



Incorporation Act 1981 (QLD)

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Constitution

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Warwick Turf Club Incorporated

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RULES OF THE WARWICK TURF CLUB

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1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In these rules:

Act means the *Associations Incorporation Act 1981* (Qld) and includes any regulations made thereunder;

Chairperson, of a meeting, means the President, or if the President is not present within 15 minutes after the time appointed for the meeting or is otherwise unable to preside, the Chairperson of the meeting shall be:

- (a) in the case of a general meeting, the Vice President or if the Vice President is absent or otherwise unable to preside, a member elected by the other members present; and
- (b) in the case of a Management Committee meeting, the Vice President or if the Vice President is absent or otherwise unable to preside, a Management Committee member elected by the other Management Committee members present;

Chief Operating Officer means the person holding office under these rules as Chief Operating Officer of the Turf Club;

Executive subcommittee has the meaning given in rule 8.3;

General meeting means a meeting of the members of the Turf Club called and held in accordance with rule 6;

Ordinary committee member means a member of the Management Committee who is not an Executive officeholder of the Turf Club;

Management Committee meeting means a meeting of the Management Committee in accordance with rule 9;

present, at a meeting, means:

- (a) in the case of a general meeting, see rule 6.5(c); or
- (b) in the case of a Management Committee meeting, see rule 9.1(f).

President means the person holding office under these rules as President of the Turf Club;

Racing Act means the *Racing Act 2002* (Qld) and includes any regulations made thereunder;

Racing Queensland means the Racing Queensland Board (trading as Racing Queensland);

Secretary means:

- (a) the person holding office under these rules as Secretary of the Turf Club; or
- (b) in any other case, the Public Officer of the Turf Club;

Special general meeting means a general meeting of the Turf Club other than an Annual general meeting;

Treasurer means the person holding office under these rules as Treasurer of the Turf Club; and

Vice President means the person holding office under these rules as Vice President of the Turf Club.

1.2 Interpretation

- (a) A reference to all or any part of a statute, rule, regulation, by-law or procedure in these rules ("instrument") includes that instrument as modified from time to time and any instrument replacing it.
- (b) A reference to a function in these rules includes a reference to a power, authority and duty and a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (c) The provisions of the *Acts Interpretation Act 1954* (Qld) apply to and in respect of these rules in the same manner as those provision would apply if these rules were an instrument made under the Act.
- (d) A word or expression that is not defined in these rules, but is defined in the Act has, if the context permits, the meaning given in the Act.

2. NAME, POWERS AND OBJECTS OF THE WARWICK TURF CLUB

2.1 Name

The name of the Incorporated Association is WARWICK TURF CLUB INCORPORATED (in these rules called 'the Turf Club').

2.2 Objects of the Warwick Turf Club

The objects for which the Turf Club is established are to:

- (a) Establish and maintain a high-quality racetrack to ensure competitive and fair racing throughout the racing calendar.
- (b) To encourage, promote and conduct safe race meetings for the recreation and enjoyment of the Members and such other persons or associations interested in or connected with thoroughbred horse racing.
- (c) In furtherance of the last-mentioned object to encourage thoroughbred horse racing by the promotion of race meetings and the giving of prize stakes and rewards for horse races.
- (d) To work, promote and develop the Turf Club Racecourse and its amenities as a premier racing, training facility and event centre in the Southern Downs.
- (e) to apply the profits, if any, and any other monies of the Turf Club to the promotion of the objects stated within.

2.3 Powers

The Turf Club has:

- (a) the powers of an individual; and
 - (b) all the powers of an incorporated association under the Act,
- and may do all things incidental or conducive to achieving its objects as prescribed in rule 0.

3. MEMBERSHIP OF THE WARWICK TURF CLUB

3.1 Minimum number of members

The Turf Club must have at least 7 members.

3.2 Requirements for Membership

A person may become a member of the Turf Club if the person:

- (a) is a natural person;
- (b) satisfies all requirements of the relevant class of membership applied for;
- (c) is not disqualified by a controlling body for any code of racing (in any jurisdiction);
- (d) has not previously had their membership of the Turf Club terminated as a result of disciplinary action taken by the Management Committee, unless subsequently the Management Committee has notified the person that they shall be able to reapply for membership.

3.3 Classes of Membership

- (a) The membership of the Turf Club shall consist of ordinary members and any of the following classes of members, namely honorary members and life members.
- (b) The number of members in any of the above categories shall be unlimited:
 - (i) Ordinary members: means and includes those members over the age of 18 years interested in the promotion of the Turf Club's objects;
 - (ii) Honorary members: a person may become an honorary member of the Turf Club with the approval of the Management Committee and such a person may be entitled to all the privileges (except voting rights) of an ordinary membership without payment of the annual subscription;

- (iii) Life members: on the recommendation of the Management Committee, any person who has rendered valuable service to the Turf Club may be appointed a life member upon approval in favour of a proposal by not less than 75 percent plus 1 vote of all members eligible to vote in favour of the motion by members present at an Annual General Meeting.
- (c) The Management Committee may determine from time to time additional classes of membership of the Turf Club and, when doing so, must determine the rights and obligations that attach to those additional classes.

3.4 General rights of members

- (a) Without limiting any other rights of a member contemplated by these rules, a member of the Turf Club has:
 - (i) the right to receive notices of general meetings and of proposed special resolutions;
 - (ii) the right to submit items of business for consideration at a general meeting;
 - (iii) the right to attend and be heard at general meetings;
 - (iv) the right to vote at a general meeting (other than Honorary Members);
 - (v) the right to inspect and obtain copies of the minutes of general meetings and, subject to subrule (b), other documents of the Turf Club; and
 - (vi) the right to inspect the register of members,each in the manner prescribed by the Act and/or these rules.
- (b) The Management Committee may refuse to permit a member of the Turf Club to inspect or obtain copies of documents of the Turf Club (other than minutes of general meetings) where, in the opinion of the Management Committee, those documents relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Turf Club.
- (c) Notwithstanding anything else in these rules, no member shall be entitled to vote at a meeting of the Turf Club nor exercise any other right of membership where the member's annual subscription fee is in arrears as at the date of the meeting.

