

RULES OF THE NEWMARKET BUSINESS ASSOCIATION INCORPORATED

Contents

CHAPTER I - NAME AND OBJECTS	4
1. INTERPRETATION	4
2. NAME	5
3. OBJECTS	5
CHAPTER II – POWERS	6
4. SCOPE OF THE ASSOCIATION'S POWERS	6
CHAPTER III-ASSOCIATION MEMBERSHIP	7
5. MEMBERSHIP QUALIFICATIONS AND ENTITLEMENTS	7
6. TERMINATION OF MEMBERSHIP	8
7. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE	8
8. REGISTER OF MEMBERS	8
9. FEES, SUBSCRIPTIONS, ETC.	8
10. MEMBER'S LIABILITIES	9
11. DISCIPLINING OF MEMBERS	9
12. MEMBER DEALINGS WITH AND INTERESTS IN THE ASSOCIATION	10
CHAPTER IV - COMMITTEES	11
13. POWERS AND AUTHORITY OF BOARD	11
14. MEMBERSHIP OF BOARD	12
15. ELECTION OF MEMBERS TO BOARD	12
16. CHAIRPERSON AND SECRETARY	13
17. TREASURER	14
18. AUDITOR	14
19. CASUAL VACANCIES	15
20. REMOVAL OF MEMBER	15
21. MEETINGS OF BOARD AND QUORUM	16
22. VOTING AND DECISIONS OF BOARD AND SUB-COMMITTEE	16
23. DELEGATION BY BOARD TO SUB-COMMITTEE	17
CHAPTER V - GENERAL MEETINGS	17
24. ANNUAL GENERAL MEETING	17

25.	ANNUAL GENERAL MEETING - CALLING AND BUSINESS	17
26.	SPECIAL GENERAL MEETINGS	18
27.	NOTICE OF GENERAL MEETINGS OF MEMBERS	19
28.	PROCEDURE	19
29.	PRESIDING MEMBER	20
30.	ADJOURNMENT	20
31.	MAKING OF DECISIONS	20
32.	CONTENT OF NOTICE OF A GENERAL MEETING	21
33.	VOTING AT GENERAL MEETINGS INCLUDING AGM	21
CHAPTER VI · MISCELLANEOUS		21
34.	INSURANCE	21
35.	FUNDS - MANAGEMENT	22
36.	ALTERATION OF OBJECTS AND RULES	22
37.	COMMON SEAL	23
38.	CUSTODY OF BOOKS, ETC.	23
39.	SERVICE OF NOTICES	23
40.	WINDING UP	23

CHAPTER I - NAME AND OBJECTS

1. INTERPRETATION

In these Rules, unless the context indicates otherwise:

"**Act**" means the Incorporated Societies Act 2022 as amended or replaced from time to time;

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

"**Annual General Meeting**" has the meaning given to it in Rule 24;

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

"**Association**" means the Newmarket Business Association Incorporated, registered under the Act (Society Number 643425);

"**Auditor**" means the auditor appointed in accordance with Rule 18;

"**Business Improvement District Funding Grant**" means any grant received from the Council for the purposes of the Business Improvement District Programme, administered by the Board;

"**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;

"**Business Improvement District Programme**" means the economic development programme involving local government, the business community and other stakeholders to organise, design, promote, improve and develop the Newmarket commercial area;

"**Chairperson**" means the chairperson of the Board referred to in Rule 16;

"**Council**" means the Auckland Council being the territorial authority established under section 6 of the Local Government (Auckland Council) Act 2009 (as amended from time to time) having a jurisdiction of which Newmarket is part;

"**Board**" means the Board of the Association referred to in Rule 14;

"**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 the Local Board having responsibility over the area in which the Newmarket Business Improvement District is located, and established under Section 10 of the Local Government (Auckland Council) Act 2009 having a jurisdiction of which Newmarket is part;

"**Local Board Representative**" means the member of the Local Board who may attend meetings of the Board or who is appointed to the Board from time to time by the Council, and includes any other member of the Local Board who is authorised by the Local Board to act in place of that appointee if the appointee is absent or unavailable;

"Manager" means a person employed or appointed by the Association to undertake the role of administering and co-ordinating the Business Improvement District Programme on behalf of the Association in either a paid or unpaid capacity;

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

"Officers" means the Chairperson, Secretary and Treasurer of the Association referred to in Rules 16 and 17;

"Ordinary Resolution" means a resolution of Members of which notice has been given under Rule 27.1 below, not being a Special Resolution, and which is approved by a simple majority of the votes of those Members entitled to vote and voting on the question;

"Secretary" means the Secretary of the Association referred to in Rule 16;

"Special General Meeting" has the meaning given to it in Rule 26;

"Special Resolution" means a resolution of Members of which notice has been given under Rule 27.2 below, not being a Special Resolution, and which is approved by a simple majority of the votes of those Members entitled to vote and voting on the question;

"Special Subscription" has the meaning given to it in Rule 5.7;

"BID Targeted Rate" means any rate set by the Council pursuant to section 16 of the Local Government (Rating) Act 2002 or any equivalent legislation for the purpose of funding or contributing to the funding of the Business Improvement District Programme, and for the 2011/12 rating year includes that part of the transitional rate set by the Council under section 33 of the Local Government (Auckland Transitional Provisions) Act 2010 which is based on the Targeted Rate which was set for the 2010/11 rating year;

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

"Treasurer" means the Treasurer of the Association referred to in Rule 17.

