The Incorporated Societies Act 2022

CONSTITUTION

of

Blockhouse Bay Business Association Inc.

No. of Incorporation: 1185484

Blockhouse Bay Business Association

Name: Trevor Andrew, Chairperson

Signature: Date:

Name: Shirley Browne, Committee Member

Signature: Date:

Name: Matt Borsos, Committee Member

Signature: Date:

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CONSTITUTION OF THE Blockhouse Bay Business Association Inc.

CHAPTER I - INTERPRETATION PROVISIONS

1. DEFINED TERMS AND RULES OF INTERPRETATION

In these Rules, unless the context requires otherwise:

1.1 the following terms have defined meanings:

"**Act**" means the Incorporated Societies Act 2022, as amended from time to time, or any corresponding replacement legislation;

"**Annual Financial Statements**" means the annual financial statements for the Association to be approved by the Members and filed with the Registrar of Incorporated Societies under the Act;

"**Annual General Meeting**" has the meaning given to it in Rule 21.1;

"**Associate Member**" means a member of the Association admitted pursuant to Rule 5.6;

"**Association**" means the Blockhouse Bay Business Association Inc.;

"**Auditor**" means the auditor appointed in accordance with Rule 34;

"**BID Policy**" means the council policy that sets out the relationship between the association and Auckland Council including the three-year BID Targeted Rate Grant Agreement, and the governance and accountability requirements for the BID programme and BID targeted rate grant;'

"**BID Programme Funding**" means any funding received by the Association from the Council for the purposes of the BID Programme;

"**BID Programme**" means the economic development programme known as the "Business Improvement District" or "BID" programme implemented in relation to the Blockhouse Bay commercial district, involving the Council, the Association, the business community and other stakeholders, to organise, design, promote, improve and develop the Blockhouse Bay commercial district;

"**BID Targeted Rate**" means any rate set by the Council pursuant to section 16 of the Local Government (Rating) Act 2002 in order to provide, or contribute to, the BID Programme Funding;

"**BID Targeted Rating Area**" means the geographical area relating to the Blockhouse Bay commercial district that is subject to the BID Targeted Rate, as defined for the purposes of the Council's rating information database, or, if there is not yet any such area, the Blockhouse Bay commercial district;

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

"**Council**" means the Auckland Council;

"**Executive Committee**" means the committee of the Association referred to in Rule 13.1;

Financial Year means the 12 month or other financial reporting period ending on 30 June each year, being the balance date for the Association for financial reporting purposes;

"**Full Member**" means a member of the Association in terms of Rule 5.1;

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

"**Local Board**" means the local board of the Council within whose local board area the BID Programme operates;

"Local Board Representative" means the member of the Local Board who is appointed by the Local Board to represent it in matters relating to the BID Programme, and includes any other member of the Local Board

who is authorised by the Local Board to act in place of that appointee if that appointee is absent or unavailable;

"**Members**" means the members of the Association from time to time, including Associate Members and Full Members, and includes, as the context requires, the individuals for the time being representing any Members which are not individuals, as referred to in Rule 5.10;

"**Officers**" means the Chairperson, Secretary, Treasurer and any other officer as referred to in Rule 15;

"**Rules**" means the rules of the Association as set out in this document and, as the context requires, includes any subsequent change to the rules;

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

"**Special General Meeting**" has the meaning set out in Rule 21.1;

"**Special Resolution**" means a resolution of the Association passed at a General Meeting, in respect of which the Members have been given not less than 21 days written notice ahead of the meeting;

"**Special Subscription**" has the meaning set out Rule 9.1;

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

1.2 references to persons include references to individuals, companies, corporations, partnerships, firms, joint ventures, associations, trusts, and other organisations and entities; and

1.3 references to any legislation or to any provision of any legislation include that legislation or provision as from time to time amended or re-enacted and any corresponding replacement legislation or legislative provision, and any statutory instrument, regulation, rule or order issued under that legislation or provision (as from time to time amended or re-enacted) or under any such corresponding replacement legislation or legislative provision;

1.4 the terms include and including (or any equivalent term) are to be treated as being followed by the words without limitation;

1.5 singular words include the plural and vice versa; and

1.6 chapter and other headings are for ease of reference only and do not form part of the context or affect the interpretation of these Rules.

CHAPTER II – NAME, OBJECTS AND POWERS OF THE ASSOCIATION

2. ASSOCIATION NAME

The name of the Association is the “Blockhouse Bay Business Association Inc.”.

3. OBJECTS OF THE ASSOCIATION

The objects of the Association are as follows:

3.1 To assist and guide the development and advancement of the commercial interests of business people and businesses in the Blockhouse Bay Business Association commercial district through a co-ordinated, structured and measurable communications, marketing and economic development programme.

3.2 To foster and promote generally the welfare of the business community of Blockhouse Bay Business Association commercial district and, in particular, to provide a forum for networking and collaboration of members, and sharing of information.

3.3 To improve the environment of the Blockhouse Bay Business Association commercial district so as to attract and retain business in order to drive employment and economic growth.

3.4 To capitalise on the unique assets and profile of the Blockhouse Bay Business Association commercial district and to use that as a means of establishing an identity and positioning for the area.

3.5 To make arrangements with and/or advocate to the Government, local authorities and/or other persons for the improvement of amenity, streetscapes, utilities, transport, services or other infrastructure, and for lighting, surfacing, security and cleaning to the benefit of the Blockhouse Bay Business Association commercial district.

3.6 In furtherance of the objects set out above, to administer the BID Programme Funding.

3.7 To do things that attain or advance, or are incidental or conducive to the attainment or advancement of, the objects set out above.

The objects of the Association do not include, and the Association must not be carried on for, financial gain to its Members or any other persons in contravention of the Act or any other applicable legislation.

4. POWERS

In order to attain or advance the objects set out in Rule 3, and subject to the Act, these Rules and any other applicable law, the Association has full capacity to carry on or undertake any activity, do any act, or enter into any transaction, and for that purpose has full rights, powers and privileges. The Association's powers include the following:

4.1 To purchase, take on, lease, exchange, hire, or otherwise acquire, and to sell, mortgage, dispose of or otherwise deal with any real or personal property and any other rights or privileges.

4.2 Subject to Rule 31, 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, including the employment of solicitors, agents, officers and servants as necessary or expedient; and

4.2.2 otherwise further the objects of the Association;

4.3 To engage in prosecuting, defending or otherwise taking any legal action or legal proceedings 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 or expedient 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.

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 management and other staff or personnel, and engage 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 To adopt any bylaws, regulations, rules or policies (however described) in relation to the Association's operations, provided that such bylaws, regulations, rules or policies (however described) must be consistent with these Rules and must be made available to all Members.

CHAPTER III –MEMBERSHIP OF THE ASSOCIATION

5. FULL MEMBERSHIP AND ASSOCIATE MEMBERSHIP

5.1 There shall be Full Members of the Association, and there may also be Associate Members of the Association, as set out in this Rule 5. For the purpose of maintaining its incorporation, the Association shall endeavour to ensure that its membership remains at or above any minimum number imposed under the Act or any other applicable legislation.

5.2 A person shall be entitled to be a Full Member of the Association if the person:

5.2.1 owns one or more commercially rated properties within the BID Targeted Rating Area; or

5.2.2 trades within one or more commercially rated properties within the BID Targeted Rating Area;

and the person has not previously been expelled from the Association, unless the Executive Committee has resolved to readmit that person under Rule 11.6.

5.3 For the avoidance of doubt, a person may be a Full Member only once at the same time, even though that person may be entitled under Rule 5.2 to be a Full Member in respect of more than one commercially rated property within the BID Targeted Rate Area or on more than one ground.

5.4 A Full Member shall be entitled to:

5.4.1 attend and vote at all General Meetings;

5.4.2 attend all meetings of the Executive Committee (but not vote);

5.4.3 stand for election to the Executive Committee;

5.4.4 receive regular communications about BID Programme activities; and

5.4.5 receive notification of upcoming General Meetings and meetings of the Executive Committee and the agendas for such meetings.

