



# **CONSTITUTION**

**UPDATED – 3 DECEMBER 2018**

**RULES OF THE TOWNSVILLE TURF CLUB INCORPORATED**

**NAME**

1. The name of the incorporated association shall be TOWNSVILLE TURF CLUB INCORPORATED (in these Rules called "the Club").

**OBJECTS**

2. The objects for which the Club is established are:-
  - 1) To promote, conduct and hold race meetings for the recreation and enjoyment of members, for the association of persons interested in or connected with "horse racing", as defined by the "Racing and Betting Acts 1954-1987", or any amendment thereto, and for improvement in the breed of horses.
  - 2) For the furtherance of the last mentioned object to encourage horse racing by the promotion of race meetings and the giving of prizes, stakes and rewards for horse races.
  - 3) To do all such things as are incidental or conducive to the attainment of such objects, in accordance with the said Acts, and in accordance with any Order in Council which may be made to achieve such objects.

**POWERS**

3. The powers of the Club are:-
  - 1) To take over the funds and other assets and the liabilities of the present unincorporated Club known as the "Townsville Turf Club";
  - 2) To subscribe to, become a member of and co-operate with any other association, club or organization, whether incorporated or not, whose objects are altogether or in part similar to those of the Club provided that the Club shall not subscribe to or support with its funds any club, association or organization which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under or by virtue of Rule 32 (10);
  - 3) In furtherance of the objects of the Club 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;
  - 4) 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 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;
  - 5) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the 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;
  - 6) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Club;

- 7) 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 incorporated Club, or in or about the incorporated Club or promotion of the incorporated Club or in the furtherance of its objects;
- 8) 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;
- 9) 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;
- 10) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- 11) In furtherance of the objects of the Club to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- 12) 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 moneys 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;
- 13) To draw, make, accept, endorse, discount, execute and issue promissory notes, bill of exchange, bills of lading and other negotiable or transferable instruments;
- 14) In furtherance of the objects of the Club 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;
- 15) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, or any part of the Club's property of whatsoever kind sold by the Club, or any money due to the Club from purchasers and others;
- 16) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Club but subject always to the proviso in sub-rule (4);
- 17) 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;
- 18) To print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects;

- 19) In furtherance of the objects of the Club to amalgamate with any one or more incorporated associations 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 its or their members to an extent at least as great as that imposed upon the Club under or by virtue of Rule 32(10);
- 20) In furtherance of the objects of the Club 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 associations with which the Club is authorised to amalgamate;
- 21) In furtherance of the object of the Club to transfer all or any part of the property assets, liabilities and engagements of the Club to any one or more of the incorporated associations with which the Club is authorised to amalgamate;
- 22) 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;
- 23) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club.

#### **CLASSES OF MEMBERS**

4. 1) The membership of the Club shall consist of:-
  - a) ordinary members;
  - b) life members
  - c) honorary members
  - d) junior members (under 25 years of age).
- 2) The manner of determining admission of ordinary and junior members shall be in accordance with Rule 8 hereof.
- 3) The Governor of Queensland and the Minister in charge of racing for the time being shall be honorary members of the Club. Honorary membership may be bestowed by the Committee on:-
  - (a) Distinguished people whom the Committee deem worthy of such membership;
  - (b) Members of the Club with 40 years' continuous membership.
- 4) The privileges of life membership may be conferred by the Committee on any member who has given distinguished or valuable service to the Club, and may be conferred on any member of the Committee who has served continuously for 20 years.
- 5) The Committee may from time to time permit such widows or widowers of deceased members as they may in their absolute discretion think fit to purchase each year upon the payment of such sum as the Committee may from time to time determine two ladies' tickets or guests' tickets, one of which shall not be transferable and one of which shall be transferable. Such tickets shall entitle the holder to enter the racecourse for all meetings conducted by the Club during the current year for which such ticket is issued and to enjoy the privileges granted by Rule 27 of these Rules to the holders of Ladies' tickets issued to members.
- 6) Any member on application to the Secretary signifying his intention to be absent from Australia for a period of not less than 12 months may be placed by the

Committee on the list of absent members and may be exempt from the payment of his subscription. On return of such member he shall on the payment of the then current annual subscription be again entitled to the privileges of membership, provided that the absent member shall not be entitled to the privileges conferred by this rule for more than two years.

