

CONSTITUTION OF AUCKLAND THOROUGHBRED RACEHORSE OWNERS ASSOCIATION INCORPORATED

As adopted at the Association's AGM held on Sunday 30 November 2025

1. 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 means the meeting of Members that must be called by the Committee in accordance with Clause 10.6 of this Constitution and held not later than 30 November of each calendar year.

Auditor or Reviewer means the auditor or reviewer from time to time of the Association appoints in accordance with Clause 17.

President means the Officer elected as part of the Committee in accordance with Clause 11.

Association means Auckland Thoroughbred Racehorse Owners Association Incorporated, an incorporated society.

Committee means Committee Members who number not less than the required quorum, as set out in Clause 11, and act as the Association's governing body.

Committee Member means each person appointed to the Committee in accordance with Clause 11

Constitution means this document.

General Meeting means either an Annual General Meeting or a Special General Meeting of the Members of the Association.

Interested Officer means an Officer 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 in accordance with this Constitution, and as required by section 73 of the Act.

Life Member means each person appointed as a Life Member in accordance with Clause 8.2.

Matter means:

- (a) the Association's performance of its activities or exercise of its powers; or

- (b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Association.

Member means each person or body corporate who is admitted as a member of the Association by the Committee pursuant to Clause 11, and includes a Life Member.

Membership Fee means the fee payable by members in accordance with Clause 8.1(a)ii.

National Federation or NZTROF means New Zealand Thoroughbred Racehorse Owner's Federation Incorporated.

NZTR means New Zealand Thoroughbred Racing Incorporated.

Notice to Members includes any notice given by email, post, or courier.

Officer means a natural person who is:

- (a) a member of the Committee; or
- (b) occupying a position in the Association that allows them to exercise significant influence over the management or administration of the Association.

President means each person appointed to the Committee in accordance with Clause 11

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

Racing Act means the Racing Industry Act 2020, and includes any amendment, re-enactment or replacement legislation.

Register of Members means the register of Members kept in accordance with this Constitution.

Registrar means the Registrar of Incorporated Societies.

Rules of Racing means the New Zealand Rules of Racing for the time being in force, as determined by NZTR.

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

Special Resolution means a resolution passed by a 75% majority of those present and voting.

Working Day means any day other than a Saturday, a Sunday or public holiday in Hawkes Bay.

2. **NAME**

The name of the Association is **Auckland Thoroughbred Racehorse Owners Association Incorporated**.

3. OBJECTS OF THE ASSOCIATION

- a) To provide a regional association for domiciled thoroughbred racehorse owners within the Auckland and Northland Region.
- b) To operate within the rules of the parent body, New Zealand Thoroughbred Racehorse Owners Federation.

3.1 The primary objects of the Association are:

- (a) To provide thoroughbred racehorse ownership advocacy.
- (b) To hold thoroughbred racehorse ownership events; and
- (c) To promote thoroughbred racehorse ownership in general within the Rules of Racing.

3.2 The Association is also:

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

4. POWERS OF THE ASSOCIATION

The Association has all the powers of a natural person necessary for, or ancillary or incidental to, fulfilling each object of the Association to the maximum extent permitted by law, including the power to borrow money.

5. LOCATION OF THE ASSOCIATION

5.1 The registered office of the Association will be located at such place within New Zealand as determined by the Committee from time to time.

5.2 Changes to the registered office shall be notified to the Registrar:

- (a) at least five (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.

6. ACT AND REGULATIONS

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

7. CONTACT PERSON

7.1 The Association will have at least one but no more than two (2) contact person(s) whom the Registrar can contact when needed.

7.2 A contact person must be:

- (a) At least 18 years of age; and

(b) Ordinarily resident in New Zealand.

7.3 A contact person may be appointed by the Committee from time to time.

7.4 Each contact person's name must be provided to the Registrar, along with their contact details, including:

(a) a physical address or an electronic address; and

(b) a telephone or mobile device number.

