



By-Laws

Updated 1st August 2010

EQUESTRIAN SPORTS NEW ZEALAND
BY –LAWS
For the administration of
ENDURANCE NEW ZEALAND & COMPETITIVE TRAIL RIDING

1. INTRODUCTION

Endurance New Zealand & Competitive Trail Riding (“EnNZ”) a discipline recognized by the Annual General Assembly (“AGA”) of the Equestrian Sports New Zealand (“ESNZ”) shall be governed by a Board appointed by the members of EnNZ (“Board”).

The Board is the duly appointed delegate of ESNZ for all purposes connected with governance and management of EnNZ. The Board has ESNZ authority to make by-laws for administration and governance of EnNZ.

These By-Laws are to be read in conjunction with the ESNZ Constitution Rules and By-Laws. If there is any inconsistency between these By-Laws and the Constitutional Rules, Regulations and By-Laws of the ESNZ, the Constitutional Rules, Regulations and By-Laws of the ESNZ will prevail.

2. ADMINISTRATION

The administrative functions of EnNZ shall be supervised by the Board.

3. PURPOSES AND OBJECTIVES

The purpose of EnNZ is to operate as the administrative and regulatory agency of endurance to maintain fair and equal competition and encourage the observance of the principles and spirit of equestrian sports by both horse and rider.

The mission of EnNZ is to organise and promote the growth of the Discipline in New Zealand.

Its objects are:

- To provide opportunities and access for as many New Zealanders as possible who wish to participate in endurance and competitive trail riding ("CTR") at all levels of competition from recreational to elite.
- To protect the welfare of horses in sport through the pursuit of excellence in riding, instruction, judging, course designing, medication control, veterinarian and any other matters pertaining to horsemanship.
- To encourage, organise and promote the entry of equestrian teams and individuals (where applicable) in international events.

4. INTERPRETATION

In this these by-laws unless the context otherwise requires:

ordinary member means a person who qualifies in terms of by-law 5

associate member means any company or society which qualifies in terms of by-law 5

junior member means any person who qualifies in terms of by-law 5

honorary life member means any person who qualifies in terms of by-law 5

A **registered rider** means a rider who holds a riders card issued by ESNZ.

Office and Officer mean the title and the person holding that title who are elected to the Board by the members of EnNZ at an Annual General Meeting.

Executive Officer means an officer who is a member of the executive of The Endurance Board

Annual General Meeting (“AGM”) means a meeting of the members convened annually and notified to the members in advance.

Affiliated Club means a club that is officially recognised by EnNZ.

5. CATEGORIES OF MEMBERSHIP AND AFFILIATION

5.1 The membership of EnNZ shall comprise those members who qualify in accordance with by-laws 5.2, 5.3, 5.4 and 5.5 and who otherwise comply with these by-laws:

5.2 An Ordinary Member must be:

- (a) a current financial member of ESNZ
- (b) a member of an affiliated club
- (c) entitled to vote at general meetings
- (d) entitled to hold office

5.3 An Associate Member must be:

- (a) required or empowered by its constitution to be bound by these by laws

An Associate Member is not:

- (a) required to be a financial member of ESNZ
- (b) required to be a member of an affiliated club
- (c) entitled to vote at general or any other meetings
- (d) entitled to hold office

5.4 A Junior Member must be:

- (a) a financial member of ESNZ
- (b) a member of an affiliated club
- (c) under the age of 18 years at the commencement of the current riding season i.e as at 31 July in any year.

A Junior Member is not:

- (a) entitled to hold office
- (b) entitled to vote

5.5 An Honorary Life Member must be:

- (a) Any person who is proposed by the Board and approved by vote at the AGM having rendered special service to EnNZ
- (b) entitled to payment of membership fees for ESNZ by the Board
- (c) required to fulfil the requirements of an ordinary member should they wish to compete or use the services of ESNZ over and above the entitlement of an ordinary member.
- (d) entitled to vote as an ordinary member
- (e) entitled to hold office

5.6 An Affiliated Club is:

- (a) a club entitled to run events for which ordinary and junior members can receive recognition by EnNZ and ESNZ
- (b) not entitled to vote at any general or other meeting of EnNZ.
- (c) a signatory to an affiliation agreement with EnNZ. Such agreement to be prepared by the Board and shall contain such basic terms and conditions as set out in Appendix 1.
- (d) obliged to pay an annual subscription levy that is set by the Board at its annual general meeting.

