

Constitution of New Zealand Trotting Owners' Association Inc

10 December 2023

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Constitution of the New Zealand Trotting Owners Association Incorporated

1. NAME AND COMMENCEMENT

1.1 Name

The name of the incorporated society is the New Zealand Trotting Owners Association Incorporated (the Association)

1.2 Charitable status

The Association is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

1.3 Registered Office

The registered office of the Association shall be at such place in New Zealand as the committee from time to time determines and changes to the registered office shall immediately be notified to the Registrar of Incorporated Societies in a form and required by the Incorporated Societies Act.

1.4 Rules

This Constitution sets out the rules governing the Association and are binding on the Association and each member.

1.5 Commencement

This Constitution takes effect as from registration of the Association or 1 January 2024 whichever is the earlier.

2. INTERPRETATION

2.1 Definitions

In this Constitution, unless the context otherwise requires:

annual general meeting means a meeting of the members of the Association held once per year which, among other things, will receive and consider reports on the Association's activities and finances.

committee means the Association's governing body.

committee member means a member of the committee, including the chair/president, secretary, and treasurer.

contact officer means chair of the Association, or such other person appointed from time to time, by the Committee as the Contact Officer under rule 22 (Contact Officer).

deputy chair / vice president means the committee member elected or appointed to deputise in the absence of the Chair/President.

executive officer/secretary means the person appointed by the Committee as the Executive Officer/Secretary who may also be the Secretary and the Treasurer.

general meeting means either an annual general meeting or a special general meeting of the Association.

HRNZ means Harness Racing New Zealand Incorporated.

Incorporated Societies Act 2022 means the Incorporated Societies Act 2022 or any Act that replaces it (including amendments to it from time to time), and any regulations made under the Act or any Act which replaces it (and a reference to any other Act has a corresponding meaning).

interested member means a member who is interested in a matter for any of the reasons set out in section 62 of the Incorporated Societies Act 2022.

meeting of the Association means either an annual general meeting or a special general meeting.

member means a person properly admitted to the Association who has not ceased to be a member of the Association.

NZTOA means the New Zealand Trotting Owners Association Incorporated.

notice to members includes any notice given by post, courier or email; and the failure for any reason of any member to receive such notice or information shall not invalidate any meeting or its proceedings or any election.

paid official means a person employed or engaged by the Association who receives in respect of such employment or engagement any emolument, wages, or salary but does not include an independent contractor.

Racing Industry Act 2020 means the Racing Industry Act 2020, or any Act that replaces it (including amendments to it from time to time), and any regulations made under the Act or any Act which replaces it.

register of interests means the Register of Interests of committee members kept under these rules.

register of members means the Register of Members kept under these rules.

resolution means a resolution that requires a majority of the affirmative votes of the eligible persons present and voting to be passed.

rule(s) means the rule(s) in this document, as amended from time to time.

rules of harness racing means the New Zealand Rules of Harness Racing, and any regulations made under those rules or the Constitution of Harness Racing New Zealand Incorporated.

special general meeting means a meeting of the members, other than an annual general meeting.

special resolution means a resolution that requires the affirmative votes of at least [two-thirds of the eligible persons present and voting to be passed.

treasurer means the committee member responsible for, among other things, overseeing the finances of the Association.

working day means any day of the week other than—

- (a) a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, Anzac Day, the Sovereign’s birthday, Matariki Observance Day, and Labour Day; and
- (b) if Waitangi Day or Anzac Day falls on a Saturday or a Sunday, the following Monday; and
- (c) a day in the period commencing on 25 December in any year and ending with 15 January in the following year

3. Act and Regulations

3.1 Nothing in these rules authorises the Association to do anything which contravenes or is inconsistent with:

- (a) the Incorporated Societies Act 2022 and the Racing industry Act 2020;
- (b) any other legislation; or
- (c) the general law of New Zealand.

4. Objects and powers of the Association

4.1 Objects of the Association

- (a) The objects of the Association are to:
- (i) To be the body in New Zealand to promote, develop and foster ownership in the sport of standardbred horses.
 - (ii) To encourage, promote, advance generally and ensure co-operative effort in all matters pertaining to the racing and improvement of the standardbred horse and to the interests of standardbred horse ownership by individuals and groups.
 - (iii) To support and assist its members to encourage, educate and promote the ownership of standardbred horse and the sport.
 - (iv) To support and assist members and the sport maintain high standards of animal welfare and encourage the rehoming of horses after racing;
 - (v) To promote opportunities to enable, assist and enhance the participation, enjoyment and performance of standardbred owners in the Association's activities.
 - (vi) To co-operate with regional trotting owners' and breeders' organisations and other organisations related to standardbred racing and ownership.
 - (vii) To ensure the property of the Association or in which the Association has is to have an interest is appropriate for the Association's purposes.
- (b) The Association is also:
- (i) to account to members on the Association'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.
- (c) The Association must not operate for the purpose of, or with the effect of:
- (i) any member of the Association deriving any personal financial gain from membership of the Association, other than as may be permitted by law, or
 - (ii) returning all or part of the surplus generated by the Association's operations to members, in money or in kind, or
 - (iii) conferring any kind of ownership in the Association's assets on members.
- (d) The Association will not operate for the financial gain of members simply if the Association:
- (i) engages in trade,

