



maintaining the integrity of the sport of horseracing

**The
Constitution
Of
The National Horseracing
Authority
Of
Southern Africa**

January 2020

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CHAPTER 1

INCORPORATION, OBJECTS AND POWERS

1. NAME

The name of the body shall be “THE NATIONAL HORSERACING AUTHORITY OF SOUTHERN AFRICA” (the NATIONAL HORSERACING AUTHORITY).

2. HEAD OFFICE

The Head Office of the NATIONAL HORSERACING AUTHORITY shall be at such place as the NATIONAL BOARD may from time to time decide.

3. INCORPORATION AND LIABILITY

3.1 The NATIONAL HORSERACING AUTHORITY shall be a body corporate capable of suing and being sued in its own name.

3.2 The liability of any MEMBER shall be limited to the amount of any entrance fee or subscription due or any moneys otherwise owing to the NATIONAL HORSERACING AUTHORITY at any time by such MEMBER.

3.3 All summonses, notices or other documents requiring to be served upon or delivered to the NATIONAL HORSERACING AUTHORITY shall be served or delivered at its Head Office.

4. OBJECTS

The objects of the NATIONAL HORSERACING AUTHORITY shall be:

4.1 to promote and maintain honourable practice and to eliminate malpractice which may arise in thoroughbred horse racing in SOUTHERN AFRICA;

4.2 to regulate the sport of thoroughbred horse racing in SOUTHERN AFRICA;

4.3 to maintain and publish the General Stud Book;

4.4 to foster, through its regulatory function, the promotion of thoroughbred horse racing in SOUTHERN AFRICA;

4.5 to encourage and improve, through its regulatory function, the breed of the thoroughbred race horse in SOUTHERN AFRICA;

4.6 to promote and foster co-operation and goodwill with recognised thoroughbred racing authorities, Governments and Provincial Governments;

4.7 to render services of whatever nature to racing or other sporting authorities whether within SOUTHERN AFRICA or elsewhere and to render services to persons or bodies serving, associated or connected to such authorities.

5. POWER TO CARRY OUT OBJECTS

The NATIONAL HORSERACING AUTHORITY shall have all the powers necessary to achieve its objects including, without limitation, the powers:

5.1 to appoint and/or co-opt NATIONAL BOARD DIRECTORS and to constitute the NATIONAL BOARD in which shall vest the authority and responsibility to achieve the objects and to exercise the powers of the NATIONAL HORSERACING AUTHORITY;

5.2 to appoint on such terms and conditions as they may deem fit, a NOMINATIONS COMMITTEE as provided for in clause 14 of this Constitution;

- 5.3 to make and promulgate, add to, repeal and alter the RULES for the carrying out and implementation of all its objects and the administration of the NATIONAL HORSERACING AUTHORITY, including without limitation, for the purposes referred to in 16.2.1;
- 5.4 to determine when any RULES shall or shall be deemed to have become effective;
- 5.5 to constitute and appoint INQUIRY BOARDS, APPEAL BOARDS, APPEAL PANELS, INQUIRY REVIEW BOARDS, INQUIRY REVIEW PANELS and the LICENSING BOARD;
- 5.6 to impose penalties for any breach or contravention of this Constitution or the RULES, including, without limitation, the imposition of a warning off;
- 5.7 to cancel the membership of any MEMBER in terms of clause 11.3;
- 5.8 to print, publish and circulate, whether electronically or otherwise, or to assist and subsidise, at its discretion, the printing, publishing and/or circulation of:
 - 5.8.1 an OFFICIAL PUBLICATION and/or the NHA WEBSITE;
 - 5.8.2 publications devoted to horse racing in SOUTHERN AFRICA;
 - 5.8.3 all publications necessary for the maintenance of the General Stud Book; and
 - 5.8.4 such other registers, books and publications as may from time to time be considered of advantage by the NATIONAL HORSERACING AUTHORITY;
- 5.9 to appoint, remunerate, discipline and dismiss OFFICIALS;
- 5.10 to contribute to any provident funds, pension, insurance or other schemes to provide benefits for such OFFICIALS and/or their dependants;
- 5.11 to indemnify any DIRECTORS, BOARDS, members of any BOARDS or OFFICIALS against all losses, costs and damages which they or any of them may incur in the bona fide exercise of the powers and duties conferred and imposed upon them;
- 5.12 to open banking accounts in the name of the NATIONAL HORSERACING AUTHORITY, to draw, accept and endorse cheques, bills of exchange and promissory notes and to make electronic payments in connection with the business of the NATIONAL HORSERACING AUTHORITY;
- 5.13 to purchase, hire or otherwise acquire such land, houses, buildings, furniture, fixtures and fittings, equipment or any other property, and to improve, lease, sell or otherwise deal those assets;
- 5.14 to make such donations, grants or loans of money to associations and other organisations and persons connected with racing, or to OFFICIALS of the NATIONAL HORSERACING AUTHORITY, or otherwise assist with the aforementioned;
- 5.15 to promote and assist in the promotion of, and to contribute to, any benevolent or other fund having as its objects the rendering of assistance to trainers, jockeys, apprentices and others in or associated with horse racing in SOUTHERN AFRICA and to frame and amend rules and regulations for the management of those funds which are controlled by the NATIONAL HORSERACING AUTHORITY;
- 5.16 to invest any moneys of the NATIONAL HORSERACING AUTHORITY in Government or Municipal Securities, or on deposit in a bank or building society, or in a savings account in a bank or building society, or on first mortgage on immovable property, provided that the amount lent on mortgage shall be limited to two-thirds of the sworn valuation of the property, with power from time to time to vary any of the investments and re-invest the proceeds of any sale thereof in the manner aforesaid;

- 5.17 to borrow or raise or secure the payment of money, and, as security for money so borrowed or raised, to mortgage, pledge, encumber or charge the whole or any part of the property, assets or revenue of the NATIONAL HORSERACING AUTHORITY and to give the lenders powers of sale and other usual and necessary powers;
- 5.18 to institute, conduct, defend, compound or abandon any legal proceedings by or against the NATIONAL HORSERACING AUTHORITY, DIRECTORS, BOARDS, committees or OFFICIALS, or otherwise concerning the affairs of the NATIONAL HORSERACING AUTHORITY, with power also to refer any such claim or demand to arbitration or mediation;
- 5.19 to enter into reciprocal agreements with recognised Horse Racing Authorities in other countries including without limitation, for the mutual enforcement of sentences passed on offenders;
- 5.20 to manage, insure, sell, lease, mortgage, dispose of, give in exchange, work, develop, build on, improve, or in any way otherwise deal with all or part of its property and assets;
- 5.21 to apply for, purchase or by any other means acquire, protect, prolong and renew any patents, patent rights, licences, trademarks, concessions or other rights and to deal with and alienate them as provided in paragraph 5.19;
- 5.22 to form and have an interest in any company or companies for any purpose which may seem, directly or indirectly, calculated to benefit the NATIONAL HORSERACING AUTHORITY;
- 5.23 to enter into contracts outside the Republic and to execute any contracts, deeds and documents in any foreign country;
- 5.24 generally, without limitation, to do anything it may consider necessary or proper for the attainment of its objects;
- 5.25 to remunerate employees, consultants, advisors, investigators and the like, and also to remunerate members of APPEAL BOARDS, INQUIRY BOARDS and/or INQUIRY REVIEW BOARDS;
- 5.26 to determine the remuneration, if any, to be paid to NATIONAL BOARD DIRECTORS;
- 5.27 to ensure that the training of apprentices, whether through the Academy System or other facilities, takes place in accordance with standards as determined from time to time by the NATIONAL HORSERACING AUTHORITY;
- 5.28 to enter into service level agreements with the RACING OPERATORS.

