

Constitution Material Updates

Draft proposed Constitution Prepared by NZTR Solicitor and reviewed by HBRI Solicitor who confirmed they include all the minimum requirements.

Proposed Constitution	Current Constitution
1. Definitions	Interpretations have been updated
2. Name of Club	
3. OBJECTS OF THE CLUB	2.0 OBJECTS OF THE CLUB
3.1. The primary objects of the Club are to:	2.1 The objects of the Club are:
(a) Promote, conduct, and control Thoroughbred horse races;	a) To hold race meetings on the Club's course at Hastings, or elsewhere.
(b) Promote and control the sport of horse racing in the Hawke's Bay and wider region;	b) To promote and conduct the sport of Horse Racing generally in Hawkes Bay and elsewhere.
(c) Provide facilities for race meetings, trials, training and any related sort activity;	c) To do all things incidental or conducive to the attainment of the objects of the Club.
(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.	
Powers of the Club	To meet minimum requirements
Location of the Club	To meet minimum requirements
Act & regulations	To meet minimum requirements
Contact Person	To meet minimum requirements
Membership	
8.1 - Becoming a Member	3.2 <u>Admission of new members</u>
(a) To be eligible to be a Member, a person must:	
(i) consent to being a Member;	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.
(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

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.

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.

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

- (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 badge and Guest badge;
 - (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.

Cessation of Membership

- 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

To meet minimum requirements

- 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
- 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.

(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.

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.

(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

(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

<div>(ii) the dissolution of the Club in accordance with Clause 23.</div> <div>(c) Any resolution passed in accordance with (a) or (b) above will be binding on all Members whether present or not at the meeting.</div> <div>(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.</div> <div>10.13. Meeting Report</div> <div>Following each General Meeting, the Board will send a report of the proceedings, including the minutes of the meeting, to all Members.</div>	
<div>Board members</div> <div>11.1. Eligibility as Board Member</div> <div>(a) Every Board Member must be a natural person who, prior to appointment as a Board Member:</div> <div><div>(i) Has consented in writing to being a Board Member; and</div><div>(ii) Certifies they are not disqualified from being appointed or otherwise holding office as a Board Member.</div></div> <div>(b) Each certificate for the purposes of clause 11(a)(ii) shall be retained in the Club’s records.</div> <div>(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.</div> <div>11.2. Election or Appointment of Board Members</div> <div>(a) Subject to 11.2(d) the election of Board Members shall be conducted by a ballot of Members.</div> <div>(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.</div> <div>(c) A Board Member may be removed from office by the Members at a General Meeting.</div> <div>(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.</div> <div>11.3. Term of Office</div> <div>(a) The term of office for all Officers elected to <i>the Board</i> shall be (3) three years 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.</div> <div>(b) Any Officer may be re-elected to serve consecutive terms.</div> <div>11.4. Chair and Deputy Chair</div> <div>(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:</div> <div><div>(i) elect one of the Board Members as the Chair; and</div></div>	<div>Updated for the act</div>

- (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

(a) 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

Retain president as Ambassadorial Position

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.

- 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)
- (iv)

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.
- 1.
- 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:

- 1.0 MANAGEMENT OF THE CLUB**
- 1.1

The Board
- The Management of the Club is vested in the Board.
- 1.2

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.

- (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.

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

<p>(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.</p> <p>(e) All questions arising at any meeting of the Board shall be determined by a majority of the Officers present and voting.</p> <p>(f) The Chair shall have a deliberative vote and will not have a casting vote.</p>	<p>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.</p>
<p>12.5. Notice of Board Meetings</p> <p>(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.</p> <p>(b) Notice of a meeting of the Board is to be provided to each Board Member.</p> <p>(c) Unless impracticable in the circumstances, a minimum of [3] Working Days’ notice must be given prior to any meeting of the Board.</p>	<p>5.6 President of the Club</p> <p>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</p> <p>the Board or endorsed by a simple majority of the members at a General Meeting.</p> <p>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.</p> <p>5.7 <u>Executive Committees</u></p> <p>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.</p> <p>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.</p>
Conflicts of Interest	To Meet Minimum Requirements
register of members	To Meet Minimum Requirements
Expenses	To Meet Minimum Requirements
Indemnity and Insurance	To Meet Minimum Requirements
membership Fees	To Meet Minimum Requirements
Funds & Bank Accounts	To Meet Minimum Requirements
Auditor	To Meet Minimum Requirements
Annual report and Statement of Accounts	To Meet Minimum Requirements
Amendments to the Constitution	To Meet Minimum Requirements
Signing of DOCUMENTS	To Meet Minimum Requirements
Dissolution	17 WINDING UP

1.1. 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).

1.2. 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.

1.3. For the avoidance of doubt, the Club must not distribute surplus assets among Members on dissolution.

Rules of racing and nztr

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

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.

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.

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 I

To Meet Minimum Requirements

To Meet Minimum Requirements