

MINUTES

OF THE NEW ZEALAND THOROUGHBRED RACING INCORPORATED ANNUAL GENERAL MEETING



**HELD IN THE CHANCELLOR 1
AT THE JAMES COOK HOTEL GRAND CHANCELLOR IN WELLINGTON
AT 2.00PM ON FRIDAY, 22 JANUARY 2010**

2010 NZTR AGM ATTENDEES, APOLOGIES, PROXIES AND GUESTS

RACING CLUBS

Ashburton RC	Tony Cook	President
Ashburton RC	Trevor Robertson	General Manager
Auckland RC	Russell Warwick	Chairman
Auckland RC	Chris Weaver	Chief Executive
Avondale JC	Ron Murphy	President
Avondale JC	John Craig	General Manager/Secretary
Banks Peninsula RC	Anthony Gray	President
Banks Peninsula RC	Fiona Tonks	General Manager/Secretary
Cambridge JC	George Simon	President
Canterbury JC	Jeffrey McCall	Chairman
Canterbury JC	Tim Mills	Chief Executive
Central Otago RC	Alister Eckhoff	President
Central Otago RC	Andre Klein	CEO (Gallop South)
Counties RC	Brian Collins	Chairman
Counties RC	Greg Mitchell	General Manager
Dargaville RC	Proxy	
Egmont RC	Peter Newell	President
Feilding JC	John Wheeler	President
Feilding JC	Darin Balcombe	General Manager
Foxton RC	Geoff Humphries	President
Gore RC	Jimmy Allison	President
Gore RC	Peter Grant	Committee
Greymouth JC	Jill Bennington	President
Hawkes Bay Racing	Peter Roebuck	President
Hawkes Bay Racing	Wayne Mudgway	Committee
Kumara RC	Tony Connors	Committee
Kurow JC	Simon Williamson	President
Levin RC	David Archibald	President
Levin RC	Lesley Haigh	Honorary Secretary
Manawatu RC	Rex Fell	Committee
Manawatu RC	Matt Reid	CEO (RACE)
Marlborough RC	Proxy	
Marton JC	Pete McDougall	Vice President
Masterton RC	Bruce Perry	President
Oamaru JC	Bevan Crombie	President
Otago RC	Leanne Richards	President
Otaki-Maori RC	Doug Logan	Vice President
Otaki-Maori RC	Tom Jamison	Vice President
Paeroa RC	Jennifer Steward	General Manager/Secretary
Pakuranga Hunt	Dr Ivan Bridge	Master
Poverty Bay TC	Proxy	
Racing Taupo	Marie Leicester	President
Racing Matamata	Dennis Ryan	Committee
Racing Matamata	Campbell Moncur	CEO (TRAC)
Racing Rotorua	Tony Spain	President
Racing Tauranga	Peter Silson	President
Racing Te Aroha	Proxy	
Rangitikei RC	David Wilson	President
Riverton RC	Tommy White	President
Rotorua - BOP Hunt	Proxy	
South Canterbury RC	Proxy	

Southland RC	Sean Bellew	President
Southland RC	Doug Stuart	Gallop South
South Waikato RC	Trevor Lumsden	President
South Waikato RC	Kevin Piper	Vice President
Stratford RC	Graeme Alldridge	President
Tapanui RC	Peter McDonald	President
Taranaki TR	John Gray	President
Taranaki TR	Jim Martin	Committee
Taumarumui RC	Derek Stephens	President
Taumarumui RC	Gail Richardson	Vice President
Thames JC	Proxy	
Waikato RC	Peter McCowan	Committee
Waikato RC	Tony Enting	General Manager
Waikouaiti RC	Vince McLachlan	Committee
Waimate RC	Lyle Green	President
Waipa RC	Proxy	
Wairarapa RC	Graham Hodder	President
Waipukurau JC	Dick Miller	President
Wairio JC	Ross Clark	President
Wairoa RC	Proxy	
Wanganui JC	Ian Bristol	President
Waverley RC	Proxy	
Wellington RC	John Fokerd	Chairman
Wellington RC	David Butler	Committee
Westland RC	John Englefield	President
Whakatane RC	Meredith Deegan	General Manager/Secretary
Whangarei RC	John Fairley	President
Whangarei RC	Karen Houlihan	General Manager/Secretary
Winton JC	Allan Dykes	President
Woodville-Pahiatua RC	John Dodson	President
Wyndham RC	John MacDonald	President

