

# **The Constitution of Waikato/ BOP Thoroughbred Owners Association Incorporated as a Society**

## **1. Name**

The name of the society is Waikato/BOP Thoroughbred Owners Association Incorporated

## **2. Relationship with NZTROF**

- i. The Waikato/ BOP Thoroughbred Owners Assn is a member association of The New Zealand Thoroughbred Racehorse Owners Federation hereafter called NZTROF.
- ii. The Waikato/ BOP Thoroughbred Owners Association is affiliated with NZTROF with two members from the Committee of Waikato/ BOP Thoroughbred Owners Association being named as delegate and reserve delegate of the NZTROF and who will serve on the Board of NZTROF.

## **3. Charitable Status**

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

## **4. 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 a meeting of the Members of the Society held once per year which, among other things, will receive and consider reports on the Society’s activities and finances.

**‘Chairperson’** means the Officer responsible for chairing General Meetings and committee meetings, and who provides leadership for the Society.

**‘Committee’** means the Society’s governing body.

**‘Constitution’** means the rules in this document.

**‘Deputy Chairperson’** means the Officer elected or appointed to deputise in the absence of the Chairperson.

**“Financial Member”** is a Member who has paid any fee required to become a Member

**‘General Meeting’** means either an Annual General Meeting or a Special General Meeting of the Members of the Society.

**‘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.

**'Matter'** means:

1. the Society'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 Society.

**'Member'** means a person who has consented to become a Member of the Society and has been properly admitted to the Society who has not ceased to be a Member of the Society.

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

**'Officer'** means a natural person who is:

- a member of the Committee, or
- occupying a position in the Society that allows them to exercise significant influence over the management or administration of the **Society**, including any Chief Executive or Treasurer.

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

**'Secretary'** means the Officer responsible for the matters specifically noted in this Constitution.

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

**'Working Days'** means as defined in the Legislation Act 2019. Examples of days that are not Working Days include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

**'Regional Delegates'** are those committee members elected as the Society's representatives on NZTROF Board. Regional Delegates vote at the Executive board of NZTROF

## 5. Purposes

The primary purpose of the Society is:

For the benefit of thoroughbred racehorse owners in the Waikato/ Bay of Plenty region in line with the aspirations and governance of the national body of NZTROF.

The purpose of the Waikato/ BOP Thoroughbred Owners Assn is to promote thoroughbred horse ownership in the regions it represents and provide promotional and governance support to owners and the industry in general.

Any material matter relating to the Purpose that is considered by the Waikato/ BOP Thoroughbred Owners Assn to be of national importance needs should be forwarded for consideration to the NZTROF.

The Waikato/ BOP Thoroughbred Owners Assn must not operate for the purpose of, or with the effect of:

- a) distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its Members (whether in money or in kind); or
- b) having capital that is divided into shares or stock held by its Members;

But the Waikato/ BOP Thoroughbred Owners Assn will not operate for the financial gain of Members simply if the Society:

- a) engages in trade,
- b) pays a Member for matters that are incidental to the purposes of the Society, and the Member is a not-for-profit entity,
- c) distributes funds to a Member to further the purposes of the Society, and the Member—
  - i. is a not-for-profit entity, and
  - ii. is affiliated or closely related to the Society, and
  - iii. has the same, or substantially the same, purposes as those of the Society.
- d) reimburses a Member for reasonable expenses legitimately incurred on behalf of the Society or while pursuing the Society's purposes,
- e) provides benefits to members of the public or of a class of the public and those persons include Members or their families,
- f) provides benefits to Members or their families to alleviate hardship,
- g) provides educational scholarships or grants to Members or their families,
- h) pays a Member a salary or wages or other payments for services to the Society on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the Member than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the Society),
- i) provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Society.
- j) on removal of the Society from the Register of Incorporated Societies having its surplus assets distributed under subpart 5 of Part 5 of the Act to a Member that is a not-for-profit entity.