CHAPTER 2

MEMBERSHIP

6. MEMBERS DUTIES AND OBLIGATIONS

All MEMBERS shall be subject to and bound by this Constitution and the RULES of the NATIONAL HORSERACING AUTHORITY.

7. CATEGORIES AND RIGHTS OF MEMBERS

There shall be the following categories of MEMBERS:

- 7.1 Ordinary member - a MEMBER of the NATIONAL HORSERACING AUTHORITY who was a MEMBER at the date of the adoption of this Constitution and any other person who may become a MEMBER in the manner provided in clause 9.
- 7.2 Honorary member - a person who, upon a proposal by the NATIONAL BOARD, the majority of MEMBERS present at any GENERAL MEETING of the NATIONAL HORSERACING AUTHORITY elect as an Honorary Member, and who shall have the same rights as an ordinary MEMBER.
- 7.3 Ex officio member - a person who has been appointed as a NATIONAL BOARD DIRECTOR pursuant to the provisions of clause 15.1.2. For the duration of his appointment an ex officio member shall have the same rights as an ordinary MEMBER.

8. RACING DISTRICTS

This Constitution shall apply to the following RACING DISTRICTS:

- 8.1 Central Provinces comprising -
 - 8.1.1 Gauteng;
 - 8.1.2 the Free State;
 - 8.1.3 the North West Province;
 - 8.1.4 the Province of Limpopo;
 - 8.1.5 the Province of Mpumalanga,
 - 8.1.6 the Province of Northern Cape,
with an office at Johannesburg.
- 8.2 Kwa-Zulu/Natal, comprising the Province of Kwa-Zulu/Natal, with an office at Durban.
- 8.3 Eastern Cape, comprising the Province of the Eastern Cape, with an office at Port Elizabeth.
- 8.4 Western Cape, comprising the Province of the Western Cape, with an office at Cape Town.
- 8.5 Zimbabwe, comprising the Republic of Zimbabwe, with an office at Harare, for as long as the NATIONAL HORSERACING AUTHORITY is contractually responsible to regulate horseracing in that country.
- 8.6 Such other RACING DISTRICT as may be determined by the NATIONAL BOARD from time to time.

9. ADMISSION TO MEMBERSHIP AND VOTING

- 9.1 No person:
 - 9.1.1 whose estate is or has been sequestrated and who has not been rehabilitated; or
 - 9.1.2 who, or whose SPOUSE, has been listed as a defaulter as provided for in the RULES and whose name has not been removed from the list of defaulters; or
 - 9.1.3 who, or whose SPOUSE, is or has been warned off in SOUTHERN AFRICA, or in any other part of the world by an authority recognised by the NATIONAL HORSERACING AUTHORITY;
- shall be eligible to become a MEMBER.

- 9.2 Subject to the provisions of this Constitution, any person who holds a QUALIFYING PRIVILEGE shall automatically become a MEMBER without being proposed or seconded or submitting an application for membership provided that such person has not:
- 9.2.1 resigned as a MEMBER; or
- 9.2.2 had his membership of the NATIONAL HORSERACING AUTHORITY cancelled or terminated in terms of this Constitution or any prior Constitution.
- 9.3 Persons who do not qualify for membership in terms of clause 9.2 and who wish to become MEMBERS shall:
- 9.3.1 be proposed and seconded by two MEMBERS who shall have been MEMBERS for not less than three completed RACING YEARS; and
- 9.3.2 submit a duly completed application for membership to the MANAGING DIRECTOR in the form prescribed by the NATIONAL BOARD from time to time.
- 9.4 No MEMBER may propose and/or second more than five candidates for membership of the NATIONAL HORSERACING AUTHORITY in any one RACING YEAR.
- 9.5 Any duly completed application for membership of the NATIONAL HORSERACING AUTHORITY received by the MANAGING DIRECTOR shall be forwarded to the NATIONAL BOARD for its consideration. The NATIONAL BOARD may approve or reject any application for membership in its sole discretion without a hearing or giving reasons.
- 9.6 Where the NATIONAL BOARD has taken a decision to approve or reject an application for membership:
- 9.6.1 Should the candidate's application have been successful then the MANAGING DIRECTOR shall notify him and call upon him to pay any entrance fee and/ or annual subscription.
- 9.6.2 Should the candidate's application have been unsuccessful then the MANAGING DIRECTOR shall notify him of that fact.
- 9.7 Should a person become a MEMBER on or after 1 February in any year, his first annual subscription, if any, shall be equal to one half of the normal annual subscription for such MEMBERS during that RACING YEAR.
- 9.8 No new MEMBER shall be entitled to the privileges of membership including, but not limited to attending and voting at GENERAL MEETINGS until any entrance fee and/or annual subscription have been paid. If any such entrance fee and/or annual subscription has not been paid to the NATIONAL HORSERACING AUTHORITY within a period of two MONTHS from date of notification by the MANAGING DIRECTOR, such person's membership shall be deemed to have been cancelled.
- 9.9 Notwithstanding the provisions of this Constitution, only a natural person may be a MEMBER.
- 9.10 VOTING
- 9.10.1 Notwithstanding the fact that a natural person may have more than one QUALIFYING PRIVILEGE whether in such person's own right or as the nominee or representative of a syndicate or a juristic person, such person may not hold more than one membership or exercise more than one vote.
- 9.10.2 Each syndicate and juristic person shall nominate a natural person to represent it and such person who, in the case of a syndicate, shall be a member of that syndicate, shall be the person deemed to be holding a QUALIFYING PRIVILEGE and thus the person entitled to become a MEMBER in respect of that syndicate or juristic person.

- 9.10.3 Although each partnership shall nominate one of its partners to represent it, every partner of a partnership which holds a QUALIFYING PRIVILEGE, shall be entitled to become a MEMBER and thereby to exercise a vote. The partnership, whether it holds a QUALIFYING PRIVILEGE or not, shall not be entitled to a vote.
- 9.10.4 Whenever any natural person has more than one QUALIFYING PRIVILEGE the MANAGING DIRECTOR shall ensure that only one vote is exercised by such person.
- 9.10.5 If any partnership, syndicate or juristic person has not registered the name and details as required by the MANAGING DIRECTOR of the person contemplated in clause 9.10.2 or the partners contemplated in clause 9.10.3, with the NATIONAL HORSERACING AUTHORITY then such syndicate or juristic person or partnership as the case may be, shall not be entitled to have a person represent it as a MEMBER and it shall be deemed that no QUALIFYING PRIVILEGE exists in respect of any such syndicate or juristic person or partnership until such details are registered.
- 9.10.6 No QUALIFYING PRIVILEGE shall exist in respect of any PRIVILEGE which has not been renewed in terms of the RULES or which has lapsed for any other reason, and in such circumstances the membership of any person who became a MEMBER by virtue of holding a QUALIFYING PRIVILEGE shall be deemed to have been cancelled when his QUALIFYING PRIVILEGE lapsed.
- 9.10.7 Notwithstanding the provisions of this Constitution, only persons having a QUALIFYING PRIVILEGE or being a MEMBER by virtue of the provisions of clause 7 or clause 9.3, shall be entitled to attend and/or vote at a GENERAL MEETING. However, any person shall be entitled to attend a GENERAL MEETING at the invitation of the Chairman presiding over the meeting in question.

10. ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS

The NATIONAL BOARD shall from time to time determine the amount of any entrance fee and/or any annual subscription payable by each category of MEMBERS. Any such annual subscription shall be payable in respect of each RACING YEAR.

