



HAWKE'S BAY

Racing

PROPOSED
CONSTITUTION. RULES

HAWKE'S BAY RACING INCORPORATED

Proposed Amended Constitution

INDEX

CLAUSE NO.	HEADING	PAGE
1	Definitions	3
2	Name	4
3	Objects of Club	4
4	Powers of the Club	5
5	Location of the Club	5
6	Act and Regulations	5
7	Contact Person	5
8	Membership	5
9	Cessation of Membership	7
10	General Meetings	7
11	Board Meetings	11
12	Management of Club	12
13	Conflicts of Interest	14
14	Register of Members and Access to Information	15
15	Remuneration and Other Benefits	15
16	Indemnity and Insurance	16
17	Membership Fees	16
18	Funds and Bank Accounts	16
19	Auditor	16
20	Annual Report and Statement of Accounts	17
21	Amendments to Constitution	17
22	Signing of Documents	17
23	Dissolution	18
24	Rules of Racing and NZTR	18
25	Dispute Resolution	18
SCHEDULE 1	Powers and Functions of the Board	19
SCHEDULE 2	Dispute Resolution Procedures	21

HAWKE'S BAY RACING (INC) | RULES

1. DEFINITIONS

In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

Act means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

Annual General Meeting means the meeting of Members that must be called by the Committee in accordance with this Constitution prior to 31st January of each calendar year, being 6 months following the balance date of the Club, in accordance with clause 10.6.

Auditor means the auditor from time to time of the Club appointed in accordance with clause 19.

Chairperson or Chair means the Officer elected to that role in accordance with clause 11.4.

Club means Hawkes Bay Racing (Incorporated), an incorporated society.

Contact Person means a person appointed to that role in accordance with clause 7

Board means Board Members who number not less than the required quorum, as set out in Clause 11, and act as the Club's governing body.]

Board Member means each person appointed to the Board in accordance with clause 11.1(c)]

Constitution means this document.

Deputy Chair means the person elected to that role in accordance with clause 11.4.

General Meeting means either an Annual General Meeting or a Special General Meeting of the Members of the Club.

Honorary Member means each person who is an honorary member at the date of adoption of this Constitution or who is appointed as an Honorary Member in accordance with clause 8.3.

Interested Officer means an Officer who is interested in a Matter for any of the reasons set out in section 62 of the Act.

Interests Register means the register of interests of Officers, kept in accordance with this Constitution, and as required by section 73 of the Act.

Life Member means each person who is a life member at the date of adoption of this Constitution or who is appointed as a Life Member in accordance with clause 8.2.

Matter means:

- (a) the Club's performance of its activities or exercise of its powers; or
- (b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Club.

Member means all current financial, life, honorary and junior members of the Club and each person or body corporate who is admitted as a member of the Club by the Board pursuant to clause 11, and includes a Life Member, Honorary Member and Junior Member.

Members' Facilities mean the facilities for Members at the Hawkes Bay Racing operated by the Club.

Membership Fee means the fee payable by members in accordance with clause 17.

NZTR means New Zealand Thoroughbred Racing Incorporated.

Notice to Members includes any notice given by email, post, or courier.

Officer means a natural person who is:

- (a) a member of the Board; or
- (b) occupying a position in the Club that allows them to exercise significant influence over the management or administration of the Club.

Racing code is defined in the Racing Act, as amended from time to time.

Racing Act means the Racing Industry Act 2020, and includes any amendment, re-enactment or replacement legislation.

Register of Members means the register of Members kept in accordance with this Constitution.

Registrar means the Registrar of Incorporated Societies.

Rules of Racing means the New Zealand Rules of Racing for the time being in force, as determined by NZTR.

Special General Meeting means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.

Special Resolution means a resolution passed by a 75% majority of those present, eligible to vote and voting.

Working Day means any day other than a Saturday, a Sunday or public holiday in the Southland Region.

2. NAME

The name of the Club is **Hawkes Bay Racing Incorporated**.

3. OBJECTS OF THE CLUB

3.1. The primary objects of the Club are to:

- a) Promote, conduct, and control Thoroughbred horse races;
- b) Promote and control the sport of horse racing in the Hawke's Bay and wider region;
- c) Provide facilities for race meetings, trials, training and any related sort activity;
- d) Provide, operate and maintain wagering, gaming and function facilities including bar, restaurants, and catering facilities to support the objects of the Club;
- e) Enhance use and utilisation of its assets and resources for thoroughbred racing in the East Coast of the North Island of New Zealand;
- f) Join, affiliate, act in liaison or cooperate with any other person in furthering the objects; and
- g) To promote events and incidentals conducive to attainment of the objects of the Club.

3.2. The Club is also:

- a) To account to Members on the Club's activities; and
- b) To do all such other things as may be incidental or conducive to the attainment of all or any of the above objects.

