

**CONSTITUTION OF
RACING QUEENSLAND LIMITED
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RACING QUEENSLAND LIMITED**

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Corporations Act 2001

A Company Limited by Guarantee and not having a Share Capital

CONSTITUTION OF RACING QUEENSLAND LIMITED

1. INTERPRETATION

1.1 In this Constitution:

Annual General Meeting means the general meeting held each year as required by the *Corporations Act* and this Constitution.

Associations means those established under clause 26.1.

Auditor means the Auditor of the company appointed in accordance with clause 22.

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

Chairman means the chairman of the Board of Directors of the Company from time to time.

Company means Racing Queensland Limited.

Company Secretary means the secretary of the Company.

Corporations Act means the *Corporations Act 2001*.

Control Body means a Control Body under the *Racing Act*, or a similar body under any Act passed in substitution of the *Racing Act*.

Country Racing Committee means the committee established under clause 26.1.

Directors or **Board of Directors** or **Board** means the Directors of the Company.

Director Candidates means persons named on the Shortlist and to be considered by the Selection Committee in accordance with the provisions of clause 15.

Election Year means the year in which the Initial Term expires and every second year after that in which there is to be an election held under clause 15.1.

Financial Year means the period from the date of establishment of the Company to the following 30 June, and after that, the period 1 July in a calendar year through to 30 June in the next calendar year or such other period of 12 consecutive months determined by the Board.

Founding Directors means the Directors referred to in clause 12.2.

Independent Recruitment Consultant an independent recruitment consultant engaged by the Board of the Company.

Initial Term means the term which:

- (a) commences on the date the Company is approved as the Control Body for thoroughbred, harness and greyhound racing pursuant to section 26 of the *Racing Act*; and



- (b) expires at the conclusion of the Annual General Meeting which next takes place after 30 June 2014.

Member means the persons appointed as Directors of the Company from time to time.

Minister means the Queensland Government Minister with responsibility for the Racing Act.

Notice of Meeting means a notice provided in accordance with clause 23.

Office means the registered office for the time being of the Company.

Racing Act means the *Racing Act 2002* (Queensland).

Selection Committee means the committee formed and convened in accordance with clause 15.

Selection Criteria means the criteria for the selection of Directors set out in Appendix A.

Shortlist means the shortlist of Director Candidates formulated in accordance with clause 15.

State means the State of Queensland.

- 1.2 Unless the contrary intention appears in this Constitution, an expression used in a particular Part or Division of the *Corporations Act* that is given a special meaning for the purposes of that Part or Division has, in this Constitution where it deals with a matter dealt with by that Part or Division, the same meaning as in that Part or Division.
- 1.3 Words importing the singular include the plural (and vice versa) and words denoting a gender include all other genders.
- 1.4 Clause headings are inserted for convenience only and are not to be used in interpreting this Constitution.
- 1.5 Reference to legislation or to a provision of legislation includes any modification or re-enactment or any legislative provision substituted for it, and all regulations and subordinate legislation and statutory instruments issued under such legislation.
- 1.6 A reference to a clause number, unless the context otherwise requires, is a reference to a clause in this Constitution.
- 1.7 To the extent that any provision in this Constitution is inconsistent with any provision in a replaceable rule under the *Corporations Act*, the provision of this Constitution applies and the replaceable rule is deemed to be displaced or modified accordingly.

2. LIMITED COMPANY

- 2.1 The liability of the Members is limited to the payment of the amount prescribed by clause 24.
- 2.2 The name of the Company is Racing Queensland Limited.
- 2.3 The registered office of the Company will be at the place that the Board of Directors determines from time to time, but must always be in the State of Queensland.

3. OBJECTS

- 3.1 In addition to the powers conferred by the *Corporations Act*, the objects of the Company are to exercise the powers and perform the functions of a Control Body.



