



# **IPSWICH TURF CLUB INCORPORATED**

## **RULE BOOK**

## Rules of the Ipswich Turf Club Inc.

### 1 DEFINITIONS

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1.1 In these Rules, words have the following meanings:

- (1) **Annual General Meeting** means the annual meeting of Members to be held in accordance with the time frame as set out in Rule 12.
- (2) **Auditor** means the Auditor appointed to carry out the functions including the functions outlined in Rule 12.3(3) and elsewhere in the Rules.
- (3) **Chairperson** means the Chairperson of the Annual General Meeting, Members Meeting and Management Committee Meetings (as applicable) who will be the Chairperson of the Management Committee or such other person appointed in their place pursuant to these Rules.
- (4) **Chairperson of the Management Committee** means the Chairperson as appointed in accordance with and for the term outlined in Rules 17.3 and 17.4.
- (5) **Chief Executive Officer** means the person appointed pursuant to these Rules to carry out the day-to-day management, operational and administrative duties of the Club including the role of Club Secretary in Rule 25.
- (6) **Club** means the Ipswich Turf Club Incorporated.
- (7) **Committee Member** means a member of the Management Committee who has been appointed pursuant to these Rules and has not resigned or been removed.
- (8) **Concession Member** means a person who holds the type of membership pursuant to and created in accordance with Rule 6.4 and Concession Membership shall mean the membership granted to that person who holds an approved concession card recognised in Queensland and can provide this on request.
- (9) **Deputy Chairperson of the Management Committee** means the person appointed in accordance with and for the term outlined pursuant to Rule 17.3 who will act as deputy to the Chairperson of the Management Committee.
- (10) **Employee** means a person who is or has been engaged by the club in paid employment.
- (11) **Honorary Member** means a person who holds the type of membership pursuant to and created in accordance with Rule 6.6 and Honorary Membership shall mean the membership granted to that person.
- (12) **Life Member** means a person who holds the type of membership pursuant and created in accordance with Rule 6.5 and Life Membership shall mean the membership granted to that person.
- (13) **Management Committee** means the committee to be formed to carry out the business of the club pursuant to these Rules.
- (14) **Management Committee Meetings** means a meeting of the Management Committee held pursuant to these Rules.
- (15) **Members** means all membership types held pursuant to Rule 6.
- (16) **Members Meeting** means a meeting of Members held pursuant to Rule 13.
- (17) **Membership Application** means an application to be submitted by a candidate seeking to become a Member for a particular type of membership as contemplated by these Rules.
- (18) **Membership Fee** means the fee determined in accordance with Rule 8.
- (19) **Membership year** means each 12-month period commencing on 1 July and ending on 30 June or as determined by the Management Committee from time to time.

- (20) **Ordinary Member** means a Member of the Club Rule 6.3, who is not a Concession Member, Honorary Member or Life Member.
- (21) **Poll Clerks** means persons who are appointed to assist the Presiding Officer in relation to the postal ballot in accordance with Rule 19.
- (22) **Presiding Officer** means an officer appointed to preside over a postal ballot in accordance with Rule 19.
- (23) **Racecourse** means the Ipswich Turf Club's Racecourse located at Brisbane Rd, Bundamba.
- (24) **Register of Members** means the register containing all Members details as required pursuant to these Rules.
- (25) **Rules** means these Rules and any by-laws created under these Rules as amended from time to time.
- (26) **Standing Orders** means the orders as outlined pursuant to Rule 16.
- (27) **Treasurer** means the person appointed pursuant to Rule 17.3 to carry out the functions prescribed by these Rules.
- 1.2 Words in these Rules referencing the singular include the plural and plural the singular unless the context requires otherwise.
- 1.3 Words referencing any gender include all gender options.

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## **2 NAME OF THE CLUB**

- 2.1 The name of the incorporated association shall be 'Ipswich Turf Club Inc' (in this Constitution called **the Club**) and shall consist of all persons who become Members in accordance with these Rules.

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## **3 OBJECTS**

- 3.1 The objects of the Club are as follows:
- (1) to promote, conduct and hold race meetings, including but not limited to racing for the recreation and enjoyment of Members, for the association of persons interested in or connected with horse racing, and for the improvement in the breed of thoroughbred horse in Queensland;
  - (2) for the furtherance of the last-mentioned object, to encourage horse racing by the promotion of race meetings and the giving of prize stakes and rewards for horse racing where applicable;
  - (3) to apply the profits, if any, and other income of the Club to the promotion of the above objects, and for the avoidance of doubt, the payment of any dividends to Members of the Club is prohibited;
  - (4) provide, establish, install and maintain any facilities or amenities as would promote, foster support or encourage the objects of the Club; and
  - (5) to do all such things as are incidental or conducive to the attainment of the above objects.

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## **4 CONSTITUTION OF THE CLUB**

- 4.1 The Club shall consist of all Members who are current Members as at the date these Rules are adopted as well as any other individual who becomes a Member in accordance with these Rules from time to time.

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## **5 POWERS OF THE CLUB**

- 5.1 Subject to Rule 32 (and any other provision of these Rules), the Club has all of the powers of an ordinary individual and may do all such acts and things that it is permitted to do by law and which may be deemed reasonably necessary or incidental to the achievement of the Objects specified in Rule 3.

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## **6 TYPES OF MEMBERSHIP**

- 6.1 The Membership of the Club shall consist of Ordinary Members and/or any type of membership that the Committee may determine from time to time.
- 6.2 The Members of the Club are those persons whose names are recorded on the Members' register kept by the Ipswich Turf Club Administration office.

- 6.3 Ordinary Members shall be those persons having attained the age of 18 years, admitted to membership of the Club whose membership type includes the right to receive notices of general meetings, vote at general meetings and be eligible to be elected as a Committee member under Rule 18.
- 6.4 Concession Members shall be those persons having attained the age of 18 years and hold an approved concession card recognised in Queensland, admitted to membership of the Club whose membership type includes the right to receive notices of general meetings and vote at general meetings, however will not be eligible to be elected as a Committee member under Rule 18.
- 6.5 Life Members shall be those persons conferred by the Management Committee for outstanding service to the club and will be recognised with the Club membership rights as that of an Ordinary Members noted in Rule 6.3.
- 6.6 Honorary Members shall be those persons having attained the age of 18 years and admitted to membership of the Club whose membership type includes the right to receive notices of general meetings and communications, however will not be eligible to vote at general meetings or to be elected as a Committee member under Rule 18. An Employee is eligible for an honorary membership subject to Rule 8.
- 6.7 The Management Committee shall have the power, authority and discretion to determine the following:
- (1) the types of Membership;
  - (2) the fees charged for Membership;
  - (3) the benefits and privileges of Members (and their guests): and
  - (4) the number of Members of the Club
  - (5) the number of Members guest badges issued
- 6.8 The fees, benefits and privileges may differ between the types of membership.
- 6.9 The Management Committee may waive any fee payable by a Member if that person has been a Member for a continuous period of 35 or more Membership Years (or such shorter period as determined by the Management Committee in its discretion) and the Member elects to accept the Management Committee offer.