4. POWERS OF THE CLUB

The Club has all the powers of a natural person necessary for, or ancillary or incidental to, fulfilling each object of the Club to the maximum extent permitted by law, including the power to borrow money.

5. LOCATION OF THE CLUB

- 5.1. The registered office of the Club will be located at such place within New Zealand as determined by the Board from time to time.
- 5.2. Changes to the registered office shall be notified to the Registrar:
 - a) at least 5 working days before the change of address for the registered office is due to take effect; and
 - b) in a form and as required by the Act.

6. ACT AND REGULATIONS

Nothing in this Constitution authorises the Club to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

7. CONTACT PERSON

- 7.1. The Club will have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.
- 7.2. A Contact Person must be:
 - a) At least 18 years of age; and
 - b) Ordinarily resident in New Zealand.
- 7.3. A Contact Person may be appointed by the Board from time to time.
- 7.4. Each Contact Person's name must be provided to the Registrar, along with their contact details, including:
 - a) a physical address or an electronic address; and
 - b) a telephone number.
- 7.5. Any change in that Contact Person or that person's name or contact details shall be advised to the Registrar within 20 Working Days of that change occurring, or the Club becoming aware of the change.

8. MEMBERSHIP

8.1 Becoming a Member

- (a) To be eligible to be a Member, a person must:
 - (i) consent to being a Member;
 - (ii) pay the necessary Membership Fee (subject to 8.2(b)(i)) set by the Board in its discretion; and
 - (iii) not be disqualified from being a Member of the Club under the Rules of Racing or the Act.

- (b) Upon receiving an application in the form prescribed by the Board from a person who meets the criteria for membership specified in 8.1(a)) above, the Board will within two months, decide at a *Meeting of the Board* whether to accept the person or body corporate as a Member and advise the person or body corporate of its decision.
- (c) A person will only become a Member if a two-thirds majority of those present and voting at a Meeting of the Board are in favour of the person becoming a Member.
- (d) If accepted as a Member in accordance with clause 8.1(b) and (c) above, the Contact Person or any other person authorised by the Board will, following payment by the person or body corporate of any relevant Membership Fees, enter their name in the Members' Register (at which time the person or body corporate will become a Member).
- (e) Unless determined otherwise by the Board, a person consents to be a Member of the Club by submitting an application and paying the applicable Membership Fees.
- (f) The Club shall at any one time have a minimum of 10 Members.

8.2. Life Members

- a) Life Members are Members who, in the opinion of the Board, have rendered a sustained and significant service to the Club and/or the racing industry in New Zealand and have been granted the status of Life Member at a General Meeting.
- b) Life Members will have the following rights and powers:
 - (i) Free membership subscription for life; and
 - (ii) All other privileges of membership.

8.3. Honorary Members

- (a) Honorary Members are members who have been members of the Club for 35 continuous years and shall be deemed to include continuous membership of any racing club already or hereafter merged into, amalgamated with, or taken over by the Club and as approved as an Honorary Member by the Board.

8.4. Junior Members

- (a) Members shall be Junior Members if such Member is a natural person under the age of 18 years;
 - (i) at the date of their admission to membership and until the end of that financial year; or
 - (ii) during any financial year in which they are a Member.

8.5. Membership Privileges

- a) Each Member of the Club will have the following rights and privileges:
 - (i) Admission to all the Club's race meetings;
 - (ii) Admission to the Members' facilities;
 - (iii) Access to the Members' car park;
 - (iv) Member's pass and Guest pass;
 - (v) Reciprocal Members' privileges with a number of other racing clubs in New Zealand and Australia; and
 - (vi) **Subject to these rules**, Voting rights at General Meetings.

8.6. Membership Obligations

All Members shall promote the interests and the objects of the Club and shall do nothing to bring the Club into disrepute. All Members shall comply with the Rules of Racing.

8.7. No Ownership or Pecuniary Interest in Club

Members will have no ownership or pecuniary interest in the Club or its assets and cannot receive any share in the profits that the Club may make.

9. CESSATION OF MEMBERSHIP

9.1. Conditions of Membership

The rights of each Member under this Constitution are subject to, and contingent upon, the Member:

- a) continuing to satisfy the criteria listed in Clause 8.1(a);
- b) complying at all times with the Rules of Racing; and
- c) continuing to pay the Membership Fee.

9.2. Failure to Satisfy Conditions of Membership

If the Board is satisfied that a Member has failed to satisfy the criteria in clause 9.1, has engaged in improper or dishonourable conduct, is convicted of a criminal offence or becomes bankrupt, the Board may (as appropriate):

- a) Censure the Member;
- b) Suspend the Member for any period not exceeding (2) two years, during which period the Member will not be entitled to any of the rights of being a Member; or
- c) Terminate the Member's membership, in which event the Member will be removed from the Members' Register and cease to be a Member, provided the Board must terminate the membership of any Member who is disqualified under the Rules of Racing.

