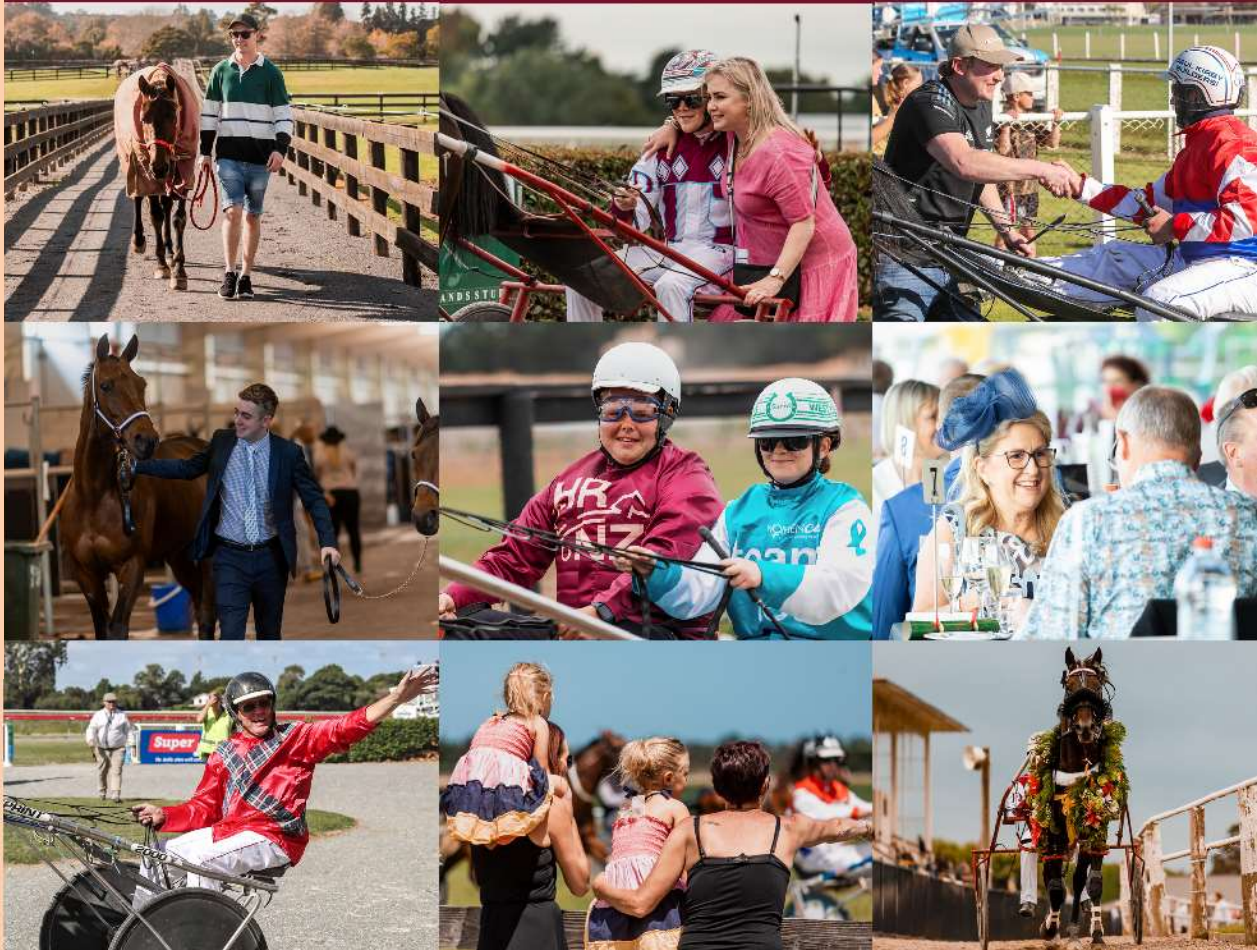


CONSTITUTION

CONSTITUTION OF

RANGIORA HARNESS RACING CLUB  
(INCORPORATED)

1 August 2025



## CONTENTS

<b>1.</b>	<b>NAME AND COMMENCEMENT.....</b>	<b>4</b>
1.1	Name .....	4
1.2	Charitable Status .....	4
1.3	Registered Office .....	4
1.4	Rules .....	4
1.5	Commencement .....	4
<b>2.</b>	<b>INTERPRETATION .....</b>	<b>4</b>
2.1	Definitions.....	4
<b>3.</b>	<b>ACT AND REGULATIONS .....</b>	<b>6</b>
<b>4.</b>	<b>OBJECTS OF THE CLUB .....</b>	<b>7</b>
4.1	Objects of the Club.....	7
4.2	Powers of the Club.....	8
<b>5.</b>	<b>MEMBERSHIP.....</b>	<b>9</b>
5.1	Minimum number of members.....	9
5.2	Types of members .....	9
5.3	Persons not eligible for membership .....	9
5.4	Application for Membership.....	10
5.5	Member's rights or interests in the property of the Club .....	10
5.6	Membership privileges.....	10
5.7	Membership obligations .....	10
<b>6.</b>	<b>CESSATION OF MEMBERSHIP .....</b>	<b>11</b>
6.1	When membership ceases.....	11
6.2	Obligations on membership ceasing .....	11
6.3	Becoming a member again .....	11
<b>7.0</b>	<b>REGISTER OF MEMBERS .....</b>	<b>12</b>
7.1	Members register .....	12
7.2	Access to register of members.....	12
<b>8.0</b>	<b>SUBSCRIPTION FEES .....</b>	<b>12</b>
8.1	Subscription fees .....	12
8.2	Due Date .....	12
8.3	Non-financial members.....	13
<b>9.0</b>	<b>MEETINGS OF THE CLUB .....</b>	<b>13</b>
9.1	Annual General Meeting .....	13
9.2	Motions - AGM .....	14
9.3	Notice of date, time and place - AGM .....	14

9.4	Special General Meetings .....	15
9.5	Irregularities in calling a meeting.....	15
9.6	Quorum for general meetings .....	15
9.7	Methods of holding meetings.....	16
9.8	Attendees.....	16
9.9	Chair.....	16
9.10	Moving matters, speaking rights, and voting.....	17
9.11	Proxies .....	17
9.12	Voting .....	18
9.13	Minutes to be kept .....	18
9.14	Meeting report .....	18
10.	RESOLUTIONS IN LIEU OF MEETINGS.....	18
10.1	Resolution in lieu of meeting.....	18
11.	COMMITTEE.....	19
11.1	Function .....	19
11.2	Composition .....	19
11.3	Eligibility.....	19
12.	ELECTION OF COMMITTEE MEMBERS TO COMMITTEE .....	20
12.1	Election of Committee Members .....	20
12.2	Appointed Committee Members .....	21
12.3	Term of appointment – Elected President and Committee Members.....	22
12.4	Vacancies .....	22
12.5	Filling vacant positions.....	23
12.6	Chair, Secretary, and Treasurer .....	23
13.	POWERS OF THE COMMITTEE.....	24
13.1	Powers of the Committee .....	24
13.2	Sub-committees.....	24
13.3	Committee member’s duties .....	25
13.4	Conflicts of interests .....	26
13.5	Duties of committee members and conflict of interest rules apply to all officers of Club ....	27
14.	MEETINGS OF COMMITTEE .....	27
14.1	Methods of holding meetings.....	27
14.2	Quorum.....	27
14.3	Voting at committee meetings .....	28
14.4	Minutes.....	28
15.	REGISTER OF INTERESTS .....	28
15.1	Register of interests.....	28