11. TERMINATION AND DISQUALIFICATION OF MEMBERSHIP

- 11.1 Should any MEMBER'S annual subscription in respect of any RACING YEAR subsequent to the RACING YEAR during which he became a member not be paid by not later than fourteen days prior to the commencement of the RACING YEAR:
- 11.1.1 the MANAGING DIRECTOR shall send a notice to the MEMBER, by registered post and/or facsimile and/or e-mail to his last recorded address, drawing the MEMBER'S attention to the provisions of this clause; and
- 11.1.2 should the MEMBER not pay his annual subscription before 1 September of the RACING YEAR, then such MEMBER'S membership shall be deemed to have been terminated with effect from the commencement of the RACING YEAR concerned.
- 11.1.3 The NATIONAL BOARD may, on such terms as it deems fit, reinstate any former MEMBER whose membership has been terminated in terms of this clause.
- 11.2 Any MEMBER:
- 11.2.1 whose estate is or has been sequestrated and who has not been rehabilitated; or
- 11.2.2 who, or whose SPOUSE, has been listed as a defaulter as provided for in the RULES and whose name has not been removed from the list of defaulters; or

- 11.2.3 who, or whose SPOUSE, is or has been warned off in SOUTHERN AFRICA, or in any other part of the world by an authority recognised by the NATIONAL HORSERACING AUTHORITY;
shall be disqualified and his membership shall be automatically terminated.
- 11.3 The NATIONAL BOARD, after affording a MEMBER a hearing and giving reasons, may cancel the membership of that MEMBER if it is of the opinion that the MEMBER is or has been guilty of improper or dishonest conduct, has abused his position or status as a MEMBER, is unfit to be a MEMBER or has, in any way brought the NATIONAL HORSERACING AUTHORITY into disrepute.
- 11.4 Subject to the provisions of clauses 11.1, 11.2 and 11.3 above, should any MEMBER who became a member by virtue of having a QUALIFYING PRIVILEGE cease to hold a QUALIFYING PRIVILEGE, then such person's membership shall automatically lapse when the QUALIFYING PRIVILEGE lapses, without prejudice to the right of such person to be proposed for membership in accordance with the provisions of clause 9.3 above; provided that a natural person who has held colours for a continuous period of at least 10 RACING YEARS may, if he pays the subscription levied on MEMBERS who do not hold a QUALIFYING PRIVILEGE remain a MEMBER, for as long as he is eligible and pays the current subscription.
- 11.5 Any MEMBER may resign as a MEMBER and such resignation shall become effective upon receipt by the MANAGING DIRECTOR of a written notification of resignation signed by the MEMBER concerned.

CHAPTER 3

MEETING OF MEMBERS

12. ANNUAL GENERAL MEETING

- 12.1 An ANNUAL GENERAL MEETING of MEMBERS shall be held on or after 20 November and on or before 20 January of each year at such place as the NATIONAL BOARD may direct. Not less than 45 days preliminary notice of such meeting shall be given.
- 12.2 Proposals by MEMBERS of items for inclusion in the agenda must reach the MANAGING DIRECTOR not less than 40 days before the date of the meeting. No MEMBER shall propose an item for inclusion on the agenda which is not of general interest and importance to the general body of MEMBERS. The Chairman of the NATIONAL BOARD shall have the right to exclude any proposed item from the agenda, should he, after consultation with the BOARD, be of the view that such item is not of interest or importance to the general body of MEMBERS.
- 12.3 NOTICE OF THE MEETING
- 12.3.1 The meeting shall be convened by notice published in the OFFICIAL PUBLICATION and/or the NHA WEBSITE not less than 21 days prior to the meeting.
- 12.3.2 The notice convening the meeting may be incorporated in any publication sent by the NATIONAL HORSERACING AUTHORITY to its MEMBERS not less than 21 days prior to the meeting which notice shall specify the object and business of the meeting.
- 12.3.3 Copies of all documents relevant to the proceedings shall, unless they or any of them have previously been or are being forwarded to the MEMBERS, be available to MEMBERS on request prior to the meeting.
- 12.3.4 The objects and business of the meeting shall include, inter alia, consideration of:

- 12.3.4.1 the minutes of the previous ANNUAL GENERAL MEETING and any subsequent SPECIAL GENERAL MEETING;
- 12.3.4.2 the audited annual accounts for the previous financial year;
- 12.3.4.3 the Chairman's annual report for the previous year;
- 12.3.4.4 the appointment or re-appointment of the auditors for the NHA.

12.4 QUORUM

- 12.4.1 No business shall be transacted at the meeting unless a quorum of 20 MEMBERS entitled to vote is present in person or by proxy.
- 12.4.2 If within half an hour of the time appointed for any GENERAL MEETING of MEMBERS a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same place and time. If at such an adjourned meeting a quorum is not present, then those MEMBERS present in person or by proxy shall be a quorum and may transact the business for which the meeting was called.
- 12.5 The Chairman of the NATIONAL BOARD shall preside at the meeting. If he is not present within ten minutes after the time appointed for such meeting, the MEMBERS present shall elect a Chairman from the NATIONAL BOARD DIRECTORS who are present in person. If no NATIONAL BOARD DIRECTOR is present the MEMBERS shall elect a Chairman from their number.
- 12.6 Votes may be cast by proxy if completed in the form prescribed by the NATIONAL BOARD, signed by the grantor and made in favour of the Chairman presiding at the meeting or in favour of another MEMBER entitled to vote at that meeting. No MEMBER may accept or vote in respect of more than twenty proxies from other MEMBERS, with the exception of proxies granted in favour of the Chairman presiding at the meeting, to whom this limitation will not apply. The proxy shall only be valid for the meeting concerned or any adjournment thereof and, where practicable, shall state the manner in which the holder is to vote on the respective resolutions before that meeting, unless the grantor elects to grant the grantee a complete discretion as to how to vote. Proxy forms shall be lodged with the MANAGING DIRECTOR not later than 72 hours before the meeting or any adjournment thereof as specified in the proxy form.
- 12.7 Every matter, other than that referred to in clause 26.1, moved at a meeting shall be decided by a majority of those personally present and entitled to vote and there shall be included in the count all proxy votes properly received and in favour of a proxy holder being present at the meeting. In the event of an equality of votes, the Chairman shall have a casting vote in addition to his deliberative vote.
- 12.8 The declaration by the Chairman that a resolution has been carried or lost, shall be conclusive evidence of that fact and shall be final and binding on all MEMBERS.

13. SPECIAL GENERAL MEETINGS

The NATIONAL BOARD may call a SPECIAL GENERAL MEETING of MEMBERS at any time and place, and it shall call such a meeting upon receipt of a written requisition signed by not less than 100 MEMBERS. The notice convening the meeting shall specify the objects and business of the meeting. The provisions of clause 12, except clauses 12.1, 12.2 and 12.3.4, shall apply to all SPECIAL GENERAL MEETINGS.