9.3. Voluntary Cessation

- a) A Member may voluntarily relinquish their membership of the Club by notifying the Club in writing that they wish to cease to be a Member.
- b) Following receipt of a notice under clause 9.3(a) above, the Club is to terminate the Member's membership accordingly.

9.4. Removal from Register of Members

The Board must remove from the Register of Members the name of any person who ceases to be a Member in accordance with Clause 9.2 or 9.3 above.

10. GENERAL MEETINGS

10.1. Notice of General Meeting

- a) The date, time and place for the General Meeting must be notified in writing to each Member and the Auditor not less than fourteen Days (14) before the date of that meeting.

- b) The notice will be addressed to the Member at the contact address notified to the Club and recorded in the Club's Register of Members. The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice of the General Meeting.
- c) The notice of meeting must state the business to be transacted at the meeting in sufficient detail to enable a Member to form a reasoned judgement in relation to it.

10.2. Quorum

- a) No General Meeting must be held unless at least 15 Members attend throughout the meeting, and this will constitute a quorum.

10.3. Member Proposals

- a) Any five Members may propose a matter for consideration (**Matter for Consideration**) at a General Meeting by written notice to the Contact Person not less than 21 days prior to the date of the General Meeting.
- b) The Contact Person or any person authorised by the Board is to include any Matter for Consideration in the notice of the General Meeting provided to Members in accordance with clause 10.1.

10.4. Attendance

- a) A General Meeting may be held by:
 - (i) a number of Members (or their Proxies) who constitute a quorum, being assembled together in person at that place, date and time appointed for the meeting; or
 - (ii) if determined by the Board, assembled using any electronic communication provided all Members (or their Proxies) who constitute a quorum, can participate in the meeting equally (subject to this Constitution) and without unreasonable cost or effort.

10.5. Minutes

The Club must keep minutes of all General Meetings.

10.6. Annual General Meeting

- (a) The Club must hold an Annual General Meeting once a year on a date and at a location and/or using any electronic communication determined by the Board and consistent with any requirements in the Act, and the Constitution relating to the procedure to be followed at General Meetings shall apply.
- (b) The Club must hold the Annual General Meeting in each calendar year no later than the earlier of the following:
 - (i) 6 months after the balance date of the Club; or
 - (ii) 15 months after the previous annual meeting.
- (c) The business of an Annual General Meeting shall be:
 - (i) to adopt the minutes of the previous Annual General Meeting and any recent Special General Meeting;
 - (ii) to receive, consider and approve the annual report of the Club, including audited annual accounts;

- (iii) to receive and consider a notice of any disclosures made in accordance with clause 13 since the previous Annual General Meeting, including a brief summary of the types of matters to which the disclosures relate;
 - (iv) to elect the new Board Members;
 - (v) to consider and approve the total amount of Board Members' fees (if any);
 - (vi) to appoint the Auditor and to authorise the Board to fix the Auditor's remuneration;
 - (vii) to consider any Matter for Consideration;
 - (viii) to consider and, if thought fit, elect any Life Members; and
 - (ix) to deal with any other general business.
- (d) If no quorum is present at an Annual General Meeting, the Annual General Meeting shall stand adjourned to the same place and time in the following week, and the Members present at the adjourned meeting may transact any business but only if there is a quorum.

10.7. Special General Meeting

- (a) Special General Meetings may be called by the Board at any time by resolution.
- (b) The Board must call a Special General Meeting if it receives a written request signed by at least 5 percent of Members.
- (c) Any resolution or written request must state the business that the Special General Meeting is to deal with.
- (d) The clauses in this Constitution relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting, and a Special General Meeting shall only consider and deal with the business specified in the Board's resolution or the written request by Members for the Meeting.

10.8. Chair of Meetings

The Chair of a General Meeting must be the Chair of the Board. In the event of the Chair being unavailable or unwilling to chair the General Meeting, the Board must appoint one of its number to chair the meeting in the Chair's absence.

10.9. Attendees

- (a) The following persons will be entitled to attend General Meetings:
 - (i) Board **Members**;
 - (ii) Members (or their duly appointed Proxies);
 - (iii) A Contact Person;
 - (iv) in the case of an Annual General Meeting only, the Auditor;
 - (v) Life Members;
 - (vi) as an observer, any person employed by the Club; and
 - (vii) as an observer, any person invited to attend by the Board.

10.10. Proxies

- (a) Any Member unable to attend any meeting in person may appoint a proxy (who must be a Member) to speak and vote on their behalf.
 - (b) The appointment of a Proxy must be signed in writing by the Member and must be in the following form:

[Member's name] appoints [insert other Member's name] to be its Proxy at the [Annual General Meeting/Special General Meeting] of the Club to be held on [insert date of meeting].

