

Constitution

Queensland Greyhound Racing Club Ltd

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Constitution

1 Name

The name of the company is "Queensland Greyhound Racing Club Ltd" (hereinafter referred to as "the Club").

2 Definitions and interpretation

2.1 Definitions

In this Constitution, unless the context requires otherwise:

Absolute Majority, of the Board, means a majority of the Directors currently holding office and entitled to vote at the time (as distinct from a majority of Directors present at a Board Meeting).

Act means the *Corporations Act 2001* (Cth).

Annual General Meeting means that meeting of the Members convened once in each year in accordance with this Constitution and the Act to transact the business of the Club and to elect the Directors provided herein.

Appointed Director has the meaning given in rule 11.3(b).

Board means the board of Directors of the Club.

Board Meeting means a meeting of the Board held in accordance with this Constitution.

Business Day means a day that is not a Saturday, Sunday, public holiday or bank holiday in Brisbane, Queensland.

Club means Queensland Greyhound Racing Club Ltd.

Code of Conduct means any code that governs the conduct and behavioural standards of all Members, as implemented or amended by the Board from time to time.

Director means a director of the Club appointed or elected as provided herein and **Directors** includes the Board.

Disciplinary Meeting means a meeting of the Disciplinary Subcommittee convened for the purposes of rule 8.5(a)(iv).

Disciplinary Subcommittee means the subcommittee appointed under rule 8.4.

Elected Director means a Director of the Club who fills a position that is elected by the Members pursuant to this Constitution, and includes a Director who is appointed by the Board to fill a casual vacancy left by an Elected Director.

Financial Year means the 12 month period specified in rule 17.6.

General Meeting means a general meeting of the Members convened in accordance with this Constitution and includes an Annual General Meeting and a Special General Meeting.

Honorary Member means a member in accordance with rule 7.10.

Life Member means a Member in accordance with rule 7.9.

Member means a member (of any class or category) of the Club.

Nominations Committee has the meaning given in rule 12.2(b).

Ordinary Member means a member in accordance with rule 7.7.

Policies means the policies and procedures adopted by the Board (and made available to the Members) from time to time including the By-laws and the Code of Conduct of the Club.

Licensed Trainer means a person who holds a Class 1, 2 or 3 Trainer's Licence as defined by the Principal Racing Authority (PRA) responsible for licencing, or equivalent licence category should the licence categories be varied by the PRA from time to time.

Racing Queensland means Racing Queensland of Lot 2 Racecourse Rd, Deagon QLD 4017, being the control body for greyhound racing in Queensland pursuant to the *Racing Act 2002* (Qld).

Secretary means any person appointed (whether or not on an honorary basis) to perform the duties of Secretary of the Board of the Club within the meaning of the Act.

Skills Matrix means a skills matrix approved by the Nominations Committee in accordance with rule 12.2(b)(ii)(C).

Special General Meeting means any General Meeting of the Club other than an Annual General Meeting.

Special Resolution means a resolution that requires not less than three-quarters of the Members present and voting at a General Meeting to vote in favour of the resolution.

Temporary Member means a member in accordance with rule 7.11.

Voting Member means a Member of the Club in a category that entitles the Member to vote at General Meetings.

2.2 Interpretation

In this Constitution, unless the context requires otherwise:

- (a) the singular includes the plural and vice versa;
- (b) a gender includes the other genders;
- (c) the headings are used for convenience only and do not affect the interpretation of this Constitution;
- (d) other grammatical forms of defined words or expressions have corresponding meanings;
- (e) a reference to a document includes the document as modified from time to time and any document replacing it;
- (f) if something is to be or may be done on a day that is not a Business Day then it must be done on the next Business Day;
- (g) the word "person" includes a natural person, partnership, body corporate, association, governmental or local authority, agency and any other body or entity whether incorporated or not;
- (h) the word "month" means calendar month and the word "year" means 12 months;
- (i) the words "in writing" include any communication sent by letter, facsimile transmission or email or any other form of communication capable of being read by the recipient;
- (j) a reference to a thing includes a part of that thing;
- (k) a reference to all or any part of a statute, rule, regulation or ordinance (statute) includes that statute as amended, consolidated, re-enacted or replaced from time to time;
- (l) wherever "include", "for example" or any form of those words or similar expressions is used, it must be construed as if it were followed by "(without being limited to)";
- (m) a reference to time is to Queensland, Australia time; and
- (n) a reference to any agency or body, if that agency or body ceases to exist or is reconstituted, renamed or replaced or has its powers or functions removed (**defunct body**), means the agency or body that performs most closely the functions of the defunct body.

3 Contribution by Members

Each Member undertakes to contribute to the Club's property if the Club is wound up while he or she is a Member or within one (1) year after he or she ceases to be a Member, for payment of the Club's debts and liabilities contracted before he or she ceases to be a Member and of the

costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding \$10.00.

4 Objects

4.1 Objects

The objects for which the Club is established are:

- (a) to oversee promote and develop the interests of greyhound racing and greyhound racing related activities in South East Queensland;
- (b) to organise, conduct and promote greyhound racing in and around South East Queensland for the recreation and enjoyment of members and people interested in or connected with greyhound racing;
- (c) to hold events for greyhound racing participants;
- (d) to engage with all levels of government, statutory bodies and other government entities in furtherance of these objects;
- (e) to engage with racing industry participants including greyhound owners and trainers in the furtherance of these objects;
- (f) to promote community involvement in the activities and facilities of the Club;
- (g) to encourage and promote animal welfare; and
- (h) to do all things incidental to assisting in achieving the objects of the Club on behalf of the members.

5 Powers of the Club

5.1 Powers

- (a) The Club may, in any way permitted by the Act:
 - (i) exercise any power;
 - (ii) take any action; or
 - (iii) engage in any conduct or procedure,which under the Act a company limited by guarantee may exercise, take or engage in if authorised by its Constitution.
- (b) The Club may only exercise its powers and use its income and assets (including any surplus) for its objects and purposes.

6 Not for profit organisation

- (a) The Club must not distribute any surplus, income or assets directly or indirectly to its Members.
- (b) Rule 6(a) does not prevent the Club from paying a Member:
 - (i) reimbursement for expenses properly incurred by the Member; or
 - (ii) for goods or services provided by the Member, if this is done in good faith on terms no more favourable than if the Member was not a member.

