

**UNDER THE INCORPORATED
SOCIETIES ACT 1908**

RULES OF

[Insert Name] **BUSINESS ASSOCIATION
INCORPORATED**

TABLE OF CONTENTS

CHAPTER I – NAME AND OBJECTS

1. INTERPRETATION.....	1
2. NAME.....	2
3. OBJECTS	2

CHAPTER II – POWERS

4. SCOPE OF THE ASSOCIATION'S POWERS	3
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CHAPTER III – MEMBERSHIP

5. MEMBERSHIP QUALIFICATIONS	4
6. TERMINATION OF MEMBERSHIP	5
7. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE	6
8. REGISTER OF MEMBERS.....	6
9. FEES, SUBSCRIPTIONS, ETC.	6
10. MEMBER'S LIABILITIES	7
11. DISCIPLINING OF MEMBERS.....	7
12. MEMBER DEALINGS WITH AND INTERESTS IN THE ASSOCIATION	8

CHAPTER IV – COMMITTEES

13. EXECUTIVE COMMITTEE	9
14. TOWN CENTRE BUSINESS	10
15. MEMBERSHIP OF EXECUTIVE COMMITTEE.....	10
16. ELECTION OF CHAIRPERSON, TREASURER AND OTHER MEMBERS TO EXECUTIVE COMMITTEE.....	11
17. DEPUTY CHAIRPERSON AND SECRETARY	12
18. TREASURER	13
18. AUDITOR	13
20. CASUAL VACANCIES	14
21. REMOVAL OF MEMBER OF EXECUTIVE COMMITTEE	14
22. MEETINGS OF EXECUTIVE COMMITTEE, QUORUM AND SPEAKING RIGHTS.....	14
23. DELEGATION BY EXECUTIVE COMMITTEE TO SUB-COMMITTEE	15
24. VOTING AND DECISIONS.....	16

CHAPTER V – GENERAL MEETINGS

25. ANNUAL GENERAL MEETING	16
26. ANNUAL GENERAL MEETING - CALLING AND BUSINESS	16
27. SPECIAL GENERAL MEETINGS	17
28. NOTICE	18
29. PROCEDURE	19
30. PRESIDING MEMBER.....	19
31. ADJOURNMENT	19

32. MAKING OF DECISIONS	19
33. SPECIAL RESOLUTION	20
34. VOTING	20

CHAPTER VI - MISCELLANEOUS

35. INSURANCE	21
36. FUNDS - MANAGEMENT	21
37. ALTERATION OF OBJECTS AND RULES	21
38. COMMON SEAL	21
39. CUSTODY OF BOOKS AND RECORDS	22
40. SERVICE OF NOTICES	22
41. WINDING UP	22

RULES OF *[Insert Name]* BUSINESS ASSOCIATION INCORPORATED

CHAPTER I - NAME AND OBJECTS

1. INTERPRETATION

In these Rules, unless the context indicates otherwise:

"**Act**" means the Incorporated Societies Act 1908 as amended from time to time;

"**Annual Financial Statement**" means the Annual Financial Statement for the Association to be approved by the Members, so that it may then be delivered to the Registrar of Incorporated Societies in accordance with section 23 of the Act;

"**Annual General Meeting**" has the meaning given to it in Rule 25;

"**Associate Member**" means a member of the Association admitted pursuant to Rule 5.5;

"**Association**" means the *[Insert Name]* Business Association Incorporated;

"**Auditor**" means the auditor appointed in accordance with Rule 19;

"**Chairperson**" means the chairperson of the Association referred to in Rule 15;

"**Community Board**" means the *[Insert Name]* Community Board;

"**Council**" means the Waitakere City Council;

"**Deputy Chairperson**" means the deputy chairperson of the Association referred to in Rule 17;

"**Executive Committee**" means the committee of the Association referred to in Rule 13;

"**Full Member**" means a member of the Association in terms of Rules 5.1 and 5.2;

"**General Meetings**" means the Annual General Meeting and Special General Meetings of the Association;

"**Members**" means the members of the Association from time to time including Associate Members and Full Members;

"**Officers**" means the Chairperson and Treasurer of the Association referred to in Rules 15 and 18;

"**Secretary**" means the Secretary of the Association referred to in Rule 17;

"**Special General Meeting**" has the meaning given to it in Rule 27;

"**Special Resolution**" has the meaning given to it in Rule 33;

"**Special Subscription**" has the meaning given to it in Rule 5.6;

"**Targeted Rate**" means any rate levied by the Council pursuant to section 16 of the Rating Powers Act 1988 or any equivalent legislation for the purpose of funding or contributing to the funding of the Town Centre Programme;

"**Targeted Rating Area**" means the geographical area subject to the Separate Rate;

"**Town Centre Annual Financial Statement**" means the separate accounts and annual financial statement for the Association relating to the Town Centre Funding Grant and Town Centre Programme to be approved by Members and the Executive Committee.