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

8. MEMBERSHIP

8.1 Becoming a Member:

(a) To be eligible to be a Member, a person must:

(i) consent to being a member of the New Zealand Thoroughbred Racehorse Owners Federation;

(ii) pay the necessary Membership Fee set by the National Federation in its discretion; and

(iii) not be disqualified from being a Member of the Association under the Rules of Racing or the Act.

(b) Upon the New Zealand Thoroughbred Racehorse Owners Federation receiving an application in the form prescribed by the Federation from a person who meets the criteria for membership specified in 8.1(a) above, the Committee will endorse the membership by updating its Regional Membership Register that the member has identified that they wish to be attached to the Auckland Thoroughbred Racehorse Owners Association.

(c) Unless determined otherwise by the National Federation, a person consents to be a Member of the Association by applying and paying the applicable Membership Fees if applicable or warranted.

(d) The Association shall at any one time have a minimum of 10 Members.

8.2 Life Members

(a) Life Members are members who, in the opinion of the Committee, have rendered a sustained and significant service to the Association and/or the racing industry in New Zealand and have been granted the status of Life Members by the Committee at an Annual Members' Meeting.

(b) Life Members will have the following rights and powers:

- (i) Free membership subscription for life; and
- (ii) All other privileges of membership.

8.3 Membership Privileges

- (a) Each Member of the Association will have the following rights and privileges:
 - (i) Benefits that may be promulgated from time to time from the National Federation.
 - (ii) Benefits that may be promulgated from time to time from NZTR;
 - (iii) Admission to race meetings and facilities when racehorse is accepted and racing with that Association;
 - (iv) Digital Member's badge or App issued by the National Federation or NZTR;
 - (v) Reciprocal Members' privileges with a number of other Regional Associations recognised by the National Federation in New Zealand;
 - (vi) Voting rights at Members' Meetings (annual and special meetings).

8.4 Membership Obligations

All Members shall promote the interests and the objects of the Association and shall do nothing to bring the Association into disrepute. All Members shall comply with the Rules of Racing.

8.5 No Ownership or Pecuniary Interest in Association

Members will have no ownership or pecuniary interest in the Association or its assets and cannot receive any share in the profits that the Association may make.

9. CESSATION OF MEMBERSHIP

9.1 Conditions of Membership

The rights of each Member under this Constitution are subject to, and contingent upon, the Member:

- (a) continuing to satisfy the criteria listed in Clause 8.1(a);
- (b) complying at all times with the Rules of Racing; and
- (c) continuing to pay the Membership Fee if required or warranted.

9.2 Failure to Satisfy Conditions of Membership

If the Committee is satisfied that a Member has failed to satisfy the criteria in Clause 9.1, has engaged in improper or dishonourable conduct, is convicted of a criminal offence or becomes bankrupt, the Committee may (as appropriate):

- (a) Inform the National Federation of improper or dishonourable conduct who will adjudge by one of the following measures;
 - (i) Censure the Member;
 - (ii) Suspend the Member for any period not exceeding as determined by the Committee, during which period the Member will not be entitled to any of the rights of being a Member; or
 - (iii) Terminate the Member's membership, in which event the Member will be removed from the Members' Register and cease to be a Member,

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

9.3 Voluntary Cessation

- (a) A Member may voluntarily relinquish their membership of the National Federation by notifying the Federation in writing or by email that they wish to cease to be a Member.
- (b) Following receipt of a notice under Clause 9.3(a) above, the Federation is to terminate the Member's membership accordingly and notify the Regional Association of such.

9.4 Removal from Register of Members

The National Federation must remove from its Register of Members the name of any person who ceases to be a Member in accordance with Clause 9.2 or 9.3 above and inform the Regional Association that such has been done.

10. GENERAL MEETINGS

10.1 Notice of General Meeting

- (a) The date, time and place for the General Meeting must be notified in writing to each Member not less than seven (7) days before the date of that meeting.
- (b) The notice will be addressed to the Member at the contact address notified to the Association and recorded in the Association's Register of Members. 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) The notice of meeting must state the business to be transacted at the meeting in sufficient detail to enable a Member to form a reasoned judgement in relation to it.

