

# **Constitution of the New Zealand Trainers' Association Incorporated**

Date **[insert date]**

# NEW ZEALAND TRAINERS' ASSOCIATION INCORPORATED

## CONSTITUTION

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## **NEW ZEALAND TRAINERS' ASSOCIATION (INC)**

### **1. INTERPRETATION**

#### **1.1 DEFINITIONS**

In this Constitution, unless the context otherwise requires, capitalised terms have the meaning given to them in Schedule 1.

### **2. NAME AND COMMENCEMENT**

2.1 The name of the incorporated society is New Zealand Trainers' Association Incorporated (the **Association**).

2.2 This Constitution sets out the rules governing the Association and is binding on each Member. .

2.3 This Constitution shall take effect as the constitution of the Association from the date it is registered with the Registrar (**Commencement Date**).

### **3. OBJECTS**

3.1 The objects of the Association are to:

- (a) provide an Association of racing trainers throughout New Zealand;
- (b) encourage, promote and advance generally the interests of race horse trainers and to deal with all matters conducive to the advancement of racing in general;
- (c) secure to the Members thereof the rights, privileges and benefits enjoyed by organisations, associations or other bodies under any Acts of Parliament, laws or regulations whether or not concerning racing for the time being in force affecting the Association, its Members or other persons licensed or otherwise registered to train horses for races conducted under the control of NZTR or bodies similarly empowered overseas;
- (d) secure full and proper representation on or before any boards, committees and commissions constituted under any Acts or Regulations of Parliament;
- (e) establish liaison between the Members of the Association and any other bodies or organisations connected with the industry, including the right to approach Government on any matter conducive to the furtherance of the objects of the Association;
- (f) encourage and do everything to foster the conduct of horse racing in an ethical manner;
- (g) assist from its available funds and to give relief to members or to their respective families employees in case of distress or death;
- (h) purchase, take on lease, or in exchange or hire or otherwise acquire any real or personal property and any rights or privileges which the Association shall deem necessary or expedient for the purpose of attaining the objects of the Association;
- (i) do any such things as are incidental or conducive to the attainment of the above objects;
- (j) sign and execute all deeds, documents and other instruments for carrying out the purposes of the Association herein set out;
- (k) invest and deal with the monies or property of the Association in such manner as may from time to time be thought fit;

- (l) establish branches and branch offices and to provide for the election of Branch Committees to deal with branch matters; and
  - (m) adopt any additional objects from time to time.
- 3.2 The Association has all the powers of a natural person necessary for, or ancillary or incidental to, fulfilling the objects of the Association to the maximum extent permitted by law, including the power to borrow money.

#### **4. MEMBERSHIP**

##### **Members**

- 4.1 Membership of the Association shall consist of persons who are ordinarily resident in New Zealand and licensed by NZTR to train or pre-train thoroughbred racehorses pursuant to the Rules of Racing.
- 4.2 The Association will at all times have at least the minimum number of Members as required by law.
- 4.3 Any person who meets the requirements of membership set out in clause 4.1 above will become a Member of the Association upon providing his/her consent.
- 4.4 Any person who is not a licensed trainer or pre-trainer with NZTR, but who wishes to become a Member of the Association, may apply to the Executive Committee in such manner as is prescribed by the Executive Committee from time to time (such application to include a written statement that the person consents to becoming a member). The Executive Committee may at its sole discretion accept or reject an application for membership.
- 4.5 All Members shall be entitled to the rights, benefits and privileges of membership as set out in this Constitution and as determined by the Executive Committee from time to time, for the duration of their membership period (such membership to cease, expire or terminate in accordance with this Constitution), provided that where a subscription is payable, the member has paid the subscription owed.

##### **Ceasing to be a Member**

- 4.6 A Member may resign their membership by advising the Executive Officer in writing. Following receipt of a written notice in accordance with this clause, the Association will terminate the Member's membership accordingly.
- 4.7 Any Member who ceases to be eligible for membership in accordance with clause 4.1, is convicted of a criminal offence, fails to comply with this Constitution, the rules of any recognised racing body, or the Rules of Racing or otherwise does anything that the Executive Committee considers brings the Association or racing in New Zealand into disrepute, may be removed as a Member of the Association by the Executive Committee.

##### **Subscription fees**

- 4.8 Where the Association determines, by a majority of votes cast at any National Annual General Meeting, that a subscription fee will be payable by Members, each Member shall be liable to pay such subscription in advance of the next racing year. Such subscription fee must be paid to the Association, or any other body or organisation authorised by the Executive Committee to collect subscriptions fees on behalf of the Association.