## **7 MEMBERSHIP APPLICATIONS**

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- 7.1 The Membership Application shall be in writing, be signed by the applicant, and shall be in such form as determined by the Management Committee from time to time.
- 7.2 At the next available Management Committee Meeting following receipt of a Membership Application, the Membership Application shall be tabled and reviewed for consideration by the Management Committee who will then vote upon the admission or rejection of such Membership Application.
- 7.3 Any applicant who receives a majority of the votes of the Management Committee present at the meeting at which such Membership Application is being considered shall be accepted as a Member to the type of membership applied for. If a Membership Application is successful, the Chief Executive Officer shall provide written notice to the successful applicant outlining the type of membership and any fees payable to become a Member of the Club in accordance with these Rules.
- 7.4 Once an applicant has paid the required fees, they will become a Member of the Club and be entitled to the membership rights applicable to their type of membership as set out in the Rules.
- 7.5 In paying the required fees to become a Member, the applicant agrees to be bound by the Rules and any by-laws in force in the Club from time to time.
- 7.6 If a Membership Application is rejected, the Chief Executive Officer must provide a written rejection notice for the rejection to the unsuccessful applicant as soon as reasonably possible. The unsuccessful applicant may, within one month from the date that appears on the written rejection notice lodge with the Chief Executive Officer written notice of their intention to appeal against the decision of the Management Committee. The Club can require the applicant to pay an amount equal to the reasonable costs likely to be incurred by the Club in facilitating the general meeting to hear the appeal, at the same time as they lodge their appeal.
- 7.7 If the Chief Executive Officer receives a written notice of appeal from an unsuccessful applicant in accordance with Rule 7.6 then, the Chief Executive Officer must, no later than one month from the date of receipt of the written notice of appeal, call a general meeting to decide the appeal. The general meeting must be held within three (3) months after the Chief Executive Officer receives the notice of intention to appeal. At the general meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected. Also, representatives of the Management Committee who rejected the application must be given a full and fair opportunity to show why the application should be rejected. The appeal will be decided by a majority vote of the Members present and eligible to vote at the meeting.

## 8 FEES

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- 8.1 Unless these Rules otherwise provide, all Members will be required to pay an annual membership fee in the amount determined by the Management Committee from time to time (**Membership Fee**). The Membership Fee must be paid:
- (1) by an applicant Member upon a Membership Application being approved; or
  - (2) by a Member no later than the 30<sup>th</sup> day of September in the Membership Year;
- if the annual membership fee is not paid the Member or applicant Member will not be a financial member and not considered a Member of the club including the ending of their continuous membership period and membership number.**
- 8.2 For the avoidance of doubt, if an applicant Member becomes a Member of the Club, at any time they will pay the full Membership Fee as determined by the Club from time-to-time and an administration fee as determined by the Management Committee from time to time.
- 8.3 Every Member shall be liable for their Membership Fees for the forthcoming Membership year unless they have given written notice to the Chief Executive Officer as per Rule 11.1.

## 9 DUTIES AND BENEFITS OF MEMBERS

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- 9.1 Immediately after a Membership Application being accepted, the applicant shall communicate their address to the Chief Executive Officer and shall notify the Chief Executive Officer of any change of address.
- 9.2 The registered address or registered electronic mail address of a Member shall be considered their address for all the purposes of these Rules, and all letters and written notices delivered at or sent by post and all electronic mail sent to the registered address or electronic mail address (as the case may be) of the Member shall be deemed to be sufficient delivery of same. If no registered or electronic address is given, all letters and written notices addressed and posted to the last known place or abode of the Member shall be deemed sufficient.
- 9.3 On payment of the Membership Fee for the current year, each Ordinary Member and type of membership as deemed to receive a membership card by the Committee, shall be issued with a membership card or such identification as the Committee deems appropriate from time to time for that year.
- 9.4 The Committee may refuse to replace a membership card that has been lost.
- 9.5 A Member's membership card shall not be transferable.
- 9.6 Each Member shall (during the currency of the Membership year for which it has been issued) be entitled, on presentation of their membership card, to:
- (1) free admission to the Racecourse for any race meeting conducted by the Club; and
  - (2) free admission to any area of the Racecourse designated for the use of Members during any such race meeting; and
  - (3) any other benefits which the Management Committee and/or the Principal Racing Authority attributes to Membership from time-to-time.
- Provided that such ticket of membership will not, however, entitle them to admission to the parade enclosure nor to any other part of the Racecourse from which Members or the public may be excluded by resolution of the Management Committee.
- 9.7 Each Ordinary Member shall have the right to vote on any matter brought before any Members Meeting of the Club for decision, provided that no Member shall be eligible to vote or enjoy any of the privileges of a Member during the time their subscription is in arrears.
- 9.8 Each Member's guest's card shall entitle the holder when accompanied by an Ordinary Member to free admission to the Racecourse during any race meeting of the current Membership year for which such card was issued by the Club.
- 9.9 A Member's child accompanied by the Member, under the age of eighteen years, shall, be entitled to admission to the Racecourse and benefits of the accompanying Member, as provided by 9.6 of this Rule, but for clarity this will not entitle the child to any benefit in which they must be eighteen years or older to lawfully obtain or be restricted by the management committee.
- 9.10 Any Member permitting their membership card to be misused shall forfeit all rights to membership, and such Membership may be cancelled.
- 9.11 Members must produce their membership card at the race gate provided for admittance of Members, otherwise admission charges for non-Members shall be paid.

- 9.12 For the avoidance of doubt, any Member who ceases to be a Member as a result of voluntary withdrawal or termination pursuant to these Rules waives, to the extent permitted by law, all rights to or claims in relation to the Club or any Club assets or property.

## **10 REGISTER OF MEMBERS**

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- 10.1 The Committee shall cause a Register of Members to be kept in which shall be entered the names, addresses and other information deemed necessary by the Committee.
- 10.2 Particulars shall also be entered into the Register of Members in relation to deaths, resignations, terminations and reinstatements of membership and any further particulars as the Management Committee (or the Members at any Members' Meeting) may require from time to time.
- 10.3 The Register of Members shall be open for inspection at all reasonable times by any Member who applies to the Chief Executive Officer for such inspection on not less than two (2) Business Days' notice.
- 10.4 The Register of Members may be maintained electronically, in which case the provision of a printed copy of the Register for inspection in compliance with Rule 10.3 will suffice.
- 10.5 The Management Committee may, on the application of a Member, withhold information about the Member (other than the Member's 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.
- 10.6 A Member must not:
- (1) use information obtained from the Register of Members to contact, or send material to, another Member for the purpose of advertising for political, religious, charitable or commercial purposes or for purposes relating to the Member's own interest and gain;
  - (2) disclose information obtained from the Register to someone else, knowing that the information is likely to be used for the purposes specified in Rule 10.6(1).
- 10.7 Rule 10.6 does not apply if the use or disclosure of the information is approved in writing by the Member whose information is to be used or disclosed.

