

Constitution

of

**New Zealand Thoroughbred Racing
Incorporated**

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CONSTITUTION

of

New Zealand Thoroughbred Racing Incorporated

1 Name and Commencement

- (a) The name of the governing body for thoroughbred racing in New Zealand is “New Zealand Thoroughbred Racing Incorporated” which is abbreviated in this Constitution as “Thoroughbred Racing”. Thoroughbred Racing is hereby declared to be for all purposes the same body as that constituted previously as an unincorporated body under the name the “New Zealand Racing Conference” pursuant to the New Zealand Rules of Racing passed by the New Zealand Racing Conference on the 1st of October 1968 as consolidated with amendments made at subsequent meetings of the Conference.
- (b) Subject to the provisions contained in clause 27, this Constitution shall take effect as the constitution of Thoroughbred Racing from the 1st day of May 2011, (the **“Commencement Date”**).

2 Interpretation

In this Constitution, unless the context otherwise requires:

“Annual General Meeting” means an Annual General Meeting of Thoroughbred Racing convened pursuant to clause 8(1).

“Board” means the body of persons comprising the Board of Directors of Thoroughbred Racing established under this Constitution to carry out the management of the business and affairs of Thoroughbred Racing.

“Business Plan” means a plan outlining the business goals and objectives of a Club and how the Club proposes to achieve them.

“Central Region” means the Clubs set out under the heading Central Region in the Schedule.

“Chairman” means the Chairman of the Members Council elected or appointed pursuant to clause 10.5, or the Chairman of the Board of Directors elected or appointed pursuant to clause 13.4 (as the case may be).

“Chief Executive” means the person appointed by the Board from time to time to be Chief Executive of Thoroughbred Racing.

“Club” means a registered Club and includes the Clubs listed in the Schedule.

“Commencement Date” means the 1st day of May 2011.

“Committee” when used in reference to the Committee of a Club, means the body of persons, by whatever name designated, charged with the general management of the affairs of the Club under its Rules.

“Director” means a person appointed to the Board pursuant to clause 13.

“General Meeting” means either an Annual General Meeting or a Special General Meeting or both (as the case may be) of Thoroughbred Racing.

“General Purposes Levy” means a levy imposed on all Totalisator Clubs pursuant to clause 18.2.

“Hunt Club” means a Club affiliated to the New Zealand Hunts’ Association.

“Judicial Control Authority” means the Judicial Control Authority established pursuant to the Racing Act 2003.

“Member” means a person appointed or elected to the Members’ Council pursuant to clause 10 and includes a Regional Member and a Sector Member.

“Members’ Council” means the body of persons established under clause 10.1 of this Constitution to appoint, appraise and, if necessary, remove Directors of the Board of Thoroughbred Racing.

“Northern Region” means the Clubs set out under the heading Northern Region in the Schedule.

“NZJA” means the New Zealand Jockeys’ Association Inc.

“NZTROF” means the New Zealand Thoroughbred Racehorse Owners’ Federation Inc.

“NZTA” means the New Zealand Trainers’ Association Inc.

“NZTBA” means the New Zealand Thoroughbred Breeders’ Association Inc.

“Official Calendar” means every publication, in whatever form, and every issue thereof, whether published by the Board or not, which for the time being is authorised by the Board to be published under the name of the Thoroughbred Racing Monthly, or the Official Calendar of Thoroughbred Racing and which states that it is published by authority of the Board.

“Polo Club” means a Club affiliated to the New Zealand Polo Association.

“Racing Board” means the New Zealand Racing Board established pursuant to section 7 of the Racing Act 2003.

“Race Date” means a day in respect of which pursuant to the last previous decision of the Racing Board under sections 45 and 46 of the Racing Act 2003 a Club was allocated a betting licence irrespective of whether the Club has actually held a meeting on any such day.

“Racing Year” means the period beginning on the 1st day of August in any calendar year and ending on the 31st day of July in the next succeeding calendar year.

“Region” means the Northern Region, Central Region or Southern Region, as the case may be.

“Regional Member” means a person appointed or elected to the Members’ Council by a Region pursuant to clause 10.

“Regional Meeting” means a meeting of Totalisator Clubs within a Region requisitioned pursuant to clause 19.1.

“Register” means a register maintained by the Chief Executive in which is recorded the membership registration of Clubs.

“Relinquished or forfeited” when used in connection with a race date means a race date which is relinquished, forfeited or abandoned prior to the closing time for nominations for that race date as advertised in the Official Calendar.

“Representative” means a person elected or appointed to represent a Club at a General Meeting of Thoroughbred Racing pursuant to clause 7.

“Returning Officer” means an independent auditor appointed by Thoroughbred Racing.

“Rules” means the New Zealand Rules of Racing as more particularly defined in clause 21 (including any appendices and schedules thereto).

“Sector Member” means a person appointed or elected to the Members’ Council pursuant to clause 10(1)(b).

“Southern Region” means the Clubs set out under the heading Southern Region in the Schedule.

“Special General Meeting” means a Special General Meeting of Thoroughbred Racing convened pursuant to clause 8(4).

“Totalisator Club” means a Club for the time being holding a betting licence issued to it under section 45 of the Racing Act 2003.

3 Office

The registered office of Thoroughbred Racing shall be as determined by the Board from time to time.

4 Objects

The Objects of Thoroughbred Racing shall be:

- (a) To promote and advance thoroughbred racing in all its forms in New Zealand.
- (b) To consider and deal with all matters submitted to Thoroughbred Racing in accordance with this Constitution and the Rules.

5 Membership of Thoroughbred Racing

5.1 Members of Thoroughbred Racing

The Clubs listed in the Schedule as at the Commencement Date are the members of Thoroughbred Racing.

5.2 Application for Membership of Thoroughbred Racing

- (a) Any Club desiring to be registered as a member of Thoroughbred Racing shall make application in the form prescribed from time to time by the Board.
- (b) Every such application shall be subject to such conditions (if any) as are determined from time to time by the Board.

5.3 Processing of Application

Every application by a Club for membership of Thoroughbred Racing shall be referred to and considered by the Board which shall either grant or refuse the application, or, in its discretion, refer the application to the Annual General Meeting or a Special General Meeting of Thoroughbred Racing.

5.4 Non-Registration

Neither the Board nor Thoroughbred Racing shall grant registration to:

- (a) any Club which, under its Constitution, sanctions the division or apportionment among its members, whether at any time during the existence of the Club or in the event of its dissolution, of the whole or any part of its property or surplus funds;
- (b) any Hunt Club, unless the application is recommended by a resolution of the New Zealand Hunts' Association.

5.5 Registration

- (a) On the granting of registration the Chief Executive of Thoroughbred Racing shall advise the Club accordingly and notify such registration in the Official Calendar.
- (b) The Chief Executive shall keep, in such form as the Board from time to time approves, a Register, wherein shall be entered particulars of the registration of every Club. The Register shall be conclusive proof, for the purposes of this Constitution and the Rules, as to whether or not any Club is registered, and of all particulars duly entered therein.
- (c) No Club shall change the name under which it is registered, save with the consent of the Board.
- (d) Where the Board consents to the change of name of any Club, such change shall be noted in the Register and notified in the Official Calendar.
- (e) The registration of any Club shall confer on that Club all rights, powers and functions conferred on Clubs by this Constitution and by the Rules, save that except as is expressly provided, no Club other than a Totalisator Club shall have any right to elect, or to take part in the election of, any Regional Member.
- (f) Registration shall operate as an agreement by the Club and the members thereof, faithfully to observe, perform, and carry out the requirements of this Constitution and of the Rules and as an agreement by the Club that it will not exercise or claim in respect of racing or the control thereof, any power or authority, save such as is conferred on it by this Constitution and the Rules.

