



# Constitution and Rules

Adopted: 16<sup>th</sup> September 1988  
as at the date of Incorporation and  
Amended 14<sup>th</sup> October 2018.



## **RULE 1 – NAME OF THE CLUB**

The Club shall be called the “SUNSHINE COAST TURF CLUB INC.”

## **RULE 2 – OBJECTS**

The objects of the club are:

- 2.1 To promote, conduct and hold race meetings for the recreation and enjoyment of Members, for the association of persons interested in or connected with horse racing, and for the improvement in the breed of thoroughbred horses.
- 2.2 For the furtherance of the last mentioned object, to encourage horse racing by the promotion of race meetings and the giving of prizes, stakes, and rewards for horse races.
- 2.3 To all such things that are incidental or conducive to the attainment of such objects.
- 2.4 **The Club shall be NON-PROPRIETARY and the payment of any dividends to the members of the Club prohibited; all takings, receipts, profits or gains shall be used for the above object except with the approval of the Minister responsible for the Racing and Betting Act 1980.**

## **RULE 3 – CONSTITUTION OF THE CLUB**

The Club shall consist of all persons who are at the date of the passing of the constitution are financial members of the “Sunshine Coast Turf Club Inc.” or who shall hereafter be elected as members thereof in accordance with these rules.

## **RULE 4 – POWERS**

The powers of the Club are as follows:

- 4.1 To subscribe to, become a member of and co-operate with any other association, club or organization whose objects are altogether or in part similar to those of the Club, provided that the Club shall not subscribe to or support with its funds any club, association or organization which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under or by virtue of rule 25.10.
- 4.2 In furtherance of the objects of the Club to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid for the members of the Club or persons frequenting the Club’s premises.
- 4.3 To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in the connection with any of the objects of the Club; Provided that in case the Club shall take or hold any property which may be subject to any trusts the Club shall only deal with the same in such matter as is allowed by law having regard to such trusts.
- 4.4 To enter into any arrangements with any other 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.
- 4.5 To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Club.

- 4.6 To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of unsecured notes, debentures or other securities of the Club or in or about the Club or promotion of the Club or in furtherance of its objects.
- 4.7 To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Club's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- 4.8 To invest and deal with the money of the Club not immediately required in such manner as may be from time to time be thought fit.
- 4.9 To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.
- 4.10 In furtherance of the objects of the Club to lend and advance money or give credit to any other 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 other person or body corporate, and otherwise to assist any person or body corporate.
- 4.11 To borrow or raise money either alone or jointly with any other person or legal entity as such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any monies and further advances borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the Club's property or assets present or future and to purchase. Redeem or pay off any such securities.
- 4.12 To draw, make, accept, endorse, discount, execute and issue promising notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- 4.13 In furtherance of the objects of the Club to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and the rights of the Club.
- 4.14 To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Club's property of whatsoever kind sold by the Club, or any money due the Club from purchases and others.
- 4.15 To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Club but subject always to the proviso in rule 4.3.
- 4.16 To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of the Club, in the shape of donations, annual subscriptions or otherwise.
- 4.17 To print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects.
- 4.18 In furtherance of the objects of the Club to amalgamate with any one or more clubs or associations having objects altogether or in a part similar to those of the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Club under or by virtue of rule 24.10.
- 4.19 In furtherance of the objects of the Club to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the associations with which the Club is authorised to amalgamate.

- 4.20 In furtherance of the objects of the club to transfer all or any part of the property, assets, liabilities and engagements of the Club to any one or more of the Clubs or associations with the Club is authorised to amalgamate.
- 4.21 To do all such things as are indicated or conducive to the attainment of the objects and the exercises of the powers of the Club.

## **RULE 5 – CLASSES OF MEMBERS**

- 5.1 The membership of the Club shall consist of Ordinary Members and other Class of Members who have attained the age of eighteen (18) years. The Ordinary Members are those in the categories as follows:
- a) Full Members
  - b) Gold Members
  - c) Life Members
  - d) Honorary Members.

