



CONSTITUTION OF
NEW ZEALAND THOROUGHBRED RACEHORSE OWNERS FEDERATION
INCORPORATED

As amended and adopted at Special General Meeting on XXXXX

1. NAME

1.1 The name of the society is the New Zealand Thoroughbred Racehorse Owners Federation Incorporated. (in this Constitution referred to as the 'Federation').

1.2 The New Zealand Thoroughbred Racehorse Owners Federation is officially recognised under the Racing Industry Act 2019 and in the Constitution of New Zealand Thoroughbred Racing.

2. CHARITABLE STATUS

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

3. DEFINITIONS

In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

'Act' means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

'Annual General Meeting' ('AGM') means a meeting of the **Members** of the **Society** held once per year which, among other things, will receive and consider reports on the **Federation's** activities and finances.

‘Board’ means the **Federation’s** governing body comprising Regional Delegates and co-opted members.

‘Constitution’ means the rules in this document.

‘Delegate’ means **Board** member **Officer** elected by a **Regional Association** to represent that Association.

‘Executive Officer’ means the **Officer** responsible for the matters specifically noted in this **Constitution** under Clause 9.1.

‘General Meeting’ means a meeting of the **Members** of the **Federation**.

‘Interested Member’ means a **Member** who is interested in a matter for any of the reasons set out in section 62 of the **Act**.

‘Interests Register’ means the register of interests of **Officers**, kept under this **Constitution** and as required by section 73 of the **Act**.

‘Life Member’ means a **Member** honoured for highly valued services to the Federation.

‘Matter’ means—

1. the **Federation’s** performance of its activities or exercise of its powers; or
2. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Federation**.

‘Member’ means a natural person or a group of natural persons or a Legal Ownership Entity who has consented to become a **Member** of the **Federation**, who has been properly admitted to the **Federation** and whose membership has not ceased.

‘Notice’ to **Members** means any notice given by email, mail, or in the Owners’ Bulletin.

‘Officer’ means a natural person who is:

- a member of the **Board**, or
- occupying a position in the **Federation** that allows them to exercise significant influence over the management or administration of the **Federation**.

‘Owner’ means as defined from time to time in the Rules of Racing prescribed by New Zealand Thoroughbred Racing.

‘President’ means the **Officer** who provides leadership for the **Federation** and who is responsible for chairing **Board** meetings, **General Meetings**, **AGMs** and **SGMs**.

‘Regional Association’ means an association affiliated to the **Federation** comprising Members who have elected to join that **Regional Association** and which operates under its own set of rules which are consistent with the objectives of the **Federation**.

‘Register of Members’ means the register of **Members** kept under this **Constitution** as required by section 79 of the **Act**.

‘Reserve Delegate’ means the representative from a **Regional Association** who will attend **Board** meetings as an observer and represent the **Delegate** if the **Delegate** is absent. The **Reserve Delegate** is not a **Board** member.

‘Special General Meeting’ means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.

‘Vice President’ means the **Officer** responsible for assisting the **President** in carrying out the duties pertaining to that office, and in the absence of the President, shall have all the powers and shall perform all the duties of the President.

‘Working Days’ means as defined in the Legislation Act 2019.

4. MISSION AND PURPOSES

4.1 The Federation’s Mission is thoroughbred racehorse ownership advocacy.

4.2 Purposes

- (a) To promote and advance thoroughbred ownership in New Zealand
- (b) To promote membership of the Federation to thoroughbred racehorse owners within New Zealand.
- (c) Generally, to take all necessary steps to promote, develop, maintain and safeguard the interests, rights and privileges of thoroughbred racehorse owners.
- (d) 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.
- (e) 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.
- (f) To represent the general interests of all thoroughbred racehorse owners in discussions with other racing industry organisations.
- (g) To communicate with members on matters relating to the industry and the Federation.
- (h) To promote and facilitate activities between owners
- (i) To do such things as are incidental or conducive to the attainment of such objects.

4.3 The Federation must not operate for the purpose of, or with the effect of, distributing any gain, profit, surplus, dividend, or other similar financial benefit to any of its Members (whether in money or in kind).

5. POWERS OF THE FEDERATION

5.1 The Federation has all the powers of a natural person necessary for, or ancillary to, managing the operation and affairs of the Federation and fulfilling each Purpose of the Federation, to the maximum extent permitted by law, including the power to borrow money.