5.6 Cancellation and Suspension of Registration

- (a) The registration of any Club shall be cancelled by the Board if it is proved to the satisfaction of the Board that registration was secured by any false or fraudulent representation, or by the production of any false certificate or other document.
- (b) The Board may suspend for such period as is fixed by it, or cancel the registration of any Club which has committed a breach of this Constitution or of the Rules, or the registration of any Club (other than a Polo Club or Hunt Club) which has not held a race meeting for three (3) consecutive years.
- (c) Every such suspension shall be noted in the Register, and on the cancellation of registration the name of the Club shall be removed from the Register.

5.7 Club Returns

- (a) Every Club shall, within one month after holding its Annual Meeting, forward to the Chief Executive of Thoroughbred Racing an audited statement of financial position, together with a statement of accounts (including a statement of financial performance) showing fully the financial position of the Club at the close of the previous financial year.
- (b) If required by the Board, a Club shall, within a period of not more than one (1) month from the date of the request, forward to the Chief Executive of Thoroughbred Racing an update on its financial position.
- (c) If required by the Board, a Club shall provide within a time frame fixed by the Board a Business Plan, including financial budgets.
- (d) If required by the Board, a Club shall provide within a time frame fixed by the Board a statement of its financial position together with a statement of accounts in a standardised format.

6 Regions

There shall be three (3) Regions known as the Northern Region, the Central Region and the Southern Region.

7 Representatives to Thoroughbred Racing

- (a) Each Totalisator Club shall be entitled to elect or appoint a Representative to attend a General Meeting of Thoroughbred Racing on behalf of the Club.
- (b) No person other than a member of the Committee of such Club shall be eligible to be elected or appointed as a Representative to a General Meeting of Thoroughbred Racing.
- (c) Each Totalisator Club shall notify the Chief Executive of Thoroughbred Racing, not later than 14 days prior to any Special General Meeting of Thoroughbred Racing and

28 days prior to an Annual General Meeting of the name of the person who will be its Representative at such meeting.

- (d) If any duly elected or appointed Representative is unable to attend any General Meeting then the Club may nominate a substitute Representative from its Committee and every such substitution shall for the purposes of that Meeting be deemed to be a duly appointed Representative to Thoroughbred Racing.

8 General Meetings

8.1 Annual General Meeting

An Annual General Meeting of Thoroughbred Racing shall be held within six (6) months of the end of each financial year and not later than fifteen (15) months after the previous Annual General Meeting at such time and place as the Board from time to time determines.

8.2 Notice of Annual General Meeting

Not less than two (2) months before the Annual General Meeting, the time and place fixed therefore shall be notified and written notice thereof shall be given by the Chief Executive of Thoroughbred Racing to all Totalisator Clubs.

8.3 Business of Annual General Meeting

- (a) The business of the Annual General Meeting shall be:
 - (i) to adopt the Minutes of the previous Annual General Meeting and any Special General Meeting;
 - (ii) to receive and consider the Board's report on its activities;
 - (iii) to receive and consider the Statement of Financial Position and Statement of Accounts including a Statement of Financial Performance for the following:
 - (A) Thoroughbred Racing;
 - (B) General Trust Fund;
 - (C) Apprentice Jockeys' Fund;
 - (iv) to receive and consider the Board's estimates under clause 18.1 and any report under clause 18.3(b)(ii) if applicable;
 - (v) to appoint an Auditor and to authorise the Board to fix the Auditor's remuneration;
 - (vi) to consider motions for resolution;
 - (vii) to consider such other general business as the Meeting resolves to consider; and

(viii) to fix the amount payable as Members' fees pursuant to clause 10.6 and Directors' fees pursuant to clause 13.5.

(b) A resume of the activities of the Board and Statements of Financial Position and Statements of Financial Performance shall be delivered to all Totalisator Clubs not later than fourteen (14) days before the date of the Annual General Meeting.

8.4 Special General Meetings

(a) The Board may, from time to time, direct the Chief Executive to convene a Special General Meeting of Thoroughbred Racing, for the consideration of such matters as it thinks fit.

(b) The Chief Executive shall convene a Special General Meeting of Thoroughbred Racing on a date and at a venue determined by the Board upon requisition in writing signed by not less than 10% of Totalisator Clubs. Any such requisition shall include full details of the business to be dealt with at the proposed Special General Meeting.

8.5 Notice of Special General Meetings

The Chief Executive shall give to all Totalisator Clubs not less than one (1) month's notice in writing of the time and place fixed for the Special General Meeting and of the business to be transacted thereat (except where in the view of the Board, such notice period is not practicable).

8.6 Business of Special General Meetings

No business other than that stated in the convening notice shall be transacted at any Special General Meeting.

9 Meeting Procedure

9.1 Chairman

The Chairman of an Annual General Meeting or a Special General Meeting of Thoroughbred Racing shall be the Chairman of the Board. In the event of the Chairman being unavailable, the Board shall appoint one of its number to chair the Meeting in the Chairman's absence.

9.2 Quorum

A quorum for a General Meeting shall be twelve (12) Representatives from Totalisator Clubs.

9.3 Attendees

(a) Every General Meeting of Thoroughbred Racing shall be a Meeting of the Directors, the duly elected or appointed Representatives to Thoroughbred Racing, the Chief Executive and any other person invited by the Board to attend the Meeting provided that such other person shall not be entitled to address the Meeting without the consent of the Chairman.

- (b) The Secretary or equivalent officer of a Totalisator Club shall be entitled to attend a General Meeting of Thoroughbred Racing upon, and subject to, such conditions as may be prescribed from time to time by the Board.

9.4 Proxies

- (a) Any Totalisator Club not represented at a General Meeting may appoint a Representative of any other Club within its Region as its proxy to speak and vote on its behalf.
- (b) The appointment of a proxy shall be in writing signed by the President or other duly authorised officer of the Club and shall be in the following form or as near as possible:

The [] Club appoints the Representative of the [] Club to be the proxy for its Representative at the Meeting of Thoroughbred Racing to be held on [].

- (c) The instrument appointing a proxy shall be posted, e-mailed, faxed or delivered so as to reach the office of the Chief Executive of Thoroughbred Racing not later than thirty (30) minutes prior to the advertised time for the commencement of the Meeting.
- (d) Failure to comply with the provisions of this clause shall render the appointment of a proxy null and void unless the Chairman of the Meeting shall deem the circumstances such that the irregularity shall be waived.

9.5 Resolutions

- (a) Unless otherwise provided in this Constitution every resolution of Thoroughbred Racing shall be duly made which is passed by a majority of the valid votes recorded in person or by proxy in respect thereof.
- (b) Every resolution of Thoroughbred Racing shall be notified in the Official Calendar, except where otherwise specially provided for in this Constitution or in the Rules, and shall take effect as from a date specified in such resolution or where no such date is specified, from the 1st day of August next, after the making of the resolution.

9.6 Voting

- (a) Every question coming before any General Meeting of Thoroughbred Racing shall be decided by open voting provided however that a secret ballot may be permitted by the Chairman of such Meeting if a majority of the Representatives present and entitled to vote signify that they require such question to be decided by such a ballot.
- (b) Unless otherwise required by this Constitution, every question shall be decided by a bare majority.
- (c) The full number of votes which the Representative of any Club is entitled to exercise shall be given for or against any question put to the vote and shall be recorded not as personal votes of the Representative but as the vote of his/her Club.

- (d) On any question put to the vote at a General Meeting of Thoroughbred Racing, the number of votes which the Representative of each Club shall be entitled to exercise (if such Club is entitled to vote on such question) shall be one vote for each Race Date which the Club has been allocated in the Racing Year in which the vote is occurring reduced by the number of Race Dates (if any) which the Club has Relinquished or forfeited either voluntarily or otherwise in that Racing Year prior to the vote.

