) Life members: On the recommendation of the Management Committee, any person who has rendered valuable service to the Turf Club may be appointed a life member upon approval in favour of a proposal by not less than 75 percent plus one vote of all Members eligible to vote in favour of the motion by members present at an Annual General Meeting.
- (c) Notice of any proposed motion to appoint any person a life member shall be given to members with the notice of the Annual General meeting at which it is intended to appoint the person a life member. Such a person shall be entitled to all the privileges of an ordinary member without payment of the annual subscription.
- (d) Members must inform the Secretary in writing of their address for correspondence and of any subsequent change in their address.
- (e) This Constitution will be printed and posted to the Turf Club's webpages. New members will be informed of the web address of the constitution and advised to make themselves aware of its contents. Ignorance of the Turf Club Constitution on the part of an individual member will not diminish in any way the binding effect of this Constitution upon that Member.
- (f) A Member or a Member's guest who enters any part of the racecourse on which the Turf Club is conducting a race meeting or any building reserved for the exclusive use of Members must before entry, and at all times, display the Membership pass (and in the case of the Member's guest, the guest pass) on a part of their apparel so it may be easily observed by the Turf Club's attendant.

SECTION 2.02 APPLICATION FOR MEMBERSHIP

- (a) Following the process of an application form and its submission to the Secretary every candidate for Membership must be approved by the Management Committee.
- (b) The Management Committee will determine how the admission to Membership will occur.
- (c) When a candidate has been duly admitted, notice to that effect will be sent to such candidate by the Secretary with a request to remit the appropriate entrance fee (if any) and the first subscription.
- (d) When a duly admitted candidate has paid such entrance fee (if any) and first subscription, such person will become a Member of the Turf Club and be entitled to all of its benefits and privileges, and will be bound by the Constitution of the Turf Club.
- (e) Subject to clause 5.2 every candidate for Membership must, within one month after admission, pay any entrance fee and the subscription for the year current in relation to such Membership, otherwise their admission will be void unless the candidate justifies the delay in payment to the satisfaction of the Management Committee in its discretion.

- (f) If any supply (including and without limiting the generality of the term “supply”, any entrance fee and Membership fees determined by the Management Committee from time to time) is subject to any GST, the Member must pay to the Turf Club an amount sufficient to ensure that the Turf Club retains, after payment of GST, the amount that it would have received had GST not been so payable. Any amount payable by the Member under this clause must be paid on the same date, as payment is required in relation to the underlying supply giving rise to the GST.
- (g) The Turf Club shall give each Member a tax invoice in accordance with the GST Act in respect of any taxable supply made by the Company to a member under clause 5.6.

#### SECTION 2.03 ADMISSION OF NEW MEMBERS

- (a) The Secretary must submit a membership application to the next monthly meeting of the Management Committee.
- (b) Whether an applicant for membership will be accepted or rejected for membership is a matter for the Management Committee’s decision, in its absolute discretion.
- (c) If a membership application is refused, the Secretary must notify the applicant in writing, and that applicant may re-apply to the Management Committee for admission as a Member, but not within six months from the date of the Management Committee meeting at which the prior membership application was refused.

#### SECTION 2.04 ANNUAL MEMBERSHIP FEES AND SEASON BADGES

- (a) The membership fees for each class of membership shall be such a sum and payable at such a time as the Management Committee shall from time to time determine.
- (b) Every member shall be liable for membership fees for the current year unless notice has been given in writing to the Secretary on or before the first day of June of the previous year of the intention not to renew membership for the ensuing year.
- (c) On payment of a membership fee for the current year each member shall be entitled to receive two season badges one for the Member and another for a Guest.
- (d) The Management Committee may refuse to replace any badge which has been lost, mislaid or destroyed. Such members’ badges shall not be transferable (see Clause 8.6).