## **Life membership**

- 4.9 Every Member of the Association may be elected to be a Life Member of the Association by the unanimous vote of those delegates present and eligible to vote at any meeting of the Executive Committee and shall thereafter during his or her lifetime be entitled to membership of the Association without payment of any subscription. The Association may at any meeting of its Executive Committee in its absolute discretion confer honorary life membership on any Member or person for services rendered to the Association.

## **5. REGISTER OF MEMBERS AND ACCESS TO INFORMATION**

- 5.1 The Association shall compile and maintain a Members' Register in accordance with the requirements of the Incorporated Societies Act
- 5.2 The Members' Register will be made available along with each Annual Report. The Members' Register will also be available for inspection by Members upon reasonable request in writing to the Executive Officer.
- 5.3 A Member may, at any time, make a written request to the Executive Committee for information held by the Association. A written request made by a Member must specify the information sought in sufficient detail to enable the Executive Committee to identify it.

## **6. COMPLAINTS AND DISPUTES**

If a dispute (as that term is defined in the Incorporated Societies Act 2022) arises or a Member or Officer wishes to make a complaint in connection with the Association, then the dispute resolution process set out in Schedule Two will apply.

## **7. INDEMNITY AND INSURANCE**

- 7.1 The Members of all properly constituted committees in accordance with this Constitution and any secretaries, or other officers duly appointed under this Constitution, shall be indemnified by the Association to the extent permitted by the Incorporated Societies Act.
- 7.2 No Member of a properly constituted committee, Executive Officer, Branch Secretary or other officer shall be liable for the act or omission of any other Member, Executive Officer, Branch Secretary or officer in respect of any loss or expense happening to the Association unless the same happens from his or her own default.
- 7.3 The Executive Committee may determine that the Association shall obtain such insurance, to the extent permitted by the Incorporated Societies Act, as is required to cover the Association's indemnity obligations as set out in this Constitution and any such other insurance as the Executive Committee considers is necessary from time to time. Where the Executive Committee determines that the Association will obtain such insurance, those Executive Committee Members who voted in favour of obtaining insurance will execute a certificate stating that, in their opinion, the cost of effecting the insurance is fair and reasonable for the Association to incur in the circumstances.

## **8. EXECUTIVE COMMITTEE**

- 8.1 Management of the Association's affairs shall be vested in the Executive Committee, which shall comprise of a minimum of 10 persons made up as follows :
- (a) the National President;
  - (b) the immediate past National President of the Association;
  - (c) the two Vice-presidents elected by the Annual General Meeting;

- (d) the Presidents of each of the Branches elected at the Branch Annual General Meetings;
- (e) up to two other persons from each of the Branches elected at the Branch Annual General Meetings, one of whom may be the Branch Secretary; and
- (f) one person from any sub-Branch elected at the sub-Branch Annual General Meeting.

(together, the **Executive Committee Members**).

8.2 Each Executive Committee Member must be a natural person who, prior to appointment:

- (a) has consented in writing to being an Executive Committee Member; and
- (b) certifies they are not disqualified from being appointed or otherwise holding office as an Executive Committee Member in accordance with this Constitution. Each certificate for the purposes of this clause will be retained in the Association's records.

Each Executive Committee Member must not be disqualified under the Incorporated Societies Act from being appointed or holding office as an Executive Committee Member.

8.3 The Association will compile and maintain at the offices of the Association an Executive Committee Members' Register. The Executive Committee Members' Register will include a register of all Executive Committee Members and the date they provided consent to becoming an Executive Committee Member and will be available along with each Annual Report.

8.4 Each Executive Committee Member will be appointed at an Annual General Meeting of the Association and will hold office until the next Annual General Meeting.

8.5 An Executive Committee Member may be removed by resolution of the Executive Committee or the Association where the Executive Committee Member is ineligible to hold their position in accordance with this Constitution. Removal pursuant to this clause will be effective from the date specified in a resolution of the Executive Committee or the Association (as applicable).

8.6 An Executive Committee Member ceases to hold office when:

- (a) They resign by notice in writing to the Executive Committee; or
- (b) Their term of office expires, and they are not re-appointed; or
- (c) They are removed in accordance with clause 8.5; or
- (d) They die or otherwise vacate the office in accordance with the Incorporated Societies Act.