## **11 CESSATION OF MEMBERSHIP**

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- 11.1 A Member may resign from the Club at any time by giving notice in writing to the Chief Executive Officer.
- 11.2 Upon resignation or termination of membership for whatever reason whatsoever:
- (1) the Member must pay any outstanding debts, including arrears of membership fees, owed to the Club (noting that any membership fees will not be pro-rated); and
  - (2) such resignation shall take effect at the time such notice is received by the Club unless a later date is specified in that notice when it shall take effect on that later date.
- 11.3 If a Member (the **Defaulting Member**):
- (1) is convicted of an indictable offence; or
  - (2) fails to comply with any of the provisions of these Rules; or
  - (3) becomes bankrupt or takes the benefit of an act for the relief of insolvent persons; or
  - (4) is disqualified by authorised officials of any thoroughbred club, harness club or greyhound club; or
  - (5) (in the reasonable opinion of the Management Committee) the Member:
    - (a) has engaged in improper conduct, riotous or objectionable behaviour at any race meeting; or
    - (b) has engaged in any misconduct which in the opinion of the Management Committee, merits expulsion; or
    - (c) 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 Management Committee so decide; or
    - (d) has otherwise conducted themselves in a manner considered to be injurious or prejudicial to the reputation, character or interests of the Club;

any Member (including the Defaulting Member) must advise the Management Committee as soon as they become aware of any potential breaches of clause 11.3, the Management Committee may consider whether the membership of the Defaulting Member shall be terminated.

- 11.4 No Member shall be expelled unless first given at least seven (7) days' notice in writing informing them of the allegation or allegations against them and requiring them to answer such allegation or allegations to the Management Committee, and to show cause to the Management Committee why, in the interests of the Club, they should not be expelled.
- 11.5 A Member may answer and show cause orally before the Management Committee at the time appointed by such written notice, or in writing to the Management Committee before or at the time appointed, and if they fail to answer and show cause the Management Committee may proceed in the absence of the Member or in the absence of such answer and cause shown.
- 11.6 Provided further that any Member so expelled or suspended shall be entitled to appeal to the Members of the Club at a Members Meeting to be called specially to deal with such appeal and the decision of the Members at such Members Meeting shall be final and conclusive.
- 11.7 If a Member's membership is terminated, the Member may, within one (1) month from the date that appears on the written termination notice lodge with the Chief Executive Officer written notice of their intention to appeal against the decision of the Management Committee. The Club can require the appellant to pay an amount equal to the reasonable costs likely to be incurred by the Club in facilitating the general meeting to hear the appeal, at the same time as they lodge their appeal.
- 11.8 If the Chief Executive Officer receives a written notice of appeal from an unsuccessful appellant in accordance with Rule 11.7 then, the Chief Executive Officer must, no later than one (1) month from the date of receipt of the written notice of appeal, call a general meeting to decide the appeal. The general meeting must be held within three (3) months after the Chief Executive Officer receives the notice of intention to appeal. At the general meeting, the appellant must be given a full and fair opportunity to show why their membership should not be terminated. Also, representatives of the Management Committee who terminated the membership must be given a full and fair opportunity to show why the Member's membership should be terminated. The appeal will be decided by a majority vote of the Members present and eligible to vote at the meeting.

## **12 ANNUAL GENERAL MEETING**

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- 12.1 The Annual General Meeting of the Club shall be held on a date as required to operate as an Incorporated Association in Queensland or adhere to the legislative requirements of the club to operate in Queensland.
- 12.2 Notification of the Annual General Meeting must be forwarded to each Member at their prescribed address no less than 28 days prior to the date of the Annual General Meeting.
- 12.3 Every Annual General Meeting must include the following business:
- (1) the receiving of the Management Committee's report and a statement of income and expenditure, assets and liabilities and mortgages or other securities affecting the property of the Club for the preceding financial year;
  - (2) the disclosure of the remuneration paid or other benefits given for the financial year, as required by the Associations Incorporation Act 1981 (Qld) (as amended from time to time);
  - (3) the receiving of the Auditors reports upon the books and accounts for the preceding financial year;
  - (4) any matters brought forward by the Management Committee;
  - (5) any business notified in writing, to the Chief Executive Officer by a Member provided that such written notice:
    - (a) is considered by the Management Committee (acting reasonably) as being appropriate for discussion at an Annual General Meeting; and
    - (b) has been received by the Chief Executive Officer at least seven (7) days before the Annual General Meeting; and
  - (6) the election of Members of the Management Committee.

## **13 MEMBERS MEETINGS**

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- 13.1 The Chief Executive Officer must convene a Members Meeting if the following events occur:
- (1) a direction is given by the Management Committee to do so; or
  - (2) on the requisition in writing signed by the greater of:
    - (a) not less than half of the Committee Members presently on the Management Committee; or
  - (3) not less than one-tenth of the Members presently on the Register of Members (in which case, the Members must pay an amount equal to the reasonable costs likely to be incurred by the Club in

facilitating the general meeting, with confirmation of such costs to be provided by the Club office upon enquiry); or

- (4) on being given notice in writing of an intention to appeal against the decision of the Management Committee to reject a Membership Application or to terminate the membership of any Member.

13.2 Unless a different period for written notice is specified in these Rules, the Chief Executive Officer must convene a Members Meeting no later than 21 days from receipt of notice to call a meeting under Rule 13.1 and shall provide written notice to the Members no later than ten (10) days prior to the Members Meeting.

13.3 The notice to be given pursuant to Rule 13.2 will be in writing and in such form that the Management Committee determines from time to time and shall clearly state the nature of business to be discussed at the Members Meeting.

## **14 QUORUM OF ANNUAL GENERAL MEETING AND MEMBERS MEETINGS**

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14.1 A Members Meeting may not be held unless a quorum is present.

14.2 The quorum for a Members Meeting shall be double the number of Committee Members (presently serving on the Management Committee) plus 1.

14.3 If within half an hour from the time appointed for commencement of the Members Meeting a quorum is not present, the Members Meeting:

- (1) if convened upon the requisition of Members pursuant to Rule 13.1(2)(b) shall lapse; or
- (2) if convened pursuant to Rule 13.1(1) or Rule 13.1(2)(a) the Members Meeting shall stand adjourned to the same day in the week immediately following at the same place and time or to such other day and such other time as the Management Committee may determine but not later than 14 days from the date of the original Members Meeting (**Adjourned Members Meeting**).

14.4 In the event that a quorum is still not present at the Adjourned Members Meeting, within half an hour from the time appointed for such meeting, the Members present shall constitute a quorum.

14.5 The Chairperson may with the consent of the Members at a Members Meeting (at which a quorum is present) adjourn a Members Meeting from time to time and from place to place but no business shall be transacted at any Adjourned Members Meeting other than the business left unfinished by the previous Members Meeting from which the adjournment resulted.

14.6 The Chairperson must if directed by not less than half of the Members present (provided that a quorum is present) adjourn a Members Meeting in accordance with Rule 14.5

14.7 When a Members Meeting is adjourned in accordance with Rules 14.5 or 14.6 for 30 days or more, written notice of the Adjourned Members Meeting must be given as in the case of the original Members Meeting and such notice will be required to contain only the business to be transacted at the Adjourned Members Meeting that was left unfinished by the previous Members Meeting from which the adjournment resulted.

