



RULES OF
NEW ZEALAND THOROUGHBRED RACEHORSE OWNERS FEDERATION
INCORPORATED

Amended final draft for adoption at Special General Meeting 14th March 2021

1. NAME:

- 1.1 The Society shall be called the NEW ZEALAND THOROUGHBRED RACEHORSE OWNERS FEDERATION INCORPORATED.
("The Federation").

2. MISSION AND OBJECTS

- 2.1 Our Mission Statement is

"To promote and safeguard the interests and rights of Thoroughbred Racehorse Owners"

- 2.2 Objects

- (a) To promote membership of the Federation to thoroughbred racehorse owners within New Zealand.
- (b) Generally, to take all necessary steps to promote, develop, maintain and safeguard the interests, rights and privileges of thoroughbred racehorse owners.
- (c) To review all matters relating to or arising from legislation; to consider existing statutes and their effects on owners; to originate and promote such beneficial amendments as may from time to time be found.
- (d) To represent the general interests of all thoroughbred racehorse owners in discussions with other racing industry organisations; to communicate with members on matters relating to the industry and the Federation.
- (e) To promote and facilitate activities between owners at provincial, island and national inter regional association and national level.
- (f) To make submissions, policies or comments on any legislation law reform, report, document or proposal affecting the interests of thoroughbred owners and the racing industry.
- (g) To do such things as are incidental or conducive to the attainment of such objects.

3. POWERS

3.1 The Federation has power to do the following in pursuance of its objects, subject to any limitation imposed by this Constitution:

- (h) To fund its activities by subscription or payments from members, fees, grants, donation or other income.
- (i) To borrow, raise, or secure the payment of money in such manner as the Federation shall think fit, with or without security.
- (j) To purchase, sell, exchange, maintain, improve, lease, hire, dispose of, manage, invest, in such investments as the Federation may think fit.
- (k) To acquire shares or other equity, or securities in any company or other incorporated body.
- (l) To employ and remunerate staff.
- (m) To undertake legal action, including on behalf of members
- (n) To enter into any contract, make any arrangements, or undertake any activity for the financial or other benefit of the:
 - (i) Members, provided that no such contract, arrangement, or activity may be entered into, made or undertaken without the sanction of seventy five percent (75%) of the Board.
 - (ii) Federation.
- (o) To conduct any other functions outlined in this Constitution.
- (p) To use any rights or privileges that the Federation may deem necessary or convenient for carrying out its power, or furthering its objects under this Constitution.
- (q) To do anything incidental or conducive to the attainment of any of the objects of the Federation.
- (r) No funds received for specific purpose or upon any condition shall be treated as income nor applied for the general purposes of the Federation.

4. MEMBERSHIP.

4.1 ***Classes of Membership:*** The members of the Federation shall be divided into the following classes:

- (a) Ordinary
- (b) Honorary Life
- (c) Associate

4.2 ***Ordinary Membership:*** Any Thoroughbred Racehorse Owner/s or any person having an interest in racing is eligible to apply for ordinary membership upon payment of the prescribed membership fee and completion of the prescribed application form approved by the Federation from time to time.

4.3 ***Honorary Life Membership:*** At an Annual general meeting of the Federation, a Life member may be elected on account of meritorious service rendered to the Federation, in accordance with the following:

- (a) Each nomination for life membership must:
 - (i) state the nominee's name and a brief account of the service rendering them deserving of life membership;
 - (ii) be proposed and seconded by two Financial Members, each from a different Regional Association.
- (b) Details of the nomination and the nominee shall be presented to the Board of the Federation for endorsement and then presented to the next Annual General Meeting (AGM)
- (c) An election for honorary life membership shall be by either vote or ballot as agreed by the meeting of those Board members present at the AGM.
- (d) A nominee receiving at least seventy-five per cent (75%) of the votes cast shall become an Honorary Life Member.
- (e) Upon election, an honorary life member is entitled to attend and vote at all General meetings of the Federation, and has such other privileges as are determined from time to time by seventy-five per cent (75%) of the members present at a General meeting.
- (f) An honorary life member is not liable for any subscription or levies in respect of their membership unless donated.