7 Membership

7.1 Minimum number of Members

The Club must have at least seven (7) Members.

7.2 Categories of Membership

The Club may admit persons as Members in the following membership categories:

- (a) Ordinary Members;

- (b) Social Members;
- (c) Life Members;
- (d) Honorary Members; and
- (e) Temporary Members.

7.3 Application for membership

- (a) An application for membership must be:
 - (i) Completed in writing (which may include applications completed digitally such as by email or through the Club's website); and
 - (ii) signed by the applicant; and
 - (iii) in the form decided by the Board.
- (b) Every applicant for membership must confirm in their application that they:
 - (i) wish to become a member of the Club;
 - (ii) support the objects and purposes of the Club; and
 - (iii) agree to comply with this Constitution and the Policies of the Club in place from time to time.

7.4 Consideration of application

- (a) The Board will consider any application for membership and will in its absolute discretion:
 - (i) determine the admission or rejection of the applicant (and need not provide any reason for such decision); or
 - (ii) decide to call on the applicant to supply any evidence of eligibility that they consider reasonably necessary.
- (b) Once the Board has decided whether to accept or reject an application for membership, then the Secretary must notify the applicant in writing as to whether the application has been accepted or rejected.
- (c) The Board may delegate its functions under this rule 7.4 in accordance with rule 11.2.

7.5 New membership

- (a) If an application for membership is approved the Secretary must, as soon as practicable, enter the name, residential address and postal address of the new Member, and the date of becoming a Member, in the register of Members.
- (b) A person becomes a Member and, subject to rule 7.12(a), is entitled to exercise their rights of membership from the date, whichever is the later, on which:
 - (i) the Board approves the membership; or
 - (ii) they pay the joining fee.
- (c) If an amount due under rule 7.6 is not paid within 30 days after the date the applicant is notified of acceptance, the Directors may cancel the acceptance of the applicant for membership.

7.6 Joining fees and annual subscriptions

- (a) The joining fee (if any) payable by Members on application for membership will be determined by the Board from time to time.
- (b) From time to time, the Board may determine:
 - (i) the amount of the annual subscription (if any) for the following Financial Year for each Member; and
 - (ii) the date for payment of the annual subscription.

- (c) The Board may determine that any new Member who joins after the start of a Financial Year must, for that Financial Year, pay a fee equal to:
 - (i) the full annual subscription;
 - (ii) a pro rata annual subscription based on the remaining part of the Financial Year; or
 - (iii) a fixed amount determined from time to time by the Board.
- (d) If a Member's subscription remains unpaid for 30 days after it falls due then the Member will be sent a notice from the Secretary (**Payment Notice**) requiring payment of the outstanding subscription within a period of 30 days after the Payment Notice. If the subscription remains unpaid at the expiry of that 30-day period then the Member will automatically and without further notice cease to be a Member.
- (e) A Member is not entitled to vote at any meeting of the Club during any period in which the Member's annual subscription remains due but unpaid.
- (f) If a person's application for membership is rejected, the Secretary must, as soon as practicable, refund the annual subscription (if any) paid by the person.

7.7 Ordinary Member

- (a) The number of Ordinary Members is unlimited.
- (b) An Ordinary Member:
 - (i) must be at least 18 years of age;
 - (ii) has a right to:
 - (A) receive notices from the Club; and
 - (B) attend and vote at General Meetings of the Club.

7.8 Social Member

- (a) The number of social members is unlimited.
- (b) A Social Member:
 - (i) must be at least 18 years of age;
 - (ii) must be of good character and repute;
 - (iii) must agree to support the objects of the Club;
 - (iv) must pay the social membership subscription fee as set by the board from time to time; and
 - (v) is not entitled to vote at any meeting of the Club, to receive notices from the Club, or be elected as a Director.
 - (vi) Is not entitled to view the membership register

7.9 Life Member

- (a) A Member who is considered to have rendered valuable service to the Club may be admitted by the Members to be a Life Member of the Club.
- (b) The Board may nominate any person who is at least 18 years of age for admission as a Life Member, such nomination to be presented at an Annual General Meeting and included in the notice of meeting for the Annual General Meeting.
- (c) The privileges, duties and obligations of a Life Member are the same as those of an Ordinary Member save that no annual subscription shall be payable by a Life Member.

7.10 Honorary Members

- (a) The Board may admit as Honorary Members any such persons as it decides.
- (b) An Honorary Member:

- (i) is exempt from paying any annual subscription, but to avoid doubt, must still apply to renew their Honorary Membership each year;
- (ii) is entitled to receive notices from the Club; and
- (iii) is not entitled to vote at any meeting of the Club or be elected as a Director.

7.11 Temporary Members

- (a) A person will be a Temporary Member of the Club when that person:
 - (i) has made application for membership of the Club;
 - (ii) has paid the prescribed application fee (if any); and
 - (iii) is awaiting a decision from the Board, on the acceptance or otherwise on the applicant's membership application.
- (b) Temporary Membership under clause 7.11(a) expires 30 days after the application or upon the acceptance or rejection by the Board of the applicant's membership application.
- (c) A person will also be a Temporary Member of the Club when that person:
 - (i) is a visitor whose principal place of residence is located at least 15 kms by road from the Club, in which case that person will be granted Temporary Membership for a period of one day at a time only; or
 - (ii) is a member of another club and/ or a guest in the company of such a person, provided that the appropriate reciprocal rights are in force with the other club, in which case the person and/or guest will be granted Temporary Membership for a period of one day at a time only.
- (d) A Temporary Member is not entitled to vote at any meeting of the Club, to receive notices from the Club, or be elected as a Director.

7.12 General rights of members

- (a) A Member who is entitled to vote has the right:
 - (i) to receive notice of General Meetings and of proposed special resolutions in the manner and time prescribed by this Constitution;
 - (ii) to submit items of business for consideration at a General Meeting in accordance with rule 10.1(e);
 - (iii) to attend and be heard at General Meetings;
 - (iv) to vote at a General Meeting;
 - (v) to have access to the minutes of General Meetings and the members register.
- (b) A Member is entitled to vote if:
 - (i) the class of membership to which they belong has voting rights;
 - (ii) more than 10 Business Days have passed since the person became a Member of the Club; and
 - (iii) the Member's membership rights are not suspended for any reason.

7.13 Rights not transferable

A right, privilege or obligation of a person by reason of membership of the Club:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon the cessation of membership of the Club.