The number of members in the above categories shall be unlimited.

- 5.2 Other classes of membership may be offered from time to time as approved by the Board of Management, however, new classes of membership that are not listed in paragraph 5.1 have no voting rights or ability to fill a position on the Board.

## **RULE 6 - MEMBERSHIP**

- 6.1 The application for membership shall be made in such form as the Board of Management from time to time prescribes.

## **RULE 7 – MEMBERSHIP FEES**

- 7.1 The entrance fee and membership fee for ordinary membership and the membership fee, if any, for other classes of membership shall be such sum as the Board of Management shall from time to time so determine.
- 7.2 The membership fees for ordinary membership shall be payable at such time in such manner as the Board of Management shall from time to time determine.

## **RULE 8 – MEMBERSHIP BENEFITS, PRIVILEGES & OBLIGATIONS**

- 8.1 On payment of his/her subscription for the current year, each member shall be entitled to receive a ticket or badge of membership for that year.
- 8.2 Upon application each of the member categories referred to in paragraph 5.1 shall be entitled to purchase an Associate Member's ticket for the use of the person to be nominated at the time of the application. Such Associate Membership shall confer the same privileges as are conferred on a member by Rule 8.4 but the holder thereof shall not be entitled to any other of the privileges of Membership and shall not be entitled to have any voting rights or ability to fill a position on the Board.
- 8.3 Any member's ticket or badge shall not be transferable. The Board of Management may refuse to replace any ticket or badge that has been lost.
- 8.4 Subject to any resolution the Board of Management from time to time dealing with enlarging or restricting the rights of Members, each category of member referred to in paragraph 5.1 shall (during the currency of the racing year for which it has been issued) be entitled on presentation of a ticket or badge of membership, to free admission to the course for any race meeting, for the member, the member's private motor vehicle, and also on the like presentation to free admission of the member to the grandstand, and to any stand erected on the course for the exclusive use of

members during any such meeting. Such ticket of membership does not, however, entitle the member admission to the saddling enclosure nor to any part of the course from which members of the public may be excluded by the Rules of Racing or officials acting under authority of the Rules of Racing or by any rule, By-Law, minute or resolution of the Board of Management.

- 8.5 Each category of member referred to in paragraph 5.1 shall have the right to vote on any matter brought before any Annual General Meeting or Special Meeting of the Club for decision, provided that no member shall be competent to vote or enjoy any of the privileges of a member during this time his or her subscription is in arrears
- 8.6 Any member or associate permitting his or her ticket to be misused shall forfeit all rights to membership and such ticket shall be automatically cancelled.
- 8.7 Members must produce their badges at the Entrance Gate provided for the admittance; otherwise admission charges for non-members shall be paid.

#### **RULE 9 – MEMBERSHIP ADDRESS**

- 9.1 Each member, at the time of his application and/or renewal of membership shall communicate his/ her address to the Chief Executive Officer and shall notify the Chief Executive Officer of change of address.

The Chief Executive Officer shall keep a register of the address of all members and changes therein. The registered address of the member shall be considered his address for all the purposes of these Rules, and all letters and notices delivered at or sent by post to the registered address of the member shall be deemed to be sufficient delivery of same. If no address were given, all letters and notices addressed and posted to the last known place of abode of the member shall deemed sufficient.

#### **RULE 10 – ADMISSION OF MEMBERS**

- 10.1 All applicants for Membership must be a fit and proper person to be a Member of the Club, and the Board shall determine the process by which an applicant shall satisfy the Board that they are a fit and proper person.
- 10.2 When a candidate has been admitted, notice to that effect will be sent to the candidate by the Secretary with a request to remit the appropriate entrance fee (if any) and the first subscription.
- 10.3 When an admitted candidate has paid the entrance fee (if any) and first subscription, that person will become a Member of the Club and be entitled to all of its benefits and privileges, and will be bound by the Constitution of the Club.
- 10.4 Every candidate for Membership must, within one month after admission, pay the entrance fee (if any) and the subscription for the year current in relation to such Membership, otherwise their admission will be void unless the candidate justifies the delay in payment to the satisfaction of the Board in its discretion.
- 10.5 The Secretary must submit each Membership application to the next meeting of the Board or as directed by the Board from time to time.
- 10.6 If a Membership application is refused, the Secretary must notify the applicant in writing. The Board is not required to give any reason for accepting or rejecting any application for membership.

