



# **Constitution**

## **of the**

# **New Zealand Greyhound Racing Association Incorporated**

Adopted at the Special General Meeting of the New Zealand Greyhound Association Incorporated  
held on Saturday, 30 July 2016

Constitution to come into effect on 8 October 2016

Updated Constitution adopted at the GRNZ Special General Meeting held on 17 July 2020

Updated Constitution came into effect on 14 August 2020

**We love our dogs. They love to race.**

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## 1. Name and Registered Office

- 1.1 **Name:** The name of the society is 'New Zealand Greyhound Racing Association Incorporated' (referred to in this Constitution as the 'Association'), with the operating name being 'Greyhound Racing New Zealand'.
- 1.2 **Registered Office:** The registered office of the Association shall be at such address as the Board from time-to-time determines.

## 2. Objects and Powers

- 2.1 **Objects of the Association:** The objects for which the Association is established are:
- a. To be the national governing body for the administration, promotion and development of Greyhound racing in New Zealand.
  - b. To promote and advance Greyhound racing, Registration, breeding, safety and welfare in New Zealand, including:
    - i. Instigating research into Greyhound safety and welfare (including diseases and/or illnesses of Greyhounds) or other matters affecting Greyhound racing or breeding;
    - ii. Circulating information on any matter affecting Greyhound racing, Registration, breeding, safety and welfare;
    - iii. Co-operating with other organisations, whether inside or outside New Zealand, that are concerned with Greyhound racing, Registration or breeding or the objects of which are in whole or in part similar to those of the Association; and
    - iv. Supporting or opposing legislation affecting Greyhound racing, Registration or breeding or otherwise affecting the interests of Clubs.
  - c. To formulate and administer Regulations governing Greyhound racing and the Registration, breeding, safety and welfare of Greyhounds in New Zealand.
  - d. To consider and deal with all matters submitted to the Association in accordance with this Constitution.
  - e. To do all such acts and things incidental or ancillary to the advancement and attainment of the objects described above.
  - f. To uphold the highest standards of Greyhound racing in New Zealand.
- 2.2 **Powers of the Association:** In order to pursue the objects set out in Rule 2.1 above, the Association shall have full rights, powers and privileges to carry on or undertake any activity in the furtherance of the Association's objects.
- 2.3 **Association to be non-profit making:** It shall not be an object of the Association to carry on its affairs for the purpose of pecuniary gain within the meaning of sections 4 and 5 of the Incorporated Societies Act 1908.

### 3. Definitions

**Act** means the Racing Act 2003 or any legislation which replaces the Racing Act 2003.

**Annual General Meeting** means the Annual General Meeting of the Association convened under Rule 17.1.

**Appeals Tribunal** means Appeals Tribunals appointed by the Judicial Control Authority.

**Approved Registration Authority** means a Registration Authority declared by the Association to be an Approved Registration Authority pursuant to Rule 25.

**Association** means the New Zealand Greyhound Racing Association Incorporated.

**Board** means the members of the Board of the Association for the time being elected or appointed under the Constitution.

**Board Governance Charter** means the Board Governance Charter to be created and adopted by the Board (which will include a conflicts of interest policy).

**Board Nominated Director** means those persons appointed to the Board pursuant to Rule 18.4 - 18.8.

**Chairperson** means the Chairperson or Chair of the Board of the Association, or the Chairperson or Chair of a General Meeting as the case may be.

**Chief Executive** means the Chief Executive of the Association for the time being.

**Club** means a Greyhound racing club which is a Member of the Association.

**Constitution** means the rules of the Association set out in this Constitution (including any amendments which may be made from time to time).

**Director** means a Board Nominated Director or a Member Nominated Director of the Association.

**Director Appointment Panel** means the Panel established pursuant to Rules 18.22 – 18.24.

**Enquiry** means an investigation conducted by the Board pursuant to Rule 23.3g and the Regulations.

**General Meeting** means either an Annual General Meeting or a Special General Meeting or both (as the case may be) of the Association.

**Greyhound** means the greyhound breed of dog that has been Registered in accordance with the Regulations (and includes a dog or a bitch).

**Interested** – a Director is Interested in a matter before the Board if he/she:

- a. is a party to, or will or may derive a material financial benefit from, the matter;
- b. has a material financial interest in another Person involved in the matter;
- c. is a director, officer, or trustee of another Person who is a party to, or Person who will or may derive a material financial benefit from, the matter;
- d. is the parent, child, spouse, civil union partner, or de facto partner of a Person who is a party to, or Person who will or may derive a material financial benefit from, the matter; or
- e. is otherwise directly or indirectly materially interested in the transaction.

**Integrity Service Provider** means an independent integrity service provider. At the date of this Constitution, the Racing Integrity Unit, established in 2011, operates as the Integrity Service Provider for the Association.

**Judicial Committee** means a Judicial Committee appointed by the Judicial Control Authority.

**Judicial Control Authority** means the Judicial Control Authority established pursuant to the Racing Act 2003.

**Licensed Person** means any person licensed, Registered or holding a permit or approval under the Constitution or Regulations and 'Licensee' has a corresponding meaning.

**Life Member** means any person who is elected to membership of the association for life as per Rule 7.

**Member** means a member of the Association (as outlined in Rule 6).

**Member Nominated Director** means director nominated by a club pursuant to Rules 18.11-18.15

**Membership** means the membership of the Association (as outlined in Rule 6).

**Offence** means the offences as defined in the Regulations.

**Official** means any person (by whatever name called) appointed by a Club or the Association to officiate at a Meeting and officiating has a corresponding meaning.

**Person** means any individual, company, corporation, partnership, firm, joint venture, association, trust, unincorporated body, governmental or other regulatory body, authority or entity, in each case whether or not having a separate legal identity.

**Poll** means a method or process to facilitate voting or determine opinion.

**Racecourse** means land used for the purposes of Greyhound Meetings including the land inside a 100 metre boundary extending outwards from the perimeter of the race track.

**Registered** means registered by or with the Association or an Approved Registration Authority and 'Registration' has a corresponding meaning.

**Regulations** means the Regulations of the Association.

**Rules of Racing** are contained in the Regulations (including any amendments which may be made from time to time in accordance with the Constitution).

**Rules of Racing Committee** means the committee of representatives from Venue Operating Clubs, the Association, and Integrity Services Provider formed for the purpose of making recommendations to the Board regarding the Rules of Racing.

**Special General Meeting** means a Special General Meeting of the Association convened under Rule 17.5.

**Special Resolution** means a resolution in relation to which two thirds of the aggregate of the valid votes for and against the resolution (excluding any abstentions whether recorded or not recorded) whether in person or by proxy are cast in favour of the resolution. Special resolutions are required for changes to the Constitution and to wind up the Association (and may be required for the removal of a Director prior to his/her completed term in office).

**Standing Committees** means Board committees established to assist the Board to meet its ongoing duties.

**Steward** means a person appointed or approved by the Integrity Service Provider to carry out the duties of a Steward pursuant to the Constitution or Regulations.

**Suspend** means the withdrawal for any period of any registration, licence, right or privilege granted under the Constitution and in relation to a Greyhound means for such period as may be specified under the Constitution and Suspension has a corresponding meaning.

**Venue Operating Clubs** means those Clubs that control and manage Greyhound racing tracks around New Zealand.

## 4. Construction

4.1 In the Constitution unless the context or subject matter otherwise indicates or requires:

- a. words importing the singular include the plural and vice versa;
- b. words importing any gender include the other genders;
- c. words importing persons include all bodies and associations corporate or unincorporated;
- d. any reference to the Constitution or to a statute, ordinance, code or other law includes any rules, orders, Regulations, instruments or other sub-ordinate legislation made under it and consolidations, amendments, re-enactments or replacements or any of them (whether of the same or any other legislative authority having jurisdiction);
- e. expressions cognate with expressions defined in the definitions section shall be construed accordingly.