- 3.2 The income and property of the Company must be applied solely towards the promotion of the objects of the Company as set out in this Constitution and no portion of it can be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to the Members.
- 3.3 The Company will have regard to the best interests of the thoroughbred, harness and greyhound racing codes as a whole, and the continued existence and welfare of each individual code in exercising its powers and performing the functions of a Control Body.

4. MEMBERSHIP

- 4.1 Members are those persons who are Directors of the Company from time to time.
- 4.2 Immediately upon becoming a Director of the Company, that person becomes a Member of the Company.
- 4.3 Immediately upon ceasing to be a Director of the Company, that person ceases to be a Member of the Company.

5. ELECTION OF DIRECTORS

- 5.1 The election of Directors will be determined in accordance with clause 15.

6. CESSATION OF MEMBERSHIP

- 6.1 A person ceases to be a Member if the person ceases to be a Director of the Company.

7. ANNUAL GENERAL MEETING

- 7.1 Subject to the *Corporations Act* the Annual General Meeting must be held each year no later than five months after the end of the previous financial year.

8. GENERAL MEETINGS

- 8.1 A general meeting may be convened by the Board at any time and must be convened within two calendar months of receiving a requisition in writing from at least 75% of the Members.
- 8.2 At least 28 days written notice of a general meeting must be given to all Members who are entitled to receive such a notice.
- 8.3 A notice of a general meeting must contain all information required by the *Corporations Act*, including:
- (a) the place, the day and the hour of the meeting; and
 - (b) the general nature of the business to be transacted at the meeting.

9. PROCEEDINGS AT GENERAL MEETINGS

- 9.1 No business can be transacted at any Annual General Meeting or general meeting unless a quorum of Members is present in person or by proxy or attorney at the time when the meeting is due to commence.
- 9.2 A quorum is 50 per cent of Members present in person or by proxy or attorney.

- 9.3 Having regard to the provisions of clause 9.1, at a meeting of the Company no motion to remove a Member may be proposed or considered unless a motion to remove that person as a director has been proposed, the motions are dealt with together and insofar as the motion to remove a Director is concerned, the provisions of the Corporations Act and this Constitution are observed.
- 9.4 If a quorum of Members is not present within half an hour after the time appointed for the meeting, the meeting:
- (a) if convened upon the requisition of Members, is dissolved; or
 - (b) in any other case, is adjourned to the same day in the next week at the same time and place, or to such other day, time and place as the Chairman may determine.
- 9.5 If a quorum is not present at the adjourned meeting within half an hour after the time appointed for the meeting, the Members (as applicable) present constitute a quorum.
- 9.6 The Chairman may, with the consent of the Members present at any meeting at which a quorum is present (and must if so directed by those Members), adjourn the meeting from time to time and from place to place. No business can be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 9.7 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting but it is not otherwise necessary to give notice of an adjournment or the business to be transacted at an adjourned meeting.
- 9.8 In the case of an equality of votes, the Chairman of the meeting has a second or casting vote except:
- (a) on a resolution to amend the Constitution;
 - (b) on the election or removal of Members; and
 - (c) on a resolution to increase the Directors' remuneration.
- 9.9 Unless a poll is demanded, a declaration by the Chairman is conclusive evidence of the result, provided the declaration reflects a show of hands. Neither the Chairman nor the minutes need to state the number or proportion of votes recorded in favour or against.
- 9.10 If a poll is duly demanded it must be taken in such manner and time as the Chairman directs, and the result of the poll is the resolution of the meeting at which the poll was demanded. If a poll is demanded on the election of a Chairman or on a question of adjournment, it must be taken immediately.

10. VOTING

- 10.1 A Member may vote in person or by proxy or attorney.
- 10.2 Each Member has one vote whether on a show of hands or on a poll.

