**Rules of Levin Racing Club Incorporated**

Date 22nd March 2018

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**RULES OF LEVIN RACING CLUB INCORPORATED**

# Interpretation

## Definitions

In these Rules, unless the context otherwise requires:

**Annual Members’ Meeting** means the meeting of Members that must be called by the Committee in accordance with these Rules prior to 30 November of each calendar year, in accordance with Rule 7.1 (Annual Members’ Meetings);

**Auditor** means the auditor from time to time of the Club appointed in accordance with Rule 20.5 (Auditor);

**Committee** means Committee Members who number not less than the required quorum, as set out in Rule 11.1 (Quorum required), acting together as the Committee of Committee Members of the Club;

**Committee Appointed Committee Member** means a person appointed to the Committee in accordance with Rule 9.2 (Committee Appointed Committee Members);

**Committee Member** means each person appointed to the Committee of the Club, being an Elected Committee Member or a Committee Appointed Committee Member;

**President** **and Vice President** means the person elected to that role in accordance with Rule 9.3 ;

**Club** means Levin Racing Club Incorporated;

**Contact Officer** means the person appointed by the Committee in accordance with Rule 17 (Contact Officer);

**Default Interest** means the rate of the published overdraft rate at the Bank of New Zealand or such other bank as the Committee may appoint from time to time plus 2 per cent per annum;

**Elected Committee Member** means a person appointed to the Committee in accordance with Rule 9.1 (Elected Committee Members);

**General Resolution** means a resolution of the Committee that requires the affirmative votes of at least a bare majority of Committee Members (50%) eligible to vote to be passed;

**Honorary Member and Life Member** means a person who has been appointed as such in accordance with Rule 5.2 (Membership distinction);

**Incorporated Societies Act** means the Incorporated Societies Act 1908, as amended from time to time;

**Member** means each person or body corporate who is admitted as a member of the Club by the Committee pursuant to Rule 5.1 (Members);

**Members’ Meeting** means an Annual Members’ Meeting or a Special Members’ Meeting;

**Members’ Register** means the register of Members maintained by the Club in accordance with Rule 18 (Register of Members and access to information);

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

**Racing code** is as defined in the Racing Act, as amended from time to time;

**Racing Act** means the Racing Act 2003, as amended from time to time;

**Rules** means these rules, as amended from time to time;

**Rules of Racing** means the New Zealand Rules of Racing for the time being in force, as determined by New Zealand Thoroughbred Racing Incorporated;

**Special Members’ Meeting** means a meeting of Members (other than the Annual Members’ Meeting) called by the Committee at any time or following written request by 10 (ten) or more Members, in accordance with Rule 7.2 (Special Members’ Meetings);

**Special Resolution** means a resolution of the Committee that requires the affirmative votes of at least three-quarters (75%) of Committee Members eligible to vote to be passed; and

**Subscription Fee** means the fee payable by Members.

# Name and commencement

## Name

### The name of the incorporated society is “Levin Racing Club Incorporated” (the **Club**).

## Rules

These Rules set out the rules governing the Club and are binding on each Member.

## Commencement

These Rules will take effect as the constitution of the Club from 1 August 2018 (the **Commencement Date**).

# Objects and powers of the Club

## Objects of the Club

### The objects of the Club are:

#### To govern, direct, control, regulate, manage and promote horse racing in New Zealand in accordance with the Rules of Racing.

#### To protect the health, safety and welfare of race horses and with respect to horse racing, the safety and welfare of those involved in the horse racing industry.

### the Club is also:

#### to account to Members on the Club’s activities; and

#### to do all such other things as may be incidental or conducive to the attainment of all or any of the above objects.

## Powers of the Club

### The Club has all of the powers of a natural person necessary for, or ancillary or incidental to, fulfilling each object of the Club to the maximum extent permitted by law, including the power to borrow money.

# Location of the Club

### The registered office of the Club will be located at such place within New Zealand as determined by the Committee from time to time.

# Membership

## Members

### The Committee may admit every person at their descretion as Member who:

#### consents to being a Member;

#### Agrees to pay the annual Subscription Fee;

#### Agrees to abide by the Club Rules;

#### Has a general interest in the betterment of the Club and a general interest in equine sports in the Horowhenua district; and

#### is not disqualified under the Rules of Racing.

### Upon receiving an application in the form prescribed by the Committee from a person who meets the criteria for membership specified in (a) above, the Committee will, within one month, decide at a meeting of the Committee whether to accept the person as a Member and advise the person of its decision.

### If accepted as a Member in accordance with (b) above, the Contact Officer will, following payment by the person or body corporate of the Subscription Fee, enter their name in the Members’ Register (at which time the person will become a Member).

### Any member absent from New Zealand for one year or more shall be entitled to exemption from his/her annual subscription during his/her absence on giving notice in writing of such intended absence to the Contact Officer.

### Any person ceasing to be a Member of the Club, on any account what so ever, shall have no claim upon the Club or its property.

## Membership Distinction

### There may be membership of Honorary Members and Honorary Life Members.

### Honorary Members and Honorary Life Members will be persons who in the unanimous opinion of the committee have rendered significant service to the Club and or the racing industry in New Zealand in any capacity, and who by virtue of their attainments or reputation are worthy of special recognition

### The election of an Honorary Member and Honorary Life Member will be determined by Special Resolution of the Committee

### Only one Honorary Member and one Honorary Life Member may be appointed each year.

### Honorary Members shall not be required to pay a Subscription Fee during his/her period of Honorary Membership and shall have privileges as the Committee may from time to time determine.

### Honorary Life Members shall not be required to pay a subscription but shall have all the privileges of an ordinary member.

## No ownership interest in the Club

### For the avoidance of doubt, Members will have no ownership interest in the Club or its assets and cannot receive any share in any profits that the Club may make.

## Membership privileges

### Each Member of the Club will have the following rights and privileges:

### Admission to all Levin Racing Club meetings;

### Admission to the Members’ facilities;

### One Guest Card;

### Free access to the Member’s car park; and

### Voting rights at Members’ Meetings.

## Membership obligations

### All Members,Honorary Members and Honorary Life Members shall promote the interests and the objects of the Club and shall do nothing to bring the Club into disrepute. All Members, Honorary Members and Honorary Life Members shall, at all times, comply with the Rules of Racing.