9.7 Delegation to the Board

- (a) Thoroughbred Racing may delegate to the Board any power, duty or function of Thoroughbred Racing under this Constitution or the Rules specified in the resolution making such delegation.
- (b) Every such delegation shall take effect from the making thereof or from some later date stated in the resolution, and every act done in due pursuance of such delegation shall for all purposes be deemed to be an act of Thoroughbred Racing.

10 The Members' Council

10.1 Establishment and Composition of the Members' Council

There shall be a Members' Council which shall comprise twelve (12) Members made up as follows:

- (a) nine (9) Regional Members with each Region appointing three (3) Regional Members; and
- (b) three (3) Sector Members with:
 - (i) NZTROF appointing one (1) Sector Member;
 - (ii) NZTBA appointing one (1) Sector Member; and
 - (iii) NZTA and NZJA jointly appointing one (1) Sector Member.

10.2 Nominations for the Members' Council

- (a) The Chief Executive shall, not later than three (3) months prior to the Annual General Meeting in each year, call for nominations from the Totalisator Clubs within each Region for candidates to be elected or re-elected (as applicable) as a Regional Member to fill any vacancies that exist in the Regional Members for that Region.
- (b) Each Totalisator Club may nominate one (1) candidate for election or re-election (as applicable) as a Regional Member for its Region each year.
- (c) Each nomination must:
 - (i) be in writing, signed by the Secretary or equivalent officer and one other authorised officer of the relevant Totalisator Club and supported by a copy of the appropriate minutes of that Totalisator Club, with the consent of the candidate endorsed thereon; and

- (ii) be received by the Returning Officer no later than two (2) months prior to the relevant Annual General Meeting.
- (d) If the number of candidates nominated by the Totalisator Clubs in a Region is the same as the number of vacancies in the Regional Members for that Region, then the candidate(s) shall be declared to have been elected or re-elected (as the case may be) as Regional Member(s) for that Region.
- (e) The Chief Executive shall not later than two (2) months prior to the Annual General Meeting in each year, call for:
 - (i) NZTROF; or
 - (ii) NZTBA; or
 - (iii) NZTA and NZJA, jointly,

(depending on who appointed the Sector Member(s) retiring at that Annual General Meeting) to nominate, prior to that Annual General Meeting, one (1) person to be appointed or re-appointed (as applicable) to the Members' Council as its Sector Member and the person or persons so nominated shall be declared appointed or re-appointed (as applicable) as the Sector Member for the relevant appointing body or bodies upon receipt of such nomination by the Returning Officer.

10.3 Election of Regional Members

- (a) If more candidates are nominated for election or re-election (as applicable) as a Regional Member for a Region than there are vacancies for that Region, then an election shall be held by ballot as follows:
 - (i) The Chief Executive shall have voting papers prepared containing the names of all Regional Member candidates for the Region together with instructions as to the mode of voting and the date by which completed voting papers must be received by the Returning Officer, which date shall be no later than one (1) month prior to the date of the relevant Annual General Meeting. The Chief Executive shall forthwith forward one such voting paper to each Totalisator Club in the Region together with a copy of the curriculum vitae (if any) supplied by each candidate.
 - (ii) Each Totalisator Club shall, on receipt of a voting paper, strike-out the names of those candidates for whom it does not wish to vote, leaving only the name of the one (1) candidate for which it wishes to vote and shall return the voting paper in an envelope on which the words "Voting Paper" shall be shown so as to reach the Returning Officer on or before the date specified in that regard by the Chief Executive.
 - (iii) A Totalisator Club shall only be entitled to vote for the Regional Members for its Region.
 - (iv) Any voting paper in respect of which the provisions of this clause have not been complied with shall be declared invalid.

- (v) On the day and at the time so fixed, the Returning Officer shall open the voting papers and after setting aside all invalid voting papers, count the number of valid votes cast in favour of each candidate. For the purposes of this election, the number of votes which each Totalisator Club shall be entitled to exercise shall be one (1) vote for each Race Date which the Club has been allocated in the Racing Year in which the vote is occurring reduced by the number of such Race Dates (if any) which the Club has Relinquished or forfeited, either voluntarily or otherwise, prior to the vote.
 - (viii) The number of candidates equal to the number of vacancies to be filled who are declared by the Returning Officer to have polled the highest number of valid votes shall be declared by the Chief Executive to be duly elected or re-elected (as applicable) as Regional Member(s) for that Region, provided that if the number of candidates who have valid votes cast in their favour is less than the number of vacancies to be filled, then the candidate or candidates who had valid votes cast in its or their favour shall be declared to have been duly elected or re-elected (as applicable) as Regional Member(s) for that Region and clause 10.3(c) shall apply.
- (b) Where there is an equality of valid votes between candidates in an election (and the number of votes cast in favour of each tied candidate is greater than zero) then:
- (i) if a tied candidate is a sitting Regional Member for the relevant Region, then that candidate shall be declared re-elected;
 - (ii) if no tied candidate is a sitting Regional Member for that Region, then the Returning Officer shall determine by lot which candidate shall be elected and certify accordingly.
- (c) If the votes validly cast under an election do not result in enough candidates being elected or re-elected (as applicable) as Regional Members to fill all of the available vacancies for a Region, then a further election to fill the remaining vacant positions for that Region shall be held as follows:
- (i) the Chief Executive shall have further voting papers prepared containing the names of all Regional Member candidates for the Region who were not declared to have been duly elected as a Regional Member for that Region under clause 10.3(a)(viii) together with instructions as to the mode of voting and the date by which completed voting papers must be received by the Returning Officer, which date shall be no later than fourteen (14) days prior to the date of the relevant Annual General Meeting. The Chief Executive shall forthwith forward one such voting paper to each Totalisator Club in the Region; and
 - (ii) each Totalisator Club shall, on receipt of the voting paper, strike-out the names of those candidates for whom it does not wish to vote, leaving only the name of the one (1) candidate for which it is voting and shall return the voting paper in an envelope on which the words "Voting Paper" shall be shown so as to reach the Returning Officer on or before the date specified in that regard by the Chief Executive; and

- (iii) the number of candidate(s) equal to the number of remaining vacancies who are declared by the Returning Officer to have polled the highest number of valid votes under such further election shall be declared by the Chief Executive to be duly elected or re-elected (as applicable) as the Regional Member(s) to fill the remaining vacancies on the Members' Council for that Region.

In the event that the first round of voting under such further election does not result in the remaining vacancy or vacancies for that Region being filled, then there shall be such number of further elections (all of which shall be carried out in accordance with this clause [10.3(c)]) as may be necessary to result in the required number of Regional Member(s) having been duly elected or re-elected (as applicable) to fill the total number of vacancies for that Region, provided that the date by which the voting papers must be received by the Returning Officer under any such further election shall be no later than seven (7) days prior to the date of the relevant Annual General Meeting.

- (d) If at any time before a ballot is commenced under an election (or further election) under that clause [10.3(c)], the number of remaining candidates for a Region is reduced, by withdrawal or otherwise, to the number required to fill the number of vacancies to be filled, then the remaining candidate(s) shall be declared "elected or re-elected (as applicable) without ballot".
- (d) The Chief Executive shall forthwith report to all Clubs the result of each election (and any necessary further election(s)) and shall retain the voting papers for three (3) months at which time they shall be destroyed.