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

2. NAME

The name of the Association is the "Newmarket Business Association Incorporated".

3. OBJECTS

The objects of the Association are:

- 3.1. To assist and guide the development and advancement of the commercial interests of business people and businesses in the Newmarket business area through a coordinated and structured communications, marketing and economic development programme.
- 3.2. To foster and promote generally the welfare of the business community of Newmarket and, in particular, to provide a forum for networking and collaboration of members.
- 3.3. To enhance the safety and security of the Newmarket and to attract and retain business in an effort to drive employment growth and economic, social, cultural and environmental wellbeing.

- 3.4. To capitalise on the unique assets and profile of the Newmarket 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 persons, corporations or associations for the improvement of amenity, streetscapes, utilities, transport, services or other infrastructure, and for lighting, surfacing, security and cleaning in the business area of the Newmarket.
- 3.6. For the purposes and objects stated in these Rules, to administer in conjunction with the Council, the Business Improvement District Funding Grant.
- 3.7. To promote low carbon, environmental and socially responsible business practices and to support businesses on their journey towards zero carbon emissions and sustainability
- 3.8. To do all things as are, or may be incidental to, or conducive to, the attainment of these objects.

CHAPTER II – POWERS

4. SCOPE OF THE ASSOCIATION'S POWERS

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

- 4.1. To purchase, take on, lease, exchange, hire, or otherwise acquire any real or personal property, and to sell, mortgage, dispose of or otherwise deal with any real or personal property of the Association and any rights or privileges which the Association thinks necessary or expedient for the purposes of attaining the objects of the Association or promoting the interests of the Association, its Members or any other persons.
- 4.2. Subject to Rule 13, to use the funds of the Association as the Association may consider necessary or proper to:
 - 4.2.1. pay the costs and expenses of the Association; and
 - 4.2.2. further the objects of the Association;
 including the employment of solicitors, agents, officers and servants as necessary or expedient.
- 4.3. To engage in prosecuting, defending or otherwise taking any legal action or legal proceedings on behalf of the Association and for that purpose, to expend such moneys and employ such solicitors, counsel and other advisors as the Association may think fit.
- 4.4. To apply for and acquire any licences or permits deemed necessary by the Association.
- 4.5. To open and operate bank accounts of whatever nature or description subject to such conditions as the Association thinks fit.
- 4.6. To assist any charity or charitable purpose by such financial or other means as the Association thinks fit.
- 4.7. To borrow or raise money by any means and upon such conditions as the Association thinks fit.

- 4.8. To employ staff and nominate contractors for such purposes and for such periods and subject to such conditions as the Association thinks fit.
- 4.9. To establish a Board with the functions and powers set out in these Rules.

CHAPTER III-ASSOCIATION MEMBERSHIP

5. MEMBERSHIP QUALIFICATIONS AND ENTITLEMENTS

- 5.1. There shall be Full Members of the Association. A person shall be entitled to be a Full Member of the Association if the person:
 - 5.1.1. owns one or more commercially rated properties within the Targeted Rating Area; or
 - 5.1.2. occupies or is the tenant of one or more premises (with a floor space of not less than 10sqm) of a commercially rated property within the Targeted Rating Area and who operates a business from those premises for not less than 50 business days a year; and
 - 5.1.3. has not previously been expelled from the Association, unless the Board has resolved to re-admit that person under Rule 11.5.
- 5.2. 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 5.1 to be a Full Member on more than one ground.
- 5.3. A Full Member is entitled to:
 - 5.3.1. Attend and vote at all General Meetings;
 - 5.3.2. Attend all meetings of the Board (but not vote);
 - 5.3.3. Stand for election to the Board;
 - 5.3.4. Receive regular communications about Business Improvement District Programme activities;
 - 5.3.5. Receive notification of upcoming meetings and agenda items.
- 5.4. Any person entitled to be a Full Member of the Association and who wishes to be a member shall provide and maintain current details of their name, occupation, business and contact information to the Secretary. Every applicant for membership must consent in writing to becoming a Member and this consent shall be retained in the Association's membership records.
- 5.5. Any person who ceases to be entitled to be a Full Member of the Association shall immediately provide notice of that fact, and of the date their entitlement ceased, to the Secretary.
- 5.6. There may be Associate Members of the Association. A person who does not qualify to be a Full Member may become an Associate Member of the Association by applying to the Secretary to do so. The Secretary shall advise the Board of the application and the Board shall determine at its next scheduled Board meeting whether or not the applicant shall be admitted.
- 5.7. An Associate Member shall, in each year, pay a Special Subscription of such amount as is determined by the Board from time to time.