## **RULE 11 – TERMINATION OF A MEMBERSHIP**

- 11.1 A member may resign from the Club at any time by giving notice in writing to the Chief Executive Officer. Such resignation shall take effect at the time such notice is received by the Chief Executive Officer unless a later date is specified in the Notice when it shall take effect on that later date.
- 11.2 A member who:
- (a) is convicted of an indictable offence; or
  - (b) fails to comply with any of the provisions of these Rules; or
  - (c) has membership fees in arrears for a period of two months or more; or
  - (d) conducts himself/herself in a manner considered to be injurious or prejudicial to the character or interests of the Club; or
  - (e) has been found guilty by the stewards having control of any race meeting held by the Club of a corrupt practice under the Rules of Racing adopted by the Club or by the Board of Management; or
  - (f) has been guilty of improper conduct, riotous or objectionable behaviour at any race meeting, or of any misconduct which, in the opinion of the Board of Management, merits expulsion, or is in default in payment of any stake or forfeit shall be expelled from membership of the Club and thereupon the name shall be removed from the roll of membership.
- 11.3 The Board of Management at a properly convened meeting of the Committee may expel any member who:
- (a) has been disqualified by the Board of Management, Committee or Stewards of any other Racing Club; or
  - (b) has been found guilty or in the opinion of the Board of Management has been guilty of any grossly improper conduct or riotous behaviour at any Race Meeting held by the Club or any other Club; or
  - (c) is a defaulter in stakes or bets in connection with any race; or
  - (d) declines or neglects to pay any fine imposed by the Board of Directors or by the Stewards conducting any race meeting on behalf of the Club or by the Board of Management, Committee or Stewards of any other Club whose decision has been adopted by the Board of Management; or
  - (e) declines or neglects to pay any monies which he/she has contracted or is liable to pay the Club; or
  - (f) is guilty of any act or improper conduct, which, in the opinion of the Board of Management, renders it undesirable that in the interests of the Club should remain a member.
- 11.4 The member concerned shall be given a full and fair opportunity of presenting his/her case and if the Board of Management resolves to terminate his/her membership it shall instruct the Chief Executive Officer to advise the member in writing accordingly.

## **RULE 12 – APPEAL AGAINST TERMINATION OF MEMBERSHIP**

- 12.1 A person whose membership has been terminated may within one month of receiving written notification thereof lodge with the Chief Executive Officer written notice of his/her intention to appeal against the decision of the Board of Management.
- 12.2 Upon receipt of a notification of intention to appeal against termination of membership the Chief Executive Officer shall convene, within three months of the date of receipt by him/her of such notice, a general meeting to determine the appeal. At any such meeting the appellant member shall be given the opportunity to fully present his/her case and the Board of Management shall likewise have the opportunity of presenting its' case. The appeal shall be determined by the vote of the members present at such meeting. Neither party shall be permitted legal representation at such appeal.

## **RULE 13 – REGISTER OF MEMBERS**

- 13.1 The Board of Management 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.
- 13.2 Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatements of membership and any other particulars as the Board of Management or the members at any general meeting may require from time to time.
- 13.3 The Register shall be open for inspection at all reasonable times by any member of previously applies to the Chief Executive Officer for such inspection.

## **RULE 14 – HONORARY & HONORARY LIFE MEMBERS**

- 14.1 Board members of the Queensland Racing control body, Minister of the Crown for the State of Queensland, distinguished visitors and any other person in the absolute discretion of the Board of Management or Chief Executive Officer may be admitted as honorary members during any race meeting or meetings. No honorary member shall be permitted to hold office or attend or vote at any meeting of the members of the Club.
- 14.2 Any person who has rendered valuable services to the Club may be admitted to the Board of Management as an honorary life member of the Club. Honorary life members shall enjoy all the privileges afforded to members of the Club at no cost.