5.2 No funds received for a specific purpose or upon any condition shall be treated as income nor applied for the general purposes of the Federation.

6. ACT AND REGULATIONS

6.1 Nothing in this Constitution authorises the Federation to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

7. LOCATION OF THE FEDERATION

7.1 The registered office of the Federation will be located at such place within New Zealand as the determined by the Board from time to time.

7.2 Changes to the registered office shall be notified to the Registrar of Incorporated Societies:

- (a) at least 5 working days before the change of address for the registered office is due to take effect, and
- (b) in a form and as required by the Act.

8. CONTACT PERSON

8.1 The Federation shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.

8.2 The Federation's contact person must be:

- (a) At least 18 years of age, and
- (b) Ordinarily resident in New Zealand.

8.3 A contact person shall be appointed by the Board.

8.4 Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

- (a) a physical address or an electronic address, and
- (b) a telephone number.

8.5 Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the Federation becoming aware of the change.

9. MEMBERS

9.1 The Federation shall maintain the minimum number of Members required by the Act.

9.2 The classes of membership and the method by which Members are admitted to different classes of membership are as follows:

9.2.1 Member:

A Member is a natural person or a group of natural persons or a Legal Ownership Entity

admitted to membership under this **Constitution** and whose membership has not ceased.

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

9.2.2 Life Member:

A Life Member is a person honoured for highly valued services to the Federation.

A Life Member is elected in accordance with the following:

- (a) Each nomination for Life Membership must:
 - i. state the nominee's name and a brief account of their service to the Federation rendering them deserving of Life Membership
 - ii. be proposed and seconded by 2 different Regional Associations.
- (b) Details of the nomination and the nominee shall be presented to the Board of the Federation for endorsement at least 20 Working Days prior to the next AGM and then presented to the next AGM.
- (c) An election for life membership shall be by either vote or ballot as agreed by those Board members present at the AGM.
- (d) A nominee receiving at least 75% of the votes cast by those Board members present at the AGM shall become a Life Member.

A Life Member shall have all the rights and privileges of a Member and shall be subject to all the same duties as a Member except those of paying subscriptions and levies in respect of their membership.

9.3 An applicant for membership must complete any application form, supply any information, or attend an interview as may be reasonably required by the Board regarding an application for membership and will become a Member on acceptance of that application by the Federation.

9.4 By making an application for membership, every applicant consents to becoming a Member of the Federation.

9.5 The Board may decline an application for membership at its sole discretion. The Board must advise the applicant of its decision but is not required to provide reasons for its decision.

9.6 The application form of every Member to become a Federation Member shall be retained in the Federation's membership records.

9.7 Members' obligations and rights:

- (a) All Members shall provide the Federation in writing with that Member's name and contact details, namely physical address, email address (if available), and a telephone number, and promptly advise the Federation in writing of any changes to those details.

- (b) All Members shall promote the interests and purposes of the Federation and shall do nothing to bring the Federation or thoroughbred racing into disrepute.
- (c) All Members shall comply with the Rules of Racing as published by NZTR at all times.
- (d) A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, participating in Federation activities and accessing or using the Federation premises, facilities, equipment and other property), if all subscriptions and any other fees have been paid to the Federation by their respective due dates, but no Member or Life Member is liable for an obligation of the Federation by reason only of being a Member.

10. MEMBERSHIP SUBSCRIPTIONS AND RENEWAL

10.1 Subscriptions and Fees:

- (a) Every Member admitted, with the exception of Life Members, shall, if required, pay an annual subscription as determined for each financial year.
- (b) The amount of the subscription payable shall be recommended by the Board at an AGM and confirmed.
- (c) Any increase in subscriptions may not come into effect until the following financial year.
- (d) If all subscriptions and any other fees are not paid within 3 months, despite reminder notices being issued, the Executive Officer may terminate the Member's membership without being required to give prior notice to that Member.

11. EXPULSION AND SUSPENSION

11.1 A Member shall be liable to be expelled from the Federation if they:

- (a) breach this Constitution; or
- (b) by any action that, in the opinion of the Board, endangers the interests and intent of the Federation.

11.2 The Board will determine the procedure for expulsion. No subscription, levies or other payments already paid by the expelled Member shall be refunded.