6. SUBSCRIPTIONS

- (a) Every ordinary and junior member shall pay an annual subscription levy to an affiliated club of EnNZ and be a financial member of ESNZ.
- (b) The annual affiliated club subscription levy shall be set by each club at its annual general meeting
- (c) Every affiliated club of Endurance NZ will pay an annual affiliation fee that will be set by the Board at the AGM, payable to the Board by 31 May in each year.
- (d) The amount of the annual club affiliation fee to be paid to the Board annually shall be approved at the annual general meeting of EnNZ.
- (e) Members of an affiliated club whose club affiliation fee is in arrears as at 1

June in each year shall not be entitled to vote at any general meeting or to have any recognition by EnNZ of competition results until the club affiliation fee in arrears is paid.

7. THE REGISTER OF MEMBERS

- (a) A register of members shall be kept by the secretary of ESNZ.
- (b) Each affiliated club shall also keep a register of its own members
- (c) Each affiliated club shall provide up to date details of its own membership to the secretary of EnNZ. Such details may be required to be kept and maintained in an electronic data retrieval system and be capable of being emailed. The secretary of EnNZ shall be responsible for providing the secretary of ESNZ with such details.
- (d) Each affiliated club shall be responsible for obtaining the consent of its members in writing under the Privacy Act to the collection and dissemination of personal information for the efficient administration of New Zealand Endurance and ESNZ.

8. VOTING & PROXIES

8.1 Each member entitled to attend and vote at a general meeting may appoint a proxy to attend and vote on that member's behalf on the following terms:

- (a) The appointment of a proxy must be in writing signed by the appointor and be in a form where the intention to appoint the proxy is clear.
- (b) The appointment of the proxy may entitle the proxy to vote as the proxy sees fit or may direct the proxy to vote as directed in terms of the appointment.
- (c) The proxy may be general or specific in its terms and shall be read according to its clear meaning.
- (d) The document appointing the proxy must be received by the Returning Officer four days prior to the date of the meeting or handed in on the day of the meeting by a time to be decided by the Chair of EnNZ at which the proxy intends to attend and vote and if such proxy appointment is not so presented then the proxy shall be ineffective for that meeting..
- (e) The proxy so appointed must be an ordinary member of EnNZ at the time of appointment of the proxy.
- (f) The Proxy shall have no more than Five (5) proxy votes

9. EXECUTIVE BOARD

9.1 Composition of Board.

The Board shall comprise Board members as follows:

- (a) A maximum of Seven (7) elected financial members of EnNZ elected under by-law 10; and
- (b) Two (2) members of EnNZ appointed under bylaw 12.

- (c) The seven elected members must include a minimum of 2 members resident in the South Island
- (d) The seven elected members must include a minimum of 2 members resident in the North Island

9.2 Remuneration of Board Members

If appropriate the Board members may be paid for their time and responsibility in such sum or sums as the AGM shall in each year decide for the ensuing year.

The Board members may also be reimbursed for any travel or like expense incurred as a direct consequence of performing the functions of a Board member.

9.3 Election of Chairperson of the Board

The Board shall elect from their number a Chairperson and a Deputy Chairperson.

The Chairperson shall be the Chairperson of EnNZ and entitled to speak and act as such having regard to what is in the best interests of the members.

The Board may appoint from its members persons to perform such roles as the Board deems appropriate including but not limited to Financial Controller and Secretary.

9.4 Conduct of Meeting

At all meetings of the Board each Board member shall have one vote.

The voting at all meetings of the Board shall be by voice or on a show of hands unless a motion to take a ballot shall be carried.

No debate shall be permitted on a motion to take a ballot.

9.5 Chairperson's Voting Rights

The Chairperson of the Board shall have a casting vote as well as a deliberative vote.

9.6 Calling of Meetings

A meeting of the Board may be summoned by the Chairperson or the President of ESNZ at any time and must be summoned by him/her on receipt of a written requisition signed by two Board Members specifying the agenda of the meeting.

9.7 Quorum for Meeting

At any meeting of the Board the attendance of a minimum of (5) five members shall be required to form a quorum.

10. ELECTION OF BOARD MEMBERS

10.1 Nomination of Candidates.

Subject at all times to compliance with the requirements of by-laws 9.1(c) and (d) the following provisions shall apply:

- (a) Nominations shall be made in writing on the form prescribed by the Board and must be in the hands of the Secretary on or before the 31 May in each year.
- (b) In the event the number of nominations equals the required number of vacancies to be filled the Chairman at the AGM shall declare those members so nominated to be elected.
- (c) If the number of nominations is less than the number of vacancies, then the Chairman shall declare those members so nominated to be elected and the chairman of the annual general meeting shall call for nominations, to be seconded by another member to fill any vacancies at the annual general meeting and elected candidates to fill those vacancies shall be determined in accordance with by-law 10.4.
- (d) In the event that the number of nominations exceeds the number of vacancies a postal ballot of financial members shall be conducted. Voting papers shall be forwarded to financial members during the first week of June and must be returned to the Returning Officer prior to the date of the meeting or handed in on the day of the meeting by a time to be decided by the Chair of EnNZ. The elected candidates shall be determined in accordance with by-law 10.4.
- (e) Any member may nominate any other member.