## **RULE 15 – MANAGEMENT**

- 15.1 The management of the business and the control of the Club shall be vested in a Board of Management consisting of no more than seven members of the Club. The Board of Management, in addition to the power and authorities to these Rules expressly conferred upon them, may do all such acts and things as they may deem necessary and expedient for conducting the business and carrying into effect the objects of the Club and exercising the powers of the Club herein expressed. At their first meeting after the Annual General Meeting at which they were elected, the Board of Management shall elect two of their number to be Chairman and Deputy Chairman respectively and shall also elect a Treasurer, all of whom shall hold office until the next election of officers.
- 15.2 One half of the Board of Management shall retire every alternate year and the other half shall retire in the subsequent year.
- 15.3 Retiring members of the Board of Management shall be eligible for re-election in accordance with these rules.

## **RULE 16 – NOMINATION OF OFFICE BEARERS**

- 16.1 All candidates for election to the Board of Management shall be nominated in writing by at least two members at least 21 days prior to the date of the Annual General Meeting at which an election is to be held, provided that the candidates and the nominators have been and are currently financial members of the Club for a period of not less than one calendar year and that they must be members in the categories mentioned in 5.1. That is, those members who have voting rights. In all cases candidates and their nominators must have their subscription paid at the time nominations are received. Notice of the closing date for nominations for office bearers shall be at least once in any newspaper circulating in the district and in any publication of the Club available at any race meetings conducted by the Club. When more candidates offer themselves to serve than there are vacancies, an election will be held in accordance to these Rules. Should a sufficient number of members not offer themselves for election, any remaining vacancies shall be filled at the Annual General Meeting or a Special General Meeting.

- 16.2 The mode of voting for the election of Committee, if more nominations are received than the number required, shall be by postal vote. If the number of candidates equals the number of Committee required they should be declared elected by the Chairman.
- 16.3 Postal ballot papers, prepared under the direction of the Board of Management containing the names of all candidates, shall be posted to all members at least 14 days before the date of the Annual General Meeting. The names of the retiring office bearers who are seeking re-election in accordance with these Rules shall be denoted on such ballot paper with an asterisk.
- 16.4 Members wishing to cast a vote for the election of members to the Board of Management should complete their ballot paper and return it to the returning officer, or to such persons, place or places as the Board of Management may direct, so as to reach that officer not later than 24 hours or one day prior to the time and day fixed for the Annual General Meeting.
- 16.5 Votes will be counted by the Returning Officer, and the result of the ballot handed to the Chief Executive Officer prior to the commencement of the Annual General Meeting, and announced by the Chairman to the meeting.

#### **RULE 17 – VACANCIES ON THE BOARD OF MANAGEMENT**

- 17.1 The Board of Management shall have power at any time to appoint any member of the Club to fill any casual vacancy on the Board of Management until the next election of office bearers.
- 17.2 The continuing members of the Board of Management may act notwithstanding any casual vacancy on the Board of Management but if and so long as their number is reduced below the number fixed by our pursuant to these Rules as the necessary quorum of the Board of Management, the continuing member or members may act for the purpose of increasing the number of members of the Board of Management to that number or of summoning a general meeting of the Club, but for no other purpose.

#### **RULE 18 – FUNCTIONS OF THE BOARD OF MANAGEMENT**

- 18.1 Except as otherwise provided by these Rules and subject to resolutions of the members of the Club carried at any general meeting of the Board of Management:
- (a) Shall have the general control and management of the administration of the affairs, property 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.
- 18.2 In addition to the powers and authorities by these Rules expressly conferred upon them, the Board of Management may do all such acts and things as they may deem necessary and expedient for conducting the business and carrying into the effect the objects of the Club including the following powers:
- (a) to fill any vacancies that may occur in their body between the times set for election of office bearers.
  - (b) to convene Special General Meetings of the Club.
  - (c)
    - (1) to appoint a Secretary or Chief Executive Officer and fix his/her salary and conditions of employment and, if the occasion arises, to suspend or dismiss such appointee and appoint another in his/her place.
    - (2) to delegate to such Chief Executive Officer such powers authorities and responsibilities as the Board of Management may from time to time determine by resolution.