5.5 In order to become a Full Member, a person entitled to be a Full Member of the Association who wishes to exercise that entitlement must:

5.5.1 submit to the Secretary an application for membership, including any evidence that may reasonably be required by the Association, as part of the application or subsequently, to determine that the person is entitled to be a Full Member under Rule 5.2; and

5.5.2 provide to the Secretary, when becoming a Full Member and from time to time, their current details, including their name, occupation, business and contact information and any other information necessary or expedient for the Association's operations and affairs or that must be included in the Association's register of Members under the Act, these Rules, and any other applicable legislation;

and, once the required application, evidence, and current details have been provided to the Association, the person will become a Full Member and the Secretary will add the person to the register of Members and notify the person that they have been accepted as a Full Member.

5.6 Any person who ceases to be entitled to be a Full Member of the Association under Rule 5.2 shall immediately provide notice of that fact, and the date their entitlement ceased, to the Secretary.

5.7 There may be Associate Members of the Association. A person who does not qualify to be a Full Member under Rule 5.2 (for example, a business that operates near but outside the BID Targeted Rating Area, or a person who operates a business from a residential property within or near the BID Targeted Rating Area, or a non-business organisation or entity operating in the area) may submit to the Secretary an application to become an Associate Member of the Association. 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 as an Associate Member, taking into account the objects of the Association set out in Rule 3.

5.8 An Associate Member shall have the same entitlements as a Full Member, except that an Associate Member:

5.8.1 is not entitled to stand for election to the Executive Committee, but may be appointed by the Executive Committee to be a member of the Executive Committee or a subcommittee; and

5.8.2 is not entitled to vote on any Association matters, except and to the extent that he or she has been appointed as a voting member of the Executive Committee or a sub-committee.

5.9 For the avoidance of doubt, in relation to membership of the Association:

5.9.1 Persons who may be eligible to be Full Members or may be accepted as Associate Members include both individuals and other organisations and entities.

5.9.2 In the case of a trust, the person or persons acting in their capacity as trustee or trustees of the trust from time to time shall be treated as a distinct person for membership purposes.

5.9.3 Each Member which is not an individual shall designate an individual representative to act on behalf of the Member on all matters relating to the Association (being an individual who would not be disqualified from becoming or remaining a Member under Rule 6), and shall notify the Secretary of that representative's name and contact information. Any such Member may change their representative at any time, but no such change is effective until notice of the change from the Member, including the name and contact information of the new representative, is received by the Secretary.

5.10 In becoming a Member of the Association, or acting as the representative of any Member which is not an individual, a person agrees to abide by these Rules and any bylaws, regulations, rules or policies (however described) adopted in accordance with these Rules.

6. TERMINATION OF MEMBERSHIP

A person is not permitted to become, or to remain, a Member if the person:

6.1 is an individual who dies, or becomes bankrupt, or is subject to an order made under the Protection of Personal and Property Rights Act 1988, or is mentally disordered person within the meaning of the Mental Health (Compulsory Assessment and Treatment) Act 1992, in which case membership will cease immediately upon the occurrence of the relevant event;

6.2 is a company or other organisation or entity which is wound up (by way of liquidation, dissolution or otherwise), or put into liquidation or receivership, or is subject to statutory management under the Corporations (Investigation and Management) Act 1989, in which case membership will cease immediately upon the occurrence of the relevant event; or

6.3 resigns that membership by notice in writing to the Association, in which case membership will cease at the time specified in the notice (or if no time is specified, immediately upon the Association's receipt of the notice); or

6.4 is expelled from the Association in accordance with Rule 11 and has not been readmitted, in which case membership will cease upon completion of the process set out in Rule 11; or

6.5 ceases to be entitled to be a Full Member in terms of Rule 5.2, and has not been admitted as an Associate Member, in which case membership will cease immediately upon cessation of entitlement to be a Full Member.

7. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

Any 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 ceases upon termination of the person's membership.

8. REGISTER OF MEMBERS

8.1 The Association shall establish and maintain a register of Members which shall be the responsibility of the Secretary and shall include:

8.1.1 the name, occupation/business and contact details (including, without limitation, address, telephone/mobile and email details) of each person who is a Member of the Association;

8.1.2 whether that person is a Full Member or an Associate Member;

8.1.3 the date of commencement of membership, including the date of any change of category of membership;

8.1.4 in the case of Members which are not individuals, the name and contact details of that Member's individual representative as referred to Rule 5.10; and

8.1.5 any other information required to be included in the register of Members under the Act or any other applicable legislation.

8.2 Each Member shall notify the Secretary as soon as reasonably practicable if there is any change to any of the information in the register of Members relating to that Member.

8.3 The current register of Members shall be kept at the principal place of administration of the Association and must be made available to the Members.

9. MEMBER FEES, SUBSCRIPTIONS, ETC.

9.1 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.

9.2 The Association may levy from its Members any fee, subscription or charge considered by the Executive Committee to be necessary or expedient to carry out the Association's objects, which may be in several parts or categories, provided that the Executive Committee must take into account any BID Programme Funding (and Members' contributions to that funding) and other funding available to the Association before deciding to levy, and setting the amount of, any such fee, subscription or charge.

9.3 Any person ceasing to be a Member of the Association pursuant to Rule 6 shall not be entitled to any refund of any fee, subscription or charge levied by the Association and paid by that person prior to the cessation of their membership and such person shall remain liable to pay to the Association any fee, subscription or charge payable by that person prior to the cessation of their membership, despite ceasing to be a Member.

10. MEMBER 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 9. A Member will not otherwise have any liability in respect of any contract or other obligation, or any debt or liability, of the Association, except as provided under the Act or any other applicable law.

11. DISCIPLINING OF MEMBERS

11.1 The Executive Committee shall have the power to regulate the conduct of Members, investigate the conduct of Members and take disciplinary action against Members in accordance with this Rule 11, and for this purpose the Executive Committee may receive and investigate complaints in relation to Members' conduct or investigate such conduct on its own initiative.

11.2 Where, following the receipt and investigation of a complaint regarding a Member or its own investigation, the Executive Committee is reasonably of the opinion that a Member of the Association:

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

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

11.2.3 has failed to pay any Special Subscription or other fee, subscription or charge payable under Rule 9, or otherwise failed to make any payment due under these Rules, and such failure continues for a period of three calendar months after the relevant payment is due; or

11.2.4 has done or is doing anything which, in the opinion of the Executive Committee, in its absolute discretion, is likely to seriously harm the reputation of the Association or detract from the objects of the Association;

the Executive Committee may resolve:

11.2.5 in the case of non-payment as set out in Rule 11.2.3, to remove the Member's entitlement to vote at any General Meeting until such time as payment is made in full; or

11.2.6 in any of the cases set out in Rules 11.2.1 to 11.2.4, to expel the Member of the Association, or to suspend the Member from membership of the Association for a specified period.

11.3 A resolution of the Executive Committee under Rule 11.2 is of no effect unless the Executive Committee confirms the resolution at a meeting of the Executive Committee held not earlier than 14 days and not later than 28 days after service on the Member of a notice under Rule 11.4.

11.4 Where the Executive Committee passes a resolution under Rule 11.2, the Secretary shall, as soon as practicable, cause a notice in writing to be served on the Member:

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

11.4.2 stating that the Member may address the Executive Committee at a meeting of the Executive Committee to be held not earlier than 14 days and not later than 28 days after service of the notice;

11.4.3 stating the date, place and time of that meeting; and

11.4.4 informing the Member that the Member may:

(a) attend and speak at that meeting, and bring a supporting person to the meeting; and/or

(b) submit to the Executive Committee at or prior to the date of that meeting written representations relating to the resolution and the grounds on which it is barred.

11.5 At a meeting of the Executive Committee held in accordance with Rules 11.3 and 11.4, the Executive Committee shall:

11.5.1 allow the Member to bring a supporting person;

11.5.2 give the Member an opportunity to make oral representations;

11.5.3 give due consideration to any written representations submitted to the Executive Committee by the Member at or prior to the meeting; and

11.5.4 by resolution determine whether to confirm, revoke or modify the resolution passed under Rule 11.2.

11.6 The Executive Committee may, in its absolute discretion, resolve to readmit as a Member of the Association any person who has been previously expelled from the Association and is otherwise entitled to be a Full Member or an Associate Member, as the case may be, of the Association.

