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### Certificate - Alteration of rules

Section 21 Incorporated Societies Act 1908

#### 1. Name of society

Rangiora Harness Racing Club Inc

#### 2. Society number

# 219596

I certify that the alteration has been made in accordance with the rules of the society.

#### Name

Chris Garrick

#### Position

Secretary

#### Signature

*[Handwritten Signature]*

23 / 6 / 2017

#### 3. Complete this checklist before filing your application

- This certification has been completed by an officer of or a solicitor for the society.
- A copy of the rule alteration(s) is attached. **NOTE** | This can either be a complete copy of the updated rules with the alterations underlined or in bold type, or a copy of the particular rule(s) that were altered.
- The copy of the alteration to rules has been signed by three members of the society.

#### For society name changes –

- This rule alteration also includes a name change for the society, and
- We have checked that the new name of the society is available by conducting Register Searches at both [www.societies.govt.nz](http://www.societies.govt.nz) and [www.companies.govt.nz](http://www.companies.govt.nz).

#### What must be included in your rules?

Section 6 of the Incorporated Societies Act 1908 requires that a society's rules include the following:

- The name of the society (ending with the word Incorporated)
- The objects for which the society is established
- How people become members of the society and cease being members of the society
- How meetings of the society will be called and held and how voting will take place
- How officers of the society will be appointed
- Control and use of the common seal
- How the society's funds will be controlled and invested
- The powers (if any) that the society has to borrow money
- How any property of the society will be distributed in the event of the society being wound up
- How the rules of the society can be altered

COMPANIES OFFICE  
26 JUN 2017  
RECEIVED

#### 4. Your contact details

Name and postal address

C Garrick  
254 West Belt  
Rangiora 7400



# RANGIORA HARNESS RACING CLUB

MINUTES A GENERAL MEETING OF THE CLUB  
HELD AT THE RANGIORA RACECOURSE  
ON SATURDAY 29<sup>th</sup> OCTOBER 2016 COMMENCING AT 10.30am.

## 1. PRESENT:

Mr P L Higinbottom (Vice President) presided over a Meeting of 26 Members and Guests as per the attached list.

## 2. PURPOSE

This General Meeting is for amendment to the Club's rules.

The proposal is to amend Rule 58.

Current Rule 58 provides for payments on behalf of the Club to be made by Cheque signed by two authorised persons.

Reason; Banking provisions have altered significantly over the last few years and it is proposed that rule 58 be revoked and replaced with:

Rule 58. The Club will maintain an account or accounts at a trading bank or banks approved by the Stewards. Payment of amounts properly due by the Club may be made by cheque, Direct debit or credit, electronic transfer, telegraphic transfer or such other means supported by the New Zealand banking system and approved by the Stewards subject to each payment or transfer being separately authorised by signature or electronic approval by two persons from a panel of persons approved and authorised by the Stewards for that purpose.

## 3. CLOSURE:

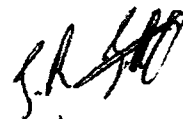

Mr Peter Higinbottom thanked everyone for their attendance and declared the Meeting closed at 10.32am.

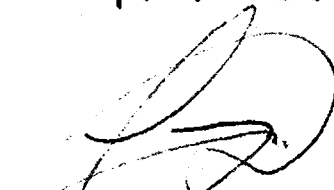
Signed as a true and correct record.

  
-----  
Chairman



28/5/17.  
-----  
Date

  
  
R. P. WIXON

  
P. D. WRIGHT

**RULES**  
**OF**  
**RANGIORA HARNESS RACING CLUB**  
**INCORPORATED**

**November 2009**

# Rules

## Name

1. The name of the Club is Rangiora Harness Racing Club Incorporated ("the Club")

## Registered Office

2. The registered office of the Club is at number The Office of the CEO, 254 West Belt, Rangiora, or such other place as the Stewards may determine.