- 7) The number of members of all classes shall be unlimited.

### **MEMBERSHIP**

5. 1) Every person who at the date of incorporation of the Club was a member of the unincorporated Club shall, upon incorporation, become a member of the incorporated Club.
- 2) Every person who at the date of incorporation of the Club was a member of the unincorporated Club and who has paid his or her subscription due on the 30<sup>th</sup> day of June 1987 as a member of the unincorporated Club shall not be liable to pay any further sum by way of annual subscription to the Club for the period prior to the 30<sup>th</sup> day of June 1988,
- 3) 3) Every applicant for any class of membership of the Club (other than the members of the unincorporated Club referred to in sub-rule (1)) shall be proposed by one member of the Club and seconded by another member. The application for membership shall be made in writing, signed by the applicant and his proposer and seconder and shall be in such form as the Committee from time to time prescribes.

### **MEMBER'S SUBSCRIPTION**

6. 1) a) The annual membership subscription for ordinary members shall be \$150.00 plus GST, payable before 30 June in each year for members residing within 160 kilometres from the GPO Townsville and \$85.00 plus GST, membership subscription annually for members residing more than 160 kilometres from the GPO Townsville or such other sums as the members from time to time at any general meeting so determine. The committee may agree to increase the annual membership subscription by an amount not exceeding three (3) percent per annum.
- b) The annual membership subscription for junior members shall be one-half of the subscription for ordinary members.
- 2) The membership subscriptions shall be payable at such time and in such manner as the Committee shall from time to time determine.
- 3) Any member of the Club who is a member of any branch of the Armed Forces of the Commonwealth and leaves the Commonwealth on active service for a period of not less than 6 months may on his notifying his intended absence to the Committee in writing be exempt from the payment of the proportion of the annual subscription for the period of time during which he is absent from the Commonwealth.
- 4) Notwithstanding anything contained in sub-Rules 1, 3 and 3 hereof any member of the Club who has maintained a continuous membership for the ten (10) preceding years, and is aged sixty-five (65) years or more may, on application to the Committee, be granted all the privileges of membership of the Club at an annual fee of \$20.00.

### **SUBSCRIPTIONS - NOTICE TO MEMBERS**

7. 1) Upon admission to membership each member shall be so informed in writing by the Secretary and in the event of the Subscription being not paid within three calendar months thereafter such person's admission to membership shall be automatically cancelled without further notice.
- 2) Notice in writing shall be sent by the Secretary to every member at his last known address notifying him upon the renewal of his subscription becoming due, and every member will be entitled to receive a copy of the Treasurer's Financial Statement prior to the Annual General Meeting of Members.
- 3) No member shall retain any rights or privileges or be competent to attend any meeting of members or vote thereat if his subscription for the current year be not paid. The Secretary's declaration as to non-payment of subscriptions shall be accepted.
- 4) Notices to members regarding any matter shall be either emailed (in the first instance) where an email address is supplied. Alternatively notices to members will be posted to the last known address in the ordinary post or may be delivered to his place of business or residence. If no email or address is provided, notice is taken to be given to members when the notification is listed on the official Townsville Turf Club website.

#### **ADMISSION AND REJECTION OF ORDINARY MEMBERS**

8. 1) At the next meeting of the Committee after the receipt of any application applicable such application shall be considered by the Committee, who shall thereupon determine upon the admission or rejection of the applicant.
- 2) Any applicant who received a majority of the votes of the members of the Committee present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.
- 3) Upon the acceptance or rejection of an application for any class of membership the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection and in the event of rejection no reason shall be given.