Dated this _____ day of _____ 20____

- (c) The written instrument appointing a Proxy must be provided to the Chair of the General Meeting not later than one (1) hour prior to the advertised time for the commencement of the General Meeting.

10.11. Voting

- (a) Each Member will be entitled to one (1) vote for each resolution voted on at a General Meeting provided that;
 - (i) if a Member has joined the Club in the year prior to a General Meeting, such Member shall not be entitled to vote at a General Meeting in that year if their membership fee is not paid up at the time that notice of such General Meeting is given; and
 - (ii) Any other Member who is liable to pay membership fees and whose membership fee is in arrears the day prior to the date of a General Meeting shall not be entitled to vote at such General Meeting.
 - (b) At any meeting a resolution put to the vote of the meeting is to be decided on a show of hands by those entitled to vote and voting unless (before or on the declaration of the result of the show of hands) a poll is demanded by:
 - (i) the Chair of the General Meeting; or
 - (ii) at least three (3) Members or their proxies.
 - (c) If a poll is demanded, it will be taken in such a manner as the Chair of the General Meeting may direct, and the result of the poll shall be deemed to be the resolution of the General Meeting at which the poll was demanded.

10.12. Resolutions

- (a) Unless otherwise provided in this Constitution, all matters shall be decided by resolution of a simple majority of those in attendance in person or by proxy entitled to vote and voting at a General Meeting.
 - (b) Any resolution relating to the following matters must be passed by not less than 75% of Members (or their Proxies) present, entitled to vote and voting at a General Meeting:
 - (i) an alteration, adoption, or revocation of the Constitution; or
 - (ii) the dissolution of the Club in accordance with Clause 23.
 - (c) Any resolution passed in accordance with (a) or (b) above will be binding on all Members whether present or not at the meeting.
 - (d) The Club may pass written member resolutions in lieu of an Annual Meeting or a Special General Meeting if all the requirements of the Act are met.

10.13. **Meeting Report**

Following each General Meeting, the Board will send a report of the proceedings, including the minutes of the meeting, to all Members.

11. **BOARD MEMBERS**

11.1. **Eligibility as *Board Member***

- a) Every Board Member must be a natural person who, prior to appointment as a Board Member:
 - (i) Has consented in writing to being a Board Member; and
 - (ii) Certifies they are not disqualified from being appointed or otherwise holding office as a Board Member.
- b) Each certificate for the purposes of clause 11(a)(ii) shall be retained in the Club's records.
- c) Board Members must not be disqualified under the Act or the Racing Act from being appointed or holding office as a Board of the Club.

11.2. **Election or Appointment of *Board Members***

- a) Subject to 11.2(d) the election of Board Members shall be conducted by a ballot of Members.
- b) Candidates for election to the Board may be nominated by any current Member by means of a written nomination, in the form prescribed by the Board from time to time, signed by the candidate and the Member nominating that candidate.
- c) A Board Member may be removed from office by the Members at a General Meeting.
- d) The Board may co-opt any person (whether a Member or not) to fill any vacancy in the number of Board Members for a term not exceeding three (3) years. The Board must give consideration to the skill set necessary or desirable to provide an appropriate mix of skills, knowledge and experience. A co-opted Board Member may serve for such term as the Board may determine not exceeding three (3) years but shall be eligible for election by Members at the cessation of their term.

11.3. **Term of Office**

- a) The term of office for all Officers elected to *the Board* shall be (3) three years, expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Officer's term of office.
- b) Any Officer may be re-elected to serve consecutive terms.

11.4. **Chair and Deputy Chair**

- (a) The Board must, as soon as possible after each election held in accordance with clause 11.2 convene a meeting of the Board to:
 - (i) elect one of the Board Members as the Chair; and
 - (ii) elect one of the Board Members as the Deputy Chair.
- (b) The Chair and Deputy Chair must be appointed by Special Resolution of Board.

- (c) The Chair and Deputy Chair appointed under this clause will hold office until the next occurring Annual General Meeting. For the avoidance of doubt, if the Chair or Deputy Chair resigns or is removed, the Board must, at the next meeting of the Board, elect a new Chair or Deputy Chair (as applicable).
- (d) Each Chair and Deputy Chair who retires, resigns or is removed may be re-appointed.
- (e) The Deputy Chair will preside at any meeting from which the Chair is absent or where the Chair declines to preside or is conflicted under clause 13.

11.5. President

The Board may from time to time appoint one President of the Club and up to two Vice Presidents to perform ambassadorial roles involving hospitality responsibilities and speaking duties as the Board shall deem necessary or desirable. Such appointments shall be made for such period and on such terms and conditions as the Board in its sole discretion shall elect but such appointment shall not be for a period exceeding [2] years without the approval of Members at a General Meetings. The appointment shall be made from those Members nominated for those roles by the Board or endorsed by a simple majority of Members eligible to vote 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 .