- (ii) for matters that are incidental to the purposes of the Association, pays a member of the Association that is a body corporate that is not, or are the trustees of a trust that are not, carried on for the private pecuniary profit of any individual,
 - (iii) reimburses a member for reasonable expenses legitimately incurred on behalf of the Association or while pursuing the Association's purposes,
 - (iv) provides benefits to members of the public or of a class of the public and those persons include members or their families,
 - (v) pays a member a salary or wages or other payments for services to the Association on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the Member than those terms),
 - (vi) pays any member interest at no more than current commercial rates on loans made by that member to the Association, or
 - (vii) provides a member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Society.
- (d) No interested member is allowed to take part in, or influence any decision made by the Association in respect of payments to, or on behalf of, the interested member of any income, benefit, or advantage.
 - (e) Any payments made to an interested member must be for goods and services that advance the charitable purpose and must be reasonable and comparable to payments that would be made between unrelated parties.

4.2 Powers of the Association¹

The Association's powers are subject to any:

- (a) Restriction in the Incorporated Societies Act 2022, any other legislation and the general law.
- (b) Restriction in this Constitution including in the First Schedule.

¹ Section 18 of the Incorporated Societies Act 2022 provides a society has:

- (a) full capacity full capacity to carry on or undertake any activity, do any act, or enter into any transaction; and
- (b) for the purposes of paragraph (a), full rights, powers, and privileges.

A society's constitution may contain a provision relating to the capacity, rights, powers, or privileges of the society only if the provision restricts the capacity of the society or those rights, powers, and privileges.

- (c) Direction passed by special resolution of the members.

5. Membership

5.1 Minimum number of members

The Association shall maintain the minimum number of members required by the Incorporated Societies Act 2022.²

5.2 Types of members

- (a) The classes of membership and the method by which members are admitted to different classes of membership are as follows:
 - (i) Member:
 - A. A current member at the time of the adoption of this constitution; or
 - B. An individual or body corporate admitted to membership under this Constitution; or
 - C. A member of a New Zealand regional standardbred owner's association, and
who or which has not ceased to be a member.
 - (ii) Life Member: A current Life Member and any person who is honoured for highly valued services to the Association by election as a Life Member by resolution/special resolution of a general meeting who has not ceased to be a Life Member. A Life Member shall have all the rights and privileges of a member and shall be subject to all the same duties as a member except those of paying subscriptions.
 - (iii) Honorary Member: a current Honorary Member and any person who is honoured for services to the Association or in an associated field by election as an Honorary Member by resolution/special resolution of a general meeting who has not ceased to be an Honorary Member. An Honorary Member has no membership rights, privileges or duties.

5.3 Persons not eligible for membership

A person is not eligible to become a member who:

- (a) Is a paid official of the Association.
- (b) Has at any time been or is disqualified for any serious racing offence under the rules

² Section 74 of the Incorporated Societies Act 2022 requires there be at least 10 members:

of racing, a corrupt practice under the former rules of racing, or any equivalent rules of any recognised Harness Racing Club, Racing Club, Authority or Body in New Zealand or any country.

- (c) Is disqualified under the rules of racing in New Zealand or any other country.
- (d) Has at any time been convicted of an offence or crime referred to in Schedule 1 of the rules made under section 40 of the Racing Industry Act 2020.

5.4 **Application for Membership**

- (a) An eligible person may apply to become a member of the Association by completing a membership application as required by the Committee.
- (b) A person must consent to become a member.³
- (c) A membership application shall be considered by the committee that may grant or refuse the application or refer the application to an annual general meeting or special general meeting for approval by special resolution.

5.5 **Member's rights or interests in the property of the Association⁴**

- (a) Members do not have a right, title, or interest (legal or equitable) in the property of the Association.⁵
- (b) A member must not have any pecuniary interest, in their capacity as a member, in the property of the Association.⁶

5.6 **Membership privileges**

Each member of the Association will have the following rights and privileges as described in this constitution if all subscription and other fees have been paid by the due date, including the right to speak and vote at a meeting of the Association and stand for election to the committee.

³ This is a requirement on the Incorporated Societies Act 2022 and must be included in the rules: s 26(1)(c). Section 76(2) of that Act states where the proposed member is a body corporate the consent of a body corporate (A) to become a member of a society may be given on A's behalf in writing by a person acting under A's express or implied authority.

⁴ This is a statutory requirement under s 76 of the Incorporated Societies Act 2022.

⁵ This is a statutory requirement under s 77 of the Incorporated Societies Act 2022.

⁶ This is a statutory requirement under s 20 of the Racing Industry Act 2020.

5.7 **Membership obligations**

All members shall:

- (a) Promote the interests and the objectives of the Association and do nothing to bring the Association into disrepute.
- (b) Pay subscription fees (except for honorary members and life members).
- (c) Notify the Executive Officer/Secretary of any change of their contact details (including their postal address, phone number(s), and email or other electronic address).
- (d) If a body corporate, provide the Executive Officer/Secretary with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's representative to vote at general meetings.
- (e) At all times, comply with these rules and the rules of harness racing.

