

Rules of Waipa Racing Club Incorporated

COMMUNITY CLUB VERSION

Date 28 September 2016

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RULES OF Waipa Racing Club INCORPORATED

1. Interpretation

Definitions

In these Rules, unless the context otherwise requires:

Annual Members' Meeting means the meeting of Members that must be called by the Board in accordance with these Rules prior to 30 November of each calendar year, in accordance with Rule 7.1 (Annual Members' Meetings);

Auditor means the auditor from time to time of the Club appointed in accordance with Rule 20.4 (Auditor);

Board means Board Members who number not less than the required quorum, as set out in Rule 11.1 (Quorum required), acting together as the Board of Board Members of the Club;

Board Appointed Board Member means a person appointed to the Board in accordance with Rule 9.2 (Board Appointed Board Members);

Board Member means each person appointed to the Board of the Club, being an Elected Board Member or a Board Appointed Board Member;

Chair means the person elected to that role in accordance with Rule 9.3 (Chair);

Club means Waipa Racing Club Incorporated;

Contact Officer means the person appointed by the Board in accordance with Rule 17 (Contact Officer);

Default Interest means the rate of the published overdraft rate at the ASB Bank Limited or such other bank as the Board may appoint from time to time plus 2 per cent per annum;

Elected Board Member means a person appointed to the Board in accordance with Rule 9.1 (Elected Board Members);

Executive Officer means the person appointed by the Board in accordance with Rule 25 (Executive Officer);

General Resolution means a resolution of the Board that requires the affirmative votes of at least a bare majority of Board Members (50%) eligible to vote to be passed;

Honorary Life Member means a person who has been appointed as such in accordance with Rule 5.2 (Membership distinction);

Incorporated Societies Act means the Incorporated Societies Act 1908, as amended from time to time;

Member means each person or body corporate who is admitted as a member of the Club by the Board pursuant to Rule 5.1 (Members);

Members' Meeting means an Annual Members' Meeting or a Special Members' Meeting;

Members' Register means the register of Members maintained by the Club in accordance with Rule 18 (Register of Members and access to information);

NZTR means New Zealand Thoroughbred Racing Incorporated;

Proxy means a person appointed by a Member as that Member's proxy in accordance with Rule 7.12 (Proxies) and **Proxies** has a corresponding meaning;

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

Racing Act means the Racing Act 2003, as amended from time to time;

Rules means these rules, as amended from time to time;

Rules of Racing means the New Zealand Rules of Racing for the time being in force, as determined by New Zealand Thoroughbred Racing Incorporated;

Special Members' Meeting means a meeting of Members (other than the Annual Members' Meeting) called by the Board at any time or following written request by 15 or more Members, in accordance with Rule 7.2 (Special Members' Meetings);

Special Resolution means a resolution of the Board that requires the affirmative votes of at least three quarters (75%) of Board Members eligible to vote to be passed; and

Subscription Fee means the fee payable by Members in accordance with Rule 19 (Subscription Fees).

1.2 Construction

In these Rules, unless the context otherwise requires:

- (a) the headings appear as a matter of convenience and do not affect the construction of these Rules;
- (b) a reference to any legislation or rules includes the legislation or rules as from time to time amended or re-enacted or substituted;
- (c) the words **written** and **writing** include facsimile communications, emails and any other means of communication resulting in permanent visible reproduction; and
- (d) a **business day** means a day (other than a Saturday, a Sunday or a public holiday) on which registered banks are open for business in the place where the Club's registered office is situated from time to time.

2. Name and commencement

2.1 Name

The name of the incorporated society is "Waipa Racing Club" Incorporated (the **Club**).

2.2 Rules

These Rules set out the rules governing the Club and are binding on each Member.

2.3 Commencement

These Rules will take effect as the constitution of the Club from 28 September 2016 (the **Commencement Date**).

3. Objects and powers of the Club

3.1 Objects of the Club

(a) The objects of the Club are:

- (i) promoting and encouraging the breeding of horses and providing of sport by the holding of race meetings and such other meetings for sporting purposes as the Board shall from time to time determine and
- (ii) acquiring, using and maintaining lands, buildings and premises in connection with the holding of such race meetings and other such meetings and allowing such lands, buildings and premises to be used by such persons, clubs, or associations as the Club or the Board may determine

(b) The Club is also:

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

3.2 Powers of the Club

The Club has all of 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.

4. Location of the Club

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. Membership

5.1 Members

(a) The Board is to admit every person or body corporate as a Member who:

- (i) consents to being a Member;

- (ii) was, at the adoption of these Rules Members of the Club; or
 - (iii) is elected a Member under these Rules or any replacements or amendments thereof; and
 - (iv) is not disqualified under the Rules of Racing.
- (b) Upon receiving an application in the form prescribed by the Board from a person or body corporate who meets the criteria for membership specified in (a) above, the Board will, within one month, 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) If accepted as a Member in accordance with (b) above, the Contact Officer will, following payment by the person or body corporate of the Subscription Fee, enter their name in the Members' Register (at which time the person or body corporate will become a Member).
 - (d) For the avoidance of doubt, a Member that is a body corporate may nominate a representative to attend and vote at Annual or Special Members' Meetings on its behalf. The name and contact details of the nominated representative must be notified to the Board in writing. The Board may (in its sole discretion) require a Member that is a body corporate to remove and replace its representative at any time by notice in writing.

5.2 Membership distinction

- (a) There may be membership of Honorary Life Members.
- (b) Honorary Life Members will be persons who have been a Member of the Club for a period in excess of 40 years, or who has rendered outstanding service to the club, and who by virtue of their attainments or reputation are worthy of special recognition.
- (c) Unless the Board determines otherwise by Special Resolution, there is no limit on the number of Honorary Life Members that can be elected in any given year.
- (d) The election of an Honorary Life Member will be determined by:
 - (i) Special Resolution of the Board at the first ordinary meeting of the Board following the Annual Members' Meeting; or
 - (ii) a 75% majority of Members voting in favour of the appointment of an Honorary Life Member at any Annual Members' Meeting, provided that the person who is the subject of such vote has been nominated by general resolution of the Board.
- (e) Honorary Life Members will have the following rights, powers and limitations:
 - (i) Honorary Life Members will not be liable to pay any Subscription Fee or other fee in respect of their membership; and
 - (ii) shall not be entitled to hold any office of the Club.

5.3 No ownership interest in the Club

For the avoidance of doubt, Members will have no ownership interest in the Club or its assets and cannot receive any share in any profits that the Club may make.