## Grievances

### A Member may complain to the Committee in writing if:

#### there has been an unjustified interference with any rights or privileges granted to that Member under these Rules; and/or

#### the Member has concerns regarding the misconduct or discipline of other Members,

#### (in either case, a **grievance**).

### For the avoidance of doubt, a grievance of the kind described in paragraph (a)(i) above, may relate to the conduct of a Member, a Committee Member or the Club.

### The process followed by the Committee must at all times adhere to the principles of natural justice. As necessary, the Committee must provide the persons concerned with an adequate opportunity to be heard, either in writing or at an oral hearing, and must consider the information provided by such persons before deciding what actions (if any) the Committee will take to remedy the grievance.

### To the extent applicable, the Committee will avoid bias in accordance with Rule 6.3(c) (Process to be followed by Committee in accordance with natural justice) and conflicts generally in accordance with Rule 14 (Conflicts of interest).

### If, in accordance with the investigations conducted by the Committee under (c) above, it becomes apparent that any Member has failed to satisfy the criteria of membership in accordance with Rule 6.1 (Conditions of membership), the Committee must follow Rules 6.2 (Failure to satisfy conditions of membership) and 6.3 (Process to be followed by Committee in accordance with natural justice).

### If, in accordance with the investigations conducted by the Committee under (c,b) above, it becomes apparent that any Committee Member should to be removed from his or her position in accordance with Rule 9.4(b) (Extraordinary vacancy), the Committee may remove that Committee Member accordingly.

### The Committee may, in its sole discretion, elect not to consider or continue consideration of any grievance if it is satisfied that:

#### the matter is trivial or does not appear to disclose material misconduct or material damage to the interests of any Member;

#### the grievance appears to be without foundation or there is no apparent evidence to support it;

#### the complainant or Member alleging the grievance has an insignificant interest in the matter; or

#### the conduct, incident, event or issue has already been investigated and dealt with by or on behalf of the Club.

# Cessation of membership

## Conditions of membership

### The rights of each Member under these Rules are subject to, and contingent upon, the Member:

#### continuing to satisfy the criteria listed in Rule 5.1(a) (Members);

#### complying at all times with the Rules of Racing; and

#### continuing to pay the Subscription Fee.

## Failure to satisfy conditions of membership

### Subject to Rule 6.3 (Process to be followed by Committee in accordance with natural justice), if, in the sole discretion of the Committee, a Member ceases to satisfy any of the criteria listed in Rule 6.1 (Conditions of membership), or is convicted of a criminal offence (including any offence involving dishonesty) or becomes bankrupt, the Committee may (as appropriate):

#### censure the Member;

#### suspend the Member for any period not exceeding two (2) years, during which period the Member will not be entitled to any of the rights of being a Member; or

#### terminate the Member’s membership, in which event the Member will be removed from the Members’ Register and cease to be a Member,

### provided that the Committee must terminate the membership of any Member who is disqualified under the Rules of Racing.

## Process to be followed by Committee in accordance with natural justice

### Prior to exercising the powers of censure, suspension or termination under Rule 6.2 (Failure to satisfy conditions of membership), the Committee must provide the Member concerned with the following:

#### an explanation of the alleged grounds on which the Committee is considering censuring, suspending or terminating the membership of that Member;

#### at least five (5) business days’ notice of the meeting of the Committee at which the Committee will consider the allegations referred to in (i) above; and

#### an opportunity to attend that meeting and offer a reply to the allegations (in person or in writing),

#### and the Committee must, acting in accordance with the principles of natural justice, consider any reply before determining whether to exercise its powers under Rule 6.2 (Failure to satisfy conditions of membership).

### In the event of the Member referred to in (a) above failing to attend or reply to the allegations, the matter may be considered and determined by the Committee in that Member’s absence.

### The Committee must take all reasonable steps to avoid bias affecting any Committee Member involved in the decision making referred to in (a) above. If two (2) or more Committee Members consider that there are reasonable grounds (taking into account all of the circumstances) to infer that one of their fellow Committee Members (the **Conflicted Committee Member**) may not approach a particular matter being considered impartially or without a pre-determined view, the Conflicted Committee Member may not decide or participate as a decision-maker in respect of the relevant matter.

## Voluntary cessation

### A Member may voluntarily relinquish his or her membership of the Club by notifying the Club in writing that he or she wishes to cease to be a Member.

### Following receipt of a notice under (a) above, the Club is to terminate the Member’s membership accordingly.

## Consequences of termination of membership

Each person whose membership of the Club is terminated ceases to be a Member, but is to remain liable to the Club for all moneys due to the Club whether in respect of a Subscription Fee or other obligation of his or her membership of the Club together with any Default Interest payable in respect of any overdue amounts. Any person whose membership has been terminated in accordance with this Rule 6 (Cessation of membership) may apply in writing to the Committee to reinstate their membership.

# Members’ Meetings

## Annual Members’ Meeting

### An Annual Members’ Meeting of the Club must be held each calendar year prior to 31st October at such time and place as the Committee determines, provided that each Annual Members’ Meeting must occur within 12 months of the previous Annual Members’ Meeting.

### The business of the Annual Members’ Meeting shall be:

#### to adopt the minutes of the previous Annual Members’ Meeting and any recent Special Members’ Meeting;

#### to receive, consider and approve the annual report of the Club, including audited annual accounts;

#### to receive and consider a notice of any disclosures made in accordance with Rule 14 (Conflicts of interest) since the previous Annual Members’ Meeting, including a brief summary of the types of matters to which the disclosures relate;

#### to elect the Elected Committee Members. At the Annual Meeting in each year, the two members of the Committee who have been the longest in office without re-election shall retire and the vacancies so occurring shall be filled in the manner hereafter provided. Retiring members of the Committee shall be eligible for re-election. If any question shall arise as to the seniority of committee members, the same shall be determined by a lot amongst such senior members. The method in which lots are to be drawn under this rule shall be regulated by the Chairman or in his absence by the Chairman of any meeting.

#### Every person desiring to be elected to any office of the Club shall be nominated in writing by a member and seconded by another member of the Club and such nomination shall be signed by the candidate and forwarded to the Contact Officer at least fourteen days prior to the Annual Meeting. No person shall be nominated for the office of President or Vice President unless such person shall have been a member of the committee in the previous twelve months. No person shall be nominated for office unless such person shall have been a financial member of the Club for twelve months immediately preceding the Annual Meeting at which he is seeking office.