10.4 Term of Appointment of Member and Chairman

- (a) Every Member elected, re-elected or appointed under clause 10.2 or 10.3 shall assume office as a Member of the Members' Council from the conclusion of the next Annual General Meeting of Thoroughbred Racing.
- (b) Subject to clause [10.4(c)] and [10.4(h)], a Regional Member shall be elected, and a Sector Member shall be appointed, for an initial term of three (3) years, after which the Member shall retire but shall be eligible for re-election or reappointment (as applicable) for a maximum of two (2) more terms of three (3) years each.
- (c) Notwithstanding clause [10.4(b)], a Member may serve a term of greater or lesser than three (3) years if any of clauses [10.4(e)], [10.4(g)] or [10.4(h)] apply. In these circumstances, there will not be any adjustment to the duration of any subsequent term that the Member may serve to take into account the fact that he or she will have served a term of greater or lesser than three (3) years.
- (d) At each Annual General Meeting:
 - (i) One (1) Regional Member from each Region shall retire from the conclusion of the Annual General Meeting, but will be eligible for re-election at that Annual General Meeting in accordance with, and subject to, clause [10.4(b)];

- (ii) One (1) Sector Member shall retire from the conclusion of the Annual General Meeting, but will be eligible for reappointment at that Annual General Meeting in accordance with, and subject to, clause [10.4(b)]; and
 - (iii) A Regional Member who was appointed in accordance with clause [10.7] to fill a casual vacancy that arose subsequent to the previous Annual General Meeting shall also retire from the conclusion of the Annual General Meeting, but will be eligible for election at that Annual General Meeting in accordance with, and subject to, clause [10.4(b)]. For the purposes of determining the number of terms for which a Regional Member may be elected or re-elected (as applicable) in accordance with clause [10.4(b)], no regard will be had to the period for which the Regional Member was filling a casual vacancy in accordance with clause [10.7].
- (e) Subject to clause [10.4(f)], the Regional Member for each Region who is required to retire at each Annual General Meeting under clause [10(d)(i)] will be the Regional Member who has been in office the longest since he or she was last elected or re-elected (as applicable). If the Regional Member from a Region who is required to retire at an Annual General Meeting cannot be determined by this means, the Regional Members from that Region who have equally been in office the longest since they were last elected or re-elected (as applicable) will (in the absence of agreement between the Members of the Members' Council) draw lots to determine who is to retire first.
- (f) If a Regional Member who is required to retire at an Annual General Meeting pursuant to clause [10.4(d)(iii)] was appointed to replace a Regional Member who would have been required to retire by rotation from the conclusion of that Annual General Meeting, the retirement of that Regional Member pursuant to clause [10.4(d)(iii)] will be deemed to satisfy the requirement for a Regional Member to retire by rotation pursuant to clause [10.4(d)(i)].
- (g) Following the 2014 Annual General Meeting, the Sector Members will decide amongst themselves, in consultation with their respective appointers (and in the absence of agreement, by lot) a schedule by which they will retire by rotation in order to satisfy clause [10.4(d)(ii)], with the first such retirement to take effect from the conclusion of the 2015 Annual General Meeting.
- (h) If at any time whether through death, retirement, resignation or other cause, circumstances arise which have the potential to affect the order of rotation established herein, then the Members' Council may take such action as it deems necessary whether by drawing lots or otherwise to regularise the position, which could result in a Member serving a term of greater or lesser than three (3) years.

10.5 Chairman of Members' Council

- (a) The Chairman of the Members' Council shall be appointed or elected annually by the Members' Council from among the Members immediately after each Annual General Meeting.
- (b) The Chairman shall hold office until the first Meeting of the Members' Council after the next Annual General Meeting unless the Members' Council chooses to replace the Chairman between Annual General Meetings.

- (c) If there is only one (1) nomination for the position of Chairman the person nominated shall be declared elected.
- (d) If more than one (1) person is nominated for the position of Chairman then an election shall be held by ballot, with each Member having one (1) vote.
- (e) Where there is an equality of votes between candidates then a second ballot shall be held and in the event of an equality of votes after the second ballot then the Chairman shall be determined by lot.

10.6 Remuneration of Members

The Members and the Chairman of the Members' Council shall be entitled to such remuneration as shall be determined from time to time by Thoroughbred Racing in General Meeting. The Members and the Chairman of the Members' Council shall also be reimbursed for all expenses properly incurred by them in connection with the business of Thoroughbred Racing.

10.7 Vacancies

- (a) The office of any Member shall become vacant if the Member:
 - (i) dies or becomes ineligible to continue to hold office by reason of the fact that he/she has at any time been or is disqualified for any corrupt practice or serious racing offence under the Rules or the Rules of Harness Racing New Zealand or the Rules of the New Zealand Greyhound Racing Association Inc; or
 - (ii) becomes bankrupt; or
 - (iii) resigns in writing; or
 - (iv) is absent without leave of the Members' Council from more than two successive meetings of the Members' Council.
- (b) In any case where the Members' Council grants to any Regional Member leave of absence, it may appoint a substitute for that Regional Member during such absence.
- (c) In any case where the Members' Council grants to any Sector Member leave of absence for a period of not less than three (3) months, NZTBA, or NZTROF, or NZTA and NZJA jointly, as the case may be may appoint a substitute for that Sector Member during such absence.
- (d) Whenever any casual vacancy occurs on the Members' Council under clause 10.7(a), the vacancy shall be filled:
 - (i) in the case of a Regional Member, by appointment by the Members' Council;
 - (ii) in the case of a Sector Member, by appointment by NZTROF, or NZTBA, or NZTA and NZJA jointly as the case may be.

- (e) Every person appointed to fill a casual vacancy shall hold office:
 - (i) in the case of a Regional Member, until the conclusion of the next Annual General Meeting, but shall be eligible to be nominated for election and be elected as a Regional Member at that Annual General Meeting in accordance with clauses [10.2], [10.3] and [10.4(b)]; and
 - (ii) in the case of a Sector Member, for the balance of the term which the Sector Member he or she replaced would have been entitled to serve, but shall be eligible to be nominated for reappointment and reappointed in accordance with clauses [10.2] and [10.4(b)]. For the purposes of determining the number of terms for which a Sector Member may be appointed or re-appointed (as applicable) in accordance with clause [10.4(b)], no regard will be had to the period for which the Sector Member was filling a casual vacancy in accordance with clause [10.7].

11 Powers and Duties of the Members' Council

The Members' Council shall have the following powers and duties:

- (a) To select and appoint the Directors of Thoroughbred Racing in accordance with clause 13.2 and enter into a contract for service with such Directors on such terms and conditions as the Members' Council shall think fit and remuneration of each Director is to be as recommended by the Members' Council and determined by Thoroughbred Racing in General Meeting immediately following the relevant Director's appointment.
- (b) To review and appraise the performance of each Director of Thoroughbred Racing prior to the Annual General Meeting in each year; and
- (c) To remove any Director from office in the event that Director is, in the Members' Council's sole opinion:
 - (i) breaching his or her duties under this Constitution or otherwise;
 - (ii) in breach of clause 13.2(e) of this Constitution;
 - (iii) otherwise acting in a manner that is, or his or her continuing to hold office as a Director would or would be likely to be, detrimental to racing.

A Director removed from office under this clause [11(c)] shall have no right or claim for compensation for removal or otherwise.
- (d) To remove any Member from office in the event that the Member is, in the Members' Council's sole opinion:
 - (i) breaching his or her duties under this Constitution or otherwise; or
 - (ii) is otherwise acting in a manner that is, or his or her continuing to hold office as a Member would or would be likely to be, detrimental to racing.

A Member removed from office under this clause [11(d)] shall have no right or claim for compensation for removal or otherwise.