6. Cessation of membership

6.1 **When membership ceases**

Membership shall cease on:

- (a) The member resigning as a member by giving notice to the Executive Officer/Secretary.
- (b) If the member fails to pay their subscription fee within three months of the due date for payment.
- (c) If following an investigation the member's membership is cancelled.
- (d) The death of the member (or if the member is a body corporate on liquidation).

6.2 **Obligations on membership ceasing**

- (a) A member whose membership ceases under these rules:
 - (i) remains liable to pay all subscriptions and other fees to the Association's next balance date;
 - (ii) shall cease to hold himself or herself out as a member of the Association;

6.3 Becoming a member again

- (a) Any former member may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the Committee.
- (b) However, if a former member's membership was terminated following a dispute resolution process, the applicant may be re-admitted only by a general meeting on the recommendation of the Committee

7.0 Register of members

7.1 Members register

- (a) The Association must keep or cause to be kept a register of its members that includes:
 - (i) the name of each member;
 - (ii) the last known contact details of each member;
 - (iii) the date on which each person became a member;⁷
 - (iv) the date on which subscription fees are due and paid; and
 - (v) such other information as required by the Committee to be included in the register.

7.2 Arrangements for keeping the register of members up to date

The Secretary of the Association, or such other person as may be directed by the Committee from time to time, must update the register of members as soon as practicable after becoming aware of changes to the information recorded on the register.⁸

8.0 Subscription Fees

8.1 Subscription fees

The subscription fee to be paid annually by members shall be decided:

- (a) At the annual general meeting of the Association; or
- (b) By the Committee if delegated specifically or generally by an annual general meeting; and

⁷ 7.1(i) to (iii) are required by s 79 of the Incorporated Societies Act 2022. (iv) and (v) are not.

⁸ Required under s 26(e) of the Incorporated Societies Act 2022.

- (c) By the Committee for the first two financial years after the Association is registered..

8.2 Due Date

The due date for payment of subscription fees shall be 20 August each year unless the Committee advises an alternative date as the due date for payment.

8.3 Non-payment of subscription fees

A member who has not paid their subscription fee by the due date is ineligible to:

- (a) Speak or vote at any meeting of the Association.
- (b) To request a special meeting be convened.
- (c) To be nominated or elected to the Committee.
- (d) To vote on the election of Committee members.
- (e) Propose a motion, remit, or matter for consideration at a general meeting.

9 Meetings of the Association

9.1 Annual General Meeting

- (d) An annual general meeting of the members of the Association must be held:
 - (i) no later than six (6) months after the balance date of the Association; and
 - (ii) no later than 15 months after the previous annual general meeting.
- (b) At each annual general meeting, the Committee must present information required to be presented under the Incorporated Societies Act 2022 including:⁹

⁹ Under s 86 of the Incorporated Societies Act 2022 the Committee must present:

- (a) an annual report on the operations and affairs of the society during the most recently completed accounting period: and
- (b) the financial statements of the society for that period: and
- (c) notice of the disclosures, or types of disclosures, made under section 63 of the Incorporated Societies Act 2022 (disclosure of interests) during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).

- (i) an annual report on the operations and affairs of the Association during the most recently completed accounting period: and
 - (ii) the financial statements of the Association for that period: and
 - (iii) notice of the disclosures, or types of disclosures, made under section 63 of the Incorporated Societies Act 2022 (disclosure of interests) during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).
- (c) The business of the annual general meeting shall be:
- (i) To adopt the minutes of the previous annual general meeting and any recent special general meeting held after the last annual general meeting.
 - (ii) To receive, consider and approve the annual report of the Association, including the financial statements.
 - (iii) To receive and consider a notice of any disclosures of conflicts of interest since the previous annual general, including a brief summary of the types of matters to which the disclosures relate.
 - (iv) To elect the committee members.
 - (v) To consider and approve the subscription fees.
 - (vi) If required by law or accounting standards appoint an auditor and to authorise the committee to fix the auditor's remuneration.
 - (vii) To consider and, if thought fit, pass any remits or motions for resolution.
 - (viii) To consider such other general business as the meeting resolves to consider.

9.2 Motions - AGM

- (a) The Secretary must inform the members of the proposed date of the annual general meeting.
- (b) A member may put forward motions, remits, or a matter for consideration at an annual general meeting by written notice to the Secretary not less than 20 working days before the proposed date of that meeting.
- (c) The Committee may put forward motions, remits, or matters for consideration at an annual general meeting.

- (d) Any motion, remit, or matter for consideration may also provide information in support of the motion, remit, or matter.

9.3 Notice of date, time and place - AGM

- (a) The date, time, and place for the annual general meeting must be notified to each member not less than five working days before the date of that meeting.
- (b) The notice of a meeting must include:
 - (i) the time, place, and date of the meeting; and
 - (ii) 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; and
 - (iii) any matter proposed by a member for consideration at the meeting submitted to the meeting; and
 - (iv) in the case of an annual general meeting, the relevant annual report and financial statements.