## **6. Act and Regulations**

Nothing in this Constitution authorises the Waikato/ BOP Thoroughbred Owners Assn to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

## **7. Registered office**

The registered office of the Waikato/ BOP Thoroughbred Owners Assn shall be at such place in New Zealand as the Committee from time to time determines.

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**

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

The Society's contact person must be:

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

A contact person can be appointed by the Committee or elected by the Members at a General Meeting.

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.

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 Society becoming aware of the change.

## **9. Members**

### **i) Minimum Number of Members**

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

### **ii) Becoming a Member: Consent**

Every applicant for membership must consent in writing to becoming a Member. This application is received by head office of NZTROF and passed on to the regions

### **iii) Becoming a Member: Process**

An applicant for membership must complete and sign an application form, forward to NZTROF Administrator and will become a Member on acceptance of that application by the Administrator and on receipt of the payment of any fee required to become a Member.

The NZTROF Board may accept or decline an application for membership at its sole discretion. The administrator must advise the applicant of its decision.

The signed written consent of every Member to become a Member of Waikato/BOP thoroughbred Owners Assn shall be retained in NZTROFs membership records.

### **iv) Members' Obligations and Rights**

Every Member shall provide NZTROF in writing with that Member's name and contact details (namely, physical or email address and telephone number) and promptly advise the NZTROF in writing of any changes to those details.

- a) All Members shall promote the interests and purposes of the Society and shall do nothing to bring the Society into disrepute.
- b) A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the Associations equipment and other property, and participating in Association activities) 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.

#### **v) Ceasing to be a Member**

A Member ceases to be a Member:

- a) by resignation from that Member's membership by written notice signed by that Member to the Committee, or NZTROF
- b) on termination of a Member's membership following a dispute resolution process under this Constitution, or
- c) on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
- d) by resolution of NZTROF Administrator where—
  - i) The Member has failed to pay a subscription, levy or other amount due to the Society.
  - ii) In the opinion of the Committee the Member has brought the Society into disrepute.

with effect from (as applicable):

- e) the date of receipt of the Member's notice of resignation by the NZTROF Board (or any subsequent date stated in the notice of resignation), or
- f) the date of termination of the Member's membership under this Constitution, or
- g) the date of death of the Member (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or
- h) the date specified in a resolution of the NZTROF Board and when a Member's membership has been terminated the NZTROF Board shall promptly notify the former Member in writing.

### **10. General meetings**

#### **a) Procedures for all General Meetings**

The Committee shall give all Members at least 7 Working Days' written Notice of any General Meeting and of the business to be conducted at that General Meeting.

That Notice will be addressed to the Member at the contact address notified to the Association and recorded in the Federations 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.

Only financial Members may attend, speak and vote at General Meetings:

- i. in person, or
- ii. by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the Committee before the commencement of the General Meeting, or
- iii. through the authorised representative of a body corporate as notified to the Committee, and
- iv. no other proxy voting shall be permitted.

No General Meeting may be held unless at least 6 eligible financial Members attend throughout the meeting and this will constitute a quorum.

A Member is entitled to exercise one vote on any motion at a General Meeting in person or by proxy, and voting at a General Meeting shall be by voices or by show of hands or, on demand of the chairperson or of 2 or more Members present, by secret ballot.

Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a General Meeting or voting by remote ballot.

Any decisions made when a quorum is not present are not valid.

The Association may pass a written resolution in lieu of a General Meeting, and a written resolution is as valid for the purposes of the Act and this Constitution as if it had been passed at a General Meeting if it is approved by no less than 50 percent of the Committee Members who are entitled to vote on the resolution. A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of 1 or more Members. A Member may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the Constitution (for example, by electronic means).

- a) General Meetings may be held at one or more venues by Members present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate.
- b) All General Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the meeting shall elect another member of the Committee to chair that meeting.
- c) Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote.

