

HAWKE'S BAY

Racing



**CONSTITUTION
RULES**

HAWKE'S BAY RACING INCORPORATED

As amended at the AGM 19 July 2012

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HAWKE'S BAY RACING (INC) | RULES

1.0 INTERPRETATION

1.1 Except where the context otherwise requires, the following expressions have the following meanings:

The Club	means HAWKE'S BAY RACING (INCORPORATED)
The Chairman	means the Chairman of the Board of the Club pursuant to Rule 5.5.
The Chief Executive	means the Chief Executive for the time being of the Club.
Director	means a member of the Board for the time being elected pursuant to Rule 5.2 and 5.3.
The Board	means the Directors elected in accordance with these rules sitting together.
In writing & written	includes printing, lithography, fax, telex, telecopier email and other modes of representing or reproducing words in a visible form.
Executive Committee	means a committee established pursuant to clause 5.7.

1.2 Words referring only to the singular number include the plural number and vice versa.

Words referring to the masculine gender include the feminine.

Words referring to persons include corporations.

2.0 OBJECTS OF THE CLUB

2.1 The objects of the Club are:

- a) To hold race meetings on the Club's course at Hastings, or elsewhere.
- b) To promote and conduct the sport of Horse Racing generally in Hawkes Bay and elsewhere.
- c) To do all things incidental or conducive to the attainment of the objects of the Club.

3.0 MEMBERSHIP

3.1 Members

Members of the Club are:

- a) all current financial, honorary and life members of the Club.
- b) all persons who shall hereafter be accepted as members.

3.2 Admission of new members

- a) Any person wishing to become a member of the Club shall be proposed by two members. All applications shall be in writing to the Chief Executive on a form prescribed by the Board and signed by the applicant and the proposers.
- b) The application shall be processed by the Chief Executive and considered by the Board at its first meeting following the seventh day after receipt of the application by the Chief Executive. Approval of the application shall be by a majority of the Board.
- c) The Board may at its discretion fix an entrance fee for new members.

3.3 Cessation of Membership

- a) Any person ceases to be a member once that persons subscription becomes 6 months in arrears.
- b) The members may, by resolution of a Special General Meeting, remove any member proved to their satisfaction to have been guilty of improper or dishonorable conduct, whether such shall happen at any race meeting or in connection with any race or otherwise howsoever, or of conduct prejudicial to the interests of the Club.
- c) Any member wishing to resign from the Club must give to the Chief Executive not less than three months prior written notice of that member's intention to resign and pay all fees, subscriptions or levies up to the date of expiry of such notice. The resignation shall then be accepted by the Board.
- d) Any person ceasing to be a member of the Club for any reason whatsoever nevertheless remains liable to the Club for all subscriptions and other monies which may have become due by such person prior to termination of such person's membership.

- e) Any person ceasing to be a member of the Club must on demand from the Board return to the Club any property of the Club then in that person's possession or under that person's control. Such person after ceasing to be a member shall not hold himself out as a member of the Club or disclose any confidential information relating to the Club or any other member of the Club.

3.4 Membership Classification

- a) Member – as defined in Rule 3.1
- b) Life member – any member who, in the opinion of the Board, has rendered significant service to the Club may be elected as a Life member (without liability for annual subscription) upon a simple majority vote of the Board.
- c) Honorary member – any member with thirty five (35) years continuous membership, being deemed to include continuous membership of any racing club already or hereafter merged into or taken over by the Club and approved as an Honorary member by the Board. Honorary membership status shall be subject to annual review by the Board and accordingly that status will not be granted for a term exceeding one year on any one occasion.
- d) Junior – any member under the age of eighteen (18) years.
- e) Associate member – Any member not of the membership classifications a)-d) above with no right to vote or hold a position as director on the Board and pays a lesser subscription than full financial membership as fixed by the Board for such membership in terms of Clause 4.1.

4.0 SUBSCRIPTION

- 4.1 The board may fix differential levels of subscription in such circumstances and upon such terms as it thinks fit and in particular may take into account those members associated with a particular code or a particular venue within the Club.

5.0 MANAGEMENT OF THE CLUB

5.1 The Board

The Management of the Club is vested in the Board.