9.4 Special General Meetings

- (a) Each meeting of the Association other than an annual general meeting is a special general meeting.
- (b) A special general meeting may be called by the Committee at any time and must be called following a written request to the Committee by ten (10) or more eligible members.
- (c) A special general meeting may only consider the matters set out in the notice of the meeting.
- (d) The date, time and place for a special general meeting must be notified to each member not less than seven (7) working days and no more than twenty (20) working days before the date of that meeting.
- (e) The notice of a meeting must include:
 - (i) the time, place and date of the meeting; and
 - (ii) the nature of the business to be transacted at the meeting in sufficient detail to enable a member to form a reasoned judgement in relation to it.
- (f) Notwithstanding Clauses 11.1 and 12.1(a) the general meeting of 10 December 2023

may be resumed or a special general meeting may be held before the 19th January 2024 for the purpose of electing the initial Committee of the Association with attendance in person or by electronic means.

9.5 Irregularities in calling a meeting

- (a) An irregularity in the manner of calling a general meeting of the Association is waived if all the members entitled to attend and vote at the meeting attend the meeting without protest as to the irregularity, or if all such members agree to the waiver.
- (b) An accidental omission to give notice of a meeting to, or a failure to receive notice of a meeting by, a member does not invalidate the proceedings at that meeting.

9.6 Quorum for general meetings

- (a) No business may be carried out at a meeting of the members unless a quorum is present.
- (b) Ten (10) members personally present and entitled to vote at the meeting will constitute a quorum.
- (c) If a quorum is not present within half an hour after the time appointed for the meeting:
 - (i) at an annual general 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 a quorum; and
 - (ii) at a special general meeting, the special general meeting shall lapse.

9.7 Methods of holding meetings

A general meeting may be convened by the members or their proxies:

- (a) Being assembled together at the place, date, and time appointed for the meeting.
- (b) If circumstances exist at the time of notification of the meeting or arise on or before the date of the meeting that results in the attendance of members at the meeting not being practicable, or the committee otherwise agrees, the committee may permit members to attend and participate in the meeting through audio, audio-visual, electronic communication, or the use of other technologies as decided by the committee.

- (c) By a combination of both of the methods in paragraphs (a) and (b) as decided by the Committee.

9.8 Attendees

The following persons will be entitled to attend general meetings:

- (a) Members (or their duly appointed proxy).
- (b) Life members.
- (c) Honorary life members as an observer.
- (d) Committee members.
- (e) The Executive Officer/Secretary.
- (f) The Auditor at an annual general meeting.
- (g) Any person employed by the Association as an observer.
- (h) Any person invited to attend by the Committee as an observer.

9.9 Chair

- (a) All general meetings shall be chaired by the President. If the President is absent or decides not to chair the meeting, the members present shall elect:
 - (i) The Vice-President shall chair that meeting; or
 - (ii) Another committee member to chair that meeting; or
 - (iii) An independent person appointed by the Committee shall chair that meeting.
- (b) Any person chairing a general meeting has a deliberative and, in the event of a tied vote, a casting vote.
- (c) Any person chairing a general meeting may:
 - (i) With the consent of the general meeting adjourn the general meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (ii) Direct that any person not entitled to be present at the meeting, obstructing the business of the meeting, behaving in a disorderly manner, being abusive, or

failing to abide by the directions of the chair be removed from the meeting.

- (iii) In the absence of a quorum or in the case of an emergency, adjourn the meeting or declare it closed.
- (iv) Decide any matter of procedure not otherwise provided for in these rules.

9.10 Moving matters, speaking rights, and voting

- (a) Members, life members, and committee members may move and second for consideration at a meeting and shall have speaking rights.
- (b) Any other attendee may be granted speaking rights by the Chairperson of the meeting or by a resolution passed by the members.

9.11 Proxies

- (a) Any member who for bona fide reasons is not able to attend (in person or by other approved means) 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] who is unable to attend the meeting due to *[insert reason]* appoints *[insert other Member's name]* to be its proxy at the meeting of the Association to be held on *[insert date of meeting]*.

- (c) The instrument appointing a proxy must be provided to the chair of the meeting not later than fifteen (15) minutes prior to the advertised time for the commencement of the relevant meeting. The document 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 general meeting deems the circumstances such that the irregularity is waived.

9.12 Voting

- (a) Each member other than a Honorary member will be entitled to one vote for each resolution voted on at a general meeting.
- (b) A member may exercise its vote through his or her proxy, validly appointed in accordance with rule 9.11
- (c) At a meeting the vote shall be decided in such manner as the chair of the meeting

directs, unless before or on the declaration of the result a poll is demanded by the chair or at least five (5) members (or their proxies) present.

- (d) In the case of an equality of votes the chair of the meeting may exercise a deciding vote.

9.13 Minutes to be kept

- (a) Minutes must be kept by the Secretary of all general meetings.
- (b) Minutes signed by the chair of that meeting are conclusive evidence of the proceedings at that meeting.

9.14 Meeting report

Following each general meeting, the Secretary will send a report of the proceedings, including the minutes of the meeting, to all members.

10 Resolutions in lieu of meetings

10.1 Resolution in lieu of meeting

- (a) The Association may pass a resolution in lieu of a general meeting.
- (b) A resolution in lieu of a meeting must comply with sections 90 to 92 of the Incorporated Societies Act 2022.