## 5. Commencement

5.1 The Constitution shall come into operation on approval by the required number of voting members at a General Meeting or Special General Meeting and all Rules previously made are hereby repealed as from that date.

5.2 Except as expressly provided in the Constitution (or by necessary implication):

- a. All persons, things and circumstances appointed or created by or under any of the repealed Rules or existing or continuing under any of such Rules immediately before the commencement of the Constitution, shall under and subject to the Constitution, continue to have the same status operation and effect as they respectively would have if such Rules had not been so repealed.
- b. In particular and without affecting the generality of paragraph (a) above such repeal shall not disturb the continuity of status, operation or effect of any Rule, order, application, determination, decision, direction, reconstitution, licence, permit, registration, authority, consent, certificate, exemption, approval, disapproval, appointment, nomination, condition, term, notice, fee, liability, or right, made, effected, issued, granted, given, presented, passed, fixed, accrued, incurred or acquired or existing or continuing by or under any of such Rules before the commencement of the Constitution.

## 6. Membership

6.1 There shall be three categories of Membership of the Association.

- a. **Full Members:** Clubs will be full members of the Association.
- b. **Non-Voting Affiliated Bodies:**
  - i. Incorporated bodies that wish to participate in Greyhound Racing New Zealand's activities, but are not (or are not eligible to become) a Club, are eligible to become Non-Voting Affiliated Bodies.
  - ii. Non-Voting Affiliated Bodies are entitled to attend General Meetings, but are not entitled to vote.
- c. **Life Members:** Life Members appointed pursuant to Rule 7 below.

## 7. Life Membership

7.1 **Nominations:** Nominations for life membership:

- a. shall only be made by a Club (in writing signed by the Club Secretary and President) or by the Board;
- b. shall be submitted to the Board, who shall determine whether or not to refer the nomination to the Annual General Meeting;
- c. if so referred by the Board, shall be voted on at the Annual General Meeting; and
- d. the criteria for such nomination shall include, but not be restricted to:
  - i. outstanding service to the nominating Club;
  - ii. outstanding service to Greyhound racing in New Zealand; or
  - iii. community status or standing that would enhance the profile or reputation of Greyhound racing locally or nationally.

7.2 **Entitlements of Life Members:** Life Members shall be:

- a. entitled to be present at all Annual and Special General Meetings and to receive notices in respect of such meetings;
- b. exempt from any fees and subscriptions (excluding any registry fees) which may from time-to-time be applied by the Association; and
- c. subject to the same Rules as apply to all categories of Membership.

7.3 **Removal of Life Membership**

- a. Life Membership can be removed by the Board in the event that such Life Member:
  - i. commits any Offence relating to Greyhound racing that results in a period of disqualification or prohibition under the Rules of Racing;
  - ii. is a person whom the Board has reasonable cause to believe may bring the Association or Greyhound racing into disrepute;
  - iii. is a person who is or becomes an undischarged bankrupt or is subject to a condition not yet fulfilled or any order under the Insolvency Act 2006, or any equivalent provisions under any previous or replacement legislation;

- iv. is a person who has been or becomes convicted of any offence punishable by a term of imprisonment (whether or not a term of imprisonment is imposed);
- v. is a person who has been or becomes convicted of a 'crime involving dishonesty' (as defined in section 2(1) of the Crimes Act 1961) and has been sentenced to that crime within the last seven years; or
- vi. is subject to disqualification or prohibition under New Zealand Rules of Racing.

## 8. Application

8.1 The Constitution shall apply to and be binding on:

- a. Members (including its officers, employees and individual members);
- b. any Licensed Person, Official and Steward;
- c. the Association (including its Directors, officers and employees);
- d. all Judicial Committees and Appeals Tribunals; and
- e. every person whose association with Greyhound Racing NZ brings them within the scope of the Constitution.

## 9. First to have recourse under the Constitution / Regulations

9.1 All persons to whom the Constitution applies may not seek any other remedies available to them at law in respect of anything done or omitted to be done under the Constitution or Regulations until they have exhausted all internal remedies provided for in the Constitution or Regulations in that regard.

## 10. Amendments to the Constitution

10.1 The Constitution may from time-to-time be amended by a Special Resolution passed at a General Meeting. Prior to any amendment to the Constitution being considered at a General Meeting, the proposed amendment shall be notified to:

- a. all categories of Membership;
- b. the Judicial Control Authority;
- c. the New Zealand Racing Board; and
- d. the Integrity Service Provider.

Any report or recommendation received from the Judicial Control Authority, Integrity Service Provider, or the New Zealand Racing Board shall be provided to the General Meeting.

10.2 **Notice of proposed amendment:** Every notice given under Rule 10.1 shall set out the wording and purpose of the proposed amendment to the Constitution.



- 10.3 **Notification to Registrar:** A copy of any amendment to the Constitution shall be delivered to the Registrar of Incorporated Societies in accordance with the Incorporated Societies Act 1908.

## **11. Amendments to the Rules of Racing**

11.1 The Board has the authority to amend the Rules of Racing from time-to-time by unanimous resolution of the Board of which not less than one month's notice has been given to each Director. In exercising its authority to amend the Rules of Racing, the Board must give consideration to any recommendations received from the Rules of Racing Committee (established in accordance with Rule 21.1).

11.2 Prior to any amendment to the Rules of Racing being considered by the Board, the proposed amendment shall be notified to:

- a. all categories of Membership;
- b. the Judicial Control Authority;
- c. the Integrity Service Provider; and
- d. the New Zealand Racing Board.

In addition, details of any proposed amendment to the Racing Rules shall be placed on the Association website no later than 20 days prior to the Board meeting at which the amendment will be considered.

No amendment to the Rules of Racing shall be made by the Board without the prior written consent of the New Zealand Racing Board.

### **11A. Emergency Amendments to the Rules of Racing**

11.1 This Rule applies if:

- a. an epidemic notice has been issued under section 5 of the Epidemic Preparedness Act 2006; or
- b. a declaration of a state of national or local emergency has been made under the Civil Defence Emergency Act 2002.

11.2 The Board may by unanimous resolution make emergency Rules of Racing that amend the Rules of Racing provided that the emergency Rules of Racing:

- a. may not be in force for more than 3 months, after which the emergency Rules of Racing are deemed to have expired; and
- b. are accompanied by an explanatory note that describes the extraordinary circumstances that require the Board to make the emergency Rules of Racing; and
- c. are made publicly available on the Association's website; and
- d. are notified to:
  - i. all categories of Membership;
  - ii. the Judicial Control Authority;
  - iii. the Integrity Service Provider; and
  - iv. the Racing Industry Transition Agency and its Successors

- 11.3 Emergency Rules of Racing may amend, suspend or revoke existing Rules of Racing or make new Rules of Racing.
- 11.4 Where Rule 11.1b applies and emergency Rules of Racing are made because of a declaration of a state of local emergency, those emergency Rules of Racing may only apply in relation to the area affected by the national or local emergency.
- 11.5 Where Rule 11.2a applies and emergency Rules of Racing are deemed to have expired, any Rules of Racing that were amended, suspended or revoked by those emergency Rules of Racing are revived and the Rules of Racing will continue in force as though the emergency Rules of Racing had not been made.