12 Meetings of Members' Council

12.1 Procedure

- (a) Meetings of the Members' Council shall be held at such times and at such places as the Members' Council itself or the Chairman determines.
- (b) The Chairman of the Members' Council shall preside at every meeting of the Members' Council at which he/she is present. If the Chairman is not present at any Meeting of the Members' Council, the Members present at that meeting shall elect one (1) of their number to be Chairman of that meeting.
- (c) Unless for some good reason, the circumstances do not permit, the Chief Executive of Thoroughbred Racing shall provide to each Member not less than fourteen (14) days' written notice of any Members' Council Meeting.
- (d) The quorum for meetings of the Members' Council shall be ten (10) Members present in person.
- (e) On any question put to a vote at a meeting of the Members' Council, each Member shall have one (1) vote and, in case of an equality of votes, the Chairman shall have a casting vote. A resolution of the Members' Council is passed if at least eight (8) votes are cast in favour of the resolution.
- (f) Subject to the requirement of this Constitution, the Members' Council may regulate the conduct of business at its Meetings in such manner as it thinks fit.

12.2 Alternate Procedure

- (a) The Members' Council may, if it thinks fit, transact any of its business by the circulation of papers among all of the Members, and a resolution in writing signed by eight (8) of the Members shall be taken to be a decision of the Members' Council.
- (b) The Members' Council may, if it thinks fit, transact any of its business at a meeting held by the contemporaneous linking together by telephone, closed-circuit television or other means of communication of such number of Members as constitutes a quorum.

12.3 Chief Executive

- (a) The Chief Executive of Thoroughbred Racing shall be entitled to attend and speak at all meetings of the Members' Council and meetings but shall have no voting rights.
- (b) The Chief Executive of Thoroughbred Racing shall ensure the proceedings of each Members' Council Meeting are properly recorded in the minutes of the Meetings of the Members' Council.

13.1 Composition of the Board of Thoroughbred Racing

The Board of Thoroughbred Racing shall comprise six (6) Directors appointed by the Members' Council.

13.2 Appointment to the Board

- (a) At least two (2) months prior to each Annual General Meeting] or at any time there is a vacancy on the Board of Thoroughbred Racing, the Chief Executive of Thoroughbred Racing shall call for applications for appointment to the position of Director of the Board of Thoroughbred Racing.
- (b) At least one (1) month prior to each Annual General Meeting the Chief Executive shall provide a list of the applicants, along with all necessary background information, to the Members' Council, and the Members' Council shall meet and determine which persons shall be appointed as Directors of the Board.
- (c) The Chairman of the Members' Council shall advise each of the Clubs, as well as NZTROF, NZTBA, NZTA and NZJA, in writing prior to the Annual General Meeting of the Directors appointed by the Members' Council.
- (d) The Members' Council shall only appoint a Director if it is satisfied that the person is qualified to be a Director by virtue of the person's knowledge of the New Zealand thoroughbred racing industry or by virtue of that person's specialist knowledge and skills, provided that at all times the majority of the Directors on the Board do have knowledge of the New Zealand thoroughbred racing industry.
- (e) The following persons shall be ineligible to be appointed as a Director of the Board of Thoroughbred Racing. A person who:
 - (i) is affected by bankruptcy action;
 - (ii) is a prohibited person under section 34 of the Racing Act 2003, as set out in the Third Schedule to the Rules;
 - (iii) is warned off or is disqualified, or whose name is on the arrears list, under the Rules;
 - (iv) is disqualified from managing corporations under section 382 of the Companies Act 1993;
 - (v) holds a licence issued by NZTR (including, for example, the holder of a rider's licence, a trainer's licence, or a miscellaneous licence) at the time they take office as a Director; and
 - (vi) is a Member of the Members' Council;
 - (vii) is a trustee of a gaming trust;
 - (viii) is a member of a committee, or employee, of any of the following:

- (A) a Club;
- (B) a racing association or cluster; or
- (C) any other association formed to promote the interests of one or more participants in the thoroughbred racing industry;
- (D) Harness Racing New Zealand; or
- (E) New Zealand Greyhound Racing Association Inc.

13.3 Term of Appointment of Directors

- (a) Every Director appointed as aforesaid shall assume office from the conclusion of the next Annual General Meeting of Thoroughbred Racing.
- (b) Subject to clause [13.3(c)] and [13.3(h)], Director appointments shall be for an initial period of three (3) years after which the Director shall retire but be eligible for reappointment for a maximum of two (2) more terms of three (3) years each.
- (c) Notwithstanding clause [13.3(b)], a Director may serve a term of greater or lesser than three (3) years if clause [13.3(f)] or [13.3(h)] applies. In those circumstances, there will not be any adjustment to the duration of any subsequent term that the Director may serve to take into account the fact that he or she will have served a term of greater or lesser than three (3) years.
- (e) At each Annual General Meeting two Directors shall retire from the conclusion of the Annual General Meeting, but will be eligible for reappointment at that Annual General Meeting in accordance with, and subject to, clause [13.3(b)].
- (f) The Directors who are required to retire at each Annual General Meeting will be the Directors that have been in office the longest since they were last appointed or reappointed (as applicable). If the Directors who are required to retire at an Annual General Meeting cannot be determined by this method because two (2) or more Directors have been in office for the same amount of time since they were last appointed or reappointed (as applicable), then those Directors will (in the absence of agreement between all of the Directors) draw lots to determine who is to retire first.
- (g) For the purposes of determining which Directors have been in office the longest in accordance with clause [13.3(f)], a Director appointed to fill a casual vacancy in accordance with clause [13.6] will be deemed to have been in office for the length of time that the Director he or she was appointed to replace would have been in office had that Director not vacated office.
- (h) If at any time (whether through death, retirement, resignation or other cause), circumstances arise which have the potential to affect the order of rotation established under clause 13.3(c), then the Board of Thoroughbred Racing may take such action as it deems necessary whether by drawing lots or otherwise to regularise the position, which could result in a Member serving a term of greater or lesser than three (3) years.

13.4 Chairman of Board

- (a) The Chairman of the Board of Thoroughbred Racing shall be appointed or elected annually by the Board of Thoroughbred Racing from amongst the Directors immediately after each Annual General Meeting.
- (b) The Chairman shall hold office until the first Meeting of the Board of Thoroughbred Racing after the next Annual General Meeting unless the Board of Thoroughbred Racing chooses to replace the Chairman between Annual General Meetings.
- (c) If there is only one (1) nomination for the position of Chairman the person nominated shall be declared elected.
- (d) If more than one (1) person is nominated for the position of Chairman then an election shall be held by ballot, with each Member having one (1) vote.
- (e) Where there is an equality of votes between candidates then a second ballot shall be held and in the event of an equality of votes after the second ballot then the Chairman shall be determined by lot.

13.5 Remuneration of Directors

The Directors and the Chairman of the Board of Thoroughbred Racing shall be entitled to such remuneration as shall be determined from time to time by Thoroughbred Racing in General Meeting (following a recommendation from the Members' Council). The Directors and the Chairman of the Board of Thoroughbred Racing shall also be reimbursed for all expenses properly incurred by them in connection with the business of Thoroughbred Racing.

13.6 Vacancies

- (a) The office of any Director shall become vacant if the Director:
 - (i) dies or becomes ineligible to continue to hold office by reason of the fact that he/she is ineligible to be appointed as a Director in accordance with clause 13.2(e) of this Constitution; or
 - (ii) resigns in writing; or
 - (iii) is absent without leave of the Board of Thoroughbred Racing from more than two successive meetings.
- (b) In any case where the Board of Thoroughbred Racing grants to any Director leave of absence, it may appoint a substitute for that Director during such absence.
- (c) Whenever any casual vacancy occurs on the Board of Thoroughbred Racing, the vacancy shall be filled by appointment by the Members' Council.
- (d) Every person so appointed shall hold office for the balance of the term which the Director he or she replaced would have been entitled to serve, but shall be eligible

to be reappointed in accordance with, and subject to, clause [13.3(b)]. For the purposes of determining the number of terms for which a Director may be appointed or reappointed (as applicable) in accordance with clause [13.3(b)], no regard will be had to the period for which the Director was filling a casual vacancy in accordance with this clause [13.6].