#### **TERMINATION OF MEMBERSHIP**

- 9) Membership shall cease:-
  - 1) If any member shall not have paid his subscription provided that any member whose membership shall cease for non-payment of his subscription – and who subsequently pays his subscription by 31 December in that year shall be restored to membership on such payment being made.
  - 2) If any member shall be convicted of an indictable offence.
  - 3) If any member shall to the knowledge of the Committee become interested in any bookmaking business.
  - 4) If any member be disqualified by the Stewards or authorised officials of any Racing Club as defined by the Australian Rules of Racing.
  - 5) If the Committee is satisfied that any member has been guilty of improper conduct, riotous or objectionable behaviour at any race meeting, or of any misconduct which in the opinion of the Committee merits expulsion; or is in default in payment of any stake or forfeit; provided that upon payment of same a defaulting member may be reinstated to membership if a majority of the Committee so decides.

- 6) If at the end of any period covered by a member's subscription the Committee shall decide that continuance of any person's membership would in its opinion be detrimental to the interests of the Club, the Committee may authorise the removal of such person's name from the records of membership and thereafter such person shall cease to be a member of the Club.
- 7) No member shall be expelled unless he shall first be given at least seven days' notice in writing informing him of the allegation or allegations against him, and requiring him to answer such allegation or allegations to the Committee and to show cause to the Committee why in the interests of the Club he should not be expelled.
- 8) A member may answer and show cause orally before the Committee at the time appointed by such notice or in writing to the Committee before or at the time so appointed, and if he fails to answer and show cause as aforesaid the Committee may proceed in the absence of the member or in the absence of such answer and cause shown.
- 9) Such notice as aforesaid shall be in the following form:-
 

"TAKE NOTICE that from information in possession of the Committee it is alleged against you that ..... and that you are hereby required to answer such allegation (or allegations) and to show cause why in the interests of the Club you should not be expelled therefrom. You may answer and show cause either orally before the Committee at a Meeting of the Committee to be held at (time of Meeting) on the ..... day of .....at (place of Meeting) or in writing, such writing to be in the hands of the Committee at or before the time of the holding of such Meeting. Should you fail to answer and show cause as and when hereby required the Committee may proceed without further notice to you."
- 10) Such notice shall be deemed to have been delivered to the member if posted by registered prepaid letter addressed to the member at the last address appearing in the register of addresses of members and changes therein.

#### **APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP**

10. 1) 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 his intention to appeal against the decision of the Committee.
- 2) Upon receipt of a notification of intention to appeal against rejection or termination of membership the Secretary shall convene, within three months of the date of receipt by him of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present his case and the Committee or those members thereof who rejected the application for membership or terminated the membership subsequently 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 meeting.
- 3) Where a person whose application is rejected does not appeal against the decision of the Committee within the time prescribed by these Rules or so appeals but the appeal is unsuccessful, the Secretary shall forthwith refund the amount of any fee paid.

#### **ADDRESS OF MEMBERS**

11. All members shall communicate their addresses to the Secretary when paying their subscriptions, and he shall register the same; and all letters and notices delivered at, or sent by post to, such addresses shall be sufficient. If no address be given, all letters and notices addressed and posted to the last known place of abode of the member shall be deemed sufficient. Such Register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.

### **RIGHTS OF MEMBERS**

12. Payment of a Member's Subscription shall entitle such a member to the ordinary privileges of members; to one vote at all meetings or ballots as hereinbefore prescribed; to one admission badge and one guest ticket into the Public and Members enclosures, Booths and Grandstands on Race Days, for galloping race meetings conducted at Cluden Racecourse during such hours as the Committee may decide but not to the official enclosure; provided that any such admission may be refused unless such member produces their member's ticket. No member, merely by virtue of membership, is entitled to admission to the Racecourse during the training hours or at any time except when a race meeting is being conducted.

### **MEMBERSHIP OF COMMITTEE**

13. 1) The business of the Club shall be managed by a Committee consisting of the President, Vice-President, Treasurer and five members, to be elected in the manner hereinafter provided.
- 2) The President, Vice-President and Treasurer shall retire annually but shall be eligible for re-election.