3.5 Rights not transferable

A right, privilege or obligation which a person has by reason of being a member of the Turf Club:

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

3.6 Register of members

- (a) The Chief Operating Officer must establish and maintain a register of members of the Turf Club that includes the following particulars about each member ("register of members"):
 - (i) the member's full name;
 - (ii) the postal or residential address for notice last given by the member;
 - (iii) the email address for notice last given by the member;
 - (iv) the date of admission as a member; and
 - (v) if applicable, the date of death or time of resignation of the member;
 - (vi) if applicable, details about the termination or reinstatement of membership; and
 - (vii) any other particulars the Management Committee or the members at a general meeting decide.
- (b) The register must be open for inspection by members of the Turf Club at all reasonable times.
- (c) A member must contact the Chief Operating Officer to arrange an inspection of the register.
- (d) However, the Management Committee may, on the application of a member of the Turf Club, withhold information about the member (other than the member's full name) from the register

available for inspection if the Management Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

- (e) A member of the Turf Club must not:
 - (i) use information obtained from the register of members of the Turf Club to contact, or send material to, another member of the Turf Club for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - (ii) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Turf Club for the purpose of advertising for political, religious, charitable or commercial purposes.
- (f) Subrule (e) does not apply if the use or disclosure of the information is approved by the Turf Club.
- (g) Members will be required to notify the Chief Operating Officer of any changes to their address for the service of notices (postal or email) as soon as practicable after any changes to those last given by the member.

3.7 Annual subscription fee

- (a) A member (other than an honorary or life member) must pay to the Turf Club a fee determined from time to time by the Management Committee before the first day of the financial year of the Turf Club in each calendar year ("annual subscription").
- (b) The annual subscription fee determined by the Management Committee in accordance with subrule (a) may vary between different classes of membership.

4. ADMISSION OF NEW MEMBERS

4.1 Application for membership

- (a) An application by a person for membership of the Turf Club must:
 - (i) be made in writing (including by email or other electronic means, if the Management Committee so determines) in the form determined by the Management Committee for that purpose;
 - (ii) be lodged (including by email or other electronic means, if the Management Committee so determines) with the Chief Operating Officer; and
 - (iii) be accompanied by the entrance fees payable by a person on application for membership in accordance with rule 4.2.
- (b) In applying for membership of the Turf Club under this rule, a person confirms that:
 - (i) they support the Turf Club's objects;
 - (ii) they agree to conduct themselves in a manner that promotes those objects; and
 - (iii) they agree to comply with these rules.

4.2 Entrance fees

The Management Committee may determine that a person who applies to become a member of on or after the first day of the financial year of the Turf Club must, on application for membership, pay:

- (a) a joining fee determined from time to time by the Management Committee; and
- (b) an amount equal to:
 - (i) the full annual subscription fee payable by members of the Turf Club for that financial year;
 - (ii) a pro rata fee based on the remaining part of the financial year; or
 - (iii) another fixed amount determined from time to time by the Management Committee, ("entrance fees").

4.3 Determination of application

- (a) The Chief Operating Officer must, as soon as practicable after receiving a completed membership application, determine whether the person meets the requirements to become a member as prescribed in rule 3.2.
- (b) If the Chief Operating Officer, acting reasonably, determines that the person meets the requirements to become a member, the Chief Operating Officer shall approve the person's membership by entering their full name and other relevant particulars on the register of members. From the date those particulars are entered, the person will be admitted as a member of the Turf Club.
- (c) As soon as practicable after entering a person's particulars on the register of members, the Chief Operating Officer must write to the person notifying them of the approval of their application and the date on which they were admitted as a member.
- (d) If the Chief Operating Officer, acting reasonably, determines that the person does not meet the requirements to become a member, the Chief Operating Officer must, as soon as practicable:
 - (i) write to the person notifying them that their application has been rejected, providing the reason/s for the rejection; and
 - (ii) refund any fees paid by the person in support of the application.
- (e) There will be no right of appeal against the rejection of a person's application for membership in accordance with this rule.

4.4 Public liability insurance

The Chief Operating Officer must ensure that, as soon as possible after a person applies to become a member of the Turf Club, the person is advised whether the Turf Club has public liability insurance and, if so, the amount of the insurance.

5. CESSATION OF MEMBERSHIP, DISCIPLINARY ACTION AND APPEALS

5.1 When membership ends

- (a) A person will cease to be a member of the Turf Club upon:
 - (i) the death or resignation of the person;
 - (ii) the failure by the person to pay the annual subscription fee by the due date for payment under these rules (or such later date as agreed to by the Management Committee from time to time);
 - (iii) the person no longer satisfying all requirements of the relevant class of membership;
 - (iv) the person being warned off or disqualified by a controlling body for any code of racing (in any jurisdiction); or
 - (v) the person's membership being terminated as a result of disciplinary action taken by the Management Committee in accordance with rule 5.2.
- (b) A person whose membership ceases under subrules (a)(ii) or (a)(iii) may have their membership reinstated by resolution of the Management Committee upon:
 - (i) the person providing a reason to the Management Committee which the Management Committee considers, in its sole discretion, to be satisfactory; and
 - (ii) payment of the relevant amount outstanding or satisfaction of the requirements of the relevant class of membership (as applicable), as determined by the Management Committee in its sole discretion.
- (c) A member may resign their membership of the Turf Club by written notice to the Chief Operating Officer. The resignation will take effect from:
 - (i) the time the notice is received by the Chief Operating Officer; or
 - (ii) if a later time is specified in the notice, the later time.