11.6. Removal of Board Members

- a) An Officer shall be removed as an Officer by resolution of the Board or the Members in General Meeting where in the opinion of the Board or the General Meeting, the Officer is:
 - (i) ineligible to hold their position in accordance with clause 11.1;
 - (ii) BREACHING THEIR DUTIES UNDER THIS CONSTITUTION OR OTHERWISE;
 - (iii) ACTING IN A MANNER THAT IN THE OPINION OF THE BOARD OR THE MEMBERS IN GENERAL MEETING, IS OR IS LIKELY TO BRING THE CLUB INTO DISREPUTE;
 - (iv) ABSENT WITHOUT LEAVE OF THE BOARD FROM MORE THAN TWO SUCCESSIVE MEETINGS OF THE BOARD;
 - (v) NOT ACTING IN GOOD FAITH;
 - (vi) EXERCISING THEIR POWERS FOR AN IMPROPER PURPOSE; OR
 - (vii) ACTING OR AGREEING TO THE CLUB ACTING IN A MANNER THAT CONTRAVENES THIS CONSTITUTION, OR THE RULES OF RACING.

With effect from the date specified in a resolution of the Board or the Club (as applicable).

11.7. Ceasing to Hold Office

An Officer ceases to hold office when they resign by notice in writing to the Board, their term of office expires and they are not re-appointed, are removed in accordance with clause 11.6, die, or otherwise vacate in accordance with the Act.

12. MANAGEMENT OF CLUB

The business and affairs of the Club, including the control and investment of funds of the Club and borrowing of money by the Club, is to be managed by, or under the direction and supervision of, the **Board**.

12.1. Board Composition

- (a) The Board shall comprise of at least Five (5) Officers and maximum of seven (7) members, a majority of whom must be:
 - (i) Members of the Club; or
 - (ii) representatives of bodies corporate that are Members of the Club; or
 - (iii) Co-opted pursuant to 11.2 (d).

12.2. General Powers of Board

- (a) Subject to the Rules of Racing, the Board may exercise all the powers of the Club which are not required, either by the Act or this Constitution, to be exercised by the Members at a General Meeting, including (without limitation) the powers specified in Schedule One.
- (b) The Board may delegate to a sub-Committee, a Board Member, an employee of the Club, or to any other person or class of persons, any one or more of its powers, vested in the Board pursuant to this Clause.

12.3. Sub-Committees

- (a) The Board may establish or disestablish sub-Committees of the Board to advise the Board and may delegate any of its powers to any such sub-Committee. For the avoidance of doubt, the Board may delegate its powers relating to the maintenance and development of the Club's property.
- (b) The sub-Committee:
 - (i) subject to paragraph (c) below, may include persons appointed by the Board who are not *Board Members*], but the Board must appoint a *Board Member*] as that sub-committees' chair;
 - (ii) subject to paragraph (c) below, may co-opt or second any person it deems necessary (provided the sub-Committee resolves to do so and the sub-Committee's chair approves) to assist the sub-Committee to carry out its duties on a short-term basis;
 - (iii) will have no power, unless specifically authorised by the Board in writing, to bind the Club;
 - (iv) must regularly report to the Board on its activities;
 - (v) must comply with any requirements or regulations imposed on it by the Board;
 - (vi) may, as determined by the Board, include the Chair of the Sub-Committee, Deputy Chair, Executive Officer and/or Contact Person as ex-officio members; and

- (vii) subject to any other provision of this Constitution, may regulate its own conduct and proceedings.
- (c) No person may be appointed to a sub-Committee who would not be eligible to be a *Board Member*] of the Club pursuant to clause 11.

12.4. Procedure of Board Meetings

- a) Subject to this clause 12.4, the Chair shall convene such meetings of the Board as the Chair thinks necessary for the effective performance of the Board's functions under this Constitution.
- b) At any meeting of the Board, the quorum shall be a minimum of Board Members.
- c) Meetings of the Board shall be held at such times and places as the Chair determines.
- d) The Chair shall preside as Chairperson at every meeting of the Board, unless absent from that meeting in which case the remaining Officers shall elect a Chairperson for the applicable meeting.
- e) All questions arising at any meeting of the Board shall be determined by a majority of the Officers present and voting.
- f) The Chair shall have a deliberative vote and will not have a casting vote.

12.5. Notice of Board Meetings

- a) A Board Member or, if requested by a Board Member to do so, an employee of the Club approved by the Board for this purpose, may convene a meeting of the Board.
- b) Notice of a meeting of the Board is to be provided to each Board Member.
- c) Unless impracticable in the circumstances, a minimum of [3] Working Days' notice must be given prior to any meeting of the Board.