- 5.8. An Associate Member is not entitled to vote on any Association matters or to stand for election to the Board.
- 5.9. The Board may appoint an Associate Member onto the committee or a sub-committee but only in a non-voting capacity.
- 5.10. For the avoidance of doubt, reference to a "person" in these Rules relating to membership of the Association is a reference to any separate legal entity such as an individual, company, association or incorporated society.
- 5.11. Each Member, which is not an individual, shall designate an individual representative to act on its behalf on all matters relating to the Association, and shall notify the Secretary of that representative's name and contact information. Any such Member may change their representative, but no such change is effective until notice of the change and the name and contact information of the new representative is received by the Secretary.

6. TERMINATION OF MEMBERSHIP

- 6.1. A person ceases to be a Member of the Association if the person:
 - 6.1.1. dies, becomes bankrupt or, being a company or other incorporated body is wound up; or
 - 6.1.2. resigns that membership by notice in writing to the Association; or
 - 6.1.3. is expelled from the Association; or
 - 6.1.4. ceases to be entitled to be a Full Member in terms of Rule 5.1, and has not been admitted as an Associate Member.

7. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

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

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

8. REGISTER OF MEMBERS

- 8.1. The Secretary of the Association shall establish and maintain a register of Members of the Association pursuant to the Act specifying the name, consent to membership, occupation, business and contact details of each person who is a Member of the Association, whether that person is a Full or Associate Member and, in the case of members which are not individuals, the name and address of that Member's individual representative.
- 8.2. Each Member shall advise the Secretary if there is any change to any of the information in the register of Members relating to that Member.
- 8.3. The register of Members shall be kept at the principal place of administration of the Association and shall be open for inspection, free of charge, by any Member of the Association at any reasonable hour.

9. FEES, SUBSCRIPTIONS, ETC.

- 9.1. The Association may levy its Members such fee or subscription charge (if any) considered by the Board necessary to carry out its objects.

- 9.2. Any Member ceasing to be a member of the Association pursuant to Rule 6 shall not be entitled to any refund of any fee or subscription charge paid or payable by that Member prior to his, her or its termination and such Member shall continue to remain liable to pay such fee or subscription charge despite ceasing to be a Member.

10. MEMBER'S LIABILITIES

- 10.1. The liability of a Member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by Rule 5.7 and Rule 9. In the event any Member ceases to be a Member of the Association pursuant to Rule 6 such Member shall not be released from any liability to the Association for any matters arising prior to the end of the financial year in which the Member ceased to be a Member.

11. DISCIPLINING OF MEMBERS AND DISPUTE RESOLUTION

- 11.1. Where the Board is reasonably of the opinion that a Member of the Association:

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

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

11.1.3. has failed to pay any subscription or charge payable under Rule 9 or any Special Subscription payable under Rule 5.7 or otherwise failed to make any payment due under these Rules and such failure continues for a period of three calendar months after it is due; or

11.1.4. does anything which, in the opinion of the Board in its absolute discretion is likely to seriously harm the reputation of the Association or the objects of the Association in general;

the Board may by resolution do any one or more of the following:

11.1.5. remove that Member's entitlement to vote at any General Meeting until such time as payment is made in full; or

11.1.6. expel the Member of the Association; or

11.1.7. suspend the Member from membership of the Association for a specified period.

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

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

11.3.1. setting out the resolution of the Board and the grounds on which it is based;

- 11.3.2. stating that the Member may address the Board at a meeting of the Board to be held not earlier than fourteen days and not later than twenty-eight days after service of the notice;
- 11.3.3. stating the date, place and time of that meeting of the Board; and
- 11.3.4. informing the Member that the Member may do either or both of the following:
 - 11.3.4.1. attend and speak at that meeting;
 - 11.3.4.2. submit to the Board at or prior to the date of that meeting written representations relating to the resolution.
- 11.4. At a meeting of the Board held in accordance with Rule 11.3, the Board shall:
 - 11.4.1. allow the Member to bring a supporting person;
 - 11.4.2. give the Member an opportunity to make oral representations;
 - 11.4.3. give due consideration to any written representations submitted to the Board by the Member at or prior to the meeting; and
 - 11.4.4. by resolution determine whether to confirm or to revoke the resolution.
- 11.5. The Board 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.
- 11.6. For any other disagreement or conflict involving the Association and/or its Members as set out in sections 38 to 44 of the Act, the Association adopts the processes set out under Schedule 2 of the Act for the handling of any dispute of that nature.