## 12. Registration of Clubs

- 12.1 The Clubs listed in the First Schedule are Members of the Association as at the date of this Constitution.
- 12.2 Any legally incorporated body formed as a club for the promotion and staging of Greyhound race meetings, and consisting of not fewer than 15 bona fide individual persons (Applicant Body), may apply to become a Member of the Association.
- 12.3 Every such application shall be in the form approved by the Board and shall be:
  - a. signed by an officer of the Applicant Body;
  - b. accompanied by a copy of the rules/constitution of the Applicant Body;
  - c. accompanied by a certificate signed by the signatories to the application that no person disqualified or suspended under the Constitution or otherwise excluded or liable to be excluded from any racecourses is a member of the Applicant Body; and
  - d. forwarded to the Chief Executive together with, if the Board has determined that an initial Membership fee shall be payable, the initial Membership fee of such amount as the Board has determined.
- 12.4 **Board to consider applications:** The Board has the sole discretion to either grant or refuse the application for Membership (or hold the application for further consideration).
- 12.5 Acceptance for Membership will be conditional on the following criteria:
  - a. the rules/constitution of the Applicant Body must align (and be subject to) the Constitution;
  - b. the Applicant Body must demonstrate that it has in place processes designed to ensure that all members comply with the Rules of Racing;
  - c. the Applicant Body must provide information, training, guidance and support to its members about greyhound breeding and to ensure the safety and welfare of Greyhounds;
  - d. the Applicant Body must demonstrate that its activities will be carried out in a professional manner;
  - e. the Applicant Body must demonstrate that systems, processes and measures are in place to ensure responsible financial management;
  - f. the Applicant Body must demonstrate that it has measures in place that will ensure prudent management of its assets in furtherance of its purposes; and

- g. the Applicant Body must have processes for prohibiting or removing membership of any person who could bring Greyhound racing into disrepute.
- 12.6 **Register of Members:** The Chief Executive shall keep in such form as the Board from time-to-time approves, a register of the particulars of every Member (**Register**). The Register shall be conclusive proof of Membership.
- 12.7 **Name changes to be notified:** If a Member changes its name, it shall notify the Chief Executive who shall note such change in the Register.
- 12.8 **Suspension or cancellation of Membership:** A Club's Membership may be suspended or cancelled by the Board giving notice (by registered mail or courier) to that effect to the Club concerned if the Board is satisfied that:
- a. the Club fails to comply with this Constitution or the Regulations;
  - b. the Membership fee of a Member is more than three (3) months in arrears;
  - c. Membership was secured by any false or fraudulent representation, or by the production of any false certificate or other document;
  - d. the Club is unable to pay its debts as they become due in the normal course of business;
  - e. the Club is unable to obtain and maintain the required number of members to operate legally under the Incorporated Societies Act 1908; or
  - f. the Club has breached the Constitution to the extent that the Club's actions could cause serious harm to the Association's good name or cause legal action to be brought against the Association.
- 12.9 If in the opinion of the Board it is desirable or in the best interests of the Association that a Club should no longer be a Member, the Board may remove such Club from the Register.
- 12.10 **Notification of suspension or cancellation:** If a Club's Membership is suspended or cancelled, the Chief Executive shall forthwith notify all categories of Membership and record that fact in the Register (either by way of note in the case of suspension or by removing the name of the Club in the case of cancellation).
- 12.11 **Appeal:** If a Club's Membership is suspended or cancelled, the Club may request a hearing by a Board appointed Appeal Committee that shall comprise: one Member Nominated Director, one Board Appointed Director and an independent person appointed by the Board who is not a member of a Club, appointed for their governance and organisation experience relevant to the circumstances of the appeal. The committee shall be chaired by the independent person appointed by the Board.
- 12.12 If on appeal to the Appeal Committee any such suspension or cancellation is varied, set aside or cancelled, the result of the appeal shall be noted in the Register (by restoring the Club, if necessary) and notified to all categories of Membership.
- 12.13 **Reinstatement:** Any Club, the Membership of which is cancelled under this Rule, may apply for reinstatement as a Member of the Association.

### 13. Registration of Non-Voting Affiliate Bodies

- 13.1 Non-Voting Affiliated Bodies may attend General Meetings and be entitled to speak subject to the permission of the Chairperson.
- 13.2 Non-Voting Affiliated Bodies shall receive all Association publications upon request.
- 13.3 Non-Voting Affiliated Bodies shall pay an annual subscription determined by the Board from time-to-time.
- 13.4 Non-Voting Affiliated Bodies shall apply for Membership by submitting a form approved by the Board that shall be:
- a. signed by at least two Member Clubs;
  - b. accompanied by a document signed by the signatory/ies to the application that no person disqualified or suspended under the Constitution or otherwise excluded or liable to be excluded from any racecourses is a member of the Non-Voting Affiliated Body applying for Membership; and
  - c. forwarded to the Chief Executive together with the initial Membership fee of such amount as the Board has determined.
- 13.5 **Board to consider applications:** The Board has the sole discretion to either grant or refuse the application (or hold the application for further consideration).
- 13.6 **Register of Non-Voting Affiliated Bodies:** The Chief Executive shall keep in such form as the Board from time-to-time approves, a Register of the particulars of Non-Voting Affiliated Bodies who are Members. The Register shall be conclusive proof for the purpose of the Constitution, of whether any such Member is formally affiliated, and of all particulars entered in it.
- 13.7 **Suspension or cancellation of Membership:** A Non-Voting Affiliated Body's membership may be suspended or cancelled by the Board if it is satisfied that:
- a. Registration was secured by any false or fraudulent representation, or by the production of any false certificate or other document;
  - b. the Membership fee of Non-Voting Affiliated Body is more than three (3) months in arrears; or
  - c. the Non-Voting Affiliated Body (or individual within such organisation) has acted in such a way as to cause damage to the reputation of the Association, a Club or Greyhound racing in New Zealand.
- 13.8 **Notification of suspension or cancellation:** If a Non-Voting Affiliated Body's Membership is suspended or cancelled, the Chief Executive shall forthwith notify all categories of Membership and record that fact in the Register (either by way of note in the case of suspension or by removing the name of the Non-Voting Affiliated Body in the case of cancellation).

### 14. Clubs' Ongoing Obligations

- 14.1 **Club Rules:** Club rules shall reflect all matters relating to Clubs as stated in the Constitution.

- 14.2 **Annual Club Membership fee:** The Board may, on or before 1 August in each financial year (as defined in Rule 27.3), determine that an annual Club Membership fee shall be payable and determine the amount of that annual Club Membership fee. If the Board makes such a determination, which is ratified at the subsequent Annual General Meeting, then in order to maintain its Membership, all Members who are Clubs must pay such annual Membership fee to the Association before 31 October in the relevant financial year.
- 14.3 **Limitation of expenditure:** No Club shall, without the prior written approval of the Board, spend any money which the Clubs receive from the Association for any purpose other than the one for which it is given.
- 14.4 **Financial statements and Minutes:** Within 14 days after its annual general meeting, a Club must forward to the Chief Executive a copy of the minutes of the annual general meeting, together with a copy of its financial statements, duly audited and certified showing the true state of the Club's finances.
- 14.5 **Health and Safety Plan:** All Clubs must submit to the Chief Executive an annual, up-to-date 'Health and Safety Plan' (or any changes made to an existing Health and Safety Plan) within 14 days following their annual general meeting.
- 14.6 **Building or alteration plans:** Any Club undertaking any building project (including stands or kennels) or making alterations to a track (including boxes, fencing, lure and photo finish) must furnish to the Board for its approval a plan (prepared and certified as correct by a registered civil engineer or surveyor where appropriate) showing the extent and design of the work to be undertaken (including the exact length of such Club's track where alterations are to be made) and its ability to finance the project.
- 14.7 **Business Plan, Track Maintenance Schedule and Budget:** Each Club shall provide the Board with a *draft* copy of their formal business plan, track maintenance schedule and financial budget for the year ahead, three (3) months prior to the commencement of each Greyhound racing season on 1 August each year, and provide a **final version** of these documents, one (1) month prior to the commencement of each Greyhound racing season on 1 August each year.