<b>16.</b>	<b>ACCESS TO OTHER INFORMATION .....</b>	<b>28</b>
<b>16.1</b>	<b>Access to other information .....</b>	<b>28</b>
<b>17.</b>	<b>FINANCES.....</b>	<b>30</b>
<b>17.1</b>	<b>Finances .....</b>	<b>30</b>
<b>18.</b>	<b>BALANCE DATE.....</b>	<b>30</b>
<b>18.1</b>	<b>Balance date.....</b>	<b>30</b>
<b>19.</b>	<b>DISPUTE RESOLUTION .....</b>	<b>31</b>
<b>19.1</b>	<b>Raising Disputes.....</b>	<b>31</b>
<b>19.2</b>	<b>Investigating disputes .....</b>	<b>31</b>
<b>19.3</b>	<b>Resolving disputes .....</b>	<b>32</b>
<b>20.</b>	<b>WINDING UP.....</b>	<b>33</b>
<b>20.1</b>	<b>Process .....</b>	<b>33</b>
<b>21.</b>	<b>ALTERATION TO THE RULES .....</b>	<b>33</b>
<b>21.1</b>	<b>Amending these Rules.....</b>	<b>33</b>
<b>21.2</b>	<b>Minor and technical amendments .....</b>	<b>34</b>
<b>21.3</b>	<b>Notification of amendment .....</b>	<b>34</b>
<b>22.</b>	<b>COMMON SEAL.....</b>	<b>34</b>
<b>22.1</b>	<b>Common seal.....</b>	<b>34</b>
<b>23.</b>	<b>CONTACT PERSON .....</b>	<b>35</b>
<b>23.1</b>	<b>Contact Person .....</b>	<b>35</b>
<b>24.</b>	<b>BYLAWS.....</b>	<b>35</b>
<b>24.1</b>	<b>Bylaws.....</b>	<b>35</b>

# Constitution of the Rangiora Harness Racing Club Incorporated

## 1. NAME AND COMMENCEMENT

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### 1.1 Name

The name of the incorporated society is the Rangiora Harness Racing Club Incorporated (the Club).

### 1.2 Charitable Status

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

### 1.3 Registered Office

The registered office of the Club shall be at such place in New Zealand as the Committee from time to time determines. Changes to the registered office shall immediately be notified to the Registrar of Incorporated Societies in a form and required by the Incorporated Societies Act 2022.

### 1.4 Rules

This Constitution sets out the rules governing the Club and are binding on the Club and each member.

### 1.5 Commencement

This Constitution takes effect as from 1 August 2025.

## 2. INTERPRETATION

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### 2.1 Definitions

In this Constitution, unless the context otherwise requires:

**annual general meeting** means a meeting of the members of the Club held once per year which, among other things, will receive and consider reports on the Club's activities and finances.

**Committee** means the Club's governing body.

**committee member** means a member of the Committee, including the President, Immediate Past President, Vice Presidents and Treasurer.

**Contact Person** means the person appointed, from time to time, by the Committee as the

Contact Person under rule 23 (Contact Person).

**general meeting** means either an annual general meeting or a special general meeting of the Club.

**HRNZ** means Harness Racing New Zealand Incorporated.

**Incorporated Societies Act 2022** means the Incorporated Societies Act 2022 or any Act that replaces it (including amendments to it from time to time), and any regulations made under the Act or any Act which replaces it (and a reference to any other Act has a corresponding meaning).

**interested member** means a member who is interested in a matter for any of the reasons set out in section 62 of the Incorporated Societies Act 2022.

**meeting of the Club** means either an annual general meeting or a special general meeting.

**member** means a person properly admitted to the Club who has not ceased to be a member of the Club.

**notice** to members includes any notice given by post, courier or email or any other generally recognized electronic or social media means of distribution and the failure for any reason of any member to receive such notice or information shall not invalidate any meeting or its proceedings or any election.

**officer** means a natural person who is:

- a. a member of the Committee; or
- b. occupying a position in the Club that allows them to exercise significant influence over the management or administration of the Club, including the Treasurer or person of equivalent office.

**paid official** means a person employed or engaged by the Club who receives in respect of such employment or engagement any emolument, wages, or salary but does not include any medical practitioner, veterinary surgeon, barrister, solicitor, or auditor in respect of their engagement in a professional capacity or as an independent contractor.

**racing code** has the same meaning as set out in the Racing Industry Act 2020.

**Racing Industry Act 2020** means the Racing Industry Act 2020, or any Act that replaces it (including amendments to it from time to time), and any regulations made under the Act or any Act which replaces it.

**register of interests** means the Register of Interests of committee members kept under these rules.

**register of members** means the Register of Members kept under these rules.

**resolution** means a resolution that requires a majority of the affirmative votes of the eligible persons present and voting to be passed.

**rule(s)** means the rule(s) in this document, as amended from time to time.

**rules of harness racing** means the New Zealand Rules of Harness Racing, and any regulations made under those rules or the Constitution of Harness Racing New Zealand Incorporated.

**Secretary** means the official responsible for, amongst other things, the register of members, records of meetings, and as otherwise set out in this Constitution.

**special general meeting** means a meeting of the members, other than an annual general meeting.

**special resolution** means a resolution that requires the affirmative votes of at least two thirds of the eligible persons present and voting to be passed.

**Treasurer** means the committee member responsible for, among other things, overseeing the finances of the Club.

**Vice President** means the committee member elected or appointed to deputise in the absence of the President.

**working day** means any day of the week other than—

- (a) a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, Anzac Day, the Sovereign’s birthday, Matariki Observance Day, and Labour Day;
- (b) if Waitangi Day or Anzac Day falls on a Saturday or a Sunday, the following Monday; and
- (c) a day in the period commencing on 25 December in any year and ending with 15 January in the following year.

### 3. ACT AND REGULATIONS

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3.1 Nothing in these rules authorises the Club to do anything which contravenes or is inconsistent with:

- (a) the Incorporated Societies Act 2022 and the Racing Industry Act 2020;
- (b) any other legislation; or
- (c) the general law of New Zealand.