## 9. **QUORUM AND VOTING**

9.1 At all meetings of the Executive Committee, any five members of the Executive Committee shall constitute a quorum.

9.2 At all meetings of the Executive Committee all questions will be decided by the affirmative votes of a simple majority of Executive Committee Members eligible to vote and voting.

## 10. **MEETINGS OF EXECUTIVE COMMITTEE**

10.1 All meetings of the Executive Committee shall be at such time and place as may be fixed by the Executive Committee. Written notice of any meeting shall be provided to the Executive Committee Members and Branch Secretaries at least seven (7) days before the meeting and stating the objects of the meeting.

- 10.2 The Chairperson at all meetings of the Executive Committee shall be the National President of the Association. In the absence of the National President, the Executive Committee shall elect one of the National Vice-Presidents, or in their absence, an Executive Committee Member to chair the meeting.
- 10.3 The Executive Committee shall meet at least twice in every year at such time and place as set by the Executive Officer. For the avoidance of doubt, any Executive Committee Member (or their deputy) may attend and participate in a meeting of the Executive Committee by means of audio, audio and visual, or other electronic communication (as determined by the Executive Committee) and will be counted as part of the quorum for that meeting.
- 10.4 Each representative on the Executive Committee may, by notice in writing to the Executive Committee, nominate one Member as his or her deputy for the purpose of attending meetings of the Executive and voting thereat. The deputy may exercise all the voting and other powers to which his nominator is entitled, except when the nominator is personally present at any meeting of the Executive Committee.
- 10.5 The Executive Committee shall have the power to form special committees and in particular an Emergency Committee for any purpose in connection with the Association. Such special committee or committees may include persons who are not Members.
- 10.6 Special meetings of the Executive Committee shall be convened by the Executive Officer when directed by the National President, or upon the request of not less than five members of the Executive Committee, stating the object or objects of such meeting. Not less than seven (7) days' notice indicating the time, place and objects for any such special meeting of the Executive Committee shall be given to the Executive Committee Members in writing.

## **11. POWERS AND DUTIES OF EXECUTIVE COMMITTEE**

### **11.1 The business and affairs of the Association, including:**

- (a) the governance (including planning and setting the strategic direction); and
- (b) the control and investment of funds of the Association and the borrowing of money by the Association,

is to be managed by, or under the direction or supervision of, the Executive Committee.

### **11.2 The Executive Committee may exercise all the powers of the Association which are not required, either by the Incorporated Societies Act or this Constitution, to be exercised by the Members at a Members' meeting, including (without limitation) the power to:**

- (a) be the principal governing body of the Association with responsibility for overseeing the competent and lawful conduct of the Association's affairs;
- (b) encourage and oversee the work of the Association in accordance with the objects and the policies from time to time laid down by the Association at its Members' Meetings;
- (c) borrow or raise money in such manner, with or without security, on such terms as the Executive Committee thinks fit;
- (d) establish and delegate such powers as it considers appropriate, to persons, committees and groups as it considers appropriate to assist it to carry out its responsibilities;
- (e) co-opt, engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Association;
- (f) publish any by-laws required to enforce the rules of the Association;

- (g) resolve and determine any disputes or matters not provided for in this Constitution;
- (h) appoint legal, accounting or other advisers as and when necessary; and
- (i) act in accordance with all other powers, duties and obligations contained in this Constitution.

11.3 The Executive Committee may delegate to a special or sub-committee, an Executive Committee Member or to any other person or class of persons, any one or more of its powers. Any such special committee, sub-committee or committees may include persons who are not Members.

## **12. CONTACT PERSON AND REGISTERED OFFICE**

12.1 The Association will have at least 1 but no more than 3 Contact Person(s) whom the Registrar can contact when needed. The Executive Officer will be a Contact Person for the purposes of this clause and the Executive Committee will appoint such other Contact Persons as it considers appropriate from time to time.

12.2 The Contact Person must be at least 18 years of age and ordinarily resident in New Zealand.

12.3 The Contact Person will perform all duties as required by law to be performed by a "contact person" and/or as the Executive Committee from time to time decides.

12.4 The registered office of the Association will be situated at such place in New Zealand as the Executive Committee determines from time to time.

## **13. BRANCHES**

13.1 The Association shall have five Branches, the Members of each to be determined by the boundaries of the appropriate racing districts in each area. Initially the Members of each Branch will be drawn as follows:

- (a) Northern Branch: From the Auckland and Waikato districts;
- (b) Central Districts Branch: From the Hawke's Bay, Wanganui and Wellington districts;
- (c) Taranaki Branch: From the Taranaki district;
- (d) Canterbury Branch: From the Canterbury and Greymouth districts; and
- (e) Southern Branch: From the Otago and Southland districts.