"**Town Centre Business**" means all matters relating to the Town Centre Programme and the Town Centre Funding Grant;

"**Town Centre Funding Grant**" means any grant received from the Council for the purposes of the Town Centre Programme, which shall be deposited and held in a special bank account, separate from the Association's other monies, and administered by the Executive Committee;

"**Town Centre Manager**" means a person employed or appointed by the Association to undertake the role of administering and co-ordinating the Town Centre Programme on behalf of the Association in either a paid or unpaid capacity. This reference applies whatever the title given to such a person by the Association;

"**Town Centre Programme**" means the community programme involving local government, the business community and the community at large to organise, design, promote, improve and develop the *[Insert Name]* business area;

"**Treasurer**" means the Treasurer of the Association referred to in Rules 15 and 18.

References to Persons: references in these Rules to persons include references to individuals, companies, corporations, partnerships, firms, joint ventures, associations, trusts, organisations or other entities.

2. NAME

The name of the Association is *[Insert Name]* **BUSINESS ASSOCIATION INCORPORATED.**

3. OBJECTS

The objects of the Association are:

- 3.1 For the purposes and objects stated in these Rules, to administer in conjunction with the Council, the Town Centre Funding Grant.
- 3.2 to advocate for, and represent the interests of, the Members, in relation to the Targeted Rating Area, before the Council, any central or local government body or tribunal, or any court.

- 3.3 to promote the development and advancement of the commercial interests of business people and businesses in the [insert area] town centre through a co-ordinated and structured promotional programme;
- 3.4 to attract and retain businesses in an effort to drive employment growth and economic wellbeing;
- 3.5 to enhance the safety and security of the [insert area] town centre;
- 3.6 To foster the environmental, social, and cultural sustainability of the [insert area] town centre;
- 3.7 to make arrangements with the Government, the Council and/or other persons, corporations, associations or local authorities for the improvement of streets, reserves, playing areas and park areas, and for lighting, surfacing, and cleaning in the [insert area] town centre;
- 3.8 To do all things as are, or may be incidental to, or conducive to, the attainment of these objects.

CHAPTER II - POWERS

4. SCOPE OF THE ASSOCIATION'S POWERS

Subject to Rule 14, the Association has the widest possible powers to do all things which may be necessary to pursue the Association's objects including (but not limited to) the following powers:

- 4.1 To purchase, take on, lease, exchange, hire, or otherwise acquire any real or personal property, and to sell, mortgage, dispose of or otherwise deal with any real or personal property of the Association and any rights or privileges which the Association thinks necessary or expedient for the purposes of attaining the objects of the Association or promoting the interests of the Association, its Members or any other persons.
- 4.2 Subject to Rule 14, to use the funds of the Association as the Association may consider necessary or proper to:
 - 4.2.1 pay the costs and expenses of the Association; and
 - 4.2.2 further the objects of the Association;
 - 4.2.3 including the employment of solicitors, agents, officers and servants as necessary or expedient.
- 4.3 To engage in prosecuting, defending or otherwise taking any legal action or legal proceedings on behalf of the Association and for that purpose, to expend such moneys and employ such solicitors, counsel and other advisors as the Association may think fit.

- 4.4** To apply for and acquire any licences or permits deemed necessary by the Association.
- 4.5** To open and operate bank accounts of whatever nature or description subject to such conditions as the Association thinks fit provided that the Association, shall through its Executive Committee open and operate a separate bank account for any Town Centre Funding Grant.
- 4.6** To assist any charity or charitable purpose by such financial or other means as the Association thinks fit.
- 4.7** To borrow or raise money by any means and upon such conditions as the Association thinks fit.
- 4.8** To employ staff and nominate contractors for such purposes and for such periods and subject to such conditions as the Association thinks fit.
- 4.9** To establish an Executive Committee with the functions and powers set out in these Rules.
- 4.10** **PROVIDED THAT** the Association shall not lend money at less than current commercial rates, having regard to the nature and term of the loan, to any person (as defined in the Income Tax Act 1994):
- 4.10.1** who is a Member of the Association; or
 - 4.10.2** who is a shareholder or director of any company by which any business of the Association is carried on; or
 - 4.10.3** who is a settlor or trustee of a trust that is a shareholder of any company by which any business of the Association is to be carried on; or
 - 4.10.4** if the person, company, settlor, trustee, shareholder, director referred to in any of paragraphs (i) to (iii) of this Rule are Associated Persons (as defined in the Income Tax Act 1994).

CHAPTER III – MEMBERSHIP

5. MEMBERSHIP QUALIFICATIONS

- 5.1** There shall be Full Members of the Association. A person shall be entitled to be a Full Member of the Association if the person
- owns, occupies or is the tenant of a commercially rated property within the Targeted Rating Area.
- 5.2** Any person entitled to be a Full Member of the Association and who wishes to become a member shall provide details of their name and address to the Secretary.