Members of the Committee shall hold office for two years from the Annual General Meeting of the Club at which they are elected. At the Annual General Meeting of the Club to be held in each year after the Annual General Meeting held in the month of September, 1992 one half of the members of the Committee or if that number is not a multiple of two then the number nearest to but not exceeding one half shall retire from office and shall be eligible for re-election. Committee members to retire shall be:-

Firstly, any who have been elected by the Committee to fill a casual vacancy subsequent to the last Annual General Meeting of members; and secondly, those who have been longest in office since they were last elected; and in the event of two or more members being equally obliged to retire, it shall be decided by lot as to whom shall retire.

- 3) All retiring office bearers shall continue in office until the conclusion of the Annual General Meeting at which an election is held as hereinafter provided to fill the positions becoming vacant on the retirement of such office bearers.
- 4) All nominations for the position of President, Vice-President, Treasurer and members of the Committee shall be in writing and must reach the Secretary of the Club by 5.00 p.m. on the date three weeks before the Annual General Meeting of members of the Club, and such nomination must be signed by at least one member proposing and another seconding such nomination and by the nominee agreeing to the nomination.
- 5) No member shall be eligible for the office of President, Vice-President or Treasurer unless he shall have been previously the holder of such office or shall have been a member of the Committee for at least two years: provided that if no person so eligible shall accept nomination the office or offices may be filled by any member duly nominated and elected at the Annual General Meeting of Members or at a special general meeting called for that purpose.

- 6) Any member of the Committee may resign from membership of the Committee at anytime by giving notice in writing to the Secretary but such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date or such member may be removed from office at a general meeting of the Club where that member shall be given the opportunity to fully present his case. The question of removal shall be determined by the vote of the members present at such a general meeting.

### **ELECTION AND BALLOT**

14. 1) From the nominations submitted for all such vacancies aforesaid the election shall be by ballot as hereinafter prescribed at the Annual General Meeting or a Special General Meeting called for such purpose.
- 2) If the number of candidates nominated for election as Office Bearers is equal to or less than the number of vacancies for the respective office, the Chairman of the Annual General Meeting shall declare all the candidates elected. If the number of members offering themselves for election as Office Bearers for the respective offices be in excess of the vacancies, then an election by ballot shall take place in accordance with the following provisions:-
- (a) The Secretary shall not less than two weeks before the date of the Annual General Meeting forward by prepaid post to each financial member at his address shown in the records of the Club, a list of the persons nominated and the offices for which they have nominated together with an envelope addressed to the Townsville Turf Club and marked "Ballot Papers" and together with instructions as to the number of seats to be filled and the manner in which the votes are to be cast.
- (b) The ballot will close at noon on the date of the Annual General Meeting and the ballot papers returned in the envelope provided must be in the Secretary's hands by that time and the Secretary shall advise the members accordingly when sending out the ballot papers.
- (c) The Secretary will provide a locked ballot box with an opening therein capable of receiving an envelope and he shall place all envelopes so returned as received in such ballot box and he shall retain the key thereof.
- (d) Any ballot paper containing either more or fewer votes than those required shall be informal.
- (e) The ballot box shall be opened at the Annual General Meeting in the presence of a Returning Officer and of two Scrutineers (all of whom are to be appointed at such meeting) and who shall count the number of votes recorded to each candidate. At the conclusion of the count, the Returning Officer shall certify in writing to the Chairman the names of the candidates who have been successful in such ballot, such persons being those who have received the greatest number of votes. In the event of equality of votes, the Returning Officer shall decide by lot who shall receive an additional vote.

### **VACANCIES ON COMMITTEE**

15. 1) In the event of no nominations or insufficient nominations being received to fill the vacant offices set forth in Rule 13(2) hereof, or in the event of casual vacancies occurring in any of such offices, the Committee shall have power to

fill any such vacancy or vacancies. If the Committee shall fail to do so, any such vacancy or vacancies may be filled by the members by ballot at the next Annual General Meeting or at a Special General Meeting called for that purpose.

- 2) The continuing members of the Committee may act notwithstanding any casual vacancy in the Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Committee, the continuing member or members may act for the purpose of increasing the number of members of the Committee to that number or of summoning a general meeting of the Club, but for no other purpose.

