

RULES



ALEXANDRA
— PARK —

AUCKLAND TROTting CLUB
INCORPORATED

*These Rules have been reprinted and contain all
Amendments passed at the Annual General Meeting
on 29 October 2015*

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Auckland Trotting Club Incorporated

RULES

Interpretation

In the interpretation of these Rules the following terms shall have the meaning hereinafter assigned to them respectively unless there is something in the context clearly inconsistent with such meaning:-

“The Board” means the Board for the time being of the Club.

“The Club” means Auckland Trotting Club Incorporated.

“The Course” means Alexandra Park Raceway, and any other harness racing course or racecourse and training ground or any other ground over which the Club has the control for the time being, for purposes incidental to harness racing meetings and includes the grounds, stands, buildings and enclosures of the premises.

“The Racenight Stewards” means the Racenight Stewards for the time being of the Club.

“The Rules of Harness Racing” means the rules and regulations now in force and from time to time hereafter made by Harness Racing New Zealand.

Words importing the singular shall be read as including and applying to the plural, as the case may be and vice versa, unless the contrary is expressly provided or unless there is something in the context clearly repugnant thereto.

“Year” means the year from the 1st day of August each year to the 31st day of July the following year, which shall be the financial year of the Club.

The decision of the Board on the interpretation of the Rules or on any matter or thing whether contained in the Rules or not and which pertains to the Club, its property, or interests or the interest or conduct of Members shall be conclusive and binding on the Club and the Members until revoked by resolution of a General Meeting of the Club.

Name and Constitution

1. The Club shall be called Auckland Trotting Club Incorporated and is and shall be the Auckland Trotting Club mentioned in the Rules of Harness Racing.

Registered Office

2. The Registered Office of the Club shall be at such place as the Board may from time to time determine.

Objects

3. The objects for which the Club is established are:-
- (a) To hold harness racing meetings on the Club's course at Alexandra Park, Epsom, or on such other course as the Board may from time to time decide.
 - (b) To promote, regulate and assist the sport of harness racing and the holding of meetings for trotters and pacers in accordance with the Laws and Regulations governing the same.
 - (c) To acquire by purchase, exchange, lease or otherwise (and either alone or in conjunction with any other person, club or corporation) upon such terms as may be thought fit any real or personal property and any rights and privileges either necessary or convenient for the Club's progress.
 - (d) To dispose or join in disposing of by sale, lease, letting licence, exchange or otherwise any property (real and personal) or any rights or privileges not immediately required for use for the purposes of the Club.
 - (e) To build and construct or otherwise provide, improve or alter stands, totalisator houses, totalisators, indicators, racing tracks and all buildings and conveniences necessary or requisite for the purposes of the Club or subdivide, develop and/or construct any other type of building or structure upon any part of the Club's land, which directly or indirectly assists the furtherance of the Club's objects.
 - (f) To borrow or raise money on mortgage of the real or personal property of the Club or any part thereof or upon debentures or mortgage debentures of the Club and to issue such debentures or mortgage debentures charging the whole or any part of the assets of the Club and to execute mortgages and other instruments to secure such debentures or mortgage debentures or to borrow money from bankers or other persons with or without security.
 - (g) To subscribe to or otherwise aid sporting, benevolent, charitable, national or other institutions or objects of a public character or which have any moral or other claim to support by the Club by reason of the locality of its operations or otherwise.
 - (h) To enter into any arrangement for cooperation, mutual assistance, union of interests, reciprocal concession or otherwise with any society or Club having objects altogether or in part similar to those of this Club and to obtain from or make any arrangement with any authority, supreme, municipal or otherwise, for any right, licence, concession, privilege or charter which this Club or the Board thereof may think it desirable to obtain and to make payments (if any) under, carry out and comply with any such arrangement, right, licence privilege, concession or charter.
 - (i) To expend such funds of the Club and to do all such acts and things as may be deemed by the Club or the Board thereof to be desirable or expedient in the promotion and cultivation of social intercourse and goodwill amongst Members of the Club and its guests.
 - (j) To apply for, obtain and operate any liquor licence under the provisions of the Sale of Liquor Act 1989 or any amendment consolidation or re-enactment of that Act.
 - (k) To do all such other things as the Club or the Board may think necessary or desirable for the purpose of furthering any of the objects of the Club or incidental or conducive to the attainment of the above objects or any of them.