NEW ZEALAND THOROUGHBRED RACING BOARD

NZ Thoroughbred Racing	Guy Sargent	Chairman
NZ Thoroughbred Racing	Bill Gianotti	Board
NZ Thoroughbred Racing	Peter Hutt	Board
NZ Thoroughbred Racing	Mike McCurdy	Board
NZ Thoroughbred Racing	John McGifford	Board
NZ Thoroughbred Racing	John Rennie	Board
NZ Thoroughbred Racing	George Ritchie	Board
NZ Thoroughbred Racing	Dennis Ryan	Board
NZ Thoroughbred Racing	David Smith	Board
NZ Thoroughbred Racing	Marion Stevenson	Board

NEW ZEALAND THOROUGHBRED RACING

NZ Thoroughbred Racing	Malcolm Holmes	CE
NZ Thoroughbred Racing	Simon Cooper	General Manager, Communications
NZ Thoroughbred Racing	John McKenzie	Chief Investigator
NZ Thoroughbred Racing	Craig Baker	Racing Co-ordinator
NZ Thoroughbred Racing	Liz Luck	HR & Training Manager
NZ Thoroughbred Racing	Stuart Duggan	Business Analyst/IT Manager
NZ Thoroughbred Racing	Jo Griffin	Industry Marketing Manager
NZ Thoroughbred Racing	Darren Jones	Operations Manager

NZ Thoroughbred Racing
NZ Thoroughbred Racing
NZ Thoroughbred Racing
NZ Thoroughbred Racing

Allan Child
James Preston
Kim O'Riley
Deb Bragger

TRM Editor/Publications
Website Administrator
National Racing Bureau
HR Adviser

GUESTS

Parliament
Parliament
Bell Gully
Deloitte
Dept of Internal Affairs
Dept of Internal Affairs
General Trust Fund
Greyhound Racing NZ
Hawkes Bay Racing
Harness Racing NZ
Harness Racing NZ
Industry Taskforce
Industry Taskforce
Northern Cluster
Northern Cluster
NZ Equine Research Fdn
NZ Racing Board
NZ Racing Conference
NZ Thoroughbred Racing
NJTBA (Breeders)
NJTBA (Breeders)
NJTROF (Owners)
NJTROF (Owners)
RACE Group

Hon John Carter
Josie Vidal
Kate Radka
Andre Cribb
John Markland
Tony de Jong
Keith Neylon
Ross Gove
Jason Fleming
Pat O'Brien
Edward Rennell
Sir Patrick Hogan
Kevin Hickman
Stephen Cole
Michelle Saba
Dr John O'Flaherty
Michael Stiassny
Alistair Sutherland
Andrew Brown
Bill Colgan
Roger Foley
Bernard Kelly
Murray Acklin
Peter Francis
Michael Martin
Neil Oldfield
Jim Keyte
Douglas Duncan

Minister for Racing
Pte Sec Hon John Carter
NZTR Legal Adviser
NZTR Auditor
Policy Manager
Policy Analyst
Trustee
Racing Manager
CEO
President
General Manager
Taskforce Member
Taskforce Member
Chairman
Chairman
Chairman
Board Member
CEO
GM Racing & Wagering
Comms Manager
Former Chairman
Former Chairman
Chairman
CE
President
Secretary
Chairman

APOLOGIES

Dept of Internal Affairs
Industry Taskforce
Judicial Control Authority
Judicial Control Authority
Manawatu RC
Marlborough RC
Media
NZJA (Jockeys)
NZR Laboratory Services
NZTM (Marketing)
Poverty Bay TC
Wairoa RC
Wairarapa RC
Woodville-Pahiatua RC