7.14 Ceasing membership

A Member will cease to be a Member:

- (a) if the Member resigns from the Club in accordance with rule 7.15;
- (b) if rule 7.6(d) applies;

- (c) if the Member ceases to satisfy all requirements for their respective category of membership;
- (d) if the person's membership is terminated for disciplinary reasons under rule 8;
- (e) if the Member:
 - (i) dies;
 - (ii) becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health; or
 - (iii) is convicted of an indictable offence.

7.15 Resigning as a Member

A Member is taken to have resigned if:

- (a) the Member provides the Secretary with no less than 30 days' written notice of their resignation from the Club; or
- (b) where no annual subscription is payable:
 - (i) the Secretary has made a written request to the Member to confirm that the person wishes to remain a Member; and
 - (ii) the Member has not, within three (3) months after receiving that request, confirmed in writing that they wish to remain a Member.

7.16 No claims against Club

Any person ceasing to be a Member:

- (a) will not be entitled to any refund (or part refund) of their annual subscription (or any joining fee); and
- (b) will remain liable for and will pay to the Club all subscriptions and moneys which were due at the date of ceasing to be a Member.

7.17 Register of Members

- (a) The Secretary must keep and maintain a register of Members that includes:
 - (i) for each current Member:
 - (A) the Member's full name;
 - (B) the Member's class of membership;
 - (C) the postal or residential address for notice last given by the Member;
 - (D) the Member's email address;
 - (E) the date of becoming a Member; and
 - (F) any other information determined by the Board; and
 - (ii) for each former Member, the date they ceased to be a Member (including details of any termination or reinstatement of their membership).
- (b) The register of Members shall be open for inspection, free of charge, at all reasonable times by any eligible Member, with the exception of Social Members, who previously applies to the Secretary for such inspection, provided however that the Secretary may refuse access to the register where they deem reasonably necessary for the health or safety of persons recorded in the register, or to comply with privacy obligations.
- (c) A Member must not:
 - (i) use information obtained from the register of Members to contact, or send material to, another Member of the Club for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - (ii) disclose information obtained from the register for any purpose.

8 Disciplinary Action

8.1 Grounds for taking disciplinary action

The Club may take disciplinary action against a Member in accordance with this Constitution if it is determined in the Board's opinion that the Member:

- (a) has failed to comply with this Constitution;
- (b) has failed to comply with the Policies;
- (c) fails to support the purposes of the Club; or
- (d) has engaged in conduct injurious or prejudicial to the Club (or which, in the Board's reasonable opinion, has the potential to be injurious or prejudicial to the Club).

8.2 Temporary suspension without cause

The Board, and/ or any delegate of the Board including the Chief Executive Officer, may temporarily suspend a person's membership for not more than 72 hours where such suspension is deemed necessary or desirable in the interests of good order, the safety of Members and their guests, or otherwise in the interests of the Club, whether or not it is alleged a Member has been guilty of misconduct.

8.3 Temporary suspension with cause

If the Club is satisfied that there may be grounds for taking disciplinary action against a Member, then the Secretary may by written or verbal notice to the Member temporarily suspend their membership, and/ or temporarily restrict the Member's rights including but not limited to the Member's right to attend the Club premises, pending any further investigation to be carried out pursuant to this Constitution or the By-laws.

8.4 Disciplinary Subcommittee

- (a) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a Member, then the Board may appoint a Disciplinary Subcommittee to hear the matter and determine what action, if any, to take against the Member.
- (b) The members of the Disciplinary Subcommittee:
 - (i) may be Members or non-Members of the Club;
 - (ii) must not be Directors;
 - (iii) must be impartial in relation to the matters before the Disciplinary Subcommittee and reasonably able to form a decision in relation to those matters without pre-judgment or bias.
- (c) The Disciplinary Subcommittee must observe the rules of natural justice when conducting any disciplinary proceedings pursuant to this rule.

8.5 Notice to Member

- (a) Before disciplinary action is taken against a Member, the Secretary must give written notice (**Disciplinary Notice**) to the Member:
 - (i) stating that the Club proposes to take disciplinary action against the Member;
 - (ii) stating the rule of this Constitution, Code of Conduct, or By-Laws that the Member is accused of having breached;
 - (iii) stating the particulars of the alleged breach;
 - (iv) specifying the date, place and time of the meeting at which the Disciplinary Subcommittee intends to consider the disciplinary action (**the Disciplinary Meeting**) and inviting the Member to attend at the Disciplinary Meeting.
- (b) No legal representatives are permitted to attend a Disciplinary Meeting.
- (c) A Disciplinary Notice must be given no earlier than 28 days, and no later than 14 days, before the Disciplinary Meeting is held.

8.6 Decision of subcommittee

- (a) At the Disciplinary Meeting, the Disciplinary Subcommittee must:
 - (i) give the Member an opportunity to be heard; and
 - (ii) consider any written statement submitted by the Member.
- (b) After complying with rule 8.6(a), the Disciplinary Subcommittee may:
 - (i) take no further action against the Member; or
 - (ii) subject to rule 8.6(c):
 - (A) reprimand the Member;
 - (B) suspend the membership rights of the Member for a specified period; or
 - (C) expel the Member from the Club,with immediate effect (on such reasonable terms as the Board thinks fit).
- (c) The Disciplinary Subcommittee may not fine the Member but may order the Member to pay the costs incurred by the Club to repair any damage to property caused by the Member.
- (d) The suspension of membership rights or the expulsion of a Member by the Disciplinary Subcommittee under this rule takes effect immediately after the decision of the Disciplinary Subcommittee is made.

8.7 Disciplinary By-Laws

The Board shall make disciplinary By-Laws to deal with issues relevant to the conduct of Members, termination or suspension of memberships for disciplinary reasons, and/ or other action that may be taken against Members pursuant to rule 8.1.

8.8 Appeal rights

The disciplinary By-Laws created pursuant to rule 8.7 shall stipulate whether appeals shall be permitted, and if so, the process for such appeals to be lodged and heard.

9 Member behaviour

9.1 Establishment of Code of Conduct

- (a) The Board may from time to time establish a Code of Conduct not inconsistent with these rules, which shall set out the standards of behaviour that are expected of Members.
- (b) Such Code of Conduct may be amended by resolution of the Board.