Membership and Election of Members

4. The Members of the Club shall be of the following classes:
 - Full Members
 - Junior Members
 - (a) Full Members shall be those persons 18 years of age or over who are or hereafter shall be duly elected full Members under the Rules of the Club. This membership confers on such persons full membership of the Club.
 - (b) Junior Members shall be those persons under the age of 21 years who hereafter shall be duly elected Junior Members under the Rules of the Club. This membership confers on such persons the same privileges as are conferred on full Members except that:
 - (i) Junior Members shall not be entitled to stand for election as or be elected an officer of the Club and shall not be entitled to vote;
 - (ii) Junior Members shall not be entitled to admission to such enclosures or parts of the course as shall from time to time be specified by the Board, including (but not limited to) those enclosures or parts of the course to which they cannot be admitted by reason of the licensing law.
5.
 - (a) Election of new Members shall be by decision of the Board. The Board may from time to time limit the membership upon any grounds deemed sufficient and may vary the limitation from time to time.
 - (b) Each candidate for membership must sign a nomination paper in a form prescribed or approved by the Board and shall be proposed in writing by two Members of the Club by signature on the nomination paper. Such nomination paper must contain the full name, address and occupation of the candidate and shall be lodged at the Registered Office of the Club.
 - (c) A new Member shall not be entitled to the privileges of membership until payment of the entrance fee and annual subscription, whereupon he or she shall be entitled to be enrolled in the list of Members.
6.
 - (a) No person holding a paid appointment from the Club shall be eligible for membership, and no Members shall receive any remuneration for services rendered to the Club as an Officer, Board Member or Racenight Steward or derive any pecuniary gain within the meaning of The Incorporated Societies Act 1908, from the property or operations of the Club, PROVIDED HOWEVER, that any Member of the Club shall be entitled to receive remuneration for professional or business services rendered to the Club on an arms length commercial basis or for any special service for which he or she may be employed by the Club.
 - (b) Rule 6(a) shall not apply to the remuneration and expenses payable to the Board pursuant to the provisions of Rule 39.
7. Until otherwise resolved in a General Meeting, the Entrance Fee shall be determined by the Board. No Entrance Fee shall be payable by a Junior Member.
8. The Annual Subscription for the various classes of Members shall be such amounts as the Board shall from time to time by resolution determine and shall be payable in advance on the 1st day of August in each year.

- (a) Any Member elected to membership on or after the 1st day of January in any year shall only be required to pay one half of the Annual Subscription for that year.
 - (b) Any Member who is absent from New Zealand for more than one year shall, upon giving notice in writing to the Chief Executive Officer, and the Board being satisfied of such absence, be exempted from payment of the Annual Subscription for that year. Any Member who is absent from New Zealand for two consecutive years, shall in addition to the exemption for the first year of such absence, be exempted from payment of one half of the Annual Subscription for the second year of absence.
 - (c) Any Member who has been a Member for not less than ten (10) years and who satisfies the Board that he or she has attained the age of sixty (60) years before the 1st day of August in that year shall only be required to pay one third of the Annual Subscription with the option to purchase one or two guest privileges for the year commencing on such 1st day of August and for each succeeding year.
 - (d) Any Member who has been a financial Member for not less than twenty-five (25) years before the 1st day of August in that year shall only be required to pay one third of the Annual Subscription with the option to purchase one or two guest privileges for the year commencing on such 1st day of August and for each succeeding year.
 - (e) Any Member who has been a financial Member for not less than fifty (50) years before the 1st day of August in that year shall not be required to pay the Annual Subscription and shall receive a Member's badge and a Member's guest badge for the year commencing on such 1st day of August and for each succeeding year.
9. If any Member shall fail or neglect to pay his or her Annual Subscription within one month after the due date, the Board may remove his or her name from the list of Members and he or she shall thereupon cease to be a Member, but the Board shall have power within the current year to reinstate the name of such person on his or her submitting in writing an explanation of his or her failure or neglect satisfactory to the Board and paying the amount due.
10. No Member shall be competent to vote at any meeting of Members or enjoy any of the privileges of a Member whilst his or her subscription is in arrears.
11. A Member shall remain continuously liable as such for all fees and dues until his or her membership is determined in accordance with the Rules, and shall remain so liable notwithstanding termination of membership for all fees and dues then owing to the Club.
12. All Members shall give notice in writing of their addresses from time to time to the Chief Executive Officer, who shall register the same. The posting of a letter, notice or other writing to the registered address of a Member shall be conclusive proof of the receipt thereof by him or her in due course of post. If no address shall have been registered, all letters, notices and other writings shall be sufficiently addressed and shall be presumed to have been received in due course if posted to the usual or last known address or place of abode or business of the Member.