10.2 Notification to Members

- (a) Voting papers shall be forwarded to financial members during the first week of June, either by post, fax or electronically, on which financial members may record their postal, fax or electronic votes for the number of vacancies to be filled on the Board. Candidates' names shall be shown in alphabetical order without any indication as to whether they are presently office bearers or members of the Board.

10.3 Term of Office

- (a) Subject to any earlier termination or disqualification a Board member is elected to that position until retirement until by-law 11.3.
- (b) If a Board member's position shall become vacant nothing shall prevent such a Board member from re-election for a further term.
- (c) Any member may nominate any other member/s for re-election to the Board.

10.4 Voting

- (a) A Returning Officer and two scrutineers shall be appointed by the Chairperson to count the votes.
- (b) The Returning Officer is to ensure that the composition of the Board in terms of by-law 9.1 is maintained and accordingly is empowered as follows:
 - (i) To declare the highest polling candidate(s) is/are elected to the vacancy(ies).
 - (ii) If there is a shortfall in the Island representation (by-laws 9.1(c) and (d)), to replace the lowest polling successful candidate(s) with the highest polling candidate(s) from the Island with a shortfall of candidate(s) representation to ensure by-laws 9.1(c) and (d) are satisfied.
 - (iii) Where 2 or more persons are tied and there are not sufficient vacancies available to elect all of the tied persons then a further ballot between the tied persons shall be conducted amongst the members present and entitled to vote.
 - (iv) No votes are to be declared invalid by virtue of a technical error in completion of any voting form if in the sole opinion of the Returning Officer the intention of the voting member is clearly discernable on the voting paper.

11. VACANCIES

11.1 The office of a member of the Board shall become vacated if the person holding that office:

- (a) Dies
- (b) Resigns by notice in writing
- (c) Is removed from office by a resolution of the Board passed by a majority vote by all Board members including the member under consideration. The required majority is the number of voting Board members present less one. The vote must be an Agenda item notified to all Board members prior to the meeting. Reasons for removal can include but are not limited to: serious offence breaking New Zealand law; non-performance on the Board; material contravention of the Board Code of Conduct.
- (d) Ceases to be a financial member.

11.2 Should an elected Board member's position (see by-law 9.1(a)) become vacant pursuant to by-law 11.1 then the Board shall call a by-election to fill the vacancy within 30 days of the effective date of vacancy. Should such a vacancy occur within 30 days of the date of the AGM it is at the Board's discretion whether or not to call any by-election prior to that date.

11.3 Order of Retirement.

At every AGM three (3) elected Board members shall retire from office. The elected Board members to retire pursuant to this clause shall be selected as follows:

- (a) first any elected Board member who wishes to retire and does not offer to stand for re-election
- (b) second those elected Board members who have been longest in office since their last election. For persons who were last elected as Board members on the same day, those to retire shall be determined by lot.

A retiring Board member shall hold office until the dissolution of the meeting at which his or her successor is elected.

A retiring Board member shall be eligible for re-election.

12. APPOINTED BOARD MEMBERS

12.1 Board Appointments

- (a) The Board may appoint up to two members using any procedure they decide on.
- (b) When the Board makes an appointment the Board must inform the members of the procedure used to make that appointment.
- (c) In appointing Board members under these provisions the Board shall use its best endeavours to appoint persons who have specific and relevant skills, qualifications and experience that is likely to add value and benefit to the activities and decisions of the elected board members and the Discipline.

12.2 Terms of Office of Appointed Board Members

- (a) The terms and conditions will be set by the Board.
- (b) The maximum term of office will be two (2) years.
- (c) The Board must inform the members of the term and conditions of the appointments of appointed board members.

12.3 Vacancy

Any vacancy in the appointed members of the Board may be filled by the Board appointing a person to fill the vacancy.

12.4 Vacating Office

The office of an appointed Board member shall be vacated if the person holding that office:

- (a) Dies
- (b) Resigns by notice in writing; or

- (c) Is removed from office by a resolution of the Board passed by a majority of not less than two thirds of the members of the Board excluding the appointed Board member under consideration.