- 5.3** Any person who ceases to be entitled to be a Full Member of the Association shall immediately provide notice of that fact, and of the date their entitlement ceased, to the Secretary.
- 5.4** Each Member which is not an individual shall designate an individual representative to act on its behalf in all matters relating to the Association, and shall notify the Secretary of that representative's name and address.
- 5.5** There may be Associate Members of the Association. A person who does not qualify to be a Full Member may become an Associate Member of the Association by applying to the Secretary to do so. The Secretary shall advise the Executive Committee of the application and the Executive Committee shall determine at its next scheduled Executive Committee meeting whether or not the applicant shall be admitted.
- 5.6** An Associate Member shall, in each year, pay a Special Subscription of such amount as is determined by the Executive Committee from time to time.
- 5.7** The rights of the Members of the Association shall be as follows.
- 5.7.1** each Full Member shall be entitled to one vote irrespective of whether or not a Full Member has multiple entitlement to membership of the Association (eg. by being the owner, occupier or tenant of more than one commercially rated property within the Targeted Rating Area);
- 5.7.2** each Associate Member shall be entitled to one vote provided that Associate Members shall not be entitled to vote upon any matters of the Association which relate to Town Centre Business;
- 5.7.3** Associate Members shall not be entitled to hold the position of any Officer of the Association but may otherwise be a member of the Executive Committee.

6. TERMINATION OF MEMBERSHIP

- 6.1** A person ceases to be a Member of the Association if the person:
- 6.1.1** dies, becomes bankrupt or, being a company or other incorporated body is wound up; or
- 6.1.2** resigns that membership by notice in writing to the Association; or
- 6.1.3** is expelled from the Association; or

- 6.1.4 ceases to be entitled to be a Full Member in terms of Rule 5.1, and has not been admitted as an Associate Member.

7. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

A right, privilege or obligation which a person has, by reason of being a Member of the Association:

- 7.1 is not capable of being transferred or transmitted to another person; and
- 7.2 terminates upon cessation of the person's membership.

8. REGISTER OF MEMBERS

- 8.1 The Secretary of the Association shall establish and maintain a register of Members of the Association pursuant to section 22 of the Act specifying the name, address and occupation or business of each person who is a Member of the Association, together with the date on which the person became a Member, whether that person is a Full or Associate Member and, in the case of members which are not individuals, the name and address of that Member's individual representative. If a person ceases to be a Member of the Association in accordance with Rule 6.1, the Secretary shall remove the details of such person from the register of Members of the Association.
- 8.2 Each Member shall advise the Secretary if there is any change to any of the information in the register relating to that Member. The Secretary may require owners of commercially rated properties within the Separate Rating Area to provide details of occupiers and tenants of their properties from time to time to assist in ensuring that the Register of Members is kept current and up to date. For the purposes of this clause, the term "owner" includes a lessee of the whole of a separately titled property under what is commonly known as a ground lease.
- 8.3 The register of Members shall be kept at the principal place of administration of the Association and shall be open for inspection, free of charge, by any Member of the Association at any reasonable hour.

9. FEES, SUBSCRIPTIONS, ETC.

- 9.1 The Association may levy its Members such subscription charge deemed by the Executive Committee necessary to properly carry out its objects.
- 9.2 Any Member whose membership terminates under Rule 6:
 - (a) shall not be entitled to a refund of any subscription or charge paid by that Member prior to that termination, and
 - (b) shall remain liable for any subscription or charge for which that Member became liable prior to that termination.

10. MEMBER'S LIABILITIES

The liability of a Member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by Rule 5.5 and Rule 9. In the event any Member ceases to be a Member of the Association pursuant to Rule 6 such Member shall not be released from any liability to the Association for any matters arising prior to the end of the financial year in which the Member ceased to be a Member.

11. DISCIPLINING OF MEMBERS

11.1 Where the Executive Committee is reasonably of the opinion that a Member of the Association:

11.1.1 has persistently refused or neglected to comply with a provision or provisions of these Rules; or

11.1.2 has persistently and wilfully acted in a manner prejudicial to the interests of the Association; or

11.1.3 does anything which, in the opinion of the Executive Committee in its absolute discretion is likely to seriously harm the reputation of the Association or the objects of the Association in general;

the Executive Committee may by resolution:

11.1.4 in the case of an Associate member, expel the Associate Member from membership of the Association; or

11.1.5 in the case of a Full Member or an Associate Member suspend the Member from membership of the Association for a specified period not exceeding a maximum period of 12 months.

11.2 A resolution of the Executive Committee under Rule 11.1 is of no effect unless the Executive Committee confirms the resolution at a meeting held not earlier than fourteen days and not later than twenty eight days after service on the Member of a notice under Rule 11.3.