5.3 Membership privileges

Each Member of the Club will have the following rights and privileges:

- (a) Every Member shall be entitled, on the production of his/her Member's ticket, to admission to all parts of the Club's race course and stands, excepting such enclosures or parts of the Club's race course as shall from time to time be reserved by the Board for special purposes. Member's tickets shall be issued in such manner and in such form as the Board may from time to time prescribe.
- (b) Every Member shall be entitled to such number of guest tickets for each race meeting of the Club as may from time to time be prescribed by the Board. Such guest tickets shall be issued in such form, in such manner and subject to such restrictions as the Board may from time to time prescribe. The holder of every such guest ticket shall have the same access to the Club's race course as a Member for the race day for which his/her guest ticket is issued upon production of that guest ticket.
- (c) Members' vehicles shall be admitted free of charge to the Club's race course on all race days, and to such paddocks or enclosures as shall from time to time be set apart by the Board for the accommodation of such, and subject to such restrictions as the Board may prescribe.

5.5 Membership obligations

All Members and Honorary/ Life Members shall promote the interests and the objects of the Club and shall do nothing to bring the Club into disrepute. All Members and Honorary/ Life Members shall, at all times, comply with the Rules of Racing.

5.6 Grievances

- (d) A Member may complain to the Board in writing if:
 - (i) there has been an unjustified interference with any rights or privileges granted to that Member under these Rules; and/or
 - (ii) the Member has concerns regarding the misconduct or discipline of other Members,(in either case, a **grievance**).
- (e) For the avoidance of doubt, a grievance of the kind described in paragraph (a)(i) above, may relate to the conduct of a Member, a Board Member or the Club.
- (f) The process followed by the Board must at all times adhere to the principles of natural justice. As necessary, the Board must provide the persons concerned with an adequate opportunity to be heard, either in writing or at an oral hearing, and must consider the information provided by such persons before deciding what actions (if any) the Board will take to remedy the grievance.
- (g) To the extent applicable, the Board will avoid bias in accordance with Rule 6.3(c) (Process to be followed by Board in accordance with natural justice) and conflicts generally in accordance with Rule 14 (Conflicts of interest).
- (h) If, in accordance with the investigations conducted by the Board under (c) above, it becomes apparent that any Member has failed to satisfy the criteria of membership in accordance with Rule 6.1 (Conditions of membership), the Board must follow Rules 6.2 (Failure to satisfy

conditions of membership) and 6.3 (Process to be followed by Board in accordance with natural justice).

- (i) If, in accordance with the investigations conducted by the Board under (c) above, it becomes apparent that any Board Member should to be removed from his or her position in accordance with Rule 9.4(b) (Extraordinary vacancy), the Board may remove that Board Member accordingly.
- (j) The Board may, in its sole discretion, elect not to consider or continue consideration of any grievance if it is satisfied that:
 - (i) the matter is trivial or does not appear to disclose material misconduct or material damage to the interests of any Member;
 - (ii) the grievance appears to be without foundation or there is no apparent evidence to support it;
 - (iii) the complainant or Member alleging the grievance has an insignificant interest in the matter; or
 - (iv) the conduct, incident, event or issue has already been investigated and dealt with by or on behalf of the Club.

6. Cessation of membership

6.1 Conditions of membership

- (a) The rights of each Member under these Rules are subject to, and contingent upon, the Member:
 - (i) continuing to satisfy the criteria listed in Rule 5.1(a) (Members);
 - (ii) complying at all times with the Rules of Racing; and
 - (iii) continuing to pay the Subscription Fee.

6.2 Failure to satisfy conditions of membership

- (a) Subject to Rule 6.3 (Process to be followed by Board in accordance with natural justice), if, in the sole discretion of the Board, a Member ceases to satisfy any of the criteria listed in Rule 6.1 (Conditions of membership), or is convicted of a criminal offence (including any offence involving dishonesty) or becomes bankrupt, the Board may (as appropriate):
 - (i) censure the Member (including by imposing a fine of up to \$1,000);
 - (ii) suspend the Member for any period not exceeding two (2) years, during which period the Member will not be entitled to any of the rights of being a Member; or
 - (iii) terminate the Member's membership, in which event the Member will be removed from the Members' Register and cease to be a Member,

provided that the Board must terminate the membership of any Member who is disqualified under the Rules of Racing.

6.3 **Process to be followed by Board in accordance with natural justice**

- (a) Prior to exercising the powers of censure, suspension or termination under Rule 6.2 (Failure to satisfy conditions of membership), the Board must provide the Member concerned with the following:
 - (i) an explanation of the alleged grounds on which the Board is considering censuring, suspending or terminating the membership of that Member;
 - (ii) at least five (5) business days' notice of the meeting of the Board at which the Board will consider the allegations referred to in (i) above; and
 - (iii) an opportunity to attend that meeting and offer a reply to the allegations (in person or in writing),

and the Board must, acting in accordance with the principles of natural justice, consider any reply before determining whether to exercise its powers under Rule 6.2 (Failure to satisfy conditions of membership).

- (b) In the event of the Member referred to in (a) above failing to attend or reply to the allegations, the matter may be considered and determined by the Board in that Member's absence.
- (c) The Board must take all reasonable steps to avoid bias affecting any Board Member involved in the decision making referred to in (a) above. If two (2) or more Board Members consider that there are reasonable grounds (taking into account all of the circumstances) to infer that one of their fellow Board Members (the **Conflicted Board Member**) may not approach a particular matter being considered impartially or without a pre-determined view, the Conflicted Board Member may not decide or participate as a decision-maker in respect of the relevant matter.

6.4 **Voluntary cessation**

- (a) A Member may voluntarily relinquish his or her membership of the Club by notifying the Club in writing that he or she wishes to cease to be a Member.
- (b) Following receipt of a notice under (a) above, the Club is to terminate the Member's membership accordingly.

6.5 **Consequences of termination of membership**

Each person whose membership of the Club is terminated ceases to be a Member, but is to remain liable to the Club for all moneys due to the Club whether in respect of a Subscription Fee or other obligation of his or her membership of the Club together with any Default Interest payable in respect of any overdue amounts. Any person whose membership has been terminated in accordance with this Rule 6 (Cessation of membership) may apply in writing to the Board to reinstate their membership.