5.2 Disciplinary action

- (a) The Management Committee may resolve to take disciplinary action against a member in accordance with this rule if it considers that:
 - (i) the member has breached any of these rules or any by-laws or procedures adopted by the Management Committee; or
 - (ii) the member has acted in a way that the Management Committee considers to be injurious or prejudicial to the character or interests of the Turf Club.
- (b) At least 7 days before the meeting at which a resolution of the Management Committee under subrule (a) is considered, the Chief Operating Officer must notify the member in writing:
 - (i) that the Management Committee is considering a resolution to take disciplinary action against the member;
 - (ii) that this resolution will be considered at a meeting of the Management Committee, and the date of that meeting;
 - (iii) the allegations against the member;
 - (iv) the nature of the proposed disciplinary action; and
 - (v) that the member may show cause as to why, in the interests of the Turf Club, the Management Committee should not take the proposed disciplinary action against the member (and the manner in which to do so).
- (c) Before the Management Committee passes any resolution under subrule (a), the member must be given an opportunity to show cause as to why, in the interests of the Turf Club, the Management Committee should not take the proposed disciplinary action by:
 - (i) sending the Management Committee a written explanation before the relevant meeting; and/or
 - (ii) speaking at the meeting.
- (d) A member may appoint any person to act or speak on their behalf in relation to any disciplinary proceedings under this rule.
- (e) After considering any explanation given under subrule (c), the Management Committee may decide to:
 - (i) take no further action;
 - (ii) warn the member;
 - (iii) terminate the member's membership of the Turf Club;
 - (iv) refer the matter to an unbiased, independent person or group of persons for recommendation on conditions that the Management Committee considers appropriate; or
 - (v) require the matter to be decided by the members of the Turf Club at a general meeting.
- (f) A recommendation made by an unbiased, independent person or group of persons in accordance with subrule (e)(iv) must be ratified by the Management Committee to be effective and will, upon ratification, be considered the decision of the Management Committee for the purposes of these rules.
- (g) For the avoidance of doubt, the Turf Club cannot fine a member.
- (h) The Chief Operating Officer must give written notice to the member of a decision under subrule (e) as soon as possible and shall, in that notice, inform the member of their right to appeal the decision (if any) and the manner in which to do so.
- (i) Disciplinary proceedings taken under this rule must be completed as soon as reasonably practicable.
- (j) The Management Committee must not take disciplinary action against a member who has initiated a process under the Turf Club's grievance procedure, or a member appointed to act on behalf of a member the subject of a grievance procedure, until that procedure has been completed.

5.3 Appeal against termination of membership

- (a) A member may appeal the Management Committee's decision to terminate their membership under rule 5.2(e)(iii) to the members of the Turf Club by lodging notice to that effect with the Chief Operating Officer within 7 days after receipt of notice of the decision ("appeal notice").
- (b) For the avoidance of doubt, a person has no right of appeal against another decision taken under rule 5.2(e).
- (c) Subject to subrule (f), if an appeal notice is lodged with the Chief Operating Officer, the Chief Operating Officer must call a special general meeting of the Turf Club to hear and decide the appeal.
- (d) Notice of a special general meeting called in accordance with subrule (c) must be given as soon as possible after the appeal notice is lodged and, in any event, within 7 days of such date.
- (e) The notice must specify:
 - (i) the date, time and place of the meeting;
 - (ii) the name of the member appealing the decision ("appellant");
 - (iii) the grounds for taking the proposed disciplinary action; and
 - (iv) that the members present and entitled to vote at the meeting must vote on whether the decision to take the proposed disciplinary action should be upheld or revoked.
- (f) Subject to subrule (h), if, at the time an appeal notice is lodged with the Chief Operating Officer:
 - (i) notice of a general meeting has been given to the members of the Turf Club in accordance with rule 6.3; and
 - (ii) the relevant meeting has not taken place,then the Chief Operating Officer may give notice of the matters mentioned in subrule (e) to each member no later than 48 hours prior to that meeting, and thereafter the appeal may be heard and decided at that meeting.
- (g) During the hearing of an appeal at a general meeting:
 - (i) the appellant must be given a full and fair opportunity to show why the proposed disciplinary action should not be taken;
 - (ii) the Management Committee and each Management Committee member who supported the proposed disciplinary action must be given a full and fair opportunity to show why the proposed disciplinary action should be taken; and
 - (iii) the appeal must then be decided by a majority vote of the members present and entitled to vote at the meeting;
 - (iv) proxies will not be allowed to vote or otherwise take part.
- (h) The Management Committee must ensure that the appeal is heard at a general meeting within one (1) month after an appeal notice is lodged with the Chief Operating Officer in accordance with subrule (a).
- (i) The Management Committee may require an appellant to pay an amount equal to the reasonable costs likely to be incurred by the Turf Club in facilitating a special general meeting called under rule 5.3(c) prior to convening that meeting.

5.4 No claims against the Turf Club

- (a) A person the subject of disciplinary action taken under rule 5.2, or whose membership of the Turf Club has otherwise ceased, will not have any claim for damages or otherwise against the Turf Club or members of the Management Committee for acts done or omitted in or about the execution of their duties in good faith.
- (b) A person ceasing to be a member of the Turf Club will not be entitled to a refund or part refund of any fees paid to the Turf Club and will remain liable for all fees which were due to the Turf Club at the date of ceasing to be a member.

6. GENERAL MEETINGS OF THE WARWICK TURF CLUB

6.1 Annual general meeting

- (a) The Management Committee must ensure that an annual general meeting is held for the Turf Club within 3 months after the close of the Turf Club's financial year.
- (b) The annual general meeting may be held on the date and at the time and place that the Management Committee determines.
- (c) Without limiting rule 6.3(b), the notice of an annual general meeting must specify:
 - (i) that the meeting is to be an annual general meeting;
 - (ii) the names of any retiring members of the Management Committee and those members offering themselves up for re-election in accordance with rule 8.2;
 - (iii) the closing date for lodgement of nominations for election to the Management Committee, along with the prescribed manner in which to do so.
- (d) Without limiting any other business that may be conducted at an annual general meeting, the business of an annual general meeting must include:
 - (i) receiving the Turf Club's financial statement, and audit report or signed statement (as applicable under Part 6, Division 2 of the Act), for the last reportable financial year;
 - (ii) presenting the financial statement, and audit report or signed statement (as applicable under Part 6, Division 2 of the Act) for the last reportable financial year to the meeting for adoption;
 - (iii) appointing an auditor, an accountant or an approved person (as applicable under Part 6, Division 2 of the Act) for the current financial year;
 - (iv) receiving from the Management Committee reports on the activities of the Turf Club during the last reportable financial year; and
 - (v) electing the Management Committee in accordance with rule 8.2.
- (e) At the meeting, the Chairperson must give the members a reasonable opportunity to ask questions or make comments about the management of the Turf Club.