CHAPTER 4 - BOARD DIRECTORS

14. NOMINATIONS COMMITTEE

- 14.1 A NOMINATIONS COMMITTEE, consisting of at least 4 persons, will be established to appoint NATIONAL BOARD DIRECTORS with a quorum of a minimum of 3 persons to attend meeting.
- 14.2 The NOMINATIONS COMMITTEE will be made up of persons who previously served as a chairperson of the NATIONAL BOARD for a period of not less than twelve consecutive months (“the NOMINATIONS COMMITTEE incumbent”) subject to the following criteria:
- 14.2.1 He must be a MEMBER, in good standing, of the NHA and not have reached the age of 80 years;
- 14.2.2 Should a NOMINATIONS COMMITTEE incumbent cease to be a MEMBER or should an incumbent reach the age of 80 years, he shall be deemed to have resigned from the NOMINATIONS COMMITTEE.
- 14.3 In the event of the number of persons serving on the NOMINATIONS COMMITTEE falling below the required minimum of 4 persons, then the remaining persons shall co-opt a person who previously served for a period of not less than twelve months as a NATIONAL BOARD DIRECTOR to the NOMINATIONS COMMITTEE so that the number of persons qualifying as NOMINATIONS COMMITTEE incumbents and serving on the NOMINATIONS COMMITTEE again reaches the required minimum of 4 persons.
- 14.4 If a person serving on the NOMINATIONS COMMITTEE is proposed to serve as a NATIONAL BOARD DIRECTOR and accepts such appointment, such person shall resign his position on the NOMINATIONS COMMITTEE with effect from the date on which he takes up office as a NATIONAL BOARD DIRECTOR.

15. APPOINTMENT OF NATIONAL BOARD DIRECTORS

- 15.1 Subject to the transitional provisions set out in clause 15.6 below, there shall be a maximum of twelve NATIONAL BOARD DIRECTORS, ten of whom shall be appointed by the NOMINATIONS COMMITTEE in the manner set out below.
- 15.1.1 Seven persons who are MEMBERS in good standing but are neither TRAINERS, ASSISTANT TRAINERS, STABLE EMPLOYEES, JOCKEYS nor APPRENTICE JOCKEYS (excluded positions); and
- 15.1.2 Three independent persons who for a period of at least 3 years prior to their appointment, did not hold any excluded positions, were not licenced or employed by the NHA in any capacity, did not breed horses and/or did not hold any office or interest in any thoroughbred business.
- 15.2 In order to ensure representation of the management of the NHA on the NATIONAL BOARD, the MANAGING DIRECTOR and the RACING CONTROL EXECUTIVE shall be NATIONAL BOARD DIRECTORS.
- 15.3 No person who held an excluded position, or any other licence whatsoever, or had been employed by the NHA in any capacity, may be appointed as a NATIONAL BOARD DIRECTOR until a period of 3 (three) years has lapsed from the date upon which any such person held any such excluded position or licence or position of employment.
- 15.4 In deciding which persons to appoint as NATIONAL BOARD DIRECTORS, the NOMINATIONS COMMITTEE shall have regard to the following:

- 15.4.1 the skills, expertise and qualifications required by the NATIONAL BOARD DIRECTORS to perform its functions effectively and efficiently;
- 15.4.2 the NOMINATIONS COMMITTEE shall take into consideration any position or office held by a prospective nominee, in any other origination or entity, in assessing the suitability of such nominee to serve the best interests of the NHA in an impartial manner;
- 15.4.3 the NOMINATIONS COMMITTEE shall be entitled, in its sole discretion, to consult with the current chairperson of the NATIONAL BOARD regarding the appointments to be made;
- 15.4.4 the NOMINATIONS COMMITTEE shall be entitled, in its sole discretion and should it decide that it might be necessary or appropriate, to call for applications or proposals in regard to persons to be appointed as NATIONAL BOARD DIRECTORS from time to time;
- 15.4.5 of the seven MEMBERS to be nominated in terms of clause 15.1.1:
 - 15.4.5.1 at least one shall be domiciled in the Central Provinces RACING DISTRICT;
 - 15.4.5.2 at least one shall be domiciled in the Kwa-Zulu/Natal RACING DISTRICT;
 - 15.4.5.3 at least one shall be domiciled in the Western Cape RACING DISTRICT; and
 - 15.4.5.4 at least one shall be domiciled in the Eastern Cape RACING DISTRICT; and
 - 15.4.5.5 at least one shall be registered with the NHA as the owner of a stallion and/or mare at stud.
- 15.4.6 subject to the interim arrangement set out in clause 15.6 below, a person shall be appointed as a NATIONAL BOARD DIRECTOR for a three year term, whereafter he shall resign at the close of the applicable ANNUAL GENERAL MEETING, but such person shall be eligible to be re-appointed should the NOMINATIONS COMMITTEE so decide;
- 15.4.7 any person appointed as a NATIONAL BOARD DIRECTOR will take up office at the close of the ANNUAL GENERAL MEETING following his appointment, subject to the right of the NOMINATIONS COMMITTEE to make an earlier appointment in the event of a vacancy arising on the BOARD. In such latter instance the period between the interim appointment and the next ANNUAL GENERAL MEETING will be deemed to comprise the first year of the three year term of appointment.
- 15.5 No person may be appointed, re-appointed or co-opted as a NATIONAL BOARD DIRECTOR if:
 - 15.5.1 he has reached the age of 75 years;
 - 15.5.2 he or his or her SPOUSE holds any PRIVILEGE other than that of colour holder or breeder; or
 - 15.5.3 he holds any office in or is employed by any of the OPERATORS.
- 15.6 INTERIM ARRANGMENT
 - 15.6.1 To ensure continuity and to cater for the smooth implementation of this amended Constitution, the following interim provisions will apply in regard to the first time appointment of the NATIONAL BOARD DIRECTORS:
 - 15.6.1.1 All the NATIONAL BOARD DIRECTORS appointed in terms of clause 15.1.2 of the prior Constitution will resign after the SPECIAL GENERAL MEETING called to pass the necessary resolutions to amend the Constitution as herein provided;

- 15.6.1.2 the NATIONAL BOARD DIRECTORS who were elected in terms of the Constitution prior to this amendment (prior Constitution) and not disqualified by the provisions of this amended Constitution, will be deemed to have been appointed by the NOMINATIONS COMMITTEE for a remainder of their respective terms of appointment as provided for in the prior Constitution, , where after they will resign but be eligible for re-appointment by the NOMINATIONS COMMITTEE;
- 15.6.1.3 in the event of there being less than ten NATIONAL BOARD DIRECTORS deemed to have been appointed as provided for in clause 15.6.1.2, then the NOMINATIONS COMMITTEE shall, as soon as it is convened, nominate additional persons to serve as NATIONAL BOARD DIRECTORS, so as to bring the total number up to ten. In exercising its powers to nominate additional persons, the NOMINATIONS COMMITTEE shall as far as possible endeavour to ensure that the composition of the NATIONAL BOARD reflects the provisions of clause 15.1.1 and clause 15.4.5;
- 15.6.1.4 the additional NATIONAL BOARD DIRECTORS will resign at the close of the next ANNUAL GENERAL MEETING following the meeting at which this amended Constitution was adopted , but shall be eligible for re-appointment by the NOMINATIONS COMMITTEE.
- 15.7 A NATIONAL BOARD DIRECTOR shall not have the power to appoint another person to act as an alternate director in his place.
- 15.8 The DIRECTORS who are appointed in terms of Clause 15.1 may co-opt, on an annual basis, one MEMBER approved for that purpose by the NOMINATIONS COMMITTEE, who is resident in Zimbabwe who shall be entitled to attend NATIONAL BOARD meetings as an observer.
- 15.8.1 Such MEMBER shall be entitled to participate in debate but not entitled to vote.
- 15.8.2 In deciding which MEMBER to co-opt, the DIRECTORS shall be entitled to follow such procedure as they in their sole discretion may determine, but shall endeavour to take cognisance, as far as is reasonably practical, of the wishes of the MEMBERS who are ORDINARILY RESIDENT in Zimbabwe.
- 15.9 RETIREMENT
- 15.9.1 A NATIONAL BOARD DIRECTOR shall retire as a NATIONAL BOARD DIRECTOR at the close of the ANNUAL GENERAL MEETING (“AGM”) following his 75th birthday.
- 15.9.2 At the close of each AGM, those NATIONAL BOARD DIRECTORS, who have completed their term of appointment shall retire, but shall be eligible, subject to clause 15.5, for re-appointment.
- 15.10 INELIGIBILITY AND RESIGNATION
- 15.10.1 A NATIONAL BOARD DIRECTOR, appointed in terms of clause 15.1 shall be deemed to have vacated his office if he ceases to be a MEMBER.
- 15.10.2 Any NATIONAL BOARD DIRECTOR shall be deemed to have vacated his office if:
- 15.10.2.1 he becomes ineligible to hold office for any reason;
- 15.10.2.2 he resigns; or
- 15.10.2.3 he fails to attend three consecutive meetings of the NATIONAL BOARD without leave of absence having been granted by the NATIONAL BOARD unless the NATIONAL BOARD decides otherwise.