## 4. OBJECTS OF THE CLUB

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### 4.1 Objects of the Club

- (a) The objects of the Club are to:
- (i) Encourage, promote, and advance harness racing.
  - (ii) Hold harness race meetings and associated activities in accordance with the laws and regulations governing harness racing.
  - (iii) Assist the sport of harness racing.
  - (iv) Promote community participation in harness racing.
  - (v) Comply with the requirements under this Constitution, the Racing Industry Act 2020, the Constitution of HRNZ, the rules of harness racing, and the requirements of any betting licence issued to it.
  - (vi) To ensure the property of the Club is appropriate and used in accordance with the Club's purposes.
- (b) The Club is also:
- (i) to account to members on the Club's activities; and
  - (ii) to do all such other things as may be incidental or conducive to the attainment of all or any of the above objects.
- (c) The Club must not operate for the purpose of, or with the effect of:
- (i) distributing any gain, profit, surplus, dividend, or other similar financial benefit to any of its members (whether in money or in kind)
  - (ii) having capital that is divided into shares or stock held by its members; or
  - (iii) holding property in which its members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the society or otherwise).
- But the Club will not operate for the financial gain of members simply if the Club:
- (iv) Engages in trade.
  - (v) Pays a member for matters that are incidental to the purposes of the Club, and the member is a not-for-profit entity.



- (vi) Distributes funds to a member to further the purposes of the Club, and the member—
  - a. is a not-for-profit entity, and
  - b. is affiliated or closely related to the Club, and
  - c. has the same, or substantially the same, purposes as those of the Club.
- (vii) Reimburses a member for reasonable expenses legitimately incurred on behalf of the Club or while pursuing the Club’s purposes.
- (viii) Provides benefits to members of the public or of a class of the public and those persons include members or their families,
- (ix) Provides benefits to members or their families to alleviate hardship.
- (x) Provides educational scholarships or grants to members or their families.
- (xi) Pays a member a salary or wages or other payments for services to the Club 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 Club).
- (xii) Provides a member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Club.
- (d) No interested member is allowed to take part in, or influence any decision made by the Club in respect of payments to, or on behalf of, the interested member of any income, benefit, or advantage.
- (e) Any payments made to an interested member must be for goods and services that advance the objects of the Club and must be reasonable and comparable to payments that would be made between unrelated parties.

#### 4.2 Powers of the Club

The Club’s powers are subject to any:

- (a) Restriction in the Racing Industry Act 2020, the Incorporated Societies Act 2022, any other legislation and the general law.

## 5. MEMBERSHIP

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### 5.1 Minimum number of members

The Club shall maintain the minimum number of members required by the Incorporated Societies Act 2022.

### 5.2 Types of members

- (a) The classes of membership and the method by which members are admitted to different classes of membership are as follows:
- (i) Member: A current member at the time of the adoption of this constitution an individual or body corporate admitted to membership under this Constitution, who or which has not ceased to be a member.
  - (ii) Honorary Life Member: A current Honorary Life Member and any person who is honoured for highly valued services to the Club by election as an Honorary Life Member by resolution of a general meeting who has not ceased to be an Honorary Life Member. An Honorary 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.
  - (iii) Honorary Veteran Member: A current Honorary Veteran Member and those Members with forty years continuous membership of the Club. Honorary Veteran Members are entitled to all the rights of a Member without payment of the subscription. Honorary Veteran Members are required to register their continued membership each year on a form designed for that purpose and provided with their annual report. Honorary Veteran Members not responding after twelve consecutive months shall have their continued membership reviewed by the Stewards.

### 5.3 Persons not eligible for membership

A person is not eligible to become a member who:

- (a) Is a paid official of the Club.
- (b) Has at any time been or is disqualified for any serious racing offence under the rules of racing, a corrupt practice under the former rules of racing, or any equivalent rules of any recognised Harness Racing Club, Racing Club, Authority or Body in New Zealand or any country.
- (c) Is disqualified under the rules of racing in New Zealand or any other country.
- (d) Has at any time been convicted of an offence or crime referred to in Schedule 1 of the rules made under section 40 of the Racing Industry Act 2020.

#### 5.4 **Application for Membership**

- (a) An eligible person may apply to become a member of the Club by completing a membership application as required by the Committee.
- (b) A person must consent to become a member.
- (c) A membership application shall be considered by the Committee that may grant or refuse the application or refer the application to an annual general meeting or special general meeting for approval by special resolution.

#### 5.5 **Member's rights or interests in the property of the Club**

- (a) Members do not have a right, title, or interest (legal or equitable) in the property of the Club.
- (b) A member must not have any pecuniary interest, in their capacity as a member, in the property of the Club.

#### 5.6 **Membership privileges**

Each member of the Club will have the following rights and privileges:

- (a) Admission to all the Club's race meetings.
- (b) Admission to the members' facilities at the Club's racecourse including the Members' Stand.
- (c) One guest card.
- (d) Access to the members' car park
- (e) Voting rights at the Club's general meetings.

#### 5.7 **Membership obligations**

All members shall:

- (a) Promote the interests and the objects of the Club and do nothing to bring the Club into disrepute.
- (b) Pay subscription fees (except for honorary veteran members and life members.)
- (c) Notify the Secretary of any change of their contact details (including their postal address, phone number(s), and email or other electronic address).

- (d) Any member that is a body corporate shall provide the Secretary with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's representative to vote at general meetings.
- (e) At all times, comply with these rules and the rules of harness racing

## **6. CESSATION OF MEMBERSHIP**

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### **6.1 When membership ceases**

Membership shall cease on:

- (a) The member resigning as a member by giving notice to the Secretary.
- (b) If the member fails to pay their subscription fee by 31<sup>st</sup> December.
- (c) If, following an investigation, the member's membership is cancelled.
- (d) The death of the member (or if the member is a body corporate on liquidation).

### **6.2 Obligations on membership ceasing**

- (a) A member whose membership ceases under these rules:
  - (i) remains liable to pay all subscriptions and other fees to the Club's next balance date;
  - (ii) shall cease to hold himself or herself out as a member of the Club;
  - (iii) shall return to the Club all material provided to members by the Club (including any membership certificate, badges, handbooks and manuals); and
  - (iv) shall cease to be entitled to any of the rights of a Club member.

### **6.3 Becoming a member again**

- (a) Any former member may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the Committee.
- (b) However, if a former member's membership was terminated following a dispute resolution process, the applicant may be re-admitted only by a general meeting on the recommendation of the Committee.