12. CEASING TO BE A MEMBER

12.1 A Member ceases to be a Member:

- (a) by resignation from that Member's class of membership by written notice or email to the Federation; or
- (b) upon termination of a Member's membership following a dispute resolution process under this Constitution; or
- (c) upon death (or if a partnership on dissolution of the partnership); or
- (d) by resolution of the Board where, in the opinion of the Board, the Member has brought the Federation into disrepute;

- (e) upon failure by the Member to pay the subscription or other amount due to the Federation by the last day of the current financial year or prior if reminder notices have been issued.

12.2 In the event of resignation or death, no subscription, levies or other payments already paid by the Member(s) shall be refunded.

13. ASSETS

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

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

14. REGIONAL ASSOCIATIONS

14.1 Subject to prior written approval of the Board, Regional Associations of the Federation may be formed in districts, as defined by the Board, throughout New Zealand.

14.2 Regional Associations are to be incorporated under their own rules consistent with the Purpose of the Federation. If a new Regional Association is formed it can apply to come under the auspices of the Federation.

14.3 Members may nominate the Regional Association to which they wish to belong, which may or may not be the region in which they reside.

14.4 Each Regional Association shall receive from the Federation the agreed capitation fee, which is a proportion of the fee paid by the Member.

14.5 Should a Regional Association go into recess the capitation fees for that Regional Association shall be kept by the Federation and will be identified in the annual accounts and may be paid in part or full should that Regional Association become operational again within 2 years.

14.6 The amount of capitation fees payable shall be recommended by the Board at an AGM and confirmed.

14.7 A copy of each Regional Association's financial accounts shall be forwarded to the Federation within 1 month of the Regional Association's AGM.

14.8 Where a Regional Association dissolves, the surplus assets and property of that Association will be disposed of to the Federation.

15. BOARD

15.1 Composition of the Board

15.1.1 The Board will consist of at least 3 Officers and no more than 10 Officers and will be made up as follows:

- (a) A President appointed from the Regional Delegates.
- (b) A Vice President appointed from the Regional Delegates.
- (c) One Regional Delegate elected by each Regional Association who at General Meetings will exercise a vote on each binding motion on behalf of the Regional Association they represent.

15.1.2 For the purposes of continuity of succession each Regional Association shall be entitled to annually elect a Reserve Delegate who may attend Board meetings as an observer but shall not assume any of the rights (including voting rights) and responsibilities of a Board member nor hold the position of Officer.

15.1.3 In the absence of a Regional Delegate at a Board meeting or a General Meeting, the Reserve Delegate shall be entitled to vote on binding motions on behalf of that region.

15.1.4 In the event of a Regional Association going into recess a Member from that Region may be appointed by the Board.

15.2 Powers of the Board

From the end of each AGM until the end of the next, the **Federation** shall be managed by, or under the direction or supervision of, the Board, in accordance with the **Act**, any Regulations made under the Act, and this Constitution.

The Board has all the powers necessary for governing and directing the operation and affairs of the Federation, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution and including the power to:

- (a) co-opt and delegate as necessary;
- (b) appoint sub-committees if required; any such sub-committee must not commit the Federation to any financial expenditure without express authority from the Board;
- (c) engage, contract or employ such persons as considered appropriate, including Executive Officer, or otherwise agree to obtain the assistance or advice of any person or organisation for the Federation;
- (d) control the funds and investments of the Federation;
- (e) determine the method, means and venue of any meeting;
- (f) regulate its proceedings as it thinks fit.

15.3 Interpretation of this Constitution

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.

15.4 Quorum

The quorum for Board meetings is at least 50% of Board members. If a quorum is not present the Board can determine how to proceed with the meeting and how voting might be determined.

For the avoidance of doubt, any Board member participating in a meeting of the Board online will be counted as part of that quorum for that meeting.

15.5 Voting

Every Board member shall have one vote. Except as otherwise provided by this Constitution, all decisions and resolutions shall be decided by a simple majority of votes cast.

15.6 Chairperson

At all Board meetings the Chairperson shall be—

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

15.7 Casting Vote

Any person chairing a Board Meeting has a deliberative and, in the event of a tied vote, a casting vote.

15.8 Frequency of Meetings

The Board will meet a minimum of 6 times a year as determined by the President. The Executive Officer will advise Board members of meeting details.

15.9 Term of Office

- (a) The term of office for all Officers elected to the Board shall be 1 year, expiring at the end of the AGM in the following year.
- (b) Any Officer shall be eligible for re-election for a further term or terms.