15.11 MEETINGS AND PROCEEDINGS

- 15.11.1 A quorum for meetings of the NATIONAL BOARD shall be seven NATIONAL BOARD DIRECTORS.
- 15.11.2 The NATIONAL BOARD shall meet (at least four times per year but may meet more regularly should this be necessary) for the regular dispatch of business and may adjourn or otherwise regulate its meetings as it deems fit. The NATIONAL BOARD may act notwithstanding any vacancy providing the number of NATIONAL BOARD DIRECTORS does not fall below the number required for a quorum.
- 15.11.3 A resolution in writing signed by a majority of the NATIONAL BOARD DIRECTORS for the time being shall be as valid and effectual as if it had been passed at a meeting of the NATIONAL BOARD.
- 15.11.4 The DIRECTORS of the NATIONAL BOARD shall annually elect one of the NATIONAL BOARD DIRECTORS to be Chairman of the NATIONAL HORSERACING AUTHORITY and the NATIONAL BOARD. The Chairman shall hold office from the date of his election until the close of the next ANNUAL GENERAL MEETING but he shall, subject to any restrictions imposed by this Constitution, be eligible for re-appointment.
- 15.11.5 Notwithstanding anything to the contrary contained in this Constitution, a DIRECTOR shall be entitled to hold office as Chairman for a period of three years in aggregate where after he shall not be eligible to hold such office until a further period of three years has expired.
- 15.11.6 The Chairman of a meeting of the NATIONAL BOARD shall have a casting vote in addition to his deliberative vote.
- 15.11.7 The NATIONAL BOARD DIRECTORS, except those DIRECTORS provided for in clause 15.2, will be remunerated by the NHA on the basis of a fixed fee per BOARD meeting attended, to a maximum of six meetings per year. No additional remuneration will be payable in respect of services rendered by any NATIONAL BOARD DIRECTOR in relation to any sub-committees of the BOARD, notwithstanding that DIRECTORS may be required to serve on such sub-committees.

CHAPTER 5

REGULATION, ADMINISTRATION AND MANAGEMENT

16. DUTIES AND POWERS OF THE NATIONAL BOARD

- 16.1 The NATIONAL BOARD shall:
- 16.1.1 exercise all the powers provided for in clauses 5.3 to 5.27;
- 16.1.2 manage and conduct all the affairs of the NATIONAL HORSERACING AUTHORITY;
- 16.1.3 exercise and execute all the disciplinary powers of the NATIONAL HORSERACING AUTHORITY;
- 16.1.4 administer and conduct all the financial affairs of the NATIONAL HORSERACING AUTHORITY.

- 16.2 Without limitation, the NATIONAL BOARD shall have the power:
- 16.2.1 to make and promulgate, add to, repeal and alter RULES:
- 16.2.1.1 for the carrying out, administration and implementation of this Constitution;
- 16.2.1.2 determining how the objects of the NATIONAL HORSERACING AUTHORITY are to be achieved;
- 16.2.1.3 regulating the sport of horse racing and the breeding of thoroughbred racehorses including, without limitation, regulating the conduct, procedure and running of race meetings, and the hearing and determination of objections;
- 16.2.1.4 determining the procedure for inquiries, investigations, hearings or meetings of or before the NATIONAL BOARD, APPEAL BOARDS, INQUIRY BOARDS, INQUIRY REVIEW BOARDS and the LICENSING BOARD,
- 16.2.1.5 determining the procedure for the establishment of APPEAL PANELS and INQUIRY REVIEW PANELS;
- 16.2.1.6 prescribing the imposition of penalties for non-compliance with or contravention of particular RULES, including, without limitation, the imposition of a warning off;
- 16.2.1.7 circumscribing the powers of OBJECTION BOARDS, APPEAL BOARDS, INQUIRY BOARDS, INQUIRY REVIEW BOARDS and the LICENSING BOARD and determining the manner in which the powers and duties of APPEAL BOARDS, INQUIRY BOARDS, INQUIRY REVIEW BOARDS and the LICENSING BOARD shall be exercised;
- 16.2.1.8 delegating its powers in terms of clause 16.3; and
- 16.2.1.9 determining when the RULES shall become or be deemed to become effective.
- 16.2.2 In terms of clause 17, to constitute and appoint APPEAL BOARDS and to nominate persons to serve on APPEAL PANELS.
- 16.2.3 in terms of clause 18, to constitute and appoint INQUIRY BOARDS;
- 16.2.4 in terms of clause 19, to constitute and appoint INQUIRY REVIEW BOARDS and to nominate persons to serve on INQUIRY REVIEW PANELS;
- 16.2.5 in terms of clause 20, to constitute and appoint the LICENSING BOARD;
- 16.2.6 to grant, subject to such terms and conditions as it may impose, or to refuse a race course LICENCE to a RACING OPERATOR. If such a LICENCE is granted it shall be restricted to one or more specified race courses;
- 16.2.7 to grant, subject to such terms and conditions as it may impose, or to refuse a LICENCE for a race course;
- 16.2.8 cancel or suspend the LICENCE of any licensed RACING OPERATOR or race course;
- 16.2.9 of its own accord or on the application of any party who alleges that there has been a gross irregularity or illegality in any APPEAL BOARD or INQUIRY REVIEW BOARD proceedings, to review those proceedings and, where it is found that there has been a gross irregularity or illegality, to set aside the decision of such APPEAL BOARD or INQUIRY REVIEW BOARD and require the appeal or review to be heard de novo;
- 16.2.10 after holding an inquiry or hearing to declare any person ineligible or unfit to hold the office of NATIONAL BOARD DIRECTOR or RACING OPERATOR REPRESENTATIVE;