10.2 Quorum

- (a) No General Meeting must be held unless at least six (6) Members attend throughout the meeting, and this will constitute a quorum.

10.3 Member Proposals

- (a) Any Members may propose a matter for consideration at a General Meeting by written notice to the Contact Person not less than 21 days prior to the date of the General Meeting.
- (b) The Contact Person or any person authorised by the Committee is to include any Matter for Consideration in the notice of the General Meeting provided to Members in accordance with Clause 10.1.

10.4 Attendance

- (a) A General Meeting may be held by:
 - (i) a number of Members (or their Proxies) who constitute a quorum, being assembled together in person at that place, date and time appointed for the meeting; or
 - (ii) if determined by the Committee, assembled using any electronic communication provided all Members who constitute a quorum, can participate in the meeting equally and without unreasonable cost or effort.

10.5 Minutes

The Association must keep Minutes of all General Meetings.

10.6 Annual General Meeting

- (a) The Association must hold an Annual General Meeting once a year on a date and at a location and/or using any electronic communication determined by the Committee and consistent with any requirements in the Act, and the Constitution relating to the procedure to be followed at General Meetings shall apply.
- (b) The Association must hold the Annual General Meeting in each calendar year not later than 30th November.
- (c) The business of an Annual General Meeting shall be:
 - (i) to adopt the Minutes of the previous Annual General Meeting and any recent Special General Meeting;
 - (ii) to receive, consider and approve the annual report of the Association, including the Annual Accounts;
 - (iii) to receive and consider a notice of any disclosures made in accordance with Clause 13 since the previous Annual General Meeting, including a brief summary of the types of matters to which the disclosures relate;
 - (iv) to elect the President and Committee Members;
 - (v) to appoint the Auditor if warranted and to authorise the Committee to fix the Auditor's remuneration;
 - (vi) to consider any Matter for Consideration;

- (vii) to consider and, if thought fit, elect any Life Members; and
- (viii) to deal with any other general business.
- (d) If no quorum is present at an Annual General Meeting, the Annual General Meeting shall stand adjourned to the same place and time in the following week and the Members present at the adjourned meeting may transact any business but only if there is a quorum.

10.7 Special General Meeting

- (a) Special General Meetings may be called by the Committee at any time by resolution.
- (b) The Committee must call a Special General Meeting if it receives a written request signed by at least 50% of Members.
- (c) Any resolution or written request must state the business that the Special General Meeting is to deal with.
- (d) The clauses in this Constitution relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting, and a Special General Meeting shall only consider and deal with the business specified in the Committee's resolution or the written request by Members for the Meeting.

10.8 Chair of Meetings

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

10.9 Attendees

- (a) The following persons will be entitled to attend General Meetings:
 - (i) President and Committee Members;
 - (ii) Members;
 - (iii) the Contact Person;
 - (iv) in the case of an Annual General Meeting only, the Auditor (if appointed);
 - (v) Life Members;
 - (vi) as an observer, any person employed by the Association; and
 - (vii) as an observer, any person invited to attend by the Committee.

10.10 Voting

- (a) Each Member will be entitled to one (1) vote for each resolution voted on at a General Meeting.

- (b) At any meeting a resolution put to the vote of the meeting is to be decided on a show of hands.

10.11 Resolutions

- (a) Unless otherwise provided in this Constitution, all matters shall be decided by resolution of a simple majority of those in attendance in person and voting at a General Meeting.
- (b) Any resolution relating to the following matters must be passed by not less than 75% of Members present and voting at a General Meeting:
 - (i) an alteration, adoption, or revocation of the Constitution; or
 - (ii) the dissolution of the Association in accordance with Clause 21.
- (c) Any resolution passed in accordance with (a) or (b) above will be binding on all Members whether present or not at the meeting.
- (d) The Association may pass written member resolutions in lieu of an Annual Meeting or a Special General Meeting if all the requirements of the Act are met.