15.10 NZTR Members' Council representative

The Board will appoint one person as its representative on the NZTR Members' Council in accordance with the relevant procedure as set out in the NZTR Constitution and as amended from time to time.

15.11 Notice of Meetings

The Executive Officer shall give to all Board members not less than 5 Working Days' notice of Board meetings, but in cases of urgency a shorter period of notice shall suffice.

15.13 Minutes

The Federation must keep minutes of all Board Meetings.

16. OFFICERS

16.1 Qualifications of Officers

Every Officer must be a natural person who, prior to election or appointment as an Officer:

- (a) has consented in writing to be an Officer of the Federation, and
- (b) certified that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Federation.

16.2 Officers' Certificates

Each certificate shall be retained in the Federation's records.

16.3 Disqualification

Officers must not be disqualified under section 47(3) of the Act from being appointed or holding office as an Officer of the Society.

16.4 Officers' Duties

At all times each Officer:

- (a) shall act in good faith and in what he or she believes to be the best interests of the Federation,
- (b) must exercise all powers for a proper purpose,
- (c) must not act, or agree to the Federation acting, in a manner that contravenes the Act or this Constitution,
- (d) when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
 - i. the nature of the Federation,
 - ii. the nature of the decision, and
 - iii. the position of the Officer and the nature of the responsibilities undertaken by him or her
- (e) must not agree to the activities of the Federation being carried on in a manner likely to create a substantial risk of serious loss to the Federation or to the Federation's creditors, or cause or allow the activities of the Federation to be carried on in a manner likely to create a substantial risk of serious loss to the Federation or to the Federation's creditors, and
- (f) must not agree to the Federation incurring an obligation unless he or she believes at that time on reasonable grounds that the Federation will be able to perform the obligation when it is required to do so.

16.5 Procedures for Electing Officers

16.5.1 Procedure for Electing President

- (a) The President will be elected annually at the AGM and while in office shall represent the Federation's interests and purposes 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.
- (b) Nominations must:

- i. Be in writing
 - ii. Be put forward by one of the Regional Associations
 - iii. State the name and address of the nominee
 - iv. Be signed by the nominee as consenting to the nomination and accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as a Officer (as described in the 'Qualification of Officers' rule above)
 - v. Be received by the Federation at least 20 Working Days before the date of the AGM
- (c) Nominees for the position of President must at the date of election have served at least one term on the Board as a Regional Delegate.
- (d) If there are 2 or more nominations in respect of President, the Executive Officer shall:
- i. notify all Regional Associations of the name and address of each nominee; and
 - ii. conduct a ballot among the Regional Delegates at the AGM to elect one of the nominees as President. The ballot will be conducted on the basis that each Delegate has 1 vote.
- (e) If there are no nominations received, and none of the Regional Delegates are available, nominations may be made from the floor and put to a simple majority vote.
- (f) If there are no nominations from the floor, the Board may elect by a simple majority a Member to fill the role of President until the next AGM, when further nominations will be called for.

16.5.2 Procedure for Electing Vice President

The Vice President will be elected from the Board following the AGM.

16.5.3 Procedure for electing Delegates and Reserve Delegates

Delegates and Reserve Delegates will be elected at each Regional Association AGM and immediately notified to the Federation.

16.6 Vacancies in Officer Positions

If a vacancy in the position of President or Vice President occurs between AGMs, that vacancy shall be filled by resolution of the Board and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (refer to Section 16.3).

16.7 Officers' Liability

No Officer shall be liable for acts or defaults of any other Officer or any loss caused by such acts or defaults, unless caused by their own willful default, act or willful acquiescence.

16.8 Officers' Indemnity

The Officers shall be indemnified by the Federation for all liabilities and costs in connection with any legal proceedings instituted against them in relation to the performance of any of their duties in respect of the Federation, other than as a result of their willful default.

16.9 Indemnity Insurance

The Board may, at the expense of the Federation, resolve to obtain any appropriate insurance cover in respect of the indemnity provision in Rule 16.8.

16.10 Reimbursement of Expenses

The Officers shall be entitled to reimbursement of fair and actual expenses incurred in the execution of their role for the Federation, subject to agreement by the Board. Such expenses in the main will be travel related, such as attending meetings or workshops.