#### SECTION 2.05 CESSATION OF MEMBERSHIP

- (a) A person ceases to be a Member of the Turf Club if the Member:
  - (i) gives notice in writing to the Secretary resigning as a Member;
  - (ii) becomes subject to any form of insolvency admission (including bankruptcy, liquidation and receivership)
  - (iii) dies.
- (b) The date of resignation of a Member is the date on which the written notice of resignation is received by the Secretary.
- (c) The Management Committee has power to expel a Member or suspend their Membership if the Member:
  - (i) is found guilty of a criminal offence;
  - (ii) in the opinion of the Management Committee, acts out of self-interest while performing any official duties for the Turf Club;

- (iii) is found guilty of a corrupt practice under the Rules of Racing by the Stewards of Racing Queensland Ltd;
  - (iv) refuses or neglects to comply with the provisions of the Constitution or of any By-Law of the Turf Club;
  - (v) is guilty of any conduct which, in the opinion of the Management Committee, is injurious or prejudicial to the character or interests of the Turf Club;
  - (vi) has in the opinion of the Management Committee, been guilty of any grossly improper conduct or riotous behaviour at any race meeting or other meeting of the Turf Club;
  - (vii) has on any racecourse, been guilty of any act, practice, conduct, matter or thing which is prejudicial to the interests of the Turf Club or calculated in any manner to bring discredit on the Turf Club or its Members which, in the opinion of the Management Committee, renders it undesirable in the interest of the Turf Club that such person should remain a Member of the Turf Club; declines or neglects to pay any fine imposed on such Member by the Turf Club;
  - (viii) declines or neglects to pay any monies which such Member has contracted or is liable to pay to the Turf Club; or
  - (ix) has, in the opinion of the Management Committee, been guilty of any act or improper conduct, whether in relation to racing, Membership of the Turf Club or any other race club or otherwise, which renders it undesirable in the interest of the Turf Club that such person should remain a Member of the Turf Club.
- (d) At least seven clear days' notice in writing must be given to a Member of the meeting of the Management Committee at which a resolution to expel or suspend the Member is to be proposed. The notice must include particulars of the issues of concern to the Management Committee.
  - (e) The Member must have a reasonable opportunity to respond to the allegation and to produce any material considered relevant at the Management Committee meeting.
  - (f) The Secretary must immediately notify the Member in writing once a resolution for expulsion or suspension is passed.
  - (g) Membership badges are not transferable. Each Member must, on request, produce to the gatekeeper or such other person having authority from the Management Committee, their Membership badge and on failure to do so may be removed from the racecourse. In the event of proof being given to the satisfaction of the Management Committee that any Member has allowed their Membership badge to be used by any other person for the purpose of obtaining admission to the racecourse or any of the parts of it, such Member will be liable to such fine as the Management Committee may, from time to time, determine and to forfeit their Membership badge and expulsion from the Turf Club and the Management Committee may cancel such Membership. Upon cancellation by the Management Committee, such person will cease to be a Member of the Turf Club.
  - (h) If any Member neglects to pay the annual subscription for Membership before the 1st of September of the current financial year, such person will cease to be a Member of the Turf Club and the Secretary shall promptly cause their name will be removed from the Members' Register provided that, if such person provides to the Management Committee the reason for their failure to pay the annual subscription, which the Management Committee in its discretion deems satisfactory, the Management Committee may, on payment by such person of the amount due, reinstate such person's name on the list of Members in the Members' Register.
  - (i) No Member may vote or enjoy any of the privileges of a Member during the time such Member's subscription is in arrears or during any period of suspension or expulsion applicable to their membership.



**SECTION 2.06**      APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- (a) A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the Secretary written notice of their intention to appeal against the decision of the Management Committee.
- (b) Upon receipt of a notification of membership the Secretary shall convene, within three months of the date of receipt of such notice, a general meeting to determine the appeal. At such a general meeting the applicant shall be given the opportunity to fully present their case and the Management Committee or those members thereof who rejected the application for membership or supported their termination of membership subsequent shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of the members present at such a meeting.
- (c) Where a person whose application is rejected, does not appeal against the decision of the Management Committee within the time prescribed by these Rules of so appeal but the appeal is unsuccessful, the Secretary shall forthwith refund the amount of any fee paid.