13. FINANCIAL YEAR

13.1 Subject to any ruling from Inland Revenue to the contrary, the financial year shall commence on 1 June in every year.

14. POWERS OF THE BOARD

14.1 The affairs of Endurance NZ shall be **governed** by the Board. The Board shall be bound by the Constitution and General Regulations of the NF and any Regulations, By-Laws, or directions made by Endurance NZ in AGM or in SGM, which are not inconsistent therewith. No regulation made by Endurance NZ in AGM or in SGM shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

The Board Shall

- (a) Control all matters affecting the membership of Endurance New Zealand.
- (b) Determine fees from time to time payable e.g. newsletter costs, products and services.
- (c) Recommend any annual subscription, to be paid by members Of Endurance New Zealand and affiliated clubs to Endurance New Zealand, to be approved at the AGM.
- (d) Subject to the disciplinary and dispute provisions in the NZEF Constitution, regulations and by-laws, act as arbitor in regard to all disputes arising between any members of Endurance New Zealand and where appropriate direct any party seeking resolution from the Board to pay a sum of money to the Board on account of Board expenses.
- (e) Appoint such sub-committee as it may deem necessary or expedient and may delegate or confer on them such powers and duties as the Board may decide. The Board may in its discretion appoint any number of suitably qualified persons for any specific task or project to serve on such committees and may revoke such appointment at any time. These committees shall include but are not limited to the following:
 - (i) A Performance Selection Panel, responsible to the Board, comprising of not less than three (3) suitably qualified members of EnNZ, one (1) of these who shall be the designated Chairman of the Endurance NZ Performance Selection Panel.
 - (ii) A Performance Committee, responsible to the Board, and comprising not less than four (4) members of Endurance NZ, including at least one representative from the Performance Selection Panel, the Endurance NZ Chef d'Equipe, the Team Veterinarian and the Endurance NZ HP Performance Director or Coach. The Committee so appointed shall be responsible for the establishment and supervision of procedures including but not limited to the following;

- (a) All aspects of Rider development and training;
- (b) Preparation annually of The Endurance NZ Strategic plan and funding requirements for Performance activities.
- (iii) A Technical Committee, responsible to the Board, which will comprise a minimum of:
 - (a) one elected Board member,
 - (b) one member from the FEI Officials List elected by the members at the AGM; and
 - (c) one ordinary member (open or graded card rider) elected by the members at the AGM

With one (1) of the members so appointed being appointed by the Board as Chairperson. The Committee so appointed shall be responsible for the establishment and supervision of procedures including but not limited to the following;

- (a) Recommending to the Board the appointment of Endurance NZ and FEI Officials;
- (b) The training, upgrading and continuing education of Endurance NZ and FEI Officials;
- (c) Recommending to the Board proposed Rule changes;
- (f) Any such sub-committee shall be responsible to the Board and shall report their proceedings at intervals as directed by the Board and shall conduct their business in accordance with the directions of the Board.
- (g) The Chairperson of Endurance New Zealand shall be entitled to attend all sub-committee meetings whether or not that person is an appointed member of the sub-committee. The Chairperson shall not have the right to vote on subcommittees unless that person is a duly appointed member of the subcommittee.
- (hi) Do any act, matter or thing that will promote the interests of Endurance New Zealand and its members in the interest of the sport of endurance horse riding.
- (ij) Be responsible for the control and management of its income and expenditure.
- (j) Have absolute control over the appointment and removal of all its paid or unpaid officers and servants and shall determine the salaries and other terms and duties on which the officers and servants shall hold their offices.
- (k) Make any salary payments to such officers and servants exclusively out of the revenue of Endurance New Zealand.
- (l) Present all proposed Discipline rule changes from members, FEI or the Endurance New Zealand Board to the AGM for approval. Before presentation such proposed rule changes must first be assessed by the Technical Committee.
The Endurance New Zealand Board has the power to make immediate changes to the Discipline rules when circumstances dictate such action is necessary. Rule changes regulated in this manner must be presented by the board to the next AGM or SGM of EnNZ for ratification by a vote of the members.
- (m) Appoint Endurance New Zealand delegates to represent Endurance New Zealand at the ESNZ AGA according to Article 11 of the ESNZ Constitution.

- (n) Subject to the disciplinary and dispute provisions in the ESNZ Constitution, regulations and by-laws deal with all disciplinary matters and disputes.