11. Committee

11.1 Function

- (a) The operation and affairs of the Association must be governed and managed by the Committee by or under the direct supervision of the Committee.
- (b) The Committee is accountable to the members for the advancement of the Association's purposes and the implementation of resolutions approved by any general meeting.

11.2 Composition

The Committee will consist of:

- (a) Up to seven (7) persons elected at the annual general meeting or a special general

meeting who are members of the Association; and

- (b) Up to two (2) natural persons appointed by the Committee who may but are not required to be members of the Association.

11.3 Eligibility

- (a) Prior to election or appointment, the proposed committee member must consent to be a committee member and certify that they are not disqualified from being elected, appointed, or holding office as a committee member by these rules or the Incorporated Societies Act 2022.
- (b) A person is disqualified from being elected, appointed, or holding office as a committee member who is:
 - (i) Disqualified under section 47 of the Incorporated Societies Act 2022.
 - (ii) A paid official of the Association.
 - (iii) Has at any time been or is disqualified for any serious racing offence under the rules of racing, a corrupt practice under the former racing rules, or any equivalent rules of any recognised Harness Racing Club, Racing Club, Authority or Body in New Zealand or any country.
 - (iv) Is disqualified under the rules of racing in New Zealand or any other country.
 - (v) Has at any time been convicted of an offence or crime referred to in Schedule 1 of the rules of harness racing made under section 40 of the Racing Industry Act 2020.

12. Election of Committee Members to Committee

12.1 Election of Committee Members

- (a) Committee members will be elected at the annual general meeting.
- (b) If the number of persons nominated exceeds the number of vacancies the election will proceed to ballot for the vacancies.

12.2 Appointed committee members

- (a) There may be up to two (2) appointed committee members at any time.
- (b) Each appointed committee member must be appointed by a special resolution of the Committee. Appointed committee members are not eligible to vote on special

resolutions of the Committee that relate to the appointment of appointed committee members.

- (c) Subject to Rule 11.3 (Eligibility as a committee member), the Committee may appoint any person as an appointed committee member. For the avoidance of doubt, a person need not be a member of the Association to be appointed as an appointed committee member.
- (d) Each appointed committee member will hold office from the date specified by the Committee or until the earlier of the following:
 - (i) such time as the Committee decides by special resolution to remove that appointed committee member;
 - (ii) an annual general meeting; or
 - (iii) they vacate office under rule 12.4.
- (e) An appointed committee member whose term comes to an end may be re-appointed by the Committee.

12.3 **Term of appointment – Elected President and committee members**

- (a) Every person elected or appointed to be a member of the Committee shall, subject to the provisions of this Constitution, come into office from the conclusion of the annual general meeting of the Association at which he or she shall be declared to be duly elected or appointed.
- (b) The President and member of the Committee retires from office at the conclusion of the annual general meeting of the Association in the following year.
- (c) An elected member of the Committee or President who retires under rule 12.3(b), may be re-elected or reappointed providing they are eligible for election.

12.4 **Vacancies**

- (a) The office of any member of the Committee shall become vacant if they:
 - (i) resign in writing addressed to the Executive Officer/Secretary;
 - (ii) are absent without leave of the Committee for more than two successive committee meetings;
 - (iii) die;
 - (iv) become ineligible to hold office by reason of any of the matters in rule 8.4

(Eligibility as a committee member); or

- (vi) are removed from office by resolution of the Association or the Committee.
- (b) The Committee may remove a committee member from office in the event that Committee is satisfied the committee member:
- (i) is ineligible to hold office by reason of any of the matters in rule 11.3 (Eligibility as a committee 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 Association into disrepute;
 - (iv) absent without leave of the Committee from more than two successive meetings of the Committee;
 - (v) not acting in good faith and what the Committee believes to be in the best interests of the Association;
 - (vi) exercising his or her powers for an improper purpose; or
 - (i) is acting, or agreeing to the Association acting, in a manner that contravenes, these Rules, the rules of harness racing, or any legislation including the Incorporated Societies Act 2022 and the Racing Industry Act 2020.
- (c) In any case where the Committee grants to any member leave of absence for a period of more than three months, it may appoint a substitute for that member during such absence.

12.5 Appointment to vacant positions

- (a) If a committee position is vacant for any reason the Committee may decide to appoint a person to the until the next annual general meeting.

12.6 Chair, Deputy Chair Secretary, and Treasurer

- (a) The Committee must, as soon as possible after each election held in accordance with rule 12.1 (Elected Committee Members), convene a meeting of the Committee to elect committee members as the Chair, Deputy Chair, Secretary, and Treasurer. (Secretary and Treasurer positions may be held by one person.)
- (b) All persons appointed under Rule 12.6(a) will hold office until the next occurring annual general meeting.
- (c) For the avoidance of doubt, if the Chair, Deputy Chair, Secretary, and Treasurer resigns

or is removed, the Committee must, at the next meeting of the Committee, elect a new Chair, Deputy Chair, Secretary, or Treasurer.

- (d) A Chair, Deputy Chair, Secretary, and Treasurer who retires, resigns or is removed may be re-appointed.