12. MEMBER DEALINGS WITH AND INTERESTS IN THE ASSOCIATION

- 12.1. Any Member who is or may be interested or concerned directly or indirectly in any property or undertaking in which the Association is or may be in any way concerned or involved:
 - 12.1.1. must disclose the nature and extent of that Member's interest to the other Members. A dated record should be kept in the Association's interests register; and
 - 12.1.2. must not take any part whatever in any deliberation concerning any matter in which that Member is or may be interested other than as a Member of the Association.
- 12.2. No private pecuniary profit shall be made by any person from the Association except that:
 - 12.2.1. any Member may receive full reimbursement for all expenses properly incurred by that Member in connection with the affairs of the Association;
 - 12.2.2. the Association may pay reasonable remuneration to any officer or servant of the Association (whether a Member or not) in return for services actually rendered to the Association;

- 12.2.3. any Member may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by the Member, or by any firm or entity of which that Member is a member, employee or associate in connection with the affairs of the Association;
- 12.2.4. any Member may retain any remuneration properly payable to that Member by any company or undertaking with which the Association may be in any way concerned or involved for which that Member has acted in any capacity whatever, notwithstanding that the Member's connection with that company or undertaking is in any way attributable to that Member's connection with the Association.

CHAPTER IV - COMMITTEES

13. POWERS AND AUTHORITY OF BOARD

The Association shall be governed by the Board which:

- 13.1. shall control and manage the affairs of the Association;
- 13.2. may exercise all such functions as may be exercised by a General Meeting of Members of the Association;
- 13.3. may fix the amount of any fee or subscription charge to be paid by members, which may be in several parts or categories;
- 13.4. has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association;
- 13.5. shall be responsible for co-ordinating and undertaking any poll in relation to the BID Targeted Rating Area required by the Council to be carried out by the Association;
- 13.6. shall have the duty of carrying out the financial affairs of the Business District Improvement Programme on behalf of the Association, which includes:
- 13.6.1. allocating the Business Improvement District Funding Grant;
- 13.6.2. overseeing the spending of approved budgets;
- 13.6.3. monitoring work progress against approved budgets;
- 13.6.4. establishing any sub-committee to deal with specific projects as the Board deems appropriate;
- 13.6.5. reporting to the Council as required;
- 13.6.6. any other matters relating to or requirements as set out in the BID Policy
- 13.7. Shall be responsible for approving:
- 13.7.1. the annual budget for any proposed Targeted Rate or other Council funding source so it may be forwarded to the Council;
- 13.8. Shall be responsible for accounting for the Business Improvement District Funding Grant to be operated jointly by at least two nominated members of the Board.
- 13.9. Shall be responsible for arranging an annual audit including all aspects of the BID Policy

- 13.10. 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.

14. MEMBERSHIP OF BOARD

- 14.1. The Board shall consist of:
- 14.1.1. An uneven number of voting members, being not less than five and not more than nine persons (one of whom may be the Local Board Representative appointed by the Council in a non-voting capacity); and
 - 14.1.2. One non-voting member, being the Manager
- 14.2. Subject to Rule 14.3 and Rule 22 the voting members of the Board shall be:
- 14.2.1. Those members of the Board who are elected to the Board from time to time under Rule 15 and who are referred to in Rule 14.1.1 above.
- 14.3. The Manager shall not be entitled to vote on any matter before the Board. If a member of the Board, the Local Board Representative shall not be entitled to vote on any matter before the Board..
- 14.4. Each member of the Board elected under Rule 14.2.2 shall, subject to these Rules, hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.
- 14.5. The Council may at any time replace any of the members of the Board who are appointed by it.
- 14.6. In the event of a casual vacancy occurring in the membership of the Board, the casual vacancy shall be filled as follows:
- 14.6.1. in the case of a person appointed under Rule 14.2.1, the casual vacancy shall be filled by the Council;
 - 14.6.2. in the case of a person elected under Rule 14.2.2, the casual vacancy shall be filled by the Board;
 - 14.6.3. in the case of the Manager referred to in Rule 14.1.2, the casual vacancy shall be filled by the Board;
 - 14.6.4. in the case of the Council officer referred to in Rule 14.1.2, the casual vacancy shall be filled by the Council.
- 14.7. In filling a vacancy under Rule 14.6.2 the Board shall give consideration to achieving fair representation for the following sectors (as appropriate) within the Business Improvement District: retail; tourism; commercially rated property owners; corporate; parking; arts, culture and entertainment; and professional.
- 14.8. A Board member appointed to fill a casual vacancy under Rule 14.6.2 shall hold office subject to these Rules until the conclusion of the next Annual General Meeting following the date of appointment.

