

time to time by resolution reduce the number of members to six. The two vacant positions so created shall be filled by the appointment by the respective executive committees of two persons, one of whom shall be a member of a club affiliated to the New Zealand Racing Conference and one of whom shall be a member of a club affiliated to the New Zealand Trotting Conference and such appointed members shall, until the Board shall decide to reduce the membership of the Board to six, be deemed to be regular members of the Board subject to retirement in rotation and with the rights and liabilities of the other members of the Board. On the retirement of any such appointed member by rotation his place shall be filled by the executive committee of the conference to which his club is affiliated and such retiring member shall be eligible for reappointment;

(e) The New Zealand Racing Conference and the New Zealand Trotting Conference shall forthwith each nominate two members of the Board in pursuance of subclauses (b) and (c) hereof who, together with the *ex officio* members shall assume office immediately this scheme is approved by the Minister. At the annual general meeting of the Board in each year one of the members appointed by the Executive Committee of the New Zealand Racing Conference and one of the members appointed by the Executive Committee of the New Zealand Trotting Conference shall retire from office as a member of the Board but shall be eligible for reappointment. The member to retire in each case shall be the member who has been longest in office as a member of the Board but between members of equal service the member to retire shall be selected by lot. In the event of no person being appointed by the executive committee of either conference to fill a vacancy on the Board occasioned by the retirement by rotation of one of its members the retiring member shall if willing to act be deemed to be reappointed for a further year. If the retiring member shall be unwilling to act a casual vacancy shall be deemed to have occurred;

(f) Casual vacancies on the Board shall be filled by the executive committee by which the person causing the casual vacancy shall have been appointed, but no person shall be eligible for appointment to the Board who is not a member of a club affiliated to either conference, and any member appointed to fill a casual vacancy shall be subject to retirement at the same time as if he had been appointed on the day on which the member in whose place he is appointed was last appointed a member of the Board, but shall be eligible for reappointment. If the executive committee of either conference entitled to fill a casual vacancy on the Board fails for a period of four months after being notified of the vacancy to appoint a member to fill the vacancy the Board may fill the casual vacancy by the appointment of any person who is qualified for appointment by the executive committee of the conference entitled to fill such casual vacancy;

(g) The remuneration of the Chairman and members of the Board shall be such sum as shall be fixed by the Board from time to time with the approval of both the executive committees of the two conferences and, until otherwise fixed, shall be at the rate of £400 per year for the Chairman of the Board and £300 per year for each member of the Board;

(h) All members of the Board shall be entitled to be paid by the Board their travelling expenses reasonably incurred in attending meetings of the Board and the Board may award to any member any additional remuneration for any special work undertaken by that member at the request and on behalf of the Board.

(2) Powers and Functions of the Board

(a) The Board may exercise all the powers conferred upon the Board by the Act and by the scheme from time to time in force and all such other powers, being not inconsistent with the powers conferred by the Act, as are conferred on the Board by regulations or by any rules hereinafter made by the Board;

(b) The constitution, powers, and functions of the Board as provided in this Part may be altered at any time and from time to time by the Board by a resolution of the Board passed by a majority of three-fourths of the members of the Board voting on the resolution and subsequently approved by the executive committees of the New Zealand Racing Conference and the New Zealand Trotting Conference, but so that no such alterations shall be in any way inconsistent with the provisions of the Act and of any scheme from time to time approved by the Minister in pursuance of the Act;

(c) The Board shall cause minutes to be made in books provided for the purpose:

- (i) Of all appointments of officers made by the Board;
- (ii) Of the names of the members present at each meeting of the Board;
- (iii) Of all resolutions and proceedings at all meetings of the Board and of committees of the Board;

(d) The Board shall adopt a common seal and make rules for the custody of the same. The seal shall have the name of the Board engraven or otherwise permanently marked thereon in legible characters. The seal shall not be fixed to any document except in pursuance of a resolution of the Board and in the presence of two members of the