## **7.0 REGISTER OF MEMBERS**

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### **7.1 Members register**

- (a) The Secretary or such other person as directed by the Committee shall keep an up-to-date Register of Members, recording for each member their name, contact details, the date they became a member, and any other information required by these rules or prescribed by Regulations under the Incorporated Societies Act 2022.
- (b) The information contained in the Register of Members shall include each member's:
  - (i) postal address;
  - (ii) phone number (landline and/or mobile);
  - (iii) email or other electronic address (if any);
  - (iv) the date the member became a member;
  - (v) the date on which subscription fees are due and paid;
  - (vi) such other information as required by the Committee to be included in the register; and
  - (vii) any changes to the information provided by the member.

### **7.2 Access to register of members**

With reasonable notice and at reasonable times, the Secretary shall make the Register of Members available for inspection by members and committee members. However, no access will be given to information on the Register of Members to members or any other person, other than as required by law.

## **8.0 SUBSCRIPTION FEES**

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### **8.1 Subscription fees**

The subscription fee to be paid annually by members shall be decided at the annual general meeting of the Club which may resolve that the subscription fee is fixed by the Committee.

### **8.2 Due Date**

- (a) The due date for payment of subscription fees shall be 31 July each year unless the Committee advises an alternative date as the due date for payment.
- (b) While a member's subscription fee remains unpaid after the due date and 31 December in that year the member is a non- financial member.

### **8.3 Non-financial members**

A non-financial member is ineligible to:

- (a) Speak or vote at any meeting of the Club.
- (b) To request a special meeting be convened.
- (c) To be nominated or elected to the Committee.
- (d) To vote on the election of committee members.
- (e) Propose a motion, remit, or matter for consideration at a general meeting.

## **9.0 MEETINGS OF THE CLUB**

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### **9.1 Annual General Meeting**

- (a) An annual general meeting of the members of the Club must be held:
  - (i) no later than six months after the balance date of the Club; and
  - (ii) no later than 15 months after the previous annual general meeting.
- (b) At each annual general meeting, the Committee must present information required to be presented under the Incorporated Societies Act 2022 including:
  - (i) an annual report on the operations and affairs of the Club during the most recently completed accounting period: and
  - (ii) the financial statements of the Club for that period: and
  - (iii) notice of the disclosures, or types of disclosures, made under section 63 of the Incorporated Societies Act 2022 (disclosure of interests) during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).
- (c) The business of the annual general meeting shall be:
  - (i) To adopt the minutes of the previous annual general meeting and any recent special general meeting held after the last annual general meeting.
  - (ii) To receive, consider and approve the annual report of the Club, including audited financial statements.

- (iii) To receive and consider a notice of any disclosures of conflicts of interest since the previous annual general meeting, including a brief summary of the types of matters to which the disclosures relate.
- (iv) To elect the persons for any pending vacancies for the office of President, Vice-President and committee members.
- (v) To consider and approve the subscription fees.
- (vi) To appoint an auditor and to authorise the Committee to fix the auditor's remuneration.
- (vii) To consider and, if thought fit, pass any remits or motions for resolution.
- (viii) To consider such other general business as the meeting resolves to consider.

## 9.2 **Motions - AGM**

- (a) The Secretary must inform the members of the proposed date of the annual general meeting. That notice may include notification of the pending vacancies on the committee under rule 12.1(b).
- (b) A member may put forward motions, remits, or a matter for consideration at an annual general meeting by written notice to the Secretary not less than 30 working days before the proposed date of that meeting.
- (c) The Committee may put forward motions, remits, or matters for consideration at an annual general meeting.
- (d) Any motion, remit, or matter for consideration should also provide information in support of the motion, remit, or matter.

## 9.3 **Notice of date, time and place - AGM**

- (a) The date, time, and place for the annual general meeting must be notified to each member not less than 15 working days before the date of that meeting.
- (b) The notice of a meeting must include:
  - (i) the time, place, and date of the meeting;
  - (ii) the nature of the business to be transacted at the meeting in sufficient detail to enable a member to form a reasoned judgment in relation to it;
  - (iii) any matter proposed by a member for consideration at the meeting submitted to the meeting; and

- (iv) in the case of an annual general meeting, the relevant annual report and reference to where the financial statements may be viewed or copy obtained.

#### **9.4 Special General Meetings**

- (a) Each meeting of the Club other than an annual general meeting is a special general meeting.
- (b) A special general meeting may be called by the Committee at any time and must be called following a written request to the Committee by fifteen or more eligible members.
- (c) A special general meeting may only consider the matters set out in the notice of the meeting.
- (d) The date, time and place for a special general meeting must be notified to each member not less than 15 working days before the date of that meeting (except when in the view of the Committee such notice period is not appropriate in which case a period of at least 24 hours must be given).
- (e) The notice of a meeting must include:
  - (i) the time, place and date of the meeting; and
  - (ii) the nature of the business to be transacted at the meeting in sufficient detail to enable a member to form a reasoned judgment in relation to it.

#### **9.5 Irregularities in calling a meeting**

- (a) An irregularity in the manner of calling a general meeting of the Club is waived if all the members entitled to attend and vote at the meeting attend the meeting without protest as to the irregularity, or if all such members agree to the waiver.
- (b) An accidental omission to give notice of a meeting to, or a failure to receive notice of a meeting by, a member does not invalidate the proceedings at that meeting.

#### **9.6 Quorum for general meetings**

- (a) No business may be carried out at a meeting of the members unless a quorum is present.
- (b) Fifteen members (or their proxies) personally present and entitled to vote at the meeting will constitute a quorum.
- (c) If a quorum is not present within half an hour after the time appointed for the meeting:



- (i) at an annual general meeting, the meeting shall stand adjourned to the same time and place on the same day in the following week and the members present at the adjourned meeting may transact any business but only if there is a quorum; and
- (ii) at a special general meeting, the special general meeting shall lapse.

#### 9.7 **Methods of holding meetings**

A general meeting may be convened by the members or their proxies:

- (a) Being assembled together at the place, date, and time appointed for the meeting.
- (b) If circumstances exist at the time of notification of the meeting or arise on or before the date of the meeting that results in the attendance of members at the meeting not being practicable, or the Committee otherwise agrees, the Committee may permit members to attend and participate in the meeting through audio, audio-visual, electronic communication, or the use of other technologies as decided by the Committee.
- (c) By a combination of both of the methods in paragraphs (a) and (b) as decided by the Committee.

#### 9.8 **Attendees**

Only the following persons will be entitled to attend general meetings:

- (a) Members (or their duly appointed proxy).
- (b) Honorary Life members (or their duly appointed proxy).
- (c) Honorary Veteran Members (or their duly appointed proxy).
- (d) Committee members.
- (e) The Auditor at an annual general meeting if required.
- (f) Any person employed by the Club as an observer.
- (g) Any person invited to attend by the Committee as an observer.