6.2 Special general meeting

- (a) A special general meeting of the Turf Club may be convened by the Management Committee at any time.
- (b) Without limiting anything in rule 5.3, a special general meeting must be held within 3 months after the Chief Operating Officer:
 - (i) is directed to call the meeting by the Management Committee; or
 - (ii) is given a written request signed by at least 5% of the members of the Turf Club, provided that such members will be entitled to vote at the relevant meeting.
- (c) A request for a special general meeting from members mentioned in subrule (b)(ii) must state the business to be conducted at the meeting and any resolutions to be proposed.
- (d) If the Chief Operating Officer is unable or unwilling to call the special general meeting, the President must call the meeting.

6.3 Notice of a general meeting

- (a) The Chief Operating Officer may call a general meeting of the Turf Club by giving notice of the meeting to each member at least 21 days before the date appointed for the meeting.
- (b) The notice must specify:
 - (i) the date, time and place of the meeting;
 - (ii) in the case of an annual general meeting, the matters mentioned in rule 6.1(c);

- (iii) the business to be conducted at the meeting (including, in the case of an annual general meeting, the business mentioned in rule 6.1(d)) and, if any such business requires a special resolution:
 - (A) the proposed resolution in full; and
 - (B) the intention to propose the resolution as a special resolution;
 - (iv) if the meeting is to include the hearing of an appeal, the matters mentioned in rule 5.3(e); and
 - (v) that members have the right to appoint proxies along with the prescribed manner in which to do so (including a copy of any form approved by the Management Committee for the appointment of a proxy).
- (c) A member wishing to bring any business before a general meeting of the Turf Club may give notice in writing of that business to the Chief Operating Officer, who must include that business in the next notice of a general meeting given after the Chief Operating Officer receives the notice.
 - (d) No business other than that specified in the notice of a general meeting is to be conducted at the meeting except any business which may be conducted at an annual general meeting under rule 6.1(e).

6.4 Quorum for, and adjournment of, a general meeting

- (a) The quorum for a general meeting is at least the same number of members elected or appointed to the Management Committee at the close of the Turf Club's last general meeting, plus 1.
- (b) No business may be conducted at a general meeting unless a quorum of members entitled to vote is present when the meeting proceeds to business.
- (c) If a quorum is not present within half an hour after the time appointed for the meeting:
 - (i) in the case of a special general meeting requested by members in accordance with rule 6.2(b)(ii), the meeting lapses;
 - (ii) in any other case, the meeting is to be adjourned to the same day, time and place in the following week;
- (d) If a quorum is not present within half an hour after the time appointed for an adjourned general meeting, the members present and entitled to vote at the meeting may proceed with the business of the meeting as if a quorum were present.
- (e) The Chairperson may, with the consent of any meeting at which a quorum is present (and must if directed by a majority of members present at the meeting), adjourn the meeting from time to time and from place to place.
- (f) If a meeting is adjourned under subrule (e), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (g) Notice of a meeting adjourned under this rule is not required unless the meeting is adjourned for at least 30 days, in which case notice of the meeting must be given in accordance with rule 6.3.

6.5 Conduct of a general meeting

- (a) Subject to subrule (b), any member entitled to vote may take part and vote in a general meeting in person, by attorney, by proxy or by using any technology that allows the member to hear and take part in discussions as they happen.
- (b) An attorney cannot exercise any rights of a member at a general meeting unless they have provided the Chairperson of the meeting with satisfactory evidence of their appointment and status.
- (c) A member who participates in a general meeting as mentioned in subrule (a) is taken to be present at the meeting.
- (d) For the purposes of determining whether a quorum is present at a general meeting in accordance with rule 6.4, a person who attends both as a member and as an attorney or proxy for another member shall be counted only once.

- (e) The Chairperson is to preside at a general meeting and must ensure that the meeting is conducted in a proper and orderly way.

6.6 Voting at general meetings

- (a) Other than matters requiring a special resolution under the Act or these rules, a question arising at a general meeting of the Turf Club is to be determined by a majority vote of the members present and entitled to vote at the meeting, based on:
 - (i) a show of hands (or any appropriate corresponding method that the Management Committee may determine); or
 - (ii) if on the motion of the Chairperson or if at least 20% of the members present and entitled to vote at the meeting demand a written ballot either before or immediately after a show of hands is taken, a written ballot.
- (b) If votes are divided equally on a question, the Chairperson will have a second or casting vote.
- (c) If a question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the Chairperson.
- (d) On a show of hands, a declaration by the Chairperson is conclusive evidence of the result, and an entry in the minutes is conclusive evidence of that fact, provided that the declaration reflects the show of hands. Neither the chairperson nor the minutes of the meeting need to state the number or proportion of votes recorded in favour or against.
- (e) The result of a written ballot as declared by the Chairperson is taken to be the resolution of the meeting at which the ballot was held.

6.7 Special resolutions

- (a) A special resolution may only be passed by the Turf Club in accordance with section 3 of the Act.
- (b) Without limiting any other matters that require a special resolution under the Act, the following matters relating to the Turf Club will require a special resolution:
 - (i) a change to these rules; and
 - (ii) the decision to wind up the Turf Club; and
 - (iii) the decision to give surplus assets to another entity on the winding up of the Turf Club.
- (c) A change to these rules is only valid if it is registered by the Chief Operating Officer.