15. GENERAL MEETINGS

The AGM will be open to all financial members of Endurance New Zealand and shall be held during the month of July in each year at such time and place as the Board determines for the purpose of:

- (a) receiving the Board's report and the annual financial statements for the past year
- (b) receiving reports from Board committees and affiliated bodies
- (c) electing the Board members under by-laws 9 and 10
- (d) considering remits affecting the Constitutional Rules and By-Laws
- (e) transacting general business

15.1 Notification of AGM

Prior to the 1st of May the ESNZ Secretary shall arrange for publication in the Bulletin and notification on the ESNZ website of -

- :
- (a) notice of the time and place of the AGM.
 - (b) an agenda of the business to be transacted at the AGM including names and details of nominees for election to the Board.
 - (c) a copy of the audited accounts.

15.2 The accidental omission to give notice or the non receipt of notice of an AGM by any member shall not invalidate the proceedings of any AGM unless the members present at an AGM determine otherwise.

15.3 Quorum

The quorum shall consist of not less than 30 ordinary members of EnNZ excluding proxies.

15.4 Business of Meeting

No business other than that stated shall be transacted unless notice of motion thereof shall have been given in writing to the Secretary of Endurance New Zealand on or before the 30th of April for the AGM. The business of the AGM shall include:

- :
- (a) confirmation of the minutes at the previous AGM.
 - (b) presentation of the annual report to the members.
 - (c) presentation of the financial statement and auditor's report for the preceding financial year.
 - (d) appointment of an auditor for the ensuing year.
 - (e) election of Board members (if required).
 - (f) to fix subscriptions due and ride levies for the then current financial year.

- (g) to transact any other business of which due notice has been given as provided by these rules.
- (h) general business.

15.5 The following provisions apply to all General Meetings:

- (a) the Chairperson or in that person's absence the Deputy Chairperson will chair the meeting. Should neither of the above be available then the meeting shall elect one of the members of the Board to take the Chair.
- (b) no ordinary member shall be entitled to vote unless a financial member.
- (c) every ordinary member present and entitled to vote has one vote upon every motion exercised in person or by proxy pursuant to the provisions of these by-laws and where there is an equality of votes the Chairperson has a second or casting vote.
- (d) voting is by a show of hands or if demanded by the Chairperson or three (3) members present at the general meeting and entitled to vote then by secret ballot.
- (e) a quorum consists of thirty (30) members present and entitled to vote.
- (f) except as otherwise provided in these by-laws a decision of the majority of those members present is binding on all members.
- (g) if within half an hour of the time appointed for a general meeting a quorum is not present the meeting if convened on requisition is dissolved but in any other case is adjourned until fourteen (14) days later at the same time and place and if a quorum is not then present those present are for the purposes of the adjourned meeting to constitute a quorum.
- (h) any ordinary or honorary member entitled to vote may lodge a notice of motion (in terms of the provisions of clause 16 herein) seeking to alter, amend or add to the By-Laws of EnNZ. Such notice of motion must be seconded by two other ordinary or honorary members entitled to vote.
- (i) a simple majority vote (including proxy votes) shall be sufficient to pass a notice of motion affecting these By-Laws.
- (j) voting shall be by a show of hands or if demanded by any 3 members then by secret ballot.
- (k) any alteration, amendment or addition to these By-Laws that is approved at the meeting shall come into force immediately upon being published in the bulletin.

15.6 Special General Meetings or Extraordinary General Meetings

15.7 In addition to the annual general meeting, special general meetings may be convened at any time in the following manner:

- (a) by written request to the Board signed by thirty (30) financial members or by resolution of the EnNZ Board.
- (b) such direction or written request shall clearly state the purpose for which the special general meeting is to be held and at the special general meeting (which shall be held within thirty (30) days after receipt by the Board of such direction or request), no other business shall be conducted other than the business specified in the notice convening the meeting.
- (c) The Secretary shall send a notice (including notices of motion, voting instructions and forms) to every financial member of the date, time, place

- and purpose of the special general meeting at least twenty one (21) days prior to the date of the meeting.
- (d) The Chairperson shall determine the place and time of any such meeting.
 - (e) any ordinary or honorary member entitled to vote may lodge a notice of motion (in terms of the provisions of clause 16 herein) seeking to alter, amend or add to the By-Laws of EnNZ. Such notice of motion must be seconded by two other ordinary or honorary members entitled to vote.
 - (f) a simple majority vote (including proxy votes) shall be sufficient to pass a notice of motion affecting these By-Laws.
 - (g) any alteration, amendment or addition to these By-Laws that is approved at the meeting shall come into force immediately upon being published in the bulletin.
 - (h) voting shall be by a show of hands or if demanded by any 3 members then by secret ballot.

15.8 Adjournment of Annual General Meeting

The Chairperson may with the consent of a majority of those present at any AGM, and shall if so directed by a majority of those present at the meeting, adjourn the meeting from time to time and from place to place.