4.4 ***Associate Membership:***

- (a) Associate Membership is available to companies, firms, registered associations or societies or persons providing goods and services to the Federation under such terms and conditions as the Board deems appropriate.
- (b) Associate Members are not eligible to hold office or have voting rights within the Federation.

5. SUBSCRIPTIONS:

- 5.1 Every Member admitted shall pay an annual subscription as determined each financial year.
- 5.2 The amount of the subscription payable per member shall be determined by resolution of the Federation at the AGM.
- 5.3 Any increase in subscriptions may not come into effect until the following financial year.

6. REGIONAL ASSOCIATIONS:

- 6.1 Members accepted by the Federation shall form Regional Associations to be incorporated under their own rules but consistent with the objects of the Federation.
- 6.2 Each Regional Association shall receive from the Federation membership fees (net of the capitation fee) that have been collected by the Federation from members who have nominated application to that Association. Should a Region go into recess the capitation fees for that Region shall be kept by the Federation which will be identified in the annual accounts and may be paid in part or full should that Region become operational again within 2 years.

- 6.3 The amount of capitation fees payable shall be determined by resolution of the Federation at the AGM.
- 6.4 A copy of each Association's financial accounts, duly certified in each instance by the President and Secretary, shall be forwarded to the Federation within one (1) month of the Regional Association AGM.

7. RESIGNATION:

- 7.1 Any member intending to withdraw from the Federation may notify their intention to do so in writing or email to the Secretary at any time during the season.
- 7.2 No such resignation shall relieve any Member from payment of any subscription, levy or other payment due or payable at the time of resignation.
- 7.3 No subscription, levies or other payments already paid to the Federation by a resigning member shall be refunded on resignation.
- 7.4 Any member who has not paid their subscription by 31 July will be deemed to have resigned.

8. EXPULSION AND SUSPENSION:

- 8.1 ***Grounds for expulsion:*** A member shall be liable to be expelled from the Federation if it:
- (a) breaches this Constitution; or
 - (b) by any action, in the opinion of the Board, endangers the interest and intent of the Federation.
- 8.2 ***Procedure for Expulsion:***
- (a) A member, Officer or the President may notify the Federation if it believes a member may be liable to expulsion pursuant to clause 8.1.
 - (b) Where the Board receives such notice and wishes to pursue it, it may decide to refer the issue for investigation to an Independent Review Office appointed by the Board. If it does so, it must advise the member subject to the investigation that:
 - (i) their conduct is being investigated; and
 - (ii) they may make a submission to the Board in writing and/or in person or by their representative.
 - (c) On completion of the investigation, the Independent Review Officer shall report to the Federation as to whether, in their opinion, the member's action has breached this Constitution; or has endangered or will endanger the interest or intent of the Federation.
 - (d) A copy of the Independent Review Officer's report shall be given to the member concerned at the same time as it is given to the Federation.
 - (e) The Federation shall call a meeting of the Board to consider the report and any submissions by the members concerned. The member must be given at

least seven (7) days' notice of that meeting and be reminded of its right to make submissions.

- (f) The Board may elect to expel the Member concerned, by seventy-five per cent (75%) majority. If it does so, such expulsion is to take effect immediately.

8.3 An expelled Member shall not be relieved from payment of any subscription, levy or other payment due or payable at the time of expulsion and shall be liable for any legal cost in recovering the same.

8.4 No subscription, levies or other payments already paid by the expelled member(s) shall be refunded.

8.5 ***Suspension:***

The Board may elect to suspend a member who is the subject of an investigation pursuant to clause 8.2 (b) for the duration of the investigation if, in the opinion of the majority of the Board, continuation of the membership would not be in the interest of the Federation.

9. PROPERTY

9.1 Membership of the Federation does not give a member any transmissible or assignable interest by operation of law or otherwise, in any of the property or funds of the Federation.

9.2 If a member ceases to be a member for any reason, any interest it may nevertheless possess in any of the effects, property or funds of the Federation will vest in the Federation.

9.3 Any information (including but not limited to model rules), which the Federation provides for Regional Association remains the property of the Federation. Members must not pass any such information to any non-member without the written consent of the Federation.

10. OFFICERS AND DELEGATES

10.1 The Officers of the Federation shall be:

- (a) A President / Chairman;
- (b) One Vice President, who will be elected from the Board following the AGM.