## Definitions

3. The following definitions apply:
  - (a) **Members of the Club** ("Members") are persons who are current Members or elected pursuant to these Rules. The words "person" or "persons" wherever used in these Rules are deemed to include a corporate body incorporated under the Companies Act 1993, the Incorporated Societies Act 1908 or in any other manner and registered in New Zealand provided however, that any such corporate body has no greater right than any individual Member;
  - (b) **The President of the Club** ("the President") **The Immediate Past President** ("the Immediate Past President") **The Vice President/s** ("the Vice President/s") **The Honorary Treasurer** ("Honorary Treasurer") **The Committee** ("the Committee") jointly ("the Stewards") is comprised of Members and elected pursuant to these Rules, to conduct generally the business of the Club and to fulfill its functions as set out in these Rules;
  - (c) **The Chief Executive Officer** ("the CEO") is an employee of the Club and appointed pursuant to these Rules;
  - (d) **The Financial Year** (the "Financial Year") ends on the 31st day of July in each year or on such date as fixed by the Club in General Meeting;
  - (e) **Mail** ("mail", "postage", "circulate", "delivered") by hand, courier, postage or electronic.

## Objects

4. The objects of the Club are:
  - (a) to encourage, promote and advance generally harness racing and the holding of harness race meetings and associated activities in accordance with the laws and regulations governing harness racing, to encourage, promote and accommodate other groups/clubs whether incorporated or not;
  - (b) to promote and maintain the good reputation of the Club, harness racing and associated activities;
  - (c) to purchase, lease, rent, exchange, hire or otherwise acquire (either alone or in conjunction with any other person or corporation) any land, buildings or premises for any purpose whatsoever, and any personal property, chattels or equipment of any kind and description or any rights or privileges which the Stewards thinks necessary or expedient for the purpose of attaining any of the objects of the Club, or in connection with any of the objects or for promoting the interests of the Club;
  - (d) to sell, exchange, let on bail or lease with or without option of purchase or in any manner whatsoever dispose of the Club's land, buildings, premises, personal property, rights or privileges as the Stewards determines necessary or expedient for the objects of the Club;
  - (e) to borrow sums of money by way of mortgage or in any other way over the property or assets of the Club and whether with or without security as the Stewards determines necessary or expedient for the objects of the Club;
  - (f) to give guarantees bonds and indemnities and to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, drafts, debentures and all or any negotiable or

transferable instruments as the Stewards determine necessary or expedient for the objects of the Club;

- (g) to invest and deal with moneys of the Club not immediately required upon such securities or otherwise and in such manner as the Stewards determine necessary or expedient for the objects of the Club;
- (h) to take or otherwise acquire and hold shares in any Corporation having any objects or carrying on any business which the Stewards determine is similar to the Club or which in the opinion of the Stewards may promote the interests of the Club and/or its members, as the Stewards determine necessary or expedient for the objects of the Club;
- (i) to subscribe to become a member or co-operate with any other society, club or association whether incorporated or not, having any objects or carrying on any business which the Stewards determine is similar to the Club and/or which in the opinion of the Stewards may promote the interests of the club and/or its members and to procure from and communicate to such society, such information as may be likely to forward the objects of the Club;
- (j) to build and construct, improve or alter stands, entertainment facilities, totalisator houses, totalisators, indicators, racing tracks, stables, training facilities and all buildings and conveniences as the Stewards determine necessary or expedient for the objects of the Club;
- (k) to subscribe to or otherwise aid sporting, benevolent, charitable, national or other institutions or objects of a public character or which have any moral or other claim to support by the Club by reason of the locality of its operations or otherwise.
- (l) to expend such funds of the Club and to do all such acts and things as may be determined by the Club or the Stewards to be desirable or expedient for the promotion of goodwill amongst Members and its guests;
- (m) to accept gifts and donations for the benefit and objects of the Club whether effected by any trust or not;
- (n) to collect the Subscription and other payments for the general purpose of the Club and to invest and deal with the moneys of the Club not immediately required in such manner as the Stewards determine necessary or expedient for the objects of the Club;
- (o) to make any regulations or rules for the more efficient attainment of any of the objects of the Club and for its general management and control; and
- (p) to do any act, matter or thing as the Club or the Stewards determines necessary or desirable for the objects of the Club or incidental or conducive to the attainment of any of the objects of the Club.