11. PROXIES

- 11.1 A proxy must:
- (a) be in writing under the hand of the Member or of the Member's attorney duly authorised in writing; and
 - (b) contain:



- (i) the Member's name; and
 - (ii) the meetings at which the proxy may be used.
- 11.2 An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.
- 11.3 An instrument appointing a proxy is taken to confer authority to demand or join in demanding a poll.
- 11.4 An instrument appointing a proxy must be in the following form or in a form that is as similar to the following form as the circumstances allow:

Racing Queensland Limited

I, _____, of _____,
 being a member of the Company, appoint _____ of _____ or,
 in their absence, _____ of _____ as my
 proxy to vote for me on my behalf at the *Annual General Meeting/*general meeting of the
 Company to be held on the _____ day of _____ 20____ and at any adjournment of
 that meeting.

+This form to be used *in favour of/*against the resolution.

Signed this _____ day of _____ 20____.

*Strike out whichever is not desired

+To be inserted if desired.

- 11.5 An instrument appointing a proxy is not valid unless:
- (a) the instrument; and
 - (b) the original or a certified copy of the power of attorney or other authority under which the instrument is signed,
 is deposited:
 - (c) not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (d) in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll,
 at:
 - (e) the registered office of the Company; or
 - (f) such other place as is specified for that purpose in the notice convening the meeting.
- 11.6 Where the time to lodge under clause 11.5 falls on a day which is not a business day in the place where the registered office of the Company is located, the document must be deposited at same time on the previous business day.
- 11.7 For the purpose of clause 11.5, a document is taken to be "deposited at the registered office of the Company" if a legible, true copy of a document is received on a facsimile machine located at the registered office of the Company or scanned and emailed to the Company Secretary within the time referred to in clause 11.5.

- 11.8 A vote made in accordance with the terms of an instrument of proxy or of a power of attorney is valid despite:
- (a) the previous death or unsoundness of mind of the principal; or
 - (b) the revocation of the instrument (or of the authority under which the instrument was executed) or of the power; or
 - (c) no notice in writing of any of the events referred to in this clause having been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

12. APPOINTMENT, REMOVAL & REMUNERATION OF DIRECTORS

12.1 The Board will consist of seven Directors.

12.2 The Founding Directors will be:

- (a) Robert Geoffrey Bentley;
- (b) Anthony John Hanmer;
- (c) William Patrick Ludwig;
- (d) Wayne Norman Milner;
- (e) Bradley John Ryan;
- (f) Kerry Lee Watson; and
- (g) Robert James Lette,

who will hold office until the Annual General Meeting of the Company following the Initial Term, unless they cease to hold office sooner in accordance with this Constitution or the Corporations Act and who will then retire by rotation in accordance with the following provisions of this clause 12.

12.3 After the Initial Term an election of Directors must take place in every Election Year in accordance with clause 15.

12.4 The Chairman and one Director (other than the Deputy Chairman) must retire at the first Annual General Meeting following the Initial Term.

12.5 The Deputy Chairman and one Director (other than the Directors selected to replace those that retired under clause 12.4) must retire at the third Annual General Meeting following the Initial Term.

12.6 Two Directors (other than those Directors selected to replace those that retired under clauses 12.4 and 12.5) must retire at the fifth Annual General Meeting following the Initial Term.

12.7 One Director (other than those Directors selected to replace those that retired under clauses 12.4, 12.5 and 12.6) must retire at the seventh Annual General Meeting following the Initial Term.

12.8 At the ninth Annual General Meeting following the Initial Term and in each Election Year, two Directors must retire from office by rotation. The Directors to retire by rotation in an Election Year are those who have been longest in office since their election. As between Directors who have been in office for an equal length of time, those to retire, if there is not agreement between them, must be determined by the Chairman.