## **15 CONDUCT AT ANNUAL GENERAL MEETING AND MEMBERS MEETINGS**

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15.1 Unless otherwise provided for by these Rules at every Annual General Meeting or Members Meeting, the Chairperson shall be:

- (1) the current Chairperson of the Management Committee, but if there is no Chairperson of the Management Committee, or if they are not present within 15 minutes after the time appointed for holding the Annual General Meeting or Members Meeting or is unwilling to act, then;
- (2) the Deputy Chairperson of the Management Committee shall preside as Chairperson, but if there is no Deputy Chairperson of the Management Committee or they are not present within 15 minutes after the time appointed for holding the Annual General Meeting or Members Meeting or is unwilling to act, then;
- (3) a Chairperson elected by a simple majority vote of the Members present and entitled to vote at the Annual General Meeting or Members Meeting.

15.2 The Chairperson shall maintain order and conduct the Annual General Meeting or Members Meeting in an orderly manner.

15.3 Unless these Rules provide otherwise (including but not limited to Rule 32) every question matter or resolution shall be decided by a simple majority vote of the Members present in person and entitled to vote in accordance with these Rules.



- 15.4 Every Member present in person shall be entitled to one (1) vote provided that no Member shall be entitled to vote at the date of the Annual General Meeting or Members Meeting their Membership Fee or any other payment which they owe to the Club is in arrears.
- 15.5 In the event of equality of the vote, the Chairperson shall have a second or casting vote.
- 15.6 Voting shall be by the show of hands of Members unless not less than one-fifth of Member's present demand a ballot, in which event there shall be a secret ballot.
- 15.7 In the event a secret ballot is demanded in pursuant to Rule 15.6, the Chairperson shall conduct a secret ballot in the manner they determine is appropriate at the meeting at which the secret ballot is demanded. The Chairperson shall appoint two (2) Members present to conduct the secret ballot and act as scrutineers who will assist the Chairperson in carrying out the secret ballot. The result of the secret ballot shall be declared by the Chairperson and such declaration shall be deemed to be the resolution of the matter for which the ballot was determined.

## **16 STANDING ORDERS AND RULES OF DEBATE**

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- 16.1 The order of business for any Annual General Meeting or Members Meeting shall follow the agenda prepared by the Chairperson and Chief Executive Officer.
- 16.2 Any Member wishing to introduce new business at a meeting must provide the agenda item in writing to the Chief Executive Officer seven (7) days prior to the meeting. The first item on the agenda shall be the confirmation of the minutes as a correct record.
- 16.3 Should any matter of urgency arise, a Member may move a suspension of Standing Orders for a stated period of time to allow the urging question to be discussed.
- 16.4 No interruption of a speaker is allowed except on a point of order, which must be taken immediately the alleged breach has occurred.
- 16.5 No more than two (2) Members in addition to the mover and seconder may speak to a motion unless another Member speaks against such motion.
- 16.6 The Chairperson's ruling on all points of order and procedure shall be final, unless a motion is moved, seconded and carried 'that the Chairperson's ruling must be disagreed with.' The mover may speak briefly in support of his or her motion, and the Chairperson must explain why his or her ruling was given. The Chairperson then takes the vote.
- 16.7 No discussion shall take place except on a motion or amendment dually moved and seconded, and put in writing if so required by the Chairperson.
- 16.8 Only one (1) amendment upon any motion shall be entertained and decided at a time, and if any amendment is carried, it shall be held to have negated the original motion and stand in its place.
- 16.9 It shall be competent, when one (1) amendment has been dealt with, to receive other amendments one (1) at a time in like manner to be discussed and decided until the subject is finally disposed of.
- 16.10 No Member shall propose more than one (1) amendment upon any one motion and no Member shall speak more than once upon either motion or amendment, except the mover of a motion who shall have the right of reply. Any Member seconding a motion or amendment without remark shall not be held to have spoken thereon.
- 16.11 No person may move or second more than one amendment to an original motion, but the mover and seconder of a motion or amendment may speak to subsequent amendments.
- 16.12 An amendment may not be moved or seconded by any person who has already spoken to the original motion or to a previous amendment.
- 16.13 No motion or amendment which has been moved and seconded shall be withdrawn without the unanimous consent of the Members of the Annual General Meeting or Members Meeting.
- 16.14 No Member may speak on any motion after it has been put to the vote.
- 16.15 Any subject having once been decided cannot be reopened at the same Annual General Meeting or Members Meeting, or at any other, except by notice of motion, and no resolution, Rule, or by-law passed at one (1) Annual General Meeting or Members Meeting shall be amended or rescinded by another by a vote by numerically less than the one which it was previously passed.
- 16.16 A proposition that "the question be now put" shall take precedence of all matters before the Annual General Meeting or Members Meeting, and upon it no discussion shall be allowed.
- 16.17 Any Member who has not already spoken may move the adjournment of the debate, the adjournment of the Meeting, or "that the Chairperson leave the chair". The two (2) adjournment motions may be amended, but only as to time and place. These motions may not be moved a second time until a reasonable period has elapsed.

- 16.18 Should a Member not vote on any question before the Annual General Meeting or Members Meeting his or her omission to do so shall be counted as a vote in the negative.
- 16.19 No question that is decided by the Rules of the Club shall be put to a vote.

## **17 MANAGEMENT COMMITTEE**

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- 17.1 Subject to Rule 17.7, the management of the business and the control of the Club shall be vested in a Management Committee consisting of eight (8) Committee Members of the Club.
- 17.2 The Management Committee, in addition to the power and authorities by these Rules expressly conferred upon them, may do all such acts and things as they deem necessary and expedient for conducting the business and carrying into effect the objects of the Club.
- 17.3 The Management Committee shall, at its first Management Committee Meeting after the Annual General Meeting or during an adjournment of the Annual General Meeting, elect one of its number to be Chairperson of the Management Committee, Deputy Chairperson of the Management Committee, and a Treasurer.
- 17.4 The Chairperson, Deputy Chairperson and Treasurer of the Management Committee shall be appointed until the next Annual General Meeting.
- 17.5 Should the office of Chairperson of the Management Committee, Deputy Chairperson of the Management Committee, or Treasurer, become vacant at any time where a Management Committee Meeting has been convened, the Management Committee Members present at such convened meeting shall elect one of their number by simple majority to act in that position at such Management Committee Meeting.
- 17.6 The Management Committee after each Annual General Meeting (and from time-to-time as required) will appoint the services of an auditor for the coming year (who need not be a Member).
- 17.7 If a casual vacancy happens on the Management Committee, the continuing members of the Committee may appoint another Member of the Club to fill the vacancy until the next Annual General Meeting. The casual member must:
- (1) meet the eligibility requirements set out in Rule 18.1; and
  - (2) put forward for election on the Management Committee at the next Annual General Meeting.
- 17.8 The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee. However, if the number of committee members is less than the number fixed under Rule 24.4 as a quorum of the Management Committee, the continuing members may act only to:
- (1) increase the number of Management Committee members to the number required for a quorum; or
  - (2) call a General Meeting of the Club;
- 17.9 A leave of absence granted to a Committee Member by the Management Committee under Rule 22.2 will not constitute a casual vacancy for the purposes of Rule 16.