#### **Membership**

- 5. The Members consist of:
  - (a) current Members at the time of adopting these Rules;
  - (b) Honorary Life Members as set out in clause 8;
  - (c) Honorary Veteran Members as set out in clause 9; and
  - (d) those persons, whose application for membership pursuant to clauses 6 and 7, are accepted by the Stewards.
- 6. Any person may make application for membership, proposed and seconded by two Members, which must be submitted in writing to the Chief Executive Officer for consideration by the Stewards who have the power to accept the application or to decline the application without giving any reasons for such refusal. Every application must be accompanied by the Subscription, which will be refunded if the Stewards decline the application.
- 7. Upon the death of a Member (being a natural person), the widow, the widower or de facto partner at the time of the Member's death, may apply to be a member without nomination as described in clause 6 of these Rules, provided that:
  - (a) the Application is made within 6 months of the death of the Member;

- (b) payment is made of the Subscription of the deceased Member's, if such sum was outstanding at the date of death; and
  - (c) the Stewards may accept the application or decline the application without giving any reasons for such refusal. Any sums paid under clause 7(b) will be refunded if election is refused.
8. Honorary Life Members are current Honorary Life Members and those elected by the Club in General Meeting as an appreciation for services rendered to the sport of harness racing or the Club provided that the name of the proposed Honorary Life Member has been submitted and approved of by the Stewards. Honorary Life Members are entitled to all the rights of a Member without payment of the Subscription.
9. Honorary Veteran Members are current Honorary Veteran Members 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 mailed with their annual report. Honorary Veteran Members not responding after twelve consecutive months shall have their continued membership reviewed by the Stewards.

#### Rights and privileges of Members

10. The rights and privileges of every Member are contained in these Rules and are personal to the Member and are not transferable either by the Member's own act or by operation of law.
11. Further to any other right or privilege contained elsewhere in these Rules:
- (a) Members are entitled, on production of his, her or its membership ticket or card, in addition to free access to all those parts of the Club's property available to the general public, to admission to those parts of the property set apart by the Club as exclusively for the use and enjoyment of Members. This does not affect the right of the Stewards to exclude Members from such parts of the property, grounds, stands or buildings as it determines for any use consistent with these Rules.
  - (b) The Chief Executive Officer will give new Members and any current Members (upon request) a copy of the Club Rules.

#### Obligations of Members

12. Members are bound by these Rules.
13. Further to any other obligation contained elsewhere in these Rules, Members must advise the Chief Executive Officer of his, her or its address and any change to that address. The Chief Executive Officer will register the address in the Club Register and all letters and notices delivered at or sent by post to such an address will be deemed delivered, regardless of any change of address which has not been notified.

#### The Club Register

14. The Chief Executive Officer will maintain a Club Register which will contain the names, addresses both postal and electronic, and occupations of Members and the dates at which they became Members.

#### Annual Subscription

15. The annual subscription for membership ("Subscription") is fixed by the Stewards no later than 30 days prior to its due date. It is payable in advance by Members other than Honorary Life Members and Honorary Veteran Members. In the case of a Member who is a corporate body the annual subscription is determined annually by the Stewards.

16. The Subscription is due and payable on the first day of August of each year or on such other day as may be fixed by the Club in General Meeting. Any Member whose Subscription remains unpaid after one (1) calendar month of its due date, is not entitled to vote or move a motion at any of the Club's meetings until the Member has paid all moneys due. Further, a Member whose Subscription remains unpaid after two (2) calendar months of its due date shall, if the Stewards decides, cease to have the rights and privileges of membership until the Member has paid all moneys due and if his, her or its Subscription remains unpaid at the expiry of twelve (12) months after its due date, the Member concerned will cease to be a Member.
17. Upon written application by a Member, the Stewards may at their discretion remit the whole or any part of any Subscription as they determine is warranted in the circumstances.

#### Suspension and Termination of Membership

18. Membership is terminated if a Member fails to pay a Subscription at the expiry of twelve (12) months after its due date under clause 16, unless he, she or it has been granted a remission under clause 17.
19. Any Member who has been charged with improper conduct, or such action detrimental to the interests of the Club, will have due notice to attend and answer the charge at a Stewards meeting called solely for the purpose of hearing the charge. The Member will, if a majority of two-thirds of the Stewards so determine, be punished by a fine, be suspended for no longer than three (3) months, be expelled or be requested to resign, and, in the event of his, her or its non-compliance with the Stewards request, the Stewards may expel such Member.
20. The Stewards have the right to disclose any details of a Member's fine, suspension, expulsion or resignation, including such Member's personal information, to any individual or agency which the Stewards determines is appropriate. In the exercise of this discretion, the Stewards will take into account the privacy interests of such Member but may exercise its discretion in favour of disclosure to meet the objects set out in clause 4.
21. Any member may resign from membership of the Club by sending his, her or its resignation in writing to the Chief Executive Officer and upon payment of all subscriptions, fines or other sums due or owing by such Member to the Club. Any Member whose resignation is not in the hands of the Chief Executive Officer on or before the end of the Financial Year is liable for the succeeding year's subscription.
22. Members ceasing to be a Member for any reason forfeit all right to or claim which he, she or it may or might have had upon the Club or its property, by virtue of such membership.