CHAPTER IV – EXECUTIVE COMMITTEE AND SUB-COMMITTEES

12. ROLE AND POWERS OF EXECUTIVE COMMITTEE

12.1 The role of the Executive Committee, and its members, is to govern the Association and in doing so to act in the best interests of the Association in terms of the advancement or attainment of its objects set out in Rule 3 and in compliance with these Rules and any other applicable law. The operations and affairs of the Association are to be managed by, or under the direction or supervision of, the Executive Committee.

12.2 Subject to the Act, these Rules and any other applicable law, the Executive Committee has all of the powers necessary for undertaking its role set out in Rule 12.1 and the Executive Committee:

12.2.1 may exercise on behalf of the Association any and all of the powers of Association, in order to attain or advance all or any of the objects of the Association;

12.2.2 may establish any sub-committee or sub-committees in relation to any aspect of the operations and affairs of the Association;

12.2.3 may fix the amount of any Special Subscription payable by Associate Members, and if considered appropriate any other fee, subscription or charge to be paid by Members;

12.2.4 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 governance, management and administration of the operations and affairs of the Association;

12.2.5 shall be responsible for engaging and managing any staff of the Association;

12.2.6 shall be responsible for co-ordinating with the Council any ballot required by the Council in relation to the BID Targeted Rating Area;

12.2.7 shall carry out matters relating to the BID Programme on behalf of the Association, which includes:

(a) identifying strategic opportunities;

(b) establishing a programme of activities, projects and priorities to further the BID Programme;

(c) allocating the BID Programme Funding;

(d) overseeing the spending of approved budgets;

(e) monitoring work progress against approved budgets and performance measures;

(f) reporting to the Local Board or to the Governing Body of the Council as required; and

(g) any other matters relating to the BID Programme or requirements set out in the BID Policy.

12.2.8 shall be responsible for arranging the preparation of strategic and annual plans, budgets, and annual reports and financial statements, for the Association;

12.2.9 shall be responsible for accounting for the BID Programme Funding; and

12.2.10 shall be responsible for ensuring that the Association complies with the Act, these Rules and all other applicable laws and regulations including all aspects of the BID Policy.

12.3 In carrying out the role and exercising the powers set out in this Rule 12, the Executive Committee, and its members, must take into account, and engage with, the various types and categories of businesses located within the BID Targeted Rating Area.

13. MEMBERSHIP OF EXECUTIVE COMMITTEE

13.1 The Executive Committee shall consist of:

13.1.1 five to eleven voting members, including at least five Full Members of the Association; and

13.1.2 up to two non-voting members.

13.2 Subject to Rule 32, the voting members of the Executive Committee shall be:

13.2.1 Full Members of the Association elected by the Association pursuant to Rule 14; and

13.2.2 if Full Members elected pursuant to Rule 14 do not fill the maximum number of voting positions, any person appointed by the Executive Committee under Rule 13.3 to be a voting member of the Executive Committee.

13.3 Subject to Rules 13.1 and 13.2:

13.3.1 the Executive Committee may from time to time appoint any person who it considers appropriate, and who need not be a Full Member and may be the Local Board Representative, to be a voting or non-voting member of the Executive Committee, and may at any time remove, or change the voting status of, any such appointee; and

13.3.2 in making any appointment under this Rule 13.3, the Executive Committee shall give consideration to achieving a selection of representation across the various types and categories of businesses located within the BID Targeted Rating Area.

13.4 Each member of the Executive Committee elected pursuant to Rule 14 shall, subject to these Rules, hold office until the conclusion of the next Annual General Meeting following the date of the member's election, but shall be eligible for re-election.

13.5 Each member of the Executive Committee appointed under Rule 13.3 shall, subject to these Rules, hold office until the earlier of the conclusion of the next Annual General Meeting following the date of appointment or their removal by the Executive Committee, but is eligible for election pursuant to Rule 14 (if a Full Member) or reappointment under Rule 13.3.

13.6 In the event of a casual vacancy occurring in the membership of the Executive Committee, if the casual vacancy causes the Executive Committee to have less than the minimum number of voting members the casual vacancy must be filled, and in other cases the casual vacancy may be filled, by the Executive Committee appointing a Full Member (or, if permitted, any other person) as a replacement member of the Executive Committee.

13.7 A person appointed to fill a casual vacancy under Rule 13.6 shall hold office subject to these Rules until the earlier of the conclusion of the next Annual General Meeting following the date of appointment or their removal by the Executive Committee, but is eligible for election pursuant to Rule 14 (if a Full Member) or appointment under Rule 13.3.

14. ELECTION OF MEMBERS TO EXECUTIVE COMMITTEE

14.1 The election of Full Members (in the case of any non-individual Member, an individual representative of that Member) as voting members of the Executive Committee shall be conducted at each Annual General Meeting.

14.2 Nominations of candidates for election as members of the Executive Committee:

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

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

14.3 If the number of nominations received prior to the Annual General Meeting is equal to the maximum number of voting member positions on the Executive Committee, the persons nominated shall be deemed to be elected.

14.4 If the number of nominations received prior to the Annual General Meeting is less than the maximum number of voting member positions on the Executive Committee:

14.4.1 the candidates nominated shall be deemed to be elected; and

14.4.2 further nominations, supported by two Full Members, shall be received at the Annual General Meeting, and if the number of nominations received is equal to or less than the number of remaining voting member positions, the candidates nominated shall be deemed to be elected.

14.5 If the number of nominations received prior to the Annual General Meeting exceeds the maximum number of voting member positions on the Executive Committee, or if the number of nominations received at the Annual General Meeting under Rule 14.4.2 exceeds the number of remaining voting member positions to be filled, a poll shall be held to elect the voting members, or the remaining members, as the case may be.

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

14.7 In the event of an equality of votes between two or more candidates for the last remaining voting member position or positions, an exhaustive poll will be held to determine the person elected.

15. CHAIRPERSON, SECRETARY AND TREASURER

15.1 Unless the Association determines otherwise at an Annual General Meeting, the Chairperson, Secretary and Treasurer of the Association will be members of the Executive Committee elected to such positions by Member vote at the Annual General Meeting. If for any reason any such position is not determined by Member vote at an Annual General Meeting, the Executive Committee must appoint from its members a Chairperson, Secretary or Treasurer, as the case may be.

15.2 The election or appointment of the Chairperson, Secretary and Treasurer shall be conducted by such standard voting method (for example, show of hands or poll) as is appropriate given the number of candidates and whether the election or appointment is being made at an Annual General Meeting or a meeting of the Executive Committee.

15.3 The Chairperson, Secretary and Treasurer must each be a member of the Executive Committee, and a member of the Executive Committee cannot hold more than one of those positions at the same time. In addition, if the Local Board Representative is a member of the Executive Committee, he or she may not:

15.3.1 be the Chairperson, Secretary or Treasurer; or

15.3.2 vote on the election of the Chairperson, Secretary or Treasurer.

15.4 The role of the Chairperson shall include:

15.4.1 overseeing the affairs of the Association and the Executive Committee;

15.4.2 providing leadership to the Association and the Executive Committee;

15.4.3 presiding over General Meetings and Executive Committee meetings and signing off the minutes of meetings (if present at such meetings); and

15.4.4 fulfilling any other responsibilities under these Rules or the Act or other applicable legislation, or conferred upon the Chairperson by the Association or the Executive Committee from time to time.

15.5 The role of the Secretary shall include:

15.5.1 acting as the statutory or contact officer for the Association, and maintaining the Association's registry and other records under the Act and any other applicable legislation;

15.5.2 receiving and issuing, or overseeing the receipt and issue of, notices and other such correspondence for the Association;

15.5.3 ensuring that the register of Members is properly maintained;

15.5.4 ensuring that minutes of General Meetings and Executive Committee meetings, records of elections and appointments of Executive Committee members and Officers, and other internal records of the Association are kept and maintained; and

15.5.5 fulfilling any other responsibilities, under the Act, these Rules, or under any applicable legislation under these Rules or the Act or other applicable legislation, or conferred upon the Secretary by the Association or Executive Committee from time to time.

If at any time there is no Secretary, the Executive Committee shall be responsible for the Secretary's role and shall ensure that a Secretary is elected or appointed as soon as reasonably practicable.

15.6 The role of the Treasurer shall include:

15.6.1 ensuring that all money due to the Association is received and all payments authorised by the Association are made;

15.6.2 ensuring that correct books and accounts and other financial records are kept and maintained showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association; and

15.6.3 fulfilling any other responsibilities under these Rules or the Act or other applicable legislation, or conferred upon the Treasurer by the Association or Executive Committee from time to time.