13. Any Member who may have done exceptional service to the Club may be elected a Life Member upon the vote of a majority of the Board present at a duly constituted meeting. Such Life Member when elected shall be entitled to all the privileges of an ordinary Member of the Club without subscription or other fees.
14. All Members shall be bound by these Rules or the other Rules for the time being of the Club and the bylaws thereunder.
15. No Member shall by reason of his or her membership have any transmissible or assignable interest by operation of law or otherwise in any of the property of the Club.

Termination of Membership

16. Any Member who shall be disqualified either under the Rules of Racing or under the Rules of Harness Racing shall upon such disqualification immediately cease to be a Member of the Club, and shall be ineligible for re-election while such disqualification continues.
17. The Board may remove from the list of Members any Member who has been convicted by a Court of Law of a criminal offence and who has not appealed therefrom or, having appealed, such conviction has been upheld, or who is proved to their satisfaction to have been guilty of grossly improper or dishonourable conduct or riotous behaviour or drunkenness, whether such shall happen at any race meeting or in connection with any race or otherwise howsoever, or of conduct prejudicial to the interests of the Club, or of default in paying any stake or bet. Before the Board shall exercise the powers herein given, except in respect of a Member convicted of a criminal offence, the Chief Executive Officer shall give by letter addressed to the Member in question at his or her registered or usual or last known address and posted to him or her through the Post Office at least five days' written notice informing him or her that his or her conduct or behaviour is the subject of inquiry under this Rule and requiring him or her to attend a meeting of the Board with such evidence as he or she may consider necessary and to answer the charge or complaint and in the event of such Member failing to attend or to answer the said charge or complaint, the same may be heard and determined by the Board in his or her absence.
18. A Member may resign by notice to the Board in writing, signed by him or her and lodged at the registered office, provided however, that such resignation shall not, unless the Board shall otherwise determine, release him or her from any subscription or other sum due or accruing due by him or her as a Member at the time of resignation.
19. The name of any Member ceasing to be such, shall be reported by the Chief Executive Officer to the Board, who shall thereupon cause the same to be removed from the list of Members, or a memorandum to be made recording the fact.
20. All persons ceasing to be Members, whether by resignation, removal from the list, death, neglect or failure to pay the annual subscription or otherwise howsoever shall immediately forfeit all right or claim (if any) upon or in respect of the Club and/or its property.

- (a) If within one year after the date of death of any Member, his or her spouse shall make written application for election as a Member in place of the deceased Member, such application shall be dealt with at the next ensuing Board meeting which is not earlier than one week after the date of receipt of the application. If so elected, the spouse of a deceased Member shall not be required to pay an entrance fee nor the annual subscription for the year in which he or she is elected if the annual subscription for such year has already been paid by the deceased Member.

Privileges of Members

21. Every Member shall be entitled, on the production of his or her Member's badge, to admission to all parts of the course, car parking areas and stands, excepting such enclosures or parts of the premises as shall from time to time be reserved by the Board for special purposes. Members' badges shall be issued in such manner and in such form as the Board from time to time prescribes.
22. (a) Every Member shall be entitled to such number of guest tickets for each race meeting of the Club as may from time to time be prescribed by the Board. Such tickets shall be issued on such terms and in such form and manner and subject to such instruction as the Board may from time to time prescribe. The holder of every such guest ticket shall have, on the race day for which such ticket is issued, upon production thereof, free admission to all parts of the course and stands, other than such as have been reserved as mentioned in the immediately preceding Rule.

(b) For the purposes of this Rule "guest" refers to persons of either sex who are for the time being permitted to be guests of the Club.