## **11. Minutes**

The Waikato/BOP Thoroughbred Owners Assn must keep minutes of all General Meetings.

## **12. Annual General Meetings: When they will be held**

An Annual General Meeting shall be held 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.

The Annual General Meeting must be held no later than 15 months after the previous annual meeting.

## **13. Annual General Meetings: Business**

The business of an Annual General Meeting shall be to:

- a) confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting,
- b) adopt the annual report on the operations and affairs of the Association,
- c) adopt the Committee's report on the finances of the Association, and the annual financial statements,
- d) consider any motions of which prior notice has been given to Members with notice of the Meeting, and
- e) consider any general business.

The Committee must, at each Annual General Meeting, present the following information—

- a) an annual report on the operation and affairs of the Association during the most recently completed accounting period,
- b) the annual financial statements for that period, and
- c) notice of any disclosures of conflicts of interest made by Officers during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

## **14. Special General Meetings**

Special General Meetings may be called at any time by the Committee by resolution.

The Committee must call a Special General Meeting if it receives a written request signed by 50 percent of Members.

Any resolution or written request must state the business that the Special General Meeting is to deal with.

The rules 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.

## **15. Committee**

### **i) Committee composition**

The Committee will consist of 3 Officers and up to 10 elected members.

The committee persons must be members of the society who have paid their subscription to the Federation.

### **ii) Functions of the committee**

From the end of each Annual General Meeting until the end of the next, the Association shall be managed by, or under the direction or supervision of, the Committee, in accordance with the Incorporated Societies Act 2022, any Regulations made under that Act, and this Constitution.

### **iii) Powers of the Committee**

The Committee has all the powers necessary for managing and for directing and supervising the management of the operation and affairs of the Waikato/ BOP Thoroughbred Owners Assn, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution.

### **iv) Committee Meetings**

#### **a) Procedure**

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

A meeting of the Committee may be held either:

1. by a number of the members of the Committee who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
2. by means of audio, or audio and visual, communication, by which all members of the Committee participating and constituting a quorum can simultaneously hear each other throughout the meeting.

A resolution of the Committee is passed at any meeting of the Committee if a majority of the votes cast on it are in favour of the resolution. Every person on the Committee shall have one vote.

The members of the Committee shall elect one of their Members as Chairperson of the Committee at their AGM. If at a meeting of the Committee, the Chairperson is not present, the members of the Committee present may choose one of their Members to be chairperson of the meeting. The chairperson does have a casting vote in the event of a tied vote on any resolution of the Committee.

Except as otherwise provided in this Constitution, the Committee may regulate its own procedure.

## **16. Officers**

### **i) Qualifications of officers**

Every Officer must be a natural person who:

- a) has consented to be an Officer of the Waikato/ BOP Thoroughbred Owners Assn, and
- b) certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Association.

Officers must not be disqualified under section 47(3) of the Act from being appointed or holding office as an Officer of the Association, namely:

1. A person who is under 16 years of age
2. A person who is undischarged bankrupt
3. A person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation
4. A person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005
5. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
  - i. An offence under subpart 6 of Part 4 of the Act
  - ii. A crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
  - iii. An offence under section 143B of the Tax Administration Act 1994
  - iv. An offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3)
  - v. A money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
6. a person subject to:
  1. A banning order under subpart 7 of Part 4 of the Act, or
  2. An order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
  3. A forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
  4. A property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
  5. A person who is subject to an order that is substantially similar to an order referred to in paragraph (6) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the Act.
7. Prior to election or appointment as an Officer a person must:
  - a) consent to be an Officer, and

- b) certify that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the Act.

Note that only a natural person may be an Officer and the list of officers shall be retained in the Associations records.

## **17. Election or appointment of officers**

The election of Officers shall be conducted as follows.