7. **Members' Meetings**

7.1 **Annual Members' Meeting**

- (a) An Annual Members' Meeting of the Club must be held each calendar year prior to 30 November at such time and place as the Board determines, provided that each Annual Members' Meeting must occur within 15 months of the previous Annual Members' Meeting.
- (b) The business of the Annual Members' Meeting shall be:
 - (i) to adopt the minutes of the previous Annual Members' Meeting and any recent Special Members' 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 Rule 14 (Conflicts of interest) since the previous Annual Members' Meeting, including a brief summary of the types of matters to which the disclosures relate;
 - (iv) to elect the Elected Board Members;
 - (v) to consider and approve the total amount of Board Members' fees;
 - (vi) to appoint an auditor and to authorise the Board to fix the auditor's remuneration;
 - (vii) to consider and, if thought fit, pass any remits (proposed in accordance with Rule 7.4(a) (Remits) or motions for resolution; and
 - (viii) to consider such other general business as the meeting resolves to consider.

7.2 **Special Members' Meetings**

- (c) Each Members' Meeting other than an Annual Members' Meeting is a Special Members' Meeting.
- (d) A Special Members' Meeting may be called by the Board at any time and must be called following written request to the Board by 15 or more Members.
- (e) A Special Members' Meeting may only consider the matters set out in the notice of the meeting.

7.3 **Notice of date, time and place**

- (a) The date, time and place for the Annual Members' Meeting or Special Members' Meeting must be notified to each Member and the Auditor not less than one (1) month before the date of that meeting (except in relation to a Special Members' Meeting if in the view of the Board such notice period is not practicable).
- (b) For the avoidance of doubt, notice may be given to Members electronically (including by email).

7.4 Remits

- (a) Any two (2) Members may propose a remit for consideration at any Members' Meeting by written notice to the Contact Officer not less than 21 days before the date of that meeting or, in the event that less than one (1) month's notice of the meeting has been given, by such date as shall be specified in the notice of that meeting.
- (b) The Contact Officer is to include any remits in the notice of the Members' Meeting provided to Members in accordance with Rule 7.5 (Notice of business to be transacted).

7.5 Notice of business to be transacted

- (a) In addition to the requirement stated in Rule 7.3(a) (Notice of date, time and place), a notice of a Members' Meeting including the information specified in (b) below is to be sent to Members and the Auditor not less than 14 days before the date of that meeting or as soon as is reasonably practicable in the event that less than one (1) month's notice of the meeting has been given.
- (b) The notice of meeting must state:
 - (i) the nature of the business to be transacted at the meeting in sufficient detail to enable a Member to form a reasoned judgment in relation to it;
 - (ii) the text of any resolution or remit to be submitted to the meeting;
 - (iii) the time, place and date of the meeting; and
 - (iv) in the case of an Annual Members' Meeting, a report of the activities of the Board conducted since the previous Annual Members' Meeting.
- (c) For the avoidance of doubt, notice may be given to Members electronically (including by email.)

7.6 Irregularity in Notice

An irregularity in a notice of a Members' Meeting is to be waived if all the Members entitled to attend and vote at, and who attend, the meeting attend that meeting without protest as to the irregularity, or if all such Members in attendance at that meeting agree to the waiver.

7.7 Quorum for Members' Meetings

- (a) No business may be carried out at a Members' Meeting unless a quorum is present.
- (b) Fifteen (15) Members (or their Proxies) personally present and entitled to vote at the meeting will constitute a quorum.
- (c) If a quorum is not present:
 - (i) at an Annual Members' Meeting, the meeting shall stand adjourned to the same time and place on the same day in the following week and the Members present at the adjourned meeting may transact any business but only if there is quorum; and
 - (ii) at a Special Members' Meeting, the Special Members' Meeting shall lapse.

7.8 Notice not required for adjourned meetings

Where an Annual Members' Meeting is adjourned under Rule 7.7(c)(i) (Quorum for Members' Meetings), it is not necessary to give notice of the time and place of the adjourned meeting other than by announcement at the meeting which is adjourned.

7.9 Chair of Members' Meeting

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

7.10 Methods of holding Members' Meetings

- (a) Members' Meeting may be held by:
- (i) a number of Members (or their Proxies), who constitute a quorum, being assembled together in person at the place, date, and time appointed for the meeting;
 - (ii) if determined by the Board, assembled by means of audio, or audio and visual, communication provided that all Members (or their Proxies) participating and constituting a quorum can simultaneously hear each other throughout the meeting and confirm their attendance at the start of the meeting in a manner satisfactory to the chair of the meeting; or
 - (iii) by such other electronic means as determined by the Board, so long as all Members (or their Proxies) participating and constituting a quorum can participate in the meeting equally and without unreasonable cost or effort.
- (b) For the avoidance of doubt, any Member participating in a Members' Meeting by means of audio, audio and visual, or other electronic communication (as determined by the Board) will be counted as part of the quorum for that meeting and will be considered to be "personally present" for the purpose of Rule 7.7(b) (Quorum for Members' Meetings).

7.11 Attendees

- (a) The following persons will be entitled to attend Members' Meetings:
- (i) Board Members;
 - (ii) Members (or their duly appointed Proxy);
 - (iii) the Contact Officer;
 - (iv) in the case of an Annual Members' Meeting only, the Auditor;
 - (v) as an observer, Honorary/ Life Members;
 - (vi) as an observer, any person employed by the Club;
 - (vii) as an observer, any guest speaker; and
 - (viii) as an observer, any person invited to attend by the Board.

- (b) For the avoidance of doubt, an observer at a Members' Meeting will have no right to speak to any matter or resolution being considered at that meeting (unless invited to do so by the Chair) nor have any right to vote at that meeting.

7.12 Proxies

- (a) Any Member not attending a Members' Meeting may appoint a Proxy (who must be a Member) to speak and vote on its behalf.
- (b) The appointment of a Proxy must be in writing signed by the Member and must be in substantially the following form:

[Member's name] appoints *[insert other Member's name]* to be its Proxy at the meeting of the Club to be held on *[insert date of meeting]*.

- (c) The instrument appointing a Proxy must be provided to the chair of the Members' Meeting not later than one (1) hour prior to the advertised time for the commencement of the relevant meeting. The instrument appointing a Proxy can be provided electronically.
- (d) Failure to comply with the provisions of this Rule renders the appointment of a Proxy null and void unless the chair of the Members' Meeting deems the circumstances such that the irregularity be waived.

7.13 Voting

- (a) Each Member will be entitled to one vote for each resolution voted on at a Members' Meeting.
- (b) A Member may exercise its vote through its Proxy, validly appointed in accordance with Rule 7.12 (Proxies).
- (c) Voting at a Members' Meeting will be conducted as follows:
 - (i) subject to Rule 7.15(a)(iii) (Electronic Voting), a resolution put to the vote will be decided upon a show of hands of the Members unless (before or on the declaration of the result of the show of hands) a poll is demanded by the chair of that Members' Meeting or at least three (3) Members (or their Proxies) present; or
 - (ii) if a poll is demanded, it will be taken in such a manner as the chair of that Members' Meeting directs. On a poll or ballot each Member (or its validly appointed Proxy) will have one vote.