13.2 The Executive Committee shall be empowered to determine any changes to the above boundaries, as it sees fit.

## **14. BRANCH MEETINGS**

14.1 Each Branch of the Association as referred to above shall hold meetings at such times and at such places (including by electronic means) as the Branch itself from time to time determines, provided that each Branch shall hold at least one Annual General Meeting at which all its Members may attend. The Branch Annual General Meeting shall take place each year at least four (4) weeks prior to the National Annual Meeting.

14.2

14.3 At each Branch Annual General Meeting there shall be elected a Branch President, one or two Branch Vice-presidents and a committee comprising of at least three members that the Branch

deems fit. Voting at an Annual General Meeting will be conducted by a show of hands of the Members present. At each such Annual General Meeting of the Branch the order of business shall be as follows:

- (a) confirmation of minutes of the last Annual General Meeting;
- (b) annual Branch Statement of Accounts;
- (c) Branch Annual Report;
- (d) election of a Branch President;
- (e) election of one or two Branch Vice-presidents;
- (f) appointment of Branch Secretary;
- (g) election of Committee; and
- (h) general business.

14.4 All meetings of Branches of the Association shall be held at a time and place as may be fixed by the Branch Committee and notice thereof shall be given to members at least seven (7) days before the meeting stating the objects of the meeting.

14.5 The Branch Committee shall be charged with the direction, supervision and responsibility for the organisation and operations of the Association in accordance with any directions from the Executive Committee and the Branch Committee may from time to time take all steps and proceedings to do all acts and things it may consider advisable for carrying into effect the objects of the Association. Its executive powers, however, are restricted to affairs within its own area, although this shall not preclude the Branch Committee discussing and passing resolutions on matters of national interest to be referred with any claims or demands by or against the Association to the Executive Committee.

14.6 Each Branch Committee will have not less than 3 members, including the Branch President and Branch Vice-president or Vice-presidents in respect of that Branch. Each member of a Branch Committee will be appointed at a Branch Annual General Meeting and hold office until the next Branch Annual General Meeting. 2 members of a Branch Committee will constitute a quorum.

14.7 Each Branch Committee shall meet at least twice in every year at such time and place as set by the Branch Secretary. For the avoidance of doubt, any Branch Committee Member may attend and participate in a meeting of the Branch Committee by means of audio, audio and visual, or other electronic communication (as determined by the Branch Committee) and will be counted as part of the quorum for that meeting.

14.8 It shall be the duty of the Branch Secretary to forward to the Executive Officer a copy of the minutes of each Branch Meeting, including minutes of the Branch Annual General Meeting together with the annual Branch Statement of Accounts and Branch Annual Report.

14.9 At general meetings of Branches of the Association, five Members of that particular Branch shall be deemed to be a quorum.

## 15. NATIONAL ANNUAL GENERAL MEETING OF ASSOCIATION

15.1 The Association shall hold once in each year a National Annual General Meeting. A National Annual General Meeting of the Association must be held no later than six months after the end of each Financial Year and within 15 months of the previous Annual General Meeting.

- 15.2 Attendees shall include the current National President, the Presidents of each of the five Branches and up to two other delegates from each of the five Branches and one delegate from any sub-Branch. Branches are to ensure as far as possible the delegation to the National Annual General Meeting includes those delegates elected by the Branch to the National Executive Committee for the ensuing year.
- 15.3 The National Annual General Meeting shall be held during August or September each year at a time and place determined by the Executive Committee (including electronic means) and advertised in writing to all members at least twenty (20) days prior to the date of such meeting and stating the objects of the meeting. Any Member of the Association is entitled to attend the National Annual General Meeting.
- 15.4 The order of business at such National Annual General Meeting shall be as follows:
- (a) confirmation of the minutes from the last National Annual General Meeting;
  - (b) to receive, consider and approve the annual Statement of Accounts for the previous Financial Year;
  - (c) to receive, consider and approve the Annual Report;
  - (d) election of National President;
  - (e) election of two National Vice-presidents;
  - (f) appointment of the Executive Officer;
  - (g) appointment of Auditor (if applicable);
  - (h) remits and notices of motion;
  - (i) determination of any annual subscription fees;
  - (j) to receive and consider a notice of any disclosures made in accordance with clause 22 (Conflicts of interest) since the previous Annual general meeting including a brief summary of the types of matters to which the disclosures relate; and
  - (k) to consider such other general business as the meeting resolves to consider. Business without notice can only be determined as a resolution to the Executive Committee or a resolution to the next Annual General Meeting or Special General Meeting.
- 15.5 Minutes must be kept of all proceedings at each Members' Meeting. Minutes of a meeting which have been signed as correct by the Chairperson (or by the person acting as Chairperson for that meeting) are conclusive evidence of the proceedings at that meeting.