#### 9.9 **Chair**

- (a) All general meetings shall be chaired by the President. If the President is absent or decides not to chair the meeting, the members present shall elect that:

- (i) The Vice-President shall chair that meeting; or
  - (ii) Another committee member shall chair that meeting; or
  - (iii) An independent person appointed by the Committee shall chair that meeting.
- (b) Any person chairing a general meeting has a deliberative and, in the event of a tied vote, a casting vote.
- (c) Any person chairing a general meeting may:
- (i) With the consent of the general meeting adjourn the general meeting from time to time and from place to place but no business shall be transacted at any adjourned 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 meeting, obstructing the business of the meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the chair be removed from the meeting.
  - (iii) In the absence of a quorum or in the case of an emergency, adjourn the meeting or declare it closed.
  - (iv) Decide any matter of procedure not otherwise provided for in these rules.

**9.10 Moving matters, speaking rights, and voting**

- (a) Members (unless rule 8.3 applies), Honorary Life Members, Honorary Veteran Members and Committee Members may move and second for consideration at a meeting and shall have speaking rights.
- (b) Any other attendee may be granted speaking rights by the chairperson of the meeting or by a resolution passed by the members.

**9.11 Proxies**

- (a) Any member who for bona fide reasons is not able to attend (in person or by other approved means) may appoint a proxy (who must be a member) to speak and vote on its behalf.
- (b) The appointment of a proxy must be in writing signed by the member and must be in substantially the following form:

*[Member's name]* who is unable to attend the meeting due to *[insert reason]* appoints *[insert other Member's name]* to be its proxy at the meeting of the Club to be held on *[insert date of meeting]*.

- (c) The instrument appointing a proxy must be provided to the chair of the meeting not later than one hour prior to the advertised time for the commencement of the relevant meeting. The document appointing a proxy can be provided electronically.
- (d) Failure to comply with the provisions of this rule renders the appointment of a proxy null and void unless the chair of the general meeting deems the circumstances such that the irregularity is waived.

#### **9.12 Voting**

- (a) Each member will be entitled to one vote for each resolution voted on at a general meeting.
- (b) A member may exercise its vote through his or her proxy, validly appointed in accordance with rule 9.11.
- (c) At a meeting the vote shall be decided in such manner as the chair of the meeting directs, unless before or on the declaration of the result a poll is demanded by the chair or at least five members (or their proxies) present.
- (d) In the case of an equality of votes the motion does not pass but the chair of the meeting may then exercise a deciding vote.

#### **9.13 Minutes to be kept**

Minutes must be kept by the Secretary of all general meetings.

#### **9.14 Meeting report**

Following each general meeting, the Secretary will send a report of the proceedings, including the minutes of the meeting, to all members.

### **10. RESOLUTIONS IN LIEU OF MEETINGS**

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#### **10.1 Resolution in lieu of meeting**

- (a) The Club may pass a resolution in lieu of a general meeting.
- (b) A resolution in lieu of a meeting must comply with sections 89 to 92 of the Incorporated Societies Act 2022. Including that it must be approved by no less than 75 percent of the members entitled to vote.

## **11. COMMITTEE**

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### **11.1 Function**

- (a) The operation and affairs of the Club must be governed and managed by the Committee by or under the direct supervision of the Committee.
- (b) The Committee is accountable to the members for the advancement of the Club's objects and the implementation of resolutions approved by any general meeting.

### **11.2 Composition**

The Committee will consist of:

- (a) an elected President, Senior Vice-President, Junior Vice-President; Treasurer
- (b) and no less than four and no more than 12 elected persons (as determined by the Committee) who are members of the Club; and
- (c) up to two natural persons appointed by the Committee who may but are not required to be members of the Club.

### **11.3 Eligibility**

- (a) Prior to election or appointment, the proposed committee member must, in writing, consent to be a committee member and certify that they are not disqualified from being elected, appointed, or holding office as a committee member by these rules or the Incorporated Societies Act 2022.
- (b) A person is disqualified from being elected, appointed, or holding office as a committee member who is:
  - (i) Disqualified under section 47 of the Incorporated Societies Act 2022.
  - (ii) A paid official of the Club.
  - (iii) Has at any time been or is disqualified for any serious racing offence under the rules of racing, a corrupt practice under the former racing rules, or any equivalent rules of any recognised Harness Racing Club, Racing Club, Authority or Body in New Zealand or any country.
  - (iv) Is disqualified under the rules of racing in New Zealand or any other country.
  - (v) Has at any time been convicted of an offence or crime referred to in Schedule 1 of the rules of harness racing made under section 40 of the Racing Industry Act 2020.

- (vi) Has at any time been struck off the role of a professional body or had their name removed from the register of a professional body and not restored to the register.

## **12. ELECTION OF COMMITTEE MEMBERS TO COMMITTEE**

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### **12.1 Election of Committee Members**

- (a) The Committee may act as or appoint an Election Co-ordinator.
- (b) At least 15 working days before the annual general meeting the Election Co-ordinator must notify the eligible members of the pending elected vacancies on the Committee, and the date, time, and place the nominations must be received.
- (c) An eligible member may nominate one member for election to the Committee and one member as the President (if that is a pending vacancy).
- (d) A nomination must be in writing, record the nominee's consent to be a committee member, certify the nominee is not disqualified under these rules or the Incorporated Societies Act 2022 from being elected or holding office as an officer of the Club, and be signed by the member and nominee. A nomination may be accompanied by signed biography not exceeding one A4 page.
- (e) Any nomination that does not comply with the requirements of these rules or that is not received by the Election Co-ordinator by the required date and time is invalid.
- (f) If the number of nominations received by the Election Co-ordinator does not exceed the number of pending vacancies the members nominated shall be declared duly elected.
- (g) If there are insufficient valid nominations received under this rule.
- (h) If the number of persons nominated exceeds the number of pending vacancies the election will proceed to vote for the pending vacancies.
- (i) The Committee shall decide when voting closes (which may be at the annual general meeting) and may approve one or more methods for voting that may include electronic voting.
- (j) Voting papers shall be prepared that record:
  - (i) The number of pending vacancies and if one of the vacancies is for the President or Vice-President.
  - (ii) The names of the nominees for the pending vacancies.