### **FUNCTIONS OF THE COMMITTEE**

16. 1) Except as otherwise provided by these Rules and subject to resolutions of the members of the Club carried at any general meeting the Committee –
- (a) shall have the general control and management of the administration of the affairs, property, servants and funds of the Club; and
  - (b) shall have authority to interpret the meaning of these Rules and any matter relating to the Club on which these Rules are silent.
  - (c) The Committee shall have power to enter into any contracts on behalf of the Club as they shall think advisable, and shall at all times dispose of the funds of the Club as they may consider advisable for carrying out the affairs and objects of the Club.
  - (d) The Committee shall have power from time to time to make, alter, amend, and repeal any By-Laws for carrying out these Rules and regulating their own proceedings as they may deem expedient; provided that such By-Laws shall not be inconsistent with these Rules. All such By-Laws shall be entered in a book to be kept for that purpose. All existing By-Laws of the Club not inconsistent with these Rules shall remain in full force and effect.
  - (e) The Committee shall have full power to prepare and issue the programmes for all race meetings to be held during its tenure of office; to prepare the conditions of, and advertise races necessary to be run in succeeding years such races as it, in its judgment, may deem it expedient to make public during its term of office; and to make such regulations as it may think proper in regard to the Racecourse or exercise or training ground, and in regard to the admittance of the public and members to the Racecourse at any time either during a race meeting or otherwise and to punish any person who wilfully disobeys any written direction of the Club regulating the use of the Racecourse or any facility thereon or any reasonable verbal instruction of the Club or any duly authorised servant or agent of the Club relating to the use of the Club's Racecourse or any facility thereon; and to fix such charges as it may think fit for any purpose connected with the affairs of the Club. It shall also have power to postpone or alter the date of any races for such time as it may think fit; and to take upon itself and to delegate to such Stewards as may be appointed under the Rules of Racing the entire management of the Race Meeting, and the authority of the Committee shall be supreme and its decisions be final and conclusive on all questions arising out of or in connection with the matters above referred to or such other matters as it may properly do.

- (f) The Rules of Racing of the North Queensland Racing Association shall be the Rules of Racing of the Club and shall govern racing under the control of the Committee or stewards.
- 2) The Committee may exercise all the powers of the Club –
- (a) to borrow or raise or secure the payment of money in such manner as the members of the Club may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Club in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Club's property, both present and future, and to purchase, redeem or pay off any such securities;
  - (b) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Club, and to provide and pay off any such securities; and
  - (c) to invest in such manner as the members of the Club may from time to time determine.

#### **MEETINGS OF COMMITTEE**

17. 1) The Committee shall meet at least once every calendar month to exercise its functions.
- 2) A special meeting of the Committee shall be convened by the Secretary to be held at any time after three days' notice upon the requisition in writing signed by not less than one-third of the members of the Committee; and at any time upon the request of the President or acting President, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- 3) At every meeting of the Committee five (5) shall constitute a quorum.
- 4) Subject as previously provided in this Rule, the Committee may meet together and regulate its proceedings as it thinks fit: Provided that questions arising at any meeting of the Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- 5) A member of the Committee shall not vote in respect of any contract or proposed contract with the Club in which he is interested, or any matter arising thereout, and if he does so vote his vote shall not be counted.
- 6) Not less than three days' notice shall be given by the Secretary to members of the Committee of any special meeting of the Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
- 7) The President shall preside as Chairman at every meeting of the Committee, or if there is no President, or if at any meeting he is not present at the time appointed for holding the meeting, the Vice-President shall be Chairman or if the Vice-President is not present at the meeting then the members may choose

one of their number to be Chairman of the meeting until the arrival of the President or Vice-President as the case may be.