- (3) provided always that if any decision or order of the Board of Management is not inconsistent with any relevant industrial awards all appointments or employees of the Club shall be subject to such salaries, allowances and recompenses to them respectively during their service or employment as the Board of Management shall from time to time determine.
- (d) to prepare and issue programmes and fix the dates for all race meetings to be conducted by the Club during their tenure of office; to prepare the conditions of and advertise to be run in succeeding years such races as they think fit.
- (e) to make by-laws or regulations in respect of conduct of race meetings and the racecourse.
- (f) to fix from time to time the charges for admission of the public to the racecourse, grandstand and other enclosures.
- (g) to fix from time to time the fee which any bookmaker shall be required to pay to the Club before being entitled to bet on the racecourse.
- (h) to provide when there is these Rules no provision or sufficient provision in respect of any matter or thing necessary to give effect to these Rules in what manner and form the want of provision or insufficient provision shall be supplied. To provide for any purposes, whether general or to meet particular cases that may be desirable or necessary to carry out the objects and purposes of the Club.

18.3 The Board of Management may exercise all the powers of the Club:

- (a) to borrow or raise or secure the payment of money in such a 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 invest in such manner as the members of the Club may from time to time determine.

## **RULE 19 – MEETINGS OF THE BOARD OF MANAGEMENT**

- 19.1 The Board of Management shall meet at least once every three calendar months or as often as deemed necessary for the dispatch of business.
- 19.2 A special meeting of the Board of Management may be convened at any time at the direction of the Chairman and shall be convened by the Chief Executive Officer on the requisition in writing signed by not less than one third of the members of the Board of Management, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted as a thereat.
- 19.3 At every meeting of the Board of Management a simple majority of a number equal to the number of members elected and/or appointed to the Board of Management at the close of the last general meeting of the members shall constitute a quorum.
- 19.4 Subject as previously provided in this Rule, the Board of Management may meet together and regulate its proceedings as it thinks fit; provided that questions arising at any meeting of the Board of Management shall be decided by a majority of the votes and, in case of equality of votes, the question shall be deemed to be decided by casting vote of the Chairman.
- 19.5 A member of the Board of Management shall not vote in respect to any contract or proposed contract with the Club in which he/she is interested, or any matter arising thereout, and if he/she does vote his/her vote will not be counted.
- 19.6 Except when urgent decisions are necessary, at least seven days notice shall be given by the Chief Executive Officer to members of the Board of Management of any special meeting of the Board of Management. Such notice shall clearly state the nature of the business to be discussed thereat.

- 19.7 The Chairman shall preside as Chairman at every meeting of the Board of Management, or if there is no Chairman, or at any meeting he is not present within ten minutes after the time appointed for holding the meeting, a Deputy Chairman shall be Chairman or if a Deputy Chairman is not present at the meeting then the members may choose one of their number to be the Chairman of the meeting.
- 19.8 If within half an hour from the time appointed for the commencement of a meeting of the Board of Management a quorum is not present, the meeting if convened upon the requisition of members of the Board of Management, shall lapse. In any other case it shall stand adjourned to the same day in the next week or to such other day and at such other time and place as the Board of Management 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.
- 19.9 The Board of Management may delegate all or any of its powers to a sub-committee consisting of such members of the Club as the Board of Management thinks fit except for the power of delegation. 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 Board of Management.
- 19.10 A sub-committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.
- 19.11 A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of the votes of the members present and, in the case of an equality of votes, the question shall be decided by the casting vote of the Chairman.
- 19.12 All acts done by any meeting of the Board of Management or of a sub-committee or by any person acting as a member of the Board of Management shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board of Management or a person acting as aforesaid, or that the members of the Board of Management or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board of Management.
- 19.13 A resolution in writing signed by all the members of the Board of Management for the time being entitled to receive notice of a meeting of the Board of Management shall be as valid and effectual as if it had been passed at a meeting of the Board of Management duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board of Management.