15. ELECTION OF MEMBERS TO BOARD

- 15.1. Each form of nomination of a candidate for election as a member of the Board:

- 15.1.1. shall be in writing, signed by two Full Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
- 15.1.2. 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.
- 15.2. If insufficient nominations are received to fill all vacancies, the candidates nominated shall be deemed to be elected (and no ballot shall be held) and further nominations shall be received at the Annual General Meeting.
- 15.3. If insufficient further nominations are received at the Annual General Meeting, any vacant positions remaining shall be deemed to be casual vacancies.
- 15.4. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected (and no ballot shall be held).
- 15.5. If the number of nominations received exceeds the number of vacancies to be filled a ballot shall be held.
- 15.6. Any such ballot shall be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct.
- 15.7. In the event of an equality of votes between two or more candidates an exhaustive ballot will be held to determine the person elected.

16. CHAIRPERSON AND SECRETARY

- 16.1. The election of a member of the Board as the Chairperson may be made either by a general member vote at the Annual General Meeting or by the Board at its first meeting following the Annual General Meeting. The decision whether an election is made at the Annual General Meeting, or by the Board, is made at an Annual General Meeting, with that decision taking effect for the purposes of the following year's election, and at all subsequent elections unless changed by vote at an Annual General Meeting (again with effect from the following year's election).
- 16.2. The election of the Chairperson shall be conducted by such standard voting method (for example ballot or show of hands) as the Board by a simple majority deems appropriate given the number of candidates and whether the election is being made at an Annual General Meeting or a meeting of the Board.
- 16.3. The Board shall appoint or elect one member (who may be the Manager) as the Secretary of the Association. The role of the Secretary shall include acting as the Contact Officer for the Association. The Secretary's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including a physical address or an electronic address, and a telephone number. Any change in the Secretary or the Secretary's contact details shall be advised to the Registrar of Incorporated Societies within 20 days of that change occurring.
- 16.4. The Local Board Representative may not be the Chairperson or the Secretary.
- 16.5. The Local Board Representative is not entitled to vote on the election of the Chairperson or Secretary.
- 16.6. It is the duty of the Secretary to keep minutes of:

- 16.6.1. all elections of Officers and members of the Board;
 - 16.6.2. the names of members of the Board present at each Board meeting and General Meeting; and
 - 16.6.3. all proceedings at Board meetings and General Meetings.
- 16.7. Minutes of proceedings at a meeting shall be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.

17. TREASURER

- 17.1. The election of a member of the Board as Treasurer may be made either by a general member vote at the Annual General Meeting or by the Board at its first meeting following the Annual General Meeting. The decision whether an election is made at the Annual General Meeting, or by the Board, is made at an Annual General Meeting, with that decision taking effect for the purposes of the following year's election, and at all subsequent elections unless changed by vote at an Annual General Meeting (again with effect from the following year's election).
- 17.2. The election of the Treasurer shall be conducted by such standard voting method (for example ballot or show of hands) as is appropriate given the number of candidates and whether the election is being made at an Annual General Meeting or a meeting of the Board.
- 17.3. The Local Board Representative may not be the Treasurer.
- 17.4. The Local Board Representative is not entitled to vote on the election of the Treasurer.
- 17.5. Despite rules 17.1 and 17.2, in the event that no member of the Board is qualified, and wishes, to act as Treasurer, the Board may engage a professionally qualified person (not necessarily a member of the Association) to act as Treasurer of the Association.
- 17.6. It is the duty of the Treasurer of the Association to ensure that:
 - 17.6.1. all money due to the Association is collected and received and all payments authorised by the Association are made;
 - 17.6.2. correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association.

18. AUDITOR

- 18.1. The Auditor shall be appointed by the Association on an annual basis to carry out the functions set out in this Rule.
- 18.2. No person who is an Officer or a Member may be appointed as Auditor.
- 18.3. The remuneration of the Auditor shall be fixed by the Association.
- 18.4. If any casual vacancy occurs in the office of any Auditor appointed by the Association, the Board shall appoint an Auditor to carry on the duties of the Auditor until the next Annual General Meeting.
 - 18.4.1. Every Auditor shall be supplied with a copy of the accounts and statements of the Association. It shall be the Auditor's duty to thoroughly examine the

accounts and statements, all minutes and such other information as is requested.

18.4.2. The Auditor shall be a member of Chartered Accountants Australia and New Zealand (CAANZ) &/or Certified Practising Accountant (CPA) and conduct the audit in terms of the guidelines of the institute.

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

19. CASUAL VACANCIES

19.1. For the purposes of these Rules, a casual vacancy in the office of a member of the Board occurs if the member:

19.1.1. dies;

19.1.2. ceases to be a Member of the Association;

19.1.3. is declared bankrupt;

19.1.4. resigns office by notice in writing given to the Secretary;

19.1.5. is removed from office under Rule 20;

19.1.6. becomes of unsound mind or becomes a person who is liable to be dealt with in any way under the law relating to mental health;

19.1.7. fails to attend three meetings in succession without apologies being tendered and accepted by resolution of the Board, or without having been granted leave of absence by resolution of the Board; or

19.1.8. commits a crime punishable by imprisonment.