If at any time there is no Treasurer, the Executive Committee shall be responsible for the Treasurer's role and shall ensure that a Treasurer is elected or appointed as soon as reasonably practicable.

15.7 Notwithstanding anything in this Rule 15, if permitted by law and approved by the Association at an Annual General Meeting, in the event that no member of the Executive Committee is qualified, or wishes, to act as Secretary or Treasurer, the Executive Committee may engage a professionally qualified person (not necessarily a member of the Association) to carry out the role of Secretary or Treasurer.

15.8 The Association or Executive Committee may elect or appoint a member of the Executive Committee to any other role, as determined by the Association or Executive Committee, as an officer of the Association (for example, a Deputy Chairperson to act in place of the Chairperson if the Chairperson is unavailable to undertake his or her role).

16. CASUAL VACANCIES

16.1 For the purposes of these Rules, a casual vacancy in the office of a member of the Executive Committee occurs (unless stated otherwise, immediately upon the occurrence of the relevant event), if:

16.1.1 the individual dies;

16.1.2 the individual, or the non-individual for whom the individual is the representative, ceases to be a Member of the Association;

16.1.3 the individual was elected or appointed on the basis of his or her position as representative of a non-individual Member and ceases to be that Member's representative;

16.1.4 the individual resigns from office by notice in writing given to the Secretary, in which case the individual will cease to hold office at the time specified in the notice (or if no time is specified, immediately upon the Secretary's receipt of the notice);

16.1.5 the individual becomes disqualified under Rule 17;

16.1.6 the individual is removed from office at a General Meeting under Rule 17; or

16.1.7 the individual fails to attend three General Meetings or Executive Committee meetings in succession without apologies being tendered and accepted by resolution of the Executive Committee, or without having been granted leave of absence by resolution of the Executive Committee.

17. DISQUALIFICATION AND REMOVAL OF EXECUTIVE COMMITTEE MEMBERS

17.1 An individual is not permitted to be elected or appointed, or to continue to hold office, as a member of the Executive Committee if the individual:

17.1.1 is, or becomes, an undischarged bankrupt;

17.1.2 is, or becomes, prohibited from being a director or promoter of, or from being concerned or taking part in the management of, a company under any of the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993;

17.1.3 has been, or is, convicted of, and sentenced within the last seven years for, any crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961), or any offence under section 143B of the Tax Administration Act 1994, or any offence in a country other than New Zealand that is substantially similar to those offences, or any money laundering offence or offence relating to the financing of terrorism whether in New Zealand or elsewhere;

17.1.4 is, or becomes, subject to an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or a confiscation order under the Proceeds of Crimes Act 1991;

17.1.5 is, or becomes, subject to an order made under the Protection of Personal and Property Rights Act 1988 or a mentally disordered person within the meaning of the Mental Health (Compulsory Assessment and Treatment) Act 1992; or

17.1.6 is, or becomes, disqualified from acting as an officer of an incorporated society under the Act or any other applicable legislation, or as an officer of a charitable entity under section 31(4)(b) of the Charities Act 2005.

17.2 The Association may, by resolution passed at a General Meeting, remove and replace any member of the Executive Committee from office before the expiration of the member's term of office, provided that the proposed resolution must be notified to the relevant member of the Executive Committee at the time the General Meeting is called.

17.3 A member of the Executive Committee to whom a proposed resolution referred to in Rule 17.2 relates may:

17.3.1 make representations in writing (not exceeding a reasonable length) to the Secretary or Chairperson; and

17.3.2 request that the representations be notified to the Members of the Association;

and the Secretary or Chairperson may send a copy of the representations to the Members of the Association. If they are not so sent, the member is entitled to require that the representations be read out at the General Meeting at which the resolution is considered.

18. MEETINGS OF THE EXECUTIVE COMMITTEE

18.1 The Executive Committee shall endeavour to meet monthly but in all events shall meet not less than six times in each period of 12 months, and at such time and place as shall be decided by the Executive Committee and notified to members by the Secretary.

18.2 Additional meetings of the Executive Committee may be convened by the Chairperson or by any two members of the Executive Committee at any time.

18.3 Meetings may be held by way of a quorum of members of the Executive Committee:

18.3.1 meeting in person, at the date, time and place appointed for the meeting; and/or

18.3.2 connecting with other members by means of audio, or audio and visual, communication (enabling all those participating in the meeting to be able to simultaneously hear each other throughout the meeting) at the date and time appointed for the meeting (and references to members attending or being present at a meeting are to be interpreted accordingly);

provided that if it is proposed that a meeting be held without any provision for meeting in person, the technology used to facilitate participation by members must be technology that all members can reasonably be expected to be able to access and use.

18.4 Oral or written notice (including by way of email) of a meeting of the Executive Committee and the agenda for the meeting shall be given by the Secretary to each member of the Executive Committee at least 10 days (or such other period as may be unanimously agreed upon by the members of the Executive Committee) before the date appointed for the meeting. Any irregularity in the notice of any meeting is waived if all members entitled to receive notice of the meeting attend the meeting without protest or agree to the waiver.

18.5 For the purpose of Executive Committee meetings, a quorum consists of any three Full Members of the Executive Committee constitute a quorum of the transaction of the business of a meeting of the Executive Committee.

18.6 No meeting of the Executive Committee will commence, and no business shall be transacted by the Executive Committee once a meeting has commenced, unless a quorum is present. In order to commence a meeting, a quorum must be present within half an hour of the time appointed for the meeting. If a quorum is not present by that time, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.

18.7 If at the adjourned meeting, a quorum is not present within half an hour of the time appointed for the meeting, then any three voting members present shall constitute a quorum.

18.8 At a meeting of the Executive Committee the Chairperson or, in the Chairperson's absence, any member of the Executive Committee present at the meeting appointed by the Chairperson, or otherwise by the Executive Committee, to stand in place of the Chairperson, shall preside.

18.9 Voting on resolutions at meetings of the Executive Committee shall be conducted in accordance with Rule 19 and full and accurate minutes must be kept by the Secretary of such meetings, including all resolutions voted on, with such minutes to be approved by the Executive Committee and signed by the Chairperson (or presiding member) as a true and correct record at the next Executive Committee meeting.

19. VOTING AND DECISIONS OF THE EXECUTIVE COMMITTEE

19.1 For the purpose of decisions of the Executive Committee at meetings, subject to Rules 32, the voting rights of members of the Executive Committee shall be as follows:

19.1.1 each member who is a Full Member shall be entitled to one vote; and

19.1.2 subject to Rule 15.3, each person appointed under Rule 13.3 as a voting member shall be entitled to one vote.

19.2 Matters arising at a meeting of the Executive Committee shall be determined by way of resolution passed:

19.2.1 unanimously by the voting members present at the meeting and entitled to vote on the matter, in the event that such members number three or fewer; or

19.2.2 by a number of voting members that exceeds 50% of the total number of such members present at the meeting and entitled to vote on the matter.

19.3 The Chairperson of the meeting is entitled to exercise a second or casting vote, but only to preserve the status quo.

19.4 In lieu of making decisions at meetings, unless these Rules provide otherwise, matters may be determined by the Executive Committee by circulating a written resolution or resolutions to all members of the Executive Committee for approval, provided that any such resolution or resolution will only be passed if it is signed or assented to in writing by all of the voting members of the Executive Committee for the time being. The resolution or resolutions may consist of one or more documents in like form (including letters, email or other similar means of communication) each signed or assented to by one or more voting members.

19.5 For the avoidance of doubt, subject to this Rule 19 the Executive Committee may act notwithstanding any vacancy on the Executive Committee, and any act or thing done or suffered, or purporting to have been done or suffered 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.

20. SUBCOMMITTEE ESTABLISHMENT AND DELEGATION

20.1 The Executive Committee may from time to time establish (and disestablish), set terms of reference for, and delegate functions and powers and/or give directions to, any subcommittee as the Executive Committee thinks fit, and any such committee may include Executive Committee members, Members of the Association or other persons, provided that if any committee is not limited to Executive Committee members such members must constitute a majority of the subcommittee and/or have approval or veto rights in relation to the subcommittee's decisions.