11. PRESIDENT AND COMMITTEE MEMBERS

11.1 Eligibility as President and Committee Members

- (a) The President and every Committee Member must be a natural person who, prior to appointment:
 - (i) Has consented in writing to their appointment; and
 - (ii) Certifies they are not disqualified from being appointed or otherwise holding office as a Committee Member.
- (b) Each certificate for the purposes of Clause 9(a) (ii) shall be retained in the Association's records.
- (c) President and Committee Members must not be disqualified under the Act or the Racing Act from being appointed or holding office as a President or Committee Member of the Association.

11.2 Election of President or Appointment of Committee Members

- (a) The election of President and Appointment of Committee Members shall be conducted by the Members.
- (b) Candidates for the role of President and the Committee may be nominated by any current Member by means of a written nomination, signed by the candidate and the Member nominating that candidate, or in person from the floor if no nominations are received.

- (c) The current standing President or Committee Members may elect to stand without nomination if they disclose their intention to stand and continue as a Committee Member.
- (d) A President or Committee Member may be removed from office by the Members at a General Meeting.

11.3 Term of Office

- (a) The term of office for all Officers elected to President or the Committee shall be three (3) years, expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Officer's term of office.
- (b) Any Officer may be re-elected to serve consecutive terms.

11.4 Removal of President or Committee Members

- (a) An Officer shall be removed as an Officer by resolution of the Committee where in the opinion of the Committee, the Officer is:
 - (i) ineligible to hold their position in accordance with Clause 11.1;
 - (ii) breaching their duties under this Constitution or otherwise;
 - (iii) acting in a manner that brings, or is likely to bring, the Association into disrepute;
 - (iv) absent without leave of the Committee from more than three successive meetings of the Committee;
 - (v) not acting in good faith;
 - (vi) exercising their powers for an improper purpose; or
 - (vii) acting or agreeing to the Association acting in a manner that contravenes this Constitution, or the Rules of Racing,

Removal will be with effect from the date specified in a resolution of the Committee.

11.5 Ceasing to Hold Office

An Officer ceases to hold office when they resign by notice in writing to the Committee, their term of office expires and they are not re-appointed, they are removed in accordance with Clause 11.4, die, or otherwise vacate in accordance with the Act.

12. MANAGEMENT OF ASSOCIATION

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

12.1 Committee Composition

- (a) The Committee shall comprise of at least five (5) Officers including the President, a majority of whom must be:
 - (i) Members of the Association; or
 - (ii) representatives of bodies corporate that are Members of the Association.

12.2 General Powers of Committee

- (a) Subject to the Rules of Racing, the Committee may exercise all the powers of the Association which are not required, either by the Act or this Constitution, to be exercised by the Members at a General Meeting, including (without limitation) the powers specified in Schedule One.

12.3 Procedure of Committee Meetings

- (a) Subject to this Clause 12.3, the President shall convene such meetings of the Committee as the President thinks necessary for the effective performance of the Committee's functions under this Constitution.
- (b) At any meeting of the Committee, the quorum shall be three (3) Committee Members.
- (c) Meetings of the Committee shall be held at such times and places as the President determines, provided that seven (7) days' notice shall be given to Committee Members of every such meeting.
- (d) The President shall preside as Chair at every meeting of the Committee, unless absent from that meeting in which case the remaining Officers shall elect a person as Chair for the applicable meeting.
- (e) All questions arising at any meeting of the Committee shall be determined by a majority of the Officers present and voting.
- (f) The President shall have a deliberative vote and will not have a casting vote.

13. CONFLICTS OF INTEREST

13.1 The Association shall keep and maintain an up-to-date Interests Register.

13.2 A Committee Members who is interested in respect of any Matter being considered by the Association, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):

- (a) to the Committee; and
- (b) in an Interests Register kept by the Committee.

13.3 Disclosure must be made as soon as practicable after the Committee Member becomes aware that they are interested in the Matter.

13.4 A Committee Member who is interested regarding a Matter:

- (a) must not vote or take part in a decision of the Committee relating to the Matter unless all Members who are not interested in the Matter consent; and
- (b) must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Committee who are not interested in the Matter consent; but
- (c) may take part in any discussion of the Committee relating to the Matter and be present at the time of the decision of the Committee (unless the Committee decides otherwise).