14 Powers and Duties of the Board

14.1 Overall Power

The Board shall be responsible for managing the business and affairs of all aspects of the thoroughbred racing industry in New Zealand.

14.2 General Powers and Duties

The Board shall have the following general powers and duties:

- (a) To ensure the control, in accordance with the Rules and with the provisions of the Racing Act 2003, of all thoroughbred racing conducted in New Zealand.
- (b) To ensure the appropriate enforcement of the Rules.
- (c) To initiate, develop and implement policies conducive to the economic development and financial welfare of thoroughbred racing.
- (d) To maintain and strive to improve the integrity of the thoroughbred racing industry.
- (e) To promote good industry relations.
- (f) To adopt and regularly review a strategic plan for thoroughbred racing which shall include goals and objectives and an appropriate structure to allow for the planning process and subsequent decision making and monitoring to be effectively measured.
- (g) To do all things necessary to the end that the business of thoroughbred racing shall be efficiently administered and managed and for that purpose and for the better control of thoroughbred racing to give such orders and directions to and require such particulars and information from Clubs, owners and persons licensed or holding certificates or permits or who are registered under the Rules as it deems necessary.
- (h) To purchase or otherwise acquire any real or personal property and any right and privileges which it may think necessary or convenient for the purposes of the business of Thoroughbred Racing and to sell or otherwise dispose of the property of Thoroughbred Racing or any part thereof for such consideration and in such manner as it may think fit.
- (i) To borrow or raise money in such manner as it may think fit and to secure and guarantee the performance by Thoroughbred Racing or any person or body of any obligation undertaken by Thoroughbred Racing or any other person or body as the case may be. To purchase, redeem or pay off any securities given by or on behalf of Thoroughbred Racing.

- (j) The Board shall have the custody and control of all books, papers, documents and records and other property of Thoroughbred Racing, and shall, subject to any express provisions in this Constitution or the Rules, and to such directions as may from time to time be given by Thoroughbred Racing, manage and administer the funds of Thoroughbred Racing, and authorise and control the expenditure thereof.
- (k) To establish committees and/or to appoint sub-committees from within its own number and to delegate to such committee or sub-committee such powers and responsibilities as it shall determine.
- (l) All other powers, duties and obligations contained in the Rules.

14.3 Specific Powers and Duties

The Board shall have the following specific powers and duties:

- (a) To appoint a Chief Executive of Thoroughbred Racing and enter into an employment contract with such remuneration and on such terms and conditions as the Board shall think fit, and if it thinks fit to terminate the employment of the Chief Executive of Thoroughbred Racing in accordance with such contract and appoint a new Chief Executive of Thoroughbred Racing in his or her place.
- (b) To make, alter or rescind Rules which are not in conflict with the provisions of the Racing Act 2003.
- (c) To publish and disseminate the Official Calendar of Thoroughbred Racing.
- (d) To adopt an annual plan and budget for financial performance and to monitor results against the annual plan and budget.
- (e) To adopt clearly defined delegations of authority from the Board to the Chief Executive and to confirm delegation from the Chief Executive.
- (f) To control the New Zealand Stud Book and the New Zealand Register of Non-Stud Book Mares and the compilation and periodical publication of each thereof and for that purpose to make such appointments and regulations as it thinks fit from time to time.
- (g) To make, alter or rescind:
 - (i) regulations (not inconsistent with this Constitution) for the conduct of the business of Thoroughbred Racing at Meetings thereof or of any Committee of Thoroughbred Racing or any other person or body charged with any power, duty or function under this Constitution or the Rules; and
 - (ii) such orders (not inconsistent with this Constitution or the Rules) as it deems expedient for promoting, regulating and improving thoroughbred racing in New Zealand.
- (h) To nominate one (1) person for appointment by the Minister to the Racing Board in accordance with section 11 of the Racing Act 2003.

15 Meetings of Board

15.1 Procedure

- (a) Meetings of the Board shall be held at such times and at such places as the Board itself or the Chairman from time to time determines.
- (b) The Chairman of the Board shall preside at every Meeting of the Board at which he/she is present. In the absence from any Meeting of the Chairman, the Directors present shall elect one (1) of their number to be Chairman of that Meeting.
- (c) Unless for some good reason, the circumstances do not permit, the Chief Executive of Thoroughbred Racing shall provide to each Director not less than fourteen (14) days written notice of any Board Meeting.
- (d) At all Meetings of the Board, the presence of four (4) Directors shall constitute a quorum.
- (e) On any question put to the vote at Board Meetings, each Director shall have one (1) vote and, in case of an equality of votes, the Chairman shall also have a casting vote.
- (f) The Board may regulate the conduct of business at its Meetings in such manner as it thinks fit.

15.2 Alternate Procedure

- (a) The Board may, if it thinks fit, transact any of its business by the circulation of papers among all of the Directors, and a resolution in writing approved in writing by a majority of the Directors shall be taken to be a decision of the Board.
- (b) The Board may, if it thinks fit, transact any of its business at a Meeting held by the contemporaneous linking together by telephone, closed-circuit television or other means of communication of the Directors constituting a quorum.

15.3 Chief Executive

- (a) The Chief Executive of Thoroughbred Racing shall be entitled to attend, and speak at, all Meetings of the Board but shall have no voting rights.
- (b) The Chief Executive of Thoroughbred Racing shall ensure the proceedings of each Board Meeting are properly recorded in the minutes of the Meetings of the Board.

15.4 Meetings with Members' Council

The Board of Thoroughbred Racing shall meet with the Members' Council once every year outside of the AGM and otherwise when requested to do so in writing by the Members' Council, to discuss matters set out in an agenda set by the Members' Council.

16 Board Inquiries

- (a) The Board may, in any case where it is to hold an inquiry into any matter requiring determination, delegate to a sub-committee appointed by it all of its powers, duties

and functions under this Constitution and under the Rules (or regulations made pursuant to this Constitution or the Rules) in connection with that inquiry and matter being inquired into. Any such sub-committee shall consist of three (3) or five (5) persons who need not necessarily be members of the Board. The Board may also appoint one of the sub-committee to be the Chairman thereof and if the Board does not do so the sub-committee shall appoint or elect its own Chairman. If any member of the sub-committee is unable or unwilling to act in respect of any matter for which the sub-committee has been appointed he/she shall so advise the Chief Executive of Thoroughbred Racing and the Board shall in such event appoint another person to act as substitute in respect of the particular matter.

- (b) In making any such delegation, the Board may impose such conditions (if any) as it thinks fit with respect to the exercise or performance of any delegated power, duty or function, and everything done in due performance of such delegation shall for all purposes be deemed to be done by the Board and shall have force and effect accordingly.

17 Board Finance

17.1 Board Expenditure

- (a) The Board may, from time to time, on behalf of but subject to such directions as may from time to time be given by Thoroughbred Racing, incur such expenditure as may be necessary to carry out the business of Thoroughbred Racing and of any committee thereof.
- (b) Thoroughbred Racing at a General Meeting convened in that behalf may authorise the Board to incur expense in the promotion and carrying into effect of any proposal, scheme or arrangement intended for the betterment of or incidental to racing and to Totalisator Clubs generally and/or the training and racing of horses in New Zealand. Thoroughbred Racing may from time to time give directions to the Board in regard to any such proposal, scheme or arrangement and the expenses incurred in connection therewith.

17.2 Payment to Judicial Control Authority

The Board shall, from time to time, pay to the Judicial Control Authority such sum as the Authority shall require to be paid to it by Thoroughbred Racing. No payment shall, however, be made until the Board is satisfied that the sum required by the Authority to be paid by Thoroughbred Racing has been correctly calculated and is in respect only of expenditure by the Authority which is authorised by or under such Act.