20.2 Any function or power which has been delegated to a subcommittee under this Rule may be exercised by that committee in accordance with the terms of the delegation, while the delegation remains unrevoked.

20.3 Notwithstanding any delegation under this Rule, the Executive Committee may continue to exercise any function or power that has been delegated.

20.4 Any act or thing done or suffered by a subcommittee 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.

20.5 The Executive Committee may, in writing, revoke wholly or in part any delegation under this Rule.

20.6 Subject to the terms of reference and delegation set by the Executive Committee, a sub-committee may meet and deal with matters within its terms of reference and delegation as it thinks proper and for this purpose, unless the Executive Committee directs otherwise, the provisions of these Rules relating to Executive Committee meetings, voting and resolutions will apply, with all necessary modifications, to the sub-committee.

CHAPTER V - GENERAL MEETINGS OF THE ASSOCIATION

21. ANNUAL AND SPECIAL GENERAL MEETINGS

21.1 The Association shall at least once in each calendar year, within the period of four months after the end of each Financial Year, convene an Annual General Meeting of its Members, and in addition to such meetings, other meetings of the Association's Members, referred to as Special General Meetings, may be held from time to time.

21.2 General Meetings shall be held by way of a quorum of Members meeting in person, at the date, time and place appointed for the General Meeting, provided that if the Executive Committee thinks fit additional participation by Members unable to attend in person may be facilitated by means of audio, or audio and visual, communication enabling all those participating in the meeting to be able to simultaneously hear each other throughout the meeting (in which case, unless stated otherwise, references to Members attending or being present at the General Meeting are to be interpreted accordingly).

21.3 A decision on any matter by the Association's Members, and in particular its Full Members, is to be made by way of resolution passed at a General Meeting.

22. ANNUAL GENERAL MEETINGS

22.1 Each Annual General Meeting of the Association shall, subject to any applicable legislation and Rule 21.1, be convened on such date and at such place and time as the Executive Committee thinks fit.

The meeting may be held in person and/or online, allowing all those participating in the meeting to be able to simultaneously communicate with each other throughout the meeting, as determined by the Committee.

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

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

22.2.2 to receive from the Executive Committee a report or reports on the activities of the Association during the preceding Financial Year;

22.2.3 to receive and approve the Annual Financial Statements for the preceding Financial Year;

22.2.4 to receive and approve the proposed budget for the following Financial Year, provided that any increase in BID targeted rate grant by more than 10% or $10,000 (whichever is greater) over the current year's BID targeted rate grant amount must be approved by Special Resolution;

22.2.5 to approve the annual accountability reporting as required and set out in the BID Policy.

22.2.6 to elect members of the Executive Committee and, if applicable, the Chairperson, Secretary and Treasurer;

22.2.7 to disclose any conflicts of interest of the elected Executive Committee;

22.2.8 to appoint an Auditor for the current Financial Year; and

22.2.9 to deal with any general business.

22.3 An Annual General Meeting shall be specified as such in the notice convening the meeting.

23. SPECIAL GENERAL MEETINGS

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

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

23.3 A requisition of Members for a Special General Meeting:

23.3.1 shall state the purpose or purposes of the meeting;

23.3.2 shall be signed by the Members making the requisition;

23.3.3 shall be submitted to the Secretary;

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

23.4 If, having received a requisition of Members that complies with Rules 23.2 and 23.3, the Executive Committee fails to notify, within 14 days after the date of receipt of the requisition, a Special General Meeting to be held within two months after that date, any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than two months after that date.

23.5 A Special General Meeting convened by a Member or Members as referred to in Rule 23.4 shall be deemed to have been convened by the Executive Committee.

23.6 The business to be conducted at a Special General Meeting shall be limited to the business for which the Special General Meeting in question was convened, as set out in the agenda included with the notice of the meeting.

24. NOTICE OF GENERAL MEETINGS

24.1 Notice of a General Meeting is to be sent, and the Secretary must ensure that such notice is sent, to each Member:

24.1.1 in the case of an Annual General Meeting or where the nature of any business proposed to be dealt with at a General Meeting requires a Special Resolution, at least 21 days before the date fixed for holding the General Meeting; and

24.1.2 in any other case, at least 14 days before the date fixed for holding the General Meeting.

24.2 Subject to the further requirements set out in Rules 24.3, notice of any General Meeting must be sent by prepaid post or by email to each Member at the Member's physical and/or email address recorded in the register of Members and must specify the place, date and time of the meeting (and if applicable, any additional details in relation to Members participating in the meeting) and an agenda setting out the nature of the business proposed to be transacted at the meeting.

24.3 Where the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Association, in addition to meeting the requirements under Rule 24.2, notice of the meeting must:

24.3.1 specify the intention to pass a Special Resolution and identify the subject matter of that resolution; and

24.3.2 in any case where a proposed Special Resolution is to approve a budget for a Financial Year which includes the BID targeted rate grant amount increase by more than 10% or $10,000 (whichever is greater) over the current year's BID targeted rate grant amount, draw particular attention to the matter and clearly distinguish it from any other notice being given at the same time. As a minimum, this shall involve the notice being given in a separate document which does not contain any communication about any other matter and which is headed: "**IMPORTANT NOTICE TO MEMBERS**: NOTICE OF INTENDED SPECIAL RESOLUTION TO INCREASE BID TARGETED RATE AMOUNT BY MORE THAN 10% OR $10,000."

24.4 No business other than that specified in the notice convening a General Meeting shall be transacted at the meeting, except in the case of an Annual General Meeting where general business may be transacted.

24.5 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.

25. PROCEDURE FOR GENERAL MEETINGS

25.1 No General Meeting will commence, and no business shall be transacted by the Association once such a meeting has commenced, unless a quorum is present.

25.2 For the purpose of General Meetings, a quorum shall be established if at least six Full Members present (inclusive of Executive Committee members who are Full Members).

25.3 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 at the same place (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).

25.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Full Members present shall constitute a quorum.

25.5 Voting on resolutions at meetings of the Executive Committee shall be conducted in accordance with Rule 28 and full and accurate minutes must be kept by the Secretary of such meetings, including all resolutions voted on, with such minutes to be approved by the Association and signed by the Chairperson (or presiding member) as a true and correct record at the next General Meeting or, in the case of Annual General Meeting minutes, at the next Annual General Meeting.

26. PRESIDING MEMBER

26.1 Subject to Rule 26.2, the Chairperson shall preside at each General Meeting of the Association.

26.2 If the Chairperson is absent from a General Meeting, or unable or unwilling to act, any Deputy Chairperson (if previously elected or appointed) or otherwise one of the Members present and elected at the meeting shall preside at the meeting and shall be deemed to be the Chairperson at that meeting.

27. ADJOURNMENT

27.1 The Chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of Full 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.

27.2 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 as soon as reasonably practicable and in any event before the date of the meeting. The notice shall state the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

27.3 Except as provided in Rule 27.2, 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.

28. MEMBER VOTING AND DECISIONS

28.1 In relation to any matter arising for resolution at a General Meeting, each Full Member attending the meeting has one vote only.

28.2 All votes shall be cast personally by each Full Member attending the meeting (that is, by the individual Member or, if the Member is not an individual, the Member's representative), and no proxy votes will be allowed.

28.3 Unless required otherwise under the Act, these Rules or any other applicable law, matters arising at any General Meeting shall be determined by resolution passed by a not less than six full members present at the meeting.

28.4 In the case of an equal number of votes on any matter arising for resolution at a General Meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote, but only to defeat the question and preserve the status quo.

28.5 Subject to Rule 28.6, a resolution on any matter arising at a General Meeting of the Association shall be determined on a show of hands and, unless a poll is demanded before or on the declaration of a show of hands, 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. Written resolutions may not be passed in lieu of a General Meeting.

28.6 In relation to a resolution on any matter arising at a General Meeting, a poll may be demanded by the Chairperson or by not less than six Full Members present at the meeting. Where a poll is demanded on any matter at a General Meeting, the poll shall be taken:

28.6.1 immediately in the case of a poll which relates to the election of the Chairperson of the meeting or the question of adjournment of the meeting; or

28.6.2 in any other case, in such manner and at such time before the closing of the meeting as the Chairperson directs.