## 15. Club Representatives

- 15.1 Prior to the Annual General Meeting, each Club shall be entitled to elect or appoint a representative to attend a General Meeting on behalf of the Club for the ensuring year. Written notice of such appointment shall be sent to the Chief Executive. The Association shall be entitled to treat any person named in such notice as the Club representative.
- 15.2 No person other than a member of such Club shall be eligible to be elected or appointed or to continue as a Club representative.
- 15.3 A person who has been disqualified for an Offence may not be elected or appointed, or continue, as a Club representative, during the period of disqualification.
- 15.4 If any duly elected or appointed Club representative is unable to attend any General Meeting the Club may nominate in writing a substitute representative and every such substitute shall for the purposes of that meeting be deemed to be a duly appointed Club representative.

- 15.5 A Club shall be entitled at any time to rescind the appointment of a Club representative and appoint another person to represent it at any General Meeting. Such appointment shall take effect from the date of receipt by the Chief Executive of written notice of any such rescission/appointment.

## 16. Proxies

- 16.1 Any Club representative appointed pursuant to Rule 15, subject to obtaining the prior written approval of his/her Club (a copy of which will be provided to the Chief Executive) may appoint a person as their proxy to speak and vote on his/her behalf.
- 16.2 The appointment of a proxy shall be in writing signed by the elected/appointed Club representative of a Club and shall be in the following form or as near as possible:
- [            ], as the Club representative for the [            ] Club, appoints [name of person] to be my proxy at the General Meeting to be held on [            ].'
- 16.3 The instrument appointing a proxy shall be emailed or delivered so as to reach the office of the Chief Executive not later than twelve (12) hours prior to the advertised time for the commencement of the applicable General Meeting.
- 16.4 Failure to comply with the provisions of this Rule shall render the appointment of a proxy null and void unless the Chairperson of the applicable General Meeting shall deem the circumstances such that the irregularity shall be waived.

## 17. Meetings of the Association

- 17.1 **Annual General Meeting:** An Annual General Meeting of the Association shall be held within six (6) months of the end of each financial year and not later than fifteen (15) months after the previous Annual General Meeting at such time and place as the Board from time-to-time determines.
- 17.2 **Notice of Annual General Meeting:** The Board shall give to all categories of Membership at least two (2) months' notice in writing of the time and place fixed for the Annual General Meeting.
- 17.3 **Papers for Annual General Meeting:** The Board shall send to all categories of Membership at least 21 days prior to the Annual General Meeting, the following:
- a. minutes of the previous Annual General Meeting and any Special General Meetings;
  - b. the Board's report on its activities;
  - c. the audited financial statements;
  - d. the text of any proposed resolution accompanied with explanatory note to amend the Constitution; and
  - e. the text of any other motions the Board has been advised will be put at the meeting.
- 17.4 **Business of Annual General Meeting:** The business of the Annual General Meeting shall be:

- a. to adopt the minutes of the previous Annual General Meeting and any Special General Meetings;
- b. to receive and consider the Board's report on its activities (includes the Chairperson's address);
- c. to receive and consider the audited financial statements;
- d. receiving the convenor of the Director Appointment Panel's report on the appointment of Directors;
- e. to elect the Member representative to the Director Appointment Panel when such panel is to be appointed;
- f. to consider any resolutions to amend the Constitution of which 21 days' notice has been given to Clubs;
- g. to appoint an auditor and to authorise the Board to fix the auditor's remuneration; and
- h. to consider such other general business as the meeting resolves to consider.

17.5 **Special General Meetings:** The Board shall convene a Special General Meeting on a date and at a venue determined by the Board:

- a. for the consideration of such matters as it thinks fit; or
- b. upon requisition in writing signed by not less than three (3) Clubs (any such requisition shall include full details of the business to be dealt with at the proposed Special General Meeting).

17.6 **Notice of Special General Meeting:** The Chief Executive shall give to all Members at least 21 days' notice in writing of the time and place fixed for the Special General Meeting, and the business to be transacted thereat.

17.7 **Business of Special General Meetings:** No business other than that stated in the convening notice shall be transacted at any Special General Meeting.

17.8 **Chairperson:** The Chairperson of an Annual General Meeting or a Special General Meeting shall be the Chairperson of the Board. If the Chairperson is unavailable, the Board shall appoint one of its number to chair the meeting in the Chairperson's absence.

17.9 **Quorum:** A quorum for a General Meeting is the Club representatives from two thirds of the Clubs (or their proxies appointed pursuant to Rule 16).

17.10 **Attendees:** Every General Meeting shall be a meeting of:

- a. the Board;
- b. Life Members;
- c. Clubs (through their respective Club representatives); and
- d. any person who has an interest in Greyhound racing, including representatives of Non-Voting Affiliated Bodies or any other person invited by the Board to attend the General Meeting, provided that all such persons may not address the General Meeting without the consent of the Chair.

17.11 **Method of Holding General Meeting:** An Annual General Meeting or Special General Meeting may be held by a quorum:

- a. being physically present at the meeting;
  - b. attending by means of teleconference, video conference or other electronic means where approved by the Board; or
  - c. attending by a combination of the above,
- provided all persons participating in the General Meeting can simultaneously hear each other throughout the meeting.

- 17.12 **Ordinary resolution:** With the exception of matters requiring a Special Resolution, every resolution of the Association shall be duly made if a simple majority of the aggregate of the valid votes for and against the resolution (excluding any abstentions whether recorded or not recorded) whether in person or by proxy are in favour of the resolution.
- 17.13 **When resolutions effective:** A resolution of a General Meeting shall take effect from the date specified in such resolution or, where no such date is specified, from one calendar month after the recorded date of such resolution being made.
- 17.14 **Copies to Members:** A copy of every resolution passed at a General Meeting shall be sent to each Member within 14 days of the General Meeting.
- 17.15 **Voting power:** At any General Meeting, each Club shall be entitled to one vote, which shall be exercised by that Club's representative or by their proxy.
- 17.16 **Casting vote:** The Chairperson shall have a casting vote in the case of an equality of votes.
- 17.17 **No voting rights:** Persons entitled under Rule 17.10 to be present at a General Meeting (including Life Members, representatives of Non-Voting Affiliated Bodies, the Board and the Chief Executive) shall be entitled to speak subject to permission granted by the Chair, but not vote.
- 17.18 **Voting method:** At any General Meeting a resolution put to the vote shall be decided by:
- a. a show of hands if all Club representatives or their proxies are physically present; or
  - b. voice if some Club representatives or their proxies are not physically present, unless a Poll is (before, or after, the declaration of the result) demanded by the Chairperson of the General Meeting or at least three Club representatives. Unless a Poll is so demanded, a declaration by the Chairperson that a resolution has, on a show of hands or by voice, been carried, or carried unanimously, or by a particular majority, or lost, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against that resolution.
- 17.19 **Poll:** If a Poll is duly demanded, it shall be taken in such form and manner as the Chairperson directs and the result of the Poll shall be deemed to be the resolution of the meeting at which the Poll was demanded.
- 17.20 **When Poll to be held:** A Poll demanded on the election of a Chairperson or on a question of adjournment, shall be held forthwith. A Poll demanded on any other question shall be taken at such time as the Chairperson directs.



## **18. The Board**

### **Role of the Board**

18.1 The governance of the Association shall be vested in the Board which may exercise all the powers, duties and functions of the Association, and do all things, which are not expressly required to be undertaken by a resolution or Special Resolution of the Association at a General Meeting.