20. REMOVAL OF MEMBER

20.1. The Association in a General Meeting may, by resolution, remove any of the Association members of the Board from office before the expiration of the member's term of office.

20.2. Where a member of the Board to whom a proposed resolution referred to in Rule 20.1 relates:

20.2.1. makes representations in writing (not exceeding a reasonable length) to the Secretary or Chairperson; and

20.2.2. requests that the representations be notified to the Members of the Association;

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

21. MEETINGS OF BOARD AND QUORUM

- 21.1. The Board shall endeavour to meet monthly but, in all events, shall meet not less than six times in each period of twelve months, and at such time and place as shall be decided by the Board.
- 21.2. Additional meetings of the Board may be convened by the Chairperson or by any member of the Board.
- 21.3. Oral or written notice (including by way of email) of a meeting of the Board shall be given by the Secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Board) before the time appointed for the holding of the meeting.
- 21.4. A meeting of the Board may be held either:
 - 21.4.1. By a number of the Board members, who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
 - 21.4.2. By means of audio, or audio and visual communication, or other electronic means by which all Board members participating and constituting a quorum can simultaneously communicate with each other throughout the meeting.
- 21.5. Any five full members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- 21.6. No business shall be transacted by the Board unless a quorum is present within half an hour of the time appointed for the meeting. If a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- 21.7. If at the adjourned meeting, a quorum is not present within half an hour of the time appointed for the meeting, then any three members of the Board present shall constitute a quorum.
- 21.8. At a meeting of the Board the Chairperson or, in the Chairperson's absence, any member of the Board nominated to stand in his/her place shall preside.
- 21.9. A resolution in writing, signed or assented to by all Board members then entitled to receive notice of a Board meeting, is as valid and effective as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents (including email or other similar means of communication) in like form each signed or assented to by one or more Board members. A copy of any such resolution must be entered in the minute book of Board proceedings.
- 21.10. Except as otherwise provided in these Rules, the Board may regulate its own procedure.

22. VOTING AND DECISIONS OF BOARD AND SUB-COMMITTEE

- 22.1. The voting members of the Board shall be as stated in Rule 14.2 above, each of whom shall be entitled to one vote on any matter before the Board (subject only to the restriction referred to in the second sentence of Rule 14.3).
- 22.2. Matters arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined by a majority of the votes of members of the Board or that committee present at the meeting and entitled to vote.

- 22.3. The Chairperson of the meeting is entitled to exercise a second or casting vote, but only to preserve the status quo.
- 22.4. Subject to Rule 21.5, the Board may act notwithstanding any vacancy on the Board.
- 22.5. Any act or thing done or suffered, or purporting to have been done or suffered by the Board or by a sub-committee appointed by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of that committee.

23. DELEGATION BY BOARD TO SUB-COMMITTEE

- 23.1. The Board may delegate to one or more sub-committees (consisting of such Member or Members of the Association as the Board thinks fit) the exercise of such of the functions of the Board as the Board may decide.
- 23.2. A function which has been delegated to a sub-committee under this Rule may be exercised by that committee in accordance with the terms of the delegation, while the delegation remains unrevoked.
- 23.3. Notwithstanding any delegation under this Rule, the Board may continue to exercise any function delegated.
- 23.4. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Board.
- 23.5. The Board may, in writing, revoke wholly or in part any delegation under this Rule.
- 23.6. A sub-committee may meet and adjourn as it thinks proper.

CHAPTER V - GENERAL MEETINGS

24. ANNUAL GENERAL MEETING

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

25. ANNUAL GENERAL MEETING - CALLING AND BUSINESS

- 25.1. The Annual General Meeting of the Association shall, subject to the Act and to Rule 24, be convened on such date and at such place and time as the Board thinks fit.
- 25.2. In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:
 - 25.2.1. to confirm the Minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
 - 25.2.2. to receive from the Board reports on the activities of the Association during the preceding financial year;
 - 25.2.3. to approve the Annual Financial Statements;
 - 25.2.4. to approve the proposed annual accountability reporting as required and set out in the BID Policy
 - 25.2.5. to approve the BID Target Rate Grant amount for the following financial year, provided that any increase by more than 10% or \$10,000 (whichever is

greater) over the current year's BID Targeted Rate Grant may only be made by Special Resolution;

25.2.6. to elect members of the Board;

25.2.7. if necessary, to decide the method of election of the Chairperson and/or the Treasurer for the following year's election (refer to rules 16.1 and 17.1);

25.2.8. if it has been decided that the Chairperson and/or the Treasurer will be elected at the Annual General Meeting, to elect the Chairperson and/or the Treasurer, as the case may be;

25.2.9. to appoint an Auditor;

25.2.10. to give notice of any record made in the Association's interests register since the last preceding Annual General Meeting.

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

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

26. SPECIAL GENERAL MEETINGS

26.1. The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.

26.2. The Board shall, on the requisition in writing of not less than five percent of the total number of Full Members, convene a Special General Meeting of the Association.