6.8 Proxies

- (a) A member who is entitled to vote at a general meeting may appoint any member or other person as their proxy to vote and speak on their behalf at the meeting (other than during the hearing of an appeal in accordance with rule 5.3).
- (b) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (c) The member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf, otherwise the proxy may vote on behalf of the member in any matter as they see fit.
- (d) If the Management Committee has approved a form for the appointment of a proxy, that form must be used to validly appoint a proxy. Otherwise, the member may use any form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (e) A form appointing a proxy must be given to the chairperson of the meeting before or at the commencement of the meeting at which the person named in the form proposes to vote and speak on a member's behalf.
- (f) A form appointing a proxy sent by post or email is of no effect unless it is received by the Chief Operating Officer no later than 24 hours prior to the meeting.

6.9 Postal or electronic ballots

- (a) The Turf Club may hold a postal or electronic ballot (as the Management Committee determines) to decide any issue or proposal (other than an appeal to be heard under rule 5.3).

- (b) A postal or electronic ballot shall be conducted in the manner determined by the Management Committee.

6.10 Minutes of general meetings

- (a) The Chief Operating Officer must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
- (b) Without limiting subrule (a), the minutes of each annual general meeting must include:
 - (i) the names of the members present at the meeting; and
 - (ii) the financial documents submitted to the members in accordance with the Act.
- (c) To ensure their accuracy, 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.
- (d) If requested by a member of the Turf Club, the Chief Operating Officer must, within 28 days after the request is made:
 - (i) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - (ii) give the member copies of the minutes of the meeting.
- (e) The Turf Club may require the member to pay the reasonable costs of providing copies of the minutes.

7. MANAGEMENT COMMITTEE OF THE TURF CLUB

7.1 Composition of the Management Committee

The Management Committee shall consist of

- (a) The Management Committee shall consist of not less than 3 but not more than 9 members of the Turf Club who shall be elected by the members at a general meeting in accordance with rule 8.2, provided that the Management Committee may consist of up to 11 members until the annual general meeting held after the close of the 2023/24 financial year.
- (b) Unless with the express permission of the Control body, the Management Committee of the Club must have no more than one (1) licensee as members

7.2 Functions and powers

- (a) Subject to these rules or a resolution of the members of the Turf Club at a general meeting, the Management Committee shall have general control and management of the affairs, assets and funds of the Turf Club.
- (b) Without limiting any of its other functions or responsibilities, the Management Committee will be responsible for ensuring that the Turf Club complies with:
 - (i) these rules;
 - (ii) all applicable laws, including but not limited to the Act and the Racing Act; and
 - (iii) any other obligations that the Turf Club owes to Racing Queensland as a club licensed for its code of racing.
- (c) The Management Committee may exercise all the powers of the Turf Club except those powers that these rules or the Act require to be exercised by the members of the Turf Club at a general meeting.
- (d) Without limiting subrule (c), the Management Committee may:
 - (i) make, amend or repeal by-laws and procedures, not inconsistent with these rules, for the internal management of the Turf Club;
 - (ii) appoint and remove staff members on such terms as the Management Committee thinks fit;
 - (iii) establish subcommittees consisting of members with terms of reference it considers appropriate to assist with the conduct of its functions;

- (iv) interpret the meaning of these rules and any matter relating to the Turf Club on which these rules are silent having regard to the Act; and
- (v) refer questions of genuine significance to the Turf Club to the members at a general meeting.

7.3 By-laws and procedures

- (a) Any by-laws and procedures adopted by the Management Committee must be made available to the members.
- (b) Members must comply with any by-laws and procedures adopted by the Management Committee as if they were a part of these rules.
- (c) Any by-laws or procedures adopted by the Management Committee may be set aside by resolution of the members at a general meeting.
- (d) Without limiting rule 7.2(d)(i), the Management Committee must ensure that it complies with the requirements of section 47A of the Act regarding disputes under these rules between:
 - (i) a member and another member;
 - (ii) a member and the Management Committee; or
 - (iii) a member and the Turf Club.

7.4 Delegation

- (a) The Management Committee may delegate to a subcommittee, or any Management Committee member/s, staff member/s or other member/s of the Turf Club that it considers appropriate, any of its functions by instrument in writing, other than:
 - (i) this power of delegation; and
 - (ii) a function which is a duty imposed on the Management Committee by the Act or by any other law.
- (b) A delegation under this rule:
 - (i) must be recorded in the minute book kept by the Chief Operating Officer in accordance with rule 9.5(a);
 - (ii) may be subject to any conditions and limitations the Management Committee considers appropriate;
 - (iii) must comply with any by-laws and procedures adopted by the Management Committee in respect of the delegations process; and
 - (iv) may be revoked by the Management Committee, wholly or in part, by instrument in writing.
- (c) A function the exercise of which has been delegated under this rule may, while the delegation remains unrevoked, be exercised from time to time by the delegate in accordance with the terms of the relevant delegation.
- (d) Despite any delegation under this rule, the Management Committee may continue to exercise any of its functions so delegated.
- (e) Any act or thing done or suffered by a delegate acting in the exercise of a delegation under this rule will have the same force and effect as if it had been done or suffered by the Management Committee.
- (f) A subcommittee established under these rules shall:
 - (i) subject to any terms of reference determined by the Management Committee, meet and adjourn as it thinks proper; and
 - (ii) have such functions prescribed to it by these rules or as delegated to it by the Management Committee under this rule 7.4.

7.5 General duties of Management Committee members

- (a) Members of the Management Committee must exercise their functions:

- (i) with reasonable care and diligence;
 - (ii) in good faith in the best interests of the Turf Club; and
 - (iii) for a proper purpose.
- (b) Members (and former members) of the Management Committee must not make improper use of:
- (i) their position; or
 - (ii) information acquired by virtue of holding their position,
- so as to gain, directly or indirectly, an advantage for themselves or any other person or entity, or to cause detriment to the Turf Club.
- (c) In addition to any duties imposed by these rules or the Act, a member of the Management Committee must perform any other duties imposed on them from time to time by resolution of the members at a general meeting.