## 16. **MATTERS ON NOTICE**

- 16.1 Any Branch desiring to have a specific motion recorded on the agenda for the National Annual General Meeting of the Association for the resolution of those members present at such meeting, shall deliver such motion in writing to the Executive Officer at least fourteen (14) days before the date set down for such meeting. The motion shall have been passed at a Branch Annual General Meeting or Branch Committee Meeting. The Executive Committee or a previous National Annual General Meeting shall also be able to place remits and motions on the Agenda of the National Annual General Meeting.

## **17. QUORUM**

- 17.1 At the Annual General Meeting of the Association, 8 Members shall be deemed to constitute a quorum.

## **18. VOTING**

- 18.1 All licensed trainers and pre-trainers who are currently Members of the Association shall be entitled to vote at the National Annual General Meeting and any General Meetings of the Branch in the area they reside.
- 18.2 At all general meetings of Branches and at the National Annual General Meeting, each Member entitled to vote shall have one vote. The Chairperson presiding at any such meeting shall have a deliberative vote and, in the event of an equality of votes, a casting vote also. Voting shall be on the voices, provided however, that before the next business is proceeded with, not less than ten percent of those present (including by electronic means) either personally or by proxy (where proxies are allowed) may demand a show of hands or a secret poll.
- 18.3 At meetings of any Branch Committee, Executive Committee, special or emergency committee, voting shall be on the voices, provided however that any committee member entitled to vote may demand a show of hands before the next business is proceeded with and voting on the motion shall be accordingly. Each member of such committee shall have one vote and the Chairperson both a deliberative vote and, in the event of an equality of votes, an additional casting vote.

## **19. SPECIAL MEETINGS**

- 19.1 A Meeting of Members other than a National Annual General Meeting is a Special General Meeting.
- 19.2 A Special General Meeting may be called by the Executive Committee at any time and must be called following written request to the Executive Committee by 30 or more Members.
- 19.3 A Special General Meeting may only consider the matters set out in the notice of the meeting. In all other respects, the attendance, voting, quorum, notice and minutes requirements of this Constitution that apply to a National Annual General Meeting of the Association will apply to a Special General Meeting.

## **20. NATIONAL PRESIDENT**

- 20.1 The National President shall be elected at any National Annual General Meeting, to hold office until the next National Annual General Meeting or such other term as decided from time to time by the Executive Committee.
- 20.2 The National President and each Branch President shall be a licensed trainer. The election of other persons to office as members of any committee, sub-committee, special or other committee, or as delegates to the Executive Committee shall be at the discretion of any Branch, save that appointment to the Executive Committee shall be by the majority vote of Members at a Branch Annual General Meeting.
- 20.3 No person may hold concurrently the offices of National President and Branch President.
- 20.4 In the event that for any reason the National President may be unable to fulfil the office for the full term of his or her election, the Executive Committee may elect or appoint one of its own number to serve as National President for the remainder of such term.

## **21. CONFLICTS OF INTEREST**

- 21.1 No member of any committee (including, for the purposes of this clause, any member of the Executive Committee, Branch Committee, sub-committee, special or other committee) may vote on a resolution of that committee or sign any document relating to the entry into a transaction or the initiation of the matter in respect of any matter in which that committee member has an interest, including (without limitation) if the committee member:
- (a) is a party to the transaction, could derive a material financial benefit from the transaction, or has a material financial interest in another party to the transaction;
  - (b) is a committee member, officer or trustee of either another party to the transaction, or a person who could derive a material benefit from the transaction;
  - (c) is the parent, child, spouse, civil union partner or de facto partner of either another party to the transaction, or a person who could derive a material benefit from the transaction; or
  - (d) is otherwise directly or indirectly materially interested in the transaction.
- 21.2 A person who is prevented from voting on a matter as a result of being interested under 22.1 above, may still be counted for the purpose of determining whether there is quorum at any meeting at which the matter is considered. However, if 50% or more of the members of the committee are prevented from voting on a matter, a Special General Meeting of the Branch or Association must be called (as appropriate) to consider and determine the matter.
- 21.3 Any "interest" must be disclosed as soon as practicable after the committee member becomes aware of the interest. The nature and extent of the interest (including any monetary value of the interest if it can be quantified) must also be disclosed. After disclosure, the committee member may not participate in any decision on that matter, and may be excluded by the rest of the committee from any discussion on it.
- 21.4 The Executive Committee must maintain an "interests register" recording the particulars of each committee member's "interest". This "interests register" shall be open for inspection by members upon reasonable notice to the Executive Officer. A summary of the "interests register" must be presented to each National Annual General Meeting.