10.2 The Delegates of the Federation comprise:

One (1) Regional Association Delegate plus a reserve elected by each Regional Association in each of the following Regions as defined by the Federation from time to time where such a Regional Association operates:

- (i) Auckland / Northland
- (ii) Waikato / Bay of Plenty
- (iii) Hawke's Bay / Poverty Bay
- (iv) Taranaki / Wanganui
- (v) Manawatu / Wellington / Wairarapa
- (vi) Canterbury / Nelson / Marlborough / West Coast

(vii) Central South Island

(viii) Otago / Southland

- 10.3 In the event of a Regional Association going into recess a Member from that Region may be appointed by the Board.
- 10.4 Officers / Delegates shall be elected annually.
- 10.5 No Officer / Delegate shall be liable for acts or defaults of any other Officer / Delegate or any loss caused by such acts or defaults, unless caused by their own wilful default, act or wilful acquiescence.
- 10.6 The Officers / Delegates shall be indemnified by the Federation for all liabilities and costs reasonably incurred by them in proper performance of their functions and duties, other than as a result of their wilful default.
- 10.7 The Officers / Delegates shall be entitled to reimbursement of fair and actual expense incurred in the execution of their role for the Federation, subject to the agreement by the Board. Such expenses in the main will be travel related attending meetings or workshops approved by the Federation.

11. NOMINATION OF PRESIDENT / CHAIRMAN

- 11.1 **Nomination of President / Chairman:** Nominations for office of President / Chairman must:
- (a) Be in writing;
 - (b) Be put forward by one of the Regional Associations;
 - (c) State name and address of the nominee;
 - (d) Be signed by the nominee as consenting to the nomination.
 - (e) If no nominations have been received, nominations will be taken from the floor.
- 11.2 Nominees for the position of President / Chairman must have served at least one term on the Board at the date of election.
- 11.3 Nominations for the position of President / Chairman must reach the Secretary not later than 21 days prior to the date of AGM in the year that the position will become vacant.
- 11.4 If there are two or more nominations in respect of President / Chairman, the Secretary shall:
- (a) notify all Regional Associations of the name and address of each nominee; and
 - (b) conduct a ballot among the Regional Delegates at the AGM to elect one of the nominees as President / Chairman. The ballot will be conducted on the basis that each Delegate has one vote.
 - (c) If there are no nominations received, further nominations may be made at the AGM or the Board may elect a Chairman to fill the role until the next AGM when further nominations will be called for.

- 11.5 The President / Chairman shall be elected annually.
- 11.6 The President / Chairman while in office shall represent the Federation interests and objects and hold office on any Board, Committee; or where any authority or governing body within the Racing Industry provides for representation by the Federation unless the Board decides otherwise in general meeting.

12. REMOVAL OF OFFICERS

- 12.1 Any Officer may be removed from office at any General meeting of the Federation in accordance with the following:
- (a) A notice of motion of no confidence in that Officer, signed by at least two (2) Regions, shall reach the Secretary not less than twenty-one (21) days before a General Meeting.
 - (b) A copy of the notice in clause 12.1 (a) must be given to the Officer concerned at least fourteen (14) days before the meeting.
 - (c) The Officer must be given the opportunity to appear and speak at that meeting.
 - (d) The motion of no confidence in the Officer concerned may be passed or defeated by simple majority of the members present at the meeting.
 - (e) If the motion is passed, the officer concerned shall be removed from office with immediate effect.
- 12.2 An Officer who has been convicted of a crime (which carries a term of imprisonment) for which has been imposed, or of any offence which in the opinion of the Board brings the Federation into disrepute, shall automatically and immediately be removed from office.
- 12.3 The Board may elect to remove an Officer who becomes physically or mentally incapacitated to the extent that they cannot carry out their duties as a Board Member.
- 12.4 No Officer who has been removed from office shall be eligible for re-election without the consent of the General Meeting.
- 12.5 Any Officer who has been adjudged bankrupt.

13. BOARD OF MANAGEMENT

- 13.1 The regulation and governance of the Federation shall be vested in:
- (a) a Board of management; and
 - (b) such other committee or committees as may be created by the Board in general meeting from time to time.
- 13.2 The Board of Management shall consist of:
- (a) all the Officers/Delegates of the Federation referred to in clause 10; and
 - (b) such other person/s as may be co-opted to the Board by the Officers.