- (iii) The method(s) by which voting may be completed.
- (iv) The time and date that voting closes.
- (l) A voting paper shall be sent to each member entitled to vote (together with any biographies of the nominees) at least 5 working days before the date voting closes.
- (m) A member may vote for one nominee (and if applicable one nominee as President) by one of the methods approved by the Committee.
- (n) The Committee shall appoint a returning officer and two scrutineers and appoint the date for counting votes.
- (o) Any vote not completed by the method approved by the Committee or received after voting closes is invalid.
- (p) The Returning Officer, in the presence of the scrutineers, shall receive the votes and after setting aside all informal votes count the number of valid votes.
- (q) The nominee, or nominees as the case may be, who receive the highest number of votes shall be deemed to be the duly elected member or members of the Committee or President.
- (r) Where there is an equality of votes between nominees the returning officer shall, in the presence of the scrutineers, determine by lot which nominee shall be elected.
- (s) The returning officer and the scrutineers shall report to the annual general meeting the result of the election and the votes properly sealed shall be handed by the scrutineers to the returning officer who must retain them for three months and then destroy them including any electronic record of voting papers.
- (t) The Committee shall inform the members of the result of the election but is not required to publish the number of votes each nominee received.

## 12.2 **Appointed Committee Members**

- (a) There may be up to two appointed committee members at any time.
- (b) Each appointed committee member must be appointed by a special resolution of the Committee. Appointed committee members are not eligible to vote on special resolutions of the Committee that relate to the appointment of appointed committee members.
- (c) Subject to rule 11.3 (Eligibility as a committee member), the Committee may appoint any person as an appointed committee member. For the avoidance of doubt, a person need not be a member of the Club to be appointed as an appointed committee member.

- (d) Each appointed committee member will hold office from the date specified by the Committee (or if no date is specified on the date of the appointment) until the earlier of the following:
  - (i) such time as the Committee decides by special resolution to remove that appointed committee member;
  - (ii) an annual general meeting; or
  - (iii) they vacate office under rule 12.4.
- (e) An appointed committee member whose term comes to an end may be re-appointed by the Committee.

### **12.3 Term of appointment – Elected President and Committee Members**

- (a) Every person elected as President or elected or appointed to be a member of the Committee shall, subject to the provisions of this Constitution, come into office from the conclusion of the annual general meeting of the Club at which he or she shall be declared to be duly elected or appointed.
- (b) The President and a member of the Committee retires from office at the conclusion of the annual general meeting of the Club following their year in office.
- (c) An elected member of the Committee or President who retires under rule 12.3(b), may be re-elected or reappointed providing they are eligible for election

### **12.4 Vacancies**

- (a) The office of any member of the Committee shall become vacant if they:
  - (i) resign in writing addressed to the Secretary;
  - (ii) are absent without leave of the Committee for more than two successive committee meetings;
  - (iii) Dies;
  - (iv) become ineligible to hold office by reason of any of the matters in rule 11.3 (Eligibility as a committee member); or
  - (v) are removed from office by resolution of the Club or the Committee.
- (b) The Committee may remove a committee member from office in the event that Committee is satisfied the committee member:

- (i) is ineligible to hold office by reason of any of the matters in rule 11.3 (Eligibility as a committee member);
  - (ii) breaching his or her duties under these rules;
  - (iii) acting in a manner that is or is likely to bring the Club into disrepute;
  - (iv) absent without leave of the Committee from more than two successive meetings of the Committee;
  - (v) not acting in good faith and what the Committee believes to be in the best interests of the Club;
  - (vi) exercising his or her powers for an improper purpose; or
  - (vii) is acting, or agreeing to the Club acting, in a manner that contravenes these Rules, the rules of harness racing, or any legislation including the Incorporated Societies Act 2022 and the Racing Industry Act 2020.
- (c) In any case where the Committee grants to any member leave of absence for a period of more than three months, it may appoint a substitute for that member during such absence.

#### **12.5 Filling vacant positions**

- (a) If an elected committee member's position becomes vacant and provided the remaining committee members comply with rule 11.2, the Committee may elect not to fill the vacant position.
- (b) If the Committee chooses to fill the vacant position and there was less than six months of the vacating member's term of office remaining the Committee may by special resolution appoint an eligible person to the Committee.
- (c) If the Committee chooses to fill the vacant position and there is more than six months of the vacating members term of office remaining the Committee shall fill the vacancy by a by-election.
- (d) Any person appointed under rule 12.5(b) or elected under rule 12.5(c) shall hold office as a committee member for the remainder of the term of the committee member who caused the vacancy and may, at the expiry of that term, stand for re-appointment.

#### **12.6 Chair, Secretary, and Treasurer**

- (a) The Committee must, as soon as possible after each election held in accordance with rule 12.1 (Election of Committee Members), convene a meeting to appoint one of the committee members as the Treasurer.



- (b) The President shall chair meetings of the Committee and if the President is absent or elects not to chair the meeting a Vice-President shall chair the meeting.
- (c) If the Treasurer resigns or is removed from that office, the Committee at the next meeting of the Committee must elect a new Treasurer. For the avoidance of doubt, their resignation or removal from that role does not alter their status as a committee member unless they have ceased to be a committee member.
- (d) If the President, Vice-President or Treasurer resigns or is removed from the Committee, the Committee must at the next meeting of the Committee, elect a new President, Vice President or Treasurer.

### **13. POWERS OF THE COMMITTEE**

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#### **13.1 Powers of the Committee**

- (a) The Committee may exercise all the Club's powers other than those that are required by the Incorporated Societies Act 2022 or these rules to be exercised by the members at a general meeting.
- (b) The Committee has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Club, subject to such modifications, exceptions, or limitations as are contained in this Constitution.

#### **13.2 Sub-committees**

- (a) The Committee may, by resolution, establish, or disestablish sub-committees to advise the Committee and may delegate any of its powers (excluding the general power to manage and control all of the affairs of the Club) to any such sub-committee. For the avoidance of doubt, the Committee may delegate its powers relating to the maintenance and development of the Club's property.
- (b) The sub-committee:
  - (i) may include persons appointed by the Committee who are not committee members, but the Committee must appoint a committee member as that sub-committee's Chair;
  - (ii) may co-opt or second any person it deems necessary (provided the sub-committee resolves to do so and the sub-committees Chair approves) to assist the sub-committee to carry out its duties on a short-term basis;
  - (iii) will have no power, unless specifically authorised by the Committee in writing, to bind the Club;

- (iv) must regularly report to the Committee on its activities;
  - (v) must comply with any requirements or regulations imposed on it by the Committee;
  - (vi) must not sub-delegate any of its powers;
  - (iv) must comply with the duties of committee members in rule 13.3 and the rules relating to conflict of interest in rule 13.4 (with necessary modification); and
  - (v) subject to any other provision of these rules, may regulate its conduct and proceedings.
- (c) No person shall be appointed to a sub-committee who would not be eligible to be a committee member of the Club under rule 11.3 (Eligibility as a committee member).