- 12.9 A retiring Director may act until the conclusion of the Annual General Meeting at which he or she retires.
- 12.10 Each Director retiring from office in accordance with clause 12 is eligible to apply to become a Director under clause 15.
- 12.11 The Company may by ordinary resolution remove any Director before the expiration of his or her period of office. The office of a Director becomes vacant if the Director:
- (a) dies;
 - (b) is convicted of a criminal offence;
 - (c) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - (d) becomes prohibited from being a director of a company by reason of any order made under the *Corporations Act*;
 - (e) ceases to be a Director by operation of any provision of the *Corporations Act*;
 - (f) ceases to be a Member;
 - (g) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the *Corporations Act* relating to mental health;
 - (h) resigns as a Director by notice in writing to the Company;
 - (i) is absent from three consecutive meetings of the Board without having previously obtained leave of the Board;
 - (j) ceases to be an eligible individual under the *Racing Act*; or
 - (k) is guilty of any conduct which in the opinion of the Board is unbecoming of a Director of the Company or is prejudicial to its interests.
- 12.12 For the avoidance of doubt, in circumstances where a vacancy arises due to any of the reasons set out in clause 12.11, the Board may appoint a Director to fill the vacancy. Any Director appointed under this clause 12.12 will hold office until the conclusion of the next Annual General Meeting of the Company after their appointment, but is eligible to apply to be confirmed as a Director by following the process under clause 15.
- 12.13 The Directors are entitled to be remunerated for their services from the date he or she is appointed to the Board. The remuneration accrues from day to day and is to be apportioned accordingly.
- 12.14 The maximum amount of the remuneration of the Chairman, Deputy Chairman and the other Directors will be determined, subject to the Corporations Act, by an independent consultant who has expertise in remuneration of public company directors. The amount of remuneration determined by the independent consultant must be approved by the Chief Executive Officer of the Queensland Government Department responsible for racing from time to time. The amounts shall be fixed for each period of two years commencing from the date of commencement of the Initial Term. The Company may not approve remuneration for payment to Directors in excess of that determined by the independent consultant and approved by the Chief Executive Officer of the Queensland Government Department responsible for racing from time to time.
- 12.15 Subject to clause 12.14, the remuneration of each Director will be determined by the Board or any committee of it.

12.16 The Directors are also entitled to be paid their reasonable travelling and accommodation and other expenses incurred in consequence of their attendance at Directors' meetings and otherwise in the execution of their duties as Directors.

13. CHAIRMAN

- 13.1 The initial Chairman of the Company will be Robert Geoffrey Bentley, who will hold office until the conclusion of the first Annual General Meeting following the Initial Term.
- 13.2 The Chairman must retire following the first Annual General Meeting held after the Initial Term but may offer himself for re-election as a Director.
- 13.3 Subject to this Constitution and the *Corporations Act*, any Director of the Company may offer himself or herself for election as Chairman.
- 13.4 Following the Initial Term the election of the Chairman will be determined by the Board following each Director selection process in accordance with clause 15.
- 13.5 If the Chairman retires or is removed from office under clause 12.11 a new Chairman will be appointed by a majority decision of the Board.

14. DEPUTY CHAIRMAN

- 14.1 The initial Deputy Chairman of the Company will be Anthony John Hanmer, who will hold office until the conclusion of the third Annual General Meeting following the Initial Term.
- 14.2 The Deputy Chairman must retire following the third Annual General Meeting held after the Initial Term but may offer himself for re-election as a Director.
- 14.3 Subject to this Constitution and the *Corporations Act*, any Director of the Company may offer himself or herself for election as Deputy Chairman.
- 14.4 Following the Initial Term the election of the Deputy Chairman will be determined by the Board following each Director selection process in accordance with clause 15.
- 14.5 If the Deputy Chairman retires or is removed from office under clause 12.11 a new Deputy Chairman will be appointed by a majority decision of the Board.

15. SELECTION OF DIRECTORS

- 15.1 Four months prior to the holding of an Annual General Meeting following the conclusion of the Initial Term a Director selection process must take place in accordance with the provisions of this clause. In every Election Year, a Director selection process must be initiated to enable the election of directors in accordance with the provisions of this clause 15.
- 15.2 Not less than three months prior to the Annual General Meeting in an Election Year, the Board must appoint an Independent Recruitment Consultant to identify, assess and prepare a list of those persons who are or will be, prior to appointment, qualified under the Racing Act to act as a director of a control body, who meet with the requirements of Appendix A and who are best suited to meet the requirements of the Board, to enable the vacancies occurring on the Board in that year to be filled at the close of the next Annual General Meeting.
- 15.3 Not less than two months prior to the Annual General Meeting in an Election Year the Independent Recruitment Consultant must prepare and give to the Company Secretary a list of those applicants who by reason of their qualification against the Selection Criteria and suitability are in the opinion of the Independent Recruitment Consultant appropriate for consideration for appointment to the Board.