#### The Stewards

23. The Stewards consists of the President, the Immediate Past President, the Vice President/s (no more than two), an Honorary Treasurer (not being corporate bodies) and no more than twelve (12) Committee Members (not being corporate bodies) who will be elected in the first instance by the General Meeting adopting these Rules and thereafter be elected or appointed as provided in these Rules.
24. No person is be eligible to be elected or appointed as or continue to be a Steward 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 Harness Racing New Zealand or the Rules of Racing or a corrupt practice under the former Rules of

Harness Racing, Rules of Racing or any equivalent Rules of any recognised Harness Racing Club, Authority or Body in New Zealand or any country;

- (c) is an undischarged bankrupt;
  - (d) is a corporate body; or
  - (e) is not a Financial Member.
25. Once elected, a Steward holds office until the following Annual General Meeting, unless he or she resigns from the position to which he or she was elected or appointed..
26. Nominations shall be sought of members for election as President, Vice President/s (2), Honorary Treasurer and committee (12) of the Club for each year. Nominations must be in writing, supported by a Proposer and a Secunder and in the hands of the Chief Executive Officer by 12.00pm, four (4) weeks prior to the AGM ("Nomination Closing Date").
27. Where the total number of nominations under clause 26 of these Rules is less or not more than the total number of vacancies the Chief Executive Officer will report to the Stewards that all such persons duly nominated are elected and in the case of insufficient nominations being received the Stewards will appoint such number of qualified persons as may be required to make up the total number required to be elected and every person so appointed is deemed to be duly elected.
28. If more candidates are nominated for membership of the Stewards than are required then the Chief Executive Officer will have voting papers prepared on the first working day after the Nomination Closing Date with the names of all nominees printed thereon. There may be included with, but not forming part of the voting paper, a statement by or for any candidate setting out the names of the Proposer and Secunder, together with short biographical details.
29. The Chief Executive Officer will forthwith post one such voting paper and any statement by or for any candidate to every financial Member at his, her or its address in the Club's Register.
30. A Member may vote on receipt of such voting paper, striking out the names of those nominees for whom he, she or it does not wish to vote, leaving untouched the names of the number of nominees as the instructions on the voting paper require.
31. The voting paper will then be signed by the Member and returned to the Chief Executive Officer, in an envelope on which the words VOTING PAPER is written or printed, so as to reach the Chief Executive Officer by 12.00pm, two (2) days prior to the AGM.
32. Any voting paper in respect of whom the provisions of this clause have not been complied with is deemed informal.
33. On a date fixed by the Stewards and prior to the AGM, the Chief Executive Officer, together with 2 scrutineers appointed by the Stewards ("the Scrutineers"), will open the voting papers and after setting aside all informal votes count the number of valid votes for each nominee.
34. The nominees who have received the highest number of votes will be deemed to be the duly elected to the particular position being decided. President (1), Vice President (2), Honorary Treasurer (1), and Committee (12). The Scrutineers will, as soon as convenient after the declaration of the voting at the AGM, destroy all voting papers.



35. In the case of an equality of votes between nominees and the addition of a vote would entitle any of those nominees to be declared as elected, the Chief Executive Officer will determine by lot in the presence of the Scrutineers, which nominees are elected.
36. The place of any Steward will become vacant if such Steward dies or becomes ineligible under clauses 18,19 or 21 to continue to hold office; or
  - (a) resigns in writing addressed to the Chief Executive Officer; or
  - (b) is absent without leave of the Stewards from more than three successive meetings; or
  - (c) is removed from office by resolution of the Club.
37. In any case where the Stewards grants to any Steward leave of absence, which it is empowered to do so, for a period of not less than three months it may appoint a substitute for the Steward concerned during such absence.
38. If owing to death or resignation of any Steward, or if removed from office by resolution of the Club before the expiration of his or her term of office, the Stewards may appoint a new Steward to fill the vacancy so created or determine that the place or places remain vacant until the next election if there is the minimum number of Stewards under clause 23. In the case of the President or Vice President/s then clause 66 shall be applied. Every Steward so appointed or elected, will hold office for the unexpired portion of the term for which his or her predecessor was appointed or elected and shall be eligible for re-election.
39. No act, proceedings, determination or matter of the Stewards or of any person acting as a Steward is invalidated because of a vacancy in the stewardship of the club at the time of the act, proceedings, determination or matter, because there was some defect in the election or appointment of any person so acting, or that he or she were incapable of acting or being a Steward.