### 13.3 **Committee member's duties**

- (a) A committee member, when exercising powers or performing duties, is to act in good faith in what the committee member believes to be the best interests of the Club and in the manner which he or she believes will best attain the objects of the Club.
- (b) A committee member is to exercise a power for a proper purpose.
- (c) A committee member must not act, or agree to the Club acting, in a manner that contravenes the rules of harness racing, the Racing Industry Act 2020, the Incorporated Societies Act 2022, or these rules.
- (d) A committee member must not:
  - (i) agree to the affairs of the Club being carried on in a manner likely to create a substantial risk of serious loss to the Club's creditors; or
  - (ii) cause or allow the affairs of the Club to be carried on recklessly or in a manner likely to create a substantial risk of serious loss to the Club's creditors.
- (e) A committee member must not agree to the Club incurring an obligation unless the committee member believes at that time on reasonable grounds that the Club will be able to perform the obligation when it is required to do so.
- (f) A committee member, when exercising powers or performing duties as a committee member, is to exercise the care, diligence and skill that a reasonable committee member would exercise in the same circumstances taking into account
  - (i) the nature of the Club;
  - (ii) the nature of the decision;

- (iii) the circumstances applying at the time; and
- (iv) the position of the committee member and the nature of the responsibilities undertaken by him or her.

#### 13.4 Conflicts of interests

- (a) A member of the Committee is interested in a matter if the member of the Committee:
  - (i) may obtain a financial benefit from the matter;
  - (ii) is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of a person who may obtain a financial benefit from the matter;
  - (iii) may have a financial interest in a person to whom the matter relates; or
  - (iv) is a partner, director, member of the Committee and/or sub-committee, board member, or trustee of a person who may have a financial interest in a person to whom the matter relates.
- (b) However, a member of the Committee is not interested in a matter:
  - (i) merely because the member of the Committee receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Incorporated Societies Act 2022;
  - (ii) if the member of the Committee's interest is the same or substantially the same as the benefit or interest of all or most other members due to the membership of those members; or
  - (iii) if the member of the Committee's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the member of the Committee in carrying out the member of the Committee's responsibilities under the Incorporated Societies Act 2022 or these rules.
- (c) A member of the Committee who is interested in a matter relating to the Club 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 Committee; and
  - (ii) in the interests register kept by the Committee.
- (d) Disclosure must be made as soon as practicable after the member of the Committee becomes aware that they are interested in the matter.

- (e) A member of the Committee who is interested in a matter:
  - (i) must not vote or take part in the decision of the Committee relating to the matter; and
  - (ii) must not sign any document relating to the entry into a transaction or the initiation of the matter; but
  - (iii) 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.
- (f) However, a member of the Committee who is prevented from voting on a matter may still be counted to determine whether there is a quorum at any meeting at which the matter is considered.
- (g) 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 members agree otherwise but 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.

**13.5 Duties of committee members and conflict of interest rules apply to all officers of Club**

Rules 13.3 and 13.4 apply with necessary modification to any person (although not being a committee member) who is an officer of the club.

**14. MEETINGS OF COMMITTEE**

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**14.1 Methods of holding meetings**

- (a) A minimum of one meeting of the Committee must be held each two calendar months at such times and places and in such manner (including by audio, audio-visual, electronic communication or any combination) as it may determine and otherwise where and as convened by the President or Secretary.

**14.2 Quorum**

- (a) The quorum for committee meetings is at least half the number of committee members.
- (b) If a quorum is not present within 30 minutes after the time appointed for the commencement of a committee meeting, the meeting is to be adjourned to such other date, time, and place as the Chair may appoint.

### 14.3 **Voting at committee meetings**

- (a) At any meeting of the Committee all questions will be decided by resolution provided that any question relating to:
  - (i) the setting of any subscription fee;
  - (ii) appointment of any appointed committee member;
  - (iii) selection of the Chair; or
  - (v) adoption of the annual financial budget—will be decided by a special resolution.
- (b) Each committee member is to have one vote.
- (c) In the event of equality of voting the status quo will be maintained. The Chair will have a deliberate vote but no casting vote.

### 14.4 **Minutes**

- (a) Minutes must be kept by the Secretary of all committee meetings.
- (b) Minutes of a committee meeting which have been signed as correct by the Chair (or by the person acting as Chair for that meeting) are conclusive evidence of the proceedings at that meeting.

## 15. **REGISTER OF INTERESTS**

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### 15.1 **Register of interests**

The Secretary, or such other person directed by the Committee, shall at all times maintain an up-to-date register of the interests disclosed by committee members, sub-committee members, and officers.

## 16. **ACCESS TO OTHER INFORMATION**

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### 16.1 **Access to other information**

- (a) A member may at any time make a written request to the Club for information held by the Club. The request must specify the information sought in sufficient detail to enable the information to be identified.

- (b) The Club must within a reasonable time after receiving a request:
  - (i) provide the information;
  - (ii) agree to provide the information within a specified period;
  - (iii) agree to provide the information within a specified period if the member pays a reasonable charge to the Club (which must be specified and explained) to meet the cost of providing the information; or
  - (iv) refuse to provide the information, specifying the reasons for the refusal.
- (c) Without limiting the reasons for which the Club may refuse to provide the information, the Club may refuse to provide the information if:
  - (i) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons;
  - (ii) the disclosure of the information would, or would be likely to, prejudice the commercial position of the Club or of any of its members;
  - (iii) 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 Club;
  - (iv) withholding the information is necessary to maintain legal professional privilege;
  - (v) the disclosure of the information would, or would be likely to, breach an enactment;
  - (vi) the burden to the Club 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
  - (vii) the request for the information is frivolous or vexatious.
- (d) If the Club requires the member to pay a charge for the information, the member may withdraw the request, and must be treated as having done so unless, within 10 working days after receiving notification of the charge, the member informs the Club:
  - (i) that the member will pay the charge; or
  - (ii) that the member considers the charge to be unreasonable.
- (e) Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020.

## 17. FINANCES

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### 17.1 Finances

- (a) The funds and property of the Club shall, subject to these rules, be controlled, invested, and disposed of by the Committee and devoted solely to the promotion of the objects of the Club.
- (b) The Committee shall maintain bank accounts in the name of the Club.
- (c) All money received on account of the Club shall be banked within five working days of receipt.
- (d) All accounts paid or for payment shall be submitted to the Committee for approval of payment.
- (e) The Committee must ensure that there are kept at all times accounting records that:
  - (i) correctly record the transactions of the Club;
  - (ii) allow the Club to produce financial statements that comply with the requirements of the Incorporated Societies Act 2022; and
  - (iii) would enable the financial statements to be readily and properly audited (if required under any legislation or this Constitution).
- (f) The Committee must establish and maintain a satisfactory system of control of the Club'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.
- (h) The accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the Club.
- (i) The Committee must ensure an annual return under s 109 of the Incorporated Societies Act 2023 is given to the Registrar for registration.

## 18. BALANCE DATE

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### 18.1 Balance date

The Club's financial year shall commence on 1 August of each year and end on 31 July in the following year (the latter date being the Club's balance date).