9.2 Standards of behaviour

Each Member must:

- (a) comply with the Constitution and By-Laws of the Club;
- (b) comply with any Code of Conduct established by the Board;
- (c) conduct themselves in a manner that promotes the objects and purpose of the Club;
- (d) not act in a way that would be likely to bring themselves, the Club, or the sport of greyhound racing into disrepute.

10 General Meetings

10.1 Annual General Meetings

- (a) The Board must convene an Annual General Meeting of the Club each year, and within 5 months after the end of each Financial Year.
- (b) Despite rule 10.1(a), the Club must hold its first Annual General Meeting after registration as a company limited by guarantee in the calendar year of its registration.
- (c) The Board may determine the date, time and place of the Annual General Meeting.

- (d) The ordinary business of the Annual General Meeting is as follows:
 - (i) to confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since then;
 - (ii) to receive written reports from the Board of Directors;
 - (iii) to receive and consider the financial statements and the report of the auditor;
 - (iv) to appoint an auditor as and when required by the Act;
 - (v) to elect Directors;
 - (vi) to vote on any nominee for election as a Life Member;
 - (vii) to deal with any other business approved by the Board of Directors; and
 - (viii) to deal with any other business of which notice has been given in accordance with this Constitution, provided that such business is in order and competent for discussion at an Annual General Meeting.
- (e) Any Voting Member of the Club who wishes to bring forward any specific proposal or motion at any Annual General Meeting must give notice to the Board by 15 August of each year and such business will be included in the notice given to members under rule 10.4.

10.2 Special General Meetings

- (a) The Board may convene a Special General Meeting whenever it thinks fit.
- (b) No business other than that set out in the notice under rule 10.3 may be conducted at the meeting.

10.3 Special General Meeting held at request of Members

- (a) The Board must convene a Special General Meeting if a request to do so is made in accordance with rule 10.3(b) by at least:
 - (i) 33% of the total number of the Directors at the time the request was signed; or
 - (ii) 5% of Voting Members.
- (b) A request for a Special General Meeting must:
 - (i) be in writing;
 - (ii) state the business to be considered at the meeting and any resolutions to be proposed;
 - (iii) include the names and signatures of the Members requesting the meeting; and
 - (iv) be given to the Secretary.
- (c) If the Secretary does not convene a Special General Meeting within three (3) months after the date on which the request is made, the Chairperson must call the meeting.
- (d) A Special General Meeting convened by Members under rule 10.3(c) may only consider the business stated in that request.

10.4 Notice of General Meetings

- (a) The Secretary must give to each Voting Member of the Club at least 21 days' notice of a General Meeting in any other case.
- (b) The notice must:
 - (i) specify the date, time and place of the meeting;
 - (ii) indicate the general nature of each item of business to be considered at the meeting; and
 - (iii) if a Special Resolution is to be proposed:
 - (A) state in full the proposed resolution; and

(B) state the intention to propose the resolution as a Special Resolution.

10.5 Quorum at General Meetings

- (a) No business may be conducted at a General Meeting unless a quorum of Voting Members is present at the start of the meeting.
- (b) The quorum for a General Meeting shall be the number of Voting Members equal to the number of Directors as at the close of the Club's last General Meeting. Voting Members who are present in person and via proxy shall all be counted towards determining whether there is a quorum.
- (c) If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting:
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all Members as soon as practicable after the meeting.
- (d) If a quorum is not present within 30 minutes after the time to which a General Meeting has been adjourned under rule 10.5(c), the Members present at the meeting may proceed with the business of the meeting as if a quorum were present.

10.6 Adjournment of General Meeting

- (a) The Chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (b) Without limiting rule 10.6(a), a meeting may be adjourned:
 - (i) if there is insufficient time to deal with the business at hand; or
 - (ii) to give the Members more time to consider an item of business.
- (c) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (d) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 30 days or more, in which case notice of the meeting must be given in accordance with rule 10.4.

10.7 General voting at General Meeting

- (a) On any question arising at a General Meeting:
 - (i) subject to rule 10.7(d), each Voting Member has one vote;
 - (ii) except in the case of a Special Resolution, the question must be decided on a majority of votes.
- (b) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (c) Notwithstanding rule 10.7(a), at least 20% of the Members present and entitled to vote at a meeting may demand a secret ballot is conducted to vote on a particular matter, in which case the Chairperson must:
 - (i) appoint two (2) Members to conduct the secret ballot; and
 - (ii) conduct the relevant vote by secret ballot.
- (d) If the question is whether or not to confirm the minutes of a previous meeting, only Members who were present at that meeting may vote.

10.8 Vote on a poll

- (a) A poll may be demanded by:

- (i) the Chairperson;
 - (ii) at least three (3) Voting Members; or
 - (iii) Voting Members representing at least 5% of the total votes that may be cast on the resolution on a poll.
- (b) A poll may be demanded:
 - (i) before a vote is taken; or
 - (ii) before or immediately after the voting results on a show of hands are declared.
- (c) The demand for a poll may be withdrawn.
- (d) Subject to rule 10.8(e), if a poll is demanded, it is to be taken in the manner and at the time the Chairperson directs.
- (e) A poll demanded on the election of a Chairperson or on a question of adjournment must be taken immediately.
- (f) The result of the poll will be the resolution of the meeting at which the poll was demanded.
- (g) The demand for a poll does not prevent a General Meeting from proceeding with any other business.

10.9 Special Resolutions

A Special Resolution is passed if not less than three quarters of the Voting Members present at a General Meeting vote in favour of the resolution.

10.10 Members of unsound mind and minors

- (a) If a Member is:
 - (i) of unsound mind; or
 - (ii) a person whose person or estate is liable to be dealt with in any way under the law relating to mental health,

the Member's committee or trustee or any other person who has proper management or guardianship of the Member's estate or affairs may, subject to rule 10.10(b), exercise any rights of the Member in relation to a General Meeting as if the committee, trustee or other person were the Member.
- (b) Any person with powers of management or guardianship cannot exercise any rights under rule 10.10(a) unless the person has provided the Board with satisfactory evidence of their appointment and status.

10.11 Objection to qualification to vote

- (a) An objection to a person's right to vote at a General Meeting:
 - (i) may only be raised at the General Meeting or adjourned General Meeting at which the vote objected to is tendered; and
 - (ii) must be determined by the Chairperson of the meeting, whose decision is final.
- (b) A vote allowed after an objection is valid for all purposes.