Honorary Members

23. Visitors may be admitted by the Board as Honorary Members at any race meeting without payment of any subscription.
24. Honorary Members shall have, on the day or days for which they are admitted, the same privileges of admission to the course and stands as ordinary Members, but no other benefits or privileges whatsoever.

Patron and Vice-Patron

25. The Board may in each year select and appoint a Patron and a Vice-Patron to hold such office until the next ensuing Annual Meeting of the Club.

President and Vice President

26. The Club shall have a President and Vice President elected as provided in Rules 54 and 55.
27. The President and Vice President shall be elected annually.
28. No Member shall hold the office of President for more than four consecutive years.. No Member who has held the office of President for four consecutive years may be elected to the office of President, Vice President or elected Director until a period of

three years has elapsed from the date he or she ceased to hold office as President. No Member shall hold the office of Vice President for more than six consecutive years.

Board

29. The Board shall comprise the President, Vice President and five Directors elected as provided for in Rules 54 and 55 ("the elected Directors"). The President, Vice President and the elected Directors (as if they were the full Board) shall have the option each year to appoint up to two additional Directors to the Board ("the appointed Directors"):

- (a) who they believe (by unanimous vote of the Elected Directors present at a duly constituted Board Meeting) will make a valuable contribution to the Board and/or the Club by virtue of that person's knowledge, skill or expertise; and
- (b) who may or may not be Members, although in the case of a Member they may only be appointed under this clause for a maximum of 12 months

provided however that no Member may be appointed as a Director pursuant to this Rule if that Member was duly proposed as a candidate for the Board at the immediately preceding Annual General Meeting and was not so elected, or is prohibited from being proposed as a candidate or from holding office as a Director pursuant to any other Rule.

- 30. (a) No elected Director shall hold office for more than two consecutive years from the date of his or her election without offering himself or herself for re-election;
 - (b) At every Annual General Meeting at least two of the elected Directors (including any elected Director or Directors required to retire under subclause (a)) shall retire from office. The elected Director or Directors who retire shall be eligible for re-election and the vacancy or vacancies so occurring shall be filled as provided in Rules 54 and 55;
 - (c) If at the Annual General Meeting in any year at least two of the elected Directors do not retire under subclause (a) then an elected Director or two elected Directors (as the case may be) must retire in accordance with subclause (b). The elected Director or Directors to retire in each year under subclause (b) shall be the Director or Directors who have been longest in office but as between persons who became elected Directors on the same day shall be determined by lot unless they otherwise agree among themselves before the determination of the lot.
31. No elected or appointed Director shall hold office as a Director for more than ten consecutive years, but may be re-elected in the case of an elected Director, or re-appointed in the case of an appointed Director, after a period of two years has elapsed since he or she ceased under this Rule to hold office as a Director.
32. Any President, Vice President or elected Director ceasing to be a Member of the Club shall immediately cease to be President, Vice President or elected Director.
33. Any casual vacancy occurring after the Annual Meeting in the office of President or Vice President or in the elected Directors may be filled by the Board. Any person appointed to fill a vacancy shall hold office only until the next Annual Meeting. Any

vacancy not filled under this Rule shall be filled at the first Annual Meeting which shall take place after such vacancy shall have occurred and, if by any means at the Annual Meeting any such vacancy shall not be filled, the Board may fill such vacancy until the next following Annual Meeting. The continuing members of the Board may act notwithstanding any vacancy in their body.

34. No Member may stand for more than one of the offices of President, Vice President and elected Director in one year. No elected Director who is not required to retire from office in accordance with Rules 30 or 31 may stand for any other office at an Annual Meeting unless prior to the date fixed for the closing of nominations for that Annual Meeting he or she resigns from his or her then office, such resignation to take effect from the commencement of that Annual Meeting.

Racenight Stewards

35. (a) There shall be up to fourteen Racenight Stewards whose function shall be to perform racenight duties only, such duties being those as may from time to time be designated by the Board. The Racenight Stewards shall be appointed by the Board and the Chief Executive Officer at the first Board meeting held after the AGM in each year, with each such appointment to be effective until the first Board meeting held after the AGM in the following year subject to any earlier removal.
- (b) The Board and the Chief Executive Officer may by notice in writing remove a Racenight Steward at any time for good cause and may appoint a replacement for any Racenight Steward so removed.
- (c) Any Racenight Steward ceasing to be a Member of the Club shall immediately cease to be a Racenight Steward.