#### If the number of nominates shall exceed the number of vacancies for any office the office bearers shall be elected by ballot, in accordance with the following rules:

#### Not less than ten days before the date fixed for the Annual Meeting the Contact Officer shall send to every member a voting paper upon which shall be printed the name of candidates for office and which shall indicate the date and hour at which the poll will close. Every member who votes shall strike out the name of any candidate against whom he desires to vote, shall leave unconcealed the name of any candidate for whom he desires to vote, he shall print and sign his name within the envelope provided by the Club for the purpose, but not upon the voting paper, and shall then return the voting paper, sealed up and enclosed in the envelope address to the Scrutineers so as to each the office of the Club not later than the date fixed for the closing of the poll. Should any member leave un-cancelled upon his voting paper the names of more or less candidates than there are vacancies to be filled, his vote shall be invalid.

#### Upon closing of the poll, the Scrutineers shall open the envelopes and shall report the result of the election to the Chairman.

#### The Scrutineers shall be the Club’s Auditors or such person (not being office bearers for candidates for office) as they may appoint.

#### to consider and approve any activities which would result in the indebtedness of the Club exceeding $50,000.00;

#### To appoint an auditor and to authorise the Committee to fix the auditor’s remuneration;

#### to consider and, if thought fit, pass any remits (proposed in accordance with Rule 7.4(a) (Remits)) or motions for resolution; and

#### to consider such other general business as the meeting resolves to consider.

## Special Members’ Meetings

### Each Members’ Meeting other than an Annual Members’ Meeting is a Special Members’ Meeting.

### A Special Members’ Meeting may be called by the Committee at any time and must be called following written request to the Committee by ten (10) or more Members.

### A Special Members’ Meeting may only consider the matters set out in the notice of the meeting.

## Notice of date, time and place

### The date, time and place for the Annual Members’ Meeting or Special Members’ Meeting must be notified to each Member and the Auditor not less than one (1) month before the date of that meeting (except in relation to a Special Members’ Meeting if in the view of the Committee such notice period is not practicable).

### For avoidance of doubt, notice may be given to Members electronically including email.

## Remits

### Any two (2) Members may propose a remit for consideration at any Members’ Meeting by written notice to the Contact Officer not less than 21 days before the date of that meeting or, in the event that less than one (1) months’ notice of the meeting has been given, by such date as shall be specified in the notice of that meeting.

### Any remits will be included in the notice of the Members’ Meeting provided to Members in accordance with Rule 7.5 (Notice of business to be transacted).

## Notice of business to be transacted

### In addition to the requirement stated in Rule 7.3(a) (Notice of date, time and place), a notice of a Members’ Meeting including the information specified in (b) below is to be sent to Members and the Auditor not less than 14 days before the date of that meeting or as soon as is reasonably practicable in the event that less than one (1) months’ notice of the meeting has been given.

### The notice of meeting must state:

#### the nature of the business to be transacted at the meeting in sufficient detail to enable a Member to form a reasoned judgment in relation to it;

#### the text of any resolution or remit to be submitted to the meeting;

#### the time, place and date of the meeting; and

#### in the case of an Annual Members’ Meeting, a report of the activities of the Committee conducted since the previous Annual Members’ Meeting.

### For avoidance of doubt, notice may be given to Members electronically including email

## Quorum for Members’ Meetings

### No business may be carried out at a Members’ Meeting unless a quorum is present.

### Ten per cent (10%) of Members personally present and entitled to vote at the meeting will constitute a quorum.

### If a quorum is not present:

#### at an Annual Members’ Meeting, the meeting shall stand adjourned to the same time and place on the same day in the following week and the Members present at the adjourned meeting may transact any business but only if there is quorum; and

#### at a Special Members’ Meeting, the Special Members’ Meeting shall lapse.

## Chair of Members’ Meetings

The Chair of a Members’ meeting must be the President of the Committee. In the event of the President being unavailable or unwilling to chair the Members’ Meeting, the Committee must appoint one of its number to chair the meeting in the President’s absence.

* 1. **Methods of holding Members’ Meetings**

### A Members’ Meeting may be held by:

#### a number of Members who constitute a quorum, being assembled together in person at the place, date, and time appointed for the meeting;

#### if determined by the Committee, assembled by means of audio, or audio and visual, communication provided that all Members participating and constituting a quorum can simultaneously hear each other throughout the meeting and confirm their attendance at the start of the meeting in a manner satisfactory to the chair of the meeting; or

#### by such other electronic means as determined by the Committee, so long as all Members participating and constituting a quorum can participate in the meeting equally and without unreasonable cost or effort.

* 1. **Attendees**

### The following persons will be entitled to attend Members’ Meetings:

#### Committee Members;

#### Members ;

#### the Contact Officer;

#### in the case of an Annual Members’ Meeting only, the Auditor;

#### Honorary Members (as an observer) and Life Members;

#### as an observer, any person employed by the Club; and

#### as an observer, any person invited to attend by the Committee.

### For the avoidance of doubt, an observer at a Members’ meeting will have no right to speak to any matter or resolution being considered at that meeting (unless invited to do so by the Chair) nor have any right to vote at that meeting.

* 1. **Voting**

### Each Member will be entitled to one vote for each resolution voted on at a Members’ Meeting.

### Voting at a Members’ Meeting will be conducted as follows:

#### a resolution put to the vote will be decided upon a show of hands of the Members unless (before or on the declaration of the result of the show of hands) a poll is demanded by the chair of that Members’ Meeting or at least three (3) Members present; or

#### if a poll is demanded, it will be taken in such a manner as the chair of that Members’ Meeting directs. On a poll or ballot each Member will have one vote.

* 1. **Resolutions**

### Unless otherwise provided in these Rules, any resolution passed by a bare majority of Members present and voting at a Members’ Meeting will be duly made.

### Notwithstanding (a) above, any resolution relating to the following matters must be passed by not less than 75% of Members present and voting at a Members’ Meeting to be duly made:

#### an alteration, adoption or revocation of these Rules; or

#### the dissolution of the Club in accordance with Rule 24 (Dissolution).

### Any resolution passed in accordance with (a) or (b) above will be binding on all Members whether present or not at the meeting.

## Minutes to be kept

### Minutes must be kept of all proceedings at each Members’ Meeting. Minutes of a meeting which have been signed as correct by the President (or by the person acting as Chair for that meeting) are conclusive evidence of the proceedings at that meeting.