1. Officers shall be elected during Annual General Meetings. However, if a vacancy in the position of any Officer occurs between Annual General Meetings, that vacancy shall be filled by resolution of the Committee (and any such appointee must, before appointment, agree that the nominee is not disqualified from being appointed or holding office as a Officer (as described in the ‘Qualification of Officers’ rule above). Any such appointment must be ratified at the next committee meeting.
2. A candidate’s nomination shall be received by the Society at least **5** Working Days before the date of the Annual General Meeting. If there are insufficient valid nominations received, further nominations may be received from the floor at the Annual General Meeting.
3. Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming Committee (excluding those in respect of whom the votes are tied).
4. The failure for any reason of any financial Member to receive such Notice of the general meeting shall not invalidate the election.
5. In addition to Officers elected under the foregoing provisions of this rule, the Committee may appoint other committee members for a specific purpose, or for a limited period, or generally until the next Annual General Meeting.
6. The Chairperson shall be elected by a majority vote of the Committee. In the advent of a tied vote by the committee members, should they be present, the incumbent Chairperson shall have the deciding vote.
7. The Committee shall also nominate and accept a member of the committee to act as the Regional Delegate and reserve Regional Delegate to represent the Waikato/ BOP Thoroughbred Owners Association on the NZTROF committee.

## **18. Term**

The term of office for all Officers elected to the Committee shall be 2 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. Officers can be re-elected at the end of their 2-year term.

## **19. Removal of officers**

An Officer shall be removed as an Officer by resolution of the Committee where in the opinion of the Committee:

- i. The Officer has brought the Waikato/ BOP Thoroughbred Owners Assn or NZTROF into disrepute.
- ii. The Officer has failed to disclose a conflict of interest.
- iii. The Committee passes a vote of no confidence in the Officer.

with effect from (as applicable) the date specified in a resolution of the Committee or Association.

## **20. Conflicts of interest**

The Waikato/ BOP Thoroughbred Owners Association adopts and abides by the definition of interest specified in Section 62 of the Act.

An Officer or member of a sub-committee who is an Interested Member in respect of any Matter being considered by the Waikato/ BOP Thoroughbred Owners Association must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):

1. to the Committee and or sub-committee, and
2. in an Interests Register kept by the Committee.

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.

An Officer or member of a sub-committee who is an Interested Member regarding a Matter:

1. must not vote or take part in the decision of the Committee and/or sub-committee relating to the Matter unless all members of the Committee who are not interested in the Matter consent; and
2. 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
3. may take part in any discussion of the Committee and/or sub-committee relating to the Matter and be present at the time of the decision of the Committee and/or sub-committee (unless the Committee and/or sub-committee decides otherwise).

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.

Where 50 per cent 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.

Where 50 per cent or more of the members of a sub-committee are prevented from voting on a Matter because they are interested in that Matter, the Committee shall consider and determine the Matter.

## **21. Records**

### **a) Register of Members**

The Waikato/ BOP TOA shall keep an up-to-date Register of Members in accordance with NZTROF

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 contact details, including:
  - a) A physical address or an electronic address, and
  - b) A telephone number.

The register will also include each Member's :

- i.postal address
- ii.email address (if any)
- iii.whether the Member is financial or unfinancial

Every current Member shall promptly advise the Society of any change of the Member's contact details.

### **b) Interests Register**

The Committee shall at all times maintain an up-to-date register of the interests disclosed by Officers and by members of any sub-committee.

### **c) Access to information for members**

A Member may at any time make a written request to the Waikato/ BOP Thoroughbred Owners Assn for information held by the Society.

The request must specify the information sought in sufficient detail to enable the information to be identified.

The Society must, within a reasonable time after receiving a request:

1. provide the information, or
2. agree to provide the information within a specified period.

Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if:

1. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or

2. the disclosure of the information would, or would be likely to, prejudice the commercial position of the Association or of any of its Members, or
3. the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Society, or
4. the information is not relevant to the operation or affairs of the society, or
5. withholding the information is necessary to maintain legal professional privilege, or
6. the disclosure of the information would, or would be likely to, breach an enactment, or
7. the burden to the Association in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information, or
8. the request for the information is frivolous or vexatious.

Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

## **22. Finances**

### **a) Control and management**

The funds and property of the Waikato/BOP Thoroughbred Owners Assn shall be:

- i. controlled, invested and disposed of by the Committee, subject to this Constitution, and
- ii. devoted solely to the promotion of the purposes of the Waikato/ BOP Thoroughbred Owners Association.

The Committee shall maintain bank accounts in the name of the Waikato/ BOP Thoroughbred Owners Association.

All money received on account of the Waikato/ BOP Thoroughbred Owners Association shall be banked within 4 Working Days of receipt.

All accounts paid or for payment shall be submitted to the Committee for approval of payment.

The Committee must ensure that there are kept at all times accounting records that:

1. correctly record the transactions of the Waikato/ BOP Thoroughbred Owners Association, and
2. allow the Waikato/ BOP Thoroughbred Owners Association to produce financial statements that comply with the requirements of the Act, and
3. would enable the financial statements to be readily and properly audited (if required) under any legislation or the Waikato/ BOP Thoroughbred Owners Association Constitution).

The Committee must establish and maintain a satisfactory system of control of the Waikato/ BOP Thoroughbred Owners Assn accounting records.

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 Waikato/ BOP Thoroughbred Owners Association.

**b) Balance Date**

The Waikato/ BOP Thoroughbred Owners Assn financial year shall commence on 01/08 of each year and end on 31/07 (the latter date being the Society's balance date).

**23. Dispute resolution**

**a) Meanings of dispute and complaint**

A dispute is a disagreement or conflict involving the Waikato/ BOP Thoroughbred Owners Association and/or its Members in relation to specific allegations set out below.

The disagreement or conflict may be between any of the following persons:

1. 2 or more Members
2. 1 or more Members and the Waikato/ BOP Thoroughbred Owners Association
3. 1 or more Members and 1 or more Officers
4. 2 or more Officers
5. 1 or more Officers and the Waikato/ BOP Thoroughbred Owners Association
6. 1 or more Members or Officers and the Waikato/ BOP Thoroughbred Owners Association.

The disagreement or conflict relates to any of the following allegations:

1. a Member or an Officer has engaged in misconduct
2. a Member or an Officer has breached, or is likely to breach, a duty under the Waikato/ BOP Thoroughbred Owners Assn Constitution or bylaws or the Act
3. the Waikato/ BOP Thoroughbred Owners Assn has breached, or is likely to breach, a duty under the it's Constitution or bylaws or the Act
4. a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

A Member or an Officer may make a complaint by giving to the Committee (or a complaints subcommittee) a notice in writing that:

1. states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Waikato/ BOP Thoroughbred Owners Assn Constitution; and

2. sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
3. sets out any other information or allegations reasonably required by the Society.

The Waikato/ BOP Thoroughbred Owners Assn may make a complaint involving an allegation against a Member or an Officer by giving to the Member or Officer a notice in writing that:

1. states that the Waikato/ BOP Thoroughbred Owners Assn is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
2. sets out the allegation to which the dispute relates.

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.

A complaint may be made in any other reasonable manner permitted by the Waikato/ BOP TOA Constitution.

All Members (including the Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.

The complainant raising a dispute, and the Committee, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

### **b) How Complaints are Made**

1. A Member or an Officer may make a complaint by giving to the Committee (or a complaints subcommittee) a notice in writing that:
  - a. states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Waikato/ BOP Thoroughbred Owners Assn Constitution; and
  - b. sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
  - c. sets out any other information reasonably required by the Society.
2. The Waikato/ BOP Thoroughbred Owners Assn may make a complaint involving an allegation or allegations against a Member or an Officer by giving to the Member or Officer a notice in writing that—
  - a. states that the Waikato/ BOP Thoroughbred Owners Assn is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
  - b. sets out the allegation to which the dispute relates.