- 16.2.11 to inquire into and investigate, directly or by delegation, any matter relating to horse racing, the running and conduct of horse races including objections, the breeding of thoroughbred horses and betting in SOUTHERN AFRICA, and to pass such decision as it may consider expedient; provided that inquiries, investigations and adjudications into and upon breaches or contraventions of this Constitution or the RULES by any PERSON, shall be conducted, undertaken and made by INQUIRY BOARDS;
- 16.2.12 to interpret the meaning, effect and intent of any of the RULES and clauses of this Constitution;
- 16.2.13 to determine in such manner as it considers just, any matter relating to the achievement of the objects of the NATIONAL HORSERACING AUTHORITY which is not provided for in this Constitution or the RULES;
- 16.2.14 at any time, to publish or cause or authorise the publication in the OFFICIAL PUBLICATION, electronically or otherwise and/or in any newspaper or official programme (Race Card):
 - 16.2.14.1 in respect of any conviction for any breach or contravention of this Constitution or RULES, the identity of the PERSONS concerned, the facts relating to any decisions made, the decisions and the penalties imposed, and any other information as it may in its sole discretion deem fit;
 - 16.2.14.2 the decisions of the LICENSING BOARD;
- 16.2.15 to determine from time to time any fees and charges payable to the NATIONAL HORSERACING AUTHORITY and to reduce or increase such fees and charges in its discretion;
- 16.2.16 to determine, from time to time, the period of the financial year of the NATIONAL HORSERACING AUTHORITY.
- 16.3 Except for the powers or functions described in clauses 11.3, 16.2.1, 16.2.9 and 16.2.10 and save as otherwise provided in this Constitution, the NATIONAL BOARD shall have the power to delegate any of its powers or functions to any person or persons (with or without the power of sub-delegation and/or with or without conditions as it may in its discretion deem fit), and to vary or withdraw or increase or decrease the powers or functions delegated at any time.
- 16.4 NATIONAL BOARD DIRECTORS shall have free access to all race courses, or public areas on such courses and to the parade ring where any race meeting is held under this Constitution and the RULES and shall have free access to training establishments regulated under this Constitution and the RULES.
- 16.5 The MANAGING DIRECTOR and such persons as are nominated by him shall in the course of their duties and for the purpose of carrying out the objects of the NATIONAL HORSERACING AUTHORITY have free and unrestricted access to any part of any race course LICENCED by the NATIONAL HORSERACING AUTHORITY, and/or any training establishment in or on which horses registered with the NATIONAL HORSERACING AUTHORITY are trained and/or trainers LICENCED by the NATIONAL HORSERACING AUTHORITY train horses and/ or spelling farms registered with the NATIONAL HORSERACING AUTHORITY and/or breeding establishment at which horses registered with the NATIONAL HORSERACING AUTHORITY for breeding purposes are situated.

- 16.6 The NATIONAL BOARD shall be responsible for the governance of the NATIONAL HORSERACING AUTHORITY and for this purpose shall, inter alia, ensure that:
- 16.6.1 the financial accounts of the NATIONAL HORSERACING AUTHORITY are audited by a firm of Registered Accountants and Auditors;
- 16.6.2 an Audit Committee is appointed to advise the NATIONAL BOARD on matters relating to the audited accounts, the financial controls, the risks facing the NATIONAL HORSERACING AUTHORITY, the NATIONAL HORSERACING AUTHORITY'S budget and such other matters as may be delegated and/or referred to it by the NATIONAL BOARD;
- 16.6.3 a Remuneration Committee is appointed on such terms and conditions as may be prescribed by the NATIONAL BOARD to determine, on at least an annual basis, the type and amount of the remuneration to be provided to NATIONAL HORSERACING AUTHORITY employees and, subject to the provisions of this Constitution, to be provided to NATIONAL BOARD DIRECTORS.
- 16.7 All decisions of the NATIONAL BOARD shall be final and binding.

CHAPTER 6

APPEAL, ADJUDICATION AND LICENSING

17. APPEALS

Appeals against decisions made or penalties imposed by:

- 17.1.1 an INQUIRY BOARD; or
- 17.1.2 the LICENSING BOARD;

shall be competent except where otherwise determined in the RULES, and shall lie to an APPEAL BOARD only.

- 17.2 An APPEAL BOARD shall consist of such person or persons (including any person who is not a MEMBER or PRIVILEGE holder) as are appointed from the members of an APPEAL PANEL provided that there shall be:
- 17.2.1 At least one person appointed from the Legal Panel;
- 17.2.2 At least one person appointed from the General Panel; and
- 17.2.3 At least one further person appointed from the Legal and/or General Panel.
- 17.3 The NATIONAL BOARD shall have the power, which it may delegate to the MANAGING DIRECTOR and/or any GENERAL MANAGER of the NATIONAL HORSERACING AUTHORITY or to such other persons as the NATIONAL BOARD may from time to time decide, to appoint the members of an APPEAL BOARD as provided for in clause 17.2.

- 17.4 An APPEAL BOARD, on hearing an appeal, shall have one or more of the following powers - to allow the appeal; to dismiss the appeal; to substitute any finding or decision as it deems fit or substitute such penalty as it deems fit, including any increased penalty; to make such order as in its opinion the circumstances may require including an order to remit the matter for the hearing of further evidence or an order for the hearing of an inquiry de novo; to hear further evidence or receive any documents on such terms and conditions as it in its discretion may decide; to direct the INQUIRY BOARD or the LICENSING BOARD to determine a matter on an alternative charge or basis; at any time to order a PERSON to pay all or a portion of the actual costs and other expenses reasonably incurred by the NATIONAL HORSERACING AUTHORITY in connection with an appeal or any postponement thereof, in addition to any other penalty, if it is of the opinion that such order is warranted; to determine the amount of such costs and other expenses; to make such rulings as it in its sole discretion shall determine.
- 17.5 The APPEAL BOARD shall appoint one of its members, who were appointed from the Legal Panel, to act as Chairman, who shall have a casting vote in addition to his deliberative vote. Provided that three members of the APPEAL BOARD hearing an appeal are present continuously throughout the hearing of such appeal, the absence of a member of the APPEAL BOARD on any occasion during the hearing of an appeal shall not affect the validity of such proceedings. Any member who has absented himself from any part of the hearing of an appeal shall not be permitted to take any further part in that appeal.
- 17.6 All APPEAL BOARDS shall act in conformity with and apply this Constitution and the RULES and all decisions, penalties, rulings, determinations or findings of an APPEAL BOARD shall be final and binding on all PERSONS concerned.
- 17.7 The NATIONAL BOARD shall at such times as it may consider appropriate decide upon the names of the persons which it intends to appoint as members of a Legal Panel and a General Panel. The persons appointed to the Legal Panel and General Panel shall collectively constitute the APPEAL PANEL.
- 17.8 No person who holds a QUALIFYING PRIVILEGE other than a colour holder or breeder shall be eligible to serve as a member of an APPEAL BOARD.
- 17.9 All DIRECTORS of the NATIONAL BOARD shall ex officio be members of the APPEAL PANEL but no APPEAL BOARD shall include more than one of those DIRECTORS.
18. INQUIRIES
- 18.1 All inquiries, investigations and adjudications into and upon breaches or contraventions of this Constitution or the RULES by any person, shall be conducted, undertaken and made by an INQUIRY BOARD.
- 18.2 Notwithstanding the provisions of clause 18.1 and the proviso in clause 16.2.11, nothing shall preclude the hearing of an objection in which a person or persons, other than an INQUIRY BOARD, inquire/s either directly or indirectly into a contravention of the RULES, during the course of any objection proceedings under the RULES.
- 18.3 An INQUIRY BOARD shall consist of such person or persons (including any person who is not a MEMBER, PRIVILEGE holder or OFFICIAL) as are appointed in the sole discretion of the NATIONAL BOARD. The NATIONAL BOARD shall be entitled to exercise this power of appointment in one or more of the following ways:

- 18.3.1 by appointing one or more of its number as a member or members of an INQUIRY BOARD;
- 18.3.2 by constituting an INQUIRY BOARD specifically for a particular case or matter;
- 18.3.3 by appointing persons (which may include one or more of its number) to a panel from which persons may be appointed to an INQUIRY BOARD, and by appointing one or more persons from that panel as convenor or convenors of INQUIRY BOARDS, provided that the MANAGING DIRECTOR, RACING CONTROL EXECUTIVE and any GENERAL MANAGER shall be convenors of INQUIRY BOARDS ex officio. The convenor or convenors shall have the power to convene an INQUIRY BOARD from among the persons on the panel, provided that an INQUIRY BOARD so constituted:
- 18.3.3.1 may consist of one or more persons of whom the convenor or convenors may be a member or members and;
- 18.3.3.2 shall be constituted either specifically in such matters for which it may be convened, or generally for such race meetings or such periods as the convenor or convenors may determine; and
- 18.3.3.3 shall have jurisdiction, in the case of INQUIRY BOARDS constituted from a panel appointed by the NATIONAL BOARD or the MANAGING DIRECTOR, in all RACING DISTRICTS or in such RACING DISTRICTS as may be specified by the NATIONAL BOARD or MANAGING DIRECTOR; and
- 18.3.3.4 no such INQUIRY BOARD shall have power to act in any case or matter for which an INQUIRY BOARD has been specifically appointed by the NATIONAL BOARD under clause 18.3.2.
- 18.4 An INQUIRY BOARD shall have the powers:
- to inquire into, investigate, and adjudicate upon any alleged breach or contravention of this Constitution or any of the RULES; and
- 18.4.1 in cases of a breach or contravention of this Constitution or any of the RULES, to impose on a PERSON, any one or more of the following penalties - a reprimand; a caution; a warning; a fine; a suspension from acting or riding for any period specified by it; a suspension from attending race meetings; a suspension, cancellation or withdrawal of any PRIVILEGE or other registration; a disqualification; a warning off; to order a PERSON to pay all or a portion of the actual costs and expenses incurred by the NATIONAL HORSERACING AUTHORITY in connection with the inquiry, in addition to any other penalty; and
- 18.4.2 in its sole discretion, to co-opt at the commencement of any inquiry or at any other time, any person or persons (including any person who is not a MEMBER, PRIVILEGE holder or OFFICIAL) to sit on such INQUIRY BOARD where it considers that such person or persons will be able to assist in the inquiry.
- 18.5 Where an INQUIRY BOARD consists of more than one member, the INQUIRY BOARD shall appoint one of its members to act as Chairman.
- 18.6 All INQUIRY BOARDS shall act in conformity with and apply this Constitution and the RULES.
- 18.7 Notwithstanding anything to the contrary contained in this Constitution, neither the MANAGING DIRECTOR nor the RACING CONTROL EXECUTIVE shall be eligible to serve as a member of any INQUIRY BOARD or APPEAL BOARD.

19. REVIEWS OF INQUIRIES

- 19.1 An INQUIRY REVIEW BOARD shall consist of not less than three persons appointed from the members of the INQUIRY REVIEW PANEL.
- 19.2 The INQUIRY REVIEW PANEL shall consist of such person or persons (including any person who is not a MEMBER, PRIVILEGE holder or OFFICIAL) as are appointed in the sole discretion of the NATIONAL BOARD. The NATIONAL BOARD shall appoint such persons to the INQUIRY REVIEW PANEL from which persons may be appointed to an INQUIRY REVIEW BOARD, and shall appoint one or more persons from that INQUIRY REVIEW PANEL as convenor or convenors of INQUIRY REVIEW BOARDS, provided that the MANAGING DIRECTOR, the RACING CONTROL EXECUTIVE and any GENERAL MANAGER shall be convenors of INQUIRY REVIEW BOARDS ex officio. The convenor or convenors shall have the power to convene an INQUIRY REVIEW BOARD from among the persons on that INQUIRY REVIEW PANEL, provided that an INQUIRY REVIEW BOARD so constituted may consist of two or more persons of whom the convenor or convenors may be a member or members.
- 19.3 The INQUIRY REVIEW BOARD shall review, without a hearing, every finding, decision or penalty which is imposed by an INQUIRY BOARD appointed in terms of clause 18.3.3 and where, although entitled to do so, the PERSON affected has elected not to lodge an appeal.
- 19.4 The INQUIRY REVIEW BOARD may confirm, vary or set aside any finding, decision or penalty of an INQUIRY BOARD provided that no finding, decision or penalty may be varied in a manner which has the effect of increasing the penalty or prejudicing the PERSON concerned. However should the INQUIRY REVIEW BOARD find that there has been a gross irregularity or illegality in such proceedings or that the finding, decision or penalty of an INQUIRY BOARD was clearly wrong, it shall have the power to set aside the decision of such INQUIRY BOARD and remit the matter for a hearing de novo.
- 19.5 The INQUIRY REVIEW BOARD shall act in conformity with and apply this Constitution and the RULES.

20. LICENSING

- 20.1 The LICENSING BOARD shall have the power to, and may, in its absolute discretion, grant, refuse to grant, renew, or refuse to renew, any PRIVILEGE provided for in this Constitution or the RULES, excluding the PRIVILEGES referred to in clauses 16.2.6 and 16.2.7.
- 20.2 The LICENSING BOARD shall consist of not less than three persons (who shall be MEMBERS, PRIVILEGE holders and/or OFFICIALS) appointed in the sole discretion of the NATIONAL BOARD.
- 20.3 The LICENSING BOARD shall appoint one of its members to act as Chairman, who shall have a casting vote in addition to his deliberative vote. Provided that two members of the LICENSING BOARD are present continuously throughout any hearing, the absence of a member of the LICENSING BOARD on any occasion shall not affect the validity of such proceedings. Any member who has absented himself from any part of the hearing shall not be permitted to take any further part in those proceedings.
- 20.4 The LICENSING BOARD shall act in conformity with and apply this Constitution and the RULES.

GENERAL

CHAPTER 7

21. PROHIBITIONS

No person shall adjudicate upon any investigation, appeal, inquiry, objection or similar hearing, if he has or had an interest in the result of the matter or has or had previously adjudicated upon the matter.

22. LIMITATION ON USE OF INCOME

The income of the NATIONAL HORSERACING AUTHORITY, from whatever source it may be derived, shall be used solely for the carrying out of the objects for which the NATIONAL HORSERACING AUTHORITY was established and no part thereof may be distributed or paid to any person except in terms hereof. The provisions of this clause, however, shall not preclude the NATIONAL HORSERACING AUTHORITY from investing such moneys as are not immediately required for its purposes.

23. DISSOLUTION OR WINDING UP

The NATIONAL HORSERACING AUTHORITY shall not be dissolved or wound up unless by a resolution passed at a SPECIAL GENERAL MEETING called for that purpose. Should the NATIONAL HORSERACING AUTHORITY be wound up, all its assets shall be sold and the proceeds, together with all moneys on hand, after paying its debts, shall be transferred:

- 23.1 to any other association or institution having similar objects, provided that such association or institution shall have been granted an exemption from Income Tax by the Department of Inland Revenue and is a private, non-state controlled entity;
- 23.2 failing which the proceeds will be transferred to the RACING OPERATORS in the proportion in which they contributed to the funds of the NATIONAL HORSERACING AUTHORITY.

24. INDEMNIFICATION

All DIRECTORS and OFFICIALS of the NATIONAL HORSERACING AUTHORITY shall be indemnified against all losses, costs and damages which they or any of them may be put to in the bona fide exercise by them of the powers and duties conferred and imposed upon them under this Constitution.

25. FIXED TIMES

When the last day for any action under this Constitution falls on a Sunday or a recognised Public Holiday it shall be done on the next business day.

26. AMENDMENT OF CONSTITUTION

- 26.1 No alteration, amendment or addition shall be made to this Constitution nor shall the NATIONAL HORSERACING AUTHORITY be dissolved or wound up save by a special resolution carried by a majority of not less than two thirds of the votes, both given by proxy and by MEMBERS present and entitled to vote at a SPECIAL GENERAL MEETING called for the purpose.