Management

- 36 (a) The Board shall have the full management and control of the affairs, concerns and business of the Club and shall have power to enter into on behalf of the Club all such contracts as it deems advisable and shall from time to time and at all times manage, control, invest, dispose of, charge, encumber and deal with the funds and property of the Club and all property under the direction, control, order or disposition of the Club as it deems best for promoting and conserving the Club's interests and carrying out the objects of the Club set out in Rule 3 provided that
- (i) no freehold land owned by the Club shall be sold without the approval of a resolution of Members of the Club.
- (ii) no borrowings secured by a mortgage over freehold land owned by the Club in excess of fifty percent of the mortgage value of that land as determined by an independent valuer shall be undertaken without the approval of a resolution of Members of the Club.
- (iii) no freehold land owned by the Club shall be leased or otherwise disposed of:

(a) for a period of more than 12 years (inclusive of all rights of renewal); or

(b) if the net rental income exceeds \$200,000.00 per annum; without the approval of a resolution of members of the Club.

(b) The Board shall have power to exercise and do all and whatsoever may be deemed necessary or advantageous for attaining all or any of the objects of the Club.

37. It shall be within the functions of the Board to determine from time to time what persons other than Members of the Club shall be admitted to the course, also the conditions of such admission and to make such arrangements as they may think fit for the exclusion of any person or persons or class of persons whose presence they may deem undesirable.

Meetings of the Board

38. The following provisions apply to meetings of the Board:

(a) The Board may meet, adjourn and otherwise regulate its meetings as it thinks fit;

(b) A meeting of the Board may be held either;

(i) By a number of the members who constitute a quorum, being assembled together at the place, date, and time appointed for the meeting; or

(ii) By means of audio, or audio and visual, communication by which those members participating and constituting a quorum can simultaneously hear each other throughout the meeting.

(c) Subject to subclause (d) the President shall be Chairman of the meetings of the Board. If the President is not present at any meeting of the Board, then subject as provided in subclause (d), the Vice President shall be Chairman of that meeting and if the President and Vice President are not present at any meeting, the Directors present may choose one of their number to be Chairman of the meeting.

(d) Notwithstanding the provisions of subclause (c) the President or Vice President (as the case may be) may elect not to chair a particular meeting of the Board in which event the President or Vice President (as the case may be) shall decide who shall be the Chairman of that meeting.

(e) The quorum shall be a majority of the members of the Board.

(f) A resolution of the Board is passed if a majority of members present vote in favour of it.

(g) In the case of an equality of votes the Chairman shall have a casting vote.

- (h) A member of the Board may not vote in respect of any transaction in which he or she is interested and shall not be counted in the quorum present at the meeting for the vote on that transaction.
- (i) Any member of the Board who shall have been absent from 3 consecutive meetings of the Board shall immediately cease to be a member of the Board unless he or she shall have obtained leave of absence from the Board.
- (j) A resolution in writing (which has been notified to all members of the board at least seven days prior) signed by a majority of members of the board is as valid and effective as if it has been passed at a meeting of the Board duly convened and held.

Remuneration of the Board

39. The remuneration of the President, Vice President and the other Board members shall be determined at the Annual General Meeting in terms of a lump sum amount. The President, the Vice President and the other Board members may be paid and/or reimbursed for travelling and other expenses properly incurred by them in attending to Club business.

Chief Executive Officer and Chief Financial Officer

40. The Board shall from time to time appoint a Chief Executive Officer and shall determine the duties to be performed by and the remuneration to be paid to and generally the terms and conditions of employment of the Chief Executive Officer.
41. The Board and the Chief Executive Officer shall from time to time appoint a Chief Financial Officer and shall determine the salary to be paid to and generally the terms and conditions of employment of the Chief Financial Officer. The duties to be performed by the Chief Financial Officer shall be determined by the Chief Executive Officer and shall include the presentation of annual financial statements to the Annual General Meeting of the Club.