7.14 Postal Votes

- (a) Unless the Board determines otherwise, Members may not exercise the right to vote at a Members' Meeting by casting a postal vote, whether on a show of hands, voice, vote or on a poll.
- (b) If the Board determines that Members may exercise the right to vote at a Members' Meeting by casting postal votes, the procedures in relation to postal voting shall be those set out in clause 7 of the First Schedule of the Companies Act 1993 (with such modifications necessary), together with any other procedures determined by the Board.

- (c) For the avoidance of doubt, Members voting by postal vote will be counted as part of the quorum for the relevant Members' Meeting.

7.15 Electronic Voting

- (a) The Board may permit, in relation to a particular Members' Meeting or generally:
 - (i) the appointment of Proxies by electronic means;
 - (ii) postal votes to be cast by electronic means; and
 - (iii) to the extent permitted by law, votes to be cast on resolutions at a Members' Meeting by electronic means.
- (b) The procedures in relation to such electronic appointment or electronic voting shall be those required by law (if any) together with any other procedures determined by the Board. If the Board permits electronic appointment of Proxies or electronic voting in accordance with this Rule, such electronic appointments may be made or electronic votes cast notwithstanding any other provision of these Rules.

7.16 Resolutions

- (a) Unless otherwise provided in these Rules, any resolution passed by a bare majority of Members (or their Proxies) present and voting at a Members' Meeting will be duly made.
- (b) Notwithstanding (a) above, any resolution relating to the following matters must be passed by not less than 75% of Members (or their Proxies) present and voting at a Members' Meeting to be duly made:
 - (i) an alteration, adoption or revocation of these Rules;
 - (ii) the dissolution of the Club in accordance with Rule 24 (Dissolution).
- (c) Any resolution passed in accordance with (a) or (b) above will be binding on all Members whether present or not at the meeting.

7.17 Written resolutions

A written resolution of Members signed or assented to by every Member is as valid and effective as if it had been passed at a Special Members' Meeting duly convened and held.

7.18 Minutes to be kept

Minutes must be kept of all proceedings at each Members' Meeting. Minutes of a meeting which have been signed as correct by the Chair (or by the person acting as Chair for that meeting) are conclusive evidence of the proceedings at that meeting.

7.19 Meeting report

Following each Members' Meeting, the Board will issue a report of the proceedings, including the minutes of the meeting on the Club's website.

8. Management of the Club

Management of the Club will be vested in a Board comprising:

- (a) eight (8) Elected Board Members; and
- (b) up to two (2) Board Appointed Board Members.

9. Appointment of Board Members to Board

9.1 Elected Board Members

- (a) Election of eight (8) Elected Board Members will take place at the Annual Members' Meeting held each calendar year prior to 30 November.
- (b) Each Member will be eligible to vote in the election of Elected Board Members.
- (c) Election of Elected Board Members will be co-ordinated by an agent of the Club appointed by the Board (the **Election Co-ordinator**). For the avoidance of doubt, the Board may appoint the Chair, the Contact Officer or any other person as the Election Co-ordinator.
- (d) The Election Co-ordinator must, not later than two (2) months prior to the Annual Members' Meeting, call for nominations for candidates to be appointed as Elected Board Members. The notice must also specify the closing date (in accordance with (g) below) by which nominations must be received, and the name and email address of the person to whom the nominations must be provided.
- (e) Each Member eligible to vote in accordance with (b) above may nominate no more than one (1) candidate for the position of Elected Board Member. Subject to Rule 9.5 (Ineligibility for election as a Board Member), any Member may be nominated as a candidate in accordance with these Rules. For the avoidance of doubt, each candidate must be a Member.
- (f) Each nomination must be received by the Election Co-ordinator no later than one (1) month prior to the Annual Members' Meeting. Each nomination must be accompanied by an application form (as prescribed by the Election Co-ordinator, which is to include a declaration that the person nominated is not ineligible under Rule 9.5 (Ineligibility for election as a Board Member) to hold office as a Board Member) completed and signed by the nominee and the candidate. For the avoidance of doubt, a scanned copy of the completed and signed application form emailed to the Election Co-ordinator will be accepted.
- (g) Notice of every eligible nomination received by the Election Co-ordinator by the closing date for nominations (together with the application completed by each nominee) shall be given by the Election Co-ordinator to all persons entitled to vote, in accordance with Rule 9.1(j) (Elected Board Members).
- (h) In situations where less than six (6) eligible nominations are received for the position of Elected Board Member, any eligible candidates nominated for the position shall be announced and declared to have been elected to that position at the applicable Annual

Members' Meeting and the Board must call a Special Members' Meeting for Members to elect one or more additional Elected Board Members to fill the remaining vacancies and the process described in this Rule 9.1 (Elected Board Members) shall apply with any necessary modifications.

- (i) In situations where more than six(6) eligible nominations are received for the position of Elected Board Member, the Election Co-ordinator will provide notice to Members at least 14 days prior to the Annual Members' Meeting notifying Members' of the list of eligible nominees. An election will be held at the Annual Members' Meeting in accordance with this Rule 9.1 (Elected Board Members) and the following process:
 - (i) the Election Co-ordinator will provide each Member (or its Proxy) with a voting paper listing the names of each eligible nominated candidate;
 - (ii) each Member must, on receipt of a voting paper provided by the Election Co-ordinator, strike out the names of those candidates for whom that Member does not wish to vote, leaving only the name of the candidates for whom he or she wishes to vote and return the voting paper to the Election Co-ordinator;
 - (iii) the Election Co-ordinator may (in his or her sole discretion) declare invalid any vote that fails to comply with this Rule 9.1 (Elected Board Members);
 - (iv) at the conclusion of the voting, the Election Co-ordinator will count the number of valid votes cast in favour of each candidate and, unless the circumstances in (v) below applies, determine the six (6) highest polling candidates to be elected as the Elected Board Members;
 - (v) in the event of a tie (being an equal number of votes) for the position of an Elected Board Member, the tie shall be resolved as soon as possible by the drawing of lots. "Drawing of lots" refers to resolution of a tie by a method of chance that is random, and does not prejudice any candidate (such as a coin toss, a drawing of names or a drawing of straws). The drawing of lots will be carried out by the Election Co-ordinator in the manner the Election Co-ordinator deems appropriate; and
 - (vi) the Election Co-ordinator will then announce the result of the election at the Annual Members' Meeting and declare each elected candidate an Elected Board Member. The Election Co-ordinator must retain the voting papers for one (1) month at which time they must be destroyed.
- (j) Subject to the occurrence of any factor listed in Rule 9.4(a) (Extraordinary vacancy), each Elected Board Member will hold office from the conclusion of the Annual Members' Meeting at which they are declared an Elected Member until the conclusion of the next occurring Annual Members' Meeting.
- (k) Each Elected Board Member whose term is due to expire under (k) above may stand for re-appointment.