11.3 Where the Executive Committee passes a resolution under Rule 11.1, the Secretary shall, as soon as practicable, cause a notice in writing to be served on the Member:

11.3.1 setting out the resolution of the Executive Committee and the grounds on which it is based;

11.3.2 stating that the Member may address the Executive Committee at a meeting to be held not earlier than fourteen days and not later than twenty-eight days after service of the notice;

- 11.3.3** stating the date, place and time of that meeting; and
- 11.3.4** informing the Member that the Member may do either or both of the following:
 - (a) attend and speak at that meeting;
 - (b) submit to the Committee at or prior to the date of that meeting written representations relating to the resolution.
- 11.4** At a meeting of the Executive Committee held in accordance with Rule 11.3, the Executive Committee shall:
 - 11.4.1** give the Member an opportunity to make oral representations;
 - 11.4.2** give due consideration to any written representations submitted to the Committee by the Member at or prior to the meeting; and
 - 11.4.3** by resolution determine whether to confirm or to revoke the resolution.
- 11.5** if a Member has failed to pay any subscription or charge payable under Rule 9, or in the case of an Associate Member any Special Subscription payable under Rule 5.6, or otherwise failed to pay any payment due under these rules and any such failure continues for three calendar months after it is due then from the expiry of that three calendar month period until the date upon which the outstanding amount or amounts are paid in full, the Member shall not be entitled to vote at any General Meeting and/or on any Town Centre Business.

12. MEMBER DEALINGS WITH AND INTERESTS IN THE ASSOCIATION

- 12.1** Any Member who is or may be interested or concerned directly or indirectly in any property or undertaking in which the Association is or may be in any way concerned or involved:
 - 12.1.1** must disclose the nature and extent of that Member's interest to the other Members; and
 - 12.1.2** must not take any part whatever in any deliberation concerning any matter in which that Member is or may be interested other than as a Member of the Association.
- 12.2** No private pecuniary profit shall be made by any person from the Association except that:
 - 12.2.1** any Member may receive full reimbursement for all expenses properly incurred by that Member in connection with the affairs of the Association;

- 12.2.2** the Association may pay reasonable remuneration to any officer or servant of the Association (whether a Member or not) in return for services actually rendered to the Association;
 - 12.2.3** any Member may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by the Member, or by any firm or entity of which that Member is a member, employee or associate in connection with the affairs of the Association;
 - 12.2.4** any Member may retain any remuneration properly payable to that Member by any company or undertaking with which the Association may be in any way concerned or involved for which that Member has acted in any capacity whatever, notwithstanding that the Member's connection with that company or undertaking is in any way attributable to that Member's connection with the Association.
- 12.3** Notwithstanding anything contained or implied in these Rules any person who is:
- 12.3.1** a Member of the Association; or
 - 12.3.2** a shareholder or director of any company carrying on any business of the Association; or
 - 12.3.3** a shareholder or director of any company which is a Member of the Association; or
 - 12.3.4** a member of any association which is a shareholder or any company carrying on any business of the Association; or
 - 12.3.5** an associated person (as defined in the Income Tax Act 1994) of any such Member, shareholder or director;

shall not by virtue of that capacity in any way (whether directly or indirectly) determine, or materially influence the determination of the nature or the amount of any benefit or advantage or income or the circumstances in which it is or is to be received, gained, achieved, afforded or derived by that person.

CHAPTER IV – COMMITTEES

13. EXECUTIVE COMMITTEE

The Association shall be governed by an Executive Committee which:

- 13.1** shall subject to Rule 14, control and manage the affairs of the Association including the day to day management of the Town Centre Programme;

- 13.2** may exercise all such functions as may be exercised by a General Meeting of Members of the Association;
- 13.3** shall fix the amount of subscription which may be in several parts or categories and shall be made on Members or classes of Members for special purposes;
- 13.4** has power to perform all such acts and do all such things as appear to the Executive Committee to be necessary or desirable for the proper management of the affairs of the Association;
- 13.5** shall be responsible for co-ordinating and undertaking any poll in relation to the Town Centre Programme required by the Council to be carried out by the Association.

14. TOWN CENTRE BUSINESS

- 14.1** The Executive Committee shall have the sole right and duty to carry out Town Centre Business on behalf of the Association, which includes:
 - 14.1.1** recommending Town Centre projects and budgets for approval by the Council;
 - 14.1.2** allocating the Town Centre Funding Grant;
 - 14.1.3** overseeing the spending of approved budgets;
 - 14.1.4** monitoring work progress against approved budgets;
 - 14.1.5** reporting to the Council as required;
 - 14.1.6** any other financial matters relating to the Town Centre Programme.
- 14.2** The Executive Committee shall:
 - 14.2.1** prepare the draft annual budget which will provide the basis for any Targeted Rate for submission to the Council for approval;
 - 14.2.2** approve the quarterly financial statements in relation to the Town Centre Programme and the Town Centre Funding Grant so they may be forwarded to the Council;

15. MEMBERSHIP OF EXECUTIVE COMMITTEE

- 15.1** The Executive Committee shall consist of:
 - 15.1.1** a Chairperson and a Treasurer; who are Full Members of the Association and
 - 15.1.2** up to seven other persons who are Full Members or Associate Members of the Association,

and who have been elected at the Annual General Meeting of the Association pursuant to Rule 16.

15.2 Each member of the Executive Committee shall, subject to these Rules, hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.