10.12 Votes counted in error

If any vote is counted which ought not to have been counted or might have been rejected, the error will not invalidate the resolution unless the error is:

- (a) detected at the same General Meeting; and
- (b) of sufficient magnitude, in the opinion of the Chairperson, as to invalidate the resolution.

10.13 Determining whether resolution carried

The Chairperson of a General Meeting may, on the basis of a show of hands (or secret ballot, as applicable) declare that a resolution has been:

- (a) carried;
- (b) carried unanimously;
- (c) carried by a particular majority; or
- (d) lost,

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

10.14 Minutes of General Meeting

- (a) The Board must ensure that minutes are taken and kept of each General Meeting.
- (b) The minutes must record the names of the Members attending the meeting, the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (c) To ensure the accuracy of the minutes
 - (i) the minutes of each General Meeting must be signed by the chairperson of the meeting, or the chairperson of the next General Meeting, verifying their accuracy; and
 - (ii) the minutes of each Annual General Meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Club that is a General Meeting or Annual General Meeting, verifying their accuracy.

10.15 Proxy Voting

- (a) A Voting Member shall be entitled to appoint another Voting Member as a proxy to attend and to vote at a General Meeting instead of that Voting Member.
- (b) The instrument appointing a proxy shall be in writing and signed by the Member.
- (c) Only one proxy may be held by each Member, except for the Chairperson of the Meeting who may hold multiple proxies.
- (d) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (e) Subject to the Act, the instrument appointing a proxy shall be deposited by original or email at such place in the State as is specified for that purpose in the notice convening the meeting (or if no such place is specified, at the Office) 72 hours prior to the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid.
- (f) Every instrument of proxy shall be in or to the effect of the form in Schedule 1 or in such form acceptable to the Club generally or in a particular case.

11 Board

11.1 Role and powers

- (a) The business of the Club must be managed by or under the direction of the Board.
- (b) The Board may exercise all the powers of the Club except those powers that this Constitution or the Act require to be exercised by the Members of the Club at a General Meeting.
- (c) The Board may:
 - (i) appoint and remove the CEO; and
 - (ii) establish subcommittees of the Board with membership and terms of reference it considers appropriate.

11.2 Delegation

- (a) The Board may delegate to a Director, a subcommittee, or staff member/ employee, any of its powers and functions other than:

- (i) this power of delegation; or
- (ii) a duty imposed on the Board by the Act or any other law.
- (b) The delegation must be in writing and may be subject to such conditions and limitations the Board considers appropriate.
- (c) The Board may revoke a delegation wholly or in part by written notice to the delegate.

11.3 Composition of Board

The Board shall comprise of at least three (3) and not more than seven (7) Directors as follows:

- (a) Three (3) Elected Directors who shall be Voting Members, who must be elected at the Annual General Meeting in accordance with this Constitution; and
- (b) Four (4) Directors who must be appointed by resolution of the Board in accordance with this Constitution.

11.4 Management of the Board

- (a) The Board as its first item of business at its first meeting after each Annual General Meeting, shall elect one of its members to be Chairperson and one to be Deputy Chairperson. The exception is that after the Annual General Meeting at which the Members approve the Club's conversion to a Company Limited by Guarantee (**First CLG Meeting**), no Chairperson or Deputy Chairperson will be elected until the Club has appointed four (4) Appointed Directors pursuant to this Constitution.
- (b) In the event of the Chairperson or Deputy Chairperson ceasing to hold office the Board shall elect one of its members to be Chairperson or Deputy Chairperson, as the case may be, at the next Board Meeting.
- (c) For the purpose of electing the Chairperson and Deputy Chairperson pursuant to rule 11.4(a) and/ or 11.4(b), the following shall apply:
 - (i) the meeting shall be chaired by the Chief Executive Officer until the election of the Chairperson who shall then chair the remainder of the meeting;
 - (ii) the Chairperson shall be an Appointed Director; and
 - (iii) the Deputy Chairperson can be either an Appointed Director or an Elected Director.
- (d) On the election of the Chairperson, that person shall assume the chair and the Board shall proceed to elect the Deputy Chairperson.
- (e) In the event of an equality of votes cast for any two (2) or more candidates for the office of Deputy Chairperson, the Chairperson shall have a casting vote in addition to a deliberative vote.
- (f) Unless otherwise expressly provided by this Constitution, the Chairperson will preside at all meetings of the Board. If the Chairperson is unavailable, the Deputy Chairperson will preside and in the event of his or her unavailability then such other member of the Board elected by the meeting shall preside. If the meeting is unable to elect a person by majority to preside from among those present then the Directors in attendance shall draw straws to determine which of them shall act as chair for the meeting.
- (g) All acts done and matters transacted by any meeting of the Board, even if it is afterwards discovered that there was some defect in the appointment of the Board or some member of it, shall be as valid as if no such defect existed.

11.5 General Duties

- (a) Each Director must at all times comply with this Constitution and the Act.
- (b) The Board is collectively responsible for ensuring that the Club complies with the Act and that individual Directors and Members comply with this Constitution (together with each of the Policies).
- (c) Directors must exercise their powers and discharge their duties:

- (i) with reasonable care and diligence;
 - (ii) in good faith in the best interests of the Club; and
 - (iii) for a proper purpose.
- (d) Directors and former Directors must not make improper use of:
 - (i) their position; or
 - (ii) information acquired by virtue of holding their position,
 so as to gain an advantage for themselves, any Member to which they belong, or any other person, or to cause detriment to the Club.
- (e) In addition to any duties imposed by the Act and this Constitution, a Director must perform any other duties imposed from time to time by resolution at a General Meeting.
- (f) All Directors must within two (2) months of their election or appointment complete corporate governance training as required by the Club from time to time. This includes that the Club may require persons who have previously completed corporate governance training to complete any appropriate refresher course if it has been more than three (3) years since they last completed such training.
- (g) Directors must not during the term of their directorship, or at any time within the 6 months prior to the date of their election or appointment as a Director, act as an executive staff member, director, or management committee member of any club licensed by Racing Queensland to hold race meetings for any code of racing under the Racing Act 2002 (Qld).