### **Membership of the Board**

#### **18.2 The Board shall comprise of:**

- a. four (4) persons nominated by the Clubs, a self-nominated Club Member, or a Licenced Person who is not a Club Member under Rule 18.11b and elected by Members under Rule 18.11; and
- b. three (3) persons nominated by the Board in accordance with Rules 18.16 – 18.18, and appointed by the Director Appointment Panel under Rules 18.23 – 25.

### **Member Nominated Directors**

18.3 Member Nominated Directors shall be those persons elected by Members in accordance with Rules 18.11 - 18.15.

### **Board Nominated Directors**

18.4 The Board may, at any time, nominate up to three (3) Board Nominated Directors who shall be selected by the Director Appointment Panel for their skill, experience, community or business connections, or other reasons relevant to the business of the Association, that assists the Board to fill competency gaps among its number and ensure an appropriate range of governance skills and experience.

18.5 Board Nominated Directors shall serve the same terms in office as Member Nominated Directors consistent with Rules 18.9 – 18.10.

18.6 A Board Nominated Director shall not be required to be a member of a Club.

18.7 Board Nominated Directors can be removed by the Board subject to a majority decision by all Directors if, in the view of the majority of Directors, such person/s is/are unable to fulfil the expectations of the Board relating to the reasons for their appointment or has breached his/her duties as a Director.

18.8 A vacancy created by the removal of a Board Nominated Director may be filled or left vacant at the Board's discretion. Members shall be informed of all such Board decisions.

### **Terms of Office of Directors**

18.9 The term of office for all Directors shall be three (3) years, expiring on conclusion of the relevant Annual General Meeting. A Director may be re-elected to the Board for a maximum of two subsequent and consecutive terms of office.

18.10A Director having served the maximum number of consecutive terms in office shall be eligible for re-election or reappointment following a stand-down period of not less than 12 months following the conclusion of their final period in office.

### **Process for Election and Appointment of Directors**

#### **Member Nominated Directors**

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18.11 Member Nominated Directors shall be elected as follows:

- a. The Board shall call for nominations to fill Member nominated positions that are vacant or due to be vacated due to the expiry of the term of office of one or more board members or vacancies created as the result of the removal of one or more directors who have been removed from office at a Special General Meeting consistent with Rule 18.26. The call for nominations shall be made at least 75 days prior to the Annual General Meeting.
- b. Nominations for vacant Member Nominated Director positions shall be drawn from the membership of any Club; and may be from self-nominated individual Club members or a Licensed Person nominated by a Club Member provided that the nominee is not ineligible pursuant to Rule 18.12.
- c. All nominations for vacant Member Nominated Director positions made by Clubs, by a self-nominated person who is a member of a Club or by a Licensed Person who is not a Member of a Club must be signed by a member of a Club or the president or secretary of a Club.
- d. Applications for vacant Member Nominated Director positions shall be made by applicants on the approved application form as determined by the Board and received at the registered office of the Association not less than 40 days before the date set for the Annual General Meeting.
- e. Member Nominated Directors seeking a further term in office shall not be required to complete an official application form.
- f. The names of all nominees, including sitting Member Nominated Directors seeking re-election, shall be listed on an official voting form and returned to the Clubs who shall list their preferences in order and return the completed form to the Association by the date specified on the form.
  - i. The layout of the voting form, designated return date and requirement for accompanying documentation shall be determined by the Board from time-to-time.
  - ii. The Board shall appoint an independent scrutineer(s) who shall have no association with the Association.
  - iii. The independent scrutineer shall receive and process the completed forms listing the candidates in order consistent with the preferences expressed by the Clubs.
  - iv. The independent scrutineer shall present to the Board the name/s of the winning nominee/s.
  - v. The successful nominee/s shall be announced by the Board at the Annual General Meeting.
- g. Any candidate who is an office holder of a Club shall agree to immediately resign such office in the event that he/she is elected to the position of Director of the Association.

**Ineligibility - General**

18.12 The following persons shall not be eligible for appointment as either a Member

Nominated Director or a Board Nominated Director. Anyone who:

- a. commits any Offence relating to Greyhound racing that results in a period of disqualification or prohibition under the Rules of Racing;
- b. is a person whom the Board reasonably considers could bring Greyhound racing into disrepute if appointed as a Director;
- c. is a person who is an undischarged bankrupt or is subject to a condition not yet fulfilled or any order under the Insolvency Act 2006, or any equivalent provisions under any previous or replacement legislation;
- d. is a person who has been convicted of any crime punishable by a term of imprisonment (whether or not a term of imprisonment is imposed);
- e. is a person who is prohibited from being a director of an incorporated or unincorporated body under the Companies Act 1993, Securities Act 1978, the Securities Markets Act 1988, the Takeovers Act 1993, or is prohibited from being an officer of a charitable entity under the Charities Act 2005; or
- f. is a person who is subject to a property order made that they are lacking in competence to manage their own affairs under the Protection of Personal and Property Rights Act 1988 or whose property is managed by a trustee corporation under section 32 of the Protection of Personal and Property Rights Act 1988.

#### **Commencement and term of office**

18.13 Subject to Rules 18.21, 18.29 and 18.30, every person commencing their directorship shall commence their term in office from the conclusion of the Annual General Meeting at which their election or appointment is announced.

18.14 Directors appointed or elected as the result of Rules 18.21, 18.29 and 18.30 shall commence office from the date of their election or appointment by the Board.

18.15 Notwithstanding any other provision of this Rule, any notice or other communication required to be given by the Association under this Rule 18, may be given by email and/or by posting an appropriate notice on the Association website.

#### **Board Nominated Directors**

18.16 Board Nominated Directors shall be appointed as follows:

- a. The Board may nominate person/s to fill any vacant Board Nominated Director positions.
- b. The Board shall convene the Director Appointment Panel which shall interview the nominated person/s and notify the Board of any appointment decision. In determining a candidate's suitability for directorship, the panel shall take into account the following factors:
  - i. their prior experience as a director, trustee, or experience in any other governance role;
  - ii. their knowledge of, and experience in Greyhound or horse racing at local, national and/or international level;
  - iii. their occupational skills, abilities and experience;
  - iv. the desire for conflicts of interest or potential conflicts of interest on the

Board to be minimised;

- v. a particular skill-set or competency that the Board has identified in order to strengthen its role; and
- vi. the desire for a wide range of skills and experience on the Board including racing industry skills and experience and skills in finance, marketing, law or business generally.

### **Ineligibility as a Board Nominated Director**

18.17 The following persons shall not be eligible for appointment as a Board Nominated Director:

- a. Anyone who, in addition to the ineligibility criteria in Rule 18.12:
  - i. has been a committee member, director or employee of any Club (or employee of the Association) at any time within the two (2) years prior to his/her application;
  - ii. depends for his/her livelihood on Greyhound ownership, training or breeding.

### **Further term(s) in office**

18.18 Board Nominated Directors wishing to serve a second or third consecutive term in office shall notify the Board of such intent two (2) months prior to the Annual General Meeting. The Board shall have the discretion to request that the Director Appointment Panel appoint such Director/s for a further term. Upon such request the Director Appointment Panel shall exercise its discretion as to how it conducts its method of decision making, e.g. may meet in person, by telephone or by the use of electronic communication.

### **Vacancies on the Board**

18.19 **Vacancy of office:** The office of any Director shall become vacant if that Director dies, or:

- a. resigns in writing;
- b. is absent without leave of the Board from more than three successive meetings; or
- c. if any of the circumstances listed in Rule 18.12 occur.