- 15.4 Not less than six weeks prior to the Annual General Meeting in an Election Year, a Selection Committee must be convened by the Chairman. The Selection Committee will be comprised of:
- (a) the Chairman or in his absence the Deputy Chairman at that time or if neither is available one other Director chosen by the Board;
 - (b) one person who is a Fellow of the Australian Institute of Company Directors and who is a then sitting director of an ASX Top 200 listed company; and
 - (c) one person appointed by the Director General of the Queensland Government department responsible for racing in Queensland.
- 15.5 The Chairman or the other person from paragraph 15.4(a) must chair the meeting of the Selection Committee.
- 15.6 The Selection Committee may in its discretion interview anyone whose name appears on the list prepared by the Independent Recruitment Consultant. No person is entitled to an interview merely because his or her name appears on the list.
- 15.7 The meeting must first discuss the Shortlist and try to agree who is to be the preferred candidate or candidates to fill the vacancy.
- 15.8 If no agreement is reached on the preferred candidate or candidates after such time as the person chairing the meeting considers reasonable, the Selection Committee must determine by majority vote the person or persons to be selected to fill the vacancies.
- 15.9 The decision of the Selection Committee will effect the election of those Directors from the close of the next Annual General Meeting. At the Annual General Meeting the Chairman shall announce the election of those Directors selected.

16. POWERS AND DUTIES OF THE DIRECTORS

- 16.1 The management of the Company is the responsibility of the Board and the Board may exercise all powers of the Company as are not, by the *Corporations Act* or by this Constitution, required to be exercised by the Company in general meeting.
- 16.2 The Board may make by-laws that are not inconsistent with the Constitution and the *Corporations Act* for the general management and running of the Company.
- 16.3 The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its property or any part of it, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Company.

17. PROCEEDINGS OF THE BOARD

- 17.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A Director may at any time, and the Secretary must, on the requisition of a Director, summon a meeting of the Board.
- 17.2
- (a) Where a meeting of Directors is held the Chairman shall chair the meeting provided that if:
 - (i) the Chairman has not been elected; or
 - (ii) the Chairman is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act,

the Deputy Chairman will act as Chairman of the meeting, unless:

- (iii) the Deputy Chairman has not been elected; or
- (iv) the Deputy Chairman is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act,

in which case, the Directors present must elect one of them to be the chairman of the meeting.

- 17.3 Subject to this Constitution, questions arising at any meeting of the Board will be decided by a majority of votes, and a determination by a majority of the members of the Board is a determination of the Board.
- 17.4 In case of an equality of votes, the Chairman of the meeting has a second or casting vote.
- 17.5 The quorum necessary for the transaction of the business of the Board is three.
- 17.6 Where a motion is put to the Board to rescind any previous decision of the Board, the decision shall not be passed unless directors support the motion by a 75 per cent majority.
- 17.7 The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the quorum of the Board, the continuing Directors may act for the purpose of filling a casual vacancy to that number or of summoning a general meeting of the Company, but for no other purpose.
- 17.8 A resolution in writing signed by all Directors in Australia for the time being entitled to receive notice of a meeting of the Board is as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Directors.
- 17.9 The Board may delegate any of its powers and/or functions to one or more committees consisting of such of the Directors as the Board thinks fit and the Board may also appoint the chairman of any such committee. Any committee may include a person or persons who are not a Member of the Company.
- 17.10 Each committee must keep proper minutes of its meetings and the provisions regulating proceedings of the Board apply to the proceedings of committees also.
- 17.11 A committee may meet and adjourn as the members of it think proper.
- 17.12 Committees are appointed by the Board only and may only make recommendations to the Board. No decision of a committee is binding on the Company unless it is ratified by the Board.
- 17.13 Every act done by any meeting of the Board or of a committee or by any person acting as a Director is, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any Director or in the formation or constitution of a committee or any of them were disqualified, as valid as if every such person had been duly appointed and was qualified to be a Director or the formation or charter of the committee as the case may be.