#### Powers, duties and functions of the Stewards

40. The management and control of the affairs of the Club, including the control and investment of the Club's funds, is vested in the Stewards who may exercise all powers and do all acts and things which may be exercised by the Club and which are not required to be done by the Club in General Meeting.
41. The Stewards will do all things, matters and deeds necessary or expedient for the promotion of the objects of the Club, to exercise the powers vested in it, and to report on its activities to every Annual General Meeting of the Club;
42. The Stewards will exercise or perform any power, duty or function conferred or imposed on it by these Rules or by means of a resolution on that behalf. Every such resolution is binding upon all Stewards of the Club. Stewards are entitled to endeavour to have any decision modified or rescinded and to speak in support of such modification or rescission at a meeting of the Stewards.
43. The Stewards may make alter or rescind regulations not inconsistent with or repugnant to these Rules or the Incorporated Societies Act 1908 for the management and promotion of the objects of the Club and such regulations while in force will take effect as if the same were part of the Rules and any breach thereof will be dealt with accordingly PROVIDED ALWAYS that the Stewards will notify the Club of any regulations made at the Annual General Meeting of the Club next occurring after such making.
44. The Stewards may delegate to the President or to any committee consisting wholly or partly of its own members, any power, duty or function of the Stewards with power to fix the quorum of any such

committee and may at any time revoke such delegation. In making any such delegation, the Stewards may impose such conditions (if any) with respect to the exercise or performance of any delegated power, duty or function, and everything done in due performance of such delegation is for all purposes deemed to be done by the Stewards and will have force and effect accordingly.

45. The Stewards will set the number of its meetings for the year, being no less than Eight (8) and at such times and places as the Stewards or the President determines.
46. Any notice of motion will be given in writing signed by not less than two Stewards and must be lodged with the Chief Executive Officer not less than fourteen (14) days prior to the holding of the meeting of the Stewards at which such notice of motion is being considered. If the matter is one for the Club to determine, it will be referred to it for decision at the next following General Meeting.
47. The Chief Executive Officer will circulate an agenda and the minutes of the previous meeting no later than 4 days prior to the meeting.
48. The President or in his or her absence, the Vice President, or in his or her absence, a Steward of the Club, elected for that purpose by the Stewards, will take the Chair at any meeting.
49. Each Steward of the club is entitled on every motion to one vote exercised in person and in case of an equality of votes the Chair has a second or casting vote. Voting at Meetings will, when demanded be recorded and will be decided by a show of hands, or a personal vote or poll at the discretion of the Chair or on request of 3 Stewards.
50. Any motion to be passed at a meeting of the Stewards will require a simple majority
51. Quorum for meetings of the Stewards is half the number of Stewards of the club (excluding any vacant places).
52. At any meeting of the Stewards, full and correct Minutes will be taken and kept by the Chief Executive Officer or his or her nominee.

#### Finance

53. The funds of the Club consist of:
  - (a) all monies the property of the Club at the adoption of these Rules or then owing to it;
  - (b) all monies payable to the Club or the Stewards after the commencement of and pursuant to these Rules;
  - (c) all proceeds of any investment of any of such monies.
54. The Stewards will, subject to any express provision of these Rules and to such directions as may from time to time be given by the Club, manage and administer the funds of the Club.
55. No Steward of the Club will receive remuneration for services to the Club or derive any 'pecuniary gain' within the meaning of The Incorporated Societies Act 1908 from the property or operations of the Club provided however that any Steward of the Club is entitled to receive remuneration for services rendered to the Club as Counsel, Solicitor, Accountant, Auditor, Scrutineer, or Returning Officer or for any special services for which he/she may be employed by the Club.