3. The information given under subclause (1b.) or (2b.) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
4. A complaint may be made in any other reasonable manner permitted by the Waikato/ BOP Thoroughbred Owners Association Constitution.

**c) Person who makes complaint has right to be heard**

1. A Member or an Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
2. If the Waikato/ BOP Thoroughbred Owners Association makes a complaint:
  1. the Association has a right to be heard before the complaint is resolved or any outcome is determined; and
  2. an Officer may exercise that right on behalf of the Association.
3. Without limiting the manner in which the Member, Officer, or Waikato/ BOP Thoroughbred Owners Association may be given the right to be heard, they must be taken to have been given the right if:
  1. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  2. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  3. an oral hearing (if any) is held before the decision maker; and
  4. the Member's, Officer's, or Society's written or verbal statement or submissions (if any) are considered by the decision maker.

**d) Person who is subject of complaint has right to be heard**

1. This clause applies if a complaint involves an allegation that a Member, an Officer, or the Waikato/ BOP Thoroughbred Owners Association (the 'respondent'):
  1. has engaged in misconduct; or
  2. has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or this Act; or
  3. has damaged the rights or interests of a Member or the rights or interests of Members generally.
2. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
3. If the respondent is the Association, an Officer may exercise the right on behalf of the Association.
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—
  1. 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
  2. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

3. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
4. an oral hearing (if any) is held before the decision maker; and
5. the respondent's written statement or submissions (if any) are considered by the decision maker.

**e) Investigating and determining dispute**

1. The Waikato/ BOP Thoroughbred Owners 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.
2. Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

**f) Society may decide not to proceed further with complaint**

Despite the 'Investigating and determining dispute' rule above, the Waikato/ BOP Thoroughbred Owners Association may decide not to proceed further with a complaint if:

1. the complaint is considered to be trivial; or
2. the complaint does not appear to disclose or involve any allegation of the following kind:
  1. that a Member or an Officer has engaged in material misconduct;
  2. that a Member, an 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;
  3. that a Member's rights or interests or Members' rights or interests generally have been materially damaged;
3. the complaint appears to be without foundation or there is no apparent evidence to support it; or
4. the person who makes the complaint has an insignificant interest in the matter; or
5. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
6. there has been an undue delay in making the complaint.

**g) Society may Refer to Complaint**

1. The Waikato/ BOP Thoroughbred Owners Association may refer a complaint to:
  1. a subcommittee or an external person to investigate and report; or
  2. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
2. The Waikato/ BOP Thoroughbred Owners Association may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

## **h) Decision Makers**

A person may not act as a decision maker in relation to a complaint if 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:

1. impartial; or
2. able to consider the matter without a predetermined view.

## **24. Liquidation and removal from the register**

### **a) Surplus assets**

If the Waikato/ BOP Thoroughbred Owners Association is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.

On the liquidation or removal from the Register of Incorporated Societies of the Waikato/ BOP Thoroughbred Owners Association, its surplus assets — after payment of all debts, costs and liabilities — shall be vested in NZTROF.

However, in any resolution under this rule, the Association may approve a different distribution to a different not-for-profit entity from that specified above, so long as the Association complies with this Constitution and the Act in all other respects.

## **25. Alterations to the Constitution**

### **a) Amending this Constitution**

All amendments must be made in accordance with this Constitution. Any minor or technical amendments shall be notified to Members as required by section 31 of the Act.

The Waikato/ BOP Thoroughbred Owners Association may amend or replace this Constitution at a General Meeting by a resolution passed by a simple majority of those Members present and voting.

That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this Constitution.

Any proposed resolution to amend or replace this Constitution shall be signed by at least 50 per cent of eligible Members and given in writing to the Committee at least 14 Working Days before the General Meeting at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.

At least 14 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 has.

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.