Stephen Reilly
Kerry Hoggard
Kristy McDonald QC
Catherine Hutton
Graeme Martin
Ossie Hickman
John Jenkins
Dave Taylor
Geoff Beresford
Adrian Clark
Tim Burke
Paul Toothill
Selwyn Donald
Robbie McLean

Senior Policy Analyst
Member
Chair
Executive Officer
Committee Member
Acting President
Freelance
President
General Manager
CE
President
President
Committee
Committee

PROXIES

Club Appointing Proxy

Dargaville RC
Marlborough RC
Poverty Bay TC
Racing Te Aroha
Rotorua - BOP Hunt
South Canterbury RC
Thames JC
Waipa RC
Wairoa RC
Waverley RC

Club Appointed as Proxy

Auckland RC
Ashburton RC
Hawkes Bay Racing
Racing Rotorua
Racing Rotorua
Canterbury JC
Racing Rotorua
Waikato RC
Hawkes Bay Racing
Masterton RC

INTRODUCTION

The Chairman, Mr Guy Sargent, welcomed representatives of clubs and guests to the 2010 Annual General Meeting of New Zealand Thoroughbred Racing Inc. and, in particular Mr Bernard Kelly, past president of the New Zealand Racing Conference & a former trustee of the General Trust Fund.

He also welcomed:

Michael Stiasny, Alistair Sutherland and Andrew Brown from the Racing Board
Pat O'Brien and Edward Rennell from Harness Racing
Sir Patrick Hogan and Kevin Hickman from the Industry Integration Taskforce
John Markland and Tony de Jong from the Department of Internal Affairs
Peter Francis and Michael Martin from the Breeders Association
Neil Oldfield and Jim Keyte from the Owners' Federation
Dr John O'Flaherty, Chairman of the Equine Research Foundation
Past Chairman Murray Acklin
Keith Neylon and John Rattray, Trustees of the General Trust Fund
Graeme Nahkies from BoardWorks International
Kate Radka from NZTR legal advisers, Bell Gully and
Andre Cribb from Auditors, Deloitte

PROXIES

Proxies were recorded, as above.

APOLOGIES

Apologies were recorded, as above.

IN REMEMBRANCE

The meeting remembered those who had passed away during the 2008/09 season:

Fred Archer
Mrs Mona Bramwell
Felix Campbell
Eric Davies
JDO (David) Ellis
Lady Fisher
Boof Fleming

Ollie Goodwin
John Hayes
Vince Hughes
Marilyn Kent
Ralph Kermode
Bill Mackie
Bruce MacLachlan

Murdoch McLean
Helen Meads
Don Nash
Jack O'Brien

Paddy O'Donnell
Bruce Tweedie
Darren Tyquin
Murray Wall

TO ADOPT THE MINUTES OF THE LAST ANNUAL GENERAL MEETING

The Chairman requested that the minutes of the previous Annual General Meeting held on 27 November 2008, which had been distributed to all members prior to the meeting, be taken as read and confirmed as a correct record.

Mr John McGifford moved the adoption of the minutes of the previous Annual General Meeting and Mr Dennis Ryan seconded their adoption.

CARRIED

Mr Anthony Gray sought confirmation that the minutes of the Annual General Meeting held on 12 October 2007 had not been formally adopted at the last Annual General Meeting held on 27 November 2008. The Chairman confirmed that this was the case.

CHAIRMAN'S ADDRESS

The Chairman then addressed the AGM as follows:

We have a great deal to get through in three hours, so I will be brief and to the point this afternoon. You will have read the Annual Report and pages 12 to 16 in particular. This lists our key initiatives in 2008/09.

You will also have read my statement in the report this year regarding, in particular, Governance. As most of you are aware, we have reviewed our Governance 12 times in the past 60 years. And each review panel has recommended significant structural changes.

Many of you have been involved in or have been party to at least one of the many governance reports this industry has commissioned, reviewed and ultimately placed in the 'too hard basket.' Each time we have passed up that opportunity for change and opted to maintain the status quo.

Why?

Why have we started this process time and time again and then rejected what we have been told we should do?

Because it is easier to stay the way we are. Because it is easier to say: "let the next generation deal with this." Because, let's be honest, we haven't faced up to the hard decisions. And this decision is about what is best for racing.