26.3. A requisition of Members for a Special General Meeting:

26.3.1. shall state the purpose or purposes of the meeting;

26.3.2. shall be signed by the Members making the requisition;

26.3.3. shall be lodged with the Secretary;

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

26.3.5. if a resolution is proposed, the text of the proposed resolution of the Association and an explanatory note as to the reason for, and meaning of, the proposed resolution.

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

26.5. A Special General Meeting convened by a Member or Members as referred to in Rule 26.4 shall be deemed to have been convened by the Board. Any such Member who incurs expense as a result of convening the Special General Meeting is entitled to be reimbursed by the Association for any expenses so incurred.

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

27. NOTICE OF GENERAL MEETINGS OF MEMBERS

- 27.1. Except where the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Association, the Secretary shall, at least 14 days before the date fixed for the holding of the General Meeting, cause to be sent to each Member of the Association, by prepaid post or by email to each Member at the Member's address appearing in the register of Members, a notice of the meeting which complies with below.
- 27.2. Where the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Association the Secretary shall, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be sent to each Member of the Association, by prepaid post or by email to each Member at the Member's address appearing in the register of Members, a notice of the meeting which complies with Rule 32.2 below.
- 27.3. In any case where a proposed Special Resolution is to approve a BID Targeted Rate Grant for the following financial year which is an increase by more than 10% or \$10,000 (whichever is greater) over the current year's budget, then the notice referred to in Rule 27.2 shall be provided to each Member in such a way as to draw particular attention to it and to 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 GRANT BY MORE THAN 10% [OR \$10,000].**"
- 27.4. No business other than that specified in the notice convening a General Meeting shall be transacted at a meeting except, in the case of an Annual General Meeting, present business which may be transacted pursuant to Rule 27.
- 27.5. 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.
- 27.6. An irregularity in a notice of a meeting is waived if all the Members entitled to attend and vote at the meeting, attend the meeting without protest as to the irregularity, or if all such Members agree to the waiver. The accidental omission to give notice of a meeting to, or a failure to receive notice of a meeting by, a Member does not invalidate the proceedings at that meeting.

28. PROCEDURE

- 28.1. No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present.
- 28.2. Ten Full Members present in person constitute a quorum for the transaction of the business of a General Meeting.
- 28.3. If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, then the meeting shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or

communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.

- 28.4. 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 Members present shall constitute a quorum.
- 28.5. Where, having regard to Government imposed restrictions and considerations of public health, or for other good reasons the Board in good faith considers that it is not reasonably appropriate or practicable to conduct any physical meeting of the Association (including any General Meeting or Special General Meeting of the Association) and for voting to be conducted in person, a meeting of Members may be held by means of audio, or audio and visual, communication by which all members participating and constituting a quorum can simultaneously hear each other during the meeting and the Board may avail itself of the use of electronic means for the calling and holding of meetings, including for the purpose of establishing a quorum and for voting.
- 28.6. In the case of a meeting held under Rule 28.5, unless a poll is demanded, voting at the meeting shall be by the Members signifying their assent or dissent by voice or other appropriate electronic means.

29. PRESIDING MEMBER

- 29.1. The Chairperson shall preside at each General Meeting of the Association.
- 29.2. If the Chairperson is absent from a General Meeting or unable or unwilling to act, the Members present shall elect one of their number to preside as Chairperson at the meeting.

30. ADJOURNMENT

- 30.1. The Chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place. No business shall be transacted at an adjourned meeting other than business left unfinished at the meeting at which the adjournment took place.
- 30.2. Where a General Meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each Member of the Association. The notice shall state the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 30.3. Except as provided in Rules 30.1 and 30.2, 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.

31. MAKING OF DECISIONS

- 31.1. A resolution arising at a General Meeting of the Association shall be determined on a show of hands. Unless a poll is demanded before, or on the declaration of a show of hands, then a declaration by the Chairperson of the General Meeting (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.

- 31.2. At a General Meeting of the Association, a poll may be demanded by the Chairperson of the General Meeting or by not less than five Full Members present in person.
- 31.3. Where a poll is demanded at a General Meeting, the poll shall be taken:
 - 31.3.1. immediately in the case of a poll which relates to the election of the Chairperson of the meeting or to the question of adjournment; or
 - 31.3.2. in any other case, in such manner and at such time before the closing of the meeting as the Chairperson of the General Meeting directs. Resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

32. CONTENT OF NOTICE OF A GENERAL MEETING

- 32.1. The Notice of a General Meeting referred to in Rule 27.1 above must state:
 - 32.1.1. the nature of the business to be transacted at the meeting of the Association; and
 - 32.1.2. the text of any Ordinary Resolution or Special Resolution to be submitted to the meeting.
- 32.2. A Notice referred to in Rule 27.2 above must state:
 - 32.2.1. the nature of the business to be transacted at the meeting of the Association in sufficient detail to enable a Member to form a reasonable judgement in relation to it; and
 - 32.2.2. the text of any Special Resolution to be submitted to the meeting, and an explanatory note explaining the reason for, and the meaning of any Special Resolution to be put to the vote at the meeting concerned.