- 8) If within half an hour from the time appointed for the commencement of a Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.
  - 9) The Chairman of the meeting shall have a casting vote in addition to a deliberative vote at any meeting of the Committee.
- 18.
- 1) The Committee may delegate any of its powers to a sub-committee consisting of such members of the Club as the Committee thinks fit and the Committee shall appoint a Chairman of each and every sub-committee so formed. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Committee.
  - 2) If at any meeting the Chairman is not present at the time appointed for holding the meeting, the members present may choose one of their number to be chairman of the meeting until the arrival of the Chairman.
  - 3) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.
19. All acts done by any meeting of the Committee or of a sub-committee or by any person acting as a member of the Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Committee or person acting as aforesaid, or that the members of the Committee or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be a member of the Committee.
20. A resolution in writing signed by all the members of the Committee for the time being entitled to receive notice of a meeting of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Committee.

### **NON-ATTENDANCE**

21. Any member of the Committee, including the President, Vice-President and Treasurer, who shall absent himself from three consecutive regular monthly meetings of the Committee upon decision by the Committee to that effect, shall cease to be a member thereof unless such member shall have been granted leave of absence by the Committee.

### **THE SECRETARY MANAGER**

22. The Secretary Manager shall be appointed by the Committee on such terms and conditions laid down by the Committee, and shall be the administrative officer of the Club. It shall be the duty of the Secretary Manager to keep full and accurate accounts of all sums of money received or expended on account of the Club; to make full and accurate minutes of all proceedings at Annual, Special and Committee Meetings; to give all notices of meetings and of all propositions to be brought before them; and

subject to the direction of the Committee, to make all disbursements of the funds of the Club by cheque, to be drawn on the bank at which the account of the Club is kept, and counter-signed by him; to obtain receipts and discharges for the same; and to carry out all instructions of the Committee; and to bank promptly all the monies received by him for the Club to the bank account of the Club in the bank prescribed by the Committee.

It shall be the duty of the Secretary to comply with the Rules of Racing in all respect where such Rules require observance by him.

### **THE TREASURER AND FINANCIAL YEAR**

23. It shall be the duty of the Treasurer to supervise the payment of accounts by the Club; to present such financial statements as may be required by the Committee; and to present a Profit and Loss account and Balance Sheet at each Annual General Meeting, of the total receipts and expenditure of the Club.

### **ANNUAL GENERAL OR GENERAL MEETINGS**

24. The first general meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Club, and at such place as the Committee may determine.
25. 1) The Annual General Meeting shall be held within five months of the close of the financial year.
- 2) The business to be transacted at every Annual General Meeting shall be –
- (a) the receiving of the Committee's report and the Treasurer's financial statement of income and expenditure, assets and liabilities and mortgages, charges, and securities affecting the property of the Club for the preceding financial year;
  - (b) the receiving of the auditor's report upon the books and accounts for the preceding financial year;
  - (c) the election of members of the Committee; and
  - (d) the appointment of an auditor for the ensuing year, his remuneration to be fixed by the Committee.
  - (e) Transacting such general business as the members deem necessary, consistent with these Rules.
26. 1) The Secretary Manager shall convene a special general meeting -
- (a) when directed to do so by the Committee; or
  - (b) on the requisition in writing signed by not less than one third of the members presently on the Committee or not less than the number of ordinary members of the Club which equals double the number of members presently on the Committee plus one. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat; or
  - c) on being given a notice in writing of an intention to appeal against the decision of the Committee to reject an application for membership or to terminate the membership of any person..

- 2) It shall not be competent for such meeting to transact any other business except that for which the matter is specially summoned or any amendment which in the opinion of the meeting shall bear directly thereon.
- 27.
- 1) At any general meeting the numbers of members required to constitute a quorum shall be 18.
  - 2) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purposes of this rule "member" includes a person attending as a proxy.
  - 3) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Committee or the Club, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
  - 4) The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **NOTICES OF GENERAL MEETINGS**