**SECTION 2.07**      REGISTER OF MEMBERS

- (a) The Management Committee shall cause a Register to be kept.
- (b) The register must include the following particulars for each member:
  - (i) the full name of the member;
  - (ii) the postal or residential/email address of the member;
  - (iii) the date of admission as a member;
  - (iv) details about the termination or reinstatement of membership; and
  - (v) any other particulars the management committee or the members at a general meeting decide.
- (c) However, the management committee may, on the application of a member of the club, withhold information about the member (other than the members full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.
- (d) Information on dates of admission to the club and termination of membership due to deaths, resignations, terminations and reinstatements of membership shall also be entered into the Register and any further particulars as the Management Committee or the members at any general meeting may require from time to time.
- (e) Every member shall notify the Secretary of any changes of the member's residential or email address. The registered address (residential or email) of a member shall be deemed to be their address for any purpose in connection with these rules, and/or letters and notices delivered at or posted to the current address of any member as entered in the Register shall be deemed to be sufficient delivery of same. If no address be given, all letters and notices addressed and posted (emailed) to the last known address of any member shall be deemed sufficient delivery of same.
- (f) The Register must be open for inspection by members of the club at all reasonable times and a member must contact the secretary to arrange an inspection of the register.
- (g) A member of the club must not:
  - (i) use information obtained from the register of members of the club to contact, or send material to, another member of the club for the purpose of advertising for political, religious, charitable or commercial purposes; or

- (ii) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the club for the purpose of advertising for political, religious, charitable or commercial purposes.

## Article III. Governance of the Club

SECTION 3.01 ANNUAL GENERAL MEETING

- (a) The Annual General Meeting must be held each year no later than three months after the end of the previous Financial Year.
- (b) The Secretary shall receive notices of Motion to be included on the agenda of the Annual General Meeting or General Meeting at least twenty-eight (28) days prior to the meeting at which they will be discussed.
- (c) The business to be transacted at every annual general meeting shall be:
  - (i) Acceptance of minutes from previous Annual General meeting;
  - (ii) Receiving of the President's report, Treasurer's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the association for the preceding financial year;
  - (iii) Receiving of the auditor's report upon the books and accounts for the preceding financial year;
  - (iv) Proposed resolutions addressing any issues or special resolution matters;
  - (v) Election of members of the Management Committee;
  - (vi) Appointment of an auditor;
  - (vii) General Business.

SECTION 3.02 GENERAL MEETINGS AND ANNUAL GENERAL MEETINGS

- (a) A general meeting may be convened by the Management Committee at any time.
- (b) A general meeting must be convened within two calendar months of the Turf Club receiving a requisition in writing from twelve Members entitled to cast a vote at a general meeting.
- (c) Subject to the provisions of the Corporations Act relating to Special Resolutions, at least 21 days' written notice of a general meeting must be given to all Members who are entitled to receive the notice.
- (d) The management committee may decide the way in which the notice must be given. However, the notice of a general meeting must contain all information required by the Corporations Act, including:
  - (i) the place, the day and the hour of the meeting; and
  - (ii) the general nature of the business to be transacted at the meeting.
- (e) Proceedings at General Meetings
  - (i) The President of the Turf Club or their delegate as determined by the Management Committee will preside as chairperson at every general meeting.
  - (ii) Where a general meeting is held and the President of the Turf Club is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act the Members present must elect one of their number to be chairperson of the meeting.
- (f) No business can be transacted at any annual general meeting or general meeting unless a quorum of Members is present when the meeting proceeds to business.
- (g) The quorum for a general meeting is at least half the number of members elected or appointed to the Management Committee plus one.

- (h) If a quorum is not present within half an hour from the time appointed for the general meeting called on the request of members of the management Committee or the Club, the meeting lapses.
- (i) If a quorum is not present within half an hour from the time appointed for the annual general meeting:
  - (i) It is adjourned to the same day in the next week at the same time and place, or to such other day, time and place as the chairperson may determine.
  - (ii) If a quorum is not present at the adjourned annual general meeting within half an hour from the time appointed for the meeting, the Members present constitute a quorum.
- (j) The chairperson may, with the consent of the majority of Members present at any meeting at which a quorum is present, adjourn the meeting but no business can be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (k) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting but it is not otherwise necessary to give notice of an adjournment or the business to be transacted at an adjourned meeting.
- (l) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of the members present. Such voting will be decided on a show of hands unless a ballot is demanded by at least three persons present.
- (m) In the case of an equality of votes, whether show of hands or a ballot, the chairperson is entitled to a second or casting vote.
- (n) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- (o) Election of Life members, Suspension and/or Termination of Membership, Alterations to this Constitution, and removal of Members of the Management Committee are to be deemed "Special Resolutions" and shall be resolved by the affirmative vote of at least three-quarters of the members present at the meeting and entitled to vote.
- (p) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
- (q) To ensure the accuracy of the minutes:
  - (i) the minutes of each general meeting must be signed by the President of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
  - (ii) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the club that is a general meeting or annual general meeting, verifying their accuracy.
- (r) If asked by a member of the club, the secretary must, within 28 days after the request is made:
  - (i) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
  - (ii) give the member a copy of the minutes of the meeting.
- (s) The club may require the member to pay the reasonable costs of providing copies of the minutes.