33. VOTING AT GENERAL MEETINGS INCLUDING AGM

- 33.1. Upon any question arising at a General Meeting of the Association, a Full Member has one vote only.
- 33.2. All votes shall be given personally and no proxy votes will be allowed.
- 33.3. In the case of an equality of votes on a question at a General Meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote, but only to defeat the question and preserve the status quo.

CHAPTER VI · MISCELLANEOUS

34. INSURANCE

- 34.1. The Association shall effect and maintain full and proper insurance including public liability insurance.
- 34.2. In addition to the insurance required under Rule 34.1, the Association may affect and maintain other insurance.

35. FUNDS - MANAGEMENT

- 35.1. Subject to any resolution passed by the Association in General Meeting and subject to Rule 13.8, the funds of the Association shall be used to pursue the objects of the Association in such manner as the Board determines.
- 35.2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the Board or employees of the Association, being Members or employees authorised to do so by the Board. The Board shall maintain and operate an account or accounts at such bank or banks as the Board from time to time determines. Such account or accounts may be operated by such person or person as the Board shall from time to time direct and in accordance with any prescribed limits.
- 35.3. All funds received by the Association, remain the property of the Association unless the Association is subject to dissolution, see Rule 40. The property of the Association is irrevocably dedicated to objects stated in these Rules. No part of the net income or assets of the Association shall ever inure to the benefit of any director, officer or Member of the Association or to the benefit of any private persons.
- 35.4. The funds and property of the Association shall be controlled, invested and disposed of by the Board, subject to these Rules, and devoted solely to the promotion of the purposes of the Association.
- 35.5. The Board shall maintain bank accounts in the name of the Association. All money received on account of the Association shall be banked within 5 days of receipt.
- 35.6. All accounts paid or for payment shall be submitted to the Board for approval of payment.
- 35.7. The Board must ensure that there are kept at all times accounting records that correctly record the transactions of the Association and allow the Association to produce financial statements that comply with the requirements of the Act and enable the financial statements to be readily and properly audited.
- 35.8. The Board must establish and maintain a satisfactory system of control of the Association's accounting records. The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. The accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the Association.

36. ALTERATION OF OBJECTS AND RULES

- 36.1. Subject to the provisions of the Act, Rule 36.2 and the statement of objects, these Rules may be altered, rescinded or added to only by a Special Resolution of the Association provided that no addition to or alteration or rescission of the Rules shall be effective if it affects the objects, pecuniary benefits or winding up clauses (refer to Rules 3, 12 and 40).
- 36.2. None of the Rules of the Association affecting the BID programme, three-year BID Grant Agreement and the BID Targeted Rate Grant shall be altered in any way without the prior written approval of the Council.

37. COMMON SEAL

- 37.1. The common seal of the Association shall be kept in the custody of the Secretary.
- 37.2. The common seal shall not be affixed to any instrument except by the authority of the Board. The affixing of the common seal shall be attested by the signatures of two members of the Board. A log of such affixing shall be kept.

38. CUSTODY OF BOOKS, ETC.

- 38.1. Except as otherwise provided by these Rules, the Secretary shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association. Backups must be kept of computer files at least quarterly and at different premises.

39. SERVICE OF NOTICES

- 39.1. For the purposes of these Rules, a notice may be served by or on behalf of the Association upon any Member either personally or by sending it by post, email or facsimile to the Member at the Member's address shown in the register of Members.
- 39.2. Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall be deemed for the purposes of these Rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.
- 39.3. Where a document is sent to a person by properly addressed email or facsimile, 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.

40. WINDING UP

- 40.1. Should the dissolution of the Association be deemed necessary, then two meetings must be held in accordance with the Act. The first meeting shall be called to pass a resolution to wind up the Association and must be carried by a majority of valid votes. The second meeting must be called (not earlier than 30 days after the first meeting) to confirm the resolution to be passed.
- 40.2. If, upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed among the members of the Association. Such remaining property shall be distributed or applied for the objects of the Association and/or for charitable purposes in the Business Improvement District incorporating the Newmarket commercial area, including by way of transfer to some other New Zealand organisation that operates for such objects or purposes in the Business Improvement District incorporating the Newmarket commercial area and not for private pecuniary profit. In the event of the Board being unable to decide, the remaining assets are to be distributed as a Judge of the High Court of New Zealand directs.

SIGNED by the Association by three of its Members, pursuant to the Incorporated Societies Act 2022:

Signature:

Name:

Office (if Office Holder):

Signature:

Name:

Office (if Office Holder):

Signature:

Name:

Office (if Office Holder):