9.2 Board Appointed Board Members

- (a) There may be up to two (2) Board Appointed Board Members at any time.
- (b) Each Board Appointed Board Member must be appointed by a Special Resolution of the Board. Board Appointed Board Members are not eligible to vote on Special Resolutions of the Board that relate to the appointment of Board Appointed Board Members.

- (c) Subject to Rule 9.5 (Ineligibility for election as Board Member), the Board may appoint any person as a Board Appointed Board Member. When appointing a Board Appointed Board Member, the Board may take into account any matters it considers relevant to the diversity, balance and effectiveness of the Board, including (but not limited to) a person's skills, experience and qualifications.
- (d) For the avoidance of doubt, a person need not be a Member to be appointed as a Board Appointed Board Member.
- (e) Each Board Appointed Board Member will hold office from the date specified by the Board until the earlier of the following:
 - (i) such time as the Board decides by Special Resolution to remove that Board Appointed Board Member;
 - (ii) an Annual Members' Meeting; or
 - (iii) the occurrence of any factor listed in Rule 9.4(a) (Extraordinary vacancy).
- (f) Each Board Appointed Board Member whose term comes to an end may be re-appointed by the Board in accordance with this Rule 9.2 (Board Appointed Board Members).

9.3 **Chair**

- (a) The Board must, as soon as possible after each election held in accordance with Rule 9.1 (Elected Board Members), convene a meeting of the Board to elect one of the Board Members as the Chair.
- (b) The Chair must be appointed by Special Resolution of the Board.
- (c) The Chair appointed under this Rule will hold office until the next occurring Annual Members' Meeting. For the avoidance of doubt, if the Chair resigns or is removed, the Board must, at the next meeting of the Board, elect a new Chair.
- (d) Each Chair who retires, resigns or is removed may be re-appointed.

9.4 **Extraordinary vacancy**

- (a) In the event of an extraordinary vacancy caused by:
 - (i) death;
 - (ii) resignation by notice in writing to the Board;
 - (iii) removal by the Board under Rule 9.4(b) (Extraordinary vacancy);
 - (iv) any ineligibly of the Board Member to undertake his or her role; or
 - (v) any other incapacity,

of any Elected Board Member, the Board will follow the procedure set out in Rule 9.4(c) (Extraordinary vacancy).

- (b) The Board may remove a Board Member from office in the event that Board Member is, in the Board's sole opinion:
 - (i) ineligible to hold his or her position in accordance with Rule 9.5 (Ineligibility for election as a Board Member);
 - (ii) breaching his or her duties under these Rules or otherwise;
 - (iii) acting in a manner that 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 and what the Board Member believes to be in the best interests of the Club;
 - (vi) exercising his or her powers for an improper purpose; or
 - (vii) acting, or agreeing to the Club acting, in a manner that contravenes, the Rules of Racing, any legislation (including the Racing Act) or these Rules.
- (c) Where an extraordinary vacancy occurs in respect of an Elected Board Member who has:
 - (i) more than eight (8) months of his or her term of office remaining, a by-election must be held in accordance with Rule 9.1 (Elected Board Members) (modified as necessary including to adjust any timeframes) within four (4) weeks of the date of the meeting of the Board at which such vacancy was recorded; or
 - (ii) four (4) months of his or her term of office remaining, the Board may decide by Special Resolution whether to hold a by-election as described in (i) above or, provided the total number of Board Members remaining is not less than five (5), leave the position vacant until the next Annual Members' Meeting.
- (d) Where a by-election held in accordance with (c)(i) above does not result in a total of at least five (5) Board Members, the Board must (notwithstanding the limit on the number of Board Appointed Board Members that may otherwise be appointed under these Rules) appoint such additional Board Appointed Board Members as are necessary to bring the total number of Board Members up to six (6) Board Members.
- (e) Any person appointed in accordance with paragraphs (c) or (d) above will hold office as a Board Member for the remainder of the term of the Board Member who caused such extraordinary vacancy and may, at the expiry of that term, stand for re-appointment.

9.5 Ineligibility for election as a Board Member

Notwithstanding any other provision of these Rules, the following persons are ineligible to be appointed as a Board Member. A person who:

- (a) is under 16 years of age;
- (b) is an undischarged bankrupt;
- (c) is prohibited from being a Board Member or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993;

- (d) is disqualified from being an officer of a charitable entity under section 31(4)(b) of the Charities Act 2005;
- (e) has been convicted (whether before or after the commencement of these Rules) of any of the following crimes, or of being a party to any such crime:
 - (i) crimes involving dishonesty, fraud, forgery, bribery, corruption or an indictable offence;
 - (ii) participation in an organised criminal group under section 98A of the Crimes Act 1961; or
 - (iii) a criminal offence, if the person is not eligible under the Criminal Records (Clean Slate) Act 2004;
- (f) is disqualified, or is otherwise ineligible to hold the position of Board Member, in accordance with the Rules of Racing; or
- (g) is otherwise disqualified or ineligible to be appointed as an officer of the Club under the Incorporated Societies Act 1908 or any successor Act.

10. Powers and duties of Board

10.1 Management of the Club

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

10.2 Exercise of powers by 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 Incorporated Societies Act or these Rules, to be exercised by the Members at a Members' Meeting, including (without limitation) the powers specified in Schedule 1.
- (b) The Board may delegate to a 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 Rule.

10.3 Committees

- (a) The Board may, by General Resolution, establish or disestablish committees to advise the Board and may delegate any of its powers (excluding the general power to manage and control all of the affairs of the Club) to any such 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 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 committee chair;

- (ii) subject to paragraph (c) below, may co-opt or second any person it deems necessary (provided the committee resolves to do so and the committee chair approves) to assist the 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, Executive Officer and/or Contact Officer as ex-officio members; and
 - (vii) subject to any other provision of these Rules, may regulate its own conduct and proceedings.
- (c) No person shall be appointed to a committee who would not be eligible to be a Board Member of the Club under Rule 9.5 (Ineligibility for election as a Board Member).