18.20 In the event there is a vacancy on the Board under Rule 18.19, the remaining Directors may:

- a. **Member Nominated Director**
  - i. initiate an election process as per Rule 18.11 with such modifications as to the dates for nomination, application and voting and to the process as the Board considers necessary. For the avoidance of doubt, the process outlined in Rule 18.11 does not need to coincide with the holding of an Annual General Meeting; or
  - ii. allow the position to remain vacant until the Board is able to run an election process in accordance with Rule 18.11.
- b. **Board Nominated Directors**

- i. apply Rule 18.16. The announcement of the successful appointee to be notified to all Members immediately following their appointment; or
- ii. leave the position vacant at the Board's discretion until the next Annual General Meeting. Such decision to be notified to all categories of Members at the earliest convenience.

18.21 The term of office for a person appointed as a Director to fill a vacancy under Rule 18.19 shall be for the unexpired portion of the term of office of the person in whose place they have been elected or appointed. Thereafter the vacancy shall be determined in accordance with this Constitution.

### **Director Appointment Panel**

18.22 The Director Appointment Panel shall consist of the Chairperson of the Board, one Director appointed by the Board, one person who shall represent the Members (appointed at the most recent Annual General Meeting who shall hold the position until the following Annual General Meeting) and one independent person appointed by the Board for their skills and experience in corporate governance; in particular, their experience of director recruitment and appointment processes. Except in relation to such an appointment process such person shall not in any way be associated with Greyhound racing in New Zealand.

18.23 In the event of a tied vote among the Director Appointment Panel members, the Chairperson of the Board shall have a casting vote.

18.24 The details of the operations of the Director Appointment Panel shall be specified in a Board Policy contained in the Board Governance Charter and shall specify the following:

- a. the convening of Director Appointment Panel meetings and the method of communication with Panel members;
- b. the appointment of the Director Appointment Panel convenor who shall not be the Chairperson of the Board;
- c. the selection, appointment and special role of the independent person;
- d. the method of communication with candidates;
- e. the method for determining the preferred candidates; and
- f. the method for recruiting Board Nominated Directors.

### **Removal of Director at a Special General Meeting**

18.25 The Members in a Special General Meeting called for such purpose may, by Special Resolution, remove any Director before the expiration of their term of office if the Members consider that the Director has breached his or her duties as specified in Rule 23.2.

18.26 Upon the Board receiving a request for a Special General Meeting for the purpose of removing a Director, the Board shall send the notice to the Director concerned in addition to all Members in accordance with Rules 17.5 – 17.7.

18.27 Following the notification under Rules 17.5 – 17.7 and before voting on the resolution to remove a Director, the Director affected by the proposed resolution shall be given the opportunity prior to and at the Special General Meeting to make submissions in writing

and/or verbally to the Board and the Members about the proposed resolution.

### **Removal or Suspension of Director by the Board**

18.28 The Board may, by a majority vote, remove or suspend any Director from the Board, before the expiry of (or during) their term of office if the Board considers the Director concerned has breached their duties as specified in Rule 23.2 such that immediate removal or suspension is considered appropriate in order to protect the interests of the Association, the Board or the sport of Greyhound racing. Before considering such a motion the following procedures shall apply:

- a. the Director concerned shall be notified that a Board meeting is to be held to discuss the proposal to remove or suspend the Director from office;
- b. the Director concerned shall be given an opportunity to make submissions about the proposed motion to the Board in writing prior to the Board meeting and/or by submission in person at the Board meeting. For the avoidance of doubt, the Director concerned will not be permitted to vote in respect of the proposed motion; and
- c. the Members shall be notified of the Board's intention.

### **Replacement Director**

18.29 Where the removed or suspended Director in Rule 18.25 – 18.28 is a Board Nominated Director, the Board may:

- a. convene the Director Appointment Panel pursuant to Rule 18.16 who shall consider the suitability of a Board nominated person in their place to hold office until the expiration of the term of the Director which he or she is replacing (or for the period of any suspension); or
- b. allow the position to remain vacant until the next Annual General Meeting.

18.30 Where the removed or suspended Director in Rule 18.25 – 18.28 is a Member Nominated Director, the Board may either:

- a. initiate an election process as per Rule 18.11 with such modifications as to the dates for nomination, application and voting and to the election process as the Board considers necessary. For the avoidance of doubt, the process outlined in Rule 18.11 does not need to coincide with the holding of an Annual General Meeting provided that any Member Nominated Director so elected shall hold office for the unexpired portion of the term of office of the person in whose place they have been elected (and be eligible for re-appointment) or for the period of any suspension; or
- b. allow the position to remain vacant until the Board is able to run an election process in accordance with Rule 18.11 prior to the next Annual General Meeting.

18.31 Any Director elected or appointed pursuant to Rules 18.29 or 18.30 shall hold office for the unexpired portion of the term of office of the person in whose place they have been elected or appointed (or for the period of any suspension), but shall be eligible for re-election or appointment.

## **19. Continuation in Office in Limited Circumstance**

- 19.1 For the purpose of determining any matter of a judicial nature which has been partly heard by particular Directors, but for no other purpose, those Directors shall, notwithstanding the election or appointment of their successors, continue in office until such matter is finally determined.

## **20. Standing Committees**

- 20.1 The Board may appoint Standing Committees and determine the membership of such as it shall from time-to-time decide and may delegate and assign to each Committee such powers, duties and responsibilities as the Board thinks fit.
- 20.2 Each Standing Committee shall have terms of reference that shall be defined in the Board Governance Charter.

## **21. Rules of Racing Committee**

- 21.1 A Rules of Racing Committee shall be formed for the purpose of reviewing the Rules of Racing and making recommendations to the Board for amendments to the Rules of Racing in accordance with Rule 11, which Rules of Racing Committee will comprise one representative from each of the Venue Operating Clubs, the Association's Racing Manager (or his/her appointee) and a member of the Integrity Service Provider.
- 21.2 The Rules of Racing Committee formed for the purpose of making recommendations to the Board in respect of the Rules of Racing shall be formed, and will operate, in accordance with procedures determined by the Board.

## **22. Board Meetings**

- 22.1 Except to the extent specified in this Constitution, the Board shall regulate its own procedure. The general conduct of meetings shall be codified in a Board Governance Charter.
- 22.2 The Directors shall, at the first Board meeting following each Annual General Meeting, elect one of their number to be Chairperson of the Board and one to be the deputy chairperson.
- a. The Deputy Chairperson shall act for the Chairperson as required.
  - b. The Deputy Chairperson shall not necessarily become the Chairperson when the latter leaves that role. He/she shall, however, be eligible for consideration by the board at such time as the Chairperson's role is to be filled.
- 22.3 The Chairperson of the Board shall preside at every Board meeting at which he/she is present. In the absence of the Chairperson, the Deputy Chairperson shall be Chairperson of that meeting.
- 22.4 Board meetings may be called at any time by the Chairperson or two Directors but generally the Board shall meet at regular intervals agreed by the Board but not less than four (4) times in each year.
- 22.5 The Board may, if it thinks fit, transact any of its business at a meeting held by the

contemporaneous linking together by telephone, closed circuit television or other means of communication.