## **18 NOMINATION OF COMMITTEE MEMBERS**

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- 18.1 The following provisions shall apply to the nomination of Management Committee Members of the Club:
- (1) only an Ordinary Member is eligible for nomination to the Committee;
  - (2) a Member is not eligible for nomination to the Committee if they have been previously removed from the Committee pursuant to these Rules;
  - (3) no Member shall be eligible for election as a Committee Member if they are considered a licensed person in the racing industry through the Principal Racing Authority, Queensland Racing Integrity Commission (QRIC), Racing Queensland or other similar racing industry licensing body;
  - (4) no Employee of the Club shall be eligible for election as a Committee Member; and
  - (5) a Member is not eligible for nomination to the Committee if, the Member has been convicted in Queensland of an offence that is punishable by imprisonment for 12 months or more, or convicted elsewhere than in Queensland of an offence that, if committed in Queensland, would be an offence so punishable, and the rehabilitation period (as that term is defined in the relevant legislation) has not expired.
- 18.2 All candidates for election on the Management Committee, whose consent in writing has been previously obtained, shall be nominated in writing, by at least two (2) Members, and such nominations must be received by the Chief Executive Officer at least 21 days prior to the Annual General Meeting. However, if a Member has

been appointed to the Management Committee to fill a casual vacancy, that Member is deemed to have satisfied the requirements of this Rule 18.2.

- 18.3 The notification referred to in Rule 12.2 must include the following information:
- (1) the names of any retiring Committee Members;
  - (2) the names of any retiring Committee Members offering themselves up for re-election;
  - (3) an opening date for candidates for election to the Management Committee to lodge their nominations with the Chief Executive Officer; and
  - (4) the closing date for such nominations to be received by the Chief Executive Officer.
- 18.4 Any candidate for election as a Committee Member desiring to withdraw from the election, may do so by written notice to the Chief Executive Officer.
- 18.5 A retiring Committee Member offering his or her services, and any new candidate nominated shall automatically be re-elected or elected (as the case may be) if the total number of nominees for the vacancies is equal to or less than the number of vacancies.
- 18.6 In the event of there being any candidate or candidates nominated for election as Committee Members in excess of the number required, the election shall be by postal ballot Rule 19 in accordance with these Rules.

## **19 VOTING BY POSTAL BALLOT**

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- 19.1 The postal ballot shall take place in accordance with the following provisions:
- (1) a Presiding Officer and two (2) Poll Clerks, none of whom shall be the Chief Executive Officer/Club Secretary or current Committee Member shall be appointed by the Management Committee;
  - (2) envelopes returning ballot papers should be posted to the 'Presiding Officer' bearing the address of the Club. A locked ballot box shall also be positioned in the foyer of the administration office of the Club for the purpose of Members hand delivering their ballots. Any ballots received by post will be inserted into the locked ballot box without being opened;
  - (3) the Chief Executive Officer shall provide the Presiding Officer with keys to the locked ballot box with a cleft or opening therein capable of receiving the envelopes containing the ballot papers. The Presiding Officer shall seal the box and retain the key;
  - (4) the Chief Executive Officer within seven (7) days from the close of nominations, shall forward to each Member, whose membership fee is not then in arrears and who is otherwise competent to vote at his or her prescribed address, two envelopes of unequal size:
    - (a) the larger envelope addressed to the Presiding Officer, displaying the printed registered number of the Member, and
    - (b) the small envelope endorsed "voting paper", enclosing with these envelopes a ballot paper showing the full names of the candidates nominated (distinguishing the names of the existing Committee Members standing for re-election by an asterisk opposite their names) together with instructions as to the number of appointments to be allotted for and the mode in which the candidates are to be selected. The instruction shall be framed in such a way as to ensure secrecy with respect to the ballot;
  - (5) each Member desiring to vote shall strike out a name or names (as the case may be) of the candidate or candidates for the Management Committee they may not desire to vote for, retaining on the ballot paper the required number of candidates necessary to fill the vacancies. The Member must then (using the larger envelope) sign his or her name, and after enclosing the smaller envelope (containing the ballot paper) in the larger envelope, return the documents to the Presiding Officer;
  - (6) the Presiding Officer, on being satisfied on the personal application of any Member that such Member has not used the original ballot paper sent to him, may issue another ballot paper to that Member;
  - (7) ballot papers must be received no later than 4pm two (2) business days from the date of election meeting. Members must be notified of the date which the ballot is to close along with the instruction noted in Rule 19.1(4)(4)(b). After the close of the ballot at 4pm the day fixed for the ballot the presiding officer shall collect from the locked ballot box and return to the place of the count of the ballot. The Presiding Officer must then in the presence of Poll Clerks and any candidate for election as a Committee Member, desirous of being present, then and there proceed with the ballot;
  - (8) the Presiding Officer shall first satisfy himself that the Member (by reference to the number on the larger envelope) is qualified to vote. If the Member is qualified to vote, the Presiding Officer shall open the larger envelope, extract the smaller envelope, and place it, unopened, in the ballot box;

- (9) the Presiding Officer shall reject all the larger envelopes not properly vouched for, or in respect of which the Member so desiring to vote has no qualification and shall at a convenient time subsequently destroy the same unopened. When all ballot papers have been dealt with in accordance with Rule 19.1(8) and this subrule, the Presiding Officer shall reopen the ballot box, open the smaller envelopes so approved, and proceed to examine and count the number of votes recorded. They shall reject as informal all ballot papers which do not comply with the conditions of these Rules;
- (10) at the conclusion of the count, the Presiding Officer shall make out a written statement certifying the result of the ballot, and the successful candidates for the position of Committee Members, as appears from such ballot. Such statement shall be signed by the Presiding Officer, and Poll Clerks. The Presiding Officer's statement, duly certified declaring the successful candidate/s duly elected to office, shall be communicated to the current Chairperson of the Management Committee (or such other Chairperson appointed to the Annual General Meeting in accordance with these Rules) not later than two (2) hours prior to the Annual General Meeting;
- (11) if the number of candidates nominated for election as Committee Members is less than the number of vacancies, the Chairperson of the ensuing Annual General Meeting shall declare all the candidates so nominated duly elected. In case there are no further nominations for the positions in question received, the Committee Members already elected and holding office shall by simple majority vote to fill such vacancies at a time determined by the Management Committee. The Chairperson shall, in the case of equality in votes, have a second or casting vote; and
- (12) the voting papers used in the election of the Committee will be held, as a record, for at least 30 days after the election and may be inspected at any reasonable hour of the day by any candidate for election as a Committee Member.

## **20 RETIREMENT OF COMMITTEE MEMBERS**

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- 20.1 Each elected Committee Member shall hold office for a maximum term of two (2) years, and may, at the expiration of their term, offer themselves up for re-election.
- 20.2 A minimum of four (4) Management Committee positions shall be declared vacant annually at each Annual General Meeting. The vacancies shall be determined as follows:
  - (1) Management Committee vacancies will be declared regarding the position of any Committee Member who is either:
    - (a) a Committee Member filling a casual vacancy, or
    - (b) a Committee Member who has held office for a term of two (2) years; or
  - (2) if the required number of vacancies cannot be declared by the actions outlined in Rule 20.2(1) the vacancies will be decided by a vote of all Committee Members. If the Committee Member's vote is unable to determine the positions to be declared vacant, or is unwilling to make such a determination, the positions declared vacant will be determined by lot.
- 20.3 The length of time a Committee Member has been in office shall be from that Committee Member's last election.