13.5 A Committee Member 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.

13.6 Where 50 per cent or more of Committee Members are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Committee Member agree otherwise.

14. REGISTER OF MEMBERS AND ACCESS TO INFORMATION

14.1 The Association shall keep an up-to-date Register of Members.

14.2 For each current Member, the information contained in the Register of Members shall include:

- (a) Their name; and
- (b) 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
- (c) Their contact details, including:
 - (i) A physical address and/or electronic address;
 - (ii) An email address; and
 - (iii) A telephone number.

14.3 Every current Member shall promptly advise the Association of any change of the Member’s current details.

14.4 The Association shall also keep a record of the former Members of the Association. For each Member who ceased to be a Member within the previous seven (7) years, the Association will record:

- (a) The former Member’s name; and

- (b) The date the former Member ceased to be a Member. If there is no record of the date they ceased to be a Member, this date will be recorded as “Unknown”.

14.5 The Register of Members will be available for inspection by Members upon reasonable request in writing to the Contact Person. A written request by a Member must specify the information sought in sufficient detail to enable the Committee to identify it.

14.6 The Committee may, in its sole discretion, refuse access to the requested information where it considers such refusal necessary to protect the interests of the Association or any other person or where it considers the request for information to be frivolous or vexatious.

14.7 The Register of Members shall be made available to NZTR upon request, to enable it to fulfil integrity and such other functions and requirements that may be necessary from time to time.

15. INDEMNITY AND INSURANCE

15.1 Officers and employees of the Association will be indemnified by the Association from and against all claims, losses and expenses incurred by them in or about the discharge of their respective duties to the extent permitted by the Act.

15.2 The Association may effect insurance for its Officers and employees, to the extent permitted by the Act and with the prior approval of the Committee.

16. FUNDS AND BANK ACCOUNTS

16.1 The funds of the Association shall consist of:

- (a) All money lawfully received by the Association for the purposes of the Association; and
- (b) All monies vested in the Association by Court order; and
- (c) All accumulation of income derived from such money.

16.2 Any funds of the Association will be devoted solely to the objects specified in Clause 3 and no pecuniary gains will be derived by any Member provided that the Committee may remunerate its Officers and employees.

16.3 The Association shall open and hold at any bank or banks such accounts as are necessary for the administration of the Association and exercise of the Committee’s powers and functions pursuant to this Constitution.

16.4 All moneys directed to the Association and received by the Committee, or by any Officer, Committee Members, employees or contractors of the Association shall, as soon as practicable after it has been received, be paid into such bank account of the Association as the Committee shall from time to time determine.

16.5 The withdrawal or payment of money from any such bank accounts shall be authorised by such persons as the Committee may from time to time authorise.

17. AUDITOR / REVIEWER

17.1 The Members, at each Annual General Meeting, may appoint an auditor or reviewer:

- (a) to hold office as Auditor or Reviewer from the conclusion of the meeting until the conclusion of the next Annual General Meeting; and
- (b) to audit the financial statements of the Association.

17.2 The Committee may fill any casual vacancy in the office of Auditor or Reviewer. However, while the vacancy remains, any surviving or continuing auditor may continue to act as Auditor.

17.3 The reasonable fees and expenses of the Auditor or Reviewer are to be fixed by the Committee.

18. ANNUAL REPORT AND STATEMENT OF ACCOUNTS

18.1 The Association shall keep full and correct accounts of all its financial transactions, assets, liabilities and funds.

18.2 The financial year of the Association shall end on the 31st of July in each year.

18.3 At the end of each financial year, the Committee shall prepare an statement of income and expenditure account showing its financial transactions for that year, such report to be signed on behalf of the Committee by the President, and to be certified as correct by the Auditor or Reviewer and distributed to every Member with the agenda and notice of Annual General meeting of that year.

18.4 All financial statements prepared in accordance with this Clause must be in a form approved by the Committee, and based on accounting principles, required by law.