No business shall be transacted at any adjourned meeting other than business, which was to be transacted at the meeting, which was adjourned.

If a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given in the same manner as the original meeting.

16. NOTICES

16.1 Every notice to be given to EnNZ or the Board under these Rules shall be given as follows:

- (a) In writing and may be handed or posted to the Secretary of Endurance NZ or left at or posted to the Registered Office of ESNZ, but no such notice shall be deemed to be received by Endurance New Zealand or the Board until it is actually received by the Secretary or delivered to the Registered Office whichever occurs first.
- (b) No notice shall have any effect until it has been received in accordance with clause (a) above.
- (c) Notices of motion shall be proposed by any member entitled to vote and seconded by two other members entitled to vote such notice in writing to be received by the Secretary at least 30 days prior to the meeting at which it is to be considered.
- (d) Any notice of motion must be notified to every financial member in writing, either by post, fax or electronically, during the first week of June for an AGM or at least 21 days prior to the date of any other general the meeting.

17. MINUTES

A minute book shall be provided and kept by the Secretary. Minutes of the proceedings of all meetings and general meetings of the Board and of any committee of the Board shall be prepared and entered in the minute book.

Every such minute purporting to be so kept shall be prima facie evidence of the facts therein stated.

APPENDIX 1

Terms of Agreement:

1. The club shall pay its annual levy no later than 31 May in each year to EnNZ and/or ESNZ
2. The club agrees to be bound by the ESNZ by-laws set out herein.
3. The club agrees to provide copies of its audited accounts if so required by EnNZ or ESNZ.
4. The club agrees to hold an AGM and Board members from EnNZ and/or ESNZ may attend, but do not have voting rights.
5. The club agrees to keep an updated list of its current members and provide the Secretary of EnNZ with these details on the 1st June each year and at any other time as required by EnNZ for purposes of checking eligibility of members to compete in Championship rides, for National Awards and for crediting of kilometres
6. The club agrees to collect all fees and levies set by the Board and ESNZ in the time frame advised to the club by the Board.
7. The club agrees to abide by a code of conduct as set down from time to time by EnNZ and/or ESNZ.
8. The club agrees to be supportive of EnNZ Board liaison member appointees at all times.



Administration Rules for
Competitive Trail Riding

1st August 2010

ADMINISTRATION RULES FOR COMPETITIVE TRAIL RIDING

1. INTRODUCTION

The name of the organisation is New Zealand Competitive Trail Riding (“CTR”)

CTR is a sub committee of Endurance NZ and as such is bound by the Endurance NZ Bylaws.

These Administration Rules are to be read in conjunction with the EnNZ Bylaws. If there is any inconsistency between these Administration Rules and the said Bylaws then the Bylaws will prevail.

2. INTERPRETATION

In these rules unless the context otherwise requires:

Board means the Board of Endurance NZ

CTR AGM (“AGM”) means a meeting of the members convened annually and notified to the members in advance for the purpose of discussing CTR matters

CTR Committee (“Committee”) means the members elected annually at the CTR AGM to administer CTR.

Member means a person who qualifies in terms of Endurance Bylaw 5

3. ADMINISTRATION

The administrative functions of CTR shall be supervised by the CTR Committee who is responsible to the Endurance NZ Board.

4. CTR AGM

4.1 The AGM shall have the power to exercise the functions and objects as conferred on by these rules.

The AGM will be open to all financial members of EnNZ and shall be held during the month of July in each year in conjunction with the EnNZ AGM for the purpose of:

- (a) Receiving the Chairpersons report for the preceding season
- (b) Receiving reports from Committee members. (Covering that member’s specific area of responsibility) for the preceding season.
- (c) Electing the Committee members.
- (d) Voting on CTR Remits, Rule Changes and Notices.

- (e) Transacting general business

4.2 Notification of AGM

Notification of the EnNZ AGM will also serve as notification of the CTR AGM.

The accidental omission to give notice or the non receipt of notice of an AGM by any member shall not invalidate the proceedings of any AGM unless the members present at an AGM determine otherwise.

4.3 Business of AGM

No business other than that stated shall be transacted unless notice of motion there shall have been given in writing to the Secretary of EnNZ at least twenty-eight (28) days prior to the meeting. The business of the AGM shall include:

- (a) Confirmation of the minutes at the previous AGM.
- (b) Presentation of the Chairman's annual report for the preceding season.
- (c) Presentation of Committee member's reports for the preceding season.
- (d) Election of Committee members.
- (e) Remits from individual members.
- (f) Transaction of any other business of which due notice has been given as provided by these rules.
- (g) General business.