## **21 REMOVAL FROM OFFICE OF COMMITTEE MEMBERS**

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- 21.1 The office of a Committee Member will become vacant if that Committee Member:
  - (1) ceases to be a Committee Member pursuant to these Rules;
  - (2) becomes bankrupt or makes an arrangement or composition with their creditors generally;
  - (3) becomes of unsound mind, or a person whose person or estate is liable to be dealt with in any way under laws relating to mental health;
  - (4) resigns their office in writing to the Club;
  - (5) is removed by an ordinary resolution passed by Members at an Annual General Meeting or Members Meeting convened in part or in whole to deal with such resolution;
  - (6) materially breaches or commits multiple non-material breaches of the Committee Code of Conduct; or
  - (7) has been convicted of a criminal offence in Queensland that is punishable by imprisonment for 12 months or more or convicted elsewhere than in Queensland of an offence that, if committed in Queensland, would be an offence so punishable.
- 21.2 For the avoidance of doubt, a Committee Member who is removed from office pursuant to this Rule 21 will not have a right of appeal against the removal.

## **22 FORFEITURE OF SEAT BY COMMITTEE MEMBER**

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- 22.1 Any Committee Member, who shall, without leave of the Management Committee absent himself from three consecutive Management Committee Meetings shall automatically cease to be a Committee Member.
- 22.2 The Management Committee may grant a leave of absence of no more than three months to a Committee Member. However, a Committee Member shall not be entitled to more than one leave of absence during that Member's two (2) year term fixed.

## **23 DUTIES INCLUDING FUNCTIONS AND POWERS OF THE MANAGEMENT COMMITTEE**

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- 23.1 The Management Committee is empowered to do all things required for the management of the Club and for the furtherance of the Club's objects as specified in Rule 3, except those things which, according to these Rules, must be done by the Club in general meetings.
- 23.2 The Management Committee shall present to the Annual General Meeting a report of the proceedings and transactions for and on behalf of the Club during the preceding financial year.
- 23.3 The Management Committee may, from time to time, appoint or dismiss any Chief Executive Officer deemed necessary for the purpose of carrying out the Objects of the Club.
- 23.4 The Management Committee may enter into contracts on behalf of the Club that it deems advisable and at all times may dispose of funds of the Club that it deems to be in the interests of and for carrying out the objects of the Club.
- 23.5 The Management Committee may refer questions of genuine importance to the Members at a general meeting.

## **24 MEETINGS OF THE MANAGEMENT COMMITTEE**

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- 24.1 The Management Committee shall meet not less than nine (9) times per calendar year at times and dates to be determined by the Management Committee to exercise its functions.
- 24.2 A special meeting of the Management Committee shall be convened by the Chief Executive Officer on the requisition, in writing, signed by not less than one-half of the Committee Members, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- 24.3 Not less than 48 hours written notice shall be given by the Chief Executive Officer to Committee Members of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
- 24.4 At every Management Committee Meeting a simple majority of a number equal to the number of Members elected and/or appointed to the Management Committee as at the close of the last Annual General Meeting, shall constitute a quorum.
- 24.5 Subject to these Rules, the Management Committee may meet and regulate its proceedings as it thinks fit, provided that questions arising at any Management Committee Meeting shall be decided by a simple majority of votes and, in the case of equality votes, the Chairperson shall have a second or casting vote.
- 24.6 A Committee Member of the Management Committee who is interested in any contract or arrangement made or proposed to be made with the Club shall disclose their interest at the Management Committee Meeting at which the contract or arrangement is first taken into consideration.
- 24.7 If a Committee Member becomes interested in a contract or arrangement after it is made or entered into, that member of the Management Committee must disclose their interest at the first Management Committee Meeting after they becomes so interested.
- 24.8 No Committee Member shall vote as a member of the Management Committee in respect of any contract or arrangement in which they have an interest and if they do so their vote shall not be counted.
- 24.9 If a Committee Member has a conflict of interest with respect to any matter to be discussed at a Management Committee Meeting, then such Committee Member must excuse themselves from discussions on this matter and will not be entitled to vote.
- 24.10 The current Chairperson of the Management Committee shall preside as Chairperson at every Management Committee Meeting, or if there is no current Chairperson of the Management Committee, or if at any Management Committee Meeting they are not present within ten minutes after the time appointed for holding the Management Committee Meeting, the current Deputy Chairperson of the Management Committee shall be Chairperson. If the Deputy Chairperson of the Management Committee is not present at the Management

Committee Meeting then the Committee Members may choose one of their number to be Chairperson of the Management Committee Meeting.

- 24.11 If, within half an hour from the time appointed for the commencement of a Management Committee Meeting, a quorum is not present, the Meeting, if convened upon the requisition of Committee Members, 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 Management Committee may determine, and if at the adjourned Management Committee Meeting a quorum is not present within half an hour from the time appointed for that Meeting, the meeting shall lapse.
- 24.12 The Chairperson of the Management Committee must if directed by not less than half the Committee Members present, adjourn a meeting in accordance with Rule 24.11, provided that no business shall be transacted at an adjourned Management Committee Meeting other than the business left unfinished by the previous Management Committee Meeting.
- 24.13 The Management Committee may hold meetings or permit Management Committee members to take part in its meetings, by using any available and appropriate technology, including teleconferencing and video conferencing, that reasonably allows members to hear and take part in discussions as they happen.
- 24.14 A member of the Management Committee who participates in a meeting in accordance with Rule 24.13 is taken to be present at the meeting.

## **25 DUTIES OF THE SECRETARY**

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- 25.1 Unless prevented by law or as otherwise agreed by the Management Committee, the Management Committee will appoint the Chief Executive Officer as secretary of the Club. The balance of this clause will apply to the Chief Executive Officer in their capacity as secretary (or if the Chief Executive Officer cannot be appointed, the person appointed as secretary by the Management Committee).
- 25.2 The Chief Executive Officer shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee Meeting, Annual General Meeting or Members Meeting to be kept.
- 25.3 For the purposes of ensuring the accuracy of the recording of such minutes referred to in Rule 25.2:
- (1) the minutes of every Management Committee Meeting shall be signed by the Chairperson of that Management Committee Meeting or the Chairperson of the next succeeding Management Committee Meeting;
  - (2) the minutes of every Members Meeting shall be signed by the Chairperson of Members Meeting or the Chairperson of the next succeeding Members Meeting; and
  - (3) the Minutes of any Annual General Meeting shall be signed by the Chairperson of that Annual General Meeting or the Chairperson of the next succeeding Annual General Meeting.
- 25.4 A copy of the Treasurer's financial statement, presented to the Management Committee Meeting, of all monies received or paid out since the preceding Meeting and the balance (whether in the bank or in hand) shall be attached to the Minutes.
- 25.5 The Chief Executive Officer shall:
- (1) give all notices of all Management Committee Meetings, Annual General Meetings Members Meetings and of all resolutions or propositions to be brought before them;
  - (2) make (subject to directions of the Management Committee) all disbursements of the funds of the Club in accordance with Rule 29 and obtain receipts and discharges for the same; and
  - (3) carry out the instructions of the Management Committee.