## 19. DISPUTE RESOLUTION

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### 19.1 Raising Disputes

- (a) A complaint by anyone is to be lodged by the complainant with the Secretary in writing and must provide such details as are necessary to identify the details of the complaint.
- (b) All members (including the Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Club's activities.
- (c) The complainant raising a dispute, and the Committee, must consider and discuss whether the dispute may best be resolved through informal discussions, mediation, or arbitration.
- (d) Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

### 19.2 Investigating disputes

- (a) This rule concerns any grievances of members relating to their rights and interests as members, and any complaints concerning the alleged conduct or discipline of members, collectively referred to as "disputes".
- (b) These disputes procedures are designed to enable and facilitate the fair, prompt, and efficient resolution of disputes.
- (c) Rather than investigate and deal with a dispute, the Committee may:
  - (i) appoint a sub-committee to deal with the same; or
  - (ii) refer the same to an external arbitrator, arbitral tribunal, or external visitor (or referee), so long as minimum standards of natural justice and the following requirements under this rule are satisfied.
- (d) The Committee or any such sub-committee or person considering any dispute is referred to hereafter as the "decision-maker".
- (e) The decision-maker:
  - (i) shall consider whether to investigate and deal with the dispute, and
  - (ii) may decline to do so (for instance, if the decision-maker is satisfied that the complainant has insufficient interest in the matter or otherwise lacks standing to raise it; the matter is trivial or does not appear to disclose material misconduct; the matter raised appears to be without foundation or there is no



apparent evidence to support it; some damage to members' interests may arise; or the conduct, incident, event or issue has already been investigated and dealt with by the Club).

- (f) Where the decision-maker decides to investigate and deal with a dispute, the following steps shall be taken:
  - (i) The complainant and the member, or the Club which is the subject of the dispute, must be advised of all details of the dispute.
  - (ii) The member, or the Club which is the subject of the dispute, must be given an adequate time to prepare a response.
  - (iii) The complainant and the member, or the Club which is the subject of the dispute, must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
  - (iv) Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.
- (g) A member may not make a decision on or participate as a decision-maker in regard to a dispute, if two or more committee members, or the decision-maker, consider that there are reasonable grounds to infer that the person may not approach the dispute impartially, or without a predetermined view. Such a decision must take into account the context of the Club and the particular case and may include consideration of facts known by the other members about the decision-maker, so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially.

### 19.3 Resolving disputes

- (a) The decision-maker may:
  - (i) dismiss a grievance or complaint;
  - (ii) uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the Club and members shall comply); or
  - (iii) uphold a complaint and reprimand or admonish the member, and/or suspend the member from membership for a specified period, or terminate the member's membership, and/or order the complainant (if a member) or the member complained against, to meet any of the Club's reasonable costs in dealing with the dispute.

## 20. WINDING UP

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### 20.1 Process

- (a) The Club may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.
- (b) The Secretary shall give 30 working days notice to all members of:
  - (i) the proposed motion to wind up the Club or remove it from the Register of Incorporated Societies;
  - (ii) the general meeting at which any such proposal is to be considered;
  - (iii) the reasons for the proposal; and
  - (iv) any recommendations from the Committee in respect to such notice of motion.
- (c) Any resolution to wind up the Club or remove it from the Register of Incorporated Societies must be passed by a special resolution of the members present and voting.
- (d) Upon the winding-up and dissolution of the club, any net surplus assets shall be disposed of and transferred pursuant to sections 24 and 25 of the Racing Industry Act 2020.

## 21. ALTERATION TO THE RULES

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### 21.1 Amending these Rules

- (a) The Club may amend or replace these rules at a general meeting by a motion passed by a special resolution of those members present and voting.
- (b) A motion to amend or replace the rules may be given by a member, or the Committee.
- (c) Any proposed motion to amend or replace these rules by a member shall be given in writing to the Secretary at least 30 working days before the general meeting at which the motion is to be considered and accompanied by a written explanation of the reasons for the proposal.
- (d) At least 20 working days before the general meeting at which any amendment is to be considered the Secretary shall give to all members notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.
- (e) 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 or such later nominated date.

- (f) Notwithstanding any other provision of these rules, the members shall not amend, alter or add to these rules in any manner which is inconsistent with, or contrary to the rules of harness racing, the Constitution of HRNZ, the Racing Industry Act 2020, the Incorporated Societies Act 2022, the Income Tax Act 2007 and any regulations made under those Acts (or an Act that replaces the Act) and all other applicable legislation. The provisions and effect of this rule shall not be removed from these rules and shall be included and implied in any document replacing these rules.

## 21.2 **Minor and technical amendments**

- (a) The Club may amend its rules if the amendment:
  - (i) has no more than a minor effect; or
  - (ii) corrects errors or makes similar technical alterations.
- (b) The Committee must ensure that written notice of the amendment is sent to every member of the Club.
- (c) The notice must state—
  - (i) the text of the amendment; and
  - (ii) the right of the member to object to the amendment.
- (d) If no objection from a member is received within 20 working days after the date on which the notice is sent the Club may make the amendment.
- (e) If an objection is received, the Committee may not make the amendment.

## 21.3 **Notification of amendment**

- (a) The Club must comply with the requirements under the Incorporated Societies Act 2022 in relation to a copy of any amendment being given to the Registrar of Incorporated Societies.

## 22. **COMMON SEAL**

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### 22.1 **Common seal**

- (a) The common seal of the Club must be kept in the custody of the Secretary.
- (b) The common seal may be affixed to any document:

- (i) by resolution of the Committee, and must be countersigned by two committee members; or
- (ii) by such other means as the Committee may resolve from time to time.

## 23. CONTACT PERSON

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### 23.1 Contact Person

- (a) The Committee must ensure that there is at least one person appointed as a Contact Person as required by the Incorporated Societies Act 2022.
- (b) Any vacancy in the position of Contact Person must be filled within 20 working days after the vacancy occurs.
- (c) The Club's Contact Person must be:
  - (i) At least 18 years of age;
  - (ii) A committee member;
  - (iii) At all times be resident in New Zealand;
  - (iv) Not disqualified under the Incorporated Societies Act 2022 from holding that office; and
  - (v) Appointed by the Committee.
- (b) Any change in that Contact Person or that person's name or contact details must be advised to the Registrar of Incorporated Societies within 20 working days of that change occurring, or the Club becoming aware of the change.

## 24. BYLAWS

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### 24.1 Bylaws

- (a) The Committee from time to time may make and amend bylaws or regulations, and policies for the conduct and control of Clubs activities and codes of conduct applicable to members, but no such bylaws, regulations, policies, or codes of conduct applicable to members shall be inconsistent with the Incorporated Societies Act 2022, regulations made under that Act, or these rules.