Everyone in this room has invested a huge amount of their time, effort and earnings in this industry, most of it voluntarily.

We cannot continue to rely on your goodwill and the goodwill of many others not here today, to ensure the future sustainability of thoroughbred racing and the racing industry.

This report marks the potential for a real turning point for our industry; the opportunity to take that uncertain step and start the process of adopting the recommendations of the One Racing report.

You will remember the presentation at the last AGM by Graeme Nahkies of BoardWorks International. His report recommended “the creation of a new and potentially quite different organisation” comprising the three codes and the Racing Board, subject to the agreement of all parties.

You supported that at our last AGM and both Boards of NZTR and the Racing Board supported the report’s recommendations.

The Industry Taskforce was then established in April and their report was published in November and this is why many of you are here today.

The proposed changes will make racing more cost-effective, efficient and successful.

They will eliminate duplication of costs and, crucially, they will streamline decision-making. So, what are we looking at in terms of an end result?

In short, more money for you, the Clubs, and more money, through stakes, for Owners, Trainers, Jockeys and Breeders. Ultimately we are looking at a more self-sufficient and productive industry.

As you all know, we have been visiting all your clubs and clusters over the last few months and there have been a couple of questions, which you have consistently raised. One of these is a concern about a loss or delegation of power and sovereignty: i.e. takeover by the Racing Board. Let’s be clear, this is an NZTR initiative that followed our own governance review in April 2009. It’s about establishing an entirely new body that will replace the Racing Board and the codes. It is not a takeover by the Racing Board. Nothing will happen unless we’re all agreed this is the right way forward.

There has also been concern expressed about closure of clubs. This report is about ensuring the financial future of clubs with \$11 million of savings each year. The shared services model equals more money for clubs. And a simplified governance structure equals more accountability to clubs.

I have had people say “But we are giving away our power.”What power I ask you?

Every 2 years you get the opportunity to vote on your regional director, that’s all the power you have today. Under the new structure this will change.

The inclusion of a Racing Council will be your voice or watchdog over the industry.

I urge you all to support the Motion later in the meeting.

We are asking you to put an end to 60 years of reports about our governance and the status quo, and opt to allow NZTR to develop the detail needed in consultation with the Racing Board, and hopefully Harness and Greyhounds, which you can scrutinise at next year’s AGM.

TO ADOPT THE 2008/09 ANNUAL REPORT

The Chairman then invited representatives to ask any questions they might have with regard to the NZTR Annual Report, which had been distributed to all members prior to the meeting and further copies of which had been provided to each attendee at this meeting.

There were no questions and the Chairman formally moved the adoption of the Annual Report and Mr Michael McCurdy seconded the motion.

CARRIED

STATEMENT OF FINANCIAL POSITION AND STATEMENT OF ACCOUNTS

The Chief Executive, Mr Malcolm Holmes, reported on the Statement of Financial Performance and the Financial Position of New Zealand Thoroughbred Racing, which were contained in pages 19 to 31 in the Annual Report.

The Chairman asked if any members had any questions on the financial statements, and, there being none, moved the adoption of the financial report and Mr George Ritchie seconded its adoption.

CARRIED

GENERAL TRUST FUND

The Chief Executive summarised the accounts for the General Trust Fund, contained in the Order Papers, and moved the adoption of the report of the General Trust Fund for the year ended 31 March 2009. Mr David Smith seconded the motion.

CARRIED

APPRENTICE JOCKEYS' FUND

The Chief Executive summarised the accounts for the Apprentice Jockeys' Fund, contained in the Order Papers, and moved the adoption of the report of the Apprentice Jockeys' Fund for the year ended 31 March 2009. Mr David Smith seconded the motion.

CARRIED

TO APPOINT AUDITORS

The Chairman moved that Deloitte be reappointed as auditors, at a fee to be arranged by the Board. Mr George Ritchie seconded this motion.

CARRIED

TO ADOPT BOARD ESTIMATES FOR THE 2009/10 FINANCIAL YEAR

The Chief Executive referred to the budget for the year to end 31 July 2010 as set out in the Order Papers for the meeting. The Chief Executive then asked members if they had questions.