56. The Stewards may, on behalf of but subject to such directions as may from time to time be given by the Club, incur such expenditure as may be necessary to carry out the business of the Club and of any committee thereof, including such expenditure as may be necessary to meet all expenses reasonably incurred by the President, Vice President/s, Honorary Treasurer and Committee members of the club in carrying out the duties of their respective offices.
57. In addition to all other powers of expending monies conferred on it by these Rules, the Stewards may:
- (a) contribute to any patriotic or charitable object;
  - (b) expend such of the Club's funds as it thinks fit in promoting legislation in the interests of harness racing;
  - (c) contribute to the funds of any association or body of persons established for furthering the interests of harness racing or any kindred sport; and
  - (d) generally expend funds of the Club for the benefit of or promoting the sport of harness racing.
58. The Club will maintain an account or accounts at a trading bank or banks approved by the Stewards. Payment of amounts properly due by the Club may be made by cheque, Direct debit or credit, electronic transfer, telegraphic transfer or such other means supported by the New Zealand banking system and approved by the Stewards subject to each payment or transfer being separately authorised by signature or electronic approval by two persons from a panel of persons approved and authorised by the Stewards for that purpose.
59. If the Stewards passes a resolution accordingly, it may in the name of the Club, borrow money for any of the purposes of the Club for such amount and at such rate of interest and in such form and manner and upon such security as shall have been specified in such resolution and thereupon the Club has the power to affix the Common Seal to and to execute on behalf of the Club all such agreements, securities, instruments and other documents as the Council may deem proper for giving security over any of its property and its assets for repayment of such borrowed money and such interest.
60. The Stewards will have the custody and control of all records, books, papers, documents and other property of the Club.
61. The Stewards will cause to be kept, in such form as they from time to time thinks fit, full and proper accounts, and all such accounts shall be audited by an Auditor, or reviewed by a Chartered Accountant, who will be appointed by the Club at each Annual General Meeting thereof and paid such remuneration for services provided as the Stewards determine.
62. The Stewards will cause to be prepared and audited as soon as practicable after the end of the Financial Year in each year a Balance Sheet together with a statement of Accounts (including an income and expenditure account) showing fully the financial position of the Club at the close of the period of 12 months ending on the last date of the Financial Year. The said Balance Sheet and Statement of Accounts duly audited or reviewed will be submitted to the Annual General Meeting.
63. The Stewards may indemnify against any financial loss howsoever incurred or damages or costs awarded by any Court or Tribunal or against costs incurred in defending legal proceedings brought against them all or any of the following persons, namely:
- (a) Officers of the Club and Stewards of the Club;

- (b) a person employed by the Club.

#### Officers of the Club

64. There is a President an Immediate Past President, Vice President/s (No more than 2) and twelve committee members of the Club.
65. Where by reason of death, resignation or removal from office, the office of President or of Vice President becomes vacant, then in the case of President the Senior Vice President will be appointed into that position and the one Vice President position will remain vacant, in the case of both Vice President positions becoming vacant then the Stewards will appoint one from their own numbers to fill one Vice President vacancy as the case may be and such persons appointed shall hold such office for the remainder of their predecessor's term.
66. At any time when, on account of illness or other incapacity, or absence from New Zealand, the President is unable to perform the duties of his or her office, the President will appoint a Vice President, or in the case of both Vice President's incapacity or absence from New Zealand a member of the Stewards who shall, so long as such inability continues, have and may exercise and perform all the powers, duties and functions of the President.
67. If at any time the offices of President and both Vice Presidents are vacant, the Stewards will appoint one of their number to exercise and perform the powers, duties and functions of the President until the vacancy in that office is filled in accordance with these Rules.
68. Upon the election or re-election of the President, the member who immediately preceded him/her in the office of President, or, if such member is unavailable or deceased then one of the other Past Presidents of the club, may be appointed annually at the Annual General Meeting to the office of Immediate Past President.
69. There is a Chief Executive Officer of the Club who is, at the time of the adoption of these Rules, the current Chief Executive Officer or Secretary of the Club. He or she is an employee of the Club with such duties and upon such terms and conditions as the Stewards sees fit and which comply with current employment law. The terms and conditions to include, amongst other things:
- (a) accountability to the Stewards in the provision of management services for all elements of the business including its performance as measured against Steward approved business plans and budgets;
  - (b) undertaking diligently the specific duties and responsibilities outlined in his or her employment agreement and job description;
  - (c) exercising all the rights duties and powers as may be conferred upon him or her from time to time by any enactment or delegation from the Stewards; and
  - (d) the appointee is, for the purposes of the Rules of Harness Racing, deemed to be the Secretary of the Club.