13. CONFLICTS OF INTEREST

- 13.1. The Club shall keep and maintain an up-to-date Interests Register.
- 13.2. A Board Member who is interested in respect of any Matter being considered by the Club, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
 - (a) to the Board; and
 - (b) in an Interests Register kept by the Board.
- 13.3. Disclosure must be made as soon as practicable after the Board becomes aware that they are interested in the Matter.
- 13.4. A Board Member who is interested regarding a Matter:
 - (a) must not vote or take part in a decision of the Board relating to the Matter unless all Members who are not interested in the Matter consent; and
 - (b) must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Board who are not interested in the Matter consent; but

- (c) may take part in any discussion of the Board relating to the Matter and be present at the time of the decision of the Board (unless the Board decides otherwise).
- 13.5. A Board Member who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.
- 13.6. Where 50 per cent or more of the members of the Board are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Board agree otherwise.

14. REGISTER OF MEMBERS AND ACCESS TO INFORMATION

- 14.1.** The Club shall keep an up-to-date Register of Members.
- 14.2.** For each current Member, the information contained in the Register of Members shall include:
 - a) Their name; and
 - b) The date on which they became a Member (if there is no record of the date they joined, this date will be recorded as 'Unknown'); and
 - c) Their contact details, including:
 - (i) A physical address or an electronic address;
 - (ii) An email address; and
 - (iii) A telephone number.
- 14.3.** Every current Member shall promptly advise the Club of any change of the Member's current details.
- 14.4.** The Club shall also keep a record of the former Members of the Club. For each Member who ceased to be a Member within the previous 7 years, the Club will record:
 - a) The former Member's name; and
 - b) The date the former Member ceased to be a Member (if there is no record of the date, they ceased to be a Member, this date will be recorded as 'Unknown').
- 14.5.** The Register of Members will be available for inspection by Members upon reasonable request in writing to the Contact Person. A written request by a Member must specify the information sought in sufficient detail to enable the Board to identify it.
- 14.6.** The Board may, in its sole discretion, refuse access to the requested information where it considers such refusal necessary to protect the interests of the Club or any other person or where it considers the request for information to be frivolous or vexatious.
- 14.7.** The Register of Members shall be made available to NZTR upon request, to enable it to fulfil integrity and such other functions and requirements that may be necessary from time to time.

15. REMUNERATION AND OTHER BENEFITS

15.1. Remuneration and Other Benefits

The Board is to recommend fixed payments and other benefits (if any) to the Board Members for the next financial year of the Club for approval by Members at the Annual General Meeting held after the beginning of that financial year.

15.2. Expenses

Each Board may, with the prior written approval of the Board, be paid or reimbursed for certain expenses incurred in connection with the Club's business.

16. INDEMNITY AND INSURANCE

- 16.1.** Officers and employees of the Club will be indemnified by the Club from and against all claims, losses and expenses incurred by them in or about the discharge of their respective duties to the extent permitted by the Act.
- 16.2.** The Club may affect insurance for its Officers and employees, to the extent permitted by the Act and with the prior approval of the Board.

17. MEMBERSHIP FEES

- 17.1.** All members must pay a membership fee each year at the time and in the manner determined by the board from time to time.
- 17.2.** The board will be responsible for setting the amount of any membership fee and may, in its sole discretion, increase the amount of the membership fee payable by members, provided that the membership fee is not increased by the board more than once each calendar year.
- 17.3.** Subject to this constitution, the board may set different membership fees for different classes of membership as it may determine in its discretion.

18. FUNDS AND BANK ACCOUNTS

- 18.1.** The funds of the Club shall consist of:
 - a) All money lawfully received by the Club for the purposes of the Club; and
 - b) All monies vested in the Club by Court order; and
 - c) All accumulation of income derived from such money.
- 18.2.** Any funds of the Club will be devoted solely to the objects specified in Clause 3 and no pecuniary gains will be derived by any Member provided that the Board may remunerate its Officers and employees.
- 18.3.** The Club shall open and hold at any bank or banks such accounts as are necessary for the administration of the Club and exercise of the Board's powers and functions pursuant to this Constitution.
- 18.4.** All moneys directed to the Club and received by the Board, or by any Officer, Board Member, employee or contractor of the Club shall, as soon as practicable after it has been received, be paid into such bank account of the Club as the Board shall from time to time determine.
- 18.5.** The withdrawal or payment of money from any such bank accounts shall be authorised by such persons as the Board may from time to time authorise provided that all payments shall require at least two (2) persons to authorise any payment.

19. AUDITOR

- 19.1.** The Members are, at each Annual General Meeting, to appoint an auditor:
 - a) to hold office as Auditor from the conclusion of the meeting until the conclusion of the next Annual General Meeting; and
 - b) to audit the financial statements of the Club.
- 19.2.** The Board may fill any casual vacancy in the office of Auditor. However, while the vacancy remains, any surviving or continuing auditor may continue to act as Auditor.
- 19.3.** The reasonable fees and expenses of the Auditor are to be fixed by the Board.