## **RULE 20 – COMMON SEAL**

- 20.1 The Board of Management shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Board of Management and every instrument to which the seal is affixed shall be signed by a member of the Board of Management and shall be countersigned by the Chief Executive Officer or by a second member of the Board of Management or by some other person appointed by the Board of Management for the purpose.

## **RULE 21 – ANNUAL GENERAL OR GENERAL MEETINGS**

- 21.1 The Annual General Meeting shall be held within six months of the close of the financial year at a time and place to be decided by the Board of Management.
- 21.2 The business to be transacted at every annual general meeting shall be:
- (a) the receiving of the Board of Management report and the 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 the members to the Board of Management in accordance with any ballot conducted;
- (d) any business notified in writing to the Chief Executive Officer by any member at least twenty-eight (28) days before the date of the meeting;
- (e) any matters brought forward by the Board of Management; and
- (f) before the election of officers and following discussion on the Annual Report and Balance Sheet a general discussion on any matter related to the Clubs' affairs may be allowed.

21.3 The Chief Executive Officer shall convene a Special General Meeting:

- (a) when directed to do so by the Board of Management; or
- (b) on the requisition in writing signed by not less than a number of financial members equal to or exceeding one-tenth of the total number of financial members at time the of such requisition. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat; or
- (c) on being given notice in writing of an intention to appeal against the decision of the Board of Management to terminate the membership of any person.

21.4 No business shall be transacted at any General Meeting other than that contained in the notice of such meeting forwarded to the members of the Club.

21.5 At any general meeting the number of members required to constitute a quorum shall be a number of financial members equal to or exceeding one-twentieth of the total number of financial members. 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.

A quorum at a general meeting convened on the request of members is not less than 20% of or 200 (whichever is the lesser) members present and entitled to vote, and at all other General Meetings and at all Annual General Meetings is not less than 20 members entitled to vote.

21.6 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 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 Board of Management 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.

21.7 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.

21.8 The Chief Executive Officer shall convene all general meetings of the Club by giving not less than fourteen (14) days notice of any such meeting to the members of the Club.

21.9 The manner by which such notice shall be given shall be determined by the Board of Management; provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against termination of his/her membership by the Board of Management, shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat and no other business may be transacted thereat.

- 21.10 Unless otherwise provided by these Rules, at every general meeting-
- (a) The Chairman shall preside as Chairman or, if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act, the Deputy Chairman shall be the Chairman or if the Deputy Chairman is not present or is unwilling to act then the members present shall elect one of their number to be Chairman of the meeting;
  - (b) The Chairman shall maintain order and conduct the meeting in a proper and orderly manner;
  - (c) Every question, matter or resolution shall be decided by a majority of votes of the members present;
  - (d) Every member present shall be entitled to one vote and, in the case of equality of votes, the Chairman shall have a second and 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.
  - (e) 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 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.
  - (f) The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every meeting of the Board of Management and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every meeting of the Board of Management shall be signed by the Chairman of that meeting or the Chairman of the next succeeding meeting of the Board of Management verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting; provided that the minutes of any general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding General Meeting or Annual General Meeting.

## **RULE 22 – BY-LAWS**

- 22.1 The Board of Management from time to time make, amend or repeal by-laws, not consistent with these Rules, for the internal management of the Club.

## **RULE 23 – ALTERATION OF RULES**

- 23.1 Subject to the provisions of the Associations Incorporation Act, these rules may be amended, rescinded, or added to from time to time by a special resolution at any general meeting; provided that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the Office of Fair Trading Brisbane, Queensland Racing control body, and the Minister for Racing.