Board or of one member of the Board and the Secretary of the Board and such two members or such member and secretary as the case may be shall sign every document to which the seal of the Board is so affixed in their presence;

(e) The Board shall establish a registered office at which all notices and processes required to be served on the Board may be served. The Board shall paint or affix and keep painted or affixed its name and a statement that it is the registered office of the Board on the outside of such office. Until otherwise resolved the registered office of the Board shall be situated in Dominion Building, Wakefield Street, Wellington. The Minister shall be notified of every change in the office of the Board;

(f) At its first meeting and thereafter at the annual general meeting in each year the Board shall appoint an auditor or auditors for the ensuing year and the remuneration of such auditor or auditors and the conditions of the audit shall be from time to time settled by the Board. Any auditor appointed by the Board shall be a public accountant practising in New Zealand. The Board shall in each year cause to be prepared and presented to the annual general meeting of the Board a report of the operations of the Board for the preceding year and a balance sheet and profit and loss account certified by the auditor or auditors of the Board, and such annual report, balance sheet, and profit and loss account shall be laid before the Board at the annual general meeting in each year. Copies of such reports, balance sheets, and profit and loss account shall be sent to the Minister and to the two conferences immediately on the conclusion of each annual general meeting.

(3) Proceedings of Board

(a) Quarterly meetings of the Board shall be held in the months of October, January, March, and July in every calendar year at such time and place as may be prescribed by the Board. The meeting held in October in each year shall be called the annual general meeting. A special meeting of the Board may be called at any time by the chairman or shall be called by the secretary on a request in writing of any two members of the Board. In the case of a meeting called by request as aforesaid, seven days' notice at least, exclusive of the date on which the notice is served or deemed to be served and exclusive of the date for which the notice is given, specifying the place, the date, and hour of the meeting and in case of special business the general nature of that business shall be given to all members of the Board by prepaid letter addressed to each member of the Board at his address lodged at the registered office of the Board, and such notice shall be deemed to be served on the day following the date of posting thereof, but the non-receipt of such notice by any member or accidental omission to give such notice to any member shall not invalidate the proceedings at any special meeting;

(b) No business shall be transacted at any meeting unless a quorum of members is present at the time when the meeting proceeds to business and a quorum shall be three members present in person. The chairman or, in his absence, the vice-chairman shall preside at all meetings of the Board, but if neither the chairman nor the vice-chairman is present or if present declines to act the members present shall appoint one of their number to act as chairman;

(c) All questions arising at any meeting of the Board shall be decided by a majority of votes. Each member present shall have one vote and in the case of equality of votes the chairman of the meeting shall have a second or casting vote;

(d) A resolution in writing of the Board signed by all the members of the Board shall be as effective as a resolution of the Board passed at a meeting duly convened for the purpose;

(e) The President of the New Zealand Racing Conference shall be the first chairman of the Board and the President of the New Zealand Trotting Conference shall be the first vice-chairman of the Board, and they shall hold office until the annual general meeting in 1951 when the President of the New Zealand Trotting Conference shall become chairman of the Board and the President of the New Zealand Racing Conference shall become vice-chairman of the Board, and thereafter the presidents of the two conferences shall alternate in each year as chairman and vice-chairman. Provided, however, that if the president entitled to act as chairman is unwilling to act or, having assumed office, desires to retire or becomes incapable of acting, the Board by a unanimous vote of those present at the meeting may either, with the consent of the president entitled to act, extend the term of the retiring chairman for a further year or it may appoint one of its number to be chairman for the ensuing year or unexpired part of a year (as the case may be), and the Board may in the same way fill any vacancy occurring in the office of vice-chairman, but any extension of the term of a president as chairman shall not disqualify such president from acting as chairman in the year in which he would have been entitled to act if his term had not been extended;

(f) If either of the *ex officio* members of the Board shall be absent from New Zealand or unable to attend any meeting of the Board he may by writing under his hand and either generally or for a special meeting of the Board appoint an alternate with all or any of the powers, authorities, and discretions of the appointor. Every such appointee