20. ANNUAL REPORT AND STATEMENT OF ACCOUNTS

- 20.1.** The Club shall keep full and correct accounts of all its financial transactions, assets, liabilities and funds.
- 20.2.** The financial year of the Club shall end on the *31st day of July* in each year.
- 20.3.** At the end of each financial year, the Board shall prepare an audited statement of income and expenditure account showing its financial transactions for that year, such report to be signed on behalf of the Board by the Chair, and to be certified as correct by the Auditor and distributed to every Member prior to the AGM of that financial year.
- 20.4.** All financial statements prepared in accordance with this Clause 20 must be in a form, and based on accounting principles, required by law.
- 20.5.** The Board must ensure that the Club meets all reporting obligations under the Racing Act and the NZTR funding policies.

21. AMENDMENTS TO CONSTITUTION

- 21.1.** All amendments to this Constitution must be made in accordance with this Constitution.
- 21.2.** Any minor or technical amendments shall be notified to Members as required by section 31 of the Act.
- 21.3.** Subject to clause 21.2 and clause 21.6, the Club may amend, alter, add to or replace this Constitution by way of a resolution passed by [75)% of Members present, eligible to vote and voting.
- 21.4.** At least **[20]** Working Days before the General Meeting at which any amendment is to be considered the Board shall give to all Members notice of the proposed resolution, the reasons for the proposal, and any recommendations the Board has.
- 21.5.** When an amendment is approved by a General Meeting or by written resolution in lieu it shall be notified to the Registrar in the form and manner specified in the Act for registration and shall take effect from the date of registration.
- 21.6.** Notwithstanding any over provision of this Constitution, the Club shall not amend, alter or add to this Constitution in any manner which is inconsistent with, or contrary to, the Racing Act, the Incorporated Societies Act or the Income Tax Act 2007 (or any successor enactments to such statutes) and all other application legislation. This clause 21.6 shall not be removed from this Constitution.

22. SIGNING OF DOCUMENTS

A contract or other enforceable obligation may be entered into by the Club in accordance with this clause 22.

- 22.1.** An obligation that, if entered into by a natural person, would, by law, be required to be by deed may be entered into on behalf of the Club in writing signed under the name of the Club by:
 - a) 2 or more Board Members of the Club;
 - b) A Board Member, or other authorised person or class of persons, whose signature or signatures must be witnessed; or
 - c) 1 or more attorneys appointed by the Club under the Act.
- 22.2.** An obligation that, if entered into by a natural person, is, by law, required to be in writing may be entered into on behalf of the Club by a person acting under the Club's express or implied authority.
- 22.3.** An obligation that, if entered into by a natural person, is not, by law, required to be in writing may be entered into on behalf of the Club in writing or orally by a person acting under the Club's express or implied authority.

23. DISSOLUTION

- 23.1.** The Club may be wound-up or put into liquidation by a resolution of Members in accordance with the Act and Clause 10.12(b)(ii).
- 23.2.** In the event of the Club being wound-up or put into liquidation the surplus assets (after payment of all debts, costs and liabilities) of the Club shall be disposed of in accordance with Subpart 2, sections 23 to 33 inclusive of the Racing Act, for racing, public, charitable or other purposes in the manner that the Club, with the approval of NZTR, determines.
- 23.3.** For the avoidance of doubt, the Club must not distribute surplus assets among Members on dissolution.

24. RULES OF RACING AND NZTR

The Club must comply with NZTR's Constitution and the Rules of Racing.

25. DISPUTE RESOLUTION

- 25.1 If a Member or Officer wishes to make a complaint in connection with the Club, then the dispute resolution process set out in Schedule Two will apply.

SCHEDULE ONE - POWERS AND FUNCTIONS OF BOARD

The powers and functions of the Board shall include (without limitation) the power to:

1. Be the principal governing body of the Club with responsibility for overseeing the competent and lawful conduct of the Club's affairs;
2. Encourage and oversee the work of the Club in accordance with the objects and the policies from time to time laid down by the Club at its General Meetings;
3. Adopt an annual plan and budget for financial performance and to monitor results against the annual plan and budget;
4. Exercise all powers vested in the Board by the Rules of Racing;
5. Elect or appoint, by any means determined by the Board, the number of representatives permitted by NZTR to attend a general meeting of NZTR on behalf of the Club, in accordance with the rules of NZTR, as amended from time to time;
6. Exercise control of all the training facilities of the Club from time to time;
7. Purchase, lease, hire or by other means acquire any real or personal property necessary or convenient for furthering the objects;
8. Sell, lease, exchange, mortgage, improve, manage, develop or otherwise deal with all or any part of the real and personal property of the Club, or in which the Club has or may hereafter have any beneficial interest;
9. Borrow or raise money by mortgage or otherwise and in such manner, with or without security, on such terms as the Board must think fit;
10. Give such guarantees that the Board considers appropriate in furtherance of the Club's objectives;
11. Establish and delegate such powers as it considers appropriate, to such other Boards or sub Boards and groups as it considers appropriate to assist it to carry out its responsibilities;
12. Co-opt, engage, contract or employ such persons as considered appropriate to be employed by the Club, including a General Manager/CEO (where applicable) or otherwise agree to obtain the assistance or advice of any person or organisation for the Club;
13. Publish and enforce the rules of the Club;
14. Resolve and determine any disputes or matters not provided for in this Constitution;
15. Adopt clearly defined delegations of authority from the Board to the *General Manager/CEO* (where applicable);
16. Appoint legal, accounting or other advisers as and when necessary;
17. Act in accordance with all other powers, duties and obligations contained in this Constitution; and
18. Do all other acts and things which are within the powers set out above and the objects and which the Board considers appropriate.

