



RULES OF THE CAIRNS

JOCKEY CLUB INC

RULES OF THE CAIRNS JOCKEY CLUB INC

NAME

1. The name of the incorporated association shall be CAIRNS JOCKEY CLUB INC (in these Rules called "the Club").
2. The registered office of the Club shall be situated at 597 Mulgrave Road (Bruce Highway), Woree, Cairns, in the State of Queensland

OBJECTS

3. The objects for which the Club is established are:-
 - 1) To promote, conduct and hold race meetings for the recreation, amusement and enjoyment of members of the Club, and such other person interested in or connected with thoroughbred horse racing.
 - 2) For the furtherance of the last mentioned object to encourage horse racing by the promotion of race meetings and the giving of prizemoney, stakes and rewards for horse races conducted by the Club.
 - 3) To apply to the appropriate statutory body for registration as a race club pursuant to the Racing Act 2002 (as amended) or any Act in substitution therefore and to apply for renewal of such registration from time to time.
 - 4) To comply with all statutory requirements, ordinances, by-laws and provisions imposed on the Club in its capacity as a registered racing club by any Commonwealth or State legislation or ordinances or by-laws of any Local Authority.

POWERS

4. The powers of the Club are:-
 - 1) To formulate, pass and publish rules and by-laws for the use of any racing venue that the Club may own or occupy or use from time to time for use as a racecourse or training centre, the admission thereto and the expulsion therefrom of all persons (including ,members and non-members) who use or propose to use such racecourse or training facilities and the charges or rates to be paid for admission thereto (which charges or rates may differ with respect to different parts thereof or to such persons admitted thereto);

- 2) To formulate, pass and publish rules and by-laws from time to time for the use of the Club's lands, buildings, and premises and for any person or entity as lessee, licensee, hiree and concessionaire or invitee or on any other lawful purpose;
- 3) To lay out, construct, repair and maintain all land owned or leased by the Club for use as a racecourse and in the conduct of race meetings and the training and education of racehorses thereon;
- 4) To lay out, construct, repair and maintain improvements (including stables for lease to rental by licensed trainers) on land owned by or leased by the Club from time to time;
- 5) To lease, licence or hire the Club's lands and buildings or any part thereof to third parties for such purposes and upon such terms and conditions as the Club may in its absolute discretion see fit provided that the use of the Club's lands and buildings by such third parties shall be a lawful use;
- 6) To purchase, hire, lease or otherwise acquire for the purposes of the Club any real or personal property and in particular, any lands, buildings, furniture, motor vehicles, club and household effects, utensils, books, newspapers, periodicals, films, videos, musical instruments, fittings, apparatus, appliances, plant and equipment, conveniences and accommodation and also but not by way of limitation of the foregoing for the purpose of enabling the Club to establish premises for the use of its members and for those persons admitted to the Club's racecourse by paying admission charges, to acquire by subscription, purchase or otherwise and to hold shares, units, securities in or of any other company or co-operative society owning land upon which are erected or in the course of erection buildings and/or premises suitable with or without alteration for the purpose of the Club or owning land which is suitable for the erection thereon of such buildings and/or premises as aforesaid and so far as the law may from time to time allow to sell, demise, let, mortgage or dispose of the same ;
- 7) To take or reject any gift of property, money or goods whether subject to any special trusts or not. In the case of the Club taking or holding any property which may be subject to any trusts, the Club shall deal with the same only in such manner as is allowed by law having regard to such trusts;
- 8) To buy, supply, sell and deal in all kinds of food, liquor, provisions required or used by the members of the Club or other persons attending the Club's racecourse or premises and to apply for and hold all licences, permits or authority

required to be issued by any statutory or local authority to permit the supply and sale of food, liquor and provisions;