## Article IV. Management of the Club

SECTION 4.01 THE MANAGEMENT COMMITTEE

- (a) The business and operations of the Club shall be controlled by a Management committee comprising the following: President, Senior Vice-President, Junior Vice-President and Treasurer, all of whom shall be members of the Turf Club and such number being not less than six nor more than ten, of other members of the Turf Club at any general meeting may from time to time elect or appoint.
- (b) All offices shall be honorary and elective. Every financial Member of the Club shall be eligible to hold any office.
- (c) Unless with the express permission of the Control body, the Management Committee of the club shall have no more than two (2) licensees as members. Furthermore, licensee shall not hold office as Secretary (whether paid or honorary or not). For the purposes of the rule, a person holding an owner trainers' licence shall not be deemed to be a licensee.
- (d) Each Member of the Management committee shall be elected at the Annual General Meeting of the Club and shall hold office from the conclusion of the election at which they were elected until the conclusion of the election held at the next ensuing Annual General Meeting of the Club, but shall be eligible for re-election. A contested election for any position shall be resolved by ballot.

SECTION 4.02 ELECTION OF THE MANAGEMENT COMMITTEE

- (a) A member of the management committee may only be elected as follows:
  - (i) any 2 members of the club may nominate another member (the candidate) to serve as a member of the management committee subject
  - (ii) the nomination must be:
    - 1) in writing; and
    - 2) signed by the candidate and the members who nominated him or her; and
    - 3) given to the secretary at least 14 days before the annual general meeting at which the election is to be held;
  - (iii) each member of the club present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the management committee;
  - (iv) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (b) person may be a candidate only if the person: is 18 years of age; is financial; and not under suspension or expulsion.
- (c) A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the club for at least seven days immediately preceding the annual general meeting.
- (d) If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (e) The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised:
  - (i) whether or not the club has public liability insurance, volunteer insurance, management liability; and the amount of the insurance.

SECTION 4.03 RESIGNATION, REMOVAL OR VACATION OF MANAGEMENT COMMITTEE MEMBER

- (a) A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.
- (b) The resignation takes effect at:
  - (i) the time the notice is received by the secretary; or
  - (ii) if a later time is stated in the notice, the later time.
- (c) A member may be removed from office at a general meeting of the club if at least three quarters of the members present and eligible to vote at the meeting vote in favour of removing the member. If a member is absent for more than 50% of the scheduled monthly management meetings in the financial year, they will have to show cause to why he or she should not be removed from office.
- (d) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (e) A member has no right of appeal against the member's removal from office under this rule.
- (f) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

#### SECTION 4.04 THE MANAGEMENT COMMITTEE TO FILL VACANCIES

- (a) The Management Committee (or the remaining Member or Members of the Management Committee) shall have power at any time to appoint any properly qualified Member to fill any casual vacancy on the Management Committee until the next Annual General Meeting. The continuing Member or Members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is not reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Management Committee, the continuing Member or Members may act for the purpose of increasing the number of Members of the Management Committee to that number prescribed as a quorum or for summoning a General Meeting of the Club, but for no other purpose.
- (b) Provided however that in the event of a vacancy occurring in the office of President between Annual General Meetings the office shall only be filled by Members of the Club present and entitled to vote at a Special General Meeting called for that purpose.