7.6 Conflicts of interest

- (a) A member of the Management Committee who has a material personal interest in a matter being considered at a Management Committee meeting must:
- (i) as soon they become aware of the interest, disclose the nature and extent of the interest to the Management Committee; and
 - (ii) disclose the nature and extent of the interest at the next general meeting of the Turf Club.
- (b) The Management Committee member:
- (i) must not be present while the matter is being considered at the meeting; and
 - (ii) must not vote on the matter (and, if the member does vote, the vote must not be counted).
- (c) This rule does not apply to a material personal interest:
- (i) that exists only because the Management Committee member belongs to a class of persons for whose benefit the Turf Club is established; or
 - (ii) that the Management Committee member has in common with all, or a substantial proportion of, the members of the Turf Club.
- (d) If there are not enough Management Committee members to form the quorum necessary to consider a matter at a relevant meeting because of this rule, one (1) or more Management Committee member/s (including the Management Committee member/s who have a material personal interest in the matter) may call a general meeting to deal with the matter.

8. THE OFFICE OF A MANAGEMENT COMMITTEE MEMBER

8.1 Tenure of members of Management Committee

- (a) At each annual general meeting all members of the Management Committee must retire from office and will be eligible, upon nomination, for re-election.

8.2 Election of Management Committee members

- (a) A person may only be elected to the Management Committee at a relevant general meeting in accordance with this rule.
- (b) Any member entitled to vote may nominate for election to the Management Committee at the meeting, provided that the member is not ineligible to be elected under section 61A of the Act.
- (c) A nomination under this rule must:
- (i) be made in writing and accompanied by the written consent of the member (“candidate”);
 - (ii) be signed by 2 members of the Turf Club (unless the candidate was previously elected as a member of the Management Committee at a general meeting and has held office since that meeting);

- (iii) be lodged with the Chief Operating Officer at least 14 days before the date appointed for the general meeting at which the election is to be conducted; and
 - (iv) comply with any by-laws or procedures adopted by the Management Committee in respect of the committee nominations process.
- (d) A list of candidates' names in alphabetical order, with the names of the members who nominated them, must be made available for inspection by any member:
- (i) upon the member giving a written request to the Chief Operating Officer within 7 days before the relevant general meeting; and
 - (ii) at the commencement of the meeting.
- (e) If insufficient nominations are received to fill all vacancies on the Management Committee, the candidates nominated will be deemed to be elected and further nominations for the remaining vacancies may be received from the floor at the meeting.
- (f) If the number of valid nominations received is equal to the number of vacancies to be filled, the candidates nominated will be deemed to be elected.
- (g) If the number of valid nominations received exceeds the number of vacancies to be filled, a ballot must be held in any usual and proper manner that the Chairperson of the meeting directs.
- (h) Should any vacancy not be filled in this manner at a relevant meeting, the office may be filled for the ensuing term by the Management Committee in the manner prescribed by these rules for filling casual vacancies (see rule 8.7).
- (i) A member elected to the Management Committee in accordance with this rule will hold office until the next annual general meeting, at which that person will be required to retire from office, provided that the Chairperson of any such meeting shall preside until its conclusion.

8.3 Executive subcommittee

- (a) At the first meeting of the Management Committee after the close of the annual general meeting, or during an adjournment of that meeting, the members of the Management Committee must, by simple majority, appoint from amongst its members:
- (i) a President;
 - (ii) a Vice President;
 - (iii) a Treasurer; and
 - (iv) such other members of the Management Committee as it considers appropriate,
- to form a subcommittee until the next annual general meeting to be known as the "executive subcommittee".
- (b) Should a position on the executive subcommittee become vacant at any time prior to the next annual general meeting, the Management Committee may, by simple majority, appoint a replacement from amongst its members, provided that the Management Committee must have a President and a Treasurer.
- (c) The executive subcommittee shall be able to transact any urgent business of the Turf Club that may arise between Management Committee meetings and will submit a flying minute to the Management Committee by way of digital communication platform (which all members of the Management Committee will be given access to upon election or appointment), provided always that the executive subcommittee must not:
- (i) spend or enter into contracts or agreements to spend amounts larger than \$1,000; or
 - (ii) deal with the property of the Club,
- without receiving the prior approval of the Management Committee.
- (d) All business transacted by the executive subcommittee shall be ratified and approved by the Management Committee and recorded at the next Management Committee meeting.

8.4 Role of President

The President will be responsible for such duties prescribed to them in the Act, these rules or as delegated by the Management Committee under rule 7.4.

8.5 Role of Treasurer

- (a) The Treasurer will be responsible for such duties prescribed to them in the Act, these rules or as delegated by the Management Committee under rule 7.4.
- (b) Without limiting subrule (a), the duties of the Treasurer include:
 - (i) receiving all funds paid to the Turf Club and issuing receipts for those funds in the name of the Turf Club;
 - (ii) ensuring that all funds received are deposited into the account of the Turf Club as soon as reasonably practicable after receipt;
 - (iii) ensuring that any expenditure of the Turf Club is properly authorised under these rules, any by-laws or procedures adopted by the Management Committee in respect of payments made by the Turf Club, and the requirements of the Act;
 - (iv) causing any payments authorised by the Management Committee or by the members at a general meeting to be made from the Turf Club's funds;
 - (v) ensuring that the financial records of the Turf Club are kept in accordance with the Act;
 - (vi) ensuring that the Turf Club's financial statement and audit report or signed statement (as applicable under Part 6, Division 2 of the Act) are prepared and certified in the manner required by the Act prior to being submitted to the members at an annual general meeting;
 - (vii) lodging the financial documents with the Chief Operating Officer in the manner required by the Act; and
 - (viii) ensuring the club statements are given to Racing Queensland in the manner required by the Racing Act.
- (c) The Treasurer must ensure that at least one (1) other member of the Management Committee has access to the accounts and financial records of the Turf Club.