## **22. PAYMENTS**

- 22.1 Costs, charges and expenses preliminary and incidental to the promotion, formation and continuance of the Association shall be paid by the Association.

## **23. SUBSCRIPTIONS**

- 23.1 Income from the subscription (if any) shall be used to fund the activities of the Association and the Branches, allocation being made as determined by the Executive Committee.

## **24. FUNDS AND FINANCIAL MATTERS**

- 24.1 The Executive Committee may from time to time, out of the available cash capital of the Association, set aside such sum or sums as it may deem fit as a reserve fund and it may invest the sum or sums set aside on such investments as may be authorised by statute for the investment of trust funds in New Zealand and or upon such other investments as are decided upon. It may from time to time deal with and vary such investments and dispose of all or part thereof for the benefit of the Association and it shall have power to employ the assets constituting the reserve fund in the business of the Association without being bound to keep the same separate from other assets.

- 24.2 Subject to clause 25.1, all moneys received by or on behalf of the Association is to be paid to the credit of the Association's account at one of the registered banks in New Zealand (such bank to have an appropriate credit rating) as soon as practicable after receipt.
- 24.3 All withdrawals made from the Association's account will be authorised by the following:
- (a) the Executive Officer; and
  - (b) such other person or persons as designated from time to time by the Executive Committee.
- 24.4 The funds and property of the Association will be devoted solely to the objects specified in clause 3, and no pecuniary gains will be derived by any Member from the operations or property of the Association.
- 24.5 No member or person associated with a member of the Association shall derive any income, benefit or advantage from the Association where they can materially influence the payment of the income, benefit or advantage, except where that income, benefit or advantage is derived from:
- (a) professional services to the organisation rendered in the course of business, charged at no greater than current market rates; or
  - (b) interest on money lent at no great than current market rates.
- 24.6 The balance date for the Association is the end of its Financial Year, being 31 May in each year.
- 24.7 Within six months of the end of each Financial Year, Statement of Accounts must be:
- (a) completed in relation to the Association for that accounting period and in accordance with generally accepted accounting practice;
  - (b) audited or reviewed, if required by law;
  - (c) dated and signed by or on behalf of the Executive Committee; and
  - (d) given to the Registrar.

## 25. **BORROWING**

- 25.1 The Executive Committee may from time to time borrow in such manner and upon such security as they deem fit, such sums of money as may be required for the purposes of the Association. In the event of a Branch of the Association wishing to borrow money or monies, such Branch shall apply to the Executive Committee for approval to borrow such sum or sums of money.

## 26. **NATIONAL EXECUTIVE OFFICER**

- 26.1 An Executive Officer shall be appointed at each National Annual General Meeting, for a term of one year, to hold office until the next National Annual General Meeting.
- 26.2 The duties of the Executive Officer shall be as follows:
- (a) to attend all meetings of the Executive Committee and all General Meetings of the Association and keep a Minute Book and enter thereon a record of proceedings at such meetings;
  - (b) unless otherwise determined by the Executive Committee maintain a suitable place of business to be nominated as the registered office of the Association;

- (c) perform such other duties as are expressly or impliedly delegated to the Executive Officer by the Executive Committee;
- (d) attend to all correspondence on behalf of the Association; and
- (e) act as the contact officer for the Association and will perform the duties and responsibilities of that role as set out in the Incorporated Societies Act as amended or replaced from time to time (as applicable).

26.3 The duties of the Executive Officer shall also include, provided that the Executive Committee may vary such duties from time to time:

- (a) to receive all monies belonging to the Association and lodge them to a bank account in the name of the Association; and
- (b) to keep true records of the Association's financial affairs and prepare annual Statement of Accounts for submission to the National Annual General Meeting of the Association.

## 27. REMUNERATION

27.1 The Executive Committee shall determine the manner and extent of any remuneration, salary or honorarium due to the Executive Officer or any other officer of the Association and retain the right to alter or withdraw the same at its absolute discretion.