The Chairman then moved the adoption of the budget for the year ended 31 July 2010 and Mr Bill Gianotti seconded its adoption.

CARRIED

TO FIX THE AMOUNT PAYABLE AS DIRECTORS' FEES

The Chairman moved the Board's fees remain at a total of \$175,000 for 2009/10. Mrs Marion Stevenson seconded this.

CARRIED

TO ADOPT A MOTION MOVED BY THE BOARD OF NEW ZEALAND THOROUGHBRED RACING INCORPORATED

The Chairman referred to agenda item eight in the Order Papers for the meeting and proposed that clubs approve the resolution, effective from 1 February 2010.

He advised the Agenda for the AGM was distributed to Members on Monday 21 December 2009 and since that date the NZTR Board had consulted with Clubs, which provided suggestions and recommendations for this Motion. The Board considered these recommendations and approved them.

The Chairman read the original motion to the meeting:

'That NZTR be authorised to establish, along with, and subject to the agreement of Harness Racing New Zealand, the New Zealand Greyhound Racing Association and the New Zealand Racing Board, a Racing Council comprising three appointees nominated by New Zealand Thoroughbred Racing, two appointees nominated by Harness Racing New Zealand, one appointee nominated by the New Zealand Greyhound Racing Association, and the Chairman of the New Zealand Racing Board; and to pursue the adoption of a One Racing model, including seeking the appropriate legislative environment to establish a new industry body – 'Racing and Wagering New Zealand' – in association with, and subject to the agreement of Harness Racing New Zealand, the New Zealand Greyhound Racing Association and the New Zealand Racing Board.'

The Chairman sought Members' approval for this original motion and Members granted their approval.

The Chairman then read additions to this Motion as follows:

'That member clubs be asked, at a future Annual General Meeting or Special General Meeting, to approve the constitutional changes necessary to implement the One Racing model in its final form and, if necessary, the final form of the One Racing model.'

The Chairman asked for a show of hands and Members approved the addition of this amendment.

The Chairman then introduced a further amendment from John Henderson of RACE, whereby the last paragraph, as above, be replaced with the following:

'That member Clubs be asked at a future annual general meeting or special general meeting to consider, and if found to be acceptable, to approve any proposal that results.'

John Henderson proposed the adoption of his amendment and David Butler seconded its adoption.

The Chairman asked for a show of hands to approve this amendment from RACE and approval was given.

The Chairman then sought discussion from the floor on the original motion and proposed amendments to the motion.

Messrs Russell Warwick and Peter Roebuck spoke in favour of the final motion, and Mr Jeff McCall opposed the motion for the reason that there had been insufficient time for proper consideration by Members and recommended in future a deadline is imposed, after which no further proposed amendments be accepted for consideration at the AGM.

The Chairman read out the motion, with agreed amendments, and proposed member clubs approve the following resolution effective from 1 February 2010:

'1. That the Board of New Zealand Thoroughbred Racing Incorporated ("the Society") be authorised to establish along with, and subject to the agreement of, Harness Racing New Zealand, New Zealand Greyhound Racing Association and New Zealand Racing Board, a Racing Council comprising three appointees nominated by New Zealand Thoroughbred Racing, two appointees nominated by Harness Racing New Zealand, one appointee nominated by New Zealand Greyhound Racing Association and the Chairman of the New Zealand Racing Board, to pursue a One Racing model and to determine the appropriate legislative environment to establish a new industry body in association with, and subject to the agreement of, Harness Racing New Zealand, New Zealand Greyhound Racing Association and New Zealand Racing Board.

2. That member Clubs be asked at a future annual general meeting or special general meeting to consider, and if found to be acceptable, to approve any proposal that results.'

Mr John McGifford seconded the adoption of the motion.

Carried

TO ADOPT A MOTION TO AMEND THE CONSTITUTION MOVED BY THE BOARD OF NEW ZEALAND THOROUGHBRED RACING INCORPORATED

The Chairman introduced the next two motions, which proposed amendments to the constitution, and reminded Members that resolutions to alter the constitution must be passed by a three-fifths majority of all representatives present and voting at an AGM.