## **26 ELECTRONIC RESOLUTIONS**

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- 26.1 The Management Committee may send a circular resolution electronically to the Committee Members and the Committee Members may agree to the resolution by sending a reply to that effect, including the text of the resolution in their reply.
- 26.2 A circular resolution is passed when the last Committee Member signs or otherwise agrees to the resolution in the manner set out in clause immediately above.

## **27 THE TREASURER**

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27.1 The Treasurer will be responsible for such duties delegated to the Treasurer by the Management Committee.

## **28 FINANCIAL YEAR OF THE CLUB**

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28.1 The financial year of the Club shall begin on the 1<sup>st</sup> day of July and end on the 30<sup>th</sup> day of June.

## **29 FUNDS AND ACCOUNTS**

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29.1 The funds of the Club shall be banked in the name of the Club in such banks as the Management Committee may from time to time direct.

29.2 Proper books and accounts shall be kept and maintained according to generally accepted accounting principles.

29.3 All monies shall be banked as soon as practicable after receipt thereof.

29.4 All payments shall be authorised by any two (2) of the Chairperson of the Management Committee, Chief Executive Officer, Chief Financial Officer, club financial representative, Treasurer, Management Committee representative or other Member authorised from time to time by the Management Committee.

29.5 Cheques shall be crossed 'not negotiable' except those in payment of wages, allowances or petty cash recoupments which may be open.

29.6 All expenditure shall be ratified after reviewing the financial reports and statements at a Management Committee Meeting.

29.7 As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared statements containing particulars of:

- (1) the income and expenditure and sources and application of funds for the financial year just ended; and
- (2) the assets and liabilities of (and all mortgages, charges and securities affecting the property) of the Club at the close of that year.

29.8 All such statements shall be examined by the Auditor who shall present his or her report upon such audit to the Chief Executive Officer prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made for inclusion in the annual report.

29.9 The income and property of the Club however derived shall be applied solely in promotion of its objects and in the exercise of its powers as set out in these Rules 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.

29.10 Provided however that nothing in Rule 29.9 shall prevent the payment in good faith of interest to any such Member in respect of:

- (1) monies advanced by him to the Club or otherwise owing by the Club to him; or
- (2) 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;

nor will it 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.

## **30 DOCUMENTS**

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

## **31 GRIEVANCE PROCEDURE**

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31.1 In this Rule 31, the following words have the following applicable meanings:

- (1) **Aggrieved** means a Member who gives a Dispute Notice to a Recipient;
- (2) **Dispute Notice** means a written notice given by an Aggrieved to a Recipient which must comply with Rule 31.3;

- (3) **Grievance Procedure** means the procedure for dealing with disputes under these Rules, as set out in this Rule 31;
- (4) **Qualified Person** means any person:
- (a) who has sufficient knowledge of the subject of the dispute and as such can represent the party effectively;
  - (b) is authorised to negotiate an agreement on behalf of the party; and
  - (c) may (but is not required to) have legal experience and qualifications and who may be a representative of a legal practice that is engaged by either party to act on their behalf in relation to the dispute;
- (5) **Recipient** means the party who receives a Dispute Notice.
- 31.2 If any dispute arises out of or in connection with these Rules, a Member must not commence any court, arbitration or other proceedings except as referred to in this Grievance Procedure, unless this Grievance Procedure has first been complied with in full.
- 31.3 A Dispute Notice will only be valid and subsequently trigger this Grievance Procedure, if it:
- (1) is given by (and identifies) a Member to another Member, or the Management Committee (including any singular member of it); and
  - (2) substantially particularises the subject matter of the dispute; and
  - (3) such subject matter relates to or is substantially in connection with these Rules; and
  - (4) clearly identifies which of these Rules it relates to or is substantially in connection with;
- 31.4 A Dispute Notice will not be valid if it is given by a person who has had their membership terminated, and that person must follow the appropriate appeal process as set out in Rule 7.6.
- 31.5 If the Grievance Procedure is:
- (1) initiated by two (2) or more Members in relation to the same subject matter; or
  - (2) initiated against two (2) or more Members in relation to the same subject matter, the Management Committee may treat those disputes as a single process and if it does so:
  - (3) the relevant Members must choose only one (1) of them to represent each of them in the Grievance Procedure; and
  - (4) for the purposes of this Grievance Procedure and except as expressly defined otherwise:
    - (a) where two (2) or more Members initiated the Grievance Procedure as stated in this Rule, those Members will be referred to jointly as the Aggrieved; and
    - (b) where this Grievance Procedure was initiated against two (2) or more Members as stated in this Rule, those Members will be referred to jointly as the Recipient.
- 31.6 Each party to the dispute is permitted to appoint any Qualified Person to act on their behalf, provided that any party who appoints a Qualified Person must give written notice confirming they have done so, and containing details of the Qualified Person to each of the Recipient, the Management Committee and the mediator (if one is appointed pursuant to this Rule).
- 31.7 If a Member gives a Dispute Notice to a Recipient, then the Dispute Notice will trigger this Grievance Procedure, on and from the date of the Dispute Notice.
- 31.8 If the Grievance Procedure is triggered, the Aggrieved and the Recipient must, as first step, attempt to resolve the dispute that is identified in the Dispute Notice in good faith.
- 31.9 If, after the date that is 14 days after the Dispute Notice is given:
- (1) the Aggrieved and Recipient have resolved the dispute, the Aggrieved must notify the Chief Executive Officer that the dispute has been resolved, and in that instance the Grievance Procedure ends and no further steps are required to be taken;
  - (2) the Aggrieved and Recipient have not resolved the dispute, the Aggrieved may submit a request to the Chief Executive Officer to refer the dispute to mediation (**Mediation Request**), and the Chief Executive Officer must notify the Management Committee of that request.
- 31.10 If the Aggrieved submits a Mediation Request to the Chief Executive Officer, then within 14 days after the Mediation Request is given:
- (1) subject to Rule 31.14, the Management Committee must refer the dispute to mediation;



- (2) the Aggrieved and the Recipient must agree on a mediator to conduct the mediation, and if they are unable to agree then except where Rule 31.14 applies:
  - (a) the Management Committee must appoint an appropriate mediator; and
  - (b) if the Management Committee is the Recipient, an accredited mediator must be appointed by the director of a dispute resolution centre; and
- (3) the Aggrieved and Recipient must act reasonably and genuinely in the mediation and assist in all respects with completing mediation in a meaningful and expeditious manner.

31.11 If the dispute is referred to mediation, the mediator is required to:

- (1) start the mediation as soon as reasonably possible, with a view to completing mediation within 28 days after the mediator has been appointed.
- (2) give each party to the dispute an opportunity to be heard on the subject matter of the dispute;
- (3) comply with the principles of natural justice;
- (4) not act as an adjudicator or arbitrator; and
- (5) during mediation, decide whether to see the parties with or without their representatives, together, separately, or any combination of same.

31.12 Any meeting, mediation or session conducted pursuant to this Grievance Procedure may be conducted by electronic, video or telephonic means, if all parties to the dispute (including the mediator, if applicable) agrees.