#### SECTION 4.05 FUNCTIONS OF THE MANAGEMENT COMMITTEE

- (a) Subject to these rules or a resolution of the members of the club carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the club.
- (b) The management committee has authority to interpret the meaning of these rules and any matter relating to the club on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act. Note: The Act prevails if the club's rules are inconsistent with the Act—see section 1B of the Act.
- (c) The management committee may exercise the powers of the club to:
  - (i) To invest in such manner as the Members of the Club may from time to time determine.
  - (ii) To control its membership, finances, meetings, program and the use of the tracks and grounds.
  - (iii) To transact and authorise expenditure, provided that the Management committee is not empowered to authorise any single item of expenditure in excess of \$50,000 without prior approval of a General Meeting of the Club.
  - (iv) To appoint subcommittees.

- (v) To call General Meetings of Members.
- (vi) To arrange meetings of the Management committee.
- (vii) To charge fees.
- (viii) To make, vary and revoke By-laws from time to time but not inconsistent with these rules. Until varied or revoked, the By-Laws attached to this constitution will be the By-Laws of the Club.
- (ix) To do anything required or permitted under this constitution, the By-Laws or any law.
- (x) To otherwise act in the interest of Members.

#### SECTION 4.06 THE EXECUTIVE COMMITTEE

- (a) The Executive Committee of the Club shall consist of the President, Senior Vice President, Junior Vice President and Treasurer, four (4) Members thereof to constitute a quorum.
- (b) The Executive Committee shall transact any urgent business of the Club that may arise between Management Committee meetings and will submit a flying minute to the Management Committee by way of the digital communication platform (all committee members are requested to join on appointment), provided always that the Executive Committee seek approval for monies larger than \$1,000 to be spent between meetings, nor deal with the property of the Club. All business transacted by the Executive Committee shall be ratified and approved by the Management committee and recorded at the next Management Committee meeting.

#### SECTION 4.07 MEETINGS OF MANAGEMENT COMMITTEE

- (a) Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.
- (b) The management committee must meet at least once every month to exercise its functions.
- (c) The management committee must decide how a meeting is to be called.
- (d) Notice of a meeting is to be given in the way decided by the management committee.
- (e) The management committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (f) A committee member who participates in the meeting as mentioned in sub-rule (e) is taken to be present at the meeting.
- (g) A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in on the casting vote of the chair person.
- (h) A member of the management committee must not vote on a question about a contract or;
- (i) proposed contract with the club if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- (j) The club's President is to preside as chairperson at a management committee meeting.
- (k) In the absence of the President, the Senior or Junior Vice President shall preside or if the President or the Senior or Junior Vice President is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Members present shall elect one of their number to be Chairperson of the meeting.

#### SECTION 4.08 QUORUM FOR, AND ADJOURNMENT OF, MANAGEMENT COMMITTEE MEETING

- (a) 50% of the management committee plus one will constitute a quorum for a management committee meeting.
- (b) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.
- (c) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee:
- (d) the meeting is to be adjourned for at least 1 day; and
- (e) the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.
- (f) If, at an adjourned meeting mentioned in sub-rule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

#### SECTION 4.09 SPECIAL MEETING OF MANAGEMENT COMMITTEE

- (a) If the secretary receives a written request signed by at least 3 members of the management committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
- (b) If the secretary is unable or unwilling to call the special meeting, the President must call the meeting.
- (c) A request for a special meeting must state:
  - (i) why the special meeting is called; and
  - (ii) the business to be conducted at the meeting.
- (d) A notice of a special meeting must state:
  - (i) the day, time and place of the meeting; and
  - (ii) the business to be conducted at the meeting.
- (e) A special meeting of the management committee must be held within 14 days after notice of the meeting is given to the members of the management committee.

#### SECTION 4.10 MINUTES OF MANAGEMENT COMMITTEE MEETINGS

- (a) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered in a minute book.
- (b) To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.

#### SECTION 4.11 APPOINTMENT OF SUBCOMMITTEES

- (a) The management committee may appoint a subcommittee consisting of members of the club considered appropriate by the committee to help with the conduct of the club's operations.
- (b) A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.
- (c) A subcommittee may elect a chairperson of its meetings.
- (d) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose one of their number to be chairperson of the meeting.



- (e) A subcommittee may meet and adjourn as it considers appropriate.
- (f) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

#### SECTION 4.12 RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING

- (a) A written resolution signed by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- (b) A resolution mentioned in sub-rule above may consist of several documents in like form, each signed by one or more members of the committee.

#### SECTION 4.13 BY-LAWS

- (a) The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the club.
- (b) A by-law may be set aside by a vote of members at a general meeting of the club.