16.11 Removal of Officers and Reserve Delegates

- (a) An Officer or Reserve Delegate shall be removed as an Officer or Reserve Delegate by resolution of the Board with effect from the date specified in that resolution where in the opinion of the Board the Officer or Reserve Delegate has:
 - i. Brought the Federation into disrepute.
 - ii. Failed to disclose a conflict of interest.
 - iii. Had a vote of no confidence in them passed by the Board.
 - iv. Become physically or mentally incapacitated to the extent that they cannot carry out their duties as a Board Member.
 - v. Been adjudged bankrupt.
- (b) Removal of an Officer or Reserve Delegate may be at any Board or General Meeting in accordance with the following:
 - i. A notice of motion of no confidence in that Officer, signed by at least 2 Delegates, shall reach the Executive Officer not less than 15 Working Days before a Board or a General Meeting.
 - ii. A copy of the notice in clause 16.11(b)i must be given to the Officer concerned at least 10 Working Days before the meeting.
 - iii. The Officer must be given the opportunity to appear and speak at that meeting.
 - iv. The motion of no confidence in the Officer concerned may be passed or defeated by simple majority of the members present at the meeting.
 - v. If the motion is passed, the Officer concerned shall be removed from office with immediate effect.
- (c) An Officer or Reserve Delegate who has been convicted of a crime which carries a term of imprisonment 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.

16.12 Ceasing to Hold Office

- (a) An Officer ceases to hold office when they resign (by notice in writing to the Board), are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act.
- (b) Each Officer shall within 28 Working Days of submitting a resignation or ceasing to hold office, deliver to the Board any relevant property.

16.13 Conflicts of Interest

- (a) The Federation adopts and abides by the definition of Interest specified in Section 62 of the Act.
- (b) An Officer or member of a sub-committee who is an Interested Member in respect of any Matter being considered by the Federation, must disclose details of the nature and extent of the interest, including any monetary value of the interest if it can be quantified:
 - i. to the Board and/or sub-committee, and
 - ii. in an Interests Register kept by the Board.
- (c) Disclosure must be made as soon as practicable after the Officer or member of a sub-committee becomes aware that they are interested in the Matter.
- (d) An Officer or member of a sub-committee who is an Interested Member regarding a Matter—
 - i. must not vote or take part in the decision of the Board and/or sub-committee relating to the Matter unless all members of the Board who are not interested in the Matter consent; and
 - ii. must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Board who are not interested in the Matter consent; but
 - iii. may take part in any discussion of the Board and/or sub-committee relating to the Matter and be present at the time of the decision of the Board and/or sub-committee (unless the Board and/or sub-committee decides otherwise).
- (e) However, an Officer or member of a sub-committee who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.
- (f) Where 50% or more of Officers are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Officers agree otherwise.
- (g) If an Officer or member of a sub-committee has failed to disclose an interest and has taken part in the decision, voted, or signed a document in relation to the Matter, the Board must notify Members of the Federation of the failure and of any affected transactions as soon as practicable after becoming aware of the failure.

17. GENERAL MEETINGS:

17.1.1 Procedures for General Meetings

- (a) The Board shall give all Members at least 15 Working Days' written Notice of any General Meeting and of the business to be conducted at that General Meeting.
- (b) The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice of the General Meeting.
- (c) General Meetings may be held in person and/or online.
- (d) Votes by proxy shall not be allowed.
- (e) No General Meeting may be held unless at least 50% of Board members attend the meeting and this will constitute a quorum.
- (f) The Board will determine how to proceed with a General Meeting if a quorum is not present.
- (g) Only Board members are entitled to vote on a binding motion at a General Meeting and voting will be decided by a simple majority.

- (h) For the avoidance of doubt, any Board member participating in a General Meeting of the Federation online will be counted as part of that quorum for that meeting and will be entitled to vote.
- (i) Members may vote on any other recommendation or proposal put forward at a General Meeting as determined by the Chairperson.
- (j) Only one vote per Member can be exercised.
- (k) The Board shall determine the method of voting which may be by voice, show of hands, or secret ballot, including vote counting if it is required.
- (l) Any decisions made when a quorum is not present are not valid.
- (m) Written resolutions may not be passed in lieu of a General Meeting.
- (n) At all General Meetings the Chair shall be:
 - i. the President, or
 - ii. in their absence, the Vice President, or
 - iii. in the absence of the President and Vice President, a Board member elected by the meeting.
- (o) Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote.
- (p) Any person chairing a General Meeting may—
 - i. With the consent of a simple majority of Members present at any General Meeting adjourn the General Meeting from time to time and from place to place, but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - ii. Direct that any person not entitled to be present at the General Meeting, or obstructing the business of the General Meeting, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the General Meeting, and
 - iii. In the absence of a quorum or in the case of emergency, adjourn the General Meeting or declare it closed.
- (q) The Board may propose motions for the Federation to vote on ('Board Motions'), which shall be notified to Members with the notice of the General Meeting.
- (r) Any Member may request that a motion be voted on ('Member's Motion') at a General Meeting, by giving written notice to the Executive Officer or Board at least 20 Working Days before that meeting. The Member may also provide information in support of the motion ('Member's Information'). Notice of the motion shall be provided to Members and Regional Associations with the written Notice of the General Meeting.
- (s) 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.
- (t) The Federation must keep minutes of all General Meetings.