31.13 The costs of mediation (if any) are to be shared equally between the Aggrieved and Recipient as otherwise agreed, except:

- (1) if the Aggrieved is comprised of more than one (1) Member; and/or
- (2) the Recipient is comprised of more than one (1) Member; and/or
- (3) the Recipient is the Management Committee,

in which case the costs will be shared equally between individual parties to the Dispute.

31.14 Despite anything else contained in this Rule 31, the Management Committee is not required to act on any Dispute Notice in the following circumstances:

- (1) the Dispute Notice does not comply with Rule 31.3, in the reasonable opinion of the Management Committee; or
- (2) the Management Committee (or any elected member of it) is the Recipient; or
- (3) the Aggrieved submits a request to the Chief Executive Officer for the Management Committee to refer to the dispute to mediation,

and:

- (4) the Aggrieved has, within 21 days prior to giving a Dispute Notice, behaved in any way that would give the Management Committee grounds for taking disciplinary action under these Rules against the Aggrieved in relation to the subject matter of the Dispute Notice;
- (5) prior to the Aggrieved giving a Dispute Notice, a separate action has been commenced under these Rules against the Aggrieved;
- (6) the subject matter of the Dispute Notice relates to any obligation pursuant to the Liquor Act 1992 (Qld) as amended from time to time or any other legislation, regulation, ordinance, mandate or similar which the Club has complied with, including (but not limited to) with respect to the refusal to serve liquor to the Aggrieved, or to otherwise remove the Aggrieved from, or refuse them entry to, the Racecourse or any part of it that is owned or operated by the Club (regardless of whether the reason for the removal or refusal relates to the service or refusal to serve liquor); or
- (7) the dispute could reasonably be considered by the Management Committee to be frivolous, vexatious, misconceived, baseless, lacking in substance or otherwise dealt with pursuant to this Grievance Procedure.

## **32 DISSOLUTION AND DISTRIBUTION OF SURPLUS**

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32.1 This rule applies if the Club:

- (1) is wound up in accordance with the provisions of the Racing and Betting Act 1980 (Qld) (as amended from time to time) in conjunction with the provisions of the Associations Incorporation Act 1981 (Qld) (as amended from time to time); and

- (2) has surplus assets after satisfaction of all its debts and liabilities.
- 32.2 Any surplus assets that remain after satisfaction of all of the Clubs debts and liabilities shall not be paid or distributed among the Members under or by virtue of Rule 29.9.
- 32.3 The surplus assets must be given to another entity:
- (1) having objects similar to the Club's objects; and
  - (2) the rules of which prohibit the distribution of the entity's income and assets to its Members.
- 32.4 Subject to any regulatory principal racing authority consents (including but not limited to the applicable ministerial consent required) and applicable laws, the Club may only be dissolved by a resolution of Members entitled to vote (and present) at any Members Meeting of the Club called for such purpose.
- 32.5 Notwithstanding the provisions of Rule 32.1 the Club shall not be wound up unless the consent of the Minister for Racing (or legislated authority) is first obtained.

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### **33 INDEMNITY OF MANAGEMENT COMMITTEE MEMBERS AND CHIEF EXECUTIVE OFFICER**

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- 33.1 Subject to the Racing Act 2002 (Qld) as amended from time to time and any policies, procedures or manuals issued by The Principal Racing Authority (currently Racing Queensland Limited) from time to time, the Committee Members and Chief Executive Officer of the Club shall be indemnified from the funds of the Club against all damages and the costs of any legal proceedings that may be instituted against them in consequence of the performance of their duties.

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### **34 RULES OF RACING**

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- 34.1 The Rules of Racing of the Principal Racing Authority under the Racing Act 2002 (Qld) as amended from time to time shall be the Rules of Racing of the Club.

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### **35 BY-LAWS**

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- 35.1 The Management Committee may from time to time make, amend or repeal by-laws not inconsistent with these Rules for the internal management of the Club. Any by-law may be set aside by Members at an Annual General Meeting or Members Meeting as the case may be.

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### **36 ALTERATION OF RULES**

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- 36.1 Subject to the provisions of the Associations Incorporation Act 1981 (Qld) (as amended from time to time), these Rules may be amended, rescinded, replaced or added to from time to time by a special resolution carried at any Annual General Meeting or Members Meeting.
- 36.2 Notice of resolution to be moved at such Annual General Meeting or Members Meeting shall be lodged with the Chief Executive Officer not less than 14 days before the meeting is held and shall be posted in the Chief Executive Officer's office at the Club, and be sent to each Member of the Club by the Chief Executive Officer not less than seven (7) days prior to the day of Annual General Meeting or Members Meeting as the case may be.
- 36.3 An amendment, repeal or addition to the Rules is only valid if lodged with any required regulatory body once a special resolution has been passed by Members.

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### **37 PROVISION OF RULES TO MEMBERS**

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- 37.1 These Rules shall be printed, and a copy of the same shall be supplied to each Member in writing or via electronic form, free of charge, upon application to the Chief Executive Officer.
- 37.2 The Members acknowledge that these Rules shall be binding upon every Member of the Club whether they have received a copy of the Rules or not.

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### **38 NOTICE**

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- 38.1 Unless these Rules provide otherwise, any notice or other communication to or by any party must be:
- (1) in writing and in the English language;

- (2) addressed to the address of the recipient (if a Member), as provided in the Members Register, and in the case of the Club the address as advised by the Club; and
- (3) be signed by the party.

38.2 In addition to any other method of service authorised by law, the notice may be:

- (1) personally served on a party;
- (2) left at the party's current address for service;
- (3) sent to the party's current address for service by prepaid ordinary mail or if the address is outside Australia by prepaid airmail;
- (4) sent by facsimile to the party's current number for service; or
- (5) sent by electronic mail to the party's electronic mail address.

38.3 If a notice is sent or delivered in the manner provided in this Rule 38 it must be treated as given to or received by the addressee in the case of:

- (1) delivery in person, when delivered;
- (2) delivery by post:
  - (a) in Australia to an Australian address the second Business Day after posting; or
  - (b) in any other case on the 10<sup>th</sup> Business day after posting;
- (3) facsimile, when a transmission report being printed by the sender's facsimile machine stating that the document has been sent to the recipient's facsimile number; or
- (4) electronic mail, when the sender's computer reports that the message has been delivered to the electronic mail address of the addressee,

but if delivery is made after 5.00pm on a business day in it must be treated as received on the next business day in that place.

38.4 A party may from time to time change its address or numbers for service by notice to each other party.

## **39 CONFIDENTIALITY**

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39.1 Each Member acknowledges that it shall not be entitled to require or receive any information concerning the Club, the business of the Club or details of any Members that is considered by the Management Committee (in its' sole discretion) to be confidential.

39.2 Every Committee Member, Treasurer, Auditor, Presiding Officer, Poll Clerk, sub-committee member, employee or contractor of the Club may be required by the Management Committee to sign a declaration pledging him or her to observe strict secrecy respecting all transactions of the Club. Such declaration may require the person so signing to pledge themselves not to reveal any of the matters which may come to their knowledge in the discharge of their duties except when required to do so by the Management Committee or by law and except so far as may be necessary in order to comply with any provisions in these Rules.

## **40 DEFECT IN APPOINTMENTS/DISQUALIFICATION**

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40.1 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 Committee Members or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Committee Member.