- 28.
- 1) Fourteen clear days notice at least of every general meeting, ordinary or and by whomsoever convened, specifying place, day and hour of meeting, shall be given to members. Such notice shall be advertised stating the general nature of the business to be considered in one or more of the local newspapers at least fourteen days before the date of such meeting. Such notice shall also be issued by the Secretary or other officer appointed by the Committee for that purpose and shall be sent by post to all financial members.
  - 2) The non-receipt of any notice of a member shall not invalidate the proceedings at any meeting.
  - 3) A copy of the Committee's Annual Report and the Treasurer's Balance Sheet Profit and Loss Account, Trading Account and Statement of Receipts and Payments shall accompany the notice convening the Annual General Meeting.
  - 4) No special business of which notice has not been given shall be entertained at any Annual General or Special General Meeting.
  - 5) Where the special business is for the purpose of the considered repeal of the whole or part of these Rules and the substitution of new rules in the place of the whole or part of such Rules, it shall be sufficient to set out in the notice of advertisement and the notice to members that the meeting is called for that purpose and it shall not be necessary to include in either of such notices a copy of the whole or part of such rules proposed to be substituted.

### **CHAIRMAN**



\*Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he thinks fit.);

- 9) The instrument appointing a proxy shall be deposited with the Secretary Manager prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
- 10) the Secretary Manager shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every 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 to the Secretary Manager for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Committee meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Committee Meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting: Provided that the minutes of any Annual General Meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting or Annual General Meeting.
- 11) The interpretation of the Rules at any meeting shall, in the first place, be left to the Chairman; but any member present may, if he thinks fit, require the Chairman to submit the question of interpretation to the meeting; and if the decision of the meeting be adverse to the opinion of the Chairman, he must accept and be bound by such decision of the members.

### **ALTERATION OF RULES**

30. Subject to the provisions of the Associations Incorporation Act 1981, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting: Provided that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the Under Secretary, Department of Justice, Brisbane.

### **COMMON SEAL**

31. The Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Committee and every instrument to which the seal is affixed shall be signed by a member of the Committee and shall be countersigned by the Secretary or by a second member of the Committee or by some other person appointed by the Committee for the purpose.

### **FUNDS AND ACCOUNTS**

- 1) The funds of the Club shall be banked in the name of the Club in such bank as the Committee may from time to time direct.
- 2) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Club and the particulars usually shown in books of a like nature.
- 3) All moneys shall be banked as soon as practicable after receipt thereof.

- 4) All amounts of twenty dollars or over shall be paid by cheque signed by any two of the following officials of the Club – The Secretary Manager, or in his absence, the acting Secretary, and a member of the finance sub-committee, or the Treasurer or acting Treasurer.
- 5) Cheques shall be crossed “not negotiable” except those in payment of wages, allowances or petty cash recouplements which may be open.
- 6) The Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- 7) All expenditure shall be approved or ratified at a Committee meeting.
- 8) As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of -
  - (a) the income and expenditure for the financial year just ended; and
  - (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Club at the close of that year.
- 9) All such statements shall be examined by the auditor who shall present his 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 such audit was made.
- 9) The income and property of the Club whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Club provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him to the Club or otherwise owing by the Club to him or of remuneration to any officers or servants of the Club or to any member of the Club or other person in return for any services actually rendered to the Club provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Club or reasonable and proper rent for premises demised or let to the Club.

### **DOCUMENTS**

33. The Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Club.

### **FINANCIAL YEAR**

34. The financial year of the Club shall close on 30 June in each year.

### **WINDING UP OF CLUB AND DISTRIBUTION OF SURPLUS ASSETS**

35. The Club shall not be dissolved unless a Special Meeting of Members convened in accordance with these Rules due notice whereof shall be posted to each member of the Club at least fourteen days prior to the meeting. At such meeting before any resolution for the winding up of the Club shall be deemed to have been carried it will be necessary that at least two thirds of the members present and voting thereat shall vote in favour of the winding up.

If the Club shall be wound up either voluntarily or otherwise in accordance with the provisions of the Associations' Incorporation Act 1981, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Club, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Club, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of Rule 28 (10) such institution or institutions to be determined by the members of the Club.

#### **RULES TO BE SUPPLIED TO MEMBERS**

36. These Rules shall be printed, and a copy thereof be supplied to each member free of charge, upon application to the Secretary Manager, and they shall be binding upon every member of the Club, whether he shall have received a copy of them or not.