CHAPTER VI – RESPONSIBILITIES AND PROTECTION OF EXECUTIVE COMMITTEE MEMBERS AND OTHERS

29. RESPONSIBILITIES TO THE ASSOCIATION

In undertaking their respective roles with the Association, members of the Executive Committee, and officers and other personnel of the Association, must at all times:

29.1 act in good faith in the best interests of the Association, in terms of the advancement or attainment of its objects;

29.2 comply with these Rules, and with the Act and any other applicable law; and

29.3 exercise the care, diligence and skill that a reasonable and prudent person would exercise in handling the affairs of others, and not permit the operations and affairs of the Association to be carried on recklessly or imprudently.

30. LIMITED PROTECTION FROM LIABILITY

30.1 No current or former member of the Executive Committee or officer or other personnel of the Association will be liable for any loss suffered or incurred by the Association arising from any act or omission of the person, unless the loss is attributable to:

30.1.1 criminal activity, fraud, dishonesty or bad faith on the part of the person; or

30.1.2 any wilful conduct of the person known by the person to be a breach of that person's obligations to the Association, or any obligation in connection with their role with the Association.

30.2 Current and former members of the Executive Committee and officers and other personnel of the Association are entitled to be indemnified by the Association, out of the property and funds of the Association, against all actions, proceedings, claims, damages, losses, demands, calls, liabilities, costs (including legal cost) and expenses (together called “Liabilities”) suffered or incurred by that person in carrying out their role with the Association, except to the extent that any such Liability is attributable to:

30.2.1 criminal activity, fraud, dishonesty or bad faith on the part of the person; or

30.2.2 any wilful conduct of the person known by the person to be a breach of that person's obligations to the Association, or any obligation in connection with their role with the Association.

30.3 If and to the extent permitted by law, the Association may arrange insurance for the benefit of current and former members of the Executive Committee and officers and other personnel of the Association in relation to any liabilities covered by the limitation of liability and indemnification provided under this Rule 30 and meet the cost of such insurance out of the Association’s property and funds.

CHAPTER VII - NO PRIVATE FINANCIAL PROFIT AND MANAGING CONFLICTS

31. NO PRIVATE FINANCIAL PROFIT

31.1 The property and funds of the Association are irrevocably dedicated to objects of the Association as set out in Rule 3, unless and until the Association is wound up or restructuring occurs in accordance with Rule 45.

31.2 The Association’s property and funds shall not be applied or distributed for the private financial profit of any person, including any Member, any Executive Committee member or any officer or personnel of the Association. For the avoidance of doubt, this shall not preclude:

31.2.1 any benefit to Members or any other person from the Association's operations that is incidental or ancillary to, or an inevitable concomitant of, the advancement or attainment of the Association's objects as set out in Rule 3;

31.2.2 reimbursement of any expenses properly incurred by any Member or Executive Committee member, or any officer or other personnel of the Association, acting for or on behalf of the Association;

31.2.3 payment of reasonable remuneration (at not more than an arm’s length rate) to any officer or other personnel of the Association (whether or not such person is a Member or Executive Committee member) in return for services rendered to the Association;

31.2.4 payment of usual professional, business or trade charges (set at not more than an arm's length rate) for services rendered, time expended and acts done by any officer or other personnel of the Association (whether or not such person is a Member or Executive Committee member), or by any firm or entity of which such person is a member, employee or associate, in connection with the affairs of the Association; and

31.2.5 retention by any officer or other personnel of the Association (whether or not such person is a Member or Executive Committee member) of any reasonable remuneration payable to that person by any company or undertaking with which the Association may be concerned or involved for which that person has acted in any capacity whatever, notwithstanding that the person's connection with that company or undertaking is in any way attributable to their connection with the Association.

31.2.6 The Executive Committee may recommend to the Association's Annual General Meeting, the payment of an honorarium to the Chairperson providing that any resolution must be passed as a special resolution at an AGM, and is only valid until the following year's AGM, at which time it may only be continued with a special resolution.

32. CONFLICTS OF INTEREST

32.1 The Association may enter into a transaction in respect of which any Member (including any representative of a non-individual Member), Executive Committee member, officer or other personnel of the Association is interested, provided that if any such Member, Executive Committee member, officer or other personnel is interested in any transaction that will or may be entered into by the Association:

32.1.1 the interested person must, immediately upon becoming aware that he or she is Interested in the transaction, notify the Secretary of:

(a) the fact of his or her interest in the transaction; and

(b) the nature of his or her interest and either the monetary value of the interest (if the monetary value of the interest is able to be quantified) or the extent of the interest (if the monetary value of the interest is not able to be quantified);

32.1.2 the Secretary must ensure that the Association keeps a record of the interest disclosed by the interested person; and

32.1.3 the interested person:

(a) must not be involved in deliberations on any matter relating to the transaction, and for the purpose of any meeting will not be counted for the purpose of establishing a quorum and will not be entitled to vote on a resolution on any matter relating to the transaction;

(b) subject to paragraph (a), may attend any meeting that is not limited to dealing with matters relating to the transaction, and may be included among the attendees at the meeting for the purpose of establishing a quorum to commence the meeting and to deal with other matters at the meeting; and

(c) must not sign any contract or other document relating to the transaction, or attend to any other material matter in relation to the transaction.

32.2 For the purpose of Rule 32.1, a person is interested in any transaction if the person:

32.2.1 is a party to, or will or may derive a material financial benefit from, the transaction; or

32.2.2 has a material financial interest in another party to the transaction, or is a director or officer (or holds any other similar position) in respect of another party to the transaction or any other person who will or may derive a material financial benefit from the transaction (unless that other party or person is owned or controlled by the Association), or is the parent, child, spouse, civil union partner, or de facto partner of another party to, or a person who will or may derive a material financial benefit from, the transaction; or

32.2.3 otherwise has, directly or indirectly, any material interest in the transaction;

but does not include any interest that is the same as that of other Members on account of their membership, or any interest that is so remote or insignificant that it cannot reasonably be regarded as likely to influence the person in carrying out their responsibilities.

32.3 The Association shall establish and maintain an interests register, which shall be the responsibility of the Secretary and in which shall be include a dated record of interests disclosed in accordance with Rule 32.1.

CHAPTER VIII – PLANNING, REPORTING AND ACCOUNTABILITY

33. PLANS AND REPORTS, INCLUDING FINANCIAL STATEMENTS

33.1 For the purpose of planning the Association's operations and affairs, the Executive Committee shall ensure that the Association has:

33.1.1 for each Financial Year, a detailed annual plan regarding the operations and affairs of the Association for the Financial Year and an annual budget showing expected income and expenditure of the Association for the Financial Year; and

33.1.2 a strategic plan covering three to five Financial Years, which must be reviewed and revised (or replaced) at least once every three Financial Years.

33.2 For the purpose of measuring performance and reporting to Members and other stakeholders regarding the Association's operations and affairs, including its financial performance, the Executive Committee shall ensure that the Association has, for each Financial Year:

33.2.1 an annual report reviewing the Association's operation and affairs, including its financial performance, for the relevant Financial Year; and

33.2.2 audited Annual Financial Statements for the Financial Year;

33.2.3 any other reporting requirements as required under the BID Policy;

and the annual report and audited Annual Financial Statements shall be finalised for presentation to the Members at the Annual General Meeting following the end of the relevant Financial Year.

33.3 The Association's annual plans and budgets, strategic plans, annual reports and audited Annual Financial Statements shall be made available to all Members, and to the Council, including the Local Board.

34. AUDITING OF FINANCIAL STATEMENTS

34.1 An Auditor shall be appointed by the Association on an annual basis, at an Annual General Meeting, to audit the Association's Annual Financial Statements.

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

34.3 No person who is a Member or an Executive Committee member, or any other officer or personnel of the Association, may be appointed as Auditor.

34.4 Every Auditor shall be supplied with a copy of the accounts, statements and other information of the Association, as required for the Auditor to carry out the audit of the Association's Annual Financial Statements. It shall be the Auditor's role to thoroughly examine the accounts, statements, and such other information as is requested.

34.5 The Auditor shall be a member of Chartered Accountants Australia and New Zealand (or any equivalent or successor organisation) and conduct the audit in terms of any applicable requirements or guidelines of that organisation.