12 Election, appointment and retirement of Directors

12.1 Elected Directors

- (a) Each Elected Director will be elected by secret ballot at the relevant Annual General Meeting at which their position becomes vacant on a "first past the post" basis.
- (b) At an Annual General Meeting at which a Director retires or at the commencement of which there is a vacancy in the office of an Elected Director, there will be a vote of the Members conducted in accordance with rule 12.1(i).
- (c) Subject to this Constitution, Elected Directors shall hold office for a term of three (3) years. Elected Directors must retire at the end of the Annual General Meeting in the last year of their three (3) year term and shall be eligible for re-election.
- (d) Nominations of candidates for election as a Director must be:
 - (i) made in writing, signed by two Voting Members and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);
 - (ii) delivered to the Secretary not less than 7 days before the date fixed for the holding of the Annual General Meeting; and
 - (iii) otherwise comply with any by-laws established by the Board from time to time in respect of the nominations process.
- (e) To avoid doubt, an incumbent Elected Director must re-nominate for election in accordance with rule 12.1(d) if they wish to be considered for re-election.
- (f) A person must have been a Voting Member of the Club for at least twelve (12) months before they are eligible to be nominated as a candidate for election as a Director.
- (g) If the number of nominations received is equal to or less than the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (h) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (i) The ballot for the election of Directors must be conducted at the Annual General Meeting in such manner as the Board may direct.

- (j) Elected Directors will be split into three (3) groups as follows:
 - (i) Group A: one (1) Elected Directors due for re-election at the Annual General Meeting in 2025 and every third year thereafter.
 - (ii) Group B: one (1) Elected Director due for re-election at the Annual General Meeting in 2026 and every third year thereafter.
 - (iii) Group C: one (1) Elected Director due for re-election at the Annual General Meeting in 2027 and every third year thereafter.

12.2 Appointed Directors and Nominations Committee

- (a) Appointed Directors shall be appointed pursuant to an ordinary resolution of the Board following completion of the shortlisting process set out in rule 12.2(b). To avoid doubt, a person cannot be appointed as an Appointed Director unless that person is first approved by the Nominations Committee. The Board shall act to ensure that all Appointed Director positions are filled from time to time, and if an Appointed Director position becomes vacant, to fill the vacant position as soon as reasonably practicable and in any case within 60 days.
- (b) A committee (the "**Nominations Committee**") shall be formed to decide the nominee(s) to fill vacant positions for Appointed Directors or any casual vacancy for Elected Directors. The Nominations Committee shall operate as follows:
 - (i) The Nominations Committee shall comprise:
 - (A) no less than two (2) Elected Directors who shall be appointed, removed, and replaced by resolution of the Board from time to time. To avoid doubt, such persons must be current sitting Elected Directors to be eligible to sit on the Nominations Committee; and
 - (B) two (2) representatives from Racing Queensland, who shall be appointed by Racing Queensland from time to time.
 - (ii) The Nominations Committee shall meet as often as the members of the Nominations Committee deem reasonably necessary to:
 - (A) consider the suitability of potential candidates for any vacancy as an Appointed Director or any casual vacancy as an Elected Director;
 - (B) formulate a shortlist of nominees that may be considered by the Board for appointment as an Appointed Director or any casual vacancy as an Elected Director. The shortlist may consist of only one person for each vacant position to be filled or may consist of several people to be considered by the Board; and
 - (C) formulate, review and update a skills matrix of skills, qualifications and other attributes that may be desirable for each individual Appointed Director, Elected Director filling a casual vacancy, and/ or for the Board as a whole, based on the requirements of the Club from time to time (**Skills Matrix**).
 - (iii) Persons nominated by the Nominations Committee must:
 - (A) comply with the requirements of this Constitution and the Act;
 - (B) be judged by the Nominations Committee to be a suitable fit for the requirements of the Club based on the Skills Matrix.
 - (iv) Each member of the Nominations Committee present at a Nominations Committee meeting shall have one vote on any question arising at the meeting. All matters before the Nominations Committee must be decided by a majority of votes. In the event of a tied vote then the motion being considered shall fail.
- (c) An Appointed Director may be, but is not required to be, a Member of the Club.
- (d) The term of Appointed Directors shall be three (3) years from the date of the Board Meeting at which they are appointed, provided however that when the first four (4) Appointed Directors are appointed after adoption of this Constitution, then the Board

shall appoint two (2) Directors for an initial term of three (3) years, one (1) Director for an initial term of two (2) years, and one (1) Director for an initial term of one (1) year.

- (e) An Appointed Director is entitled to attend and speak at General Meetings even though they may not be a Member of the Club, but an Appointed Director cannot vote at a General Meeting unless they are a Member of the Club.

12.3 Restriction on Licenced Trainers

No more than two (2) Directors of the Club may be active Licenced Trainers at any one time. If the number of Licenced Trainers who nominate for election to an Elected Director position exceed the number of vacancies available for Licenced Trainers then the following principles will apply:

- (a) if there are already two (2) sitting Directors who are Licenced Trainers, whose positions are not eligible for re-election at the relevant Annual General Meeting, then no nominations for Elected Director positions will be accepted from Licenced Trainers for that Annual General Meeting; and
- (b) otherwise, nominations will be accepted from all Licenced Trainers who wish to nominate for election and the election will be determined on a "first past the post" basis provided that once the number of vacancies available for Licenced Trainers has been filled, then any further Licenced Trainers will be ineligible for election and any additional Elected Director positions must be filled by Members who are not Licenced Trainers.

12.4 Vacation of office

- (a) A Director may resign from the Board by written notice addressed to the Board.
- (b) A person ceases to be a Director if they:
 - (i) fail to attend three (3) consecutive Board Meetings (other than special or urgent Board Meetings) without leave of absence under rule 15.11;
 - (ii) cease to be a Member; or
 - (iii) cease to be eligible to be a Director under the Act.
- (c) A Director may be removed from office by resolution of the Voting Members at a General Meeting pursuant to section 203D of the Act.