- 22.6 At least 14 days written notice of any Board meeting shall be given to each Director by the Chief Executive, unless all Directors attend the meeting and waive that notice requirement.
- 22.7 The quorum for a Board meeting shall be five (5) Directors.
- 22.8 Each Director shall have one vote. The Chairperson shall have the right to an additional casting vote. Voting shall be by voices or upon request of any Director by a show of hands or by a ballot.
- 22.9 A resolution in writing, signed or consented to by email, or other forms of visible or other electronic communication by a majority of the Board shall be valid as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in the same form each signed by one or more Directors.
- 22.10 Any Director who is Interested in a matter before the Board (including any transaction to which the Association is a party), must declare such interest and not vote on the matter. The Board shall have a conflicts of interest policy contained in its Board Governance Charter that specifies procedures for addressing such interests.
- 22.11 Any Director who is absent from three (3) successive board meetings without leave of the Chairperson of the Board shall be deemed to have resigned from the Board and the Board may, at its discretion, commence the process of filling the casual vacancy created by such circumstance.
- 22.12 Any Director may participate in any meeting of the Board and vote on any proposed resolution at a meeting of the Board without being physically present. This may only occur at meetings by telephone, through video conferencing facilities or by other means of electronic communication provided that prior notice of the meeting is given to all directors and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by a Director in this manner at a meeting shall constitute the presence of that Director at that meeting.
- 22.13 The Board may, by majority vote, pay an honoraria and/or reimburse its Directors for their actual and reasonable expenses incurred in the conduct of Association business. Prior to doing so the Board must establish a policy to be applied.
- 22.14 The Board may grant any member leave of absence for a period of not less than three (3) months and if it does so the Board shall, at its discretion, either allow the position to remain vacant or:
- a. in the case of a Member Nominated Director request that the Director taking leave nominate an alternate Member to act in his/her place during the absence; or
  - b. in the case of a Board Nominated Director appoint an alternate person to act in his/her place during the absence.

## **23. Powers and Duties of the Board**

- 23.1 **Overall Power:** The Board shall be responsible for governance of the business and



affairs of all aspects of the Greyhound racing and breeding industry in New Zealand in accordance with the Constitution.

### 23.2 **Legal duties:**

- a. A Director must exercise a power for a proper purpose.
- b. A Director must act in good faith and the best interests of the Association at all times.
- c. A Director must not act, or agree to the organisation acting, in a manner that contravenes relevant Acts or the Constitution.
- d. A Director must not agree to the business of the Association being carried on in a manner likely to create a substantial risk of serious loss to the Association's creditors.
- e. A Director must not agree to the Association incurring an obligation unless the director believes at that time on reasonable grounds that the Association will be able to perform the obligation when it is required to do so.
- f. A Director, when exercising powers or performing duties as a Director, must exercise the care, diligence, and skill that a reasonable director would exercise in the same circumstances.
- g. A Director, when exercising powers or performing duties as a Director, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice.
- h. A Director who has information in his or her capacity as a Director of the Association, being information that would not otherwise be available to him or her, must not disclose that information to any person, or make use of or act on the information, except:
  - i. for the purposes of the Association; or
  - ii. as required by law; or
  - iii. to persons, or for reasons identical to those specified in sections 145(2) and 145(3) of the Companies Act 1993.

### 23.3 **General powers:** The Board shall have the following general powers and duties:

- a. to develop and implement strategies, policies and procedures for the administration, promotion and development of the Greyhound racing and breeding industry in New Zealand;
- b. to manage its own procedures and protocols as the Board sees fit;
- c. to appoint a Chief Executive and enter into an employment agreement with such remuneration and on such terms and conditions as the Board shall think fit;
- d. to define and outline delegations of authority from the Board to the Chief Executive;
- e. to control, in accordance with the Constitution, all Greyhound racing conducted in New Zealand;

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- f. to ensure that all the requirements of the Constitution are duly observed by all persons and bodies to whom they apply;
  - g. to hold, or direct any Person to hold, any Enquiry into any matter affecting the management or good governance of Greyhound racing;
  - h. to require any Club, Licensed Person, or other person or body to whom the Constitution apply to produce any books, papers or documents for inspection (including for the purposes of any investigation);
  - i. to initiate, develop and implement policies conducive to the economic development and financial welfare of Greyhound racing;
  - j. to do all things necessary to ensure that the business of Greyhound racing shall be efficiently administered and managed and to that end and for the better control of Greyhound racing to give such orders and directions to and require such particulars and information from Clubs, Licensed Persons and persons who are registered under the Constitution as it deems necessary;
  - k. to employ or engage the services of such personnel and pay such salaries or wages as it determines;
  - l. to terminate the employment of any such personnel in accordance with the terms of the employee's employment contract and the law;
  - m. to purchase or otherwise acquire any real or personal property and any rights and privileges which it may think necessary or convenient for the purposes of the business of the Association and to sell or otherwise dispose of the property of the Association or any part thereof for such consideration and in such manner as it may think fit;
  - n. to borrow or raise money (but not exceeding by more than \$250,000 in any one year the amount specified in the approved budget for that year, unless approval is given by the Clubs in writing) in such manner as it may think fit and to secure and guarantee the performance by the Association or any person or body of any obligation undertaken by the Association or any other person or body as the case may be;
  - o. to provide loans to Clubs at any rate of interest (including interest free) as it sees fit;
  - p. to purchase, redeem or pay off any securities given by or on behalf of the Association;
  - q. to invest and reinvest the whole or any part of the Association's funds not required for the immediate business of the Association, provided that the Board in exercising such power shall exercise the care, diligence, and skill that a prudent person of business would exercise in managing the affairs of others;
  - r. subject to such directions as may from time to time be given by the Association, to incur such expenditure as may be necessary to carry out the business of the Association and of any committee thereof, including such expenditure as may be necessary to meet all expenses reasonably incurred by the members of the Board

- in carrying out their duties;
- s. to have the custody and control of all books, papers, documents and records and other property of the Association, and, subject to any express provisions in the Constitution, and to such directions as may from time to time be given by the Association, to manage and administer the funds of the Association, and authorise and control the expenditure of those funds;
  - t. to make decisions on any disputes or questions referred to it, which decisions shall (subject to any other provision of the Constitution and the Association's Regulations and to any right of appeal any person may have under the Constitution or the Regulations) be final and binding upon all Clubs and other persons affected by it;
  - u. to consider and determine any matter that arises, and which is not provided for in the Constitution, in such manner as it deems fit, and every such determination shall be binding upon all Clubs and other persons affected by it;
  - v. to decide any question in dispute arising out of an interpretation of the Rules of Racing which has first been heard and determined by a Member;
  - w. to furnish rulings on the Rules of Racing when requested to do so by a Member;
  - x. to enquire into the conduct of any Member which the Board has reason to believe may be in breach of that Member's obligations under this Constitution;
  - y. to make or amend the Regulations;
  - z. to establish such corporate and/or other entities to carry on and conduct any part of the affairs of the Association;
    - aa. to co-opt, engage, contract or otherwise agree to obtain the assistance or advice of any person for the Board; and
    - bb. to establish sub-committees of the Board and to delegate any of the Board's powers to any such sub-committee. The membership, terms of reference and powers of any such sub-committee shall be set out by the Board when the sub-committee is established.

23.4 **Board to interpret:** If any difference of opinion arises as to the meaning of any Rule of this Constitution, it shall be determined by the Board, or, if it occurs during a General Meeting or a Board meeting, by the Chairperson.

23.5 **Ratification:** The purported exercise by the Chief Executive or a Director of a power vested in the Board may be ratified or approved by the Board in the same manner in which the power may be exercised. The purported exercise of a power ratified under this Rule is deemed to be, and to always have been, a proper and valid exercise of that power.

23.6 **Powers Board cannot exercise:** Nothing in this Rule 23 shall authorise the Board to exercise any power required by the Constitution to be exercised by the Association or any Club.

## **24. Regulations**

- 24.1 A set of Regulations underpinning these constitutional powers will be documented and managed by the Board who shall have the power to make changes to the Regulations as required.
- 24.2 All such proposed changes will be notified to all categories of Membership prior to the change being made. Members will be offered the opportunity to comment on any proposed change.
- 24.3 All changes subsequently made will be notified to all categories of Membership immediately upon the change being determined by the Board.
- 24.4 Up-to-date Regulations will be available as an electronic or hard copy to all categories of Membership.