34.6 The Executive Committee shall ensure that the Auditor provides the Association with an audit report regarding the Association's Annual Financial Statements. In that report, the Auditor shall state whether, in his or her opinion, the Annual Financial Statements are full and fair and contain the particulars required by these Rules and any other applicable law, and whether the statements have been properly drawn up so as to exhibit a true and correct view of the Association's financial affairs.

34.7 The Auditor's audit report shall be made available to all Members, and to the Council, including the Local Board.

CHAPTER IX – RESOLUTION OF COMPLAINTS/GRIEVANCES

35. MEMBER MISCONDUCT/DISCIPLINE

Any complaint or matter relating to the conduct of any Member (including any representative of any Member which is not an individual) shall be handled in accordance with Rule 11.

36. DISPUTE RESOLUTION

36.1 Meanings of dispute and complaint

A dispute is a disagreement or conflict involving the Association and/or its Members in relation to specific allegations set out below.

36.1.1 The disagreement or conflict may be between any of the following persons:

a) 2 or more Members
b) 1 or more Members and the Association
c) 1 or more Members and 1 or more Officers
d) 2 or more Officers
e) 1 or more Officers and the Association
f) 1 or more Members or Officers and the Association.

36.1.2 The disagreement or conflict relates to any of the following allegations:

a) a Member or an Officer has engaged in misconduct
b) a Member or an Officer has breached, or is likely to breach, a duty under the Association's Constitution or bylaws or the Act
c) the Association has breached, or is likely to breach, a duty under the Association's Constitution or bylaws or the Act
d) a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

36.1.3 A Member or an Officer may make a complaint by giving to the Committee (or a complaints subcommittee) a notice in writing that:

a) states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Association's Constitution; and
b) sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
c) sets out any other information or allegations reasonably required by the Association.

36.1.4 The Association may make a complaint involving an allegation against a Member or an Officer by giving to the Member or Officer a notice in writing that:

a) states that the Association is starting a procedure for resolving a dispute in accordance with the Association's Constitution; and
b) sets out the allegation to which the dispute relates.

36.1.5 The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

36.1.6 A complaint may be made in any other reasonable manner permitted by the Association's Constitution.

36.1.7 All Members (including the Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Association's activities.

36.1.8 The complainant raising a dispute, and the Committee, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

36.2 How complaint is made

36.2.1 A Member or an Officer may make a complaint by giving to the Committee (or a complaints subcommittee) a notice in writing that:

a) states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Association's Constitution; and
b) sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
c) sets out any other information reasonably required by the Association.

36.2.2 The Association may make a complaint involving an allegation or allegations against a Member or an Officer by giving to the Member or Officer a notice in writing that:

a) states that the Association is starting a procedure for resolving a dispute in accordance with the Association's Constitution; and
b) sets out the allegation to which the dispute relates.

36.2.3 The information given under 36.2.1 or 36.2.2 must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

36.2.4 A complaint may be made in any other reasonable manner permitted by the Association's Constitution.

36.3 Person who makes complaint has right to be heard

36.3.1 A Member or an Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.

36.3.2 If the Association makes a complaint:

a) the Association has a right to be heard before the complaint is resolved or any outcome is determined; and

b) an Officer may exercise that right on behalf of the Association.

36.3.3 Without limiting the manner in which the Member, Officer, or Association may be given the right to be heard, they must be taken to have been given the right if:

a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and

c) an oral hearing (if any) is held before the decision maker; and

d) the Member's, Officer's, or Association's written or verbal statement or submissions (if any) are considered by the decision maker.

36.4 Person who is subject of complaint has right to be heard

36.4.1 This clause applies if a complaint involves an allegation that a Member, an Officer, or the Association (the 'respondent'):

a) has engaged in misconduct; or

b) has breached, or is likely to breach, a duty under the Association's Constitution or bylaws or this Act; or

c) has damaged the rights or interests of a Member or the rights or interests of Members generally.

36.4.2 The respondent has a right to be heard before the complaint is resolved or any outcome is determined.

36.4.3 If the respondent is the Association, an Officer may exercise the right on behalf of the Association.

36.4.4 Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if:

a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and

b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and

d) an oral hearing (if any) is held before the decision maker; and

e) the respondent's written statement or submissions (if any) are considered by the decision maker.

36.5 Investigating and determining dispute

36.5.1 The Association must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and determined.

36.5.2 Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

36.6 Association may decide not to proceed further with complaint

Despite the 'Investigating and determining dispute' rule above, the Association may decide not to proceed further with a complaint if:

a) the complaint is considered to be trivial; or
b) the complaint does not appear to disclose or involve any allegation of the following kind:
    a. that a Member or an Officer has engaged in material misconduct:
    b. that a Member, an Officer, or the Association has materially breached, or is likely to materially breach, a duty under the Association's Constitution or bylaws or the Act:
    c. that a Member's rights or interests or Members' rights or interests generally have been materially damaged:
c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
d) the person who makes the complaint has an insignificant interest in the matter; or
e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
f) there has been an undue delay in making the complaint.

36.7 Association may refer complaint

36.7.1 The Association may refer a complaint to:
a) a subcommittee or an external person to investigate and report; or
b) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

36.7.2 The Association may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

36.8 Decision makers A person may not act as a decision maker in relation to a complaint if 2 or more members of the Committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be:

36.8.1 impartial; or

36.8.2 able to consider the matter without a predetermined view.

37. INCORPORATION AND REGISTERED OFFICE

37.1 The Association is to be incorporated under the Act and such incorporation is to be maintained, unless and until the Association is wound up or restructuring occurs in accordance with Rule 45.

37.2 For the purpose of registration under the Act and any other applicable legislation, the Association's registered office, which must be in New Zealand, and its address for communication and any other contact details (including, without limitation, address, telephone/mobile and email details), will be determined by the Executive Committee from time to time.

37.3 The Association's registered office and its address for communication and any other contact details, as amended from time to time, must be made available to all Members and to the Council, including the Local Board.

38. MANAGEMENT OF FUNDS

38.1 The funds of the Association must be used in furtherance of the objects of the Association and, subject to any resolution passed by the Association in General Meeting and compliance with these Rules, the funds of the Association shall be used to pursue those objects in such manner as the Executive Committee determines.

38.2 The Association shall have an account or accounts with a bank or banks, as determined by the Executive Committee from time to time, for receiving and making payments.

38.3 All payments, including electronic payments, cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed or endorsed by any two members of the Executive Committee or other officers or personnel of the Association authorised to do so by the Executive Committee.

39. CONTRACTING AND COMMON SEAL

39.1 Unless the Act or any other applicable law requires otherwise:

39.1.1 any deed to be executed and delivered by the Association may be signed on behalf of the Association by two or more members of the Executive Committee acting under the authority of

the Executive Committee, or by affixation of the Association common seal in accordance with Rule 39.2;

39.1.2 any contract or other obligation required by law to be in writing, and any other written contract or obligation to be entered into by the Association, may be signed on behalf of the Association by a member of the Executive Committee or another person acting under authority of the Executive Committee; and

39.1.3 any other contract or obligation may be entered into on behalf of the Association in writing or orally by a member of the Executive Committee or another person acting under authority of the Executive Committee.

39.2 Unless no longer required under the Act or any other applicable law, the Executive Committee shall ensure that the Association has a common seal, which shall be kept in the custody of the Secretary. 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 and such affixing shall be recorded in the Association's records.

40. INSURANCE

40.1 The Association shall effect and maintain full and proper insurance, including public liability insurance.

40.2 In addition to the insurance required under Rule 40.1, the Association may effect and maintain other insurance as may be necessary or expedient for the operations and affairs of the Association.