SCHEDULE TWO – DISPUTE RESOLUTION PROCEDURES

1. HOW COMPLAINT IS MADE

- 1.1.** A Member or Officer may make a complaint by giving to the Board (or a complaints subBoard) a notice in writing that:
 - (a)** states that the Member or Officer is starting a procedure for resolving a dispute in accordance with this Constitution;
 - (b)** sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
 - (c)** sets out any other information or allegations reasonably required by the Club.
- 1.2.** The Club may make a complaint involving an allegation against a Member or Officer by giving to the Member or Officer a notice in writing that—
 - (a)** states that the Club is starting a procedure for resolving a dispute in accordance with this Constitution; and
 - (b)** sets out the allegation to which the dispute relates.
- 1.3.** The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- 1.4.** A complaint may be made in any other reasonable manner permitted by this Constitution.

2. PERSON WHO MAKES COMPLAINT HAS RIGHT TO BE HEARD

- 2.1.** All Members and Officers (including the Board) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Club's activities.
- 2.2.** A Member or Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- 2.3.** If the Club makes a complaint—
 - (a)** The Club has a right to be heard before the complaint is resolved or any outcome is determined; and
 - (b)** A Member or Officer may exercise that right on behalf of the Club.
- 2.4.** Without limiting the manner in which the Member, Officer or Club may be given the right to be heard, they must be taken to have been given the right if—
 - (a)** they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - (b)** an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - (c)** an oral hearing (if any) is held before the decision maker; and
 - (d)** the Member's, Officer's or Club's written or verbal statement or submissions (if any) are considered by the decision maker.

3. PERSON WHO IS SUBJECT OF COMPLAINT HAS RIGHT TO BE HEARD

- 3.1.** This clause applies if a complaint involves an allegation that a Member, an Officer, or the Club (the respondent):
 - (a)** has engaged in misconduct; or
 - (b)** has breached, or is likely to breach, a duty under the Club's constitution or bylaws or the Act; or
 - (c)** has damaged the rights or interests of a member or the rights or interests of members generally.
- 3.2.** The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- 3.3.** If the respondent is the Club, an Officer may exercise the right on behalf of the Club.
- 3.4.** Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—
 - (a)** the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 - (b)** the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - (c)** an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - (d)** an oral hearing (if any) is held before the decision maker; and
 - (e)** the respondent's written statement or submissions (if any) are considered by the decision maker.

4. INVESTIGATING AND DETERMINING DISPUTE

- 4.1.** The Club must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and determined.
- 4.2.** Disputes must be dealt with under this Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

5. CLUB MAY DECIDE NOT TO PROCEED FURTHER WITH COMPLAINT

- 5.1.** Despite clause 4 above, the Club may decide not to proceed further with a complaint if—
 - (a)** the complaint is considered to be trivial; or
 - (b)** the complaint does not appear to disclose or involve any allegation of the following kind:
 - (i)** that a Member or Officer has engaged in material misconduct;
 - (ii)** that a Member, Officer, or the Club has materially breached, or is likely to materially breach, a duty under the Club's Constitution or bylaws or the Act; or
 - (iii)** that a Member's, Officer's or Club's rights or interests generally have been materially damaged;

- (c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
- (d) the person who makes the complaint has an insignificant interest in the matter; or
- (e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
- (f) there has been an undue delay in making the complaint.

6. CLUB MAY REFER COMPLAINT

- 6.1.** The Club may refer a complaint to—
 - (a) a subBoard or an external person to investigate and report; or
 - (b) a subBoard, an arbitral tribunal, or an external person to investigate and make a decision.
- 6.2.** The Club may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution.

7. DECISION MAKERS

- 7.1.** A person may not act as a decision maker in relation to a complaint if 2 or more members of the Board or a complaints subBoard consider that there are reasonable grounds to believe that the person may not be—
 - (a) impartial; or
 - (b) able to consider the matter without a predetermined view.