18. MEETINGS USING TECHNOLOGY

- 18.1 A Board meeting or meeting of any committee or of Members may be called or held using any technology allowed under the *Corporations Act* and consented to by all the Directors.
- 18.2 The consent referred to in clause 18.1 may be a standing one. A Director or Member may only withdraw his or her consent within a reasonable period before the meeting.

19. NO ALTERNATE DIRECTORS

19.1 No Director may appoint any other person to be an alternate Director of the Company.

20. DIRECTORS CONTRACTING WITH THE COMPANY

20.1 No Director is disqualified by his or her office from contracting with the Company (whether as vendor or purchaser or otherwise). Nor can any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested be voided. Nor can any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of the Director holding that office or of the fiduciary relationship. The nature of the Director's interest must be disclosed by the Director at the first meeting of the Board after the events or circumstance giving rise to the conflict occurring and the Secretary must record each declaration in the minutes of the meeting.

20.2 The declaration must be made at a meeting of the Directors at which the contract or arrangement is determined if the Director's interest then exists, or in any other case at the first meeting of the Directors after the acquisition of the Director's interest.

20.3 A general notice that a Director is a member of a specified company or firm and is to be regarded as interested in any subsequent transaction with the company or firm is sufficient disclosure under this clause if:

- (a) the notice states the nature and extent of the interest of the Director in the company or firm; and
- (b) when the question of confirming or entering into the transaction is first taken into consideration the extent of the Director's interest in the company or firm is not greater than is stated in the notice; and
- (c) the notice is given at the meeting of Directors or the Director takes reasonable steps to ensure that it is brought up and read at the next meeting of the Directors after it is given.

20.4 The giving of a declaration or a general notice under this clause does not entitle a Director to be present or to vote at a meeting in relation to a particular contract unless a resolution of the Board under clause 20.5 has first been passed.

20.5 A Director who has a material interest in a matter that is being considered at a Directors' Meeting must not be present at the meeting while the matter is being considered and must not vote on the matter unless clauses 20.2 and 20.3 have been satisfied and the Directors who do not have a material interest in the matter have passed a resolution in accordance with section 195 of the *Corporations Act*.

20.6 Subject to a Director having complied with this clause, the Director may affix and witness the affixing of the Common Seal of the Company to any contract in which he or she is interested.

21. COMPANY SECRETARY

21.1 The Secretary of the Company holds office on the terms decided by the Directors and in accordance with the *Corporations Act*.

21.2 The Secretary must cause minutes to be made and entered of:

- (a) the names of Directors and other persons present at all meetings of the Company and of the Board and of committee of the Board; and



- (b) all proceedings at all meetings of the Company and of the Board or of any committee constituted by the Board.
- 21.3 The minutes must be signed by the Chairman of the meeting at which the proceedings were held or within 30 days of the date on which the meeting was held.

22. ACCOUNTS

- 22.1 The Auditor of the Company is appointed by the Company in general meeting and holds office in accordance with the *Corporations Act*.
- 22.2 The Board must cause:
- (a) proper accounting and other records to be kept;
 - (b) copies of yearly financial statements (including every document required by law to be attached to them) accompanied by a copy of any auditor's report to be distributed to Members as required by the *Corporations Act*; and
 - (c) a statement of financial position, a statement of financial performance and a statement of cash flow for the preceding financial year of the Company to be prepared to a date not more than twelve months before the date of the meeting and sent to every Member with the notice for each Annual General Meeting.