14. SECRETARY / TREASURER

- 14.1 The Board has the power to contract the services of a Secretary / Treasurer and remunerate the role by way of a contractual payment as the Board deems fit and as agreed with the incumbent.
- 14.2 It shall be the responsibility of the Secretary / Treasurer to account for their own tax and ACC payments as a contract provider of the services.
- 14.3 It shall be the duty of the Secretary / Treasurer or nominee to:
- (a) keep minutes of all meetings, attend to all correspondence, arrange all business and assist in all matters connected with the affairs of the Federation as deemed fit by the Board from time to time;
 - (b) to keep such financial records as required for audit and tax purposes pursuant to the provisions of the Financial Reporting Act and its amendments;
 - (c) report to the Board on financial trends or any other matters which, in the Treasurer's opinion, should be raised;
 - (d) to keep a register of members of the Federation and keep Regions informed of updates;
 - (e) to communicate with members as requested by the President and/or Board and keep members informed of Federation and industry news via email, website and/or social media.
- 14.4 The Secretary / Treasurer shall attend and take part in any meetings as required by the Board but not be entitled to exercise a vote (unless a full Board member) on any question.
- 14.5 The Secretary / Treasurer shall present a Profit & Loss statement at each meeting together with a list of creditors to be authorised and approved for payment.
- 14.6 The Secretary / Treasurer shall attend and present the Statement of Financial Accounts to the AGM.

15. FINANCIAL ACCOUNTS

- 15.1 **AUDIT or REVIEW:** An Auditor or Reviewer may be appointed at the Annual General Meeting of the Federation and shall hold office until the next Annual General Meeting when he/they shall retire but shall be eligible for re-election. The Auditor or Reviewer shall audit or review respectively the annual accounts and balance sheet and certify the same. The Annual General Meeting may resolve unanimously not to appoint an Auditor or Reviewer in which case the statement of the financial affairs submitted to the next Annual General Meeting does not need to be audited or reviewed.
- 15.2 The annual financial accounts of the Federation shall be compiled by either by the Secretary/Treasurer or a suitably qualified person appointed by the Board, pursuant to the provisions of the Financial Reporting Act and its amendments.
- 15.3 The Board shall pay any such reasonable fees as agreed for compiling and/or auditing or reviewing.

- 15.4 The Compiler, Auditor or Reviewer shall have the power to call for the production of all books, papers and documents (including electronic documents) relating to the affairs of the Federation.
- 15.5 The compiled Financial Statements whether audited or reviewed or not are to be submitted to the AGM for acceptance and approval.

16. BOARD: DUTIES AND POWERS

- 16.1 The Board shall, subject to any limitations imposed by this Constitution, conduct and manage the business and affairs of the Federation, exercise all powers and authorities of the Federation as set out in clause 3, and do such other acts and things as it deems necessary or expedient for carrying on the business and intent of the Federation.
- 16.2 **Powers:** Without limiting clause 16.1, the Board shall have power to:
- (a) form standing or ad hoc committees for the purpose of exercising its duties, authorities or powers;
 - (b) delegate its duties, powers and authorities to a committee formed under clause 16.2 (a);
 - (c) co-opt any person to assist with its functions;
 - (d) make, amend or rescind by-laws (provided that any by-laws are not inconsistent with this constitution or the Incorporated Societies Act), which shall be binding on all members;
 - (e) obtain opinion of members by way of circular, email or otherwise in lieu of calling a formal General Meeting of the Federation, and act in accordance with the published majority opinion so obtained as if it had been determined by General Meeting;
 - (f) appoint, annually review, and at its discretion remove, a Secretary / Treasurer; and fix their emoluments or enter into a Contract for Service from the funds of the Federation.
- 16.3 The funds of the Federation shall be under the control of the Board subject to control and regulation by any resolution of the Federation in General meeting.
- 16.4 Any decision of the Board on the construction and interpretation of any clause in this Constitution shall be binding on all Members unless and until it is overruled by a General Meeting.