- 26.2 Any additions, alterations or repeal made as provided for in clause 26.1 shall be published in the OFFICIAL PUBLICATION as soon as practicable and, from the date that they are expressed to come into force either by a SPECIAL GENERAL MEETING of MEMBERS of the NATIONAL HORSERACING AUTHORITY, or by the NATIONAL BOARD, as the case may be, shall apply to, and be binding on, RACING OPERATORS and all persons and bodies to whom this Constitution and the RULES of the NATIONAL HORSERACING AUTHORITY apply.
- 26.3 Notwithstanding anything contained in this Constitution, the NATIONAL BOARD may make any consequential adjustments, additions or alterations to this Constitution and the RULES which may have become necessary as a result of any alterations to this Constitution. Any such adjustments, additions or alterations made by the NATIONAL BOARD shall be published in the OFFICIAL PUBLICATION as soon as practicable.

27. REPEAL AND CONTINUATION

- 27.1 Any authority constituted or person appointed or power conferred or anything done in pursuance of any powers conferred by or by virtue of any clause, RULE or regulation of the NATIONAL HORSERACING AUTHORITY repealed or substituted by this Constitution shall be deemed to have been constituted, appointed, conferred or done in pursuance of powers conferred by or by virtue of the provisions of this Constitution.
- 27.2 Any application, objection, inquiry, appeal or other proceeding commenced prior to the adoption of this Constitution which may not have been concluded before the adoption of this Constitution or which, having been so concluded is thereafter re-opened shall be continued in all respects as if this Constitution had not been adopted.
- 27.3 The RULES which were in force on the date of the adopting of this Constitution shall continue to be of full force and effect and shall be deemed to have been passed in terms of this Constitution, provided that in the event of there being any conflict between such RULES and this Constitution the provisions of the latter shall prevail.

28. VALIDITY OF ACTS

- 28.1 All acts done in good faith by the NATIONAL BOARD and any BOARD shall, notwithstanding that it be afterwards discovered that there was some defect in the composition, election or appointment of such body, be as valid as if such body had been duly constituted, elected or appointed.
- 28.2 All acts done in good faith by any DIRECTOR or member of any BOARD shall, notwithstanding that it be afterwards discovered that there was some defect in the election or appointment of such DIRECTOR or member of such BOARD, be as valid as if every such person had been duly elected or appointed.

29. DEFINITIONS

- 29.1 In this Constitution, unless the context otherwise requires, words in capital letters as listed below shall have the following meanings:
- 29.1.1 ANNUAL GENERAL MEETING - the Annual meeting of MEMBERS of the NATIONAL HORSERACING AUTHORITY as provided for in clause 12.
- 29.1.2 APPEAL BOARD - an appeal board constituted and appointed under clause 17;
- 29.1.3 APPEAL PANEL - the body of persons appointed to the Legal Panel and the General Panel in terms of clause 17;
- 29.1.4 BOARD - an APPEAL BOARD or INQUIRY REVIEW BOARD or INQUIRY BOARD or the LICENSING BOARD;
- 29.1.5 COLOURS the registration of the right to race a horse in terms of the RULES;
- 29.1.6 GENERAL MANAGER - a General Manager of the NATIONAL HORSERACING AUTHORITY appointed by the MANAGING DIRECTOR or any person duly appointed to act for him by the MANAGING DIRECTOR;
- 29.1.7 GENERAL MEETING - an ANNUAL GENERAL MEETING or SPECIAL GENERAL MEETING of MEMBERS of the NATIONAL HORSERACING AUTHORITY as provided for in clauses 12 and 13;
- 29.1.8 INQUIRY BOARD - an inquiry board constituted and appointed under clause 18;
- 29.1.9 INQUIRY REVIEW BOARD - an inquiry review board constituted and appointed under clause 19;
- 29.1.10 INQUIRY REVIEW PANEL- the body of persons appointed to that panel in terms of clause 19;
- 29.1.11 LICENCE - any licence granted under the RULES. LICENCED shall have a corresponding meaning;
- 29.1.12 LICENSING BOARD - the licensing board constituted and appointed under clause 20;
- 29.1.13 MANAGING DIRECTOR - - the Managing Director of the NATIONAL HORSERACING AUTHORITY appointed by the NATIONAL BOARD or any person whom the Managing Director duly appoints to act for him;
- 29.1.14 MEMBER - a member of the NATIONAL HORSERACING AUTHORITY as provided for in Chapter 2 of this Constitution;
- 29.1.15 MONTH - a calendar month;
- 29.1.16 NATIONAL BOARD - a properly constituted body of the NATIONAL BOARD DIRECTORS;
- 29.1.17 NATIONAL BOARD DIRECTOR or DIRECTOR - a person appointed as such in terms of clause 15;
- 29.1.18 NATIONAL HORSERACING AUTHORITY or NHA - The National Horseracing Authority of Southern Africa;
- 29.1.19 OBJECTION BOARD - an objection board constituted, and whose members are appointed, in terms of the RULES;
- 29.1.20 OFFICIAL PUBLICATION - an electronic or other publication authorised by the NATIONAL HORSERACING AUTHORITY under clause 5.7;
- 29.1.21 OFFICIAL - any LICENSED official, official, officer, person, employee or member of staff of the NATIONAL HORSERACING AUTHORITY;

- 29.1.22 OWNER - as defined in terms of the RULES;
- 29.1.23 PERSON - an individual who is subject to and/or bound by this Constitution and/or the RULES;
- 29.1.24 PRIVILEGE - any authority, LICENCE, permission, permit or registration required by and granted in terms of this Constitution and the RULES;
- 29.1.25 QUALIFYING PRIVILEGES - the PRIVILEGES of colour holder, breeder, trainer, and jockey (but excluding assistant trainer, stable employee and apprentice jockey);
- 29.1.26 RACING CONTROL EXECUTIVE – the Racing Control Executive of the NATIONAL HORSERACING AUTHORITY appointed by the NATIONAL BOARD or by the MANAGING DIRECTOR;
- 29.1.27 RACING DISTRICT - one of the areas provided for in clause 8;
- 29.1.28 RACING OPERATOR - any club, company or other organisation or entity which holds or organises race meetings under this Constitution or the RULES;
- 29.1.29 RACING OPERATOR REPRESENTATIVE - any person who is either employed by or holds office in (including but not limited to director, alternate director or steward) a RACING OPERATOR;
- 29.1.30 RACING YEAR - the period from 1 August in one year to the 31 July in the next year;
- 29.1.31 RULES mean the rules of the NATIONAL HORSERACING AUTHORITY made under clause 16.2.1;
- 29.1.32 SOUTHERN AFRICA includes the Republic of South Africa as it was constituted on 31 May 1961, Zimbabwe and any other country over which the NATIONAL HORSERACING AUTHORITY has been or in respect of which it might in the future be granted jurisdiction;
- 29.1.33 SPECIAL GENERAL MEETING a meeting of MEMBERS of the NATIONAL HORSERACING AUTHORITY as provided for in clause 13;
- 29.1.34 SPOUSE - a husband or wife, or a person with whom another person has a committed and serious relationship akin to a marriage based on objective criteria of mutual dependency and a shared and common household, irrespective of the gender of either party to such a relationship;
- 29.2 Any reference to colour holder, breeder, trainer, owner, assistant trainer, jockey and licensed official shall be interpreted as defined in the RULES.
- 29.3 Any reference to the CHIEF EXECUTIVE in the RULES shall be deemed to be a reference to the MANAGING DIRECTOR.
- 29.4 Wherever in this Constitution, unless the context otherwise requires, the masculine is used with reference to persons it shall include the feminine and/ or the neuter and where the singular is used it shall include the plural and vice versa.