10.4 **Board Member's duties**

- (a) A Board Member, when exercising powers or performing duties, is to act in good faith in what the Board Member believes to be the best interests of the Club and in the manner which he or she believes will best attain the objects of the Club.
- (b) A Board Member is to exercise a power for a proper purpose.
- (c) A Board Member may not act, or agree to the Club acting, in a manner that contravenes the Rules of Racing, the Racing Act, the Incorporated Societies Act or these Rules.
- (d) A Board Member may not:
 - (i) agree to the affairs of the Club being carried on in a manner likely to create a substantial risk of serious loss to the Club's creditors; or
 - (ii) cause or allow the affairs of the Club to be carried on recklessly or in a manner likely to create a substantial risk of serious loss to the Club's creditors.
- (e) A Board Member may not agree to the Club incurring an obligation unless the Board Member believes at that time on reasonable grounds that the Club will be able to perform the obligation when it is required to do so.
- (f) A Board Member, when exercising powers or performing duties as a Board Member, is to exercise the care, diligence and skill that a reasonable Board Member would exercise in the same circumstances taking into account:
 - (i) the nature of the Club;
 - (ii) the nature of the decision;
 - (iii) the circumstances applying at the time; and

- (iv) the position of the Board Member and the nature of the responsibilities undertaken by him or her.
- (g) To the extent applicable, the members of any committee appointed by the Board in accordance with Rule 10.3 (Committees) must comply with the duties outlined in this Rule.

11. Quorum and voting at Board meetings

11.1 Quorum required

- (a) Unless extraordinary circumstances exist, no business may be transacted at a Board meeting if a quorum is not present.
- (b) A quorum for a Board meeting is a majority of Board Members present.
- (c) If a quorum is not present within 30 minutes after the time appointed for the commencement of a Board meeting, the meeting is to be adjourned to such other date, time, and place as the Chair may appoint.

11.2 Voting at Board meetings

- (a) At any meeting of the Board all questions will be decided by the affirmative votes of at least a bare majority of Board Members (50%) eligible to vote (a **General Resolution**), provided that any question relating to:
 - (i) the setting of any Subscription Fee;
 - (ii) appointment of any Board Appointed Board Member;
 - (iii) selection of the Chair;
 - (iv) adoption of the annual financial budget;will be decided by a resolution requiring the affirmative votes of at least three quarters (75%) of Board Members eligible to vote (a **Special Resolution**).
- (b) Each Board Member is to have one vote.
- (c) In the event of equality of voting the status quo will be maintained.
- (d) The Chair will have a deliberate vote.

11.3 Written resolutions

A resolution in writing, signed or assented to by at least 75% of the Board Members entitled to vote on that resolution is as valid and effective as if it had been passed at a meeting of the Board duly convened and held. Each Board Member must be given notice of the form of the proposed resolution. Any such resolution may consist of several documents (including electronic or other similar means of communication) in like form, each signed or assented to by one (1) or more Board Members. A copy of any such resolution must be entered in or kept with the records of Board proceedings.

12. Meeting of Board

12.1 Methods of holding meetings

- (a) A minimum of one (1) meeting of the Board must be held each calendar month except January and may be conducted either:
 - (i) by a number of the Board Members who constitute a quorum, being assembled together at the place, date and time appointed for the meeting;
 - (ii) by means of audio, or audio and visual, communication by which all the Board Members participating and constituting a quorum can simultaneously hear each other throughout the meeting and confirm their attendance at the start of the meeting; or
 - (iii) by such other electronic means as determined by the Chair, so long as all Board Members participating and constituting a quorum can participate in the meeting equally and without unreasonable cost or effort.
- (b) For the avoidance of doubt, any Board Member participating in a meeting of the Board by means of audio, audio and visual, or other electronic communication (as determined by the Board) will be counted as part of the quorum for that meeting.

12.2 Notice of meeting

- (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.

Notice of a meeting of the Board is to be provided to each Board Member by
- (b) notifying in writing (including electronically), every Board Member; and/or
- (c) Unless impracticable in the circumstances, a minimum of three (3) business days' notice must be given prior to any meeting of the Board.

12.3 Waiver of irregularity

An irregularity in a notice of meeting of the Board is waived if:

- (a) all the Board Members entitled to receive notice of the meeting attend or participate in the meeting without protest as to the irregularity; or
- (b) all Board Members entitled to receive notice of the meeting agree to the waiver.

12.4 Insufficient number of Board Members

The Board may act notwithstanding any vacancy in their body, provided that the total number of Board Members is not less than three (3).

12.5 **Chair**

If at any meeting the Chair is not present at any Board meeting within 15 minutes after the time appointed for the commencement of the meeting, the Board Members present may choose one of their number to be Chair of the meeting.

12.6 **Minutes to be kept**

Minutes must be kept of all proceedings at each meeting of the Board. Minutes of a meeting which have been signed as correct by the Chair (or by the person acting as Chair for that meeting) are conclusive evidence of the proceedings at that meeting.

12.7 **Attendance of Members**

- (a) A Member may attend any meeting of the Board, provided that the Chair may exclude Members from matters of commercial sensitivity or matters that may raise privacy issues or impact on the reputation of any body corporate or person.
- (b) The Chair may also limit the speaking rights of Members at such meetings.

12.8 **Other procedures**

Except as set out in this Rule, the Board may regulate its own procedure.

13. **Rules of Racing and NZTR**

- (a) Notwithstanding any other provision of these Rules, the Club shall be bound by, and subject to, the Rules of Racing.
- (b) The Club shall comply with, and meet its obligations under, the constitution of NZTR, including in respect of the payment of any levies due to NZTR.

14. **Conflicts of interest**

- (a) No Board Member (including, for the purposes of this Rule, any member of a committee established by the Board in accordance with Rule 10.3 (Committees) may vote on a resolution of the Board or the committee or sign any document relating to the entry into a transaction or the initiation of the matter in respect of any matter in which that Board Member has an interest, including (without limitation) if the Board Member:
 - (i) is a party to the transaction, could derive a material financial benefit from the transaction, or has a material financial interest in another party to the transaction; or
 - (ii) is a Board Member, officer or trustee of either another party to the transaction, or a person who could derive a material benefit from the transaction; or
 - (iii) is the parent, child, spouse, civil union partner or de facto partner of either another party to the transaction, or a person who could derive a material benefit from the transaction; or
 - (iv) is otherwise directly or indirectly materially interested in the transaction.