4.4 Adjournment of Annual General Meeting

The Chairperson may with the consent of a majority of those present at any AGM, and shall if so directed by a majority of those present at the meeting, adjourn the meeting from time to time and from place to place.

No business shall be transacted at any adjourned meeting other than business, which was to be transacted at the meeting, which was adjourned.

If a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given in the same manner as the original meeting.

4.5 The following provisions apply to all General Meetings:

- (a) The Chairperson will chair the meeting. Should the Chairperson be unavailable then the meeting shall elect one of the members of the Committee to take the Chair.
- (b) No ordinary member shall be entitled to vote unless a financial member of EnNZ.
- (c) Every ordinary member present and entitled to vote has one vote upon every motion exercised in person or by proxy pursuant to the provisions of

these rules and where there is an equality of votes the Chairperson has a second or casting vote.

- (d) Voting is by a show of hands or if demanded by the Chairperson or three (3) members present at the general meeting and entitled to vote then by secret ballot.
- (e) A quorum consists of eight (8) members present and entitled to vote.
- (f) Except as otherwise provided in these rules a decision of the majority of those members present is binding on all members.
- (g) If within half an hour of the time appointed for a general meeting a quorum is not present the meeting if convened on requisition is dissolved but in any other case is adjourned until a date, time and place to be decided by the Committee and if a quorum is not then present those present are for the purposes of the adjourned meeting to constitute a quorum.
- (h) Any ordinary or honorary member entitled to vote may lodge a notice of motion (in terms of the provisions of rule 5 herein) seeking to alter, amend or add to the CTR Administration Rules.. Such notice of motion must be seconded by two other ordinary or honorary members entitled to vote.
- (i) A simple majority vote (including proxy votes) shall be sufficient to pass a notice of motion affecting these rules.
- (j) Voting shall be by a show of hands or if demanded by any 3 members then by secret ballot.
- (k) Any alteration, amendment or addition to these rules that is approved at the meeting shall come into force immediately upon being published on the ESNZ website.

4.6 Special General Meetings or Extraordinary General Meetings

In addition to the AGM, Special General Meetings may be convened at any time in the following manner:

- (a) By written request to the Committee signed by eight (8) financial members or by resolution of the EnNZ Board.
- (b) Such direction or written request shall clearly state the purpose for which the special general meeting is to be held and at the special general meeting (which shall be held within thirty (30) days after receipt by the Committee of such direction or request), no other business shall be conducted other than the business specified in the notice convening the meeting.
- (c) The Secretary shall send a notice (including notices of motion, voting instructions and forms) to every financial member of the date, time, place and purpose of the special general meeting at least twenty one (21) days prior to the date of the meeting.
- (d) The Chairperson shall determine the place and time of any such meeting.

5. NOTICES

Every notice to be given to EnNZ or the Committee under these Rules shall be given as follows:

- (a) In writing and may be handed or posted to the Secretary of EnNZ or left at or posted to the Registered Office of ESNZ, but no such notice shall be deemed to be received by EnNZ or the Committee until it is actually

- received by the Secretary or delivered to the Registered Office whichever occurs first.
- (b) No notice shall have any effect until it has been received in accordance with clause (a) above.
 - (c) Notices of motion shall be proposed by any member entitled to vote and seconded by two other members entitled to vote such notice in writing to be received by the Secretary at least 30 days prior to the meeting at which it is to be considered.
 - (d) Any notice of motion must be notified to every financial member in writing, either by post, fax or electronically, during the first week of June for an AGM or at least 21 days prior to the date of any other general the meeting.

6. CTR COMMITTEE

6.1 Functions of the CTR Committee

The functions of the CTR Committee shall be:

- (a) To conduct and administer the affairs of CTR within the Policies, Rules and By-Laws established by EnNZ and ESNZ.
- (b) To consider matters referred to it by the AGM, the Board, the President or Chief Executive officer of ESNZ, the EnNZ Technical Committee, the Chairperson, and at its discretion deal with such matters.
- (c) The Committee shall have overall responsibility for the policy and administration of CTR subject to the Endurance NZ By-laws and these rules.

6.2 Composition of the Committee

The Committee shall comprise:

- (a) One elected Board Member.
- (b) 4 members elected at the AGM.
- (c) Once elected, the Committee shall appoint, from its members, a Chairperson, a North Island Coordinator and a South Island Coordinator. It is not essential, but id preferable, for the Island Coordinators to be resident in the Island they represent.
- (d) The Committee may fill any vacancy arising on the committee that occurs prior to the next AGM

6.3 Liaison

The Chairperson shall be responsible for liaison with the Board and the EnNZ Technical Committee.