17. ANNUAL GENERAL MEETING

- 17.1 An Annual General Meeting (AGM) of the Federation shall be held within six (6) months of the end of each financial year and not later than fifteen (15) months after the previous AGM at a location or forum agreed by the Board, for the purpose of:
- (a) receiving and adopting the annual report of the President;
 - (b) receiving and adopting the Financial Statements;
 - (c) considering, and if necessary, taking action on any motion of which due notice has been given;

- (d) the election and confirmation of Officers;
- (e) appoint an Auditor or Reviewer or resolve not to do so;
- (f) fixing membership fees and setting capitation fee of the Federation;
- (g) attending to General Business.

17.2 At least twenty-one (21) days before the date of the AGM the following shall be notified to all members and Regional Associations by either email or other form of notice as agreed by the Board:

- (a) notice of the AGM and business to be discussed;
- (b) the Annual Report and Financial Statements.

18 SPECIAL GENERAL MEETING

18.1 The Secretary shall call a Special General Meeting (SGM) if at any time:

- (a) the Board considers such a meeting is necessary or desirable; or
- (b) the Secretary receives a written request to do so signed by not less than two (2) Regional Associations; or
- (c) the Secretary receives a written request to do so signed by not less than twenty per cent (20%) of the membership.

18.2 A date for the Special General Meeting occurs within three (3) months of the receipt of a valid request under clause 18.1.

18.3 At least twenty-one (21) days' notice of the meeting and business must be given to members as agreed by the Board.

19. CONDUCT OF GENERAL MEETING

19.1 At all General Meetings, the Chair shall be:

- (a) the President;
- (b) in their absence, the Vice President; or
- (c) in the absence of President and Vice President, a Board member elected by the meeting

19.2 The quorum of any General Meeting shall be not less than 50% of Board Members.

19.3 If a quorum is not present after reasonable time, that meeting shall be adjourned until another date.

19.4 Any General Meeting may adjourn its proceedings from time to time provided that a quorum is present.

19.5 Each Member of the Federation shall have one vote only at such Meetings.

19.6 Votes by proxy shall not be allowed.

- 19.7 Except as otherwise provided by this Constitution, all questions raised at a General Meeting shall be decided by a simple majority of votes cast.
- 19.8 All resolutions passed at any General Meeting shall be conclusive and binding on all Members whether present or not, provided that the Meeting was held in substantial conformity with this Constitution.
- 19.9 The conduct of the Meetings shall be held in accordance with the Federation's Standing Orders, as amended from time to time.
- 19.10 Scrutineers shall be appointed by the members from the floor of the AGM or SGM to count the votes where a secret ballot operates.

20. BOARD MEETINGS

- 20.1 The Secretary shall call a Board Meeting:
- (a) at such place(s) and time as the President or, in their absence, the Vice President direct; or
 - (b) on requisition in writing setting out the purpose for which the Meeting is required, signed by three (3) members of the Board.
- 20.2 A date for a Board Meeting must be set within four (4) days of the Secretary receiving a valid requisition under clause 20.1(b) and a meeting must be held within three (3) weeks of the requisition.
- 20.3 A notice by Email specifying the purpose for which the Meeting is convened, and the date, time and place of the meeting shall be sent to all Board members:
- (a) at least seven (7) days before the date of the Board Meeting to be held in person; or
 - (b) at least three (3) days before the date of the Meeting to be held by telephone or video conference; or
 - (c) such shorter time as the President or Vice President determines given the urgency of the matter or matters to be considered at the Meeting.
- 20.4 In the case of a Meeting under clause 20.3(c) the following shall apply:
- (a) reasonable efforts must be made to inform Board members personally of the purpose, date, time and place of the Meeting;
 - (b) four (4) Officers/Delegates shall be a quorum;
 - (c) any three Board Members who speak to the matter or matters discussed at the Meeting to be considered may requisition a further meeting under clause 20.1(b) for the purpose of reconsidering the matter or matters; and
 - (d) any such further Meeting must be held within seven (7) days of the Secretary receiving a valid requisition under clause 20.1(b).
- 20.5 A Board Meeting may be held in two or more places simultaneously via telephone or video conference.