## Meeting report

Following each Members’ Meeting, the Committee will send a report of the proceedings, including the minutes of the meeting, to all Members.

# Management of the Club

## Management of the Club will be vested in a Committee comprising:

### President, One Vice President and Immediate Past President.

### Six (6) Elected Committee Members and

### Up to two (2) Committee Appointed Committee Members.

# Appointment of Committee Members to Committee

## Elected Committee Members

### The President and Vice President along with between four (4) and six (6) Elected Committee Members will take place at the Annual Members’ Meeting held each calendar year prior to 31 October.

### Each Member will be eligible to vote in the election of Elected Committee Members. Each Member may cast (1) vote.

### Election of Elected Committee Members will be co-ordinated by an agent of the Club appointed by the Committee (the **Election Co-ordinator**). For the avoidance of doubt, the Committee may appoint the Chair, the Contact Officer or any other person as the Election Co-ordinator.

### The Election Co-ordinator must, not later than two (2) months prior to the Annual Members’ Meeting, call for nominations for candidates to be appointed as Elected Committee Members. The notice must also specify the closing date (in accordance with (g) below) by which nominations must be received, and the name and email address of the person to whom the nominations must be provided.

### Each Member eligible to vote in accordance with (b) above may nominate no more than one (1) candidate for the position of Elected Committee Member. Subject to Rule 9.5 (Ineligibility for election as a Committee Member), any Member may be nominated as a candidate for a Committee Member in accordance with these Rules. For the avoidance of doubt, each candidate must have been a Financial Member of the Club for the twelve months immediately preceding the Annual General Meeting at which he/she is seeking office. .

### Each nomination must be received by the Election Co-ordinator no later than one (1) month prior to the Annual Members’ Meeting. Each nomination must be accompanied by an application form (as prescribed by the Election Co-ordinator, which is to include a declaration that the person nominated is not ineligible under Rule 9.5 (Ineligibility for election as a Committee Member) to hold office as a Committee Member) completed and signed by the nominee and the candidate. For the avoidance of doubt, a scanned copy of the completed and signed application form emailed to the Election Co-ordinator will be accepted.

### Notice of every eligible nomination received by the Election Co-ordinator by the closing date for nominations (together with the application completed by each nominee) shall be given by the Election Co-ordinator to all persons entitled to vote, in accordance with Rule 9.1(j) (Elected Committee Members).

### In situations where less than four (4) eligible nominations are received for the position of Elected Committee Member, any eligible candidates nominated for the position shall be announced and declared to have been elected to that position at the applicable Annual Members’ Meeting and the Committee must call a Special Members’ Meeting for Members to elect one or more additional Elected Committee Members to fill the remaining vacancies and the process described in this Rule 9.1 (Elected Committee Members) shall apply with any necessary modifications.

### In situations where the number of eligible nominations received for the position of Elected Committee Member is equal to four (4), five (5), six (6), then the eligible nominees shall be announced and declared to have been elected to that position at the applicable Annual Members’ Meeting.

### In situations where more than six (6) eligible nominations are received for the position of Elected Committee Member, the Election Co-ordinator will provide notice to Members at least 14 days prior to the Annual Members’ Meeting notifying Members’ of the list of eligible nominees. An election will be held at the Annual Members’ Meeting in accordance with this Rule 9.1 (Elected Committee Members) and the following process:

#### the Election Co-ordinator will provide each Member with a voting paper listing the names of each eligible nominated candidate;

#### each Member must, on receipt of a voting paper provided by the Election Co-ordinator, strike out the names of those candidates for whom that Member does not wish to vote, leaving only the name of the candidate for whom he or she wishes to vote and return the voting paper to the Election Co-ordinator;

#### the Election Co-ordinator may (in his or her sole discretion) declare invalid any vote that fails to comply with this Rule 9.1 (Elected Committee Members);

#### at the conclusion of the voting, the Election Co-ordinator will count the number of valid votes cast in favour of each candidate and, unless the circumstances in (v) below applies, determine the six (6) highest polling candidates to be elected as the Elected Committee Members;

#### in the event of a tie (being an equal number of votes) for the position of an Elected Committee Member, the tie shall be resolved as soon as possible by the drawing of lots. “Drawing of lots” refers to resolution of a tie by a method of chance that is random, and does not prejudice any candidate (such as a coin toss, a drawing of names or a drawing of straws). The drawing of lots will be carried out by the Election Co-ordinator in the manner the Election Co-ordinator deems appropriate; and

#### the Election Co-ordinator will then announce the result of the election at the Annual Members’ Meeting and declare each elected candidate an Elected Committee Member. The Election Co-ordinator must retain the voting papers for three (3) months at which time they must be destroyed.

### Subject to the occurrence of any factor listed in Rule 9.4(a) (Extraordinary vacancy), each Elected Committee Member will hold office from the conclusion of the Annual Members’ meeting at which they are declared an Elected Member for a term not exceeding two (2) years .

### Each Elected Committee Member whose term is due to expire under (k) above may stand for re-appointment.

## Committee Appointed Committee Members

### There may be up to two (2) Committee Appointed Committee Members at any time.

### Each Committee Appointed Committee Member must be appointed by a Special Resolution of the Committee. Committee Appointed Committee Members are not eligible to vote on Special Resolutions of the Committee that relate to the appointment of Committee Appointed Committee Members.

### Subject to Rule 9.5 (Ineligibility for election as Committee Member), the Committee may appoint any person as a Committee Appointed Committee Member. When appointing a Committee Appointed Committee Member, the Committee may take into account any matters it considers relevant to the diversity, balance and effectiveness of the Committee, including (but not limited to) a person’s skills, experience and qualifications.

### For the avoidance of doubt, a person need not be a Member to be appointed as a Committee Appointed Committee Member.

### Each Committee Appointed Committee Member will hold office from the date specified by the Committee until the earlier of the following:

#### such time as the Committee decides by Special Resolution to remove that Committee Appointed Committee Member;

#### an Annual Members’ Meeting; or

#### the occurrence of any factor listed in Rule 9.4(a) (Extraordinary vacancy).

### Each Committee Appointed Committee Member whose term comes to an end may be re-appointed by the Committee in accordance with this Rule 9.2 (Committee Appointed Committee Members).

## President and Vice President

### The President and Vice President shall be elected in accordance with Rule 9.1 and will hold office for a Term not exceeding two (2) years. For the avoidance of doubt, if the President or Vice President resigns or is removed, the Committee must, at the next meeting of the Committee, elect a new President or Vice President. No person shall be nominated for the office of President or Vice-President unless such person shall have been a member of the Committee in the previous twelve months.