Auditor and Auditors

42. The Board shall, at their first meeting after each Annual Meeting, appoint and fix the remuneration of an Auditor who shall be a Public Accountant. Such Auditor or Auditors shall remain in office until the next Annual General Meeting, unless sooner removed by death, resignation or otherwise. Any vacancy occurring during the year shall be filled by the Board. The Auditor shall have power to call at any time for the production of all books, papers, accounts, vouchers and documents relating to the affairs of the Club. The annual financial statements shall be audited by the Auditor, and, if correct, certified in writing by the Auditor before they are submitted to the Annual General Meeting.

Judge, Starter and Other Officials

43. A Judge, a Timekeeper, a Starter, a Clerk of the Course and a Check Room Controller shall be appointed by the Board at the first meeting of the Board after the Annual Meeting. All other officials shall be appointed by the Board from time to time as they deem fit.

44. The Board at any time shall have full power of dismissal of any official for good cause and may appoint a replacement for any official so dismissed.

Financial Year

45. The financial year of the Club shall end on the 31st day of July.

General Meetings

46. An Annual General Meeting of the Members of the Club (in these Rules generally referred to as “the Annual Meeting”) shall be held within three months of the end of each financial year on such day and at such hour and place as the Board shall appoint for the purpose of: (1) Receiving and considering the Board’s Annual Report on its affairs, together with a duly audited Balance Sheet and Statement of Accounts for the past year. (2) Selecting office-bearers in accordance with the Rules. (3) Considering and dealing with propositions for any new Rule or alteration of any existing Rule of the Club and any other proposition of which due notice in terms of these Rules has been given. (4) General business. The Chief Executive Officer shall post to every Member a printed notice of the time and place of such meeting, together with a printed copy of any propositions for such meeting, and together with a printed copy of the Annual Report, Balance Sheet and Statement of Accounts at least 14 days before the Annual General Meeting.
47. The Board may at any time call a Special General Meeting on giving 14 days notice in writing to every Member and therein stating its object or objects. The Board shall call a Special General Meeting on receipt of a requisition in writing, requisitioning them to do so, signed by not less than 40 Members and specifying the object or objects of such General Meeting and such General Meeting shall be held not earlier than 14 days or later than 28 days after the receipt of such requisition. At all Special General Meetings, the business and decisions shall be confined to the object or objects specified in the notice thereof.
48. At all Annual Meetings and Special General Meetings 40 Members shall form a quorum. In every case of such a meeting if after a lapse of half an hour a quorum shall not be present, it shall thereupon stand adjourned until that day of the next week at the same hour and place and so on from time to time as often as the case shall happen until a quorum be present. And all such meetings shall have power to adjourn their proceedings from time to time for any period not exceeding 14 days.
49. At all meetings of Members of the Club, the President, or in his absence the Vice President, or in their absence some Member elected from the meeting shall be Chairman. The Chairman shall in all cases have a deliberate and in cases of equality of voting, a casting vote.
50. All Notices of Motion, propositions and suggested alterations to these Rules or new Rules shall be signed by the proposer and given to the Chief Executive Officer at least 28 days before the meeting at which same are considered, and the Chief Executive Officer shall at least 14 days before such meeting post to each Member such Notice of Motion, proposition and suggested alterations to Rules or new Rules.
51. All resolutions passed at duly constituted meetings of the Club held in substantial conformity with these Rules shall be conclusive and binding on all Members. No notice of motion to reconsider any such decision may be received by the Board

during the 12 month period immediately following that decision being so arrived at, unless the Board otherwise determines.

52. It shall be competent for the Board to postpone any meeting of the Club to such time as may be expedient and the business transacted at such postponed meeting shall be as valid as if it has been transacted on the day first appointed.
53. Subject always to the provisions of the Rules of Harness Racing, the decision of the Board at any meeting thereof shall be final and conclusive.
54. (a) The election of President, Vice President and elected Directors shall be held at the Annual General Meeting. If at the Annual General Meeting the number of candidates duly proposed for any office does not exceed the number of vacancies, the Chairman shall declare such candidates elected.

(b) Every candidate for election as President, Vice President or elected Director to be elected by Members of the Club shall be proposed in writing by at least two Members of the Club, and such proposal shall set out his or her address and occupation and be signed by such two Members and shall be deposited with the Chief Executive Officer at least 28 days before the day of the Annual Meeting. A list of all candidates shall be posted in the Registered Office of the Club for at least seven days.