18.5 The Committee must ensure that the Association meets all reporting obligations under the National Federation if applicable.

19. AMENDMENTS TO CONSTITUTION

19.1 All amendments to this Constitution must be made in accordance with this Constitution.

19.2 Any minor or technical amendments shall be notified to Members as required by section 31 of the Act.

19.3 Subject to Clause 21.2 and Clause 19.6, the Association may amend, alter, add to or replace this Constitution by way of a resolution passed by 75% of eligible Members present and voting.

19.4 At least 20 Working Days before the General Meeting at which any amendment is to be considered the Committee shall give to all Members notice of the proposed resolution, the reasons for the proposal, and any recommendations the Committee may have.

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

- 19.6 Notwithstanding any other provision of this Constitution, the Association shall not amend, alter or add to this Constitution in any manner which is inconsistent with, or contrary to, the National Federation, the Racing Act, the Act or the Income Tax Act 2007. This Clause 19.6 shall not be removed from this Constitution.

20. SIGNING OF DOCUMENTS

- 20.1 A contract or other enforceable obligation may be entered into by the Association in accordance with this Clause 20.
- 20.2 An obligation that, if entered into by a natural person, would, by law, be required to be by deed may be entered into on behalf of the Association in writing signed under the name of the Association by:
- (a) two (2) or more Committee Members of the Association;
 - (b) a Committee Member, or other authorised person or class of persons, whose signature or signatures must be witnessed; or
 - (c) one (1) or more attorneys appointed by the Association under the Act.
- 20.3 An obligation that, if entered into by a natural person, is, by law, required to be in writing may be entered into on behalf of the Association by a person acting under the Association's express or implied authority.
- 20.4 An obligation that, if entered into by a natural person, is not, by law, required to be in writing may be entered into on behalf of the Association in writing or orally by a person acting under the Association's express or implied authority.
- 20.5 The Association may, in addition to complying with Clause 22.1, affix its common seal to the contract or document containing the enforceable obligation.

21. DISSOLUTION

- 21.1 The Association may be wound-up or put into liquidation by a resolution of Members in accordance with the Act.
- 21.2 In the event of the Association being wound-up or put into liquidation the surplus assets (after payment of all debts, costs and liabilities) of the Association shall be disposed of in accordance with National Federation direction for racing, public, charitable or other purposes in the manner that the Association, with the approval of the National Federation, determines.
- 21.3 For the avoidance of doubt, the Association must not distribute surplus assets among Members on dissolution.

22. RULES OF NATIONAL FEDERATION

The Association must comply with NZTROF Constitution and the Rules of Racing.

23. DISPUTE RESOLUTION

If a Member or Officer wishes to make a complaint in connection with the Association, then the dispute resolution process set out in Schedule Two will apply.

A handwritten signature in black ink, appearing to read 'Sally Blyth'.

SALLY BLYTH

President, Auckland Thoroughbred Racehorse Owners Association Inc.

30 November 2025

SCHEDULE ONE – POWERS AND FUNCTIONS OF COMMITTEE

The powers and functions of the Committee shall include (without limitation) the power to:

1. Be the principal governing body of the Association with responsibility for overseeing the competent and lawful conduct of the Association's affairs;
2. Encourage and oversee the work of the Association in accordance with the objects and the policies from time to time laid down by the Association at its General Meetings;
3. Adopt an Annual Plan and Budget for financial performance and to monitor results against the Annual Plan and Budget;
4. Elect or appoint, by any means determined by the Committee, the Regional Association's Delegate to the Board of NZTROF who will attend general meetings of NZTROF on behalf of the Association, in accordance with the rules of NZTROF, as amended from time to time;
5. Purchase, lease, hire or by other means acquire any real or personal property necessary or convenient for furthering the Objects;
6. Sell, lease, exchange, mortgage, improve, manage, develop or otherwise deal with all or any part of the real and personal property of the Association, or in which the Association has or may hereafter have any beneficial interest;
7. Borrow or raise money by mortgage or otherwise and in such manner, with or without security, on such terms as the Committee must think fit;
8. Give such guarantees that the Committee considers appropriate in furtherance of the Association's objectives;
9. Co-opt, engage, contract or employ such persons as considered appropriate to be employed by the Association, including Secretary/Treasurer, or otherwise agree to obtain the assistance or advice of any person or organisation for the Association;
10. Publish and enforce the rules of the Association;
11. Resolve and determine any disputes or matters not provided for in this Constitution;
12. Appoint legal, accounting or other advisers as and when necessary;
13. Act in accordance with all other powers, duties and obligations contained in this Constitution; and
14. Do all other acts and things which are within the powers set out above and the objects and which the Committee considers appropriate.