12.5 Filling casual vacancies (Elected Directors)

- (a) This rule 12.5 shall apply where an Elected Director position:
 - (i) has become vacant under rule 12.4; or
 - (ii) was not filled by election at the last Annual General Meeting (such as because there were insufficient nominees to fill all positions up for election).
- (b) The Board may decide how they wish to advertise any casual vacancies to be filled pursuant to rule 12.5(a), and whether to advertise such casual vacancies at all.
- (c) The Nominations Committee shall decide the nominee(s) who may be considered to fill casual vacancies for Elected Directors. To avoid doubt, a person cannot be appointed to fill a casual vacancy for an Elected Director unless that person is a Member of the Club approved by the Nominations Committee pursuant to the process in clause 12.2(b).
- (d) The Board shall act to ensure that any vacant Elected Director position is filled as soon as reasonably practicable and in any case within 60 days.
- (e) A person appointed to fill a casual vacancy under this rule 12.5 will hold office until the end of the then current term of the relevant Elected Director that vacated office.
- (f) Rule 11.5 applies to any Director appointed by the Board under this rule 12.5.
- (g) The Board may continue to act despite any vacancy in its membership.

12.6 Filling casual vacancies (Appointed Directors)

- (a) Where an Appointed Director position becomes vacant, then the Board must act to fill the Appointed Director position as soon as reasonably practicable pursuant to rule 12.2.

13 Transitional Provisions – Conversion to Company Limited by Guarantee

- (a) At the Annual General Meeting to be held in 2025, the following Directors:
 - (i) William Merven Page(or anyone who has been appointed to fill their positions or if no one has been appointed to fill their position then there shall be an election for the vacant position) shall retire and be eligible for re-election and an election shall take place for one (1) Directors.
- (b) At the Annual General Meeting to be held in 2026, the following Directors:
 - (i) Wade Vincent Core(or anyone who has been appointed to fill their positions or if no one has been appointed to fill their position then there shall be an election for the vacant position) shall retire and be eligible for re-election and an election shall take place for one (1) Directors.
- (c) At the Annual General Meeting to be held in 2027, the following Directors:
 - (i) Eleanor Frances Wallis(or anyone who has been appointed to fill their positions or if no one has been appointed to fill their position then there shall be an election for the vacant position) shall retire and be eligible for re-election and an election shall take place for three (3) Directors.

14 Secretary

- (a) The Secretary must perform any duty or function required under the Act to be performed by the secretary of a company limited by guarantee.
- (b) The Secretary may be appointed or removed from time to time by resolution of the Board.
- (c) The Secretary must:
 - (i) maintain the register of Members in accordance with rule 7.17;
 - (ii) keep custody of all books, documents and securities of the Club, except for the financial records referred to in rule 16.4;
 - (iii) subject to the Act and this Constitution, provide eligible Members with access to the register of Members and the minutes of General Meetings; and
 - (iv) perform any other duty or function imposed on the Secretary by this Constitution or the Act.
- (d) If the position of Secretary becomes vacant, the Board must appoint an individual to the position within 1 month after the vacancy arises. This includes that the Board may appoint an individual to act as Secretary on an interim basis until a permanent Secretary is found, if necessary.

15 Board Meetings

15.1 Meetings of Board

- (a) The Board must meet as often as necessary to properly conduct the business and operations of the Club, and in any event at least once in every three (3) calendar months at the dates, times and places determined by the Board.
- (b) The date, time and place of the first Board Meeting must be determined by the Directors as soon as practicable after the Annual General Meeting of the Club at which the Directors were elected.
- (c) Board Meetings may be convened by the Chairperson or by any three (3) Directors.

15.2 Notice of meetings

- (a) Notice of each Board Meeting must be given to each Director no later than three (3) Business Days before the date of the meeting.
- (b) Notice may be given of more than one Board Meeting at the same time.
- (c) The notice must state the date, time and place of the meeting.
- (d) If a special Board Meeting is convened, the notice must include the general nature of the business to be conducted.

15.3 Urgent meetings

- (a) In cases of urgency, a meeting can be held without notice being given in accordance with rule 15.2 provided that as much notice as practicable is given to each Director by the quickest means practicable.
- (b) Any resolution made at a meeting held under this rule 15.3 must be passed by an Absolute Majority of the Board.
- (c) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

15.4 Procedure and order of business

- (a) The procedure to be followed at a meeting of a Board must be determined from time to time by the Board.
- (b) The order of business may be determined by the Chairperson.

15.5 Use of technology

- (a) A Director who is not physically present at a Board Meeting may participate in the meeting by the use of technology that allows that Director and the Directors present at the meeting to clearly and simultaneously communicate with each other.
- (b) For the purposes of this Constitution, a Board Member participating in a Board Meeting as permitted under rule 15.5(a) is taken to be present at the meeting and, if the Director votes at the meeting, is taken to have voted in person.

15.6 Quorum

- (a) No business may be conducted at a Board Meeting unless a quorum is present at the start of the meeting.
- (b) Subject to rule 15.6(c), the quorum for a Board Meeting is the presence (in person or as allowed under rule 15.5) of the number of Directors that is half of the Board plus one (rounded to the nearest whole number).
- (c) If two (2) or more Directors are ineligible to vote at a Board Meeting (such as due to a conflict of interest), then the quorum for that part of the Board Meeting where those Directors are ineligible to vote shall be half the number of Directors who are eligible to vote on the resolution(s) in question plus one (rounded to the nearest whole number).
- (d) If a quorum is not present within 30 minutes after the notified commencement time of a Board Meeting:
 - (i) in the case of a special meeting, the meeting lapses; and
 - (ii) in any other case, the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 15.2.

15.7 Voting

- (a) On any question arising at a Board Meeting, each Director present at the meeting has one vote.
- (b) A motion is carried if a majority of Directors present at the meeting vote in favour of the motion.

- (c) Rule 15.7(b) does not apply to any motion or question which is required by this Constitution to be passed by an Absolute Majority of the Board.
- (d) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

15.8 Conflict of interest

- (a) A Director who has a material personal interest in a matter that relates to the affairs of the Club must disclose the nature and extent of that interest to the Board.
- (b) The Director:
 - (i) must not be present while the matter is being considered at a Board Meeting; and
 - (ii) must not vote on matters relevant to that interest.
- (c) This rule does not apply to a material personal interest that the Director has in common with all Voting Members of the Club.

15.9 Minutes of meeting

- (a) The Board must ensure that minutes are taken and kept of each Board Meeting.
- (b) The minutes must record the following:
 - (i) the names of the Directors in attendance at the meeting;
 - (ii) the business considered at the meeting;
 - (iii) any resolution on which a vote is taken and the result of the vote; and
 - (iv) any material personal interest disclosed under rule 15.8.
- (c) To ensure the accuracy of the minutes, the minutes of each Board Meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next Board Meeting, verifying their accuracy.