6.4 Conduct of Meeting

- (a) At all meetings of the Committee each Committee member shall have one vote.
- (b) The voting at all meetings of the Committee shall be by voice or on a show of hands unless a motion to take a ballot shall be carried. No debate shall be permitted on a motion to take a ballot.

- (c) The Chairperson of the Board shall have a casting vote as well as a deliberative vote.

6.5. Calling of Meetings

A meeting of the Committee may be summoned by the Chairperson of EnNZ or the Chairperson of the Committee at any time and must be summoned by him/her on receipt of a written requisition signed by two Committee Members specifying the agenda of the meeting.

6.6. Quorum for Meeting

The quorum for a meeting of the Committee shall be three (3) members.

6.8 Meetings

The committee shall meet at the AGM and at least once more during the year

6.9. Right to Co-opt

The committee may co-opt any person for a specific purpose.

7. ELECTION OF CTR COMMITTEE

Each year the Committee shall be elected in the following manner:

7.1 Nomination of Candidates.

- (a) Nominations shall be made in writing on the form prescribed by the Board and must be in the hands of the Secretary on or before the 31 May in each year.
- (b) In the event the number of nominations equals the required number of vacancies to be filled the Chairperson at the AGM shall declare those members so nominated to be elected.
- (c) If the number of nominations is less than the number of vacancies, then the Chairperson shall declare those members so nominated to be elected and the Chairperson of the AGM shall call for nominations, to be seconded by another member, to fill any vacancies at the AGM and elected candidates to fill those vacancies shall be determined in accordance with rule 7.3.
- (d) In the event that the number of nominations exceeds the number of vacancies a postal ballot of financial members shall be conducted. Voting papers shall be forwarded to financial members during the first week of June and must be returned to the Returning Officer prior to the date of the meeting or handed in on the day of the meeting by a time to be decided by the Chair of EnNZ . The elected candidates shall be determined in accordance with rule 7.3
- (e) Any member may nominate any other member.

7.2 Notification to Members

- (a) Voting papers shall be forwarded to financial members during the first week of June, either by post, fax or electronically, on which financial members may record their postal, fax or electronic votes for the number of vacancies to be filled on the Board. Candidates' names shall be shown in alphabetical order without any indication as to whether they are presently office bearers or members of the Board

7.3 Voting

- (a) A Returning Officer and two scrutineers shall be appointed by the Chairperson to count the votes.
- (b) The Returning Officer is to ensure that the composition of the Committee in terms of rule 6.2 is maintained and accordingly is empowered as follows:
 - (i) To declare the highest polling candidate(s) is/are elected to the vacancy(ies).
 - (ii) Where 2 or more persons are tied and there are not sufficient vacancies available to elect all of the tied persons then a further ballot between the tied persons shall be conducted amongst the members present and entitled to vote.
 - (iii) No votes are to be declared invalid by virtue of a technical error in completion of any voting form if in the sole opinion of the Returning Officer the intention of the voting member is clearly discernable on the voting paper.

8. PROXIES

Each member entitled to attend and vote at a general meeting may appoint a proxy to attend and vote on that member's behalf on the following terms:

- (a) The appointment of a proxy must be in writing signed by the appointor and be in a form where the intention to appoint the proxy is clear.
- (b) The appointment of the proxy may entitle the proxy to vote as the proxy sees fit or may direct the proxy to vote as directed in terms of the appointment.
- (c) The proxy may be general or specific in its terms and shall be read according to its clear meaning.
- (d) The document appointing the proxy must be received by the Returning Officer four days prior to the date of the meeting or handed in on the day of the meeting by a time to be decided by the Chair of EnNZ at which the proxy intends to attend and vote and if such proxy appointment is not so presented then the proxy shall be ineffective for that meeting...
- (e) The proxy so appointed must be an ordinary member of EnNZ at the time of appointment of the proxy.
- (f) The Proxy shall have no more than Five (5) proxy votes

9. CHANGES TO RULES

The Committee has the power to make immediate changes to the CTR Ride Rules when circumstances dictate such action is necessary. Rule changes regulated in this manner must be presented by the Committee to the Board and then ratified by a vote of the members at the next AGM or SGM.

10. ATTENDANCE AT MEETINGS

Members of EnNZ and any other person with the approval of the meeting are entitled to attend any meeting of the committee as observers but may not vote and may only speak with the permission of the chairperson.

12. CORRESPONDENCE AND MINUTES

Copies of correspondence and all minutes shall be sent to EnNZ secretary.