- 9) To engage, hire and employ all classes or person whose services may be considered necessary for the purposes of the Club and to pay to them and to persons other than a member in return for services rendered to the Club fees, salaries, wages, gratuities and pensions and to establish and maintain from time to time superannuation, retirement and benefit funds for employees of the Club;
- 10) In furtherance of the objects of the Club to establish, promote or assist in establishing or promoting and to subscribe to, become a member of or co-operate with or amalgamate with any other association or organisation, 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 or amalgamate with any association or organisation which does not prohibit the distribution of its income and property amongst its members to an extent at least as great as that imposed on the Club under or by virtue of clause 7 of these rules;
- 11) 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.
- 12) Subject to the Club receiving any consent required under the Racing Act 2002 (as amended), to subscribe to any local or other charity and to make donations for any public or charitable purpose;
- 13) Subject to the Club receiving any consent required under the Racing Act 2002 (as amended), to create and maintain a fund to be applied towards the relief or assistance of necessitous or disabled persons who have been licensed as a trainer or jockey under the Racing Act 2002 (as amended) and their widows and children;
- 14) To acquire, establish, print and publish magazines, newsletters, periodicals, or other literary work that the Club may think desirable for the promotion of its objects;
- 15) Subject to the Club receiving any consent required under the Racing Act 2002 (as amended), to give, sell, exchange, hire, lease, mortgage or otherwise dispose of property of the Club

or any part or parts thereof, on such terms and for such consideration as the Club may think fit, and, in particular, for shares, stock, units, debentures or securities of any company or companies purchasing or otherwise acquiring same.

- 16) Notwithstanding the terms of the above rule 4.15 of these Rules, any vote in favour of the sale of that part of the Club's assets, namely the land and improvements which constitute Cannon Park Racecourse, shall require a vote in favour of such sale of not less than two-thirds (2/3) of all members of the Club who by these Rules are eligible to vote;
- 17) 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 assist any person or body corporate;
- 18) 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;
- 19) 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;
- 20) To invest and deal with any monies of the Club not immediately required for the purpose thereof on such deposits and securities and in such manner as may be deemed fit and from time to time to vary and realise such investments;
- 21) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments;
- 22) From time to time to borrow money for the purpose of effecting permanent improvements on the Club's land or for adding to or maintaining permanent improvements already effected or for the purpose of raising funds by way of overdraft or in the purchase of plant and equipment, furniture, chattels and effects or for any other lawful purposes and to grant and execute debentures, liens, mortgages, charges or other security over the whole or part of the property, real or personal, of the Club in favour of any bank or other

recognised lending authority as security for the raising of funds from any bank or lending authority;

- 23) To carry on all such activities as may be necessary or convenient for the purposes of the Club;
 - 24) To do all such acts, deed, matters and things and enter into and make such arrangements as are incidental or conducive to the attainment of the objects of the Club or any of them.
5. The Club acknowledges that in its capacity as a registered race club pursuant to the Racing Act 2002 (as amended), it is, and for so long as it continues to be registered as a race club, will be bound by the provisions of the Australian Rules of Racing and all Local Rules made from time to time by the body for the time being having authority over registered race clubs in Queensland;
 6. Each of the above objects constitutes a separate object of the Club, and no such object shall be construed by reference to any other separate object.
 7. The income and property of the Club from whatever source derived shall be applied solely towards the promotion of the objects of the Club and no portion thereof shall be paid or transferred directly or indirectly by way of bonus or dividend or otherwise howsoever by way of profit to the persons who at any time are or have been members of the Club or to any person claiming through any of them PROVIDED THAT nothing herein contained shall prevent the payment:-
 - 1) in good faith of remuneration of any officer or servant who is a member of the Club in return for any services actually rendered to the Club;
 - 2) by the Club of any costs that a member may incur in respect of any authorised activities in the legitimate conduct of the affairs of the Club;
 - 3) of fees and charges by the Club in good faith to any member of the Club or any firm, partnership or company in which a member may be a partner, director or shareholder in return for any professional or other services actually rendered or goods supplied to the Club;
 - 4) of interest, not exceeding the commercial rate, on money borrowed from or lawfully due to any member of an affiliated body;
 - 5) by the Club of any rent or licence or occupation fee payable by the Club in relation to any property or premises demised or let to the Club or to which the Club may have access or licence at

such rent, licence or occupation fee as the Club in its discretion may decide to be fair and reasonable in the circumstances;

- 6) by the Club in good faith of allowance and travelling expenses to which the Club in its discretion may decide fair and reasonable in normal circumstances to any member of the Club representing the Club;
 - 7) by the Club of prize money, stakes and trophies to any member of the Club who has an interest in a racehorse which may win or be entitled to prizemoney, stakes or trophies as a consequence of such racehorse participating in a race meeting conducted by the Club.
8. It is expressly declared that the Club is not carried on for the purpose of profit or gain to its members and any distribution of profits, whether in money or property or otherwise, howsoever, is expressly prohibited and if upon the winding up or dissolution of the Club, there remains, after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst its members, but shall be given or transferred to such other thoroughbred race club or race clubs in Queensland having objects similar to the objects of the Club and which shall prohibit the distribution of its or their income and property amongst its or their members or to such other entity or body which has objects consistent with the objects of the Club and in accordance with the provisions of the Racing Act 2002 (as amended).