- (b) A person who is prevented from voting on a matter as a result of being interested under paragraph (a) above, may still be counted for the purpose of determining whether there is quorum at any meeting at which the matter is considered. However, if 50% or more of the members of the Board or committee are prevented from voting on a matter, a Special Members' Meeting must be called to consider and determine the matter.
- (c) Any "interest" must be disclosed as soon as practicable after the Board Member or Board member becomes aware of the interest. The nature and extent of the interest (including any monetary value of the interest if it can be quantified) must also be disclosed. After disclosure, the Board Member or Board member may not participate in any decision on that matter, and may be excluded by the rest of the Board or committee from any discussion on it.
- (d) The Board must maintain an "interests register" recording the particulars of the Board Member's or Board member's "interest". This "interests register" shall be open for inspection by Members upon reasonable notice to the Contact Officer. A summary of the "interests register" must be presented to each Annual Members' Meeting.

15. Board Members' remuneration and other benefits

15.1 Remuneration and benefits

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

15.2 Expenses

Each Board Member and committee member appointed in accordance with Rule 10.3 (Committees) is entitled to be paid for all reasonable travelling, accommodation and other expenses incurred in connection with the attendance at meetings or otherwise in connection with the Club's business.

16. Indemnity and insurance

16.1 Indemnity for Board Members and committee members

- (a) Each Board Member and committee member appointed in accordance with Rule 10.3, from time to time, is to be indemnified by the Club for any costs incurred by him or her in any proceeding:
 - (i) that relate to liability for any act or omission in his or her capacity as a Board Member or committee member; and
 - (ii) in which judgment is given in his or her favour, or in which he or she is acquitted, or which is discontinued.

- (b) Each Board Member and committee member appointed in accordance with Rule 10.3 (Committees), from time to time, is to be indemnified by the Club for any liability or costs in respect of:
 - (i) liability to any person other than the Club for any act or omission in his or her capacity as a Board Member; or
 - (ii) costs incurred by him or her in defending or settling any claim or proceeding relating to any such liability.
- (c) However, a Board Member's or committee member's right to be indemnified does not extend to any liability or costs incurred that are the result of a criminal act or a breach of any fiduciary duty owed to the Club or in relation to any wilful default or fraudulent acts or omissions on the part of the Board Member.

16.2 Indemnities for employees

In addition to the indemnity set out in Rule 16.1 (Indemnity for Board Members), the Club may indemnify an employee of the Club for any costs referred to in Rule 16.1 (Indemnity for Board Members).

16.3 Insurance

The Board must ensure that, to the extent permitted by law, the Club procures and maintains appropriate insurance in respect of:

- (a) its indemnity obligations in Rules 16.1 (Indemnity for Board Members) and 16.2 (Indemnities for employees) above; and
- (b) liabilities that a Board Member, committee member or employee may incur in their capacity as a Board Member, committee member or employee, including the defence costs associated with defending allegations of such liability.

16.4 Duty to certify

The Board Members who vote in favour of authorising the effecting of insurance under Rule 16.3 (Insurance) are to sign a certificate stating that, in their opinion, the cost of effecting the insurance is fair and reasonable for the Club to incur in the circumstances.

17. Contact Officer

- (a) The Board will [appoint a Contact Officer upon and subject to the terms and conditions set out in this Rule 17 (Contact Officer).
- (b) The Contact Officer must be at least 18 years of age and ordinarily resident in New Zealand.
- (c) The Contact Officer must be a member of the Board, and may hold any other office as a member of the Board or a Member of the Club.
- (d) The Contact Officer will be the principal administrative officer of the Club and will perform all such duties as required of the Contact officer as that role may be defined in the Incorporated Societies Act (if at all) from time to time.

- (e) Subject to paragraph (c) above, the Contact Officer will perform all such duties as the Board from time to time decides.

18. Register of Members and access to information

- (a) The Contact Officer will compile and maintain at the offices of the Club, a Members' Register. The register is to include all information required to be kept by the Board, in accordance with any rules or legislation by which the Club is bound.
- (b) The Members' Register will be available for inspection by Members upon reasonable request in writing to the Contact Officer.
- (c) A Member may, at any time, make a written request to the Board for information held by the Club. A written request made by a Member must specify the information sought in sufficient detail to enable the Board to identify it.
- (d) 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.
- (e) The Members' Register 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.

19. Subscription Fees

19.1 Subscription Fees

All Members must pay in advance a Subscription Fee due on 1 August of each year.

19.2 Duties of Board Members

- (a) The Board will be responsible for setting the amount of any Subscription Fee.
- (b) The Board may, in its sole discretion, increase the amount of the Subscription Fee payable by Members, provided that the Subscription Fee is not increased by the Board more than once each calendar year.

19.3 Failure to pay

Without limiting any other rights of the Board under these Rules, if a Member fails to pay the amount of a Subscription Fee or any amount payable pursuant to these Rules, the Member must pay such amount by the 20th of the month following the date of the notification by the Board or the Contact Officer that such amount remains owing.

19.4 Expenditure of Subscription Fees

The Club may only apply funds received from the payment of Subscription Fees to matters that are related to the objects of the Club.

20. Financial records and auditing

20.1 Money received by the Club

- (a) All Subscription Fees and other moneys received by or on behalf of the Club is to be paid to the credit of the Club's account at ASB Bank Limited or any other bank as the Board may appoint from time to time.
- (b) All cheques drawn on or withdrawals made from the Club's account will be authorised by signature of any two of the following:
 - (i) the Chair;
 - (ii) the Contact Officer; or
 - (iii) such other persons as designated from time to time by the Board.

20.2 Investment by the Club

The Board may from time to time invest and re-invest the whole or any part of its funds not required for the immediate business of the Club in such securities and upon such terms as it thinks fit. The Board may delegate this power to the Executive Officer.

20.3 No pecuniary gains

- (a) The funds and property of the Club will be devoted solely to the objects specified in Rule 3 (Objects and powers of the Club), and no pecuniary gains will be derived by any Member from the operations or property of the Club, provided that at its discretion the Board may remunerate Board Members or committee members (as provided in Rule 15 (Board Members remuneration and other benefits)) and/or pay such honorarium to the Chair as it deems appropriate (if any) from time to time.
- (b) No Board Member or any employee of the Club may enter into any contract with the Club except with the unanimous approval of the Board (excluding the interested Board Member) or Members at a Members' Meeting, or in the event that the contract is an employment contract between an employee of the Club and the Club.
- (c) No Member 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 person of any income, benefit, or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value) and shall not be for the private pecuniary profit of that Member or associated person.
- (d) Rule 20.3(c) (No pecuniary gains) does not prohibit any payment for:
 - (i) a salaried employee of the Club appointed in accordance with these Rules;
 - (ii) professional services rendered to the Club in the course of its business charged at no greater than current market rates in circumstances where the provisions in these Rules governing conflicts of interests have been complied with;

- (iii) goods supplied, on arm's length terms, to the Club in the ordinary course of business; or
 - (iv) any reasonable out-of-pocket expenses incurred by a Board Member, committee member, employee or Member acting in the interests of the Club and with the written approval of the Board.
- (e) Notwithstanding any other provision of these Rules, a Member's membership in the Club shall not be deemed to confer upon that Member any right, title, or interest, either legal or equitable, in the property of the Club.