15.3 In the event of a casual vacancy occurring in the membership of the Executive Committee, the Executive Committee may appoint a Member of the Association to fill the vacancy. Any member so appointed shall hold office, subject to these Rules, until the conclusion of the next Annual General Meeting following the date of the appointment.

16. ELECTION OF CHAIRPERSON, TREASURER AND OTHER MEMBERS TO EXECUTIVE COMMITTEE

16.1 Subject to Rule 5.7.3, Rule 16.8 and Rule 25, nominations of candidates for election as Chairperson and Treasurer and up to seven other members of the Executive Committee:

16.1.1 shall be made in writing, signed by two Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and

16.1.2 shall be delivered to the Secretary of the Association not less than twenty eight days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.

16.2 If no nomination is received for the positions of Chairperson or Treasurer, nominations for the relevant position shall be called for at the Annual General Meeting. If fewer than eight nominations are received for the other eight positions on the Executive Committee, nominations shall be called for at the Annual General Meeting.

16.3 If insufficient further nominations are received to fill all available positions those remaining positions shall be deemed to be casual vacancies. The Executive Committee may appoint members to fill such vacancies.

16.4 If all positions are able to be filled from those nominated and no ballot is required, the persons nominated shall be deemed to be elected.

16.5 If more than one nomination is received for the position of Chairperson or Treasurer, a ballot shall be held. If the number of nominations received for the other eight positions on the Executive Committee exceeds eight, a ballot shall be held.

16.6 Any such ballot shall be conducted at the Annual General Meeting in such usual and proper manner as the Executive Committee may direct.

16.7 Subject to Rule 24.4, any person or persons may be co-opted by the Executive Committee to join the Executive Committee at any time:

16.7.1 for the purposes of a particular project or task; or

16.7.2 where the Executive Committee considers that the co-optee, by virtue of the co-optee's expertise and skills, can make a beneficial contribution to the activities of the Executive Committee; or

16.7.3 where the Executive Committee considers that the co-optee will assist in ensuring that the composition of the Executive Committee provides a balanced representation of the views of property owners, retail tenants and commercial tenants within the Targeted Rating Area.

Co-opted members of the Executive Committee need not be Members of the Association.

16.8 On the adoption of these Rules by the Association, the members of the executive committee of the Association who have been elected or appointed to that committee pursuant to the prior rules of the Association will be deemed to have been elected as members of the Executive Committee pursuant to the preceding provisions of this Rule 16 (but subject to Rule 15.2).

17. DEPUTY CHAIRPERSON AND SECRETARY

17.1 The Executive Committee shall appoint one member of the Executive Committee, other than an Officer, as Deputy Chairperson of the Association. In the absence of the Chairperson, the Deputy Chairperson shall be the chairperson for General Meetings and, in the absence of the Deputy Chairperson, Members present shall be entitled to elect a chairperson for the meeting.

17.2 The Executive Committee shall appoint the Secretary of the Association who shall be either an employee of the Association or a Member who is not a member of the Executive Committee.

17.3 It is the duty of the Secretary to keep minutes of:

17.3.1 all appointments of Officers and members of the Executive Committee;

17.3.2 the names of members of the Executive Committee present at each Executive Committee meeting and General Meeting; and

17.3.3 all proceedings at Executive Committee meetings and General Meetings.

17.4 Minutes of proceedings at a meeting shall be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.

18. TREASURER

18.1 It is the duty of the Treasurer of the Association to ensure that:

18.1.1 all money due to the Association is collected and received and all payments authorised by the Association are made;

18.1.2 correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association.

19. AUDITOR

19.1 The Auditor shall be appointed by the Association on an annual basis to carry out the functions set out in this Rule.

19.2 No person who is an Officer or a Member may be appointed as Auditor.

19.3 The remuneration of the Auditor shall be fixed by the Association.

19.4 If any casual vacancy occurs in the office of any Auditor appointed by the Association, the Executive Committee shall appoint an Auditor to carry on the duties of the Auditor until the next Annual General Meeting.

19.5 Every Auditor shall be supplied with a copy of the accounts and statements. It shall be the Auditor's duty to thoroughly examine the accounts and statements.

19.6 The Auditor shall be provided with a list of all books kept by the Association and shall at all reasonable times have access to the books and documents of the Association. The Auditor may, in investigating such accounts, examine the Executive Committee or any Officers of the Association. The Executive Committee and Officers of the Association shall at all times render all assistance to the Auditor.

19.7 The Auditor shall provide the Members with a report regarding the accounts and statements. In that report, the Auditor shall state whether, in his or her opinion, the accounts and statements are full and fair accounts and statements containing the particulars required by the Rules, and whether the accounts and statements have been properly drawn up so as to exhibit a true and correct view of the Association's affairs. The report shall be read together with the report of the Executive Committee at the Annual General Meeting.