CLASSES OF MEMBERS

9. 1) The membership of the Club shall consist of:-
 - a) Ordinary members;
 - b) Life members
 - c) Honorary members
 - d) Restricted junior members between the age of 18 and 25 years
 - e) Restricted social members
- 2) The manner of determining admission of ordinary members, restricted junior members and restricted senior members shall be in accordance with Rule 13 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 distinguished people whom the Committee deem worthy of such membership; (Rule 3.(b) deleted)
- 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.

- 5) Any member on application to the Secretary signifying their 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 they 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.
- 6) The number of members of all classes shall be unlimited.

MEMBERSHIP

10. 1) The Club shall consist of all persons who have been duly elected as members thereof under the provisions of the Rules of the Club and who shall thereafter be elected as members thereof in accordance with these Rules and who shall continue to be members pursuant to the terms of these Rules.
- 2) Every applicant for any class of membership of the Club 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 their proposer and seconder and shall be in such form as the Committee from time to time prescribes,
- 3) The Committee shall cause a register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Club and the dates of their admission.
- 4) Particulars shall also be entered into the register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Committee or members at a general meeting may require from time to time.
- 5) The register shall be open for inspection at all reasonable times by any member who previously applies to the secretary for such inspection.

MEMBER'S SUBSCRIPTIONS

11. 1) The membership fees for each class of membership shall be such sum as the Committee shall from time to time at any committee meeting so determine.

- 2) The membership fees for each class of membership shall be payable at such time and in such manner as the Committee shall from time to time determine.

SUBSCRIPTIONS - NOTICE TO MEMBERS

12. 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 their last known address notifying them upon the renewal of their 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 their 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 posted to the last known address in the ordinary post or may be delivered to their place of business or residence.

ADMISSION AND REJECTION OF ORDINARY MEMBERS

13. 1) At the next meeting of the Committee after the receipt of any application, 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

14, Membership shall cease:-

- 1) If any member shall not have paid their subscription provided that any member whose membership shall cease for non-payment of their subscription – and who subsequently pays their subscription by 31 December in that year shall be restored to membership on such payment being made.
- 2) If any member be disqualified by the Stewards or authorised officials of any Racing Club as defined by the Australian Rules of Racing.
- 3) 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.
- 4) 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.
- 5) No member shall be expelled unless they shall first be given at least seven days' notice in writing informing them of the allegation or allegations against them, and requiring them to answer such allegation or allegations to the Committee and to show cause to the Committee why in the interests of the Club they should not be expelled.
- 6) 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 they fail 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.

- 7) 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 ofat (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.”

- 8) 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

15. 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 their 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 the Secretary of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present their 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

16. All members shall communicate their addresses to the Secretary when paying their subscriptions and the Secretary shall register the same. The address of a member registered in the Members Register shall be considered the address of that member for all purposes of these Rules and all letters and notices delivered at, or sent by post to, the registered address of any member shall be and be deemed to be sufficient delivery of same. If a member fails to provide an address to the Secretary, all letters and notices addressed and posted to the last known place of abode of such member shall be deemed sufficient service of such letters or notices. (last sentence deleted)

RIGHTS OF MEMBERS

17. 1) **Ordinary Members**
 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, 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.
- 2) **Restricted Members**
 A Restricted Member shall be subject to the same duties and disabilities as a member, but shall not be entitled to any of the privileges of a member save and except for the following:-
- a) With regard to Restricted Members admitted under the provisions of Rule 9.1 (d) of these Rules, on payment of the subscription for the current year to receive:-
- (i) a badge of membership for that year on presentation of which such Restricted Member shall be entitled to free admission to the racecourse and free admission of himself or herself to the members enclosure during any race meeting; and
 - (ii) one (1) guest badge