41. RECORD KEEPING

41.1 The Executive Committee must ensure that full and accurate records are kept and maintained in respect of the Association and its operations and affairs, in written form or in a form or in a manner that allows such records to be easily accessible and convertible into written form, including:

41.1.1 these Rules and any by-laws, regulations or policies, including any alteration, rescission or replacement of any of these Rules or any such by-law, regulations or policies, any subcommittee or other delegations and terms of reference, and all other legal information and documentation relating to transactions and other arrangements entered into by the Association and other aspects of its affairs;

41.1.2 the Register of Members, and any further records as it may be necessary or appropriate to keep and maintain in respect of the register and matters relating to the Association's Members;

41.1.3 the interests register recording disclosures of interests;

41.1.4 the election, appointment or engagement of Executive Committee members, officers and other personnel, the cessation of any such election, appointment or engagement;

41.1.5 minutes and any other appropriate records in respect the Association's proceedings, including minutes of General Meetings and meetings of the Executive Committee, and Member and Executive Committee resolutions passed at such meetings or by way of written resolution;

41.1.6 the strategic plans and annual plans, budgets and reports for the Association, and any other such plans and reports;

41.1.7 full and accurate records and accounts of all receipts, credits, payments, assets, liabilities, transactions and other matters necessary for giving a true and fair view of the financial position of the Association, the Association's Annual Financial Statements, and any related audit reports; and

41.1.8 any other documents and information that it may be necessary or appropriate to keep and maintain in respect of the Association and its operations and affairs;

and to the extent that such internal records may be kept and maintained, a backup copy or copies of such records must be produced from time to time (and at least quarterly) and kept at different premises from the original records.

41.2 The Executive Committee must ensure that:

41.2.1 full and accurate records are kept and maintained in respect of the Association on the Register of Incorporated Societies and any other applicable public register under the Act or any other applicable legislation; and

41.2.2 for the purpose of Rule 41.2.1, the Association prepares and files with any relevant authority any information or document required to be filed under the Act or any other applicable legislation, including:

(a) any notice of changes to the Association's details;

(b) any report or return (for example, an annual return) in relation to the Association's general or financial affairs; and

(c) the Association's Annual Financial Statements and any related audit reports.

(d) Annual accountability reporting to Auckland Council as required under the BID Policy;

41.3 In relation to access to the Association's records, without limiting the extent of access that may be permitted by or under the authority of the Executive Committee:

41.3.1 every Executive Committee member shall be entitled to access all of the Association's records for the purpose of undertaking his or her role, and such records shall be made available to the members accordingly;

41.3.2 a Member does not have any general entitlement to access all of the Association's records, but records that shall be made available to all Members include:

(a) these Rules and any by-laws, regulations or policies, including any alteration, rescission or replacement of any of these Rules or any such by-law, regulations or policies, any subcommittee or other delegations and terms of reference;

(b) the Register of Members and interests register;

(c) confirmation of Executive Committee members, officers and other personnel of the Association;

(d) minutes and other records in respect of General Meetings and Executive Committee meetings, and resolutions;

(e) the strategic plans and annual plans, budgets and reports for the Association, and any other such plans and reports

(f) the Association's Annual Financial Statements, and any related audit reports.

(g) All other accountability reporting requirements as set out in the BID policy.

42. SERVICE OF NOTICES

42.1 For the purposes of these Rules:

42.1.1 a notice may be served by or on behalf of the Association upon any Member either personally or by sending it by post or email to the Member (or, in the case of a non-individual Member, the Member's representative) at the Member's address or number (and/or at the Member's representative's address or number, if different) shown in the register of Members, or to any other current address or number for the Member; and

42.1.2 a notice may be served on the Association or the Executive Committee, or the Secretary, either personally or by sending it by post or email to an address or number shown in the current details for the Association on the Register of Incorporated Societies or on any other public register provided for under legislation, or to any other current address or number for the Association.

42.2 Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, for the purposes of these Rules the document shall be deemed to have been served on the person on the third day after the date on which it was sent.

42.3 Where an email message and/or any other document is sent to a person by properly addressed email, for the purposes of these Rules it shall be deemed to have been served on the person at the time it was sent, in the absence of evidence to the contrary.

43. AVAILABILITY OF INFORMATION/DOCUMENTS

For the purposes of these Rules, where any information or document is required to be made available to all or any Members, and/or to the Council, including the Local Board including under the BID Policy;

43.1 the Secretary shall ensure that such any such information or document (or copy of the same) is:

43.1.1 available for inspection by the person during reasonable hours, upon request and free of charge, at the principal place of administration of the Association; and

43.1.2 on request, distributed to the person, either personally or by sending it by post or email, subject to payment of any reasonable charge for copying and/or distribution; and

43.2 any such information or document (or copy of the same) may also be made available by:

43.2.1 distribution to all relevant persons, either personally or by sending it by post, or email;

43.2.2 publication on the Register of Incorporated Societies or any other public register provided for under the Act or any other applicable legislation; and/or

43.2.3 publication or access on or through the Association's official website (if applicable), provided that an appropriate level of security is maintained in relation to such publication or access taking into account the nature and content of the information or document.

43.2.4 information as required under the BID Policy

CHAPTER XI – CHANGES TO THE CONSTITUTION AND WINDING UP/RESTRUCTURING

44. CHANGES TO THE CONSTITUTION

Subject to the provisions of the Act or any other applicable legislation, this Constitution, including any provision or provisions set out in this Constitution, may be altered, rescinded, added to or replaced, provided that:

44.1 any alteration, rescission, addition or replacement must be approved at a General Meeting by a Special Resolution passed by a simple majority of those Full Members present and voting;

44.2 no such alteration, rescission, addition or replacement will be valid or effective if it would (or purports to):

44.2.1 alter the fundamental nature of the objects of the Association as set out in Rule 3;

44.2.2 allow, or purport to allow, the Association's objects to include, or the Association to be carried on for, financial gain, as referred to in Rules 3 and 31; and/or

44.2.3 allow, in the event of winding up or restructuring, any property and funds of the Association, including surplus on a winding up, to be distributed for any purpose other than for the objects of the Association (or equivalent objects) or otherwise for charitable purposes, as set out in Rule 45; and

44.3 any alteration, rescission, addition or replacement that affects the objects or any other provision relevant to the BID Programme or the three-year BID targeted rate grant agreement or the BID targeted rate grant will not be valid or effective unless and until it is approved in writing by the Council.

45. WINDING UP OR RESTRUCTURING

45.1 Subject to the Act and any other applicable legislation, the Association may be wound up by way of a formal liquidation process, or by the Association winding up its operations and affairs without a formal liquidation and then applying for the Association to be dissolved, or by any other appropriate process.

45.2 Any such winding up proposal initiated by the Executive Committee or any Members of the Association must be approved and confirmed by the Association at two consecutive General Meetings, as follows:

45.2.1 The first General Meeting shall be called to pass a Special Resolution to wind up the Association (including the appointment of a liquidator, if applicable).

45.2.2 If such a Special Resolution is passed, a second meeting shall be called, to be held not earlier than 30 days after the first meeting, to confirm that resolution.

45.3 Under any such winding up proposal approved and confirmed by the Association:

45.3.1 All debts and liabilities of the Association must first be discharged.

45.3.2 If there remains, after the satisfaction of all debts and liabilities and, any surplus property or funds, that surplus shall not be paid or distributed to any Member and shall instead be distributed or applied for the objects of the Association and/or for charitable purposes in or for the benefit of the BID Targeted Rating Area, which may include a transfer to any other New Zealand organisation that operates for such objects or purposes in or for the benefit of the area and not for private financial profit.

45.4 For the avoidance of doubt, the distribution or application of any surplus under Rule 45.3.2 shall be in accordance with the resolution of the Association approving or confirming the winding proposal or, if such resolution does not deal with the matter, then as determined by the Executive Committee, or in any other case as a Judge of the High Court of New Zealand directs.

45.5 Subject to the Act and any other applicable legislation, the Association may pursue and implement, in conjunction with, prior to or independent of any winding up proposal, any amalgamation or merger proposal under which the operations of the Association would become part of the operations of another entity or the operations of another entity would become part of the Association operations, provided that any such amalgamation or merger:

45.5.1 must be approved and confirmed by the Association at two consecutive General Meetings, as in the case of a winding up proposal under Rule 45.2; and

45.5.2 no such amalgamation or merger is permitted if it would allow (or purport to allow) any of the property or funds of the Association:

(a) to be used by the Association or any other organisation or entity for objects other than the objects of the Association as set out in Rule 3 (or equivalent objects) or for financial gain as referred to in Rules 3 and 31; and/or

(b) in the event of any subsequent winding up or restructuring, to be distributed or applied for any purpose other than for the objects of the Association (or equivalent objects) or otherwise for charitable purposes, as referred to in Rule 45; and

45.5.3 any amalgamation or merger that affects the objects or any other provision set out in the Rules relevant to the BID Programme, three year BID targeted rate agreement or the BID Programme targeted rate grant will not be permitted unless and until it is approved in writing by the Council.