20. CASUAL VACANCIES

- 20.1** For the purposes of these Rules, a casual vacancy in the office of a member of the Executive Committee occurs pursuant to Rule 15.3 or if the member:
- 20.1.1** dies;
 - 20.1.2** ceases to be a Member of the Association;
 - 20.1.3** is declared bankrupt;
 - 20.1.4** resigns office by notice in writing given to the Secretary;
 - 20.1.5** is removed from office under Rule 21,
 - 20.1.6** becomes of unsound mind or becomes a person who is liable to be dealt with in any way under the law relating to mental health; or
 - 20.1.7** is absent without the consent of the Executive Committee from three consecutive meetings of the Executive Committee.
- 20.2** The Executive Committee may appoint members to fill such casual vacancies as needed.

21. REMOVAL OF MEMBER OF EXECUTIVE COMMITTEE

- 21.1** The Association in a General Meeting may, by resolution, remove any member of the Executive Committee from office before the expiration of the member's term of office.
- 21.2** Where a member of the Executive Committee to whom a proposed resolution referred to in Rule 21.1 relates:
- 21.2.1** makes representations in writing (not exceeding a reasonable length) to the Secretary or Chairperson; and
 - 21.2.2** requests that the representations be notified to the Members of the Association;

then the Secretary or Chairperson may send a copy of the representations to each Member of the Association. If they are not so sent, the Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

22. MEETINGS OF EXECUTIVE COMMITTEE, QUORUM AND SPEAKING RIGHTS

- 22.1** The Executive Committee shall endeavour to meet monthly but in all events shall meet not less than ten times in each period of twelve months, and at such time and place as shall be decided by the Executive Committee.

- 22.2** Additional meetings of the Executive Committee may be convened by the Chairperson or by any member of the Executive Committee.
- 22.3** Oral or written notice of a meeting of the Executive Committee shall be given by the Secretary to each member of the Executive Committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Executive Committee) before the time appointed for the holding of the meeting.
- 22.4** Any four members of the Executive Committee constitute a quorum for the transaction of the business of a meeting of the Executive Committee.
- 22.5** No business shall be transacted by the Executive Committee unless a quorum is present within half an hour of the time appointed for the meeting. If a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- 22.6** If at the adjourned meeting, a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- 22.7** At a meeting of the Executive Committee:
- 22.7.1** the Chairperson or, in the Chairperson's absence, the Deputy Chairperson shall preside, but if the Deputy Chairperson is absent then any member of the Executive Committee nominated to stand in his/her place shall preside; and
 - 22.7.2** the Chairperson and/or such other person who may be acting as chairperson shall have an ordinary but not a casting vote.
- 22.8** Notwithstanding anything in these rules contained to the contrary, the following persons shall be entitled to receive copies of all agenda, supporting papers and minutes of any meeting of the Executive Committee, and to attend and speak at any meeting of the Executive Committee:
- 22.8.1** one Councillor and one Community Board member, as appointed by the Council from time to time,
 - 22.8.2** a Town Centre Liaison Officer, as appointed by the Council from time to time, and
 - 22.8.3** the Town Manager employed by the Executive Committee.

23. DELEGATION BY EXECUTIVE COMMITTEE TO SUB-COMMITTEE

- 23.1** The Executive Committee may delegate to one or more sub-committees (consisting of such Member or Members of the Association, and members of the Executive Committee who have been co-opted in accordance with Rule 16.7, as the Executive Committee thinks fit) the exercise of such of the functions of the Executive Committee as the Executive Committee may decide.

- 23.2** A function which has been delegated to a sub-committee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 23.3** Notwithstanding any delegation under this Rule, the Executive Committee may continue to exercise any function delegated.
- 23.4** Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Executive Committee.
- 23.5** The Executive Committee may, by instrument in writing, revoke wholly or in part any delegation under this Rule.
- 23.6** A sub-committee may meet and adjourn as it thinks proper.

24. VOTING AND DECISIONS

- 24.1** Questions arising at a meeting of the Executive Committee or of any sub-committee appointed by the Executive Committee shall be determined by a majority of the votes of members of that committee present at the meeting and entitled to vote.
- 24.2** Subject to Rule 22.5, the Executive Committee may act notwithstanding any vacancy on the Executive Committee.
- 24.3** Any act or thing done or suffered, or purporting to have been done or suffered by the Executive Committee or by a sub-committee appointed by the Executive Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of that committee.
- 24.4** No person co-opted to the Executive Committee pursuant to Rule 16.7 may exercise a vote in any Association business and any such person shall not be counted as a member of the Executive Committee for the purposes of determining whether a quorum is present at meetings of the Executive Committee or for determining the number of members of the Executive Committee from time to time.
- 24.5** No person appointed as Secretary to the Executive Committee pursuant to Rule 17.2 may exercise a vote in any Association business and any such person shall not be counted as a member of the Executive Committee for the purposes of determining whether a quorum is present at meetings of the Executive Committee or for determining the number of members of the Executive Committee from time to time.