17.2 Annual General Meetings (AGMs)

17.2.1 Procedures for AGMs

- (a) An AGM shall be held once a year on a date and at a location determined by the Board, and be consistent with any requirements in the Act, and the Constitution relating to the procedure to be followed at General Meetings.
- (b) The Annual General Meeting must be held no later than the earlier of the following:
 - i. 6 months after the balance date of the Federation;
 - ii. 15 months after the previous Annual General Meeting.

- (c) The business of an AGM shall be to:
 - i. confirm the minutes of the last AGM and any Special General Meeting(s) held since the last AGM,
 - ii. receive and adopt the Annual Report of the President on the operations and affairs of the Federation,
 - iii. receive and adopt the Financial Statements,
 - iv. consider any motions of which prior notice has been given to Members with notice of the Meeting,
 - v. select and confirm Officers,
 - vi. appoint an Auditor or Reviewer or resolve not to do so,
 - vii. fix Membership fees and set Capitation Fees of the Federation, and
 - viii. attend to General Business.
- (d) The Board must, at each AGM, give notice of any relevant disclosures of conflicts of interest made by Officers during that period.
- (e) At least 15 Working 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:
 - i. notice of the AGM and the business to be conducted at that AGM
 - ii. the Annual Report and Financial Statements

17.3 Special General Meetings

17.3.1 Procedures for Special General Meetings

- (a) Special General Meetings may be called at any time by the Board by resolution.
- (b) The Board must call a Special General Meeting if it receives:
 - i. a written request signed by not less than 2 Regional Associations, or
 - ii. a written request signed by not less than 20 Members.
- (c) Any resolution or written request must state the business that the Special General Meeting is to deal with and the Meeting may only consider the matters set out in the request.
- (d) The rules in this Constitution relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting.
- (e) A date for the Special General Meeting must be scheduled within 3 months of receipt of a valid request.

18. RECORDS

18.1 Register of Members

- (a) The Federation shall keep an up-to-date Register of Members.
- (b) For each current Member, the information contained in the Register of Members shall include:
 - i. Their name, and
 - ii. The date on which they became a Member (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
 - iii. Their last known physical address and all relevant contact details as available.
- (c) Every current Member shall promptly advise the Federation of any change of the Member's contact details.

- (d) The Federation shall also keep a record of the former Members of the Federation. For each Member who ceased to be a Member within the previous 7 years, the Federation will record:
 - i. The former Member's name, and
 - ii. The date the former Member ceased to be a Member.

18.2 Interests Register

18.2.1 The Board shall at all times maintain an up-to-date Register of the interests disclosed by Officers and by Reserve Delegates and members of any sub-committee.

19. EXECUTIVE OFFICER

19.1 Contracting services:

- (a) The Board has the power to contract the services of an Executive Officer and remunerate the role by way of a contractual payment as the Board deems fit and as agreed with the incumbent.
- (b) It shall be the responsibility of the Executive Officer to account for their own tax and ACC payments as a contract provider of the services.

19.1 Executive Officer Duties

It shall be the duty of the Executive Officer 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 Executive Officer'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.
- (f) to attend and take part in any meetings as required by the Board but the Executive Officer shall not be entitled to exercise a vote (unless a full Board member) on any question.
- (g) present the Federation financial reports to the Board.
- (h) attend and present the Statement of Financial Accounts to the AGM.