## **25. Approved Registration Authority**

- 25.1 The Board may from time-to-time declare (and may revoke or amend any such declaration) that a body responsible for the Registration of persons or Greyhounds in any State of Australia is an Approved Registration Authority for the purpose of the Constitution.
- 25.2 Any person or Greyhound Registered with an Approved Registration Authority in Australia shall be deemed to be Registered with the Association for the purpose of the Constitution.
- 25.3 Any termination or suspension of the Registration of a person or Greyhound registered by an Approved Registration Authority shall constitute a like termination or suspension by the Association.
- 25.4 Any person who is deemed to be Registered with the Association pursuant to Rule 25.2 shall thereupon be subject to the Constitution.
- 25.5 The bodies listed in the Second Schedule are, as at the date of this Constitution, Approved Registration Authorities.

## **26. General Account**

- 26.1 All monies received by or on behalf of the Association shall forthwith be paid to the credit of the Association in a bank account nominated by the Board from time to time.
- 26.2 All authorities, paper or electronic, drawn on the Association's bank account shall be signed by any two of the persons duly delegated for that purpose by the Board from time-to-time.

## **27. Accounts and Financial Year**

- 27.1 The Board shall cause to be kept in such form as it from time to time thinks fit, full and proper accounts and all such accounts shall be audited by an auditor who is a member of the Institute of Chartered Accountants of New Zealand who shall be appointed at each Annual General Meeting.

27.2 As soon as convenient after the balance date in each year, the Board shall have prepared and audited financial statements showing fully the financial position of the Association for the twelve month period to the balance date. The said audited financial statements shall be forwarded to each Club at least 20 days prior to the Annual General Meeting, and shall be submitted to that meeting for approval.

27.3 The financial year of the Association will commence on 1 August and end on 31 July in the following year, and may be altered from time to time by the Board.

## **28. Indemnification**

28.1 The Association shall indemnify against damages or costs awarded by any Court, or against costs incurred in defending legal proceedings, each of the following persons:

- a. officers of the Association;
- b. Directors;
- c. any person employed by the Association,

in respect of anything done or omitted to be done by them in connection with the administration of Greyhound racing or by the exercise of any particular power, duty or function under the Constitution, except in the case of wilful default or fraudulent acts or omissions.

28.2 The Board may effect any appropriate insurance cover for any Director or employee of the Association at the Association's expense.

## **29. Common Seal**

The Association shall maintain a Common Seal which shall be kept in the custody of the Chief Executive and shall be affixed to any document only by the authority of the Board and in the presence of any two Directors or one Director and the Chief Executive, as authorised by resolution of the Board to that effect. For the avoidance of doubt, to the extent that the Association is permitted to do so under the Incorporated Societies Act 1908 or any other law, documents may be executed by and on behalf of the Association without fixing the Common Seal.

## **30. Dispute Resolution and Disciplinary Procedures**

30.1 The dispute resolution procedure in this Rule applies to disputes (disagreements) under this Constitution between a Member or Director and:

- a. one or more Members, or
- b. one or more Directors, or
- c. the Association.

30.2 A Member must not start a dispute resolution procedure in relation to a matter which is the subject of a Judicial Control Authority procedure until the procedure is completed.

30.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.

- 30.4 If those involved in the dispute do not resolve it under Rule 30.3, they must within 10 days;
- a. tell the Board about the dispute in writing;
  - b. agree or request that a mediator be appointed; and
  - c. attempt in good faith to settle the dispute by mediation.
- 30.5 The mediator must be chosen by agreement of those involved, or where those involved do not agree, will be a person chosen by the Board. The costs of the mediator will be equally shared by the parties.
- 30.6 A mediator chosen by the Board under Rule 30.5:
- a. may be a member (or former member) of a Member;
  - b. must not have a personal interest in the dispute; and
  - c. must not be biased towards or against anyone involved in the dispute.
- 30.7 When conducting the mediation, the mediator must:
- a. allow those involved a reasonable chance to be heard;
  - b. allow those involved a reasonable chance to review any written statements;
  - c. ensure that those involved are given natural justice; and
  - d. not make a decision on the dispute.

### **Disciplining Members**

- 30.8 In accordance with this Rule, the Board may resolve to warn, suspend or expel a Member from the Association if the Board consider that:
- a. the Member has breached this Constitution; or
  - b. the Members' behaviour is causing, has caused, or is likely to cause harm to the Association.
- 30.9 At least 14 days before the Board's meeting at which a resolution under Rule 30.8 will be considered, the Chief Executive must notify the Member in writing:
- a. that the Board are considering a resolution to warn, suspend or expel the Member;
  - b. that this resolution will be considered at a Board meeting and the date of that meeting;
  - c. what the Member is said to have done or not done;
  - d. the nature of the resolution that has been proposed; and
  - e. that the Member may provide an explanation to the Board.
- 30.10 Before the Board pass any resolution under Rule 30.8, the Member must be given a chance to explain or defend themselves by:
- a. sending the Board a written explanation before that Board meeting; and/or
  - b. speaking at the Board meeting.
- 30.11 After considering any explanation under Rule 30.10 the Board may:

- a. take no further action;
- b. warn the Member;
- c. suspend the Member's rights as a member for a period of no more than 12 months;
- d. expel the Member;
- e. refer the decision to an unbiased, independent person on conditions that the Board consider appropriate (however the person can only make a decision that the Board could have under this Rule); or
- f. require the matter to be determined at a General Meeting.

30.12 The Board cannot fine a Member.

30.13 The Chief Executive must give written notice to the Member of the decision under Rule 30.11 as soon as reasonably practicable.

30.14 Disciplinary procedures must be completed as soon as reasonably practical.

30.15 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this Rule.

## **31. Winding Up**

31.1 The Association may be wound up at any time by a Special Resolution of a Special General Meeting. Written notice of any proposal to wind up the Association shall be delivered to the Chief Executive who shall forthwith notify all categories of Membership of such proposal.

31.2 A Special General Meeting shall be held at a date not later than two calendar months from the date notice of the proposed winding up is received by the Chief Executive.

31.3 If the Association is wound up, its assets, after discharging its liabilities, shall be transferred to some other organisation, having similar objects to the Association.

## **32. Transitional Provisions**

32.1 The three Regional Representatives and Licensed Person Representative (as defined in the constitution/rules of the Association preceding this Constitution), shall be deemed to be the four Member Nominated Directors elected by the Members under this Constitution, with Rules 18.9 and 18.10 applying in respect of their term of office.

32.2 The three Independent Members (as defined in the constitution/rules of the Association preceding this Constitution), shall be deemed to be the three Board Nominated Directors under this Constitution, with Rules 18.9 and 18.10 applying in respect of their term of office.

## **FIRST SCHEDULE**

### **CLUBS**

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- Ashburton County Greyhound Racing Club (Inc)
- Auckland Greyhound Racing Club (Inc)
- Christchurch Greyhound Racing Club (Inc)
- Otago Greyhound Racing Club (Inc)
- Palmerston North Greyhound Racing Club (Inc)
- Southland Greyhound Racing Club (Inc)
- Taranaki Greyhound Racing Club (Inc)
- Tokoroa Greyhound Racing Club (Inc)
- Waikato Greyhound Racing Club (Inc)
- Wanganui Greyhound Racing Club (Inc)



## **SECOND SCHEDULE**

### **APPROVED REGISTRATION AUTHORITIES**

#### **(Australia)**

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- Greyhounds Australasia
- Canberra Greyhound Racing Club
- Greyhound racing NSW
- Northern Territory Government, Department of Sport and Recreation
- Greyhounds Queensland
- Greyhound Racing SA Ltd
- TasRacing
- Greyhound Racing Victoria
- Racing and Wagering Western Australia