CHAPTER V - GENERAL MEETINGS

25. ANNUAL GENERAL MEETING

The Association shall, at least once in each calendar year, and within the period of six months after the expiration of each financial year of the Association, convene an Annual General Meeting of its Members.

26. ANNUAL GENERAL MEETING - CALLING AND BUSINESS

26.1 The Annual General Meeting of the Association shall, subject to the Act and to Rule 25, be convened on such date and at such place and time as the Executive Committee thinks fit.

26.2 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:

26.2.1 to confirm the Minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;

26.2.2 to receive from the Executive Committee reports on the activities of the Association during the preceding financial year;

26.2.3 to approve the Annual Financial Statements;

26.2.4 to elect members of the Executive Committee; and

26.2.5 to appoint an Auditor.

26.3 For the purposes of section 23 of the Act the Association's financial year shall end on 30 June.

26.4 An Annual General Meeting shall be specified as such in the notice convening it.

27. SPECIAL GENERAL MEETINGS

27.1 The Executive Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.

27.2 The Executive Committee shall, on the requisition in writing of not less than five percent of the total number of Members, convene a special meeting of the Association.

27.3 A requisition of Members for a Special General Meeting:

27.3.1 shall state the purpose or purposes of the meeting;

27.3.2 shall be signed by the Members making the requisition;

27.3.3 shall be lodged with the Secretary;

27.3.4 may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.

27.4 If the Executive Committee fails to convene a Special General Meeting to be held within one month after the date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than three months after that date.

27.5 A Special General Meeting convened by a Member or Members as referred to in Rule 27.4 shall be deemed to have been convened by the Executive Committee. Any Member who incurs expense as a result of the Special General Meeting is entitled to be reimbursed by the Association for any expenses so incurred.

27.6 The business to be conducted at a Special General Meeting shall be the only business for which the Special General Meeting in question was convened, provided that it is business which can properly be dealt with by Members in General Meeting.

28. NOTICE

28.1 Except where the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Association, the Secretary shall, at least 14 days before the date fixed for the holding of the General Meeting, cause to be served or sent to each Member in the manner specified in Rule 40.1 a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

28.2 Where the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Association the Secretary shall, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be served or sent to each Member of the Association in the manner provided in Rule 40.1 specifying in addition to the matters required under Rule 27, the intention to pass such a resolution as a Special Resolution.

28.3 No business other than that specified in the notice convening a General Meeting shall be transacted at a meeting except, in the case of an Annual General Meeting, present business which may be transacted pursuant to Rule 26.

28.4 A Member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a General Meeting given after receipt of the notice from the Member.

28.5 Prior to and in addition to any notice of General Meeting required to be given in accordance with Rule 27.1 or Rule 27.2, where any business to be transacted at a General Meeting includes the election of any members of the Executive Committee, the Secretary shall also at least

14 days before the final date for nominations (as determined in accordance with Rule 16.1.2) give notice to Members of that final date for nominations. The method of giving such preliminary notice shall be as specified in Rule 40.1.

- 28.6** The Executive Committee shall adequately inform (as it thinks fit) all Full Members who are eligible to vote, of any upcoming vote on Town Centre Business to ensure such members are given the opportunity to vote.

29. PROCEDURE

- 29.1** No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present.
- 29.2** The quorum shall be the lesser of one-half of the number of Full Members of the Association or 15 Full Members.
- 29.3** If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, then the meeting shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.

30. PRESIDING MEMBER

- 30.1** The Chairperson shall preside at each General Meeting of the Association.
- 30.2** If the Chairperson is absent from a General Meeting or is unable or unwilling to act, the Deputy Chairperson shall preside as chairperson at that General Meeting, but if the Deputy Chairperson is absent from that General Meeting or is unable or unwilling to act, the Members present shall elect one of their number to preside as chairperson at the meeting.

31. ADJOURNMENT

- 31.1** The Chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place. No business shall be transacted at an adjourned meeting other than business left unfinished at the meeting at which the adjournment took place.
- 31.2** Where a General Meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each Member of the Association. The notice shall state the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

- 31.3** Except as provided in Rules 31.1 and 31.2, notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

32. MAKING OF DECISIONS

- 32.1** Subject to Rules 16.5 and 16.6, a question arising at a General Meeting of the Association shall be determined on a show of hands. Unless a poll is demanded before, or on the declaration of a show of hands, then a declaration by the Chairperson (for example, that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect has been entered in the Minute Book of the Association) shall constitute evidence of the outcome of the resolution without proof of the number or proportion of votes recorded in favour of or against that resolution.
- 32.2** At a General Meeting of the Association, a poll may be demanded by the Chairperson or by not less than fifteen Full Members present in person at the meeting.
- 32.3** Where a poll is demanded at a General Meeting, the poll shall be taken:
- 32.3.1** immediately in the case of a poll which relates to the election of the chairperson of the meeting in accordance with Rules 16.1 or to the question of adjournment; or
 - 32.3.2** in any other case, in such manner and at such time before the closing of the meeting as the Chairperson directs. Resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

33. SPECIAL RESOLUTION

A resolution of the Association is a special resolution if:

- 33.1** it is passed by a majority (which comprises not less than sixty percent of such Members of the Association, as being entitled under these Rules so to do), voting in person; and
- 33.2** the resolution is passed at a General Meeting; and
- 33.3** not less than 21 days written notice of the meeting has been given to Members specifying the intention to propose the resolution as a special resolution.