13. Powers and duties of Committee

13.1 Management of the Association

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

13.2 Exercise of powers by the Committee

- (a) The Committee may exercise all the Association's powers other than those that are required by the Incorporated Societies Act 2022 or these rules to be exercised by the members at a general meeting.
- (b) The Committee may delegate to a sub-committee, a committee member, an employee of the Association, or to any other person or class of persons, any one or more of its powers, vested in the Committee pursuant to these rules or the Incorporated Societies Act 2022.

13.3 Sub-committees

- (a) The Committee may, by resolution, establish, or disestablish sub-committees to advise the Committee and may delegate any of its powers (excluding the general power to manage and control all of the affairs of the Association) to any such sub-committee. For the avoidance of doubt, the Committee may delegate its powers relating to the maintenance and development of the Association's property.
- (b) The sub-committee:
 - (i) may include persons appointed by the Committee who are not committee members, but the Committee must appoint a committee member as that committee's chair;
 - (ii) may co-opt or second any person it deems necessary (provided the sub-committee resolves to do so and the sub-committees 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 Committee in writing,

to bind the Association;

- (iv) must regularly report to the Committee on its activities;
 - (v) must comply with any requirements or regulations imposed on it by the Committee;
 - (vi) must not sub-delegate any of its powers;
 - (iv) must comply with the duties of committee members in rule 13.4 and the rules relating to conflict of interest in rule 13.5 (with necessary modification).
 - (v) subject to any other provision of these rules, may regulate its conduct and proceedings.
- (c) No person shall be appointed to a sub-committee who would not be eligible to be a committee member of the Association under rule 8.4 (Eligibility as a committee member).

13.4 **Committee member's duties**

- (a) A committee member, when exercising powers or performing duties, is to act in good faith in what the committee member believes to be the best interests of the Association and in the manner which he or she believes will best attain the objects of the Association.
- (b) A committee member is to exercise a power for a proper purpose.
- (c) A committee member may not act, or agree to the Association acting, in a manner that contravenes the rules of harness racing, the Racing Industry Act 2020, the Incorporated Societies Act 2022, or these rules.
- (d) A committee member may not:
 - (i) agree to the affairs of the Association being carried on in a manner likely to create a substantial risk of serious loss to the Association's creditors; or
 - (ii) cause or allow the affairs of the Association to be carried on recklessly or in a manner likely to create a substantial risk of serious loss to the Association's creditors
- (e) A committee member may not agree to the Association incurring an obligation unless the committee member believes at that time on reasonable grounds that the Association will be able to perform the obligation when it is required to do so.
- (f) A committee member, when exercising powers or performing duties as a committee

member, is to exercise the care, diligence and skill that a reasonable committee member would exercise in the same circumstances taking into account:

- (i) the nature of the Association;
- (ii) the nature of the decision;
- (iii) the circumstances applying at the time; and
- (iv) the position of the committee member and the nature of the responsibilities undertaken by him or her.

13.5 Conflicts of interests

- (a) A member of the Committee is interested in a matter if the member of the Committee:
 - (i) may obtain a financial benefit from the matter; or
 - (ii) is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of a person who may obtain a financial benefit from the matter; or
 - (iii) may have a financial interest in a person to whom the matter relates; or
 - (iv) is a partner, director, member of the Committee and/or sub-committee, board member, or trustee of a person who may have a financial interest in a person to whom the matter relates.
- (b) However, a member of the Committee is not interested in a matter—
 - (i) merely because the member of the Committee receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Incorporated Societies Act 2022;
 - (ii) if the member of the Committee interest is the same or substantially the same as the benefit or interest of all or most other members due to the membership of those members; or
 - (iii) if the member of the Committee interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the member of the Committee in carrying out the member of the Committee’s responsibilities under the Incorporated Societies Act 2022 or these rules.
- (c) A member of the Committee who is interested in a matter relating to the Association

must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—

- (i) to the Committee; and
 - (ii) in the interests register kept by the Committee.
- (d) Disclosure must be made as soon as practicable after the member of the Committee becomes aware that they are interested in the matter.
- (e) A member of the Committee who is interested in a matter:
- (i) must not vote or take part in the decision of the Committee relating to the matter; and
 - (ii) must not sign any document relating to the entry into a transaction or the initiation of the matter; but
 - (iii) may take part in any discussion of the Committee relating to the matter and be present at the time of the decision of the Committee unless the Committee decides otherwise.
- (f) However, a member of the Committee who is prevented from voting on a matter may still be counted to determine whether there is a quorum at any meeting at which the matter is considered.
- (g) Where 50 per cent or more of committee members are prevented from voting on a matter because they are interested in that matter, a special general meeting must be called to consider and determine the matter, unless all non-interested members agree otherwise but where 50 per cent or more of the members of a sub-committee are prevented from voting on a matter because they are interested in that matter, the Committee shall consider and determine the matter.

13.6 Duties of committee members and conflict on interest rules apply to all officers of the Association.

Rules 13.4 and 13.5 apply with necessary modification to any person (although not being a committee member) who is an officer of the club.

14. Quorum and voting at committee meetings

14.1 Quorum required

- (a) Unless extraordinary circumstances exist, no business may be transacted at a

committee meeting if a quorum is not present.