Mode of Voting at General Meeting

55. (a) In every case where the number of candidates duly proposed for any office in the Club exceeds the number of vacancies, the election shall be by ballot. The ballot shall be conducted as follows: the Chief Executive Officer shall at least 14 days before the Annual Meeting post to each Member an envelope addressed to the Chief Executive Officer at the postal address of the Club endorsed "Voting Paper", enclosing a paper giving the name, address and occupation of each candidate, and the names of his or her proposer and seconder. Each Member voting shall do so by striking out the name of the candidate or candidates he or she votes against, and leaving intact the name or names of the candidate or candidates he or she desires to vote for, and shall return the voting paper in the envelope as above, first signing his or her name inside the envelope where indicated; any vote declaring in favour of more than the number of vacancies for the office in question, or contained in an envelope not signed inside as aforesaid, shall be disallowed. Members who by any means whatever have not received their voting papers may obtain same from the Chief Executive Officer. It shall be the duty of the Board to appoint four or more persons before the ballot is closed to be Returning Officers and/or Scrutineers. None of such Scrutineers shall be a member of the Board, or officer of the Club, or a candidate for election to the Board or any other office, or the proposer or seconder of any candidate. All envelopes reaching the Chief Executive Officer shall be placed in the ballot box unopened. The ballot shall remain open until 5 pm on the day preceding the date fixed for the election and shall then be closed. If before the ballot is opened the number of candidates for any office be reduced to or below the number of vacancies, the candidate or candidates remaining shall be declared elected by ballot. After closing of the ballot and before the time fixed for the commencement of the Annual Meeting, the Returning Officers and/or Scrutineers, shall open the ballot box, and having checked the

signatures inside the envelopes with the roll of Members, the Returning Officers and/or Scrutineers shall supervise the result of the ballot, and thereafter return the voting papers into the ballot box and secure the same. The Returning Officers and/or Scrutineers shall forthwith, after ascertaining the result of the ballot, make and sign a certificate in writing to the Chairman of the names of the persons elected, and the Chairman shall declare the result of the ballot at the Annual Meeting and that declaration shall be final. In the event of a tie between two or more candidates, the Chairman of such Annual Meeting shall have a casting vote.

- (b) Members shall not under any circumstances give their voting papers to any other Member or person to mark, and any Member doing so shall commit a breach of the Rules and shall be liable to disqualification as a Member.

- 56. All persons elected at an Annual General Meeting shall take office at the conclusion of the Annual Meeting.
- 57. At the Annual Meeting and at every General or Special Meeting at which a ballot shall take place, other than for the election of Club officials, two Scrutineers shall be chosen by the meeting from among those present. They shall conduct the ballot and shall certify to the Chairman the result of the ballot and the Chairman's declaration shall be final.
- 58. Subject to the Rules requiring votes by ballot in certain cases all matters and questions submitted to the vote of any meeting of the Club or of the Board including the removal of a Member's name from the list of Members under Rule 17, shall be decided by a majority to be determined by a show of hands or by division on the demand of any Member.
- 59. The following rules of debate shall be applicable to and shall govern all meetings of Members excepting insofar as the meeting shall by resolution previously passed suspend temporarily any particular rule of debate during all or any part of the remainder of the period of the meeting:-
 - (a) Any Member desiring to speak shall rise and address the Chairman. If two or more Members rise at the same time, the Chairman shall call on the Member who in his or her opinion first rose to speak.
 - (b) No Member shall speak more than once on the same motion except in explanation or by permission of the Chairman, provided that the mover of a motion shall have the right to reply, after which the Chairman shall put the question.
 - (c) A motion and an amendment having been received, no second amendment shall be entertained until either the first motion or the amendment has been disposed of.
 - (d) No Member shall speak longer than five minutes on any motion or amendment except the mover, who shall have ten minutes in which to introduce the subject and five minutes in which to reply.
 - (e) A motion or an amendment having been prepared and seconded may not be withdrawn except by permission of the meeting.