5.2 Appointment

- a) The Board shall consist of up to 12 directors:
 - i) 9 directors elected by the members for a term (subject to Rule 5.2 d)) of 3 years.
 - ii) 3 further directors that the elected directors shall by simple resolution co-opt for a term not exceeding 3 years. (If none of the elected directors is a person nominated as a director by the Hawke's Bay Hunt Inc then one of the three co-opted directors shall be a person nominated as a director by the Hawke's Bay Hunt Inc.) Such co-opted directors shall have proven ability in one or more of the following:

Business Management
Sales and Marketing
Financial Management

- b) A co-opted director has the same rights and powers as any other director of the Board except as specifically excluded by these rules.
- c) The existing directors, being directors holding office at the date of commencement specified in rule 8 will continue in office in accordance with their respective terms of appointment and otherwise shall be treated for the purposes of these rules as if they had been appointed under rule 5.
- d) The directors to retire in every year shall be those who have been longest in office since their election, but as between persons who become directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by ballot. A retiring director shall be eligible for re-election.
- e) A retiring director shall hold office until the dissolution or adjournment of the meeting at which his successor is appointed.
- f) For the purposes of the Special General Meeting at which these rules are adopted, nominations for the appointment of directors for election to fill any vacancies to satisfy Rule 5.2 a) i) shall be in the hands of the Chief Executive prior to the commencement of the Special General Meeting. Otherwise elections shall be conducted as provided for in Rule 5.3.

5.3 Election

- a) If there is only one candidate for each vacancy of elected director arising in terms of these Rules then that person shall at the Annual

General Meeting or Special General Meeting held for that purpose be declared elected.

- b) Every candidate for the position of elected director shall be nominated in writing by two members and such nomination signed by the nominee shall be in the hands of the Chief Executive no less than twenty one (21) days prior to the Annual General Meeting or the Special General Meeting held for that purpose.
- c) If more than the number of required candidates are so nominated then the positions shall be filled by an election through postal ballot with the results announced at the Annual General Meeting or Special General Meeting held for that purpose.
- d) If no one is nominated for any particular vacancy of elected director then nominations for such vacancy or for the unfilled position/s as Directors shall be taken at the Annual General Meeting or Special General Meeting held for that purpose and if only the requisite number is or are nominated he/she or they as the case may be, shall be declared elected but otherwise the office or position shall be filled by an election at such meeting.
- e) Every candidate for the position of elected director (as defined in this rule) must be a fully paid financial member aged 18 years or over with membership voting rights.

5.4 Casual Vacancies

In the event of a vacancy occurring among Board Members during any year the Board may fill the vacancy provided always that the appointee shall retire at the next Annual General Meeting but shall be eligible for re-election or to be co-opted whichever shall apply.

5.5 Chairman of the Board

The directors shall appoint, by simple resolution one of their elected number as Chairman for such term not exceeding 3 years as the directors and the Chairman may decide upon. Elected directors only are eligible for the position of Chairman.

5.6 President of the Club

The Board may from time to time appoint one President of the Club and up to two Vice Presidents of the Club to perform ambassadorial roles involving such hospitality responsibilities and speaking duties as the Board shall deem necessary. Such appointments shall be made for such a period and on such terms and conditions as the Board in its sole discretion shall elect. The appointments shall be made from those members nominated for these roles by

the Board or endorsed by a simple majority of the members at a General Meeting.

The positions of President and Vice President shall not involve any management powers or duties and shall not in any way derogate the management powers and duties of the Board.

5.7 Executive Committees

- a) The Board in consultation with the Chief Executive may establish Executive Committees for the better administration and management of the Club pursuant to this rule.
- b) Executive committees may be appointed annually from the membership, by the Board which will specify the numbers of each committee and its job description. The term of each committee shall cease on the eve of the Annual General Meeting following its establishment, unless terminated earlier by the Board. Each executive committee will determine its own rules of proceedings and work to achieve the objects set out in its job description, and shall be accountable to the Board through the Chief Executive.

6.0 **PROCEEDINGS OF THE BOARD**

- 6.1 The Board shall meet, adjourn or otherwise regulate its meetings as it sees fit provided it shall meet no less than six (6) times each year. Six (6) directors shall form a quorum at any meeting of the Board.
- 6.2 A meeting of the Board must be convened at any time upon the request of the Chairman or such number of the Directors of the Board as is sufficient to form a quorum and so requested in writing.
- 6.3 Questions arising at any meeting of the Board must be decided by the majority of votes recorded and each director present personally has one (1) vote. In cases of equality of voting the Chairman of the meeting has a second or casting vote.
- 6.4 At all meetings of the Board, the Chairman, or in his absence a Chairman elected from among the directors of the Board, shall preside at the meeting.
- 6.5 The Board may appoint subcommittees from among its directors (or from among other members of the Club who are not directors of the Board) and may fix the quorum thereof, and may delegate any of its powers to any such subcommittee, and may make rules for regulating their proceedings. The Chairman is an ex officio member of all subcommittees.
- 6.6 A resolution in writing signed and assented to by all of the directors then entitled to receive notice of the meeting of the Board shall be valid and effective as if it had been passed at a meeting of the Board duly called and constituted.

6.7 Any written resolution may consist of several copies of the resolution; each signed and assented to by one or more of the directors. A copy of the written resolution, which has been signed and is sent by facsimile or any similar means of communication, will satisfy the requirements of this Clause.