- (b) A quorum for a committee meeting is a majority of committee members present.
- (c) If a quorum is not present within 30 minutes after the time appointed for the commencement of a committee meeting, the meeting is to be adjourned to such other date, time, and place as the Chair may appoint.

14.2 **Voting at committee meetings**

- (a) At any meeting of the Committee all questions will be decided by resolution provided that any question relating to:
 - (i) the setting of any subscription fee;
 - (ii) appointment of any appointed committee member;
 - (iii) selection of the Chair;
 - (iv) adoption of the annual financial budget;

will be decided by an ordinary resolution.

- (b) Each committee member is to have one vote.
- (c) In the event of equality of voting the Chair will have a no casting vote.

15. Meeting of Committee

15.1 **Methods of holding meetings**

- (a) A minimum of one (1) meeting of the Committee must be held every four calendar months at such times and places and in such manner (including by audio, audiovisual, electronic communication or any combination) as it may determine and otherwise where and as convened by the Chair/President or Secretary.

15.2 **Quorum**

The quorum for committee meetings is at least half the number of committee members.

15.3 **Minutes**

- (a) Minutes must be kept by the Secretary of all committee meetings.

- (b) Minutes of a committee 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.

16. Register of members

16.1 Members register

- (a) The Secretary or such other person as directed by the Committee shall keep an up-to-date Register of Members, recording for each member their name, contact details, the date they became a member, and any other information required by these rules or prescribed by Regulations under the Incorporated Societies Act 2022.
- (b) The information contained in the Register of Members shall include each member's:
 - (i) postal address;
 - (ii) phone number (landline and/or mobile);
 - (iii) email or other electronic address (if any);
 - (iv) the date the member became a member;
 - (v) the date on which subscription fees are due and paid;
 - (vi) such other information as required by the Committee to be included in the register; and
 - (vii) any changes to the information provided by the member.

16.2 Access to register of members

With reasonable notice and at reasonable times, the Secretary shall make the Register of Members available for inspection by members and committee members. However, no access will be given to information on the Register of Members to members or any other person, other than as required by law.

17. Register of interests

17.1 Register of interest

The Secretary, or such other person directed by the Committee, shall at all times maintain an

up-to-date register of the interests disclosed by committee members, sub-committee members, and officers.

18. Access to other information

18.1 Access to other information

- (a) A member may at any time make a written request to the Association for information held by the Association. The request must specify the information sought in sufficient detail to enable the information to be identified.
- (b) The Association must within a reasonable time after receiving a request:
 - (i) provide the information;
 - (ii) agree to provide the information within a specified period;
 - (iii) agree to provide the information within a specified period if the member pays a reasonable charge to the Association (which must be specified and explained) to meet the cost of providing the information; or
 - (iv) refuse to provide the information, specifying the reasons for the refusal.
- (c) Without limiting the reasons for which the Association may refuse to provide the information, the Association may refuse to provide the information if:
 - (i) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons;
 - (ii) the disclosure of the information would, or would be likely to, prejudice the commercial position of the Association or of any of its members;
 - (iii) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Society;
 - (iv) withholding the information is necessary to maintain legal professional privilege;
 - (v) the disclosure of the information would, or would be likely to, breach an enactment;
 - (vi) the burden to the society in responding to the request is substantially disproportionate to any benefit that the member (or any other person) will or

may receive from the disclosure of the information; or

- (i) the request for the information is frivolous or vexatious.
- (d) If the Association requires the member to pay a charge for the information, the member may withdraw the request, and must be treated as having done so unless, within 10 working days after receiving notification of the charge, the member informs the Association:
 - (i) that the member will pay the charge; or
 - (ii) that the member considers the charge to be unreasonable.
- (e) Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020.

19. Finances

19.1 **Finances**

The funds and property of the Association shall, subject to these rules, be controlled, invested, and disposed of by the Committee and devoted solely to the promotion of the purposes of the Association.

20. Balance date

20.1 **Balance date**

The Association's financial year shall commence on 1st August of each year and end on 31st July the following year (the latter date being the Association's balance date).

21. Dispute Resolution

21.1 **Raising Disputes**

- (a) A complaint by anyone is to be lodged by the complainant with the Secretary in writing and must provide such details as are necessary to identify the details of the complaint.
- (b) All members (including the Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Association's activities.
- (c) The complainant raising a dispute, and the Committee, must consider and discuss whether the dispute may best be resolved through informal discussions, under clause

18.2 and 18.3, mediation, or arbitration.