- (f) Any Member speaking shall at once resume his or her seat
 - (i) If the Chairman rises to speak, or
 - (ii) If a point of order is raised and shall not resume his or her speech until the Chairman is again seated or the point of order is settled by the Chairman as the case may be. No Member shall ask another Member a question except through the Chairman. Speaking across the floor is forbidden.
- (g) No Member shall speak to any question after it has been put by the Chairman, except to a point of order.
- (h) Questions of order shall be decided by the Chairman, whose decision shall be final.
- (i) The Chairman shall not close a meeting before all business is transacted unless by vote of the Members present.
- (j) A meeting shall have power to order the removal of any person who is behaving in a disorderly manner or who is not entitled to be present.

Alteration of Rules

- 60. No Rule of the Club shall be altered or repealed and no Rule shall be substituted or added except by resolution of the Annual or a Special Meeting of the Club.
- 61. All Notices of Motion, propositions and suggested alterations to these Rules or new Rules shall be signed by the proposer and given to the Chief Executive Officer at least 28 days before the meeting at which same are considered, and the Chief Executive Officer shall at least 14 days before such meeting post to each Member such Notice of Motion, proposition and suggested alterations to Rules or new Rules.

Indemnity

- 62. The Board and Racenight Stewards, and each and every one of them respectively, shall be fully indemnified by and out of the funds of the Club against any loss, damage, expense or liability incurred by reason of or in connection with any legal proceedings instituted against them or any of them for any act done, omitted or suffered in relation to the performance or professed performance of any of their duties.

Seal and Contracts by the Club

- 63. (a) The Club shall have a common seal ("the seal") and the Board shall provide for its safe custody.
- (b) Contracts may be entered into by the Club as follows:
 - (i) A contract which, if made between natural persons, would by law be required to be by deed, shall be in writing under the seal of the Club pursuant to a resolution of the Board and every document to which the seal is affixed shall be signed by the President and Vice President, or by the President or Vice President plus one of the elected Directors;

- (ii) A contract which, if made between natural persons, would by law be required to be in writing, may be entered into on behalf of the Club by the Chief Executive Officer acting under powers delegated to him or her in writing by the Board or by a person acting under the Board's written authority with the proviso that, subject to the proviso in Rule 36(a), any agreement to lease or encumber freehold land owned by the Club for a period in excess of three years, or which commits the Club to a contract which, if made between natural persons, would be required by law to be by deed, must be signed by the President and Vice President, or by the President or Vice President plus one of the elected Directors, or must contain a provision that the agreement is subject to Board approval before it binds the Club.

Bylaws

- 64. The Board shall have power from time to time to alter, amend and repeal bylaws for carrying out these Rules regulating their own proceedings, and for the good government of the affairs of the Club, provided that such bylaws shall not be inconsistent with these Rules. All such bylaws shall be entered in a book to be kept for that purpose.

Saving Clause

- 65. All appointments, resolutions, lists and registers made, passed or prepared, and all notices given, suspensions notified and generally all acts of authority which originated prior to incorporation by or under the Auckland Trotting Club and/or the Board thereof, and which are subsisting or in force at the time of incorporation shall ensure after incorporation as fully and effectually for all intents and purposes for the benefit and as against the Club as if they had originated and been passed, made, done and notified after incorporation, and accordingly shall where necessary to be deemed to have so originated AND all matters and proceedings commenced prior to incorporation and pending or in progress at the date thereof may be continued, completed and enforced after incorporation.

Dissolution of Club

- 66. On the dissolution of the Club, the assets of the Club remaining after all legal claims on the Club have been satisfied, and subject to any trust affecting such assets, must be disposed of for racing purposes in the manner that the Club, with the approval of the board of Harness Racing New Zealand, determines.

Communication to Members

- 67. Any communication to Members and any notice or documentation required to be given by the Club under these Rules may be given:
 - (a) by sending it by post to the Member's address as recorded in the Register of Members; or
 - (b) if a Member notifies the Club in writing that he or she is willing to accept communications, notices and documentation from the Club by

email then, until such time as that Member notifies the Club in writing that he or she is no longer willing to accept notices by email:

- (i) any communication, notice and/or documentation may be sent to that Member's email address as recorded in the Register of Members; and
- (ii) any provision in these Rules which provides for any communication, notice and/or documentation to be given to Members shall, notwithstanding that such provision may specifically state that such communication, notice or documentation is to be given by post, be deemed to be complied with if given by email.



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Website: www.alexpark.co.nz