20. FINANCES

20.1 Control and Management of Finances

The following requirements shall be followed when controlling and managing the finances of the **Federation**:

- (a) The funds and property of the Federation shall be:
 - i. controlled, invested and disposed of by the Board, subject to this Constitution, and
 - ii. devoted solely to the promotion of the purposes of the Federation.
- (b) The Board shall maintain bank accounts in the name of the Federation.
- (c) All money received on account of the Federation shall be banked within 7 Working Days of receipt.
- (d) The Executive Officer will submit all accounts due for payment to the President and Vice President for approval and authorisation. Any amount over \$8,000 shall go to the Board for specific approval in advance.
- (e) The Board must ensure that there are kept at all times accounting records that:
 - i. correctly record the transactions of the Federation, and
 - ii. allow the Federation to produce financial statements that comply with the requirements of the Act, and
 - iii. would enable the financial statements to be readily and properly audited (if required under any legislation or the Federation 's Constitution).
- (f) The Board must establish and maintain a satisfactory system of control of the Society's accounting records.
- (g) The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form and the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the Federation.
- (h) The annual financial accounts of the Federation shall be compiled by either by the Executive Officer or a suitably qualified person appointed by the Board, pursuant to the provisions of the Financial Reporting Act and its amendments.
- (i) An Auditor or Reviewer may be appointed at the AGM of the Federation and shall hold office until the next AGM when 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 AGM may resolve unanimously not to appoint an Auditor or Reviewer in which case the statement of the financial affairs submitted to the next AGM does not need to be audited or reviewed.
- (j) The Board shall pay any such reasonable fees as agreed for compiling and/or auditing or reviewing.
- (k) 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.
- (l) The compiled Financial Statements whether audited or reviewed or not are to be submitted to the AGM for acceptance and approval
- (m) The approved Financial Statements must be filed with the Registrar of Incorporated Societies for registration with 6 months of the end of each financial year.

20.2 Balance Date

20.2.1 The Federation's financial year shall commence on 01/08 of each year and end on 31/07, the latter date being the Federation's balance date.

21. DISPUTE RESOLUTION

21.1 The **Federation** adopts and abides by the Meanings of Dispute and Complaint specified in Section 38, and the Dispute Resolution Procedures specified in Schedule 2 of the **Act**.

22 ACCESS TO INFORMATION FOR MEMBERS

22.1 The Federation adopts and abides by Sections 80 to 83 of the **Act**.

23. DISSOLUTION

23.1 Procedure for Dissolution

- (a) The Federation may only be dissolved:
 - i. at a Special General Meeting called by the Board for that purpose; or
 - ii. as provided for in the Act
- (b) The Board shall call a Special General Meeting to consider the dissolution of the Federation on application in writing to it by 50% of the Regional Associations.
- (c) Notice of such Meeting shall be sent to all Regional Associations at least 40 Working Days before the date of the Meeting.
- (d) The quorum at such Meeting shall be 50% of the Board.
- (e) The Board shall administer the winding up or dissolution of the Federation and removal of the Federation from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the Act.

24. LIQUIDATION

24.1 Procedure for Liquidation:

The Federation shall be liquidated and removed from the Register of Incorporated Societies in accordance with the Act.

25. SURPLUS ASSETS

25.1 Procedure for Vesting Surplus Assets Following Dissolution or Liquidation of the Federation:

- (a) No distribution shall be made to any Member.
- (b) The Federation's surplus assets, after payment of all debts, costs and liabilities, shall be vested in such not for profit organisation or organisations concerned with thoroughbred horses in New Zealand as determined at a General Meeting.

- (c) Notwithstanding the provision of Clause 26 for the amendment of this Constitution, there shall be no power for Clause 25.1(a) to be amended so as to allow distribution of any Federation funds to the membership of this or any subsequent organisation.

26. AMENDING THIS CONSTITUTION

26.1 Procedure for Amendments:

- (a) All amendments must be made in accordance with this Constitution.
- (b) The Federation may amend or replace this Constitution at a General Meeting by a resolution passed by a simple majority of those Board Members present and voting.
- (c) At least 15 Working Days before the General Meeting at which any amendment is to be considered the Board shall give notice to all Members of the proposed resolution, the reasons for the proposal, and any recommendations the Board has.
- (d) Minor Amendments: Any minor or technical amendments as defined by the Act shall be notified to Members as required by section 31 of the Act.

26.2 Notification to Registrar

When an amendment is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and shall take effect from the date of registration.

26.3 Interpretation

In the event of any question arising as to the construction of any of the Rules of the Constitution or as to any other matter not provided for by the Constitution, the Board shall have the power to decide the same and its decision shall be final.