- (d) Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

21.2 Investigating disputes

- (a) This rule concerns any grievances of members relating to their rights and interests as members, and any complaints concerning the alleged conduct or discipline of members, collectively referred to as “disputes.”
- (b) These disputes procedures are designed to enable and facilitate the fair, prompt, and efficient resolution of disputes.
- (c) Rather than investigate and deal with a dispute, the Committee may:
 - (i) appoint a sub-committee to deal with the same; or
 - (ii) refer the same to an external arbitrator, arbitral tribunal, or external visitor (or referee), so long as minimum standards of natural justice and the following requirements under this rule are satisfied.
- (d) The Committee or any such sub-committee or person considering any dispute is referred to hereafter as the "decision-maker".
- (e) The decision-maker:
 - (i) shall consider whether to investigate and deal with the dispute, and
 - (ii) may decline to do so (for instance, if the decision-maker is satisfied that the complainant has insufficient interest in the matter or otherwise lacks standing to raise it; the matter is trivial or does not appear to disclose material misconduct or material; the matter raised appears to be without foundation or there is no apparent evidence to support it; some damage to members’ interests may arise; or the conduct, incident, event or issue has already been investigated and dealt with by the Association).
- (f) Where the decision-maker decides to investigate and deal with a dispute, the following steps shall be taken:
 - (i) The complainant and the member, or the Association which is the subject of the dispute, must be advised of all details of the dispute.
 - (ii) The member, or the Association which is the subject of the dispute, must be

given an adequate time to prepare a response.

- (iii) The complainant and the member, or the Association which is the subject of the dispute, must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
- (iv) Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.
- (g) A member may not make a decision on or participate as a decision-maker in regard to a dispute, if two or more committee members, or the decision-maker, consider that there are reasonable grounds to infer that the person may not approach the dispute impartially, or without a predetermined view. Such a decision must take into account the context of the Association and the particular case and may include consideration of facts known by the other members about the decision-maker, so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially.

21.3 Resolving disputes

- (a) The decision-maker may:
 - (i) dismiss a grievance or complaint;
 - (ii) uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the Association and members shall comply); or
 - (iii) uphold a complaint and reprimand or admonish the member, and/or suspend the member from membership for a specified period, or terminate the member's membership, and/or order the complainant (if a member) or the member complained against, to meet any of the Association's reasonable costs in dealing with the dispute.

22. Winding Up

22.1 Process

- (a) The Association may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.
- (b) The Secretary shall give notice to all members of:
 - (i) the proposed motion to wind up the Association or remove it from the Register

of Incorporated Societies;

- (ii) the general meeting at which any such proposal is to be considered;
 - (iii) the reasons for the proposal; and
 - (iv) any recommendations from the Committee in respect to such notice of motion.
- (c) Any resolution to wind up the Association or remove it from the Register of Incorporated Societies must be passed by a [resolution/special resolution] of the members present and voting.

23. Alteration to the rules

23.1 Amending these Rules

- (a) The Association may amend or replace these rules at a general meeting by a motion passed by a special resolution of those members present and voting.
- (b) A motion to amend or replace the rules may be given by a member, or the Committee.
- (c) Any proposed motion to amend or replace these rules by a member shall be given in writing to the Secretary at least 20 working days before the general meeting at which the motion is to be considered and accompanied by a written explanation of the reasons for the proposal.
- (d) At least 10 days before the general meeting at which any amendment is to be considered the Secretary shall give to all members notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.
- (e) When an amendment is approved by a general meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and shall take effect from the date of registration or such later nominated date.
- (f) 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 rules of harness racing, the Constitution of HRNZ, the Racing Industry Act 2020, the rules of harness racing, the Incorporated Societies Act 2022, the Income Tax Act 2007 and any regulations made under those Acts (or an Act that replaces the Act) 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.

23.2 **Minor and technical amendments**

- (a) The Association may amend its rules if the amendment:
 - (i) has no more than a minor effect; or
 - (ii) corrects errors or makes similar technical alterations.
- (b) The committee must ensure that written notice of the amendment is sent to every member of the society.
- (c) The notice must state—
 - (i) the text of the amendment; and
 - (ii) the right of the member to object to the amendment.
- (d) If no objection from a member is received within ten (10) working days after the date on which the notice is sent the Association may make the amendment.
- (e) If an objection is received, the committee may not make the amendment.

23.3 **Notification of amendment**

- (a) The Association must comply with the requirements under the Incorporated Societies Act 2022 in relation to a copy of any amendment is given to the Registrar of Incorporated Societies.

24. **Common Seal**

24.1 **Common seal**

- (a) The common seal of the Association must be kept in the custody of the Secretary.
- (b) The common seal may be affixed to any document:
 - (i) by resolution of the Committee, and must be countersigned by two committee members; or
 - (ii) by such other means as the Committee may resolve from time to time.

25. Contact person

25.1 Contact person

- (a) The Committee must ensure that there is at least one person appointed as a contact person as required by the Incorporated Societies Act 2022.
- (b) Any vacancy in the position of contact person must be filled within 20 working days after the vacancy occurs.
- (c) The Association's contact person must be:
 - (i) At least 18 years of age;
 - (ii) A committee member;
 - (iii) At all times be resident in New Zealand; and
 - (iv) Not disqualified under the Incorporated Societies Act 2022 from holding that office;
 - (v) Appointed by the Committee.
- (b) Any change in that contact person or that person's name or contact details must be advised to the Registrar of Incorporated Societies within 20 working days of that change occurring, or the Association becoming aware of the change.

26. Bylaws

26.1 Bylaws

The Committee from time to time may make and amend bylaws or regulations, and policies for the conduct and control of Clubs activities and codes of conduct applicable to members, but no such bylaws, regulations, policies, or codes of conduct applicable to members shall be inconsistent with the Incorporated Societies Act 2022, regulations made under that Act, or these rules.