## **RULE 24 – FUNDS AND ACCOUNTS**

- 24.1 The funds of the Club shall be banked in the name of the Club in such bank as the Board of Management may from time to time direct.
- 24.2 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.
- 24.3 All monies shall be banked as soon as practicable after receipt thereof.
- 24.4 (a) Payments of \$100 or more must be made by cheque or electronic funds transfer.  
(b) A negotiable instrument issued by the Sunshine Coast Turf Club must be signed by any 2 of the following association members – a) the Chairman: b) the Chief Executive Officer:

- (c) the Treasurer:
  - (d) another member approved by the Board of Management.
- 24.5 Cheques shall be crossed “not negotiable” except those in payment of wages, allowances, imprest account or petty cash recouplements which may be open.
- 24.6 The Board of Management shall determine the amount of petty cash, which shall be kept, on the imprest system.
- 24.7 All expenditure shall be ratified at a meeting of the Board of Management.
- 24.8 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 all mortgages, charges and securities affecting the property of the Club at the close of that year.
- 24.9 All such statements shall be approved by the Board of Management and examined by the Auditor who shall present such audit to the Chief Executive Officer for inclusion in the annual report to be circulated to members of the Club not less than fourteen (14) days prior to the Annual General Meeting.
- 24.10 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, part or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among 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 monies 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 of or repayment to a member 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.

## **RULE 25 – TREASURER**

- 25.1 It shall be the duty of the Treasurer to receive and account for all monies received by the Chief Executive Officer, and to present at such Annual General Meeting a Balance Sheet and a Statement of the total Receipts and Expenditure of the Club for the year then concluded. And shall, for each meeting of the Board of Management, present a statement of the monies received and paid out since the preceding meeting and announce the balance, whether in the bank or in hand.

## **RULE 26 - SECRETARY**

- 26.1 For the purpose of interpretation of these Rules, the Rules of Racing and the “Racing and Betting Act 1980 As Amended” the duties and responsibilities of the Secretary shall be deemed to be incorporated in the duties of any Chief Executive Officer appointed by the Board of Management.
- 26.2 It shall be the duty of the Secretary:
- (a) To be responsible for the collection and receipt of all monies due or payable to the Club.
  - (b) To keep full and accurate accounts of all sums of money received or expended on account of the Club with details of such accounts whenever required.
  - (c) To make and record full and accurate minutes of all proceedings at all General Meetings of the Members of the Members of the Club and at all meetings of the Board of Management.

- (d) To issue all notices of General Meetings to the Members of the Club, such notices to clearly state the nature of the business to be transacted at such meetings subject to the direction of the Board of Management.
- (e) To make all disbursements of the funds of the Club by cheque signed by the Chairman, Deputy Chairman or Treasurer to be drawn on the bank at which the account is kept and countersigned by the Chief Executive Officer.
- (f) To obtain receipts and discharges for the same.
- (g) To carry out all the orders and instructions of and perform the duties assigned to him by the Board of Management.

## **RULE 27 – AUDITOR**

- 27.1 (a) The Board of Management shall within three months of the close of the financial year cause the financial affairs of the Club to be audited.
- (b) Under Section 59(b) of the Queensland Association and Incorporation Act 1981, the books and accounts of the Club shall be audited by:
- (i) a person who is a member of the Institute of Chartered Accountants in Australia or the Australian Society of Certified Practising Accountants.

## **RULE 28 – OPERATION OF BANKING ACCOUNTS**

- 28.1 All cheques shall be signed by any one of the following: Chairman, deputy Chairman or Treasurer and countersigned by the Secretary or in his absence by his proxy approved by the Board of Management, except in the case of any Imprest account which may be established on the direction of the Board of Management in accordance with the powers contained herein.

## **RULE 29 – PATRON**

- 29.1 A patron may be elected at the Annual General Meeting.

## **RULE 30 - DOCUMENTS**

- 30.1 The Board of Management shall provide for the safe custody of books, documents, instruments of Title and securities of the Club.

## **RULE 31 – FINANCIAL YEAR**

- 31.1 The financial year of the Club shall close on the 30<sup>th</sup> day of June in each year.