### Each President and Vice President who retires, resigns or is removed may be re-appointed.

## Extraordinary vacancy

### In the event of an extraordinary vacancy caused by:

#### death;

#### resignation by notice in writing to the Committee;

#### removal by the Committee under Rule 9.4(b) (Extraordinary vacancy);

#### any ineligibly of the Committee Member to undertake his or her role; or

#### any other incapacity,

### of any Elected Committee Member, the Committee will follow the procedure set out in Rule 9.4(c) (Extraordinary vacancy).

### The Committee may remove a Committee Member from office in the event that Committee Member is, in the Committee’s sole opinion:

#### ineligible to hold his or her position in accordance with Rule 9.5 (Ineligibility for election as a Committee Member);

#### breaching his or her duties under these Rules or otherwise;

#### acting in a manner that is or is likely to bring the Club into disrepute;

#### absent without leave of the Committee from more than two successive meetings of the Committee;

#### not acting in good faith and what the Committee Member believes to be in the best interests of the Club;

#### exercising his or her powers for an improper purpose; or

#### acting, or agreeing to the Club acting, in a manner that contravenes, the Rules of Racing, any legislation (including the Racing Act) or these Rules.

### Where an extraordinary vacancy occurs in respect of an Elected Committee Member who has:

#### more than six (6) months of his or her term of office remaining, a by-election must be held in accordance with Rule 9.1 (Elected Committee Members) (modified as necessary including to adjust any timeframes) within four (4) weeks of the date of the meeting of the Committee at which such vacancy was recorded; or

#### six (6) months or less of his or her term of office remaining, the Committee may decide by Special Resolution whether to hold a by-election as described in (i) above or, provided the total number of Committee Members remaining is not less than six (6), leave the position vacant until the next Annual Members’ Meeting.

### Where a by-election held in accordance with (c)(i) above does not result in a total of at least six (6) Committee Members, the Committee must (notwithstanding the limit on the number of Committee Appointed Committee Members that may otherwise be appointed under these Rules) appoint such additional Committee Appointed Committee Members as are necessary to bring the total number of Committee Members up to six (6) Committee Members.

### Any person appointed in accordance with paragraphs (c) or (d) above will hold office as a Committee Member for the remainder of the term of the Committee Member who caused such extraordinary vacancy and may, at the expiry of that term, stand for re-appointment.

## Ineligibility for election as a Committee Member

### Notwithstanding any other provision of these Rules, the following persons are ineligible to be appointed as a Committee Member. A person who:

### is under 16 years of age;

### is an undischarged bankrupt;

### is prohibited from being a Committee Member or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993;

### is disqualified from being an officer of a charitable entity under section 31(4)(b) of the Charities Act 2005;

### has been convicted (whether before or after the commencement of these Rules) of any of the following crimes, or of being a party to any such crime:

#### crimes involving dishonesty, fraud, forgery, bribery, corruption or an indictable offence;

#### participation in an organised criminal group under section 98A of the Crimes Act 1961; or

#### a criminal offence, if the person is not eligible under the Criminal Records (Clean Slate) Act 2004;

### is disqualified, or is otherwise ineligible to hold the position of Committee Member, in accordance with the Rules of Racing; or

### is otherwise disqualified or ineligible to be appointed as an officer of the Club under the Incorporated Societies Act 1908 or any successor Act.

# Powers and duties of Committee

## Management of the Club

The business and affairs of the Club, including the control and investment of funds of the Club and the borrowing of money by the Club, is to be managed by, or under the direction or supervision of, the Committee.

## Exercise of powers by Committee

### Subject to the Rules of Racing, the Committee may exercise all the powers of the Club which are not required, either by the Incorporated Societies Act or these Rules, to be exercised by the Members at a Members’ Meeting, including (without limitation) the powers specified in Schedule 1.

### The Committee may develop, amend and implement any policies or by-laws as determined by the Committee, in its sole discretion, from time to time.

### The Committee may delegate to a sub-committee, a Committee Member, an employee of the Club, or to any other person or class of persons, any one or more of its powers, vested in the Committee pursuant to this Rule.

### The Members, or any other person in whom a power is vested by these Rules or the Incorporated Societies Act, may ratify the purported exercise of a power in Rule 10.2(b) (Exercise of powers by Committee) in the same manner as the power may be exercised.

### The purported exercise of a power that is ratified under this Rule is deemed to be, and always to have been, a proper and valid exercise of that power.

### When exercising its powers, the Committee cannot do anything which would result in the Club’s indebtedness exceeding Fifty Thousand Dollars ($50,000) unless approval to exceed such level of indebtedness has been granted at the Members’ Meeting.

## Sub-committees

### The Committee may, by General Resolution, establish or disestablish sub-committees to advise the Committee and may delegate any of its powers (excluding the general power to manage and control all of the affairs of the Club) to any such sub-committee. For the avoidance of doubt, the Committee may delegate its powers relating to the maintenance and development of the Club’s property.

### The sub-committee:

#### subject to paragraph (c) below, may include persons appointed by the Committee who are not Committee Members, but the Committee must appoint a Committee Member as that committee’s chair;

#### subject to paragraph (c) below, may co-opt or second any person it deems necessary (provided the sub-committee resolves to do so and the sub-committee’s chair approves) to assist the sub-committee to carry out its duties on a short-term basis;

#### will have no power, unless specifically authorised by the Committee in writing, to bind the Club;

#### must regularly report to the Committee on its activities;

#### must comply with any requirements or regulations imposed on it by the Committee;

#### may, as determined by the Committee, include the President or the Contact Officer as ex-officio members; and

#### subject to any other provision of these Rules, may regulate is own conduct and proceedings.

### No person shall be appointed to a sub-committee who would not be eligible to be a Committee Member of the Club under Rule 9.5 (Ineligibility for election as a Committee Member).

## Committee Member’s duties

### A Committee Member, when exercising powers or performing duties, is to act in good faith in what the Committee Member believes to be the best interests of the Club and in the manner which he or she believes will best attain the objects of the Club.

### A Committee Member is to exercise a power for a proper purpose.

### A Committee Member may not act, or agree to the Club acting, in a manner that contravenes the Rules of Racing, the Racing Act, the Incorporated Societies Act or these Rules.