#### SECTION 4.14 VALIDITY OF ACTIONS

- (a) All acts done by any meeting of the Management committee, or of a committee, or by any person acting as a Member of the Management committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Member of the Management committee, or person acting as aforesaid, or that the Members of the Management committee, or any of them were disqualified, be as valid if every such person had been duly appointed and was qualified to be a Member of the Management committee.

#### SECTION 4.15 INDEMNITY OF MEMBERS

- (a) In the event of any proceedings being taken against a Member or Members of the Club in respect of any matter, or thing done by them in the proper performance of their duties, or by the direction, or with the authority of the Club, the Club shall indemnify such Member, or Members, of the Club so proceeded against in respect of their costs of such proceedings, and in respect of all costs and damages and other sums which they may be compelled to pay in the course or as a result of such proceedings.

#### SECTION 4.16 SECRETARY TO KEEP MINUTES

- (a) The Secretary shall cause full and accurate minutes of all questions, matters, resolutions, and other proceedings of every Management committee meeting and General Meeting to be entered in a book to be open for inspection at all reasonable times by any financial Member who previously applies, in writing, to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management committee meeting shall be signed by the Chairperson of that meeting, or the Chairperson of the next succeeding Management committee meeting verifying their accuracy. Similarly, the Chairperson of that meeting, or the Chairperson of the next succeeding General Meeting shall sign the minutes of every General Meeting; provided that the Chairperson of that meeting or the Chairperson of the next succeeding Annual General Meeting shall sign the minutes of any Annual General Meeting.

#### SECTION 4.17 FINANCE

- (a) Financial Year
  - (i) The Financial Year of the Turf Club shall end on the first day of July each year.
- (b) Annual Subscriptions
  - (i) An entrance fee and Annual Subscription shall be payable by all Members irrespective of Class, except as provided by this constitution;

- (ii) Such Fees and Subscriptions shall be determined at a Special General Meeting called for that purpose and such fees shall continue in force until altered at a subsequent Special General Meeting called for that purpose. When so determined the Annual Subscription shall be deemed to be due and payable on the first day of the commencement of the new financial year and shall apply for that financial year;
  - (iii) Such Fees shall be payable in advance;
  - (iv) The fees, as fixed, shall be payable by new Members joining the Club. Any person taking up membership subsequent to the commencement of the financial year shall pay his or her Subscription, pro-rata, from the date of acceptance as a Member to the end of the Club's financial year;
  - (v) Unfinancial – If Members fail to pay their Annual Subscriptions, by the due date they shall be deemed to be unfinancial.
- (c) Special Levies
- (i) The Club may at any time strike a Special Levy on all Members at an Annual or Special General Meeting of the Club, of which prior notice of at least 14 days has been given by the Management committee;
  - (ii) The levy shall only be payable to the Club if it has been passed by not less than three fourths majority of the Members present and entitled to vote at that meeting;
  - (iii) Each Member shall be advised by letter delivered to the Member or posted to his/her address, of any levy struck as aforesaid. If a Member fails to pay the levy within one month of the day following the posting of the letter of advice, he/she shall be deemed, unfinancial.
- (d) Unfinancial Members
- (i) Any member who becomes unfinancial shall forthwith be deprived of all privileges of membership of the Club, including
    - 1) The right to hold office;
    - 2) The right to speak or vote at any meetings of the Management committee, or at any General Meeting of the Club;
    - 3) The right to nominate any person for office or be nominated for office in the Club; and
    - 4) The right to enter Club property.
  - (ii) All privileges shall be restored to a previously unfinancial Member upon the payment of all subscriptions and monies due to the Club.
- (e) General Financial Matters