Agenda item nine sought to amend the First Schedule of the Constitution (Registered Clubs) by deleting from Central Region Area Two Opunake Racing Club and Taranaki Racing Club and adding Taranaki Thoroughbred Racing Incorporated.

The Chairman moved its adoption and stated the Board had approved this and the Racing Board Dates Committee issued licences to Taranaki Thoroughbred Racing at the start of this season. Mr John Gray seconded its adoption.

The Chairman asked if there were any members who opposed this motion.

Carried

TO ADOPT A MOTION TO AMEND CLAUSE 10.3 (a) (iv) OF THE CONSTITUTION MOVED BY THE MANAWATU RACING CLUB

The Manawatu Racing Club proposed to amend clause 10.3 (a) (iv) of the Constitution with effect from 1 February 2010, in accordance with the following motions, which were proposed in the alternative.

The first resolution sought members' support to allow all Clubs to vote in all elections of Regional Directors, regardless of region or area. This motion would reverse a motion carried in 2007, which amended the Constitution to restrict voting on NZTR Regional Directors to clubs within only each Area within each Region.

The Chairman explained that if this first motion was not passed, Manawatu Racing Club wished to move that clubs be entitled to vote only in the Regional Director elections in its Region and the second motion would only be put to the meeting if the first motion was not passed.

Mr Matthew Reid, representative of the Manawatu Racing Club, set out the reasons for this first motion and moved its adoption and Mr Peter McCowan seconded its adoption.

Lost

TO ADOPT A MOTION TO AMEND CLAUSE 10.3 (a) (iv) OF THE CONSTITUTION MOVED BY THE MANAWATU RACING CLUB

The Chairman reminded Members the first motion was not passed, so the second motion was now to be put to the meeting.

Mr Matthew Reid moved its adoption and Mr Peter McCowan seconded its adoption.

Lost

GENERAL BUSINESS

The Chairman introduced a Motion for Resolution from the Masterton Racing Club concerning NZTR governance related to the BoardWorks report which came out of the last AGM.

Mr Bruce Perry, President of Masterton Racing Club, advised NZTR should continue to improve its governance so that thoroughbred racing was prepared in the event Harness Racing and Greyhound Racing do not support One Racing at their respective AGM's, and presented his motion as follows:

'That the Board of the Society further investigate options regarding their own internal governance and, on or before March the 31st 2010, present the Racing Clubs of the Society with a paper regarding possible internal governance change, details of how the options may be implemented and the constitutional changes required.'

Mr Bruce Perry moved its adoption and Mr John Fokerd seconded its adoption.

Carried

Mr Chris Weaver suggested the date of the AGM be scheduled in future at a time more convenient to clubs, away from the height of the summer racing season. This was supported by Mr Jeff McCall.

The Chairman explained the exceptional circumstances surrounding this AGM due to the release date of the One Racing Report and agreed that in future the AGM would be scheduled at a time more convenient to clubs.

CLOSURE OF THE MEETING

The Chairman confirmed that Mr David Smith was elected for area one of the northern region, Mr Guy Sargent was elected for area one of the central region and Mr Murray Acklin was elected for area one of the southern region; The New Zealand Thoroughbred Racehorse Owners' Federation appointed Mr Neil Oldfield; and the New Zealand Thoroughbred Breeders' Association appointed Mr Peter Francis.

The Chairman also confirmed that Mr Bill Gianotti (northern region), Mr John McGifford (central region), Mr George Ritchie (southern region), Mr Dennis Ryan (NZ Trainers' Association), and Mr Michael McCurdy (small clubs) continue in office.

The Chairman reminded members of the dates of the 33rd Asian Racing Conference in Sydney, the time of the AGM Dinner later that evening, details for the AGM lunch at Trentham Racecourse the following day, thanked his fellow Board Members and NZTR staff for all their hard work and recorded his thanks to departing members of the Board, Mr Peter Hutt, Mr John Rennie and Mrs Marion Stevenson.