- b) With regard to Restricted Members admitted under the provisions of Rule 9.1 (e) of these Rules, on payment of the subscription of the current year to receive free admission to the racecourse public enclosure for two (2) race meetings conducted by the Club.
 - c) If a Restricted Member shall fail to pay the first annual subscription within one (1) month after the election of such Restricted Member, such election shall be void unless the Restricted Member shall justify the delay in payment of the subscription to the satisfaction of the Committee.
 - d) Upon a restricted Junior Member attaining the age of twenty-five (25) such person shall cease to be a Restricted Member and shall not thereafter be entitled to any of the privileges of a Restricted Member.
 - e) A Restricted Member shall neither be entitled to vote on any resolution at either the Annual Meeting or a General Meeting of the Club nor be entitled to cast a vote for election of members to the Committee of the Club.
 - f) A restricted member shall not be eligible for election to the management committee of the club.
 - g) The Rules relating to members shall in all respects apply and be binding on Restricted Members except insofar as such Rules are by this rule expressly or by necessary implication included or varied.
- 3) **Life Members**
The rights of Life Members shall be identical to the rights of Ordinary Members save that in the case of Life Membership no subscription shall be payable
- 4) **Honorary Members**
The rights of Honorary Members shall be identical to the rights of Ordinary Members save and except as follows:-
- (i) They shall not be entitled to vote at any meeting or ballot of members of the Club
 - (ii) They shall have no vote in the management of the Club
 - (iii) They shall not be nominated for the Committee and shall have no interest in the property or assets of the Club.
 - (iv) They shall not be entitled to nominate any candidate for membership of the Club.

MANAGEMENT OF THE CLUB

18. 1) The business of the Club shall be managed by a Committee consisting of the President, Vice-President, Treasurer and nine members, to be elected in the manner hereinafter provided.
- 2) Each member of the Committee shall retire annually but shall be eligible for re-election.
- 3) All retiring office bearers shall continue in office until the declaration of Committee members at the annual general meeting
- 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. at least twenty-one (21) days 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) 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.
- 6) No more than two (2) licensees (other than owner / trainers) within the meaning of that expression in the Rules of the Queensland Principal Club would be eligible for membership of the Committee within any given year.

ELECTION AND BALLOT

19. 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 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 fourteen (14) days before the date of the Annual General Meeting forward by prepaid post to each financial member at his or her registered address shown in the records of the Club, a list of the persons nominated and the offices for which they have nominated together with two envelopes of unequal size.
- (b) The larger of such envelopes shall have the recorded number of the member endorsed thereon and shall be addressed to the Secretary of the Cairns Jockey Club at the registered office of the Club and the smaller of the two envelopes shall be endorsed "Ballot Paper". Each ballot paper so posted shall bear the initials of the Secretary.
- (c) Any member wishing to vote without being present at the ballot shall:-
 - (i) Indicate on each ballot paper the candidate or candidates as he or she desires to vote for, equalling the required number;
 - (ii) fold up the voting paper and place it in the smaller of the two envelopes hereinbefore referred to;
 - (iii) close the smaller of the two envelopes hereinbefore referred to;
 - (iv) place the smaller of the two envelopes in the larger of the two envelopes hereinbefore referred to;
 - (v) then sign his or her name on the inside of the larger envelope;
 - (vi) close the larger of the two envelopes;
 - (vii) transmit the larger envelope with enclosures thereto to the Secretary.

- (d) After posting the ballot papers the Secretary shall provide a locked ballot box with a cleft or opening therein capable of receiving the larger of the two envelopes hereinbefore referred to and shall himself retain the key thereof.
- (e) The Secretary shall deposit in the ballot box unopened every one of the larger of the two envelopes hereinbefore referred to which is received by him before the close of the ballot.
- (f) At any time before the close of the poll, the secretary, on being satisfied as to the bona fides of the applications, may issue a second or duplicate ballot paper to any member whose original ballot paper has miscarried or has been destroyed or lost, but the secretary may, if he or she thinks fit before doing so, require that such member shall first sign a statutory declaration that such member has not received the original ballot paper or that it has been destroyed or lost and such member has not already voted at the election.
- (g) At the close of the ballot, the Secretary shall open the ballot box in the presence of the scrutineers and shall, at the same time, hand to each of them an alphabetical list signed by him of all members to whom he or she has issued voting papers.
- (h) Upon the ballot box being opened, the scrutineers shall, in the presence of the Secretary, remove therefrom all envelopes and shall:-
 - (i) first ascertain from the record number on the outside of the larger envelope the name of the member claiming to vote;
 - (ii) then mark of the members name upon the alphabetical list of members hereinbefore referred to;
 - (iii) open the larger envelope and assure themselves that the member has properly signed their name in accordance with the foregoing provisions in that behalf;
 - (iv) reject all ballot papers contained in envelopes not duly vouched as so required;