#### General Meetings

70. The Stewards will convene and hold an Annual General Meeting of Members ('AGM') within 90 days of the end of each financial year or on such other date as the Club in General Meeting may fix and determine. Every such meeting will be held in the town or city of the registered office described in clause 2 or at such other place as the Stewards may from time to time appoint. It may be adjourned if

there is not a quorum of members present. The following business shall be placed on the agenda for and transacted at every Annual General Meeting namely:

- (a) the consideration and adoption of the Annual Report;
- (b) the consideration and adoption of the Annual Statement of accounts and balance sheet;
- (c) receiving the report of the President including the announcement of the Stewards for the next year;
- (d) consideration of motions of which notice has been given, in writing 21 days before the AGM;
- (e) appointment of auditors and/or accountant; and
- (f) consideration of general business.

71. The Stewards will convene and hold a Special General Meeting ('SGM') upon a written requisition:

- (a) signed by not less than fifteen (15) Members, received by the Chief Executive Officer;
- (b) from the President;
- (c) in the absence of the President, from the Vice President/s; or
- (d) from a majority of the Stewards.

72. Any requisition or instruction under clause 71 will express the object of the meeting to be called. If the Stewards do not proceed to convene the meeting within thirty days from the date of receipt of the requisition, the requisitionists may themselves convene such meeting which may be adjourned if a quorum is not present.

73. Ordinarily, the SGM will be held between seven (7) to twenty-one (21) days after receipt of a requisition. If the President considers the business of the proposed SGM to be urgent, then the SGM may be held at any time after twenty four (24) hours' notice has been sent to each Member stating the object of the meeting.

74. The Chief Executive Officer will advertise the date, time, location and business in a daily newspaper in the town or city of the registered office described in clause 2 and/or such other similar and/or suitable publication as the Stewards decides, at least fourteen (14) days prior to a General Meeting. The accidental omission to place any such advertisement will not invalidate any business done at the meeting.

75. The Chief Executive Officer will give notice of all General Meetings to Members by circular posted to every Member to his, her or its electronic and/or postal address in the Club's Register, at least ten (14) days before such meeting except in the cases of urgency as provided by clause 72. The accidental omission to give any such notice will not invalidate any business done at the meeting.

76. The President or in his or her absence, the Vice President/s, or in his or her absence, a member of the Stewards, elected for that purpose by the members of the Stewards, will take the Chair at any General Meeting.

77. Each Member, including the person appointed in writing by any corporate Member to vote or speak on its behalf, is entitled on every motion to one vote exercised in person and in case of an equality of votes the Chairperson of the meeting has a second or casting vote. Voting at General Meetings will, when demanded, be recorded and will be decided by a show of hands or a personal vote or poll at the discretion of the Chairperson or on request of 5 Members.

78. Any motion to be passed at a General Meeting will require a simple majority, unless otherwise provided in these Rules.

79. At all General Meetings, quorum is set at 25 Members including not less than three (3) Stewards.

80. At any General Meeting, full and correct Minutes will be taken and kept by the Chief Executive Officer or his or her nominee.

**Seal**

81. The Club will have and provide a Common Seal and will have power to destroy the same and substitute a new Seal. The Common Seal of the Club must be affixed to any document requiring sealing, by any two Stewards authorised to do so by resolution of the Stewards and in the presence of the Chief Executive Officer of the Club. The Common Seal will be kept in the custody of the Chief Executive Officer.

**Dissolution of the Club**

82. If upon the dissolution of the Club there remains after the satisfaction of all debts and liabilities any property whatsoever, the same shall not be paid to or distributed among Members but shall be given to or transferred to some other institution body organisation society or association having objects similar to the objects of the Club to be determined by members of the Club at or before the time of dissolution or shall otherwise be determined by a Judge of the High Court of New Zealand on the application of any member.

**Alterations of Rules**

83. The Rules may be amended or repealed or added to by a Special Resolution at any General Meeting called for that purpose provided that notice of such proposed amendment, repeal or addition will have been given by advertisement in the daily newspaper in the town or city of the registered office described in clause 2 and/or such other suitable and/or similar publication as the Stewards shall from time to time decide, at least 21 clear days prior to such meeting.

84. Any special resolution shall require a majority of not less than two-thirds of the valid votes recorded.

**Miscellaneous**

85. The decision of the Stewards on the interpretation of the Rules or on any matter or thing whether contained in these Rules or not and which pertain to the Club its property or interests or the interest or conduct of its Members are conclusive and binding on all Members until revoked at a General Meeting.

86. Nothing in these Rules derogates from any provision in the Rules of Harness Racing or the Racing Act 2003.

DATED at    this    day of    2009.