7.0 POWERS AND DUTIES OF THE BOARD

7.1 Subject to these rules the Management and control of the Club and of the funds under its control are vested in the Board.

7.2 The Registered Office of the Club is to be situated at the Racecourse, Prospect Road, Hastings or such other place as the Board may determine.

8.0 GENERAL MEETINGS OF THE CLUB

8.1 The Annual General Meeting shall be held on or before the 30th day of November each year.

8.2 The business of the Annual General Meeting is to:

- a) Receive and consider
 - i) the report of the Board on the affairs of the Club for the past financial year.
 - ii) the accounts made up to the previous 31st day of July (which accounts must be signed by the Chairman, Chief Executive and by the Auditor).
- b) Appoint an auditor (who shall be a member of the Institute of Chartered Accountants of New Zealand) for the ensuing year.
- c) Elect Directors to vacant positions in terms of rule 5.0 herein.
- d) Receive the Chairman's Report on the results of the annual election of Directors.
- e) Consider any general business.

8.3 A member wishing to bring any motion before any meeting must give written notice thereof to the Chief Executive of the Club thirty (30) days immediately preceding the date of the meeting and no such motion may come before the meeting unless notice thereof has been so given. No other business can be considered unless it is specified in the notice convening the meeting except if it be deemed a matter of

extreme urgency by a majority of the members assembled or be expressly authorised by the Rules.

8.4 The Board may at any time and must upon a written requisition signed by not less than 15 members or 5% of the then membership of the Club, within 21 days of the receipt of such requisition proceed to convene a Special General Meeting of the Club. Every such requisition and the corresponding notice calling the meeting must specify the purpose for which such meeting is requisitioned or called. No other business can be considered at such meeting.

8.5 General Meetings of the Club, whether Annual or Special, shall be held at such times and at such places as the Board must from time to time determine. Not less than 14 days notice of any General Meetings, specifying the day, hour and place of the Meeting, and the general nature of the business to be dealt with, shall be given to the members by advertisement in a daily newspaper circulating in Hawke's Bay or in such other manner, if any, as may be prescribed by the Board, but the non-receipt of such notice by any member will not invalidate the proceedings of any General Meeting. In computing the "14 days" the date of advertising the notice and the date of holding the meeting are to be excluded.

9.0 PROCEEDINGS AT GENERAL MEETINGS OF THE CLUB

9.1 At every Annual or Special Meeting 15 members or 5% of the then membership whichever is the lesser shall be entitled to form a quorum. If at any such meeting a quorum be not present within half an hour of the time appointed for holding the meeting, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it will stand adjourned to the same day in the next week at the same time and place or to such other day not being more than 14 days after such meeting at such time and place as the Chairman of the meeting may appoint and if at such adjourned meeting a quorum is not present, those members who are present will form a quorum and may transact the business for which the meeting was called.

9.2 The Chairman by virtue of his office shall take the chair or if he is absent or unwilling to act, a member of the Board shall be chosen to take the chair, or if none of them is willing to act, a Director of the Club shall be chosen to take the chair at every General Meeting. If at any meeting no person entitled to take the chair is present within 15 minutes after the time appointed for holding such a meeting or if all such persons present decline to take the chair, then members present must choose one of their number to be Chairman.

9.3 The Chairman of a General Meeting of the Club may with the consent of the meeting adjourn it from time to time and from place to place, but no business can be transacted at any adjourned meeting other than business unfinished at the meeting at which the adjournment took place.

9.4 Each motion submitted to a meeting must be decided in the first instance on the votes, or, if demanded, by a show of hands and in the case of an equality of votes the chairman shall, both on a show of hands and at a poll, have a deliberative as well as a casting vote.

9.5 At any time unless a poll is demanded by the majority of those members present and entitled to vote at the meeting a declaration by the Chairman that a resolution has been carried by a particular majority or lost if not carried and an entry to that effect in the books of proceedings of the Club will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

9.6 If a poll is demanded as aforesaid it must be taken in such a manner as the Chairman of the meeting directs at once and the result of the poll is deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll will not prevent the continuance of the meeting for the transaction of any business other than the question on which a poll has been demanded. The demand for a poll may be withdrawn only by consent of the meeting.

10.0 VOTES OF MEMBERS AT GENERAL MEETINGS

10.1 Every member entitled to vote and attending shall have one vote on each matter to be decided.

10.2 No member is entitled to vote at any meeting on any questions, or to be reckoned in a quorum, while he is under any pecuniary liability to the Club.

10.3 Entitlement to vote shall be limited to those membership classifications a) to c) (inclusive) of Rule 3.4.

11.0 FUNDS

11.1 All money received on account of the Club forthwith after receipt are to be paid into the account of the Club with its bankers. The Board may make and give receipts, releases and discharges for money payable to the Club and for the claims and demands of the Club.