15.10 Written Resolutions of the Board

- (a) The Board may pass a resolution without a Board Meeting being held if all Directors who are entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of the Board) assent to a document containing a statement that they are in favour of the resolution set out in the document.
- (b) A Director may signify assent to a document under this rule 15.10 by signing the document or by notifying the Secretary in writing of the assent of the Director by any technology including email. The resolution is passed when the last Director has assented to the document.
- (c) Separate copies of a document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy.

15.11 Leave of absence

- (a) The Board may grant a Director leave of absence from Board Meetings for a period not exceeding three (3) months.
- (b) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Director to seek the leave in advance.

16 Financial Matters

16.1 Source of funds

The funds of the Club may be derived from joining fees, annual subscriptions, donations, sponsorships, fund-raising activities, grants, interest, Member's subscriptions and any other sources approved by the Board.

16.2 Management of funds

- (a) The Club must open an account with a financial institution from which all expenditure of the Club is made and into which all of the Club's revenue is deposited.
- (b) Subject to any restrictions imposed by a General Meeting of the Club, the Board may approve expenditure on behalf of the Club.
- (c) The Board may authorise the Club to expend funds up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two (2) Directors.
- (e) With the approval of the Board, the Secretary may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

16.3 General requirements

- (a) Records and accounts of the Club must be kept in the English language showing full and accurate particulars of the financial affairs of the Club.
- (b) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (c) A payment by the Club of \$1,000 or more must be made by electronic funds transfer.
- (d) A petty cash account may be kept and the Board will decide the amount of petty cash to be kept in the account.

16.4 Financial records

- (a) The Club must keep financial records that:
 - (i) correctly record and explain its transactions, financial position and performance; and
 - (ii) enable financial statements to be prepared as required by the Act.
- (b) The Club must retain the financial records for 7 years after the transactions covered by the records are completed.
- (c) The Secretary must keep in his or her custody, or under his or her control:
 - (i) the financial records for the current financial year; and
 - (ii) any other financial records as authorised by the Board.

16.5 Financial statements

- (a) For each Financial Year, the Board must ensure that the requirements under the Act relating to the financial statements of the Club are met.
- (b) Without limiting rule 16.5(a), those requirements include:
 - (i) the preparation of the financial statements;
 - (ii) if required, the review or auditing of the financial statements;
 - (iii) the certification of the financial statements by the Board;
 - (iv) the submission of the financial statements to the Annual General Meeting of the club.

16.6 Distribution of surplus assets

- (a) This rule applies if the Club:
 - (i) is wound-up pursuant to the Act; and
 - (ii) has surplus assets.
- (b) The surplus assets must not be distributed among the Members.

- (c) The surplus assets must be given to another entity:
 - (i) having objects similar to the Club's Objects in rule 4; and
 - (ii) the rules of which prohibit the distribution of the entity's income and assets to its Members.

17 General matters

17.1 Registered address

The registered address of the Club is:

- (a) the address determined from time to time by resolution of the Board; or
- (b) if the Board has not determined an address to be the registered address, the postal address of the Secretary.

17.2 Notice requirements

- (a) Any notice required to be given to a Member or a Director under this Constitution may be given:
 - (i) by handing the notice to the Member or Director personally; or
 - (ii) by sending it by post to the Member or the Director at the address recorded for the member on the register of Members; or
 - (iii) by email at the email address recorded for the member on the register of Members.
- (b) Any notice required to be given to the Club or the Board may be given:
 - (i) by handing the notice to a Director; or
 - (ii) by sending the notice by post to the registered address; or
 - (ii) by leaving the notice at the registered address; or
 - (iii) if the Board determines that it is appropriate in the circumstances, by email to the email address of the Club or the Secretary.

17.3 By-Laws

- (a) The Board may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Club.
- (b) A by-law may be set aside by a Special Resolution of Voting Members at a General Meeting of the Club.

17.4 Replaceable Rules

To the extent of any inconsistency between this Constitution and the replaceable rules in the Act, the provisions of this Constitution shall prevail.

17.5 Alteration of Constitution

This Constitution may only be altered by Special Resolution at a General Meeting of the Club.

17.6 Financial Year

The financial year of the Club is each period of 12 months ending 30 June.

18 Liquor and gaming matters

- (a) From time to time the Board may enter into reciprocal arrangements with other clubs. Members of those reciprocal clubs ("**Reciprocal Members**") may enjoy the benefits as prescribed from time to time by the Board subject at all times to the provisions of the *Liquor Act 1992* (Qld), as amended from time to time. For clarity, a Reciprocal Member will not have voting rights or be entitled to take part in any meetings or in the management of the Club's affairs.
- (b) The Secretary must keep a list of reciprocal clubs at the Premises.

19 Remuneration of Directors

The Directors may be paid remuneration, honorariums and/or any other benefits for acting as Directors as approved by members at an Annual General Meeting or a Special General Meeting after the presentation of a remuneration report prepared by a remuneration consultant making recommendations as to the amount and nature of the consideration payable. The remuneration consultant is to be approved by the Directors. The remuneration report must include a declaration by the consultant as to whether the consultant's recommendation is made free from undue influence by the Directors to whom the recommendation relates, in accordance with the requirements of section 206M of the Act (notwithstanding that the Club is not a disclosing entity). No Director shall be entitled to vote on any member resolution to approve remuneration under this clause.

SCHEDULE 1

Proxy Form

I, _____ of _____ being a
Member of Queensland Greyhound Racing Club Ltd hereby appoint:

_____ of _____ as my proxy to
vote for me and on my behalf at the General Meeting of the Club to be held on the

_____ day of _____ 20__, and at any adjournment thereof.

If this proxy is signed under power of attorney, the signatory declares that they have had no notice of revocation thereof.

I direct that my proxy shall vote as follows:

Signature of Appointor: _____ **Membership Number:** _____

Signature of Proxy Holder: _____ **Membership Number:** _____

SIGNED this _____ day of _____ 20__.

* Delete as appropriate.

NOTES:

1. A Member is entitled to appoint a proxy to attend and vote on a poll instead of that Member.
2. If the appointor wishes to direct the proxy how to vote, then the appointer should indicate this on the proxy form. Otherwise, the proxy may vote if and as the proxy chooses.
3. An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution or resolutions, and where the instrument if proxy so provides, the proxy is not entitled to vote on the resolution or resolutions, except as specified in the instrument.