- 20.6 At all Board Meetings, the Chair shall be:
- (a) the President; or
 - (b) in their absence, the Vice President; or
 - (c) in the absence of the President and Vice President, another Board member elected at the Meeting.
- 20.7 If a quorum is not present within ten minutes of the scheduled time for a Board Meeting, that meeting shall be adjourned until to another date and time, when, if a quorum is still not present, it shall lapse.
- 20.8 Any Board Meeting may adjourn its proceedings from time to time provided that a quorum is present.
- 20.9 Except as otherwise provided by this Constitution, all questions raised at a Board Meeting shall be decided by a simple majority of votes cast.
- 20.10 The Secretary may conduct a poll of Board Members by email, telephone or video call in relation to any issue, and any majority decision of the Board so obtained shall be deemed a resolution passed by the Board, subject to ratification at the next Board Meeting.

21. BY-LAWS AND STANDING ORDERS

- 21.1 All new or amended By-laws and standing Orders shall be submitted to the next General Meeting for approval.
- 21.2 Notwithstanding the provisions of clause 21.1, the Board may fix the date on which any By-law or standing Order shall come into force.

22. ALTERATION OF CONSTITUTION RULES

- 22.1 A clause cannot be rescinded, a new clause added or any alteration made to the Constitution unless such rescindment, addition or alteration is made at the AGM of the Federation or at any Special General Meeting of the Federation convened in accordance with these said Rules with proper notice of the proposed alteration(s) having been given or at a meeting which is an adjournment of any such meeting.
- 22.2 In the event of any question arising as to the construction of any of the foregoing Rules or as to any other matter not provided for by these Rules, the Federation shall have the power to decide the same and its decision shall be final.

23 REMITS

- 23.1 All Financial Members and Regional Associations shall have the right to submit for inclusion at the AGM, any Remit on any matter provided the Remit is filed with the Secretary no later than twenty-one (21) days prior to the date of the AGM.
- 23.2 The Board shall have power to bring forward business of any nature at the AGM without complying with fore mentioned clause.
- 23.3 Notice of any proposed remit shall be sent to Financial Members and Regional Associations either by written notice, email or published on Federations website or bulletin no later than seven (7) days prior to the date of the AGM.

24. COMMON SEAL

24.1 The common seal of the Federation shall be retained in the custody of the Secretary, and shall be used only in the pursuance of a duly passed resolution of the Board of the Federation, and in the presence of two (2) persons appointed by the Board as authorised signatories of the Federation.

25. DISSOLUTION

25.1 The Federation may only be dissolved:

- (a) at a Special General Meeting called by the Board for that purpose; or
- (b) as provided for in the Incorporated Societies Act and its amendments.

25.2 The Board shall call a Special General Meeting to consider the dissolution of the Federation on application in writing to it by fifty percent (50%) of the Regional Associations.

25.3 Notice of such Meeting shall be sent to each Regional Association at least sixty (60) days before the date of the Meeting.

25.4 The quorum at such Meeting shall be fifty (50%) of the Officers.

25.5 At such Meeting votes by proxy shall be admitted.

25.6 The Board shall administer the winding up or dissolution of the Federation.

25.7 After payment of all debts and liabilities and costs of the winding up, the excess assets and/or funds of the Federation realised shall be distributed to either:

- (a) an organisation similar to the Federation with a compatible Constitution, provided that there is no opportunity for division of that organisation's assets or funds among the membership, as directed by the meeting, or in the absence of such a direction, as decided by the Board; or
- (b) one or more charitable organisations or institutions.

25.8 Notwithstanding the provision of clause 22.1 for the amendment of this Constitution, there shall be no power for clause 25.7 to be amended so as to allow distribution of any Federation funds to the membership of this or any subsequent organisation.

25.9 A Proxy vote may be exercised by any Board Member or Delegate having first received written authorisation from the member wishing to vote by Proxy, such intention having been advised in writing to the Secretary specifying:

- (a) The member voting by Proxy;
- (b) The delegate exercising that Proxy.

Such advice to be in the Secretary's office three (3) working days prior to the Special General Meeting in the prescribed form approved by the Board.

26. REGISTERED OFFICE

26.1 The Registered Office of the Federation shall be determined by the Board as deemed appropriate, taking into consideration the location of the Secretary / Treasurer.