18 General Purposes Levy

18.1 Board Estimates

- (a) Prior to each Annual General Meeting, the Board shall estimate:
 - (i) the amount of expenditure incurred or to be incurred by it between the first day of August in the year of the Meeting and the 31st day of July in the next year;

- (ii) the income to be received in the same period;
 - (iii) the excess (if any) of expenditure over income in the same period.
- (b) The Board shall report such estimates to every Annual General Meeting.

18.2 Creating General Purposes Levy

- (a) The Board shall raise any excess of expenditure over income by making a levy (the "General Purposes Levy") on all Totalisator Clubs including all Restricted Totalisator Clubs.
- (b) The amount to be levied upon each Totalisator Club by way of General Purposes Levy shall be fixed by the Board.

18.3 Fixing Amount of General Purposes Levy

- (a) The Board may fix the General Purposes Levy on such basis or in accordance with such formula as it may from time to time in its discretion determine.
- (b) Subject to sub-clause (a) herein, the Board may, but is not obliged to, fix the General Purposes Levy in accordance with the following:
- (i) the Board shall before the Annual General Meeting in each year (the base year) fix an amount (hereinafter referred to as the "base figure") which shall be paid in the succeeding year by every Club, including every Restricted Totalisator Club, for every day on which the Totalisator was scheduled to operate during the base year;
 - (ii) the Board shall report such base figure to the Annual General Meeting;
 - (iii) in fixing the base figure, the Board shall have regard to, among other things, the value of the services, staff and facilities provided by Thoroughbred Racing or arranged by Thoroughbred Racing for a Club conducting a Totalisator Meeting;
 - (iv) there shall in the year succeeding that in which the Annual General Meeting is held, be levied by way of General Purposes Levy upon every Restricted Totalisator Club in respect of every day of racing, on which the Totalisator operated, which was conducted by it during the base year:
 - (A) the base figure;
 - (B) one-half of one per centum on the total on-course Totalisator investments at the racecourse and on the day on which the Club conducted that day of racing;
 - (v) there shall in the year succeeding that in which the Annual General Meeting is held, be levied by way of General Purposes Levy upon every Totalisator Club, other than a Restricted Totalisator Club, in respect of every day of

racing on which the Totalisator operated, which was conducted by it during the base year, the base figure;

- (vi) the balance of any excess of expenditure over income shall be raised by levying, by way of General Purposes Levy all Totalisator Clubs, other than Restricted Totalisator Clubs, and the amount to be paid by each thereof shall be at such balance the same proportion as the gross amount of all on-course investments plus fifty per centum of all off-course Totalisator investments at all meetings held by that Club in the base year bears to the total gross amount on all on-course Totalisator investments plus fifty per centum of all off-course Totalisator investments at all race meetings in New Zealand in that year;
- (vii) In calculating the amounts payable pursuant to clauses 18.3(b)(iv)(A) and 18.3(b)(vi), the Board may, however, make allowance, so far as it deems expedient, for any change in the number of days on which the Totalisator is being or will be used by any Club during any period the Board considers relevant.
- (c) The Levy and any Goods and Services Tax applicable thereto shall be payable to Thoroughbred Racing on demand by the Chief Executive. The Chief Executive may, if so instructed by the Board, demand that the levy and any Goods and Services Tax applicable thereto be paid by instalments payable at times nominated by the Board and in any such case the instalments shall be paid not later than such nominated times.
- (d) The Board may, in its discretion, suspend or cancel the registration of any Club which has not paid the levy and any Goods and Services Tax applicable thereto upon demand being made or impose upon it such other penalty as it thinks fit.

19 Regional Meetings

19.1 Regional Meetings

- (a) The Board shall convene a meeting of Totalisator Clubs within the Southern Region, the Central Region or the Northern Region, respectively, as soon as practicable after requisition in writing signed by not less than twenty per cent (20%) in number of the Totalisator Clubs within the relevant Region. Any such requisition shall include full details of the business to be dealt with at the proposed Regional Meeting.
- (b) A report of each Regional Meeting shall be forwarded to each Totalisator Club in that Region and/or published in the Official Calendar.
- (c) A quorum for a Regional Meeting shall be 20% in number of the Totalisator Clubs comprising the Southern Region Clubs, the Central Region Clubs or the Northern Region Clubs, as the case may be. If such quorum is not present within half (1/2) an hour of the scheduled commencement time of the Regional Meeting then the meeting shall be deemed to be abandoned.
- (d) The Chairman of the Board shall determine the procedure at a Regional Meeting.

19.2 Notice

Not less than twenty-one (21) days' notice shall be given of the date of each Regional Meeting unless for some good reason the Board considers a lesser notice is more appropriate.

19.3 Director to Chair

All Regional Meetings shall be presided over by one of the Directors.

20 Accounts

- (a) The financial year of Thoroughbred Racing shall be the twelve (12) month period ending on the 31st day of July.
- (b) The Board shall cause to be kept in such form as it from time to time thinks fit, full and proper accounts and all such accounts shall be audited by an auditor who shall be appointed by Thoroughbred Racing at each Annual General Meeting and be paid such remuneration for his/her services as the Board shall determine.
- (c) As soon as conveniently may be after the 31st day of July in each year, the Board shall cause to be prepared and audited a statement of financial position together with a statement of accounts (including a statement of financial performance), showing fully the financial position of Thoroughbred Racing at the close of the period of twelve (12) months ending on said 31st day of July. The statement of financial position and statement of accounts duly audited shall be submitted to the Annual General Meeting of Thoroughbred Racing.

21 Rules of Racing

The "Rules" as defined in this Constitution shall be the New Zealand Rules of Racing, including any valid amendments to those Rules made in accordance with this Constitution and the Racing Act .

21.1 Application of the Rules

- (a) The Rules shall apply to all races and race meetings and all matters connected with racing and shall apply to and be binding on all persons and bodies described therein including, where appropriate, horses.
- (b) All bodies and persons to whom the Rules apply shall at all times be deemed to have full knowledge of the Rules and of their rights, duties, liabilities and obligations thereunder, and to agree to be bound by the decisions and acts of all Tribunals and persons authorised by the Rules to act and give decisions.
- (c) All such bodies and persons coming within the application of the Rules shall be deemed to have agreed to seek no remedy available to them at law in respect of anything done under the Rules, or omitted to be done, or against the printers or publishers of, or persons selling, distributing or delivering the Official Calendar, until they have exhausted all remedies provided by or under the Rules in respect of anything so done or omitted.

21.2 Alteration of the Rules

- (a) The Rules, may from time to time be amended, added to or revoked by resolution of the Board.
- (b) Notice of every proposed resolution to amend, add to or revoke the Rules (indicating clearly the nature of the proposed amendment, addition or revocation) shall be given by the Board to every Totalisator Club and published in the Official Calendar at least one month prior to the date of the meeting at which the resolution will be considered and the Chief Executive shall report to the Board any submissions or recommendations received in response to such notice.
- (c) Prior to any amendment, addition or revocation of the Rules that are under consideration by the Board of Thoroughbred Racing, the proposed amendment, addition or revocation shall be notified to the NZRB, the Judicial Control Authority and the Executive Committee of Harness Racing New Zealand. Prior to any such amendment, addition or revocation being voted upon, the Chief Executive of Thoroughbred Racing shall report any recommendation made by either the NZRB, the Judicial Control Authority or Executive Committee of Harness Racing New Zealand.

21.3 Publication of the Rules

- (a) The Rules shall be printed, and from time to time published, in book or pamphlet form by authority of the Board.
- (b) Every such publication purporting to be published by authority of the Board shall, until the contrary is proved, be recognised as authentic.
- (c) Every such publication may be prepared by way of consolidation of the Rules and for that purpose the Board may (so far as may be rendered necessary by the insertion of any new Rule or the revocation or amendment of any Rule) renumber the Rules and the sub-Rules and paragraphs of any Rule or Rules.