### A Committee Member may not:

#### agree to the affairs of the Club being carried on in a manner likely to create a substantial risk of serious loss to the Club’s creditors; or

#### cause or allow the affairs of the Club to be carried on recklessly or in a manner likely to create a substantial risk of serious loss to the Club’s creditors.

### A Committee Member may not agree to the Club incurring an obligation unless the Committee Member believes at that time on reasonable grounds that the Club will be able to perform the obligation when it is required to do so.

### A Committee Member, when exercising powers or performing duties as a Committee Member, is to exercise the care, diligence and skill that a reasonable Committee Member would exercise in the same circumstances taking into account:

#### the nature of the Club;

#### the nature of the decision;

#### the circumstances applying at the time; and

#### the position of the Committee Member and the nature of the responsibilities undertaken by him or her.

### To the extent applicable, the members of any sub-committee appointed by the Committee in accordance with Rule 10.3 (Sub-committees) must comply with the duties outlined in this Rule.

# Quorum and voting at Committee meetings

## Quorum required

### Unless extraordinary circumstances exist, no business may be transacted at a Committee meeting if a quorum is not present.

### A quorum for a Committee meeting is a majority of Committee Members present.

### If a quorum is not present within 30 minutes after the time appointed for the commencement of a Committee meeting, the meeting is to be adjourned to such other date, time, and place as the President may appoint.

## Voting at Committee meetings

### At any meeting of the Committee all questions will be decided by the affirmative votes of at least a bare majority of Committee Members (50%) eligible to vote (a **General Resolution**), provided that any question relating to:

#### the setting of any Subscription Fee;

#### appointment of any Committee Appointed Committee Member;

#### selection of the President and Vice President;

#### adoption of the annual financial budget;

#### any other matters to be decided by Special Resolution,

will be decided by a resolution requiring the affirmative votes of at least three-quarters (75%) of Committee Members eligible to vote (a **Special Resolution**).

### Each Committee Member is to have one vote.

### In the event of equality of voting the status quo will be maintained.

### The President will have a deliberate vote but no casting vote.

## Written resolutions

A General Resolution in writing, signed or assented to be the majority of the Committee Members entitled to vote on that resolution is as valid and effective as if it had been passed at a meeting of the Committee duly convened and held. A Special Resolution in writing, signed or assented to be the majority of the Committee Members entitled to vote on that resolution is as valid and effective as if it had been passed at a meeting of the Committee duly convened and held. Each Committee Member must be given notice of the form of the proposed resolution. Any such resolution may consist of several documents (including electronic or other similar man of communication) in like form, each signed or assented to by one (1) or more Committee Members. A copy of any such resolution must be entered in or kept with the records of Committee Meetings.

# Meeting of Committee

## Methods of holding meetings

### A minimum of one (1) meeting of the Committee must be held each calendar month and may be conducted either:

#### by a number of the Committee Members who constitute a quorum, being assembled together at the place, date and time appointed for the meeting;

#### by means of audio, or audio and visual, communication by which all the Committee Members participating and constituting a quorum can simultaneously hear each other throughout the meeting and confirm their attendance at the start of the meeting; or

#### by such other electronic means as determined by the President, so long as all Committee Members participating and constituting a quorum can participate in the meeting equally and without unreasonable cost or effort.

### For the avoidance of doubt, any Committee Member participating in a meeting of the Committee by means of audio, audio and visual, or other electronic communication (as determined by the Committee) will be counted as part of the quorum for that meeting.

## Notice of meeting

### A Committee Member or, if requested by a Committee Member to do so, an employee of the Club approved by the Committee for this purpose, may convene a meeting of the Committee.

### Notice of a meeting of the Committee is to be provided to each Committee Member and to Members of the Club by:

#### notifying in writing (including electronically), every Committee Member; and/or

#### publishing notice of a meeting in any newsletter or publication (including electronically) as the Committee determines.

### Unless impracticable in the circumstances, a minimum of five (5) business days’ notice must be given prior to any meeting of the Committee.

## Insufficient Number of Committee Members

The Committee may act notwithstanding any vacancy in their body, provided that the total number of Committee Members is not less than four (4).

## PRESIDENT ABSENT

If at any meeting the President is not present at any Committee meeting within 15 minutes after the time appointed for the commencement of the meeting, the Committee Members present may choose one of their number to be Chair of the meeting.

## Minutes to be kept

### Minutes must be kept of all proceedings at each meeting of the Committee. Minutes of a meeting which have been signed as correct by the President (or by the person acting as Chair for that meeting) are conclusive evidence of the proceedings at that meeting.

## Other procedures

Except as set out in this Rule, the Committee may regulate its own procedure.

# Rules of Racing and NZTR

### Notwithstanding any other provision of these Rules, the Club shall be bound by, and subject to, the Rules of Racing.

### The Club shall comply with, and meet its obligations under, the constitution of NZTR, including in respect of the payment of any levies due to NZTR.

# Conflicts of interest

### No Committee Member (including, for the purposes of this Rule, any member of a sub-committee established by the Committee in accordance with Rule 10.3 (Sub-committees)) may vote on a resolution of the Committee or the sub-committee or sign any document relating to the entry into a transaction or the initiation of the matter in respect of any matter in which that Committee Member has an interest, including (without limitation) if the Committee Member:

#### is a party to the transaction, could derive a material financial benefit from the transaction, or has a material financial interest in another party to the transaction; or

#### is a Committee Member, officer or trustee of either another party to the transaction, or a person who could derive a material benefit from the transaction; or

#### is the parent, child, spouse, civil union partner or de facto partner of either another party to the transaction, or a person who could derive a material benefit from the transaction; or

#### is otherwise directly or indirectly materially interested in the transaction.

### A person who is prevented from voting on a matter as a result of being interested under paragraph (a) above, may still be counted for the purpose of determining whether there is quorum at any meeting at which the matter is considered. However, if 50% or more of the members of the Committee or sub-committee are prevented from voting on a matter, a Special Members’ Meeting must be called to consider and determine the matter.

### Any “interest” must be disclosed as soon as practicable after the Committee Member or committee members become aware of the interest. The nature and extent of the interest (including any monetary value of the interest if it can be quantified) must also be disclosed. After disclosure, the Committee Member or committee member may not participate in any decision on that matter, and may be excluded by the rest of the Committee or sub-committee from any discussion on it.