23. NOTICES

- 23.1 A Company may give the Notice of Meeting to a Member either by:
- (a) serving it on the Member personally;
 - (b) by sending it by post to the Member at the address shown in the register of members or the address supplied by the member for the giving of notices;
 - (c) forwarding it by facsimile transmission at the facsimile number shown in the registers of Members (if any) or the facsimile number supplied by the member for the giving of notices;
 - (d) forwarding it by electronic mail to the electronic mail address shown in the register of Members (if any) or the electronic mail address supplied by the members for the giving of notices; or
 - (e) in any other way allows by the *Corporations Act*.
- 23.2 A Notice of Meeting sent by post is taken to be given seven days after it is posted.
- 23.3 A Notice of Meeting sent by facsimile will be deemed to be effected on the date the Company receives a facsimile transmission report confirming receipt of the notice at the facsimile number for the member referred to in clause 23.1.
- 23.4 Where a notice is forwarded by electronic mail, service will be deemed to be effected on the day of the transmission, so long as the sender of the notice does not receive a delivery failure message.
- 23.5 Notice of every Meeting must be given in any manner authorised by this Constitution to:
- (a) every Member except those Members who have not supplied to the Company an address for the giving of Notices to them; and
 - (b) the auditor or auditors for the time being of the Company.

23.6 No other person is entitled to receive Notices of Meetings.

24. WINDING-UP

- 24.1 Upon the winding up or dissolution of the Company if any property remains after satisfaction of all its debts and liabilities, that property must not be paid to or distributed among the Members of the Company. It must be given or transferred to a Control Body or Bodies for thoroughbred, harness and greyhound racing in Queensland approved by the Minister at or before the time of dissolution, but if no such approval is given then to an institution or institutions having similar objects of the Company as determined by a Judge of the Supreme Court of Queensland.
- 24.2 In the event that the Company ceases to be a Control Body under the *Racing Act*, the Board will call a general meeting of Members to resolve to wind up the Company and will deal with the assets of the Company in accordance with clause 24.1.
- 24.3 Every Member of the Company undertakes to contribute to the assets of the Company to a maximum of \$10 in the event of the Company being wound up while he or she is a Member or within one year after he or she ceases to be a Member, for payment of the debts and liabilities of the Company contracted before he or she ceases to be a Member, and of the costs, charges and expenses of winding up and for the adjustments of the rights of the contributories among themselves.

25. INDEMNITY

- 25.1 Every Director, Secretary and other officer of the Company is indemnified out of the assets of the Company against any liability incurred by the person as officer except where the Company is prohibited from indemnifying the person under the provisions of the *Corporations Act*. The indemnity may extend to a liability for costs and expenses incurred by a person in defending proceedings, whether civil or criminal, irrespective of their outcome.
- 25.2 The Company may pay premiums in respect of contracts insuring persons who are or have been officers or auditors of the Company against liabilities incurred by them as officers or auditors and liability for costs and expenses incurred in defending proceedings (whether criminal or civil) whatever their outcome except in circumstances where the Company is prohibited from doing so under the *Corporations Act*.
- 25.3 A Director, manager, secretary or other officer of the Company is not liable for:
- (a) the act, neglect or default of any other Director or officer;
 - (b) any loss or expenses incurred by the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company;
 - (c) the insufficiency or deficiency of any security in or upon which any of the moneys of the Company are invested;
 - (d) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects are deposited or left; or
 - (e) for any other loss or damage which happens in the execution of the duties of his office,
unless the same happens through his or her own negligence, wilful default, breach of duty or breach of trust.

26. COUNTRY RACING

26.1 Country Racing

The Board, at its first meeting, will establish the Country Racing Committee and the Associations for the provision of advice to the Board in relation to country thoroughbred races:

- (a) the Capricornia Country Racing Association;
- (b) the Central West Country Racing Association;
- (c) the Downs Country Racing Association;
- (d) the Eastern Downs Country Racing Association;
- (e) the Far North Country Racing Association;
- (f) the Leichardt Country Racing Association;
- (g) the North West Country Racing Association; and
- (h) the South East Country Racing Association.