- (j) A detailed financial report, as well as monthly bank statements, shall be presented to each regular monthly Management committee meeting.
  - (ii) As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared for presentation to the Club, and for incorporation into the accounts of the Club, a statement containing particulars of the income and expenditure for the financial year just ended. All such statements shall be examined by the Auditor, who shall present a report upon such audit to the Secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which the audit was made.
  - (iii) A common seal must be kept securely by the Management Committee and used only under the authority of the Management Committee. Each document the seal is attached must be signed by a member of the Management Committee and countersigned by either the Secretary or another Management Committee member.
- (f) Documents
  - (i) The Management Committee shall provide for the safe custody of books, documents, instrument of title and securities of the Club.
- (g) Distribution of Surplus Assets
  - (i) If the Club be wound up in accordance with the provisions of the Clubs Incorporation Act 1981 (as amended), and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the Members of the Club, but shall be given or transferred to some other institution/s having objects similar to the objects of the Club, being Turf Clubs then affiliated with Racing Queensland, or a successor body, and which shall prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Club under or by virtue of subclause 38(d), such institution/s to be determined by the members of the Club, provided the institution/s to which the property of the club is transferred, is an institution approved by the Commissioner of Taxation as an institution referred to in Section 50/45 (c) of the Income Tax Assessment Act, 1997 (as amended).
- (h) Conduct of Members
  - (i) Members and visitors shall, at all times, maintain a proper discipline and decorum, and shall not speak offensively, bully or discriminatory, be intimidating, boisterous or aggressive, drunk or disorderly, unwelcome or uninvited physical contact, sexual harassment, continued or unreasonable disruption of staff performing their duties, obstructing thoroughfares or movement of patrons or staff and any contact that is unlawful or unsafe.
  - (ii) Any alleged infringement of this clause, on report in writing to the Management committee shall be investigated by the Management Committee, which shall have power to demand and direct apologies, and, if necessary, if the offending person be a Member, to deal with that person under the provisions of Clause 47 or if that person be a Member of another Turf Club to report that persons conduct to such Club. If the person is a visitor, who is not a Member of a Turf Club, the Senior Officer present at the time shall have authority to have that person removed from the Club premises.
  - (i) Any infringement of this provision and any complaints or protests lodged by a Member or Members of the Club in respect of any Member or Members of the Club shall be in writing to the Secretary, and shall be dealt with in the first place by the Management Committee who may, if deemed necessary, call a Special General Meeting. The Member or Members in respect of whom such complaints or protests have been lodged shall be entitled to attend the Management Committee meeting personally to state their case(s).

- (j) Disciplinary Provisions
  - (i) Any member of the club who fails to observe any rules or by-laws of the club or who is deemed guilty of an act, practice or conduct calculated to bring discredit on the Racing Industry or to the Turf Club as stated above Conduct of Members renders themselves liable to expulsion or suspension.
- (k) Activities to be Lawful
  - (i) The club must comply with all lawful requirements of the commonwealth, state and local governments and statutory authorities having jurisdiction over any activity of the Turf Club.

## Article V. By Laws

SECTION 5.01 RETURNING OFFICER

- (a) At the first management committee meeting each year, the management committee must appoint a returning officer whose duties are to control the issuing of ballot papers and subsequent collection and counting of same at the annual general meeting and subsequent general meetings.
- (b) The returning officer must liaise with the secretary regarding the preparation of ballot boxes. He or she must ensure that only those entitled to vote are issued with the necessary ballot papers and that the ballot boxes are correctly located for the lodgement of same.
- (c) The returning officer will enlist the assistance of such number of scrutineers as required to conduct the ballot. The returning officer or any scrutineer must not be a candidate in such ballot.
- (d) The returning officer must advise the chairperson of the meeting the result of the scrutineer's count and the chairperson must announce the result to the meeting.
- (e) The ballot material must not be destroyed without the authority of a motion

SECTION 5.02 ELECTION AND BALLOT PROCEDURES

- (a) Nominations for members of the management committee must be accordance with the rules.
- (b) Voting must be by secret ballot. Every ordinary financial and life member must be supplied with ballot papers.
- (c) The method of voting must be to tick the name or names of the candidate or candidates required by the voter.
  - (i) If more than two (2) candidates nominate for the same two (2) positions the ballot for the higher position to be conducted first. The ballot for the lower position is then conducted after deletion of the successful candidate in the higher position.
- (d) The results of each ballot shall be determined on the first past the post principle. If there be an equal number of votes for two or more candidates for the last remaining position in a ballot a further ballot must be conducted between the two candidates who tied.
- (e) If insufficient nominations are received for the positions of elected management committee members the candidates so nominated shall be declared elected and the meeting shall proceed to fill any remaining vacancies and, if necessary, conduct a ballot but with nominations from the floor of the meeting. Any member not present must indicate in writing his or her willingness to accept nomination from the floor for any unfilled position.
- (f) Ballot papers may be issued to those entitled to vote not more than 30 minutes prior to the meeting being opened. The returning officer must not collect the votes until the chairperson of the meeting announces the closing of the ballots. All votes will be deemed to have been made after the opening of the meeting and before the closure of the ballots. Before closing the ballot the chairperson of the meeting must introduce to the meeting any candidate for election who is not well known to the members if such candidate be present at the meeting.
- (g) In the case of a ballot being necessary to resolve a matter other than election, members must indicate their choice on ballot papers in a manner specified by the chairperson of the meeting.