### The Committee must maintain an “interests register” recording the particulars of the Committee Member’s or committee member’s “interest”. This “interests register” shall be open for inspection by Members upon reasonable notice to the Contact Officer. A summary of the “interests register” must be presented to each Annual Members’ Meeting.

# Committee Expenses

Each Committee Member is entitled to be paid for all reasonable travelling, accommodation and other expenses incurred in connection with the attendance at meetings or otherwise in connection with the Club’s business.

# Indemnity and insurance

## Indemnity for Committee Members and sub-committee members

### Each Committee Member and sub-committee member appointed in accordance with Rule 10.3, from time to time, is to be indemnified by the Club for any costs incurred by him or her in any proceeding:

#### that relate to liability for any act or omission in his or her capacity as a Committee Member or sub-committee member; and

#### in which judgment is given in his or her favour, or in which he or she is acquitted, or which is discontinued.

### Each Committee Member and sub-committee member appointed in accordance with Rule 10.3 (Sub-committees), from time to time, is to be indemnified by the Club for any liability or costs in respect of:

#### liability to any person other than the Club for any act or omission in his or her capacity as a Committee Member; or

#### costs incurred by him or her in defending or settling any claim or proceeding relating to any such liability.

### However, a Committee Member’s or sub-committee member’s right to be indemnified does not extend to any liability or costs incurred that are the result of a criminal act or a breach of any fiduciary duty owed to the Club or in relation to any wilful default or fraudulent acts or omissions on the part of the Committee Member.

## Indemnities for employees

In addition to the indemnity set out in Rule 16.1 (Indemnity for Committee Members), the Club may indemnify an employee of the Club for any costs referred to in Rule 16.1 (Indemnity for Committee Members).

## Insurance

## The Committee must ensure that, to the extent permitted by law, the Club procures and maintains appropriate insurance in respect of:

### its indemnity obligations in Rules 16.1 (Indemnity for Committee Members) and 16.2 (Indemnities for employees) above; and

### liabilities that a Committee Member, sub-committee member or employee may incur in their capacity as a Committee Member, sub-committee member or employee, including the defence costs associated with defending allegations of such liability.

## Duty to certify

The Committee Members who vote in favour of authorising the effecting of insurance under Rule 16.3 (Insurance) are to sign a certificate stating that, in their opinion, the cost of effecting the insurance is fair and reasonable for the Club to incur in the circumstances.

# Contact Officer

### The Committee may appoint a Contact Officer upon and subject to the terms and conditions set out in this Rule 17 (Contact Officer).

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

### The Contact Officer must be a member of the Committee, and may hold any other office as a member of the Committee or a Member of the Club.

### The Contact Officer will be the principal administrative officer of the Club and will perform all such duties as required of the Contact officer as that role may be defined in the Incorporated Societies Act (if at all) from time to time.

### Subject to paragraph (c) above, the Contact Officer will perform all such duties as the Committee from time to time decides.

# Register of Members and access to information

### The Contact Officer will compile and maintain at the offices of the Club, a Members’ Register. The register is to include all information required to be kept by the Committee, in accordance with any rules or legislation by which the Club is bound.

### The Members’ Register will be available for inspection by Members upon reasonable request in writing to the Contact Officer.

### A Member may, at any time, make a written request to the Committee for information held by the Club. A written request made by a Member must specify the information sought in sufficient detail to enable the Committee to identify it.

### The Committee may, in its sole discretion, refuse access to the requested information where it considers such refusal necessary to protect the interests of the Club or any other person or where it considers the request for information to be frivolous or vexatious.

### The Members’ Register shall be made available to NZTR upon request, to enable it to fulfil integrity and such other functions and requirements that may be necessary from time to time.

# Financial records and auditing

## Money received by the Club

### All Subscription Fees and other moneys received by or on behalf of the Club is to be paid to the credit of the Club’s account at the Bank Of New Zealand or any other bank as the Committee may appoint from time to time.

### All cheques drawn on or withdrawals made from the Club’s account will be authorised by signature of any two of the following:

#### the Chair;

#### the Contact Officer

#### such person as designated from time to time by the Committee.

## No pecuniary gains

### The funds and property of the Club will be devoted solely to the objects specified in Rule 3 (Objects and powers of the Club), and no pecuniary gains will be derived by any Member from the operations or property of the Club, provided that at its discretion the Committee may remunerate Committee Members or sub-committee members (as provided in Rule 15 (Committee Members remuneration and other benefits)) and/or pay such honorarium to the Chair as it deems appropriate (if any) from time to time.

### No Committee Member or any employee of the Club may enter into any contract with the Club except with the unanimous approval of the Committee (excluding the interested Committee Member) or Members at a Members’ Meeting, or in the event that the contract is an employment contract between an employee of the Club and the Club.

### No Member or any person associated with a Member shall participate in or materially influence any decision made by the Club in respect of the payment to or on behalf of that Member or associated person of any income, benefit, or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arm’s length transaction (being the open market value) and shall not be for the private pecuniary profit of that Member or associated person.

### Rule 19.2 (No pecuniary gains) does not prohibit any payment for:

* + - 1. a salaried employee of the Club appointed in accordance with these Rules;
      2. professional services rendered to the Club in the course of its business charged at no greater than current market rates in circumstances where the provisions in these Rules governing conflicts of interests have been complied with;
      3. goods supplied, on arm’s length terms, to the Club in the ordinary course of business; or
      4. any reasonable out-of-pocket expenses incurred by a Committee Member, sub-committee member, employee or Member acting in the interests of the Club and with the written approval of the Committee.

### Notwithstanding any other provision of these Rules, a Member’s membership in the Club shall not be deemed to confer upon that Member any right, title, or interest, either legal or equitable, in the property of the Club.

## Auditor

### The Members are, at each Annual Members’ Meeting, to appoint an Auditor:

* + - 1. to hold office as Auditor from the conclusion of the meeting until the conclusion of the next Annual Members’ Meeting; and
      2. to audit the financial statements of the Club.
    1. The Committee may fill any casual vacancy in the office of Auditor. However, while the vacancy remains, any surviving or continuing auditor may continue to act as Auditor.
    2. The reasonable fees and expenses of the Auditor are to be fixed by the Committee.

# Annual report and statement of accounts

### The Committee will prepare or cause to be prepared a report of its activities and the state of the industry for the year ended 31 July in each and every year, such report to be signed on behalf of the Committee by the Chair and distributed by mail or otherwise notified (including electronically if required) to every Member as soon as practicable after 31 July and not later than fourteen days prior to the date set for the Annual Members’ Meeting.