## **RULE 32 – PROFITS**

- 32.1 The Club shall not divide, directly or indirectly, any takings, receipts, profits or gains of the Club however derived, among the members or any of them.
- 32.2 The Club shall apply the takings, receipts, profits and gains of the Club however derived only:
- (a) In pursuance of the objects of the Club hereinbefore stated.
  - (b) For the promotion and advancement of horse racing carried on in good faith and for the improvement of the breed of horses in this state.
  - (c) With the approval of the Minister, for a charitable, benevolent, patriotic or special purpose.
  - (d) For the provision of entertainment and entertainment facilities for the members of the Club or by themselves or in common with other persons.
  - (e) For payment of monies awarded to owners or lessees of horses that win or are placed in horse races conducted by the Club.
- Nothing in this section shall prevent:
- (f) The payment of a member of the Club of:
    - (1) Monies awarded as provided for under section 32.2 (e) above.

- (2) Principal or interest in respect of monies lent to the Club by a member.
- (3) Subject to the Minister having approved of the lease prior to the execution thereof rent in respect of a lease by the Club of a racecourse owned by the member.
- (4) The expenses of a member of the Club attending, on behalf of the Club, a conference or meeting of persons interested in the sport of horse racing or in the control of conduct of race meetings.
- (5) Costs, fees and expenses in connection with services rendered by the member to the Club.

### **RULE 33 – DISSOLUTION AND DISTRIBUTION OF SURPLUS ASSETS**

- 33.1 Subject to the provisions of the “Racing and Betting Act” the Club may only be dissolved by a special resolution of the members passed at a general meeting called for that purpose.
- 33.2 If the Club shall be wound up in accordance with the provisions of the “Racing and Betting Act 1980” and there remains after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Club but shall be given or transferred to some other institutions having objects similar to the objects of the Club, and which shall prohibit the distribution of its or their members to an extent at least as great as is imposed on the Club under or by virtue of Rule 24.10, such institution or institutions to be determined by the members of the Club.
- 33.3 Notwithstanding the provisions of Clause 34.1 the Club shall not be wound up unless the consent of the Minister for Racing is first obtained.

### **RULE 34 – FORFEITURE OF SEAT BY COMMITTEE MEMBER**

- 34.1 Any member of the Board of Management who shall without leave of the Board of Management absent himself from three (3) consecutive Board of Management Meetings, shall cease thereof.

### **RULE 35 – RULES TO BE SUPPLIED TO MEMBERS**

- 35.1 These Rules shall be printed, and a copy thereof shall be supplied to each member free of charge, upon application to the Chief Executive Officer and they shall be binding upon every member of the Club, whether he shall have received a copy of the same or not. Any further copies may be obtained from the Chief Executive Officer for the sum of cost price.

### **RULE 36 – INDEMNITY OF DIRECTORS, STEWARDS AND CHIEF EXECUTIVE OFFICER**

- 36.1 The Board of Management, Stewards and Chief Executive Officer shall be indemnified from the funds of the association against all damages, and the costs of any legal proceedings that may be instituted by or against them in consequence of the due performance of their duties.
- 36.2 Each member of the Board of Management shall be indemnified from the funds of the Club should he suffer any bodily injury or death, resulting from such injury and arising from his due performance of duty as a member of the Board of Management of the Club.

We hereby certify that the rules contained herein with amendments as per the minutes of the meeting are the rules adopted by the members of the Sunshine Coast Turf Club Inc. at a properly constituted meeting of members held on 27<sup>th</sup> of May, 1987 at 8.00pm in the Copper Kingdom Lounge, Corbould Park, Pierce Avenue, Caloundra and amended on 29<sup>th</sup> of September, 1989, 12<sup>th</sup> September 2004, 11<sup>th</sup> September 2005, 12<sup>th</sup> August 2010, 22<sup>nd</sup> October 2017 and 14<sup>th</sup> October 2018.

P.G. BOYCE, *Chairman*

J.G. MILLER, *Chief Executive Officer*



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