8.6 Vacation of office

- (a) Without limiting rule 8.1, the office of a Management Committee member will become vacant if the member:
 - (i) resigns their office by written notice to the Chief Operating Officer;
 - (ii) is absent from 3 consecutive meetings of the Management Committee without approval obtained in accordance with subrule (b);
 - (iii) ceases to be a member of the Turf Club;
 - (iv) becomes mentally incapacitated or is of unsound mind as defined in the *Mental Health Act 2016* (Qld) or has personal decisions made for them by an attorney or guardian;
 - (v) vacates their office under section 64(2) of the Act;
 - (vi) is removed from office by resolution of the members at a general meeting, provided that the Management Committee member must be given a full and fair opportunity to show cause as to why their office should not be vacated at such meeting; or
 - (vii) materially breaches or commits multiple non-material breaches of any by-laws or procedures adopted by the Management Committee in respect of the conduct of committee members or the conduct of members generally (as determined in the reasonable opinion of the Management Committee).
- (b) The Management Committee may grant approval for any of its members to be absent from its meetings for a period not exceeding 3 months. Such approval cannot be granted retrospectively unless the Management Committee is satisfied that it was not feasible for the member to seek the approval in advance.

- (c) A member of the Management Committee who is removed from office under this rule 8.6 has no right of appeal against the removal.
- (d) The resignation of a member of the Management Committee takes effect from:
 - (i) the time the relevant notice is received by the Chief Operating Officer; or
 - (ii) if a later time is specified in the notice, the later time.

8.7 Appointment to the Management Committee

- (a) The Management Committee may appoint a person to fill a casual vacancy on the Committee if that person, at the relevant time:
 - (i) would be eligible to nominate for election as a Management Committee member under rule 8.2(b); and
 - (ii) provides their written consent to being appointed as a member of the Management Committee.
- (b) A person appointed as a member of the Management Committee under this rule will hold office until the next annual general meeting of the Turf Club.
- (c) The Management Committee may continue to act despite any vacancy in its membership, however if the number of Management Committee members is less than the number required to form a quorum under rule 9.3(a), the Management Committee may act only to:
 - (i) increase the number of Management Committee members to the number required to form a quorum; or
 - (ii) call a general meeting of the Turf Club.
- (d) In these rules, “casual vacancy” means a vacancy that occurs on the Management Committee when an elected member resigns, dies or otherwise stops holding office (including in accordance with rule 8.1).

8.8 Public & Management Liability Insurance

The Management Committee must ensure that, before a person is elected (or, in the case of a person appointed to fill a casual vacancy in accordance with rule 8.7, appointed) as a Management Committee member, the person is advised whether the Turf Club has public and management liability insurance and, if so, the amount of the insurance.

9. MEETINGS OF THE MANAGEMENT COMMITTEE

9.1 Management Committee meetings

- (a) Subject to this rule, the Management Committee may meet and conduct its proceedings as it considers appropriate.
- (b) The Management Committee must meet at least once in every 4 months to exercise its functions.
- (c) The date, time and place of the first meeting of the Management Committee must be determined by the Management Committee as soon as practicable after the close of the general meeting at which the committee was formed, or during an adjournment of that meeting.
- (d) Additional meetings may be convened by the President or by any 2 members of the Management Committee by giving a direction to the Chief Operating Officer to call the meeting, specifying:
 - (i) the date, time and place of the meeting; and
 - (ii) the business to be conducted at the meeting.
- (e) The Management Committee may hold meetings, or permit a Management Committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (f) A Management Committee member who participates in a meeting as mentioned in subrule (e) is taken to be present at the meeting.

- (g) The Chairperson is to preside at a Management Committee meeting and ensure that the meeting is conducted in a proper and orderly way.
- (h) A question arising at a Management Committee meeting is to be determined by a majority vote of Management Committee members present at the meeting and, if the votes are equal, the question is to be determined in the negative.

9.2 Notice of Management Committee meetings

- (a) The Chief Operating Officer may call a meeting of the Management Committee by giving oral or written notice of the meeting to each Management Committee member at least 48 hours (or any other period as may be unanimously agreed by the committee members) before the time appointed for the meeting.
- (b) Notice of a meeting given under subrule (a) must specify the date, time and place of the meeting and the business to be conducted at the meeting.
- (c) If the Chief Operating Officer is unable or unwilling to call a Management Committee meeting, the President must call the meeting.
- (d) The only business that may be conducted at the meeting is the business specified in the notice, except where all members present at the meeting unanimously agree to treat the business as urgent business.

9.3 Quorum for, and adjournment of, Management Committee meetings

- (a) At a Management Committee meeting, a majority of the Management Committee members elected or appointed to the Management Committee as at the close of the last general meeting of the Turf Club form a quorum.
- (b) No business may be conducted at a Management Committee meeting unless a quorum of Management Committee members is present.
- (c) If a quorum is not present within half an hour after the time appointed for the meeting, the meeting is to be adjourned to the same day, time and place in the following week.
- (d) If a quorum is not present within half an hour after the time appointed for an adjourned Management Committee meeting, the meeting lapses.

9.4 Written resolutions

- (a) A written resolution signed by each member of the Management Committee is as valid and effectual as if it had been passed at a Management Committee meeting that was properly called and held.
- (b) A resolution mentioned in subrule (a) may consist of several documents in like form, each signed by one (1) or more members of the Management Committee.
- (c) The Chief Operating Officer must ensure that any resolutions passed by the Management Committee under this rule are entered in the minute book kept in accordance with rule 9.5(a).

9.5 Minutes of Management Committee meetings

- (a) The Chief Operating Officer must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are entered in a minute book.
- (b) Without limiting subrule (a), the minutes must include:
 - (i) the names of any Management Committee members present at the meeting;
 - (ii) the business conducted at the meeting;
 - (iii) any matter on which a vote is taken and the result of the vote; and
 - (iv) any material personal interest disclosed by a Management Committee member under rule 7.6.
- (c) To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next Management Committee meeting, verifying their accuracy.

10. THE OFFICE OF SECRETARY

10.1 Appointment of Secretary

- (a) Unless prevented by law or as otherwise agreed by the Management Committee, the Management Committee will appoint the Chief Operating Officer as Secretary of the Turf Club. The balance of this clause will apply to the Chief Operating Officer in their capacity as Secretary (or if the Chief Operating Officer cannot be appointed, the person appointed as Secretary by the Management Committee).
- (b) Provided that the Secretary must:
 - (i) be at least 18 years of age; and
 - (ii) reside in Queensland, or in another State but not more than 65km from the Queensland border.
- (c) The Management Committee has the power to appoint or remove a person appointed as Secretary from time to time in accordance with section 67 of the Act.
- (d) The Management Committee must determine the terms and conditions under which the Secretary is appointed, including as to any remuneration.
- (e) The Secretary must, as soon as practicable after being appointed as Secretary, lodge notice of their address for the service of notices (both postal and email) with the Turf Club.