- (v) place in the ballot box each ballot paper so passed by them;
 - (vi) when all ballot papers have been dealt with in the manner aforesaid, the scrutineers shall, in the presence of the secretary, reopen the ballot box, remove the ballot paper envelopes deposited therein, open same and proceed to examine and count the votes recorded for each candidate;
 - (vii) At the conclusion of the count, the Scrutineers, or a majority of them, shall certify in writing to the Chairman the names of the candidates who have received the greatest number of votes. The candidates named in such certificate shall be the candidates to fill up the vacant places. In the case of an equality of votes between two or more candidates, the Scrutineers shall decide by lot the candidate or candidates who shall receive an additional vote.
- (i) At the examination of the voting papers, every voting paper which:-
- (i) does not bear the initial of the Secretary; or
 - (ii) Is not vouched by the signature of the member in the manner prescribed by these Rules; or
 - (iii) Is manifestly irregular; or
 - (iv) If the signature on the inside of the larger envelope is so imperfectly executed that the name of the member cannot with certainty be ascertained; or
 - (v) If the voting paper is so imperfectly marked that the intention of the member cannot, with certainty be ascertained; shall be rejected.

VACANCIES ON COMMITTEE

20. 1) In the event of no nominations or insufficient nominations being received to fill the vacant offices set forth in Rule 18 (4) thereof, 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 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

21. 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; and
 - (c) 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; and
 - (d) 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; and
 - (e) 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

22. 1) The Committee should normally meet once every calendar month to exercise its functions, but at least no more than 60 days shall elapse between meeting.
- 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, a quorum for the meeting must be more than 50% of the members elected to the committee as the close of the last Annual General Meeting.
- 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 decided by the casting vote of the Chairman.
- 5) A member of the Committee shall not vote in respect of any contract or proposed contract with the Club in which they are interested, or any matter arising thereout, and if they do so vote their 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.

SUB-COMMITTEES

23.
 - 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.
24. 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.
25. 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

26. Any member of the Committee, including the President, Vice-President and Treasurer, who shall absent them self 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

27. 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, General 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

28. 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

29. 1) The Annual General Meeting shall be held within four 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.
30. 1) The Secretary Manager shall convene a 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 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.
31. 1) At any General Meeting the numbers of members required to constitute a quorum shall be double the number of members on the committee plus one (1).
- 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

32. 1) Fourteen clear days notice at least of every General Meeting, 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 General Meeting.
- 4) 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.

GENERAL MEETING PROCEDURES

33. Unless otherwise provided by these Rules, at every \oplus general meeting: -
- 1) The President shall preside as Chairman, or if there is no President, or if they are not present at the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairman or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be Chairman of the meeting until the arrival of the President or Vice-President as the case may be;
 - 2) The Chairman shall maintain order and conduct the meeting in a proper and orderly manner;
 - 3) Every question, matter or resolution shall be decided by a majority of votes of the members present;
 - 5) Every member present shall be entitled to one vote and in the case of an equality of votes the Chairman shall have a second or casting vote: Provided that no member shall be entitled to vote at any general meeting if his annual subscription is more than one month in arrears at the date of the meeting;
 - 5) Voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairman shall appoint two members to conduct the secret ballot in such manner as they shall determine and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded;
 - 6) A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote;
 - 7) The instrument appointing a proxy shall be in writing, in the

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 the 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

34. 1) Subject to the Associations Incorporation Act 1981, these rules may be amended repealed or added to by a special resolution carried at a general meeting.
- 2) However and amendment, repeal or additions is valid only if it is registered by the chief executive of the department administering the Act.

COMMON SEAL

35. 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 one hundred dollars or over shall be paid by cheque signed by any two of the following officials of the Club – The Presidents, The Vice President, 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.
- 10) 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

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

FINANCIAL YEAR

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

WINDING UP OF CLUB AND DISTRIBUTION OF SURPLUS ASSETS

39. The Club shall not be dissolved other than by resolution at a General 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 three quarters 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 surplus assets, 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 36 (10) such institution or institutions to be determined by the members of the Club.

RULES TO BE SUPPLIED TO MEMBERS

40. 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.