20.4 Auditor

- (a) The Members are, at each Annual Members' Meeting, to appoint an Auditor:
 - (i) to hold office as Auditor from the conclusion of the meeting until the conclusion of the next Annual Members' Meeting; and
 - (ii) to audit the financial statements of the Club.
- (b) 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.
- (c) The reasonable fees and expenses of the Auditor are to be fixed by the Board.

21. Annual report and statement of accounts

- (a) The Board will prepare or cause to be prepared a report of its activities and the state of the industry for the year ended 31 July in each and every year, such report to be signed on behalf of the Board by the Chair and distributed by mail or otherwise notified (including electronically if required) to every Member as soon as practicable after 31 July and not later than 31 October.
- (b) The Board will prepare or cause to be prepared an audited statement of income and expenditure and balance sheet of the Club for the year ended 31 July in every 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 by mail or otherwise notified (including electronically if required) to every Member as soon as practicable after 31 July and not later than 31 October.
- (c) In accordance with the Club's obligations under the Racing Act, the Board will provide to the New Zealand Racing Board, as soon as practicable after 31 July each year, a copy of the Club's audited financial statements for the 12 month period ending 31 July. All financial statements sent in accordance with this Rule must be in a form, and based on accounting principles, as determined from time to time by the New Zealand Racing Board.
- (d) In accordance with the Club's obligations under the Gambling Act 2003 as a "Class 4" society, the Board will provide to the Department of Internal Affairs, within three months of the end of the Club's financial year, a report of its activities (including an itemised statement of the application or distribution of net proceeds from class 4 gambling for authorised purposes) and audited financial statements.

22. Amendment to Rules

- (a) Authority to amend, alter, add to or rescind these Rules will be vested solely in the Members, and no amendment, alteration, addition or rescission of these Rules will become effective unless proposed as a remit in accordance with Rule 7.4 (Remits) and approved by a resolution of Members passed by not less than 75% of Members present and voting at a Members' Meeting and signed by no less than fifteen (15) Members.
- (b) Notwithstanding any other provision of these Rules, the Members shall not amend, alter or add to these Rules in any manner which is inconsistent with, or contrary to, the Racing Act (including any Rules of Racing issued under the authority thereof), the Incorporated Societies Act, the Income Tax Act 2007 (or any successor enactments to such statutes) and all other applicable legislation. The provisions and effect of this Rule shall not be removed from these Rules and shall be included and implied in any document replacing these Rules.

23. Signing of documents and common seal

- (a) The common seal of the Club is to be kept in the custody of the Contact Officer or honorary solicitor and will only be affixed to any deed or document in pursuance of a resolution of the Board and in the presence of the Chair, one other Board Member of the Board and the Contact Officer and the person affixing this seal will at the same time sign the relevant document.
- (b) Subject to (a) above, an obligation or contract which is required by law to be in writing, and any other written obligation or contract which is to be entered into by the Club, may, with the approval of a resolution of the Board, be signed on behalf of the Club by two Board Members.
- (c) Any obligation or contract which must be by deed must be made under common seal in accordance with (a) above.

24. Dissolution

- (a) The Club may be wound-up or put into liquidation by a resolution of its Members in accordance with the procedures (including any notice requirements) specified in the Incorporated Societies Act.
- (b) In the event of the winding up or intended winding up of the Club, the funds, property and assets of the Club shall be dealt with and disposed of in such manner as the Board may prior to the Club's winding up determine, either by grants to public or charitable institutions in the Te Awamutu district, or to be applied for providing public recreation grounds, for the holding of sports or games, or shows, for the benefit of the residents in the said district.
- (c) For the avoidance of doubt, the Club must not distribute any property or surplus assets to or among Members upon dissolution.

25. Executive Officer

- (a) The Board will appoint an Executive Officer to assist the Board with the management of the Club.
- (b) The Executive Officer will perform all such duties as delegated to it by the Board from time to time.

- (c) The terms of employment of the Executive Officer will be decided by the Board, including salary, expense allowances, superannuation and the provision of any real or personal property required to enable such officer to fulfil his or her duties.
- (d) The Executive Officer is entitled to attend and speak at all meetings of the Board, but will not be entitled to exercise a vote at any meeting of the Club or the Board or any committee.

26. Notices

26.1 Form of notice

Each notice or other communication under these Rules that is to be in writing, is to be made by facsimile, email, personal delivery or by post to the addressee at the facsimile number, email address or physical address, and is to be marked for the attention of the person or office holder (as applicable), from time to time designated for the purpose by the addressee to the Board.

26.2 Notice effective

No communication is to be effective until received. A communication is to be deemed to be received by the addressee:

- (a) in the case of a facsimile or email, on the day on which it is sent or, if sent after 5pm (in the place of receipt) on a business day or, if sent on a non-business day, on the next business day after the date of sending;
- (b) in the case of personal delivery, when delivered; and
- (c) in the case of a letter, on the fifth day after posting by fastpost or by airmail.

27. General

Any matters affecting the Club not provided for in these Rules must be decided by the Board in light of, and without prejudicing, the objects of the Club set out in Rule 3 (Objects and powers of the Club).

Schedule 1: Powers and functions of the 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 Members' 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. establish and delegate such powers as it considers appropriate, to such other Boards or committees and groups as it considers appropriate to assist it to carry out its responsibilities;
11. co-opt, engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Club;
12. publish and enforce the rules of the Club;
13. resolve and determine any disputes or matters not provided for in these Rules;
14. appoint an Executive Officer, who will manage and direct the affairs of the Club subject to any restrictions imposed by the Board;
15. dismiss the Executive Officer, provided such dismissal is in accordance with the laws of New Zealand;
16. adopt clearly defined delegations of authority from the Board to the Executive Officer and to confirm delegation from the Executive Officer;
17. appoint legal, accounting or other advisers as and when necessary;
18. act in accordance with all other powers, duties and obligations contained in these Rules; and
19. do all other acts and things which are within the powers set out above and the objects and which the Board considers appropriate.