34. VOTING

- 34.1** Upon any question arising at a General Meeting of the Association, a Member has one vote only (irrespective of whether or not a Member has multiple entitlement to membership of the Association), provided that no Associate Member shall have the right to vote on any issue relating to Town Centre Funding Grant.

- 34.2** All votes shall be given personally by a Member or (in the case of a Member which is not an individual) by its designated representative notified in accordance with Rule 5.4).
- 34.3** In the case of an equality of votes on a question at a General Meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 34.4** A Member is not entitled to vote at any General Meeting of the Association unless all money due and payable by the Member to the Association has been paid.

CHAPTER VI - MISCELLANEOUS

35. INSURANCE

- 35.1** The Association shall effect and maintain full and proper insurance on all of its assets including a Public Liability Insurance of no less than \$1 million.
- 35.2** In addition to the insurance required under Rule 35.1, the Association may effect and maintain other insurance.

36. FUNDS - MANAGEMENT

- 36.1** Subject to any resolution passed by the Association in General Meeting, the funds of the Association shall be used to pursue the objects of the Association in such manner as the Executive Committee determines.
- 36.2** All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the Executive Committee or employees of the Association, being Members or employees authorised to do so by the Executive Committee.
- 36.3** All funds received by the Association remain the property of the Association. The property of the Association is irrevocably dedicated to objects stated in these Rules. No part of the net income or assets of the Association shall ever inure to the benefit of any director, officer or Member of the Association or to the benefit of any private persons.

37. ALTERATION OF OBJECTS AND RULES

- 37.1** Subject to the provisions of the Act, Rule 33 and the statement of objects, these Rules may be altered, rescinded or added to only by a Special Resolution of the Association provided that no addition to or alteration or rescission of the Rules shall be effective if it affects the charitable objects, pecuniary benefits or winding up clauses.
- 37.2** None of the Rules of the Association affecting the Town Centre Programme, the Town Centre Funding Grant and the Executive

Committee's powers with respect to the Town Centre Programme shall be altered in any way without the prior written approval of the Council.

- 37.3** In the event that the Association becomes ineligible for a Town Centre Funding Grant, these Rules shall be altered to remove any reference to Town Centre matters.

38. COMMON SEAL

- 38.1** The common seal of the Association shall be kept in the custody of the Secretary.

- 38.2** The common seal shall not be affixed to any instrument except by the authority of the Executive Committee. The affixing of the common seal shall be attested by the signatures of two members of the Executive Committee.

39. CUSTODY OF BOOKS AND RECORDS

Except as otherwise provided by these Rules, the Secretary shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

40. SERVICE OF NOTICES

- 40.1** For the purposes of these Rules, a notice may be served by or on behalf of the Association upon any Member either personally or by sending it by post, facsimile or email to the Member at the Member's postal or email address or facsimile number shown in the register of Members.

- 40.2** Where a document is sent to a person by:

40.2.1 properly addressing, prepaying and posting to the person at the address specified in the register of Members a letter containing the document, the document shall be deemed for the purposes of these Rules to have been served on the person at the time at which the letter is put into the postal system;

40.2.2 facsimile to the facsimile number specified in the register of Members, the document shall be deemed for the purposes of these Rules to have been served on the person at the time of transmission (as recorded on the sender's facsimile answer back system); and

40.2.3 email to the email address specified in the register of Members, the document shall be deemed for the purposes of these Rules to have been served on the person at the time of sending (as confirmed by the sender's email system).

41. WINDING UP

- 41.1** Should the dissolution of the Association be deemed necessary, then two meetings must be held in accordance with section 24 of the Act. The first meeting shall be called to pass a resolution to wind up the Association and must be carried by a majority of valid votes. The second meeting must be called (not earlier than 30 days after the first meeting) to confirm the resolution to be passed.
- 41.2** Once debts and liabilities of the Association have been discharged any excess Town Centre Funding Grant funds will be transferred to the Council to be applied towards any purpose for which the Separate Rate was levied.
- 41.3** If, upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, and any payment in terms of Rule 41.2, any property whatsoever, the same shall not be paid or distributed among the members of the Association. Such remaining property shall be given or transferred to some other charitable organisation or approved non-profit body within New Zealand having objects similar to the objectives of the Association. In the event of the Executive Committee being unable to decide, the remaining assets are to be distributed as a Judge of the High Court of New Zealand directs.

SIGNED by the Association by three of its Members, pursuant to Section 21 of the Incorporated Societies Act 1908:

Signature

Name

Office (if Office-holder)

Signature

Name

Office (if Office-holder)

Signature

Name

Office (if Office-holder)