SECTION 5.03 DUTIES OF MANAGEMENT COMMITTEE MEMBERS

- (a) The President
  - (i) Chairing committee meetings ensuring they are run effectively and efficiently;
  - (ii) Ensuring Sub-Committees and Committee Members fulfil their responsibilities to the club;

- (iii) Working with the Committee to set goals and develop strategic and business plans to achieve the goals of the club;
  - (iv) Regularly focusing the Committee's attention on matters of commercial governance including policies and procedures in relation to all key areas of operation;
  - (v) Working with the Committee to ensure the necessary skills are represented on the Committee and that a succession plan is in place to attract new Committee Members when required;
  - (vi) Assist in the development of partnerships with sponsors, Racing Queensland, local and state governments, shared facility users and organisations that are relevant to the goals of the club;
  - (vii) Providing support to the Executive Committee Members, General Committee Members and management to ensure the club's administration, finances and social events are run efficiently to support racing activities;
  - (viii) Reporting activities of the club to the membership at the Annual General Meeting;
  - (ix) Acting as a signatory for the club for all legal, compliance and financial requirements;
  - (x) Serve as a media/public spokesperson for the club when required.
- (b) The Senior and/or Junior Vice President
- (i) Stepping into the role of Chair/President if they are unable to fulfil their duties;
  - (ii) When needed, Chairing Committee meetings ensuring they are run effectively and efficiently;
  - (iii) Being an alternate signatory for the club for all legal, compliance and financial requirements;
  - (iv) Assist the Chair/President in deciding which matters are dealt with by the Executive, the full Committee or delegated to Sub-Committees;
  - (v) Coordinate club planning to ensure appropriate plans are developed, presented and reviewed by the Committee, and enacted as required;
  - (vi) Represent the club at public meetings and forums as agreed by the Chair/President;
  - (vii) Other duties as nominated by the Chair/President or the Committee.
- (c) The Treasurer
- (i) Administering all financial matters of the club;
  - (ii) Reporting monthly to the Committee on financial and budget performance;
  - (iii) Presenting and prioritising capital expenditure requirements to the Committee;
  - (iv) Ensuring all taxation commitments are met by the club;
  - (v) Maintaining accurate records of all income and expenditure;
  - (vi) Providing advice to the Committee in its management of club finances;
  - (vii) Ensuring all managers and General Committee members do not exceed authority limits for financial expenditure without reference to the full Committee;
  - (viii) Leading the annual budget process and ensuring an appropriate budget is provided to the Committee for approval;

- (ix) Presenting an annual report on the financial performance and position of the club at the Annual General Meeting (Treasurer's report);
  - (x) Supporting any required auditing processes;
  - (xi) Ensuring that all receipts and payments concur with bank deposits and withdrawals;
  - (xii) Being a signatory on club account;
  - (xiii) Ensuring membership renewal processes are followed;
  - (xiv) Ensuring development and review of financial policies and procedure with Committee endorsement;
  - (xv) Undertaking tasks at the request of the Chair/President or other Committee members.
- (d) Should the treasurer be absent or ill, or neglect or refuse to do the above responsibilities required by these by-laws, the management committee must invite and appoint any other financial member of the club to act in that capacity.

#### SECTION 5.04 ATTIRE

- (a) The management committee must determine the dress standards as the minimum requirement in relation to members and visitors within the confines of the club's premises. Such requirements must be displayed in a prominent position within the club's premises.

#### SECTION 5.05 CLUB BADGING

- (a) The registered colours of the Turf Club are black and gold.
- (b) The flag will be in the club colours and be of a style approved by the management committee.
- (c) The logo will be