## 28. BRANCH SECRETARIES

28.1 Each Branch will appoint a Branch Secretary at each Branch Annual General Meeting, for a term of one year, to hold office until the next Branch Annual General Meeting.

28.2 The duties of the Branch Secretary shall be as follows:

- (a) to attend all meetings of the Branch Committee and keep a record of all meetings minutes and enter thereon a record of proceedings at such meetings;
- (b) unless otherwise determined by the Branch Committee, maintain a suitable place of business to be nominated as the registered office of the Branch;
- (c) perform such other duties as are expressly or impliedly delegated to him or her by the Branch Committee; and
- (d) attend to all correspondence on behalf of the Branch.

28.3 The duties of the Branch Secretary shall also include, provided that the Branch Committee may vary such duties from time to time:

- (a) to receive all monies belonging to the Branch and lodge them to a bank account in the name of the Branch; and
- (b) to keep true records of the Branch's financial affairs and prepare an annual Branch Statement of Accounts for submission to the Annual General Meeting of the Branch. Such Branch Statement of Accounts shall be in the form usually adopted by organisations under the Incorporated Societies Act.

## 29. AUDITOR

29.1 The Executive Committee may from time to time appoint an Auditor (honorary or otherwise) for the purposes of auditing the Association. If an Auditor is required, the Auditor shall be appointed

at the National Annual General Meeting of the Association. The Auditor shall be a member of the New Zealand Society of Accountants. Should the Auditor die or relinquish such appointment during any year in which it is appointed as Auditor for, the Executive Committee shall appoint an alternative Auditor to hold office until the next National Annual General Meeting of the Association or for any such time as the Executive Committee sees fit.

**30. WINDING UP**

- 30.1 The Association may be wound up in accordance with the Incorporated Societies Act 1908 (as amended or replaced from time to time) and if so wound up a meeting of the Executive Committee shall be called for the purpose of disposing of the property of the Association which may be devoted and directed by such meeting to such charitable, educational, sporting or other purposes in New Zealand or for the purposes of any other body, Association or Society in the country having objects not opposed to those of the Association.
- 30.2 The net assets of the Association upon winding up shall not be available for distribution among members.

**31. CONSTITUTION AND AMENDMENTS**

- 31.1 This Constitution shall not be altered, added to or rescinded except at a National Annual General Meeting of the Association or a Special General Meeting of the Association convened in accordance with this Constitution with proper notice of the proposed alterations having been given or at a meeting which is an adjournment of any such meeting.
- 31.2 Notice of a proposed alteration shall be circulated by the Executive Officer to Branches at least twenty-eight (28) days prior to the National Annual General Meeting or the Special General Meeting. A proposal to change his Constitution shall come only from a meeting of the Executive Committee or an Annual or Special General Meeting of the Association or an Annual General Meeting or Special General Meeting of a Branch. The change shall only be effective if two-thirds of those present and eligible to vote assent to the change.
- 31.3 In the event of any question arising as to the construction or interpretation of this Constitution, or as to any matter not provided for by this Constitution, the Executive Committee shall have the power to decide the same and its decisions shall be final.
- 31.4 The Executive Committee shall have the power to make by-laws for the benefit of the Association and to make such alterations in the said by-laws as it may from time to time deem advisable, provided that no by-laws made hereunder shall be at variance with this Constitution.
- 31.5 Upon application, every member of the Association shall be entitled to a copy of this Constitution, together with any amendments.
- 31.6 No addition to or alteration or rescission of the rule shall be approved if it affects the pecuniary profit clause or the winding-up clause or otherwise contravenes the Incorporated Societies Act.

## SCHEDULE 1

### Definitions

In this Constitution, unless the context otherwise requires:

**Annual General Meeting** means an annual general meeting of Members of the Association or a Branch (as applicable).

**Annual Report** means the annual report for the Association for a Financial Year, including a report of the President and the Statement of Accounts for the relevant Financial Year.

**Association** means New Zealand Trainers' Association Incorporated.

**Auditor** means an auditor of the Association (if any) appointed in accordance with clause 29.

**Branch** means an unincorporated branch of the Association as set out in clause 13.

**Branch Annual Report** means the annual report for a Branch for a Financial Year, including a report of the Branch President and the Branch Statement of Accounts for the relevant Financial Year.

**Branch Committee** means a such Branch Committee members who number not less than the required quorum, acting together as a Branch Committee of a Branch.