21.4 Correction of Errors

The Board may correct any errors which occur in any consolidation or renumbering of the Rules.

22 Alterations to Constitution

This Constitution may be rescinded, amended or added to only by resolution in that behalf passed by a three-fifths majority of all Representatives present and voting at an Annual General Meeting, or a Special General Meeting convened for that purpose. No amendment may be made to this Constitution which affects clause 23 relating to liquidation unless it has first been approved by the Inland Revenue Department.

23 Liquidation

In the event of the liquidation of Thoroughbred Racing or its dissolution by the Registrar of Incorporated Societies, the funds and assets of Thoroughbred Racing remaining after payment and satisfaction of its debts and liabilities and the costs and expenses of liquidation

shall be distributed to the Clubs in such proportions as the Representatives may resolve in General Meeting provided however that no part of the income or other funds of the Clubs shall be used for the private pecuniary profit of any individual person except to the extent of reasonable payments made for services rendered.

24 Common Seal

Thoroughbred Racing shall maintain a Common Seal which shall be kept in the custody of the Chief Executive and shall be affixed to any document only by the authority of the Board and in the presence of any two Directors or a Director and the Chief Executive, as authorised by resolution of the Board to that effect.

25 Indemnity

- (a) Thoroughbred Racing and its employees, the Members' Council and each Member, the Board and each of its Directors, and each and every Representative shall, except in the case of wilful default or fraudulent acts or omissions, be indemnified by and out of the funds of Thoroughbred Racing against any loss, damage, expenses or liability incurred by reason of or in connection with any legal proceedings instituted against them or any of them for any act done, omitted or suffered in relation to the performance of any of their duties in respect of Thoroughbred Racing.
- (b) The Board may effect any appropriate insurance cover for any Member of the Members' Council, Director or employee of Thoroughbred Racing at the expense of Thoroughbred Racing.

26 Matters not provided for

If any matter shall arise which in the opinion of the Board is not provided for in this Constitution then the same may be determined by the Board in such manner as it deems fit, and every such determination shall be binding upon all Clubs and other bodies and persons affected thereby.

27 Transitional Provisions

27.1 General

Any reference in the Rules or Constitution of any Club to the "New Zealand Racing Conference" and/or "Conference" shall be deemed to be a reference to Thoroughbred Racing.

27.2 Initial Members' Council and initial Board of Thoroughbred Racing

- (a) Notwithstanding the Commencement Date, this Constitution shall become operative prior to the Commencement Date to the extent necessary and with any necessary modifications so as to allow for the appointment or election (as the case may be) of the initial Members to the Members' Council and the initial Directors to the Board and the Members and Directors so appointed or elected shall hold office from the Commencement Date until the expiration of their appointment in terms of clauses 10.4 and 13.3, as applicable, herein.

- (b) For the purposes of electing or appointing (as the case may be) the persons who are the initial Members' Council and the initial Board of Directors under this Constitution:
- (i) the Chief Executive shall prepare an appropriate timetable for the calling of nominations for elections to the positions of Regional Members and the Sector Members and applications for appointment as Directors of the Board of Thoroughbred Racing;
 - (ii) if more than three (3) candidates are nominated for the positions of Regional Members for a Region, then the initial Regional Members for such Region shall be elected by way of ballot held in accordance with clause 10.3, and the Chief Executive shall declare the duly elected Members by way of written notice to each of the Clubs prior to the Commencement Date;
 - (iii) the appointment of the Members shall, subject to this clause 27, take effect from the Commencement Date;
 - (iv) once the Members of the Members' Council have been duly elected, but prior to the Commencement Date, the Chief Executive shall call for applications for the appointment as a Director of the Board of Thoroughbred Racing;
 - (v) the initial Members' Council elected under this clause 27 shall consider the applications received and appoint the Directors of the Board of Thoroughbred Racing from those applications prior to the Commencement Date and the Chairman of the Members' Council shall advise each of the Clubs in writing prior to the Commencement Date of the Directors appointed by the Members' Council;
 - (vi) the appointment of the initial Directors of the Board of Thoroughbred Racing under this amended Constitution shall take effect from the Commencement Date.

SCHEDULE

REGISTERED CLUBS

Clubs entitled to use the Totalisator

NORTHERN REGION	CENTRAL REGION	SOUTHERN REGION
AUCKLAND RC	EGMONT RC	AMBERLEY RC
AVONDALE JC	STRATFORD RC	ASHBURTON RC
COUNTIES RC	TARANAKI TR	BANKS PENINSULA RC
DARGAVILLE RC	WANGANUI JC	CANTERBURY JOCKEY CLUB
PAKURANGA HUNT	WAVERLEY RC	GREYMOUTH JOCKEY CLUB
WHANGAREI RC	FEILDING JC	HORORATA RC
CAMBRIDGE JC	FOXTON RC	KUMARA RC
PAEROA RC	LEVIN RC	MARLBOROUGH RC
TAUMARUNUI RC	MANAWATU RC	NORTH CANTERBURY RC
WAIKATO RC	MARTON JC	REEFTON JC
WAIPA RC	OTAKI-MAORI RC	SOUTH CANTERBURY RC
WHAKATANE RC	RANGITIKEI RC	WAIMATE RC
RACING MATAMATA	WELLINGTON RC	WESTLAND RC
RACING ROTORUA	HAWKE'S BAY RI	BEAUMONT RC
RACING TAUPO	MASTERTON RC	CENTRAL OTAGO RC
RACING TAURANGA	POVERTY BAY TC	GORE RC
RACING TE AROHA	WAIPUKURAU JC	KUROW JC
ROTORUA-BOP HUNT	WAIRARAPA RC	OAMARU JC
SOUTH WAIKATO RC	WAIROA RC	OTAGO RC
THAMES JC	WOODVILLE-PAHIATUA RC	RIVERTON RC
		SOUTHLAND RC
		TAPANUI RC
		WAIKOUAITI RC
		WAIRO JC
		WINTON JC
		WYNDHAM RC

Clubs not entitled to use the Totalisator

Alexandra Racing Club
Awakino Beach Picnic Racing
Glenmore Picnic Sports Club
Kaipara Hunt
Ninety Mile Beach Sports & Picnic Racing Club
Opotiki Hunt Club
Reporoa Sports Club
Taupo Hunt Club
Waitemata Hunt Club

Auckland Provincial Polo Club
Cambridge Polo Club
Helensville District Racing Club
Morrinsville Polo Club
Northland Hunt Club
Poihipi Sports Racing Club
South Auckland Racing Club
Waimai Polo Club
Whakatane District Hunt Club

Castlepoint Racing Club
Dannevirke Hunt Club
Gold Coast Turf Club
Kapiti Coast Beach Racing Club
Manawatu Hunt Club
Poverty Bay Hunt Club
Rangitikei Polo Club
Tolaga Bay Beach Picnic Racing Club
Waikohu Picnic Racing Club

Central Districts Turf Club
Feilding Polo Club
Hawke's Bay Polo Club
Mahia Hunt Club
Petone Beach Racing Club
Poverty Bay Polo Club
Taranaki Hunt Club
Tuki Tuki Polo Club
Wairarapa Hunt Club

Brackenfield Hunt Club
Christchurch Hunt Club
Doncaster Turf Club
Gore Gymkhana Club
Marchwood Picnic Racing Club
Rapahoe Beach Racing Club
Richmond Picnic Racing Club
Upper Waitaki Gymkhana Sports Club
Weka Pass Railway Society Inc. Racing Club

Chatham Island Jockey Club
Christchurch Polo Club
Eastern Districts Picnic Race Meengs Club
Hawea Picnic Racing Club
Oamaru Turf Club
Riccarton Turf Club
Starborough Hunt Club
Waikaia Gymkhana Club
Lakeside Football Club