

(3) Proceedings of Board

(a) The Board shall hold not less than four meetings in each calendar year, such meetings to be held at such time and place as may be decided by the Board. One of such meetings shall be called the annual general meeting to be held within six months of the termination of the financial year of the Board which shall be the 31st day of July. 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 Trotting Conference is the chairman of the Board and the President of the New Zealand Racing Conference is the vice-chairman of the Board and they shall hold office until the close of the next annual general meeting, when the President of the New Zealand Racing Conference shall become chairman of the Board and the President of the New Zealand Trotting 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 each taking office at the close of each annual general meeting;

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 shall be a member of a club affiliated to the conference of which the appointor is president, and while such alternate holds office he shall be entitled to notice of meetings of the Board and to attend and vote thereat accordingly, but he shall *ipso facto* vacate office as alternate if and when the appointor vacates office as president or removes such alternate by writing under his hand or if such alternate is disqualified by ceasing to be a member of a club affiliated to the conference of which the appointor is president. If a member of the Board is appointed alternate chairman or vice-chairman the appointee while holding such office shall be deemed unable to attend meetings as a member of the Board, and the provisions of clause 3 (g) of this Part shall apply;

(g) If any member of the Board other than an *ex officio* member is absent from New Zealand or unable to attend a meeting of the Board the executive committee of the conference which has appointed such member, or the authorised agent of such executive committee, may appoint by writing under its hand or under the hand of its authorised agent an alternate for such member with all or any of the powers, authorities and discretions of such member and either generally or for any particular meeting such appointment shall have effect. The alternate must be a member of a club affiliated to the conference so appointing him as alternate and whilst he holds office as an alternate he shall be entitled to notice of meetings of the Board and to attend and vote thereat accordingly, but he shall *ipso facto* vacate office if and when the member for whom he acts as alternate ceases to be a member or if the executive committee which appointed him removes such alternate

from office by writing under its hand or under the hand of its authorised agent or if the appointee ceases to be a member of a club affiliated with the conference so appointing him as the alternate.

PART III: OPERATION OF THE SCHEME**(1) Administration**

(a) *Staff:* The Board shall be responsible for the appointment of all executive officers and other employees and for the terms and conditions of their employment. Except for the position of general manager and such other executive officers as the Board may determine from time to time, the Board may delegate:

- (i) To the general manager its authority for the appointment or promotion of executive officers and for the terms and conditions of their employment.
- (ii) To the general manager or such other executive officer or officers as it or the general manager may direct its authority for the appointment or promotion of other employees and for the terms and conditions of their employment.

The power to dismiss staff shall be vested in the Board and, except as to the executive officers as designated in the foregoing part of this clause, the Board may delegate its powers of dismissal to the general manager.

No person for the time being disqualified or warned off the course under the rules of racing and no person being prohibited from attending race meetings shall be eligible for appointment to the staff.

(b) *Agents:* In lieu of or in addition to the appointment of employees, the Board, if satisfied that the efficiency of the administration of the scheme will be improved thereby and that it retains full control and supervision of such administration, may delegate to an agent the administration of any part of the scheme on such terms and conditions as the Board determines, though subject always to any restrictions or requirements imposed by the Act.

The terms and conditions of the appointment of an agent shall be set forth in a written agreement between the Board and such agent.

Any premises or part of premises used by an agent for the purposes of conducting cash, telephone or postal betting would be a totalisator agency.

(2) Establishment of Totalisator Agencies and of Offices

The Board will establish and continue to operate sufficient totalisator agencies and other offices as, having regard to the business which in the opinion of the Board is offering, or is likely to be offering in any locality and to the cost and availability of staff and premises, will ensure that the public anywhere in New Zealand are offered reasonable and convenient facilities for investing at race meetings or on horse races off course. Any totalisator agency or other office may be:

- (a) Established directly by the Board and be operated under the direct supervision of an officer of the Board; or
- (b) Established by an agent pursuant to an agreement as is provided in clause (1) (b) of this Part; or
- (c) By a combination of such means.

Any totalisator agency may be in direct communication with head office or be part of a district network with communication to a district office of the Board.

The Board will establish such offices as it considers necessary for its internal administration of business to and from totalisator agencies and for the transmission of investments.

In any premises or part of premises used as a totalisator agency it shall be the policy of the Board not to induce the public to loiter in such premises or to invest.

(3) Methods of Investing at Totalisator Agencies

Any or all of the following methods of investing may be available at any totalisator agency as the Board may decide:

(a) *Cash:* The investor shall be issued with a ticket or tickets on payment in cash of the amount of his investment. The procedure will be similar to investing on course.

(b) *Telephone:* Investments may be made by telephone against a deposit previously established with the Board or against dividends due to the credit of an investor's account.

The Board may determine from time to time the minimum amount of the deposit.

Where investments by telephone are permitted at a totalisator agency operated by an agent all amounts deposited and dividends credited thereto shall be deemed to be deposited with the Board.

(c) *Postal:* Investors may send instructions by post accompanied by cash or by such equivalent for cash as the Board may determine.

The forms of money receivable at the time investments are made or which are receivable as deposits and the conditions on which they are received shall be as are determined by the Board from time to time.

Credit betting will not be permitted.

No instructions by telegram will be accepted.

(4) General Provision as to Receipt of Investments

(a) The Board will promulgate rules relating to:

- (i) General conditions additional to or supplementing the provisions of clause (14) of this Part under which investments will be accepted at or through any totalisator agency.
- (ii) Matters of detail in respect of each method of investment referred to in clause (3) of this Part.