**Branch Secretary** means a Branch secretary appoint in respect of a Branch in accordance with clause 28.

**Branch Statement of Accounts** means the financial statements of a Branch for a Financial Year, including the financial statements of the Branch.

**Chairperson** means a chairperson of a meeting under the terms of this Constitution.

**Constitution** means this Constitution, as amended from time to time.

**Contact Person** means the person or persons (being no more than 3 persons) appointed by the Executive Committee as Contact Person in accordance with clause 12.

**Executive Committee** means such Executive Committee Members who number not less than the required quorum acting together as the Executive Committee of the Association.

**Executive Committee Members** means each person appointed to the Executive Committee of the Association appointed in accordance with clause 8.1.

**Executive Committee Members' Register** means the register of Executive Committee Members maintained by the Association in accordance with clause 8.3.

**Executive Officer** means the executive officer of the Association appointed in accordance with clause 26.

**Financial Year** means a financial year of the Association, being a period from 1 June to 31 May in the following year.

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

**Member** means each person admitted as a member of the Association in accordance with clause 4.

**Members' Register** means the register of members maintained by the Association in accordance with clause 5.1.

**National President** means the President of the Association appointed pursuant to clause 20.

**NZTR** means New Zealand Thoroughbred Racing Incorporated.

**Registrar** means the Registrar of Incorporated Societies.

**Rules of Racing** means the NZTR Rules of Racing, made and maintained by NZTR pursuant to the Racing Industry Act 2020, as amended from time to time.

**Special General Meeting** means a special general meeting of Members of the Association or a Branch (as applicable).

**Statement of Accounts** means the financial statements of the Association for a Financial Year, including the financial statements required to be prepared pursuant to the Incorporated Societies Act and an auditors report (if required by law).

## **SCHEDULE 2**

### **Dispute Resolution**

#### **1. How Complaint Is Made**

- 1.1** A Member or Officer (as that term is defined in the Incorporated Societies Act 2022 (**Officer**)) may make a complaint by giving to the Executive Committee (or a complaints subcommittee) a notice in writing that:
- (a)** states that the Member or Officer is starting a procedure for resolving a dispute in accordance with this Constitution;
  - (b)** sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
  - (c)** sets out any other information or allegations reasonably required by the Association.
- 1.2** The Association may make a complaint involving an allegation against a Member or Officer by giving to the Member or Officer a notice in writing that—
- (a)** states that the Association is starting a procedure for resolving a dispute in accordance with this Constitution; and
  - (b)** sets out the allegation to which the dispute relates.
- 1.3** The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- 1.4** A complaint may be made in any other reasonable manner permitted by this Constitution.

#### **2. Person Who Makes Complaint Has Right To Be Heard**

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

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

### **3. Person Who Is Subject Of Complaint Has Right To Be Heard**

**3.1** This clause applies if a complaint involves an allegation that a Member, an Officer, or the Association (the respondent):

- (a) has engaged in misconduct; or
- (b) has breached, or is likely to breach, a duty under the Constitution or bylaws or the Incorporated Societies Act 2022; or
- (c) has damaged the rights or interests of a member or the rights or interests of members generally.

**3.2** The respondent has a right to be heard before the complaint is resolved or any outcome is determined.

**3.3** If the respondent is the Association, an Officer may exercise the right on behalf of the Association.

**3.4** Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—

- (a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
- (b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- (c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- (d) an oral hearing (if any) is held before the decision maker; and
- (e) the respondent's written statement or submissions (if any) are considered by the decision maker.

### **4. Investigating And Determining Dispute**

**4.1** The Association must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and determined.

**4.2** Disputes must be dealt with under this Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

### **5. Association May Decide Not To Proceed Further With Complaint**

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

- (a) the complaint is considered to be trivial; or
- (b) the complaint does not appear to disclose or involve any allegation of the following kind:

- (i) that a Member or Officer has engaged in material misconduct;
  - (ii) that a Member, Officer, or the Association has materially breached, or is likely to materially breach, a duty under the Constitution or bylaws or the Incorporated Societies Act 2022; or
  - (iii) that a Member's, Officer's or Association's rights or interests generally have been materially damaged;
- (c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
  - (d) the person who makes the complaint has an insignificant interest in the matter; or
  - (e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
  - (f) there has been an undue delay in making the complaint.

## **6. Association May Refer Complaint**

6.1 The Association may refer a complaint to—

- (a) a subcommittee or an external person to investigate and report; or
- (b) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

6.2 The Association may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution.

## **7. Decision Makers**

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

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