26.2 Country Racing Committee

- (a) The Country Racing Committee will be made up of representatives from the Associations.
- (b) The chairman of each Association and a representative from the Company will comprise the Country Racing Committee.
- (c) A member of the Country Racing Committee holds his or her position until removed by the relevant Association which appointed him or her.
- (d) The Company representative on the Country Racing Committee will be the chairman of the Country Racing Committee.
- (e) The Country Racing Committee will meet biannually as a minimum, with these meetings scheduled for November and March. Additional meetings will be on an as needs basis at the discretion of the chairman of the Country Racing Committee.
- (f) The Country Racing Committee will provide advice to the Company about country thoroughbred racing.
- (g) The functions of the Country Racing Committee are to:
 - (i) consider submissions made by Associations about matters including funding, prize money distribution and race date allocations;
 - (ii) give advice to the Company about any submissions received from Associations; and
 - (iii) monitor the performance of country race clubs and advise the Company on such performance.

26.3 Associations

- (a) The function of each Association established under clause 26.1 is to provide advice to the Country Racing Committee about race meetings conducted by country clubs that are members of it.



- (b) The geographical boundaries of each Association are those as at 30 June 2010. These boundaries may be varied from time to time by the Company after consultation with the Country Racing Committee.
- (c) Each registered country race club located within an Association may nominate a representative to the relevant Association.
- (d) The Queensland Branch of the Australian Trainers' Association, the Queensland Jockeys' Association, the Queensland Bookmakers' Association and the Queensland Racehorse Owners' Association may each provide a representative to each Association.
- (e) For the purpose of determining eligibility for nomination as representative to an Association, a nominated person must reside within the respective Association's geographical boundaries.
- (f) The representative nominated by a country race club or one of the associations in clause 26.3 (d) to an Association represents that club or association until removed by the club or association.
- (g) Each Association must meet at least once per calendar year. Additional meetings may be conducted at the discretion of each Association.

26.4 Country Race Dates

- (a) Each year the Company will provide a draft race date schedule to the Country Racing Committee for the purpose of consultation.
- (b) The Company will take into account the results achieved by meetings in preceding racing seasons, with the following criteria to be considered:
 - (i) meetings achieving agreed key performance indicators;
 - (ii) meetings failing to meet agreed benchmarks;
 - (iii) best use of available horse populations;
 - (iv) maximisation of wagering returns for the industry;
 - (v) reduction of regional race date clashes; and
 - (vi) ability to appropriately service meetings (essential race day staff and jockeys).
- (c) Following the consultation process the Company and the Country Racing Committee will review the feedback received and endeavour to reach agreement on the proposed race date schedule.
- (d) Should the Company and the Country Racing Committee be unable to reach agreement on the number of days on which country race meetings are to be held, the number of country race meetings for the year under consideration must be not less than the number of days on which country race meetings were held in the previous racing season.

APPENDIX A

Directors Selection Criteria

Candidates must be capable of demonstrating that they are an eligible individual within the meaning of the Racing Act.

It is a mandatory requirement for any two or more of the following to apply:

1. Five or more years experience as a director or senior manager of a Large Proprietary Company*, a public company or a public sector entity.
2. Five or more years experience in a senior administrative role.
3. Five or more years experience at a senior level in the fields of finance, law, marketing or commerce.
4. Five or more years experience as a non executive director in a Large Proprietary Company* or a public company.
5. Knowledge of the Thoroughbred Racing Code, Harness Racing Code or Greyhound Racing Code.

*A proprietary company is a Large Proprietary Company if it satisfies at least 2 of the following paragraphs:

- (i) The consolidated gross operating revenue for the financial year of the company and the entities it controls (if any) is \$10 million or more;
- (ii) The value of the consolidated gross assets at the end of the financial year of the company and the entities it controls (if any) is \$5 million or more;
- (iii) The company and the entities it controls (if any) have 50 or more employees at the end of each financial year.