10.2 Role of Secretary

- (a) The Secretary will be responsible for such duties prescribed to them in the Act, these rules or as delegated by the Management Committee under rule 7.4.
- (b) Without limiting subrule (a), the duties of the Secretary include:
 - (i) calling meetings of the Turf Club, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the President;
 - (ii) keeping minutes of each meeting;
 - (iii) keeping copies of all correspondence and other documents relating to the Turf Club, except for the financial records referred to in rule 8.5(b)(v), and bringing urgent matters to the attention of the President or Treasurer if necessary;
 - (iv) receiving nominations for election to the Management Committee in accordance with rule 8.2;
 - (v) maintaining the register of members of the Turf Club;
 - (vi) subject to the Act, these rules and Australian privacy laws, providing members with access to the register of members, the minutes of general meetings and other documents of the Turf Club; and
 - (vii) notifying the Chief Operating Officer of a change in the office of President, Treasurer or Secretary within one (1) month of that change occurring.

10.3 Vacation of office

- (a) The office of Secretary will become vacant in the circumstances mentioned in section 69(2) of the Act, or otherwise in the circumstances mentioned in rule 10.1(c).
- (b) If the Management Committee removes a person as Secretary who was a member of the Management Committee prior to their appointment, or who was appointed to fill a casual vacancy on the Management Committee, that person will remain a committee member.

11. FINANCIAL MATTERS

11.1 Funds and accounts

- (a) The funds of the Turf Club:

- (i) are to be derived from subscription fees, entrance fees, donations, sponsorships, fundraising activities, grants, interest and, subject to any resolution of the members of the Turf Club at a general meeting, any other sources the Management Committee determines; and
 - (ii) must be kept in an account held in the name of the Turf Club in a financial institution determined by the Management Committee.
- (b) All funds received by the Turf Club must be deposited in the financial institution account referred to in subrule (a)(ii) as soon as practicable after receipt.
 - (c) The Turf Club must, as soon as practicable after receiving any funds, issue an appropriate receipt.
 - (d) A payment by the Turf Club of \$100 or more must be made by cheque or electronic funds transfer.
 - (e) If a payment of \$100 or more is made by cheque or electronic funds transfer, the cheque must be signed, or the transfer authorised, by any 2 of the following:
 - (i) the President;
 - (ii) the Treasurer;
 - (iii) the Chief Operating Officer (Secretary); or
 - (iv) any 1 of 3 other members of the Turf Club who have been authorised to sign cheques or authorise electronic funds transfers on behalf of the association by the Management Committee.
 - (f) However, one (1) of the persons who signs a cheque or authorises an electronic funds transfer must be the President, the Treasurer or the Chief Operating Officer (Secretary).
 - (g) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
 - (h) All expenditure must be approved or ratified at a Management Committee meeting in accordance with these rules, any by-laws or procedures adopted by the Management Committee in respect of payments made by the Turf Club, and all applicable laws.

11.2 General financial requirements

- (a) The income and assets of the Turf Club must be used solely in promoting the Turf Club's objects and exercising its powers.
- (b) Subject to these rules and a resolution of the members of the Turf Club at a general meeting, the funds of the Turf Club shall be used in any manner the Management Committee determines.
- (c) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Turf Club.

11.3 Financial year

The financial year of the Turf Club is each 12-month period beginning on the 1st day of July and ending on the 30th day of June in the next calendar year.

11.4 Not for profit Turf Club

- (a) The Turf Club must not distribute any income or assets directly or indirectly to its members.
- (b) Subrule (a) does not prevent the Turf Club from paying a member:
 - (i) reimbursement for expenses properly incurred by the member;
 - (ii) for goods or services provided by the member; or
 - (iii) other amounts permitted by Chapter 3, Part 5 of the Racing Act,
 provided this is done in good faith on terms no more favourable than if the member was not a member of the Turf Club, and otherwise in accordance with all applicable laws.

11.5 Distribution of surplus assets

- (a) This rule applies if the Turf Club:
 - (i) is wound-up under part 10 of the Act; and

- (ii) has surplus assets.
- (b) The surplus assets must not be distributed among the members of the Turf Club.
- (c) The surplus assets must be given to another entity:
 - (i) having objects similar to the objects of the Turf Club;
 - (ii) the rules of which prohibit the distribution of the entity's income and assets to its members;
and
 - (iii) in accordance with the Racing Act and any requirements of Racing Queensland.
- (d) In this rule, “surplus assets” has the meaning given in section 92(3) of the Act.

12. OTHER MATTERS

12.1 Documents

The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the Turf Club.

12.2 Common seal

- (a) If the Turf Club has a common seal, it must be kept securely by, and used only under the authority of, the Management Committee.
- (b) The Turf Club may execute a document with or without using a common seal if the document is signed by a member of the Management Committee and countersigned by:
 - (i) the Chief Operating Officer;
 - (ii) another member of the Management Committee; or
 - (iii) another person authorised by the Management Committee.

12.3 Notice requirements

- (a) A notice to be given to a member (including a Management Committee member) under these rules:
 - (i) must be in writing (unless otherwise expressly stated in these rules); and
 - (ii) may be given:
 - (A) by handing it to the member personally; or
 - (B) by sending it by post or by email to the relevant address recorded for the member on the register of members.
- (b) A notice to be given to the Chief Operating Officer under these rules:
 - (i) must be in writing (unless otherwise expressly stated in these rules); and
 - (ii) may be given:
 - (A) by handing it to the Chief Operating Officer; or
 - (B) by sending it by post or email to the relevant address for the service of notices as lodged by the Chief Operating Officer in accordance with rule 10.1(e).