SCHEDULE TWO – DISPUTE RESOLUTION PROCEDURES

1. HOW A COMPLAINT IS MADE

- 1.1 A Member or Officer may make a complaint by giving to the Committee a notice in writing that:
- (a) states that the Member or Officer is starting a procedure for resolving a dispute in accordance with this Constitution;
 - (b) sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
 - (c) sets out any other information or allegations reasonably required by the Association.
- 1.2 The Association may make a complaint involving an allegation against a Member or Officer by giving to the Member or Officer a notice in writing that—
- (a) states that the Association is starting a procedure for resolving a dispute in accordance with this Constitution; and
 - (b) sets out the allegation to which the dispute relates.
- 1.3 The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- 1.4 A complaint may be made in any other reasonable manner permitted by this Constitution.

2. PERSON WHO MAKES A COMPLAINT HAS A RIGHT TO BE HEARD

- 2.1 All Members and Officers (including the Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Association's activities.
- 2.2 A Member or Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- 2.3 If the Association makes a complaint—
- (a) The Association has a right to be heard before the complaint is resolved or any outcome is determined; and
 - (b) A Member or Officer may exercise that right on behalf of the Association.
- 2.4 Without limiting the manner in which the Member, Officer or Association may be given the right to be heard, they must be taken to have been given the right if—
- (a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - (b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and

- (c) an oral hearing (if any) is held before the decision maker; and
- (d) the Member's, Officer's or Association's written or verbal statement or submissions (if any) are considered by the decision maker.

3. PERSON WHO IS THE SUBJECT OF A COMPLAINT HAS A RIGHT TO BE HEARD

- 3.1 This clause applies if a complaint involves an allegation that a Member, an Officer, or the Association (the respondent):
 - (a) has engaged in misconduct; or
 - (b) has breached, or is likely to breach, a duty under the Association's Constitution or bylaws or the Act; or
 - (c) has damaged the rights or interests of a member or the rights or interests of members generally.
- 3.2 The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- 3.3 If the respondent is the Association, an Officer may exercise the right on behalf of the Association.
- 3.4 Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—
 - (a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 - (b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - (c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - (d) an oral hearing (if any) is held before the decision maker; and
 - (e) the respondent's written statement or submissions (if any) are considered by the decision maker.

4. INVESTIGATING AND DETERMINING A DISPUTE

- 4.1 The Association must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and determined.
- 4.2 Disputes must be dealt with under this Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

5. ASSOCIATION MAY DECIDE NOT TO PROCEED FURTHER WITH A COMPLAINT

- 5.1 Despite Clause 4 above, the Association may decide not to proceed further with a complaint if—

- (a) the complaint is considered to be trivial; or
- (b) the complaint does not appear to disclose or involve any allegation of the following kind:
 - (i) that a Member or Officer has engaged in material misconduct;
 - (ii) that a Member, Officer, or the Association has materially breached, or is likely to materially breach, a duty under the Association's Constitution or bylaws or the Act; or
 - (iii) that a Member's, Officer's or Association's rights or interests generally have been materially damaged;
- (c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
- (d) the person who makes the complaint has an insignificant interest in the matter; or
- (e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
- (f) there has been an undue delay in making the complaint.

6. DECISION MAKERS

6.1 A person may not act as a decision maker in relation to a complaint if two (2) or more members of the Committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—

- (a) impartial; or
- (b) able to consider the matter without a predetermined view.