11.2 The Board may pay such amounts or authorise its officers to pay or deal with funds under its control in such manner in all respects as it may from time to time decide.

11.3 a) All cheques drawn upon the bankers of the Club must be signed in such manner and by such persons as the Board may from time to time determine.

b) Cheques or other negotiable instruments paid or payable to the bankers of the Club for collection requiring the endorsement of the Club may be endorsed by such person or persons as the Board from time to time appoints.

11.4 The Chief Executive must keep, or cause to be kept, a proper account of the income and expenditure of the Club, and of the matters in respect of which such income and expenditure arises and takes place respectively and of the

property, credits and liabilities of the Club in books to be provided for that purpose and must produce the financial accounts when required by the Board.

11.5 Once at least in every year the accounts made up to the preceding 31 July are to be duly audited by the auditor of the Club, and an abstract of the accounts is to be printed and issued to every member.

11.6 No member of the Club or any person associated with a member shall participate in or materially influence any decision made by the Club in respect of the payment to or on behalf of that member or associated member of any income, benefit, of advantage whatsoever. Such income shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value).

The provisions and effect of this sub-clause shall not be removed as a rule of the Club and shall be included and implied in any replacement rule or rules."

12.0 MINUTES AND NOTICES

12.1 Minutes must be made of all resolutions and proceedings of meetings of the Board.

12.2 A notice may be served by the Club upon any member either personally or by sending it through the post addressed to such member at his registered address.

12.3 Any notice sent by post by the Board or by the Chief Executive or other officer of the Club to any member shall be deemed to have been served on the day following that on which the envelope containing the same is posted and in proving such service it is sufficient to prove that the envelope giving the notice was properly addressed and posted. A certificate in writing signed by any officer of the Club that the envelope giving the notice was so addressed and posted is conclusive evidence thereof.

12.4 Notice of the Annual General Meeting shall be deemed to have been served on all members by publication in a daily newspaper circulating in Hawke's Bay when given in terms of Rule 8.5 or by other means electronic if so applicable.

13.0 INDEMNITY

13.1 No director or other officer of the Club shall have any liability of any nature whatsoever to the Club or its members for any act or omission in his or her capacity as a director or other officer except in the case of his or her own fraud, dishonesty,

breach of fiduciary duty or the commission of any act known by him or her to be a breach of duties owed at law. Each director or other officer is hereby indemnified by and out of the assets of the Club against: a) any liability of any nature whatsoever arising out of any act or omission in his or her capacity as a director of the Club excluding criminal

liability arising out of his or her own fraud, dishonesty, breach of fiduciary duty or the commission of any act known by him or her to be a breach of duties owed by him or her at law; and b) costs incurred by him or her in any proceedings relating to such liability. For the purposes of the Contracts (Privity) Act 1982 this rule is intended to be enforceable at the suit of each member of the Board of Directors of the Club.

14.0 ALTERATION OF RULES

- 14.1 These Rules or any of them save Rule 17.1 may be amended, revoked or added to at a Special General Meeting of the members of the Club by a resolution passed at such meeting by a majority of the members present and voting thereat personally.
- 14.2 Notice of such meeting and of the proposed alterations must be sent by post or email to the registered address of each member at least fourteen (14) days before the date fixed for the meeting.
- 14.3 No addition to or alteration of the aims, personal benefit or the winding up clauses shall be approved without the Inland Revenue Department's consideration.

The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

15.0 BY-LAWS

- 15.1 The Board has the power to make, alter or cancel by-laws not inconsistent with these Rules for the conduct and behaviour of members or any other matter related to the affairs of the Club. By-laws will take effect and become binding on all members 14 days after notice of the by-laws has been given by circular to all members of the Club.

16.0 SEAL

- 16.1 The Club shall provide a common seal which will remain in the custody of the Chief Executive, or such other person as may be nominated by the Board. The use of the seal can be authorised only by resolution of the Board and its application must be witnessed by any two Directors or one Director and the Chief Executive Officer.

16.2 Every application of the seal must be recorded in a register kept for that purpose and a copy of every document to which the seal has been affixed and where it is filed must be kept together with the register.

17.0 WINDING UP

- 17.1 On the dissolution of the Club, after all legal claims on the Club have been satisfied, the assets of the Club shall be disposed of in terms of Section 27 Racing Act 2003.
- 17.2 In no event shall the surplus assets of the Club be divided among the members of the Club nor shall the members of the Club have any special Interest therein

SIGNATURES OF MEMBERS OF HAWKE'S BAY RACING INCORPORATED

MEMBER	Signature	Date
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MEMBER	Signature	Date
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MEMBER	Signature	Date
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