### The Committee will prepare or cause to be prepared an audited statement of income and expenditure and balance sheet of the Club for the year ended 31 July in every year, such report to be signed on behalf of the Committee by the Chair, and to be certified as correct by the Auditor, and distributed by mail or otherwise notified (including electronically if required) to every Member as soon as practicable after 31 July and not later than fourteen days prior to the date set for the Annual General Meeting.

### All financial statements prepared in accordance with this Rule must be in a form, and based on accounting principles, as determined from time to time by the New Zealand Racing Board.

### The Committee must ensure that the Club meets all reporting obligations under the Racing Act, the NZTR funding policy, and the New Zealand Racing Board betting licence.

### In accordance with the Gambling Act 2003 while the club is a “Class 4” society (a gaming operator), the Committee must provide to the Department of Internal Affairs, within three months of the end of the Club’s financial year, a report of its activities (including an itemised statement of the application or distribution of net proceeds from class 4 gambling for authorised purposes) and audited financial statements.

### In accordance with the Club’s obligations as an Incorporated Society, the Committee will provide to the Registrar of Incorporated Societies, within six months of the end of the Club’s financial year, a copy of its audited financial statements signed on behalf of the Committee by two Committee Members.

# Amendment to Rules

### Authority to amend, alter, add to or rescind these Rules will be vested solely in the Members, and no amendment, alteration, addition or rescission of these Rules will become effective unless proposed as a remit in accordance with Rule 7.4 (Remits) and approved by a resolution of Members passed by not less than 75% of Members present and voting at a Members’ Meeting and signed by no less than three (3) Members.

### Notwithstanding any other provision of these Rules, the Members shall not amend, alter or add to these Rules in any manner which is inconsistent with, or contrary to, the Racing Act (including any Rules of Racing issued under the authority thereof), the Incorporated Societies Act, the Income Tax Act 2007 (or any successor enactments to such statutes) and all other applicable legislation. The provisions and effect of this Rule shall not be removed from these Rules and shall be included and implied in any document replacing these Rules.

### The Committee of the Club shall conduct a full review of the rules of the Club, no less than once every five years. When such a review takes place and the Committee of the Club deem that it is not necessary to amend any of the rules of the Club, then Club Members shall be duly notified of the decision.

# Signing of documents and common seal

### The common seal of the Club is to be kept in the custody of the Contact Officer, honorary solicitor or such other person as designated from time to time by the Committee and will only be affixed to any deed or document in pursuance of a resolution of the Committee and in the presence of the Chair, one other Committee Member of the Committee and the Contact Officer and the person affixing this seal will at the same time sign the relevant document.

### Subject to (a) above, an obligation or contract which is required by law to be in writing, and any other written obligation or contract which is to be entered into by the Club, may, with the approval of a resolution of the Committee, be signed on behalf of the Club by two Committee Members.

### Any obligation or contract which must be by deed must be made under common seal in accordance with (a) above.

# Dissolution

### The Club may be wound-up or put into liquidation by a resolution of its Members in accordance with the procedures (including any notice requirements) specified in the Incorporated Societies Act.

### In the event of the Club being wound-up or put into liquidation in accordance with (a) above, the property and surplus assets of the Club after payment of the Club’s liabilities and the expenses of the winding-up must be disposed of in accordance with section 27 of the Racing Act, for racing, public, charitable, or other purposes in the manner that the Club, with the approval of NZTR, determines.

### For the avoidance of doubt, the Club must not distribute any property or surplus assets to or among Members upon dissolution.

# Notices Rule

## Form of notice

Each notice or other communication under these rules that is to be in writing, is to be made by facsimile, email, personal delivery or by post to the addressee at the facsimile, email address or physical address, and is to be marked for the attention of the person or office holder (as applicable), from time to time designated for the purpose by the addressee to the Committee.

## Notice effective

No communication is to be effective until received. A communication is to be deemed to be received by the addressee:

### in the case of a facsimile or email, on the day on which it is sent or, if sent after 5pm (in the place of receipt) on a business day or, if sent on a non-business day, on the next business day after the date of sending;

### in the case of personal delivery, when delivered; and

### in the case of letter, on the fifth day after posting by regular mail or airmail.

# General

Any matters affecting the Club not provided for in these Rules must be decided by the Committee in light of, and without prejudicing, the objects of the Club set out in Rule 3 (Objects and powers of the Club).

# Schedule 1: Powers and functions of the Committee

The powers and functions of the Committee shall include (without limitation) the power to:

1. be the principal governing body of the Club with responsibility for overseeing the competent and lawful conduct of the Club’s affairs;
2. encourage and oversee the work of the Club in accordance with the objects and the policies from time to time laid down by the Club at its Members’ Meetings;
3. adopt an annual plan and budget for financial performance and to monitor results against the annual plan and budget;
4. exercise all powers vested in the Committee by the Rules of Racing;
5. elect or appoint, by any means determined by the Committee, the number of representatives permitted by NZTR to attend a general meeting of NZTR on behalf of the Club, in accordance with the rules of NZTR, as amended from time to time;
6. exercise control of all the training facilities of the Club from time to time;
7. purchase, lease, hire or by other means acquire any real or personal property necessary or convenient for furthering the objects;
8. sell, lease, exchange, mortgage, improve, manage, develop or otherwise deal with all or any part of the real and personal property of the Club, or in which the Club has or may hereafter have any beneficial interest excluding disposal of any Club Real Estate without consent of the Members at an Annual Meeting or Special Meeting called for the purpose.
9. borrow or raise money by mortgage or otherwise and in such manner, with or without security, on such terms as the Committee must think fit, providing the borrowing does not exceed $50,000.00 (refer Rule 7.1(X);
10. establish and delegate such powers as it considers appropriate, to such other committees or sub-committees and groups as it considers appropriate to assist it to carry out its responsibilities;
11. co-opt, engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Club;
12. publish and enforce the rules of the Club and any policies, procedures or by-laws determined from time to time;
13. resolve and determine any disputes or matters not provided for in these Rules;
14. appoint legal, accounting or other advisers as and when necessary;
15. act in accordance with all other powers, duties and obligations contained in these Rules; and
16. do all other acts and things which are within the powers set out above and the objects and which the Committee considers appropriate.